

WOCO 3A: PROPOSED MOTIONS - CONSTITUTION & BYE-LAWS

March 2021



Walking together, walking far.

37th WORLD CONFERENCE 2021



INTRODUCTION

The Constitution and Bye-Laws are the fundamental governing documents of WAGGGS. This document lists the Proposed Motions to amend the WAGGGS Constitution and Bye-Laws to be considered at the 37th World Conference in July 2021. There are ten Proposed Motions in total.

STATUS OF PROPOSED MOTIONS CIRCULATED IN 2020

This document replaces WoCo Document 3a: Proposed Motions (Constitution and Bye-Laws) which was circulated to Member Organisations in March 2020 in World Conference Circular 5.

As communicated to Member Organisations on 9th March 2021, in view of the decision to have a more focused and shorter World Conference than usual and some of the constraints posed by a virtual conference, the World Board has decided to pause some of their original Proposed Motions for now.

The following Proposed Motions will **not** be considered at the 37th World Conference:

Motion number as listed in Document 3a (March 2020)	Proposed Motion - summary
Proposed Motion 3	Simplification of the membership structure – proposed removing the Associate Member category and having only category of Member in future.
Proposed Motion 4	Membership Criteria on Safeguarding – proposed a constitutional requirement for all Members to have “appropriate safeguarding and child protection measures in place;”. <i>Child protection and safeguarding is critical to WAGGGS and the Movement. The Membership Policy adopted in February 2020 provides for automatic suspension of a Member Organisation that has been negligent in this regard. The WAGGGS Global Team will work with Member Organisations on adoption, implementation and accountability for child protection and safeguarding policies.</i>
Proposed Motion 5	Change to the term of office of World Board members – proposed that the term of office for all Board members be changed from one six-year term to a three-year term with the possibility to be re-elected for another term.
Proposed Motion 7	Change in the composition of the World Board – proposed that there would be a guarantee of at least one Trustee on the Board from each of the five WAGGGS regions but without this automatically being the Regional Chair.
Proposed Motion 12	Provision for Member Organisations to vote by proxy at general meetings including World Conference.
Proposed Motion 17	Minutes of all proceedings at World Conferences – proposed an amendment to Bye-Law III. This Proposed Motion has been withdrawn by Mouvement Scout de Suisse.



PROPOSED MOTIONS CONTAINED IN THIS PACK

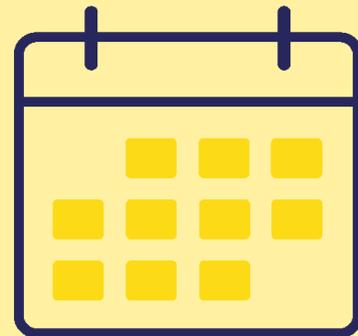
The deadline for Proposed Motions that affect the Constitution and Bye-Laws has now passed and no new Proposed Motions affecting the Constitution or Bye-Laws can be submitted.

The World Board invites Member Organisations to review the Proposed Motions in this pack and submit feedback, suggested amendments and any questions by email to askyourboard@waggggs.org by **25th April 2021** at the latest. The World Board will then consider this feedback and circulate a final version of the Proposed Motions document on 26th May 2021. This is in compliance with the constitutional requirement to circulate any proposals to alter the constitution or the Bye-Laws of WAGGGS at least 60 clear days before World Conference.

Recognising that amendments to Proposed Motions that affect the WAGGGS Constitution and Bye Laws cannot be made during World Conference, the World Board will not be able to accept any submissions made after **25th April 2021**. This is to ensure that there is sufficient time to implement any changes necessary prior to the final version of the revised Constitution and Bye Laws and Proposed Motions document being circulated on 26th May 2021.

Details of other Proposed Motions put forward by the World Board and Member Organisations that do not affect the Constitution and Bye-Laws will also be circulated on 26th May 2021.

