



World Association
of Girl Guides
and Girl Scouts

Association mondiale
des Guides et des
Eclaireuses

Asociación
Mundial de las
Guías Scouts

Governance Review Report and Recommendations

Including CIO constitution

World Conference Document No 3

imagine
more

connect . grow . impact





World Conference Document No 3

March 2014

Governance Review Report and Recommendations

Introduction

The World Conference in Edinburgh in 2011 recognized the need to modernize WAGGGS' governance and a Task Group was appointed to carry out this mandate. They identified the need for WAGGGS to offer better protection against personal liability to the trustees (World Board members) and to adopt a legal form and constitution to fit the organization's global status and to comply with the current legal requirements of the UK¹ as the most urgent priority.

In September 2013 the World Board agreed to make a recommendation to the World Conference in 2014 that WAGGGS incorporates as a Charitable Incorporated Organization (CIO), a newly introduced legal form for charities in the UK, where WAGGGS is legally based. Incorporation will mean that WAGGGS has a new legal form which will enable it to continue to operate successfully in the modern environment.

Other changes recommended by the Governance Review task group included moving towards a strategic board with clearer delegation of authority and the creation of a Nominations Committee to assist the MOs in identifying potential candidates as well as enhance the recruitment process for World Board members and provide candidates with a high level of support to understand and prepare for their role.

The changes and improvements proposed by the Task Group were presented at each Regional Conference in 2013, providing Member Organizations with the opportunity to make suggestions and ask questions on the process and impact of the new proposals.

This document outlines the governance work led by the World Board in the past triennium, focusing on the rationale behind the recommendations regarding incorporation found last in the document. As appendices to this document, please refer to the final draft version of the constitution and the FAQ.

1. A Strategic Board

Over the course of the triennium the Task group, consulting with the Board and other stakeholders, has reviewed the roles and responsibilities of the Board to ensure that Members have the skill set and qualities necessary to take overall responsibility for the direction, governance and control of the global organization. The intention is to move away from an operational management style board to a board more focussed on high level governance and strategic oversight, able to develop vision, strategy and high-level policies for WAGGGS.

¹ References in this document to the legal requirements of the UK or to the laws of the United Kingdom are references to the English law only, being the jurisdiction of the Charity Commission for England and Wales

2. The appointment of a Nominations Committee

A Nominations Committee was set up to support this transformation. Working within the parameters of the existing Constitution, the Committee's role is to support the identification of candidates whose skills and experience match the new role description and person specification for the strategic leadership of WAGGGS. A new nominations pack for candidates to the World Board was circulated in November including a detailed role description for prospective Board members, which reflects the new focus on strategic leadership.

The Nominations Committee has worked in consultation with the regions and Member Organizations and the results have been a 100% increase in the number of candidates from across the five regions being nominated by their MO for the forthcoming election.

3. Incorporation and new Constitution

In order to incorporate as a Charitable Incorporated Organization (CIO) it is necessary to adopt a new constitution which complies with the laws and regulations of the UK. This is a new legal form established in the United Kingdom and designed specifically for charitable organizations. The suggested organizational change has been recommended by WAGGGS' legal advisors and auditors for a long time and when the new legal form came into being, a way of achieving incorporation and enhancing governance was within reach.

The purpose and day to day running of WAGGGS will be unchanged by incorporation and incorporation as a CIO will have no effect on the operations of our MOs, which are separate organizations with their own rules and regulations. Incorporation will simply substitute a CIO structure for the current unincorporated association structure. This will protect the organization as a whole.

It is important to keep in mind the purpose of incorporation and some key facts. When incorporated:

- The trustees will not be personally financially liable in situations where they have acted honestly and reasonably in managing the affairs of the organization.
- WAGGGS will have additional legal protection, and it must comply with the attendant regulations which will serve to ensure the on-going integrity and public accountability of the organization.
- WAGGGS will be able to own property, employ staff and enter into contracts in its own name rather than in the names of the individual trustees (World Board members)
- MOs, as members of WAGGGS, will not be liable for the debts of WAGGGS if it winds up.

As well as consultation at the Regional Conferences, the draft CIO constitution was made available to Member Organizations for consultation with supporting documentation and FAQ at the end of November 2013. A number of MOs contributed their ideas, queries, concerns and also their support for the new constitution and incorporation.

Simultaneously, the Task Group has taken specialist legal advice throughout the process. The layout and content of the Constitution follow the regulatory approved model constitution and include general law and good practice. Where WAGGGS has needed to make changes to the model, it has consulted directly with the regulator, the Charity Commission, to ensure that the changes have regulatory approval.

As a result of the consultation with Member Organizations, we have made changes to the draft CIO constitution, with the approval of the Regulator (as set out below). Where feedback varied, options have been prepared so that MOs have several choices to vote on at the World Conference. The new draft includes options to be voted upon at the World Conference.

A number of important issues were raised during the consultation process, and it is worth noting that certain issues, for example, relating to beneficiaries and the role of the World Board are not affected by the process of incorporation but are matters on which we will continue to communicate and engage as we enter this new chapter of WAGGGS' development.

Through this process, we have learned that some aspects of the current constitution are unclear and/or outdated. If incorporation is not agreed, the constitution needs significant updating and a major revision will need to be brought forward to the next World Conference.

4. Key Revisions to first Draft CIO Constitution

Many Members felt that it would be more appropriate to retain the preamble to the Constitution which sets out the unique character of WAGGGS by referring to the Fundamental Principles. The preamble from the current constitution has been added before Article 1.

The Original Promise and Original law have been removed from the Bye-Laws to be included under Article 4 in the Constitution.

For clarity, the sections describing Regions, Regional Conferences, Regional Committees and Regional Terms of Reference have also been moved into the Constitution (Articles 19 to 22 of the CIO Constitution) and removed from the Bye-Laws.

5. Optional Clauses to be Voted on at the World Conference

Whether or not to include the following four provisions will be voted on as options for the new Constitution. Each option will be considered separately. Those options that are approved will be incorporated into the final motion for approval of the revised constitution.

Option 1: Objects

Having consulted with the Charity Commission, their strong recommendation is to modernise the objects, as follows: "*The object of WAGGGS is to further the aims of the Girl Guide/Girl Scout Movement by providing girls and young women with opportunities for self-development through leadership, responsible citizenship and service in their own and world communities.*" The updated wording captures the mission of WAGGGS as supported by the Fundamental Principles, which have now been inserted into the constitution at clause 4.

Option 2: Members' power to create new categories of non-voting membership (Article 10.10.4 in the final draft)

This is an 'enabling clause' which means that it facilitates future considerations regarding ways to engage in the work of the World Association. The proposed clause does not provide for any new membership categories at this time. It acknowledges that it may be appropriate to offer new categories in the future, in line with our evolving membership. As such, this clause highlights the forward-looking strategic thinking of the Association as it seeks to

achieve its Vision of a world where all girls and young women are valued and take action to change the world.

Option 3: Providing for postal and email voting (Article 12.7)

This is also an ‘enabling clause’ which includes the possibility of voting on relevant matters by post or email. This would enhance the democratic basis of WAGGGS’ decision-making. For various reasons, a number of Member Organizations find they are not always able to attend the World Conference. As a result, because they are not represented in person at the Conference, they are unable to participate in the central decision-making of WAGGGS. This article recognizes the availability of appropriate technology and outlines procedures to safeguard the democratic principles of the Association.

Using available technology, and with appropriate procedures in place, this provision would also offer opportunities for more effective decision-making, i.e., more frequently than on a three year cycle.

Option 4: Providing for proxy voting (Article 12.9)

As outlined under option 3, this ‘enabling clause’ aims to provide additional ways for Member Organizations to participate in WAGGGS decision-making in the event they are unable to participate in person at the World Conference or other decision-making meetings. It reflects updated thinking about how WAGGGS can make effective decisions more efficiently while retaining its fundamental belief in democratic process.

6. Recommendations

APPROVAL OF DRAFT CHARITABLE INCORPORATED ORGANIZATION (CIO) CONSTITUTION

In these recommendations:

- the **Unincorporated Association** means the World Association of Girl Guides and Girl Scouts (**WAGGGS**), as governed by its existing Constitution and bye-laws formally adopted in 1936 (as amended) and registered with the Charity Commission for England and Wales with charity number 306125;
 - the **CIO** means the World Association of Girl Guides and Girl Scouts Charitable Incorporated Organization, as governed by the (draft) “Association” model Constitution, as attached to the Agenda for the 2014 World Conference, and marked as such.
1. **THAT** the draft CIO Constitution, as attached to the Agenda for the World Conference, shall be adopted as the governing document of WAGGGS subject to registration with the Charity Commission for England and Wales and to the following options (as set out in full in the draft constitution) being approved or rejected:

1.1 Option 1: Clause 3 (Objects)

THAT the updated draft charitable objects of WAGGGS be adopted to the exclusion of the existing charitable objects so that the objects of WAGGGS shall be:

“The object of WAGGGS is to further the aims of the Girl Guide/Girl Scout Movement by providing girls and young women with opportunities for self-development through leadership, responsible citizenship and service in their own and world communities”

(If this motion is not carried, the existing objects of WAGGGS shall be adopted as indicated at option (1) in the draft CIO constitution.)

1.2 Option 2: Clause 10.10.4 (Members' power to create categories of non-voting membership)

THAT the provisions of Clause 10.10.4 be approved and remain in the draft CIO constitution as follows:

“The Full Members in World Conference by a simple majority may create other categories of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), the conditions for admission to, and termination of membership of any such category of membership.”

1.3 Option 3: Clause 12.7 – (Power to permit postal and email voting)

THAT the provisions of Clause 12.7 – (comprising sub-clauses 12.7.1 to 12.7.13) be approved and remain in the draft CIO constitution.

1.4 Option 4: Clause 12.9 – Proxy voting

That Clause 12.9 – (sub-clause 12.9.1 to 12.9.8) be approved and remain in the draft CIO constitution.

2. THAT, the World Board shall be authorised to agree such minor and ancillary further changes to the draft CIO constitution as shall be necessary to implement the agreed options (as per Motion 1 above) and in order to achieve registration with the Charity Commission for England and Wales.

3. THAT, subject to the approval of the draft CIO constitution, WAGGGS shall be incorporated by the transfer of the assets and undertaking of WAGGGS from the existing Unincorporated Association to the CIO on such terms and in such manner as the World Board shall approve so that the CIO shall become the successor body to the Unincorporated Association.

Next steps

Once the draft CIO constitution has been approved, there are a number of administrative steps for WAGGGS to complete in order for the CIO to become the successor body to the current unincorporated association.

This incorporation process broadly comprises the following:

- Application to the Charity Commission for England and Wales formally to register WAGGGS as a CIO. The draft CIO constitution as approved by the Member Organizations at conference will be the constitution of WAGGGS;
- Identification of all the assets and undertaking of the existing unincorporated association to ensure that each item is correctly dealt with. For example, there are certain legal requirements and formalities to be observed in relation to transferring employees, land and buildings, and intellectual property, as well as any contracts currently in place;
- Completion of the legal and administrative formalities required to transfer the assets and undertaking of the current unincorporated association to the new CIO. This will take the form of a “transfer agreement” which is a legal document which will document the transfer.

The World Board, with specialist legal advice, will implement the steps above following the World Conference with the intention of formally dissolving the existing unincorporated association at the next World Conference, once the CIO is established and has taken over its activities.

Summary remarks

The start of our second hundred years has been a fitting time to review and renew the structures and processes that support us in our work. Through the activities of the Governance review, an important opportunity emerged to review our governing document, our Constitution. Simultaneously, the regulatory environment in which we work (regulated by the Charity Commission for England and Wales) developed the new CIO framework which was designed to meet many needs already identified by WAGGGS’ World Board and its advisors. The timing was very helpful as we sought to update and enhance our constitution. We have also been able to consult a range of outside experts, e.g., at the Charity Commission, to take a critical look at our governance and governing documents.

We hope you agree that we have been successful in honouring those things that have made us who we are in the world as well as supporting our efforts to be whom we want, and need to be in the world of today and tomorrow.

Appendices:

1. Final draft version of CIO including options
2. Frequently Asked Questions



World Bureau, Olave Centre,
12c Lyndhurst Road,
London NW3 5PQ, England

t +44 (0)20 7794 1181
f: +44 (0)20 7431 3764
e: wagggs@wagggsworld.org
www.wagggsworld.org

World Association
of Girl Guides
and Girl Scouts

Association mondiale
des Guides et des
Eclaireuses

Asociación
Mundial de las
Guías Scouts

WORLD ASSOCIATION OF GIRL GUIDES AND GIRL SCOUTS

CONSTITUTION OF A CHARITABLE INCORPORATED ORGANISATION WITH VOTING MEMBERS OTHER THAN ITS CHARITY TRUSTEES

(“Association” Model Constitution)

Established: [Date of registration to be inserted]

English is recognised as the language of the official text of the Constitution and Bye-Laws of the World Association of Girl Guides and Girl Scouts; the text in any other language is considered a translation.

Notes:

Red (bold): text which may adopted or rejected by vote at World Conference – Options 1-4

Red (not bold): ancillary text which may be adopted depending on which options are implemented

Blue: (substantial) text which has been amended/ inserted following consultation with Member Organizations

**CONSTITUTION OF THE WORLD ASSOCIATION OF GIRL GUIDES AND GIRL SCOUTS:
A CHARITABLE INCORPORATED
ORGANISATION WITH VOTING MEMBERS
OTHER THAN ITS CHARITY TRUSTEES**

PART 1

Date of constitution (last amended):

.....

This constitution governs the operation of the World Association of Girl Guides and Girl Scouts and safeguards the Fundamental Principles of the Girl Guide/ Girl Scout Movement, which is based on spiritual values and dedicated to the education of girls and young women through the method conceived by the Founder

1 Name

The name of the Charitable Incorporated Organisation (the **CIO**) is the World Association of Girl Guides and Girl Scouts (**WAGGGS**).

2 National location of principal office

The CIO must have a principal office in England or Wales. The principal office of WAGGGS is in England.

OPTION (1): CHARITABLE OBJECTS

UPDATED WORDING:

3 Objects

3.1 The object of WAGGGS is to further the aims of the Girl Guide/Girl Scout Movement by providing girls and young women with opportunities for self development through leadership, responsible citizenship and service in their own and world communities.

EXISTING WORDING:

3.1 The object of WAGGGS is:

3.1.1 to promote, throughout the world, unity of purpose and common understanding based on the Fundamental Principles;

- 3.1.2 to further the aim of the Girl Guide/ Girl Scout Movement which is to provide girls and young women with opportunities for self-training in the development of character, responsible citizenship and service in their own and world communities;**
- 3.1.3 to encourage friendship among girls and young women of all nations within countries and worldwide.**

Nothing in this constitution shall authorise an application of the property of WAGGGS for the purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

4 Fundamental Principles

- 4.1 The Fundamental Principles of WAGGGS are those of the Girl Guide/ Girl Scout Movement as expressed in the Original Promise and Original Law laid down by the Founder:**

4.2 Original Promise

On my honour, I promise that I will do my best:

1. **To do my duty to God and the King;**
or
God and my country;
2. **To help other people at all times;**
3. **To obey the Guide Law.**

4.3 Original Law

1. **A Guide's honour is to be trusted.**
2. **A Guide is loyal.**
3. **A Guide's duty is to be useful and to help others.**
4. **A Guide is a friend to all and a sister to every other Guide.**
5. **A Guide is courteous.**
6. **A Guide is a friend to animals.**
7. **A Guide obeys orders.**
8. **A Guide smiles and sings under all difficulties.**
9. **A Guide is thrifty.**
10. **A Guide is pure in thought, in word and in deed.**

5 Powers

WAGGGS has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, WAGGGS' powers include power to:

- 5.1 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. WAGGGS must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- 5.2 buy, take on lease or in exchange, hire or otherwise acquire any property and to erect, maintain, improve, alter or equip it for use;
- 5.3 make grants or loans of money, give guarantees and become or give security for the

performance of contracts and grant powers of attorney by way of security for the performance of obligations;

5.4 subject to sub-clause 6.2 below, insure and arrange insurance cover of every kind and nature in respect of WAGGGS, its property and assets and take out other insurance policies to protect WAGGGS, its employees, volunteers or Member Organizations as required;

5.5 provide indemnity insurance to cover the liability of the World Board or any other officer of WAGGGS:

5.5.1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which she may be guilty in relation to WAGGGS but not extending to:

5.5.1.1 any liability resulting from conduct which the World Board knew, or must reasonably be assumed to have known, was not in the interests of WAGGGS, or where the World Board did not care whether such conduct was in the best interests of WAGGGS or not;

5.5.1.2 any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the World Board;

5.5.1.3 any liability to pay a fine or regulatory penalty.

5.6 sell, lease or otherwise dispose of all or any part of the property belonging to WAGGGS. In exercising this power, WAGGGS must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;

5.7 employ and remunerate such staff as are necessary for carrying out the work of WAGGGS. WAGGGS may employ or remunerate a member of the World Board only to the extent that it is permitted to do so by clause 7 (Benefits and payments to the World Board and connected persons) and provided it complies with the conditions of those clauses;

5.8 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of WAGGGS to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

6 Application of income and property

6.1 The income and property of WAGGGS must be applied solely towards the promotion of the objects.

6.1.1 A member of the World Board is entitled to be reimbursed from the property of WAGGGS or may pay out of such property reasonable expenses properly incurred by her when acting on behalf of WAGGGS.

- 6.1.2 A member of the World Board may benefit from trustee indemnity insurance cover purchased at WAGGGS' expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 6.2 None of the income or property of WAGGGS may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member Organization of WAGGGS. This does not prevent a Member Organization receiving:
 - 6.2.1 a benefit from WAGGGS as a beneficiary of WAGGGS;
 - 6.2.2 reasonable and proper remuneration for any goods or services supplied to WAGGGS.
- 6.3 Nothing in this clause shall prevent a member of the World Board or connected person receiving any benefit or payment which is authorised by clause 7.

7 Benefits and payments to members of the World Board and connected persons

7.1 General provisions

No member of the World Board or connected person may:

- 7.1.1 buy or receive any goods or services from WAGGGS on terms preferential to those applicable to members of the public;
- 7.1.2 sell goods, services, or any interest in land to WAGGGS;
- 7.1.3 be employed by, or receive any remuneration from, WAGGGS;
- 7.1.4 receive any other financial benefit from WAGGGS;

unless the payment or benefit is permitted by sub-clause 7.2 of this clause, or authorised by the court or the Charity Commission (the **Commission**). In this clause, a **financial benefit** means a benefit, direct or indirect, which is either money or has a monetary value.

7.2 Scope and powers permitting trustees' or connected persons' benefits

- 7.2.1 A member of the World Board or connected person may receive a benefit from WAGGGS as a beneficiary of WAGGGS provided that a majority of the trustees do not benefit in this way.
- 7.2.2 A member of the World Board or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to WAGGGS where that is permitted in accordance with, and subject to the conditions in section 185 to 188 of the Charities Act 2011.
- 7.2.3 Subject to sub-clause 7.3 of this clause a member of the World Board or connected person may provide WAGGGS with goods that are not supplied in connection with services provided to WAGGGS by the member of the World Board or connected person.

7.2.4 A member of the World Board or connected person may receive interest on money lent to WAGGGS at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

7.2.5 A member of the World Board or connected person may receive rent for premises let by the trustee or connected person to WAGGGS. The amount of the rent and the other terms of the lease must be reasonable and proper. The member of the World Board concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

7.2.6 A member of the World Board or connected person may take part in the normal trading and fundraising activities of WAGGGS on the same terms as members of the public.

7.3 Payment for supply of goods only - controls

WAGGGS and the World Board may only rely upon the authority provided by sub-clause 7.2.3 of this clause if each of the following conditions is satisfied:

7.3.1 The amount or maximum amount of the payment for the goods is set out in a written agreement between WAGGGS and the member of the World Board or connected person supplying the goods (the **supplier**).

7.3.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

7.3.3 The other members of the World Board are satisfied that it is in the best interests of WAGGGS to contract with the supplier rather than with someone who is not a member of the World Board or connected person. In reaching that decision the World Board must balance the advantage of contracting with a member of the World Board or connected person against the disadvantages of doing so.

7.3.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with her or it with regard to the supply of goods to WAGGGS.

7.3.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of the World Board is present at the meeting.

7.3.6 The reason for their decision is recorded by the World Board in the minute book.

7.3.7 A majority of the World Board then in office are not in receipt of remuneration or payments authorised by clause 7.

7.4 In sub-clauses 7.2 and 7.3 of this clause:

7.4.1 **WAGGGS** includes any company in which WAGGGS:

7.4.1.1 holds more than 50% of the shares; or

- 7.4.1.2 controls more than 50% of the voting rights attached to the shares; or
 - 7.4.1.3 has the right to appoint one or more of the members of the World Board to the board of the company;
- 7.4.2 'connected person' includes any person within the definition set out in clause 34 (**Interpretation**).

8 Conflicts of interest and conflicts of loyalty

A member of the World Board must:

- 8.1 declare the nature and extent of any interest, direct or indirect, which she has in a proposed transaction or arrangement with WAGGGS or in any transaction or arrangement entered into by WAGGGS which has not previously been declared; and
- 8.2 absent herself from any discussions of the World Board in which it is possible that a conflict of interest will arise between her duty to act solely in the interests of WAGGGS and any personal interest (including but not limited to any financial interest).

Any member of the World Board absenting herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the World Board on the matter.

9 Liability of members to contribute to the assets of WAGGGS if it is wound up

If WAGGGS is wound up, the Member Organizations of WAGGGS have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

10 Membership of WAGGGS

10.1 Admission of new members

10.1.1 Eligibility

Membership of WAGGGS is open to any National Organization which fulfils, to the satisfaction of the World Board, the conditions of membership set out in sub-clauses 10.1.2 and 10.9 below, and which, by applying for membership, has indicated its agreement to become a Member Organization and acceptance of the duty of members set out in sub-clause 10.3 of this clause.

A Member Organization may be a corporate body, or an organisation which is not incorporated. It is not possible for individual members of Membership Organizations to be members of WAGGGS.

10.1.2 Conditions of membership

Subject to sub-clause 10.1.3, admittance as a Member Organization of WAGGGS is open to any National Organization which:

- 10.1.2.1 respects the historic legacy of the Girl Guide/Girl Scout Movement as expressed in the Fundamental Principles and has a promise and law, in wording approved by the World Board, which reflect the essential values of this legacy;
- 10.1.2.2 adopts the method of the Girl Guide/Girl Scout Movement as prescribed by the Bye-Laws;
- 10.1.2.3 has a membership which is:
 - (a) voluntary;
 - (b) open to all girls and young women without distinction of creed, race, nationality, or any other circumstance;
- 10.1.2.4 is self-governing, with freedom to formulate its policy and put it into practice;
- 10.1.2.5 is independent of any political organization and any political party;
- 10.1.2.6 applies to WAGGGS in the form required by the World Board; and
- 10.1.2.7 subject to ratification by the Full Members meeting at the next World Conference, is approved by the World Board pursuant to clause 10.1.4 below,

conditions of membership specific to the different categories of Member Organization are set out at sub-clause 10.9 below.

10.1.3 Further conditions of membership

- 10.1.3.1 Only National Organizations as a whole can become Member Organizations. Therefore one Member Organization only can be recognized in any one country.
- 10.1.3.2 Only National Organizations of Girl Guides/Girl Scouts and National Organizations comprising both Girl Guides/Girl Scouts and Scouts can become Member Organizations.
- 10.1.3.3 A Member Organization may comprise different Associations or groups, provided that the Member Organization ensures that each Association or group:
 - (a) accepts and adheres to the conditions of membership as set out in sub-clauses 10.1.2 and 10.9;
 - (b) agrees to co-operate with other component association/s (meaning an Association which together with one or more other Associations forms a National Organization) or group/s

and together to constitute the single Member Organization in order that the maximum number of girls and young women shall benefit from membership of WAGGGS.

10.1.4 Two-stage admission procedure

10.1.4.1 The World Board shall consider applications for membership in the first instance. The World Board:

- (a) may require applications for membership to be made in any reasonable way that they decide;
- (b) may refuse an application for membership if they believe that it is in the best interests of WAGGGS for them to do so;
- (c) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, as soon as possible and no later than 90 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal **in accordance with such policies and procedures created pursuant to the Bye-Laws as shall be in force from time to time**; and
- (d) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of that application for membership shall be final.