IMPORTANT DATES



4 April 2021

Deadline: Non-Constitutional Motions

25 April 2021

Deadline: Feedback and amendments to Proposed Constitutional Motions

26 May 2021

WoCo 3b: Proposed Motions - All (final document will be sent to all Member Organisations)



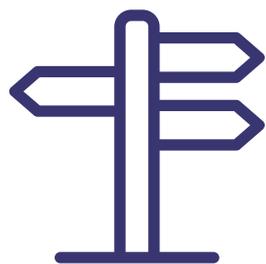
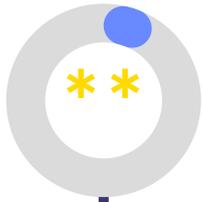


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REDUCING THE SIZE OF THE WORLD BOARD

PROPOSED MOTION 1: REDUCING THE SIZE OF THE WORLD BOARD

Proposer: World Board
Voting Eligibility: Full Members
Majority required: 75% majority of votes cast



PROPOSED MOTION

The World Conference:

- a. approves the proposal to reduce the maximum number of members of the World Board to 12 (or 11, if motion 4 is not passed); and
- b. approves the necessary changes to the WAGGGS Constitution and Bye-Laws outlined in this paper and shown as tracked changes on the copy of the constitution available here: [WAGGGS Constitution and Bye-Laws](#)



RATIONALE

The purpose of this change is to facilitate having a World Board that is the optimum size for Board members to effectively carry out their duties, and to hold effective meetings.

The Board first put forward this motion in March 2020, before the onset of the global pandemic, following a review of WAGGGS' governance that involved the World Board, Governance Committee, other members of the Global Team and feedback from Member Organisations.

Since July 2020 the Board has been operating at a smaller size of 11 Trustees due to a delay in holding World Board elections to replace the six Board members who stepped down at the end of their term of office. The experience of the current Board has reaffirmed its view that a smaller World Board is able to be more agile, and more conducive to effective discussion and decision-making whilst still being suitably representative of the Movement. The Board feels that it has been able to have more frequent and deeper discussions, greater levels of participation and collaboration and has been ably supported in its decision making by the Board committees.

When considering the ideal size of Board, the Board recognised that in some other organisations a Board can be much smaller than 11. However, the Board feels it is important not to reduce to less than 11 in order to ensure that the Board remains reflective of the diversity of the Movement, keeps the workload for Board members at a manageable level and that the Board has the necessary skills and experience among its number to carry out its strategic role and responsibilities effectively.





CURRENT SITUATION

The World Board is comprised of 17 Trustees - twelve elected by Full Member Organisations at World Conference and five Regional Chairs, elected by their Regional Committees who in turn are elected by Full Member Organisations at the Regional Conferences. All seventeen World Board members, regardless of how they are elected, are Trustees of the charity and share equal responsibility for the organisation.

The World Board has been this size for many years, predating the creation of WAGGGS as a Charitable Incorporated Organisation (CIO) in 2014 and our current constitution. The Board recognises that in most other organisations of our size and nature, it is unusual to have a Board of this size. After reflecting at length on current and previous feedback and experiences from within the Movement, and comparison with other similar organisations, the World Board recommends to the World Conference that the size of the World Board should be reduced to a maximum of 12 Trustees (or 11, if motion 4 is not passed).

PROPOSED FUTURE COMPOSITION AND TRANSITION ARRANGEMENTS

Should this motion be adopted, the composition of the World Board would in future be six World Board members elected by Full Member Organisations at World Conference and the five Regional Chairs. This would not take effect until after the close of World Conference in 2021 and therefore will not impact on the elections that will take place at the 37th World Conference.

It is suggested that transitional arrangements be put into place to achieve the reduction in Board size over two triennia. To ensure continuity on the Board it is suggested that three World Board members will be elected at the 38th World Conference in 2023 to replace the six Board members who will be stepping down at that time at the end of their term of office. This will make an interim total Board size of 14 (or up to 15 if motion 4 is passed) for the triennium 2023-2026.