10.1.4.2 If applications for admission to membership are approved by the World Board, the applications shall be considered for admission to membership by the World Conference. Membership shall only be effective on ratification of admission by the Full Members meeting at the next World Conference decided on a 75% majority of votes cast by Full Members at a World Conference.

10.1.4.3 The two-stage admission procedure set out in sub-clauses 10.1.4.1 and 10.1.4.2 shall also apply to Associate Members wishing to become Full Members and changes affecting the entity of Member Organizations as regulated by the Bye-Laws.

10.2 Transfer of membership

Membership of WAGGGS cannot be transferred to anyone else.

10.3 Duty of members

It is the duty of each Member Organization of WAGGGS to exercise its powers as a Member Organization of WAGGGS in the way it decides in good faith would be most likely to further the purposes of WAGGGS.

10.4 Termination of membership

- 10.4.1 Membership of WAGGGS comes to an end if the Member Organization resigns by written notice to WAGGGS provided that after such resignation the number of Full Members is not less than three. The resignation shall become effective from the day on which the written notice submitted by the proper authority on behalf of the Member Organization is received by the World Bureau. The resignation shall be reported to the next meeting of the World Board and at the next World Conference.
- 10.4.2 Removal from membership of WAGGGS shall be considered by the World Board if:
- 10.4.2.1 the Member Organization ceases to exist or a change occurs affecting a National Organization such that it no longer complies with the conditions of membership as set out in sub-clauses 10.1.2 and 10.9 below;
 - 10.4.2.2 the Member Organization ceases to comply with any of the conditions of membership set out in sub-clauses 10.1.2 and 10.9 below;
 - 10.4.2.3 any sum due from the Member Organization has been wholly or partly outstanding for at least two years in succession,
- following consideration by the World Board, the World Board shall inform the Member Organization as to the reasons why it is proposed to remove the Member Organization from membership. In the case of failure to pay its membership fee the World Board may grant remission or postponement of the membership fee.
- 10.4.3 Should the Member Organization fail to comply with advice given to it by the World Board or should the Member Organization for any reason not be able to fulfil the conditions of membership as set out in sub-clauses 10.1.2 and 10.9 below within the time-frame determined by the World Board, having been duly reported to the Member Organization, the World Board shall consider whether its membership should be terminated. The matter shall be referred to the Full Members at the next World Conference who may then terminate the membership of the Member Organization by a resolution passed by a 75% majority of votes of Full Members.
- 10.4.4 If the Member Organization concerned wishes to ask for re-consideration of the decision to terminate its membership it shall have the right to appeal, through the World Board, to the Full Members at the next meeting of the World Conference. There can be no further appeal.

10.5 Re-admission to membership

- 10.5.1 A former Member Organization may apply for re-admission to membership of WAGGGS and may be re-admitted to Associate or Full membership subject to the former Member Organization applying to WAGGGS in the form required by

the World Board and the two-stage admission procedure set out at sub-clause 10.1.4 above.

10.6 Register of members

10.6.1 When:

- 10.6.1.1 an application for membership is approved,
- 10.6.1.2 any membership is terminated, or
- 10.6.1.3 any other details entered in the register of members of WAGGGS changes,

the World Board shall cause the register of members of WAGGGS to be updated within 28 days.

10.7 Membership fees

WAGGGS may require Member Organizations to pay reasonable membership fees to WAGGGS.

10.8 Categories of membership

10.8.1 There shall be the following two categories of membership:

- 10.8.1.1 Full Membership;
- 10.8.1.2 Associate Membership.

10.9 Conditions of membership relating to categories of membership

10.9.1 A Full Member is a Member Organization working in the true spirit of the Girl Guide/Girl Scout Movement, which shall:

- (a) demonstrate sustained adherence to the conditions of membership as set out in sub-clause 10.1.2 and this sub-clause 10.9.1;
- (b) have a constitution incorporating the conditions of membership as set out in sub-clause 10.1.2 and this sub-clause 10.9.1 and other requirements suited to its needs, which shall be submitted to and approved by the World Board and re-submitted for approval whenever it is being amended;
- (c) apply its funds and assets for the implementation of the objects and not for the profit of any person;
- (d) adopt a name including Girl Guide/Girl Scout or other suitable name approved by the World Board and adopt the method of the Girl Guide/Girl Scout Movement;

- (e) subject to and in accordance with the requirements relating to copyright/Intellectual Property Rights as prescribed by the World Board, adopt the Trefoil in its badge;
 - (f) have a well-developed organization, suited to the needs of the country and national in its operation, with:
 - a responsible central body truly representative of all Girl Guiding/Girl Scouting within the country;
 - a programme using the method of the Girl Guide/Girl Scout Movement and designed to meet the needs of girls and young women of different age groups, adequate leadership and a suitable training programme;
 - sound policies and plans for continuing development, administration and finance, based on continuing self-evaluation;
 - (g) carry its share of responsibility as a Member Organization including participation in the regional way of work as set out in the Bye-Laws;
 - (h) pay annually to WAGGGS the membership fee agreed in advance by the World Conference.
- 10.9.2 An Associate Member is a National Organization which fulfils the conditions at sub-clause 10.9.1 except that in relation to sub-clause 10.9.1(f) it is less well developed.
- 10.10 Rights, responsibilities and privileges of Full Members and Associate Members
- The rights, responsibilities and privileges of Full Members and Associate Members are:
- 10.10.1 It is the right, responsibility and privilege of all Member Organizations (both Associate Members and Full Members), without limitation, to:
- (a) maintain the conditions of membership as set out in sub-clauses 10.1.2 and 10.9;
 - (b) take part in the World Conference and the respective Regional Conferences, and exercise such voting rights as are appropriate to their category of membership;
 - (c) contribute to the policy of WAGGGS formulated by the World Board;
 - (d) nominate persons to serve on the World Board pursuant to clause 14;
 - (e) nominate persons from within their Region to serve on the Regional Committees subject to clause 14;
 - (f) submit names of persons for possible appointment to committees;

- (g) promote World Thinking Day and World Thinking Day Contributions;
 - (h) take part in gatherings of WAGGGS;
 - (i) support and use the World Centres;
 - (j) support and use the services of the World Bureau and, if established, their Regional Office as defined in the Bye-Laws;
 - (k) receive publications and documents issued by the World Bureau,
- to consider:
- (l) proposed amendments to this constitution and the Bye-Laws,
- to vote upon:
- (m) the Triennial Report and other reports presented by the World Board;
 - (n) invitations received from Full Members to act as hostess to the World Conference.
- 10.10.2 In addition to the rights, responsibilities and privileges set out in sub-clause 10.10.1 above it is the right, responsibility and privilege of Full Members to:
- (a) ratify approval by the World Board of Member Organizations pursuant to sub-clause 10.1.4;
 - (b) recognize Associate Members as Full Members of WAGGGS pursuant to sub-clause 10.1.4;
 - (c) elect persons to serve on the World Board as Elected Trustees in accordance with sub-clause 14.1.1;
 - (d) elect persons from within their Region to serve on the Regional Committee;
 - (e) vote upon the adoption of the audited balance sheet and accounts, and the general financial policy and plans of WAGGGS pursuant to sub-clause 11.4.5(g);
 - (f) submit invitations to act as hostess to meetings of the World Conference;
 - (g) to participate fully in the life and work of WAGGGS.
- 10.10.3 The World Board may not directly or indirectly alter the rights or obligations attached to a category of membership.

OPTION (2): MEMBERS' POWER TO CREATE CATEGORIES OF NON-VOTING MEMBERSHIP

10.10.4 The Full Members in World Conference by a simple majority may create other categories of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), the conditions for admission to, and termination of membership of any such category of membership.

11 Members' decisions

11.1 General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause 11.4 of this clause, decisions of the Member Organizations of WAGGGS may be taken either by vote at a general meeting as provided in sub-clause 11.2 of this clause or by written resolution as provided in sub-clause 11.3 of this clause.

11.2 Taking ordinary decisions by vote

Subject to sub-clause 11.4 of this clause, any decision of the Member Organizations of WAGGGS may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot).

11.3 Taking ordinary decisions by written resolution without a general meeting

11.3.1 Subject to sub-clause 11.4 of this clause, a resolution in writing agreed by a simple majority of all the Member Organizations who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

11.3.1.1 a copy of the proposed resolution has been sent to all the Member Organizations eligible to vote; and

11.3.1.2 a simple majority of Member Organizations have signified their agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a Member Organization's agreement must be authenticated by execution according to its usual procedure or in such other manner as WAGGGS has specified.

11.3.2 The resolution in writing may comprise several copies to which one or more Member Organization has signified its agreement.

11.3.3 Eligibility to vote on the resolution is limited to Member Organizations who are Member Organizations of WAGGGS on the date when the proposal is first circulated in accordance with sub-clause 11.3.1.1 above.

11.3.4 Not less than 30% of the Member Organizations of WAGGGS may request the World Board to make a proposal for decision by the Member Organizations by written resolution without a general meeting.

- 11.3.5 The World Board must as soon as possible but no later than 60 days of receiving such a request comply with it if:
- 11.3.5.1 the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
 - 11.3.5.2 the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the Member Organizations; and
 - 11.3.5.3 effect can lawfully be given to the proposal if it is so agreed by the Member Organizations.
- 11.3.6 Sub-clauses 11.3.1 to 11.3.3 of this clause apply to a proposal made at the request of Member Organizations.
- 11.4 Decisions that must be taken in a particular way
- 11.4.1 [Any decision to create other categories of non-voting membership, and determine the rights and obligations of any such members (including payment of membership fees), the conditions for admission to, and termination of membership of any such category of members must be taken in accordance with sub-clause 10.10.4.]
 - 11.4.2 Any decision to amend this constitution must be taken in accordance with clause 32 of this constitution (Amendment of constitution).
 - 11.4.3 Any decision to wind up or dissolve WAGGGS must be taken in accordance with clause 33 of this constitution (Voluntary winding up or dissolution).
 - 11.4.4 Any decision to amalgamate or transfer the undertaking of WAGGGS to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.
 - 11.4.5 All resolutions of the Full Members shall be passed as ordinary decisions save for where a different majority is required by this sub-clause 11.4. The following decisions must be taken by a resolution passed by a 75% majority of votes cast of Full Members at a general meeting of WAGGGS:
 - (a) the policy, strategy and standards of WAGGGS;
 - (b) the general lines of policy to be followed by the World Board between triennial meetings of the World Conference;
 - (c) upon ratification of applications for admission to membership pursuant to sub-clause 10.1.4.2 including applications by Associate Members wishing to become Full Members and change of entities;
 - (d) termination of membership pursuant to sub-clause 10.4.3;
 - (e) re-admission to membership pursuant to sub-clause 10.5;
 - (f) upon the making of amendments to the Bye-Laws;

- (g) upon the adoption of the general financial policy and plans for raising and administering the funds of WAGGGS for the next three years or other agreed period;
- (h) upon changes to those persons permitted to attend World Conference including in relation to observers.

12 General meetings of members

12.1 Types of general meeting

WAGGGS shall hold a general meeting referred to as the World Conference in addition to any other general meetings not less than once during any three-year period, and the meeting shall be such as specified in the notices calling it. The business to be transacted at a World Conference shall include invitations received from Member Organizations to act as hostess to the World Conference, provision of a summary of the audited balance sheet and accounts for the period concerned, consideration of the general financial policy and plans for raising and administering the funds of WAGGGS for the next three years or other agreed period, the Triennial Report and other reports presented by the World Board, and the election and appointment of members of the World Board as required under clause 14.

Other general meetings of the Member Organizations of WAGGGS may be held at any time.

All general meetings must be held in accordance with the following provisions.

12.2 Calling general meetings

12.2.1 The World Board:

- 12.2.1.1 must call the World Conference of WAGGGS in accordance with sub-clause 12.1 of this clause, and identify it as such in the notice of the meeting; and
- 12.2.1.2 may call any other general meeting of the Member Organizations at any time.

12.2.2 The World Board must, as soon as possible but by no later than 60 days, call a general meeting of the Member Organizations of WAGGGS if:

- 12.2.2.1 they receive a request to do so from at least one half plus one of the Member Organizations; and
 - 12.2.2.2 the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the Member Organization(s) making the request.
- 12.2.3 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

- 12.2.4 A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
 - 12.2.5 If the World Board fails to comply with this obligation to call a general meeting at the request of its Member Organizations, then the Member Organizations who requested the meeting may themselves call a general meeting.
 - 12.2.6 A general meeting called pursuant to sub-clauses 12.2.2 or 12.2.5 must be held not more than 4 months after the date when the Member Organizations first requested the meeting.
 - 12.2.7 WAGGGS must reimburse any reasonable expenses incurred by the Member Organizations calling a general meeting by reason of the failure of the World Board to duly call the meeting.
- 12.3 Notice of general meetings
- 12.3.1 General meetings (including World Conferences) shall be called by at least 60 clear days' notice and in accordance with the Bye-Laws.
 - 12.3.2 If it is agreed by not less than 90% of all Member Organizations of WAGGGS, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause 12.3.1 of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
 - 12.3.3 The notice of any general meeting (including World Conferences) must:
 - 12.3.3.1 state the time and date of the meeting;
 - 12.3.3.2 give the address at which the meeting is to take place;
 - 12.3.3.3 give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting;
 - 12.3.3.4 if a proposal to alter the constitution or the Bye-Laws of WAGGGS is to be considered at the meeting, include the text of the proposed alteration; and
 - 12.3.3.5 include, with the notice for World Conferences, the summary of the audited balance sheet and accounts for the period concerned, details of persons standing for election or re-election as trustee, or where allowed under clause 26 (Use of electronic communication), details of where the information may be found on WAGGGS' website.
 - 12.3.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent,

shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

- 12.3.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting, by any person entitled to receive notice shall not invalidate the proceedings of that meeting.

12.4 Chairing of general meetings including World Conferences

The World Board shall at their meeting preceding the general meeting appoint one of their number or such other person as the World Board shall agree to be chair and two of their number to be the vice-chair of the forthcoming general meeting. If the general meeting is called on short notice or for whatever reason the World Board has not appointed a chair and/or the vice-chairs for the forthcoming general meeting, the Member Organizations of WAGGGS who are present at the general meeting shall elect a chair and/or one of the vice-chairs to preside at the meeting.

12.5 Quorum at general meetings including World Conferences

- 12.5.1 No business may be transacted at any general meeting of the Member Organizations of WAGGGS unless a quorum is present when the meeting starts.
- 12.5.2 The quorum at general meetings is one-third of the Member Organizations entitled to vote upon the business being transacted. For each session the quorum is half plus one of those attending the general meeting and entitled to vote upon the business at that session.
- 12.5.3 A Member Organisation represented by a person present at the meeting in accordance with sub-clause 12.8 is counted as being present.
- 12.5.4 If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the World Board but may not make any decisions. If decisions are required which must be made by a meeting of the Member Organizations, the meeting must be adjourned without making a decision.

12.6 Voting at general meetings

- 12.6.1 Any decision other than one falling within clause 11.4 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every Member Organization has one vote unless otherwise provided in the rights of a particular category of membership under this constitution.
- 12.6.2 A resolution put to the vote of a meeting shall be decided on a show of hands or by a counted vote (which may be conducted by using an electronic voting system).

OPTION (3): POWER TO PERMIT POSTAL AND EMAIL VOTING (FOR FLEXIBILITY IN FUTURE)

12.7 Postal and email Voting

- 12.7.1** WAGGGS may, if the World Board so decides, allow the Member Organizations to vote by post or electronic mail (email) to elect members of the World Board or to make a decision on any matter that is being decided at a general meeting of the Member Organizations.
- 12.7.2** The World Board must appoint at least two persons independent of WAGGGS to serve as scrutineers to supervise the conduct of the postal/email ballot and the counting of votes.
- 12.7.3** If postal and/or email voting is to be allowed on a matter, WAGGGS must send to Member Organizations not less than 60 days before the deadline for receipt of votes cast in this way:
- 12.7.3.1** a notice by email, if the Member Organization has agreed to receive notices in this way under clause 26 (Use of electronic communication), including an explanation of the purpose of the vote and the voting procedure to be followed by the Member Organization, and a voting form capable of being returned by email or post to WAGGGS, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;
 - 12.7.3.2** a notice by post to all other Member Organizations, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the Member Organization; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- 12.7.4** The voting procedure must require all forms returned by post to be in an envelope with the name of the Member Organization and signature of the person duly authorised to act as its representative (being the Head Delegate or, in the case where the Head Delegate is, for whatever reason, unable to sign the form, such other person as shall be appointed in accordance with sub-clause 12.8.3), and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for WAGGGS', at the WAGGGS' principal office or such other postal address as is specified in the voting procedure.
- 12.7.5** The voting procedure for votes cast by email must require the Member Organization's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
- 12.7.6** Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
- 12.7.7** The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.

- 12.7.8** The scrutineers must make a list of names of Member Organizations casting valid votes, and a separate list of Member Organizations casting votes which were invalid. These lists must be provided to a member of the World Board or other person overseeing admission to, and voting at, the general meeting. A Member Organization who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which she or it has already cast a valid vote. A Member Organization who has cast an invalid vote by post or email is allowed to vote at the meeting and counts towards the quorum.
- 12.7.9** For postal votes, the scrutineers must retain the internal envelopes (with the Member Organization's name and signature. For email votes, the scrutineers must cut off and retain any part of the email that includes the Member Organization's name. In each case, a scrutineer must record on this evidence of the Member Organization's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- 12.7.10** Votes cast by post or email must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.
- 12.7.11** The scrutineers must not disclose the result of the postal/email ballot until after votes taken by hand or by a counted vote or ballot (which may be conducted by using an electronic voting system) at the meeting, or by a counted vote or ballot (which may be conducted by using an electronic voting system) after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- 12.7.12** Following the final declaration of the result of the vote, the scrutineers must provide to a member of the World Board or other authorised person bundles containing the evidence of Member Organizations submitting valid postal votes; evidence of Member Organizations submitting valid email votes; evidence of invalid votes; the valid votes; and the invalid votes.
- 12.7.13** Any dispute about the conduct of a postal or email ballot must be referred initially to a panel set up by the World Board, to consist of two trustees and two persons independent of WAGGGS. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.
- 12.8** Representation of Member Organizations
- 12.8.1** A Member Organization shall, in accordance with its usual decision-making process, authorise a person (being the Head Delegate [or person duly appointed in accordance with clause 12.8.3]) to act as its representative at any general meeting of WAGGGS in accordance with the Bye-Laws.

- 12.8.2 The representative authorised to act in accordance with sub-clause 12.8.1 above is entitled to exercise the same powers on behalf of the Member Organization as the Member Organization could exercise as an individual member of WAGGGS.
- 12.8.3 [In the event that the Head Delegate is unable to attend a general meeting or perform any other functions required of the Head Delegate in representing the Member Organization, the Member Organization concerned shall, in accordance with its usual decision making process, authorise another person to act as its representative, and shall give notice of that appointment to WAGGGS in such form as WAGGGS shall, from time to time, specify. For the avoidance of doubt, in the event that the Head Delegate is subsequently able to attend the general meeting in question, the vote of the Head Delegate shall have priority over any other representative appointed to attend in her place.] [Text to be adopted if Proxy Voting provisions are rejected]

OPTION (4): PROXY VOTING

12.9 Proxy voting

- 12.9.1 If for whatever reason the Head Delegate chosen by any Member Organization in accordance with sub-clause 12.8 is unable to attend a general meeting the Member Organization of WAGGGS may appoint a person as a proxy to exercise all or any of that Member Organization's rights to attend, speak and vote at a general meeting of WAGGGS. Proxies must be appointed by a notice in writing (a proxy notice) which:
- 12.9.1.1 states the name and address of the Member Organization appointing the proxy;
 - 12.9.1.2 identifies the person appointed to be that Member Organization's proxy and the general meeting in relation to which that person is appointed;
 - 12.9.1.3 is signed by or on behalf of the Member Organization appointing the proxy, or is authenticated in such form as the World Board may require; and
 - 12.9.1.4 is delivered to WAGGGS in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.
- 12.9.2 WAGGGS may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 12.9.3 Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 12.9.4 Unless a proxy notice indicates otherwise, it must be treated as:

- 12.9.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 12.9.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
 - 12.9.5 A Member Organization and its Head Delegate who is entitled to attend, speak or vote (either on a show of hands or counted vote) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to WAGGGS by or on behalf of that Member Organization. For the avoidance of doubt, in the event that the Head Delegate is subsequently able to attend the general meeting in question, the vote of the Head Delegate shall have priority over any other representative appointed to attend in her place.
 - 12.9.6 An appointment under a proxy notice may be revoked by delivering to WAGGGS a notice in writing given by or on behalf of the Member Organization by whom or on whose behalf the proxy notice was given.
 - 12.9.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
 - 12.9.8 If a proxy notice is not signed or authenticated by the Member Organization appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that Member Organization's behalf had authority to do so.
- 12.10 Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

13 World Board

13.1 Functions and duties of the World Board

The World Board shall manage the affairs of WAGGGS and may for that purpose exercise all the powers of WAGGGS. It is the duty of each member of the World Board:

- 13.1.1 to exercise her powers and to perform her functions as a trustee of WAGGGS in the way she decides in good faith would be most likely to further the purposes of WAGGGS; and

13.1.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

13.1.2.1 any special knowledge or experience that she has or holds herself out as having; and

13.1.2.2 if she acts as a member of the World Board in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

13.2 Eligibility for trusteeship

13.2.1 Every member of the World Board must be a natural person.

13.2.2 No one may be appointed as a member of the World Board:

13.2.2.1 if she is under the age of 16 years; or

13.2.2.2 if she would automatically cease to hold office under the provisions of clause 16.1.7.

13.2.3 No one is entitled to act as a member of the World Board whether on appointment or on any re-appointment until she has expressly acknowledged, in whatever way the World Board decides, her acceptance of the office of member of the World Board.

13.3 Numbers on the World Board

The World Board shall consist of Elected Trustees and Regional Chairs, the maximum number of the World Board shall be seventeen consisting of twelve Elected Trustees and five Regional Chairs.

14 Appointment of the members of the World Board

14.1 Elected Trustees

14.1.1 Twelve Elected Trustees shall be elected by an ordinary decision of the Full Members from a list of nominees submitted by the Member Organizations.

14.1.2 In order to be eligible for membership of the World Board a candidate must be a person of wide experience and be a member of a Member Organization.

14.1.3 Member Organizations may nominate candidates for election as Elected Trustees persons from within or outside their country.

14.1.4 In circumstances where the nomination is made not by the Member Organization, before accepting the nomination for election the World Bureau shall obtain the permission of the Member Organization of which the nominee is a member.

- 14.1.5 The twelve Elected Trustees will include, so far as practicable, at least one young woman under the age of thirty at the time of election.
- 14.2 Regional Chairs
- 14.2.1 The Regional Chairs constituting the chairs of the five Regional Committees, elected by their respective Regional Committee in accordance with the regional policy document, shall serve on the World Board.
- 14.2.2 Elections of Regional Chairs shall be by a counted vote or ballot (which may be conducted by using an electronic voting system) at the triennial meeting of the Regional Conference from those members elected to the Regional Committee.
- 14.3 An employee of WAGGGS or a Member Organization may not be an Elected Trustee or a Regional Chair.**
- 14.4 Should vacancies arise in the World Board by the resignation, removal or death of any of its members, these vacancies shall be filled in the following manner:
- 14.4.1 vacancies occurring amongst the Elected Trustees shall be filled by Approved Persons, provided that, if that procedure would result in there being no member of the World Board who is a young woman under the age of 30 years (or was so at the time of her election), the World Board may instead appoint a replacement member who is a young woman under the age of 30 years at the time of her appointment to fill such a vacancy until the end of that triennium. The Approved Person shall remain a member of the World Board until the end of the term of service of the member of the World Board whose place she fills. If the portion of the six years' service filled by an Approved Person is less than two years, she shall be eligible for election at the next World Conference;
- 14.4.2 vacancies occurring amongst the Regional Chairs shall be filled by the vice-chairs of the respective Regional Committees. These vice-chairs shall remain on the World Board as voting members until the end of the term of their Regional Committee.
- 14.5 No appointment of a member of the World Board may be made which would cause the number of the World Board to exceed any number fixed as the maximum number of the World Board.
- 14.6 First members of the World Board
- Subject to clause 16, the first members of the World Board shall hold office for the following periods:
- | | |
|-------------------------|---------|
| Shaleeka ABEYGUNASEKERA | 4 years |
| Gabriela Andrea DEROSA | 1 year |
| Nadine ELACHY | 1 year |
| Michelle FEBRUARY | 4 years |

Nicola GRINSTEAD	4 years
Fiona HARNETT	4 years
Camilla LINDQUIST	1 year
Wamuyu MAHINDA	1 year
Zahara MAVANI	1 year
Sapreet SALUJA	1 year
Teruko WADA	4 years
Jill ZELMANOVITS	4 years
Lih Jeng LOW	2 years
Grace-Anne CRICHLOW	2 years
Corinna HAURI	2 years
Rose KIOKO	2 years
Sharifa EL HARASSIYA	2 years

[**NB: this list will be updated following elections at the 2014 World Conference**]

- 14.7 Thereafter, each Elected Trustee shall be appointed for a term of six years at the end of which she shall retire and each Regional Chair may be appointed for a further term of three years but only if eligible for re-election within her term of membership of the Regional Committee and if so re-elected by her respective Regional Committees.
- 14.8 A person retiring from the office of Regional Chair shall be eligible for re-election by her respective Regional Committees in accordance with the Bye-Laws for a further term of three years at the end of which she shall retire.
- 14.9 No member of the World Board shall serve for a period of more than six years. For the avoidance of doubt, any time spent as a Regional Chair shall be included when calculating the period served as a member of the World Board.