At the 39th World Conference in 2026 another six Board members will step down at their end of their term and be replaced by three new Board members. The Board size from the 39th World Conference onwards would therefore be 11 (or up to 12 if motion 4 is passed). At each World Conference from 2026 onwards there would be a cycle of three Board members stepping down at the end of their term and three new Board members elected to replace them.



LEARNINGS FROM OUTSIDE THE MOVEMENT

As highlighted by the King IV Report (South Africa) and the National Council of Voluntary Organisations in England (NCVO) there is no ‘right’ or ‘wrong’ size of Board. It is generally accepted that each charity is different and therefore needs to find a governance structure appropriate for its needs. However, there has been a general downward trend in Board size within the Charity sector and in global membership organisations in recent years. Informal research has shown that Trustees in organisations who have reduced their Board size to less than 15 have reported an improved governance experience both as individual Trustees and collectively as Boards.

UK Charity Commission guidance suggests that a charity should “have enough charity trustees to effectively carry out their duties, but not too many so that it becomes impractical to hold effective trustee meetings where everyone can participate in decision making. We suggest a maximum of 12 trustees”. This is echoed by the Charity Governance Code which suggests that the ideal is that “The board is big enough that the charity’s work can be carried out and changes to the board’s composition can be managed without too much disruption. A board of at least five but no more than twelve trustees is typically considered good practice”.



An indicative sample of other international organisations shows a variety of Board sizes, including:

- Save the Children International - 13 Board members
- Mothers’ Union (international global membership organisation) - 12 Board members
- Womankind International - 11 Board members
- Duke of Edinburgh International Award - 9 Board members
- Christian Aid - up to 20 Board members
- Islamic Relief Worldwide - 6 Board members
- Médecins Sans Frontières International - 14 Board members
- WOSM World Scout Committee - 26 of which only 12 are voting members



OUTLINE CHANGES TO THE CONSTITUTION

Constitution Sub-clause	Suggestion
13.3	Remove the words “seventeen” and replace with “twelve”. Remove “twelve” and replace with “six”. Add the words “Subject to clause 14.11 (transitional arrangements)”
14.1.1	Remove “twelve” and replace with “Subject to clause 14.11, six”.
14.1.5	Replace “The twelve Elected Trustees will” with “The World Board shall”.
14.11	New clause outlining transitional arrangements.





ENSURING DIVERSITY ON THE WORLD BOARD

PROPOSED MOTION 2: ENSURING DIVERSITY ON THE WORLD BOARD – WOMEN UNDER 30

Proposer: World Board
Voting Eligibility: Full Members
Majority required: 75% majority of votes cast



PROPOSED MOTION

The World Conference:

- a. approves a requirement for the World Board to include at least two members under the age of 30; and
- b. approves the necessary changes to the WAGGGS Constitution and Bye-Laws outlined in this paper and shown as tracked changes on the copy of the constitution available here: [WAGGGS Constitution and Bye-Laws](#)



RATIONALE

Motion 32, passed at the 36th World Conference in 2017, tasked the World Board to conduct an investigation: looking into the reasons why more young women are not standing for governance and decision-making positions. This research was conducted in consultation with Member Organisations and their young women. The objective of this research was to develop a concrete set of recommendations that will significantly increase the number of young women standing for governance and decision-making positions.

The World Board strongly welcomed this mandate and established a Research Team of ten young women under the age of 30 representing the five regions of WAGGGS. The research team comprising Young Women and external research experts reached almost 3,000 individuals as respondents – the vast majority of whom were young women.

When reviewing the research data, it was identified that 99% of all respondents (which included young people and national board members) believe that having young women in decision-making roles is beneficial.

70% of all survey respondents including young women, adult leaders and national board members agreed that there should be a set minimum number of young women in governance and decision-making roles. Existing evidence on women's representation has generally shown that having a set number of places led to an increase in the proportion of elected women.