15 Information for new members of the World Board

The World Board will make available to each new member of the World Board, on or before her first appointment:

- 15.1 a copy of this constitution and any amendments made to it;
- 15.2 a copy of the Bye-Laws and any amendments made to them; and
- 15.3 a copy of the WAGGGS' latest trustees' annual report and statement of accounts.

16 Retirement and removal of members of the World Board

- 16.1 A member of the World Board ceases to hold office if:
- 16.1.1 subject to the right of appeal procedure set out in the Bye-Laws and supplemented by such policies and procedures as may be in place from time to time pursuant to the Bye-Laws, the World Board decides by a two-thirds majority of those present and voting to remove her from office for good and sufficient reason which shall include, but not be limited to, being in substantial breach of this constitution and/or Bye-Laws, bringing the Girl Guide/Girl Scout Movement into disrepute or otherwise causing harm to the name and/or goodwill of the Girl Guide/Girl Scout Movement;
 - 16.1.2 she retires by notifying WAGGGS in writing (but only if enough members of the World Board will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - 16.1.3 she is absent without the permission of the World Board from all their meetings held within a period of two years and the trustees resolve that her office be vacated;
 - 16.1.4 she dies;
 - 16.1.5 she becomes incapable by reason of mental disorder, illness or injury of managing and administering her own affairs;
 - 16.1.6 she is removed by the Member Organizations of WAGGGS in accordance with sub-clause 16.2 of this clause;
 - 16.1.7 she is disqualified from acting as a member of the World Board by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or
 - 16.1.8 ,in the case of an Elected Trustee, she ceases to be a member of a Member Organization or the Member Organisation itself ceases to be a member of WAGGGS; or
 - 16.1.9 ,in the case of a Regional Chair, she ceases to hold office as such.
- 16.2 A member of the World Board shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the Member Organizations and properly convened in accordance with clause 12, and the resolution is passed by a 75% majority of votes cast at the general meeting.
- 16.3 A resolution to remove a member of the World Board in accordance with clause 16.2 shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the Member Organizations of WAGGGS **in accordance with such policies and procedures as may be in place from time to time pursuant to the Bye-Laws.**

17 Taking of decisions by the World Board

Any decision may be taken either:

- 17.1 at a meeting of the World Board; or
- 17.2 by resolution in writing or electronic form agreed by all of the members of the World Board, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more, members of the World Board has signified their agreement.

18 Delegation

- 18.1 The World Board may delegate any of its powers or functions to a committee or committees, and, if it does, it must determine the terms and conditions on which the delegation is made. Subject to the requirements of this constitution and Bye-Laws, the World Board may at any time alter those terms and conditions, or revoke the delegation.
- 18.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the World Board, but is subject to the following requirements:
 - 18.2.1 a committee (other than the Regional Committees) may consist of two or more persons, but at least one member of each committee must be a member of the World Board;
 - 18.2.2 the acts and proceedings of any committee must be brought to the attention of the World Board as a whole as soon as is reasonably practicable; and
 - 18.2.3 the World Board shall from time to time review the arrangements which it has made for the delegation of its powers.
- 18.3 The World Board may delegate day to day management and administration of WAGGGS to the managers including the chief executive within the strategic, policy and accountability frameworks laid down by the World Board.
- 18.4 In respect of each manager the World Board shall:
 - 18.4.1 provide a description of the manager's role; and
 - 18.4.2 set the limits of the manager's authority.
- 18.5 The managers shall report regularly and promptly to the World Board on the activities undertaken in accordance with their role.

19 Regions

- 19.1 **The World Board may define geographical areas, called Regions, in accordance with the requirements of this constitution and the Bye-Laws. Each Region shall comprise all National Organizations in the defined geographical area.**

19.2 Each Region shall have terms of reference approved by the World Board.

20 Regional Conferences

20.1 A Regional Conference shall be held each triennium, which all Members of the Region are entitled to attend.

20.2 The functions of Regional Conferences shall be:

20.2.1 to promote and expand Girl Guiding/Girl Scouting within the Region and develop plans for assisting National Organizations;

20.2.2 to provide opportunities for training and sharing concerns, experiences and human resources;

20.2.3 to exercise such functions as are provided for in this Constitution and Bye-Laws and the terms of reference of the Region.

21 Regional Committees

21.1 A Regional Committee of six members, including, so far as practicable, at least one young woman under the age of thirty at the time of election, shall be elected by Full Members attending the Regional Conference. The functions of each Regional Committee shall be defined in the terms of reference for Regional Committees.

21.2 The members of the Regional Committee shall be elected to serve for three years, and are eligible for re-election for a further term of three years. The maximum length of service is six years.

21.3 The Chair of the World Board, the Treasurer of WAGGGS and the Chief Executive of WAGGGS shall be ex officio members of each Regional Committee.

21.4 A Regional Committee shall elect from its members a Regional Chair. Each Regional Committee shall also elect, from its members, a Regional Vice-Chair. In the event of a Regional Chair being unable to attend a meeting of the World Board, the Regional Vice-Chair shall attend in place of the Regional Chair, with the right to vote.

21.5 Should vacancies be caused in the voting membership of a Regional Committee, by the resignation, removal or death of any of its members, these vacancies shall be filled by candidates elected by the Regional Committee from the list of candidates nominated by Member Organizations at the immediately previous Regional Conference. These persons shall remain on the Regional Committee as voting members until the next Regional Conference.

21.6 Should no candidates from the list of candidates nominated at the immediately previous Regional Conference be available, the Regional Committee may co-opt a member to serve as a member of the Regional Committee without a vote, in accordance with the Committee's terms of reference, until the next Regional

Conference. If there is less than one year of the term remaining, she shall be eligible for election to serve a full term at any subsequent Regional Conference.

21.7 Removal of Regional Committee member

- 21.7.1 In case the performance of a member of a Regional Committee gives rise to serious concerns, all efforts will be used to work towards the improvement of her performance.**
- 21.7.2 The Regional Committee may decide by a two-thirds majority of those present and voting to remove any member of the Regional Committee for good and sufficient reason which shall include but not be limited to being in substantial breach of this Constitution and the Bye-Laws bringing the Girl Guide/Girl Scout Movement into disrepute or otherwise causing harm to the name and/or goodwill of the Girl Guide/Girl Scout Movement.**
- 21.7.3 Before a vote is taken, the member of the Regional Committee concerned shall be given the opportunity to be heard by the other members. She may be accompanied at such hearing by a person of her choice before a decision is made.**
- 21.7.4 The member of the Regional Committee concerned may lodge an appeal with WAGGGS' Appeal Body against the decision to remove her from the Regional Committee within a month after receipt of that decision. The decision of this body shall be final.**

- 21.8 The Regional Committee shall prepare National Organizations within its Region for Full and Associate Membership and provide the World Board with all relevant information.**
- 21.9 The Regional Committee may take appropriate action if a Member Organization is failing to meet WAGGGS criteria. If necessary, the Regional Committee may recommend the termination of a Member Organization's membership of WAGGGS to the World Board.**

22 Regional Terms of Reference

- 22.1 The terms of reference of Regions, and any amendments thereto, must be approved by the World Board before entering into force.**
- 22.2 In the event of conflict between the obligations arising from this Constitution and Bye-Laws and the obligations arising from the terms of reference governing the Regions, the obligations resulting from this Constitution and Bye-Laws shall prevail.**

23 Meetings and proceedings of the World Board

- 23.1 Calling meetings**
 - 23.1.1 Any member of the World Board may call a meeting of the World Board by giving notice to the chair.**

23.1.2 Subject to that, the World Board shall decide how its meetings are to be called, and what notice is required.

23.2 Chairing of meetings

The World Board shall at its first meeting following a World Conference appoint by ballot one of the Elected Trustees to be chair and up to two of the Elected Trustees to be vice-chairs. The chair and vice-chairs shall hold office until the next World Conference. The chair and vice-chairs shall be eligible for re-election within their terms of office as members of the World Board.

23.3 Procedure at meetings

23.3.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is half plus one of the World Board. A member of the World Board shall not be counted in the quorum present when any decision is made about a matter upon which she is not entitled to vote.

23.3.2 Questions arising at a meeting shall be decided by a majority of those eligible to vote.

23.4 Participation in meetings by electronic means

23.4.1 A meeting may be held by suitable electronic means agreed by the World Board in which each participant may communicate with all the other participants.

23.4.2 Any member of the World Board participating at a meeting by suitable electronic means agreed by the World Board in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

23.4.3 Meetings held by electronic means must comply with rules for meetings, including the taking of minutes.

24 Saving provisions

24.1 Subject to sub-clause 24.2 of this clause, all decisions of the World Board, or of a committee of the World Board, shall be valid notwithstanding the participation in any vote of a member of the World Board:

24.1.1 who was disqualified from holding office;

24.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

24.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if, without the vote of that member of the World Board and that member of the World Board being counted in the quorum, the decision has been made by a majority of the World Board at a quorate meeting.

- 24.2 Sub-clause 24.1 of this clause does not permit a member of the World Board to keep any benefit that may be conferred upon her by a resolution of the World Board or of a committee of the World Board if, but for clause 24.1, the resolution would have been void, or if the member of the World Board has not complied with clause 8 (Conflicts of interest).

25 Execution of documents

- 25.1 WAGGGS shall execute documents either by signature or by affixing its seal (if it has one).
- 25.2 A document is validly executed by signature if it is signed by at least two of the members of the World Board.
- 25.3 If WAGGGS has a seal:
- 25.3.1 it must comply with the provisions of the General Regulations; and
 - 25.3.2 it must only be used by the authority of the World Board or of a committee of World Board duly authorised by the World Board. The World Board may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two members of the World Board.

26 Use of electronic communications

- 26.1 To WAGGGS
- WAGGGS will comply with the requirements of the Communications Provisions in the General Regulations and in particular:
- 26.1.1 the requirement to provide within 21 days any Member Organization on request a hard copy of any document or information sent to the Member Organization other than in hard copy form;
 - 26.1.2 any Member Organization or member of the World Board of WAGGGS may communicate electronically with WAGGGS to an address specified by WAGGGS for the purpose, so long as the communication is authenticated in a manner which is satisfactory to WAGGGS.
- 26.2 By WAGGGS
- 26.2.1 Any Member Organization or member of the World Board of WAGGGS, by providing WAGGGS with its or her email address or similar, is taken to have agreed to receive communications from WAGGGS in electronic form at that address, unless the Member Organization or member of the World Board has indicated to WAGGGS its or her unwillingness to receive such communications in that form.