The World Board proposes that (in the medium term) a clause be included in the WAGGGS Constitution for a minimum of two young women under 30 on the World Board. This is intended to be a transitional mechanism to normalise the nomination and election of younger women onto the World Board. The proposal is that the implementation of this clause is reviewed after three trienniums, at which time it may be felt that this provision in the constitution is no longer needed because sustainable change has been achieved. Young women under 30 would be required to meet all the criteria required for members of the World Board and should not be seen as any less qualified as any other Board member.

The World Board feels it is important to respond to the voices of the Movement and act on their wishes for a diverse and inclusive board. This proposal is just one measure to increase the participation of young women under 30 in decision-making at the global level. Following the findings of the research project a number of non-constitutional motions will also be proposed to ensure a holistic and comprehensive approach is taken to address barriers and ensure meaningful participation of young women within the Movement.



OUTLINE CHANGES TO THE CONSTITUTION

Constitution Sub-clause	Suggestion
14.1.5	Replace “at least one young woman under the age of thirty at the time of election” with “at least two women under the age of thirty at the time of election”.
14.1.6	New clause explaining how to deal with a situation where insufficient nominations are received to fulfil the minimum requirements of 14.1.5 (above)
14.4	Replace the original clause 14.4.1 with new wording relating to dealing with vacancies on the World Board.





ENSURING DIVERSITY ON THE REGIONAL COMMITTEES

PROPOSED MOTION 3: ENSURING DIVERSITY ON THE REGIONAL COMMITTEES – WOMEN UNDER 30

Proposer: World Board
Voting Eligibility: Full Members
Majority required: 75% majority of votes cast



PROPOSED MOTION

The World Conference:

- a. approves to introduce a requirement for every newly elected Regional Committee to have at least two members under the age of 30 (as far as practicable); and
- b. approves the necessary changes to the WAGGS Constitution and Bye-Laws outlined in this paper and shown as tracked changes on the copy of the constitution available here: [WAGGS Constitution and Bye-Laws](#)



RATIONALE

Motion 32, passed at the 36th World Conference in 2017, tasked the World Board to conduct an investigation: looking into the reasons why more young women are not standing for governance and decision-making positions. This research was conducted in consultation with Member Organisations and their young women. The objective of this research was to develop a concrete set of recommendations that will significantly increase the number of young women standing for governance and decision-making positions.

The World Board strongly welcomed this mandate and established a Research Team of ten young women under the age of 30 representing the five regions of WAGGS. The research team comprising Young Women and external research experts reached almost 3,000 individuals as respondents – the vast majority of whom were young women.

When reviewing the research data, it was identified that 99% of all respondents (which included young people and national board members) believe that having young women in decision-making roles is beneficial.

70% of all survey respondents including young women, adult leaders and national board members agreed that there should be a set minimum number of young women in governance and decision-making roles. Survey results also show that almost half of the Young Women say that they want to take up either a Regional Committee or Regional Working Group role in the future. Existing evidence on women's representation has generally shown that having a set number of places led to an increase in the proportion of elected women.



The World Board proposes that (in the medium term) a clause be included in the WAGGGS Constitution to encourage the election of at least two young women under 30 on regional committees. This is intended to be a transitional mechanism to normalise the nomination and election of younger women onto the Regional Committees. The proposal is that the implementation of this clause is reviewed after three trienniums, at which time it may be felt that this provision in the constitution is no longer needed because sustainable change has been achieved. Young Women under 30 would be required to meet all the criteria required for members of the Regional Committee and should not be seen as any less qualified as any other Regional Committee member.

The World Board feels it is important to respond to the voices of the Movement and act on their wishes. The World Board recognises that some regions across the Movement already have mechanisms in place to ensure that a considerable number of young women are actively participating in decision-making spaces and hope to demonstrate the value that they place on this, through this motion and through encouraging other regions to act.