- 26.2.2 The World Board may, subject to compliance with any legal requirements, by means of publication on its website -
 - 26.2.2.1 provide the Member Organizations with the notice referred to in clause 12.3 (Notice of general meetings);
 - 26.2.2.2 give the World Board notice of its meetings in accordance with clause 23.1 (Calling meetings).
- 26.2.3 The World Board must:
 - 26.2.3.1 take reasonable steps to ensure that Member Organization and the World Board are promptly notified of the publication of any such notice or proposal;
 - 26.2.3.2 send any such notice or proposal in hard copy form to any Member Organization or member of the World Board who has not consented to receive communications in electronic form.

27 Keeping of Registers

WAGGGS must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its Member Organizations and members of the World Board.

28 Minutes

The World Board must keep minutes of all:

- 28.1 appointments of officers made by the World Board;
- 28.2 proceedings at general meetings of WAGGGS;
- 28.3 meetings of the World Board and committees of the World Board including:
 - 28.3.1 the names of the members of the World Board and, where relevant, committee members present at the meeting;
 - 28.3.2 the decisions made at the meetings; and
 - 28.3.3 where appropriate the reasons for the decisions;
- 28.4 decisions made by the World Board otherwise than in meetings.

29 Accounting records, accounts, annual reports and returns, register maintenance

- 29.1 The World Board must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts,

and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of WAGGGS, within 10 months of the financial year end.

- 29.2 The World Board must comply with their obligation to inform the Commission within 28 days of any change in the particulars of WAGGGS entered on the Central Register of Charities.

30 Bye-Laws

- 30.1 WAGGGS may from time to time make such reasonable and proper bye-laws as it may deem necessary or expedient for the proper conduct and management of WAGGGS, but such bye-laws must not be inconsistent with any provision of this constitution. Copies of any such bye-laws currently in force must be made available to any Member Organization of WAGGGS on request.
- 30.2 Bye-Laws may be adopted or amended by a resolution passed by a 75% majority of votes cast of Full Members at a general meeting of WAGGGS.
- 30.3 For the avoidance of doubt, in the event of a conflict between the provisions of the Bye-Laws and this constitution, the constitution shall prevail.

31 Disputes

If a dispute arises between Member Organizations of WAGGGS about the validity or propriety of anything done by the Member Organizations under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

32 Amendment of constitution

As provided by sections 224-227 of the Charities Act 2011:

- 32.1 This constitution can only be amended:
- 32.1.1 by resolution agreed in writing by all Full Members of WAGGGS and passed in accordance with the provisions of clause 11.3 (as applicable); or
- 32.1.2 by a resolution passed by a 75% majority of votes cast of Full Members at a general meeting of WAGGGS.
- 32.2 Any alteration of clause 3 (Objects), clause 33 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by members of the World Board or Full Members of WAGGGS or persons connected with them, requires the prior written consent of the Charity Commission.
- 32.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

32.4 A copy of any resolution altering the constitution, together with a copy of the WAGGGS' constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

33 Voluntary winding up or dissolution

33.1 As provided by the Dissolution Regulations, WAGGGS may be dissolved by resolution of its Member Organizations. Any decision by the Member Organizations to wind up or dissolve WAGGGS can only be made:

33.1.1 at a general meeting of the Member Organizations of WAGGGS called in accordance with clause 12 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

33.1.1.1 by a resolution passed by a 75% majority of those voting; or

33.1.1.2 by a resolution passed by a decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

33.1.1.3 by a resolution agreed in writing by all Member Organizations of WAGGGS.

33.1.2 Subject to the payment of all WAGGGS' debts:

33.1.2.1 Any resolution for the winding up of WAGGGS, or for the dissolution of WAGGGS without winding up, may contain a provision directing how any remaining assets of WAGGGS shall be applied.

33.1.2.2 If the resolution does not contain such a provision, the World Board must decide how any remaining assets of WAGGGS shall be applied.

33.1.2.3 In either case the remaining assets must be applied for charitable purposes the same as or similar to those of WAGGGS.

33.1.3 WAGGGS must observe the requirements of the Dissolution Regulations in applying to the Commission for WAGGGS to be removed from the Register of Charities, and in particular:

33.1.3.1 the World Board must send with its application to the Commission:

(a) a copy of the resolution passed by the Member Organizations of WAGGGS;

(b) a declaration by the World Board that any debts and other liabilities of WAGGGS have been settled or otherwise provided for in full; and

- (c) a statement by the World Board setting out the way in which any property of WAGGGS has been or is to be applied prior to its dissolution in accordance with this constitution;
- 33.1.3.2 the World Board must ensure that a copy of the application is sent within seven days to every Member Organization and employee of WAGGGS, and to any member of the World Board of WAGGGS who was not privy to the application.
- 33.1.4 If WAGGGS is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

34 Interpretation

In this constitution:

Approved Persons	means those persons from the list of nominees considered at the last World Conference who were not elected to the World Board but who received the highest votes at World Conference. Approved Persons appointed as members of the World Board in accordance with sub-clause 14.4.1 shall be appointed in order of most votes received at the last World Conference.
Associate Member	means a category of Member Organization which has the meaning given in the Bye-Laws.
Association	means the membership of the Girl Guides/Girl Scouts that has agreed to combine with others for the common purpose of furthering the Girl Guides/Girl Scout Movement.
committee	means any committee of the World Board created pursuant to clause 18.
connected person	<p>means:</p> <ul style="list-style-type: none"> (a) a child, parent, grandchild, grandparent, brother or sister of the member of the World Board; (b) the spouse or civil partner of the member of the World Board or of any person falling within paragraph (a) above; (c) a person carrying on business in partnership with the member of the World Board or with any person falling within paragraph (a) or (b) above;

- (d) an institution which is controlled -
 - (i) by the member of the World Board or any connected person falling within paragraph (a), (b) or (c) above; or
 - (ii) by two or more persons falling within paragraph (d)(i) above, when taken together
- (e) a body corporate in which -
 - (i) the member of the World Board or any connected person falling within paragraphs (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within paragraph (e)(i) above who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the term 'connected person' used in this constitution.

constitution	means this constitution.
Communications Provisions	means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.
Dissolution Regulations	means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
Elected Trustees	has the meaning given in sub-clause 14.1.
Electoral Reform Services	means Electoral Reform Services Limited, a company registered in England and Wales with number 02263092, being an independent scrutineer of voting as authorised by the UK Parliament.
Emblem	means the emblem of WAGGGS consisting of a circle, Trefoil, stars, pointer, colour way and layout. The World Trefoil version of the Emblem is set out in the schedule to the Bye-Laws.
Founder	Robert Baden-Powell (first Lord Baden-Powell of Gilwell).
Full Member	means a category of Member Organization which fulfils the conditions set out in the constitution.
Fundamental Principles	means the legacy of the Girl Guide/Girl Scout Movement

	as expressed in the Original Promise and Original Law.
General Regulations	means the Charitable Incorporated Organisations (General) Regulations 2012.
Head Delegate	means a person who is appointed by a Member Organization from within its membership to represent the Member Organization and to exercise the voting rights of the Member Organization.
Intellectual Property Rights	means all intellectual property rights including, without limitation, all rights in any part of the world to patents, trade marks, designs and copyrights (whether or not registered), trade or business names, logos, domain names, database rights and the copyright in all drawings, plans, specifications, designs and computer software owned and used and all know-how and confidential information so owned and used;
Member Organizations	means a National Organization that has been admitted to membership in accordance with sub-clause 10.1. A Member Organisation may be either a Full Member or Associate Member.
Movement, the Girl Guide/Girl Scout	means Girl Guiding and Girl Scouting generally throughout the World.
National Organization	means a Girl Guide/Girl Scout or combined Girl Guide/Girl Scout/Scout organization in a country, which is composed either of one Association or of different Associations (known as component associations) or groups.
Original Law	has the meaning set out in the Bye-Laws.
Original Promise	has the meaning set out in the Bye-Laws.
Region	means a geographical area defined by the World Board.
Regional Chairs	has the meaning given in clause 14.2.1.
Regional Conference	means a meeting of the Member Organizations of a Region.
Regional Committee	means a committee elected by Full Members at a Regional Conference in accordance with the Bye-Laws.
Trefoil	means the three-leaved symbol adopted by WAGGGS as representing the three-fold promise originally laid down by the founder.

Triennial Report	means the report of the World Board which describes the work, activities and achievements of WAGGGS during the triennium between World Conferences.
United Kingdom	means the United Kingdom of Great Britain and Northern Ireland.
WAGGGS	means the World Association of Girl Guides and Girl Scouts.
WAGGGS' Appeals Body	means such appeals body as may be formed by the World Board pursuant to paragraph 4.5 of Bye-Law IV and supplemented by such policies and procedures as may be in place from time to time pursuant to the Bye-Laws.
World Board	means the charity trustees of WAGGGS.
World Bureau	means the office responsible for the administrative affairs which shall serve as the secretariat and principal office of WAGGGS.
World Centres	means the designated international meeting places of WAGGGS, which at the date of adoption of this constitution are: Our Chalet (Adelboden, Switzerland), Pax Lodge (London, England), Our Cabaña (Cuernavaca, Mexico), Sangam (Pune, India), and the Fifth World Centre (in various locations in Africa).
World Chief Guide	Olave Baden-Powell, the wife of the Founder.
World Conference	means a meeting of the Member Organizations of WAGGGS being a general meeting occurring at least triennially in accordance with sub-clause 12.1.
World Thinking Day	22 nd February, the joint birthdays of the Founder and World Chief Guide. Girl Guides and Girl Scouts throughout the world particularly think of each other on this day.
World Thinking Day Contributions	the voluntary contributions made by the members of the Movement, particularly on World Thinking Day, which are used for the promotion of Girl Guiding and Girl Scouting throughout the World.
writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 34.2 All words importing the singular number shall include the plural and vice versa and words importing the feminine gender shall include the masculine (save in relation to the objects). Reference to a person shall include reference to a body corporate or unincorporated entity.
- 34.3 This constitution and such bye-laws and rules adopted in accordance with this constitution shall be governed by and construed in accordance with the law of England and Wales.

BYE-LAWS

of

WORLD ASSOCIATION OF GIRL GUIDES AND GIRL SCOUTS

pursuant to clause 30 of WAGGGS' constitution

Introduced on

2014

1 Bye-Law I – Entitlement and Method of the Girl Guide/ Girl Scout Movement

Entitlement to use the words “Girl Guides”, “Guide” or “Girl Scout”

- 1.1 Members Organizations (Full Members or Associate Members) shall be entitled to incorporate the words “Girl Guide”, “Guide” or “Girl Scout” in its name. Any non-member National Organization recognized by WAGGGS as working towards membership, may incorporate those words only with the approval of the World Board.

Method of the Girl Guide/Girl Scout Movement

- 1.2 The method of the Girl Guide/Girl Scout Movement includes:

- 1.2.1 commitment through the Original Promise and Original Law;
- 1.2.2 progressive self-development;
- 1.2.3 learning by doing;
- 1.2.4 teamwork through the patrol system and training for responsible leadership;
- 1.2.5 active co-operation between young people and adults;
- 1.2.6 service in the community;
- 1.2.7 outdoor activities;
- 1.2.8 symbolism.

2 Bye-Law II – Membership

Fundamental Provisions relating to membership

Conditions of membership: full membership and associate membership

2.1 There shall be the following two categories of membership:

2.1.1 Full Membership;

2.1.2 Associate Membership,

with the rights, privileges and conditions of membership set out in the constitution and further regulated in these Bye-Laws.

Procedure for the Recognition of a National Organization as a Member Organization

Application, Recognition and Ratification

2.2 Associate Members

A National Organization wishing to be recognized as an Associate Member must make an application in writing through the World Bureau.

The National Organization must be visited by an experienced person authorized by the World Board, whose report will be considered when the World Board examines the application to decide whether it is satisfied that the applicant is prepared and ready to fulfil the conditions of membership and to accept its responsibilities as an Associate Member of WAGGGS.

If the World Board is satisfied, it may grant recognition of Associate Membership to a National Organization, with immediate effect pursuant to the two-stage admissions procedure set out at sub-clause 10.1.4 of WAGGGS' constitution, subject to ratification by the Full Members meeting at the next World Conference. Prior to ratification of the recognition, the National Organization has all responsibilities and privileges of an Associate Member, apart from the exercise of voting rights at a World Conference or a Regional Conference.

The decision regarding recognition will be brought for ratification by the World Board to the Full Members meeting at the next World Conference. Following ratification, the appropriate certificate of membership will be issued in accordance with WAGGGS membership policies.