This proposal is just one measure to increase the participation of young women under 30 in decision-making at the regional level. Following the findings of the research project a number of non-constitutional motions will also be proposed to ensure a holistic and comprehensive approach is taken to address barriers and ensure meaningful participation of young women within the Movement including those young women who will be elected to the Regional Committees.



OUTLINE CHANGES TO THE CONSTITUTION

Constitution Sub-clause	Suggestion
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21.1	<i>Remove “one young woman” and replace with “two women”</i>
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WORLD BOARD COMPOSITION

PROPOSED MOTION 4: WORLD BOARD COMPOSITION – PROVISION TO CO-OPT AN ADDITIONAL WORLD BOARD MEMBER

Proposer: World Board
Voting Eligibility: Full Members
Majority required: 75% majority of votes cast



PROPOSED MOTION

The World Conference:

- a. approves the addition of a constitutional provision enabling the World Board to co-opt one additional Board Member if they identify that such a member is needed to fill a skills or perspective gap; and
- b. approves the necessary changes to the WAGGGS Constitution and Bye-Laws outlined in this paper and shown as tracked changes on the copy of the constitution available here: [WAGGGS Constitution and Bye-Laws](#)



RATIONALE

The World Board proposes the addition of a clause in the constitution to allow future World Boards to co-opt an additional Board member where a particular requirement is identified.

Within any fully elected Board, there is potential for there to be a gap in a particular skill or perspective. When new members join the Board, WAGGGS undertakes a skills audit to identify the strengths and skills across the Board and any areas that may need to be strengthened. This reflects best practice but the Board currently has no mechanism to fill the gap. The current Board has reflected that, in a situation where a future Board identifies a particular skill or perspective gap, the opportunity to co-opt an additional Board member would enable the Board to ensure it has the right mix of skills, perspectives and experience it needs for effective working in that triennium. For example, it could be that the Board is lacking expertise in priority areas required to deliver the WAGGGS strategy over the triennium including areas such as fund development, digital technology, communications, or non-formal education.

Following agreement by the World Board of the need to recruit, it is envisaged that, as far as practicable, this Trustee would be a member of a Member Organisation of WAGGGS, identified through an open call process. Only if this process does not identify an individual with the required skills would the Board potentially look outside Member Organisations. For effective working of the Board, and for the contribution of the co-opted individual to be given equal weight to their fellow Board members, it is important that the co-opted individual should be a full voting member.





OUTLINE CHANGES TO THE CONSTITUTION

Constitution Sub-clause	Suggestion
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13.3	Insert “and one Co-opted Trustee in accordance with clause 14.5”
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14.5	New clause as follows:
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The World Board may, at any time, co-opt one individual as an additional member of the World Board with full voting rights if a significant gap in skills and/or expertise is identified (the Co-opted Trustee). In relation to any such Co-opted Trustee:

14.5.1 so far as practicable, they shall be a member of a Member Organisation;

14.5.2 they shall be appointed for a term of up to 3 years, and on retirement be eligible for appointment for a further term of up to three years (subject to an maximum of 6 years in total).





PROVISION FOR REMOTE PARTICIPATION IN A WORLD CONFERENCE

PROPOSED MOTION 5: PROVISION FOR REMOTE PARTICIPATION IN A WORLD CONFERENCE

Proposer: World Board

Voting Eligibility: Full Members

Majority required: 75% majority of votes cast



PROPOSED MOTION

The World Conference:

- a. agrees to make provision in the WAGGGS constitution to facilitate the introduction of remote general meetings in future i.e. for Member Organisations to be able to participate in and vote at World Conferences without being physically present, through the use of technology; and
- b. approves the necessary changes to the WAGGGS Constitution and Bye-Laws outlined in this paper and shown as tracked changes on the copy of the constitution available here: [WAGGGS Constitution and Bye-Laws](#)



RATIONALE

The 'enabling clause' presented under this motion aims to provide greater flexibility for WAGGGS to hold its World Conference and other general meetings, and be more agile in responding to circumstances outside of its control.

The global pandemic has prevented a physical World Conference from taking place across a prolonged period and demonstrated the need for WAGGGS to have alternative means for effective decision-making at its disposal. WAGGGS' constitution does not currently allow for virtual general meetings and so the Board has had to rely on temporary and extraordinary provisions in UK law to hold the General Meeting in December 2020 and World Conference in July 2021. These provisions cannot be guaranteed for the future and it is therefore prudent to ensure that our governing document provides for this.

This motion is about ensuring that WAGGGS can better navigate difficult circumstances, to better facilitate decision-making.

The Board recognises and appreciates the concerns expressed by a number of Member Organisations at the General Meeting in December 2020 of enabling remote participation without any conditions in place. The Board wishes to reassure Member Organisations that the suggested provisions enable the possibility of remote participation, but do not give Member Organisations an automatic right to attend remotely at any or all general meetings. The provision would only be utilised in circumstances where the World Board felt it was in the best interests of the organisation.



The purpose of this motion is not to bring about a fundamental change in our approach to World Conferences. World Conference in 2021 is taking place online because of necessity but the Board very much hopes that the 38th World Conference in 2023 will revert back to a physical meeting.



OUTLINE CHANGES TO THE CONSTITUTION

Constitution Sub-clause	Suggestion
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12.3.3.2	Add the following words at the end of sub-clause 12.3.3.2: “(which need not be a physical address)” so that the sub-clause reads: “give the address at which the meeting is to take place (which need not be a physical address)”
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12.8	New clause as follows:
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12.8 Attendance and Speaking at general meetings

12.8.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

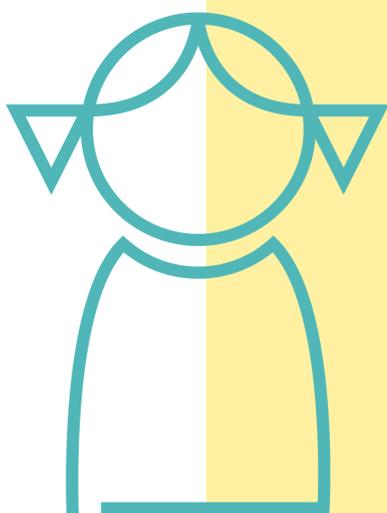
12.8.2 A person is able to exercise the right to vote at a general meeting when:

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- (b) that person’s vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

12.8.3 The World Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it. This may include making arrangements for Member Organisations to attend a general meeting by televisual or other electronic or virtual means provided that all remote attendants may securely identify themselves, follow the proceedings and cast their votes online or in a manner otherwise acceptable to WAGGGS.

12.8.4 In determining attendance at a general meeting, it is immaterial whether any two or more Member Organisations attending it are in the same place as each other.

12.8.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.





VICE-CHAIRS AND REGIONAL COMMITTEE MEMBERS

PROPOSED MOTION 6: VICE-CHAIRS AND REGIONAL COMMITTEE MEMBERS

Proposer: World Board
Voting Eligibility: Full Members
Majority required: 75% majority of votes cast



PROPOSED MOTION

That, clause 21.4 of the WAGGGS Constitution be amended to read as follows:

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 World Board may invite the Regional Vice-Chair or another member of the Regional Committee to attend without the right to vote]



RATIONALE

At the 36th World Conference in Delhi, India in September 2017, the following Motion amending the WAGGGS Constitution and Bye-Laws was passed by Member Organisations:

Motion 8

That, clause 21.4 of the Constitution be amended as follows: “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. In the event that both the Regional Chair and the Regional Vice-Chair are unable to attend a meeting of the World Board, the World Board may invite another member of the Regional Committee to attend the meeting. That member will have the right to vote”.

It has been identified that this clause does not comply with Charity Law within England and Wales where WAGGGS is registered. The Trustees of WAGGGS (World Board members) have legal responsibility for the management and administration of WAGGGS and as a matter of law cannot delegate their overall decision-making power. Therefore it is not possible for a Regional Chair, a Trustee of the charity, to pass voting rights onto their Vice-Chair or another member of the Regional Committee.