2.3 Full Members

When a Member Organization wishes to become a Full Member it must satisfy the World Board that it is prepared and ready to fulfil the conditions of membership as set out at sub-clauses 10.1.2 and 10.9 and will be subject to the two-stage admission procedure set out at sub-clause 10.1.4.

If the World Board is satisfied, the application will be submitted to the Full Members meeting at a World Conference, and, if approved, the Member Organization will be recognized as a Full Member with immediate effect. The appropriate certificate of membership will be issued in accordance with WAGGGS membership policies.

National Organizations working towards membership

- 2.4 Newly established or re-established National Organizations and/or Associations which accept the conditions of membership of WAGGGS and are actively working towards such membership may be granted a certificate of registration by the World Board.

National Organizations in countries attaining political independence

- 2.5 A National Organization which has been part of WAGGGS through a Member Organization may, on the attainment of political independence by its country, apply directly to be a Member Organization.

In a country where the formalities of political independence are in process but not fully completed the National Organization in that country may submit an application for membership of WAGGGS. Subject to recommendation by the World Board the application may be submitted to the Full Members meeting at a World Conference, for approval.

The World Conference may authorize the World Board to send, at its discretion, the official acceptance as a Member Organization and the certificate of membership; this to be either when the formalities of the country's independence are completed or, in special circumstances, at a time considered more appropriate by the World Board.

The procedure to be followed for the recognition of a National Organization as a Member Organization is laid down in sub-clause 10.1.4 of WAGGGS' constitution.

Appointment of delegates and observers

- 2.6 Member Organizations are entitled to appoint a delegation to attend the World Conference composed of not more than two delegates from each Member Organization (being either a Full Member or Associate Member) and appointed from within each Member Organization. Each Membership Organization shall appoint a Head Delegate to represent it and vote on behalf of the Member Organization in accordance with sub-clause 12.8 of WAGGGS' constitution. The appointment of a Head Delegate shall be notified to the World Bureau and entered onto the register of Head Delegates.
- 2.7 Member Organizations are entitled to appoint persons to observe the World Conference (known as observers) in accordance with the policy agreed from time to time by all Member Organizations. Observers may attend all sessions of the World Conference unless otherwise decided by a 75% majority of those voting in accordance with sub-clause 11.4.5(h) of WAGGGS' constitution.
- 2.8 Observers may speak at a World Conference if so requested by the Head Delegate representing the Member Organization of which they are part.

Membership: Associations and/or groups in special circumstances

- 2.9 Detailed procedures are established and updated at intervals by the World Board for the guidance of National Organizations in special circumstances. These include:
- 2.9.1 the existence of more than one Association or group in a country before the acceptance of a National Organization as a Member Organization;

- 2.9.2 the appearance of new Associations or groups calling themselves Girl Guides/Girl Scouts in a country where a National Organization exists already;
 - 2.9.3 the possibility of dissolution of a National Organization which is composed of more than one Association or group.
- 2.10 Appropriate actions to be taken include:
- 2.10.1 establishing contacts and organizing visits;
 - 2.10.2 providing information about conditions of membership;
 - 2.10.3 assisting the various Associations or groups to get in touch with each other and integrate into one National Organization;
 - 2.10.4 advising and helping existing Member Organizations in cases of change of entity;
 - 2.10.5 setting up an *ad hoc* committee to study cases where agreements between the different Associations and groups cannot be reached otherwise. Should the *ad hoc* committee not succeed in reaching agreement, the matter shall be referred to the World Board for a recommendation to be made to the Full Members meeting at a World Conference.

Changes of Entity

- 2.11 If a change occurs affecting the entity of a National Organization which is a Member Organization, the entity which emerges from the change shall replace the former Member Organization subject to the conditions of membership set out in sub-clauses 10.1.2 and 10.9 being fulfilled.
- 2.12 The new entity shall, from the moment it is deemed acceptable by the World Board pursuant to sub-clause 10.1.4, assume the membership status of the entity it replaces (i.e. Full Membership or Associate Membership). This change of entity shall be submitted by the World Board to the Full Members at the next World Conference for ratification.

Girl Guides and Girl Scouts in countries other than their own - Affiliation and registration of groups of Girl Guides/ Girl Scouts

- 2.13 As a general rule, Girl Guides/Girl Scouts are part of WAGGGS through the Member Organization of the country in which they reside (hereinafter called the Hostess Member Organization).
- 2.14 In certain circumstances, however, groups of girls and young women who are Girl Guides/Girl Scouts or prospective Girl Guides/Girl Scouts may become part of WAGGGS either:
 - 2.14.1 by affiliation through a Member Organization outside the country of their residence, provided that they have the approval of the Hostess Member Organization if one exists, or if not, the approval of all Member Organizations which may be concerned; or

- 2.14.2 by direct registration through the World Bureau if their affiliation through a recognized Member Organization has proved impossible or inappropriate. Such groups are known as Registered Units.
- 2.15 Guidance concerning the application of Bye-Laws 2.13 to 2.16 shall be given by the World Board.
- 2.16 Should any difficulties arise which cannot be settled by the parties concerned, the matter shall be referred to the World Board.

3 Bye-Law III – World Conference

Attendees at World Conference

- 3.1 All sessions of the World Conference shall be open to the following:
- 3.1.1 Member Organizations (Full Members and Associate Members);
 - 3.1.2 delegates including Head Delegates;
 - 3.1.3 observers;
 - 3.1.4 the World Board;
 - 3.1.5 Approved Persons;
 - 3.1.6 members of the committees;
 - 3.1.7 guests.
- 3.2 Members of the World Board are expected to attend the World Conference. They speak and act in their capacity as members of the World Board but do not have the right of vote. A member of the World Board may not attend the World Conference as a delegate or as an observer of her Member Organization.
- 3.3 Members of the committees may attend the World Conference. They may be consulted and invited to speak but do not have the right of vote.
- 3.4 Guests may be invited to attend sessions of the World Conference at the discretion of the World Board in cooperation with the Member Organization in whose country the World Conference is being held.
- 3.5 Guests may speak by invitation of the chair of the World Conference, but do not have the right to vote.
- 3.6 Pursuant to sub-clause 11.4 changes to Bye-Law 3.1 shall be determined by a 75% majority of votes cast at a general meeting of the Full Members.

Programme and Agenda

- 3.7 The requirements as to the programme and agenda of the World Conference shall be set out in the Governance Handbook.

Rules of Procedure

- 3.8 The Rules of Procedure for the World Conference are based on the constitution and these Bye-Laws and on policy established from time to time by the World Conference. The World Board shall review the operation of the Rules of Procedure at the end of each World Conference. The World Conference shall at the beginning of each of its meetings approve the Rules of Procedure proposed by the World Board.

General meetings other than World Conferences

- 3.9 In the case of general meetings not being a World Conference, the dates and venue of the meeting shall be decided by the World Board. Except as otherwise provided for in the constitution and these Bye-Laws and to the extent that they are applicable the provisions of the constitution and these Bye-Laws on World Conferences apply.

4 Bye-Law IV – World Board

Attendees at World Board

- 4.1 All sessions of the World Board shall be open to the following:

- 4.1.1 the World Board;
- 4.1.2 the Treasurer of WAGGGS, if a Treasurer is not appointed from the Elected Trustees;
- 4.1.3 the chairs of committees who are not elected members of the World Board and who have this stated in their terms of reference;
- 4.1.4 the Chief Executive of WAGGGS;
- 4.1.5 the World Board may invite to its meetings as observers any persons whose presence may be considered desirable.

- 4.2 The attendees listed at Bye-Laws 4.1.2 to 4.1.5 shall not have voting rights.

Procedure at meetings of the World Board

- 4.3 In addition to the requirements at sub-clause 23.3 of the constitution additional requirements as to procedure at meetings of the World Board include:

- 4.3.1 the World Board shall have the right to ask everyone present, except a member of the World Board, to withdraw if any confidential question is to be discussed;

- 4.3.2 subjects not included on the agenda may only be raised by the consent of the majority of the World Board;
- 4.3.3 no questions of policy, other than those authorised by the constitution, shall be decided without reference to all Member Organizations;
- 4.3.4 all necessary papers shall be sent by the World Bureau as a matter of routine, to the Approved Persons and Regional vice-chairs;
- 4.3.5 updates on the work of the World Board shall be sent to Member Organizations.

Right of Appeal of the World Board

- 4.4 In case the performance of a member of the World Board giving rise to serious concerns, all efforts will be used to work towards the improvement of her performance.

Before a vote is taken to remove a member of the World Board pursuant to sub-clause 16.1.1 of the constitution, the member of the World Board concerned shall be given the opportunity to be heard by the other members of the World Board. She may be accompanied at such hearing by a person of her choice before a decision is made.

The member of the World Board concerned may lodge an appeal with the WAGGGS' Appeals Body against the decision to remove her from the World Board within a month after receipt of that decision. The decision of the WAGGGS' Appeals Body shall be final.

- 4.5 An appeals body is established and shall be known as the WAGGGS' Appeals Body. Its role is to decide in situations concerning appeals against the removal of member of the World Board or members of a Regional Committee.

The WAGGGS' Appeals Body shall have six members, appointed by the current World Board from amongst the membership of the two immediately previous World Boards. All regions shall be represented on the WAGGGS' Appeals Body.

It shall sit in a panel composed of three members drawn from the WAGGGS' Appeals Body.

5 Bye-Law V – World Bureau

- 5.1 There shall be a World Bureau which shall serve as the secretariat of WAGGGS. Regional offices of the World Bureau may be established by agreement between the Regional Conference and the World Board.
- 5.2 The functions and management structure of the World Bureau shall be set out in the Governance Handbook.

6 Bye-Law VI – Committees

- 6.1 There shall be two types of committee:

- 6.1.1 those assisting the World Board in relation to policy, standards and management of WAGGGS including constitutional matters, programme and development, finance and property management; and
 - 6.1.2 those assisting the World Board in defined geographical areas, called Regions, in the promotion and expansion of Girl Guiding/Girl Scouting in these areas known as Regional Committees.
- 6.2 In respect of the committee(s) referred to in Bye-Law 6.1.1:
- 6.2.1 The World Board shall appoint the members of these committees, giving due consideration to the names of persons submitted in accordance with the provisions of the constitution and these Bye-Laws.
 - 6.2.2 The members of committees are appointed for three years. They are eligible for reappointment within the time limits stated in the terms of reference of each committee. No member may serve for more than six years consecutively.
 - 6.2.3 The Chair of the World Board, the Treasurer of WAGGGS and the Chief Executive of WAGGGS shall have the right to receive notice of, attend and speak at all committee meetings and receive copies of all committee meeting papers but shall not have the right to vote.
 - 6.2.4 The World Board may invite persons to attend and speak at committee meetings but such person(s) shall not have the right to vote.
- 6.3 **In respect of the Regional Committees, the members shall be appointed in accordance with clause 21 of the constitution and such supporting policies and procedures as may be in place from time to time.**

7 Bye-Law VII – Policies and procedures

- 7.1 The World Board may from time to time make such reasonable and proper policies and procedures as it may deem necessary or expedient for the proper conduct and management of WAGGGS, but such policies and procedures must not be inconsistent with any provision of the constitution. Copies of any such policies and procedures currently in force must be made available to any Member Organization of WAGGGS on request.

8 Bye-Law VIII – Amendments

- 8.1 These Bye-Laws may be amended by a resolution passed by a 75% majority of votes cast of Full Members at a general meeting of WAGGGS.
- 8.2 Notice of proposed amendments to these Bye-Laws must be circulated in time to reach all Membership Organizations at least 120 clear days before the date of the meeting of the World Conference at which they are to be considered.

SCHEDULE



The World Trefoil and its meaning

This is the World Trefoil of the World Association of Girl Guides and Girl Scouts as referred to in Article 10.9.1 e) of the Constitution. Each element of the World Trefoil has a specific meaning.

- The three leaves represent the three fold promise as originally laid down by the Founder.
- The flame represents the flame of the love of humanity.
- The vein pointing upwards represents the compass needle pointing the way.
- The two stars represent the Promise and Law.
- The outer circle represents our worldwide Association.
- The golden yellow Trefoil on a bright blue background represents the sun shining over the Children of the World.

**Appendix 2 to
Conference Document No 3
Governance Review Report and Recommendations**



Frequently Asked Questions on WAGGGS proposed incorporation and CIO Constitution

Why should WAGGGS incorporate?

Q. Why do we need to change WAGGGS' constitution now?

A. Parts of our current constitution no longer reflect how we work or are no longer compliant with UK regulations. We need to correct inconsistencies as well as provide for our evolving organisation. The possibility to incorporate offers a framework to update and modernise our constitution. At the same time it provides WAGGGS with more security in times of increased tendency for litigation in society, generally.

Q. Why should we incorporate?

A. Our current status of being “unincorporated” means that our trustees, the World Board members, are personally financially liable for the actions of WAGGGS because there is no separation between them and WAGGGS. Our lawyers and auditors have for over a decade strongly advised us to incorporate. It is not considered to be good practice any more to expose our volunteer leaders to this risk. Until recently, the only option was to become “a company with limited guarantee”. This would have meant fundamental changes for our Members which would have been difficult for WAGGGS and its Members to implement. The new Charitable Incorporated Organisation (CIO), available since January 2013, allows WAGGGS to have a separate legal personality, while remaining a volunteer-led organisation. The changed legal structure will offer protection which is not possible to achieve by buying insurance. It is not possible to cover the whole risk for the Trustees through buying insurance.

Q. Why is there such a rush with this change? Why can't we talk more and wait until the next World Conference?

A. The potential to incorporate the World Association has been under investigation by the World Board for the past three triennia. Our legal advisers and auditors have been strongly recommending that we make this change to properly support our Trustees and the work of WAGGGS. Incorporation has not been brought forward before now due to the absence of a framework that would provide the benefits of being incorporated without adding a burden to our Member Organisations. Following the 34th World Conference, based on a motion agreed by the Conference, the World Board embarked on a project to improve governance and management of the organisation. When the opportunity to move to the new legal form of Charitable Incorporated Organisation came in January 2013, the World Board decided to recommend moving in this direction. Based on assessing the work involved to implement the CIO structure, it was agreed that the new framework should be brought to the 2014 Conference. There are risks involved in delaying: particularly the reduced ability to attract new candidates to the World Board once the financial risk of being a Trustee of WAGGGS is clearly communicated. The activities and day to day work of WAGGGS and its Member Organisations will not change as a result of incorporation, which is another reason why the change was considered to be realistic in 2014.

Q. How was the structure of the Constitution decided and the document drafted?

A. In drafting the constitution we have followed the requirements set out by the Charity Commission. As we are operating under their jurisdiction, we have had to follow their view of "logical order normally followed in



constitutions". We recognize that the "logical order" may be thought of differently in different countries. Careful attention has been given to ensure compliance with requirements and a balance between the clauses in the constitution and the bye-laws. In general, the bye-laws are the operational complement to the constitution and should contain all operational and implementation details, where applicable. It must be noted that the bye-laws have the same legal force as the constitution.

We have followed the advice of the regulator as much as possible although we have retained some operational details in the Constitution for ease of understanding by our Members. Our approach has been to make minimal changes both to ensure that the document still has some familiarity for our Members (for those provisions which are transported from the existing constitution) and also to try to keep to the Commission's model where possible (in relation to standard provisions relating to CIOs).

Q. Who is responsible for the Governance Handbook and the Regional Guidelines?

A. The World Board develops and regularly reviews the Governance Handbook and Regional Guidelines in consultation with relevant committees and experts. They are available to Member Organisations on request.

What will change?

Q. With so many clauses and details, it is hard to tell what is actually changing. What is new in the proposal and what is not changing?

A. There are very few new things in the proposed CIO Constitution relative to our current constitution. The day to day running of WAGGGS will be unchanged by the act of incorporation, including financial controls and management already in place. The main changes are:

- WAGGGS will be able to own property, employ staff and enter into contracts in its own name rather than in the names of the individual Trustees which is the case today.
- The Trustees will not be personally financially liable for the activities and assets of WAGGGS in situations where they have acted honestly and reasonably in managing the affairs of the organization.
- MOs, as members of WAGGGS, will not be liable for the debts of WAGGGS if it winds up.
- The proposed CIO constitution incorporates the provisions of the current constitution plus any items required by the CIO regulations. As well, some requirements for approval of motions and meeting notice periods have been adjusted in accordance with the regulations of the Charity Commission.
- Four new provisions are being presented as options to be voted on: the statement of WAGGGS' Objects; postal and email voting; proxy voting and creating of additional membership categories. The World Conference can choose to approve the constitution regardless of which options are chosen.
- The World Board will keep the same structure as currently. The new provision regarding the World Board is that it has a maximum of 17 elected members, allowing the organization to consider reducing its size in the future. Changing the size of the World Board would be a World Conference decision
- The Charity Commission has recommended making all terms of service of volunteer members of the World Board consistent at a maximum of six years. This means it will no longer be possible for someone to stand for election to the Board if they have already served on the World Board as the Chair of a Regional Committee or in an ex officio role.

Q. Why is it proposed that the Object be changed?

A. The UK regulator strongly recommended at the outset of the discussions on the constitution that the objects should be revised as they do not clearly express and define the purpose of the organization. This is a key issue relating to defining charitable activity and organisations in the UK. Further, the regulator has stated that some of the current objects, e.g., encouraging friendship, do not qualify as charitable objects. They have strongly recommended that we adopt more modern and relevant objects and that this is necessary to comply with UK Charity Act requirements.

Q. In the first draft of the CIO Constitution, the fundamental principles were moved to the Bye-Laws. Why have they been moved back to the Constitution?

A. When preparing the draft we strove to compile a document that would be as lean as possible while still fulfilling all legal requirements. We also wanted to explore contemporary ways of expressing the objects of the organization and modernizing our constitution while referencing our historical base appropriately. Through our consultation with Member Organisations, there was a preference to retain the more traditional format of the current constitution to express our fundamental principles. In the final draft, the preamble, Original Promise and Original Law (Guide Law) have been reinstated at the beginning of the Constitution, as a result of the consultation.

Q. Will WAGGGS remain a charitable organization?

A. Yes, WAGGGS becomes a Charitable Incorporated Organization and will remain a charity in the United Kingdom. We do not become a "company" and we do not need to change our name.

Q. Will WAGGGS be incorporated by Act of Parliament?

A. No. This structure does not mean incorporation by Act of Parliament.

Q. In the first draft of the CIO Constitution, the Regions were referred to only in the Bye-Laws. Why is information about Regions now included in the Constitution?

A. When preparing the draft we strove to compile a document that would be as lean as possible while still fulfilling all legal requirements and keeping to good practice as advised in the UK. We also wanted to reflect the operational focus of the Regions by including them in the Bye-Laws and supporting policies, recognizing our regional structure is a major part of the ways of work and allocation of resources of WAGGGS. Through our consultation with Member Organisations, concerns were raised about potentially missing important information about the Regions and their work and not reflecting their key structural role. In the final draft, clauses about the Regions, Regional Conferences, Regional Committees and Regional Terms of Reference have been reinstated (Articles 20 – 22 in the CIO Constitution).

WAGGGS and its Member Organizations

Q. Do Associate and Full Members keep the same rights and responsibilities?

A. Yes, Associate and Full Membership criteria and conditions have not changed.

Q. What impact will WAGGGS' new incorporated status have on Member Organizations and in particular on their ability to make decisions?

A. There will not be any impact on the finances, legal status or membership status of any of our Member Organizations. Member Organizations will not need to be incorporated themselves to become members of the CIO and their decision making rights will not be affected.

Q. Will WAGGGS' new incorporated status affect Member Organizations which are operating in different kinds of legal/government systems, including being established by an Act of Parliament or Royal Charter?

A. No

Q. Will WAGGGS' new incorporated status mean that Member Organizations will be subsidiaries?

A. No, Member Organizations will remain Members of WAGGGS under the same conditions as they are now.

Q. Will WAGGGS' new incorporated status have any implication on Member Organizations in terms of any disclosure or will it restrict admission of Members on political or any other grounds?

A. No. There are no changes in the above requirements of Membership. They remain the same as in WAGGGS' current constitution.

Q. What happens with the MOs that have boys as members as a result of the experiment?

A. All MOs transfer to the new structure without any change in their own structure or membership.

Q. Will the change imply any differences in the relationship to WOSM?

A. As the changes in the constitution will not affect the MOs there will be no change in the relationship to WOSM either for WAGGGS or for the MOs

Q. Will the change imply any differences in the relationship to other partners?

A. The changed constitution will not affect the relationship to other partners. One of the advantages of incorporating is that the constitution will be updated and legally compliant which is an advantage when we need to describe WAGGGS' governance structure externally to potential partners and donors.

The role of World Board members /Trustees

Q. There seems to be a lot of focus on the World Board members as Trustees. What about other committees such as the regional committees?

A. The constitution lays out the responsibilities of the Trustees of the organisation who carry the ultimate responsibility on behalf of the Member Organisations. The law requires the Charitable Organisation to ensure that Trustees do not abuse their position. This is the reason there is so much detail about the Trustees and their duties. The scope of Trustees' responsibilities and the boundaries they are operating within has not changed; they are expressed in a more systematic and transparent way in the new document. The roles, rights and responsibilities of other volunteers and staff are outlined in relevant policies and procedures.

Q. Why does the constitution mention insurance when the intention is to safeguard the World Board members (Trustees) through being incorporated? Why can't WAGGGS just buy insurance?

A. The constitution provides for the possibility to take out liability insurance for Trustees. This means insurance for costs if a Trustee is sued although she has acted in good faith. However, such insurance does not provide for all the possible liabilities that could be assigned to Trustees. Our research determined there is no insurance that can provide complete protection for our Trustees. Best practice in the UK where WAGGGS is based is to have an incorporated legal structure.

Q. Will the role of the World Conference change?

A. The World Conference will continue to be the highest governing body of the organisation with the World Board responsible for the implementation of the decisions of the World Conference.

Q. The current Board members are listed in the draft Constitution. Will we have to amend the Constitution at every World Conference to update this list?

A. No. Once the CIO is registered, WAGGGS will submit an updated list to the Charity Commission following each round of Regional Conferences or World Conference. There is a requirement to include the first members of the Board of the CIO. This list will reflect the members elected at the 35th World Conference.

Making Decisions and Voting at the World Conference

Q. Why do we need one Head of Delegation instead of two Delegates to the World Conference? Does this change the methods of voting or the number of votes per voting Member?

A. It is required by UK legislation that there is one individual who is designated to represent the Member Organisation for voting purposes. There will still be two delegates and the allowed number of observers in each delegation. One of the delegates will be named as the Head of Delegation for the sake of the list to be registered with the Charity Commission. Nothing else concerned with the delegations at the World Conferences will change. There remains one vote per Member Organization. The eligibility of Associate and Full Member votes has not changed.

Q. Why is it proposed to increase the required majority to 75% for some decisions?

A. This is required by the CIO legislation. On reviewing decisions made in the past several World Conferences, we found that virtually all motions accepted would have passed if this requirement had been in place –for example at the 34th World Conference of the 20 motions approved, only one would not have passed had the 75% rule been in place.

Q. Will it be possible to propose amendments to the constitution and the motions for incorporation?

A. When the proposed motions have been circulated, any Member Organization may submit a proposed amendment to the proposed motions, in writing, provided the proposed amendment is relevant to the motion, and is submitted within the time limit specified in the conference handbook.

It is not possible to submit proposed amendments to the draft CIO Constitution itself due to the legal requirement that the initial CIO Constitution, apart from any technical or editorial clarifications, must be pre-approved by the regulator (the Charity Commission). The only changes that can be considered are those arising from the four options that will be voted on at the Conference.

What happens next?

Q. What happens next if we vote for incorporation at the World Conference?

A. The agreed constitution will be submitted to the Charity Commission as part of the registration of WAGGGS as a CIO. The registration process will not be immediate and the existing organisation will continue to function as it is until the transfer to the CIO is completed.

Q. What happens next if the World Conference turns down incorporation and the revised Constitution?

A. If a new constitution is not agreed, we would remain subject to our current constitution in the short term and our trustees would still be exposed without limited liability. As the current document is not in line with legislation, and the UK regulator is now alerted to this and monitoring more closely, there is no question that they would require us to bring changes in the next triennia.