The World Board therefore propose an amendment to Clause 21.4 that in the event of a Regional Chair being unable to attend a meeting of the World Board, the World Board may still choose to invite the Regional Vice-Chair or another member of the Regional Committee to attend in place of the Regional Chair if needed, but they will not have the right to vote.



OUTLINE CHANGES TO THE CONSTITUTION

Constitution Sub-clause	Suggestion
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21.4	Remove “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. In the event that both the Regional Chair and the Regional Vice-Chair are unable to attend a meeting of the World Board, the World Board may invite another member of the Regional Committee to attend the meeting. That member will have the right to vote”
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And replace with: *[In the event of a Regional Chair being unable to attend a meeting of the World Board, the World Board may invite the Regional Vice-Chair or another member of the Regional Committee to attend without the right to vote]*





CLARIFYING WORDING AND REMOVING INCONSISTENCIES

PROPOSED MOTION 7: CLARIFYING WORDING AND REMOVING INCONSISTENCIES

Proposer: World Board
Voting Eligibility: Full Members
Majority required: 75% majority of votes cast



PROPOSED MOTION

The World Conference:

- a. acknowledges the need to make some editorial changes in the Constitution to increase clarity and to remove inconsistencies and the potential for differing interpretations; and
- b. approves the necessary changes to the WAGGGS Constitution and Bye-Laws outlined in this paper, and shown as tracked changes on the copy of the constitution available here: [WAGGGS Constitution and Bye-Laws](#)



RATIONALE

Since the Constitution and Bye-Laws were introduced in 2014 a number of small changes needed to wording have been identified in order to clarify meaning, and/or to remove inconsistencies and the potential for differing interpretations of some clauses. The World Board tasked the Governance Committee with reviewing the Constitution and Bye-Laws in order to identify any relevant clauses that require a small clarification or amendment.



OUTLINE CHANGES TO THE CONSTITUTION

Constitution Sub-clause	Suggestion	Notes/Rationale
10.9.1 (f)	Replace “national in its operation” with “its members” and remove “well-developed”.	‘Well-developed’ is a subjective quality which can depend on cultural context. When evaluating a Potential Member Organisation, WAGGGS will evaluate it to ensure that it is viable, appropriate in the country and suits the needs of its members.
10.1.3.1	Remove “Only National Organisations as a whole can become Member Organisations”	This wording can be misleading and not always reflective of reality. For example, in SAGNOs it is not the whole membership of the organisation that becomes a Member of WAGGGS. Also, there are already different points in the constitution (namely 10.1.1) where it is specified that it is not possible for individual members of Member Organisations to be members of WAGGGS.

10.4.3	Amendment to the sub-clause to include reference to suspension from membership.	Although a Suspension and Cancellation Policy is already in operation, the possibility to suspend a Member Organisation before removal from membership of WAGGGS is currently not referenced in the Constitution.
14.6	Remove in its entirety	This was only necessary at the adoption of the Constitution in 2014 when transitioning to the new Charitable Incorporated Organisation and can now be removed.
14.7 and 14.8	Updated wording	Reworded to reflect the removal of 14.6
16.1.3	Remove “two years” and replace with “twelve months”	As the World Board meet at least four to five times per year, a period of two years seems an excessive period to allow a World Board member to be absent without permission or reasonable cause.
21.10	New clause	Clarifying that an employee of WAGGGS or a Member Organisation may not be a member of a Regional Committee.
34	Amend to say “next highest number of votes”	Clarifying wording in the definition of the Approved Persons
34	Removal of definition of Electoral Reform Services	Not relevant to WAGGGS
34	Add the words “... the members of WAGGGS for the purposes of the Charities Act 2011, the General Regulations and the Dissolution Regulations, comprising National Organisations...”	Updating the definition of Member Organisation
34	Remove “the Fifth World Centre” and replace with “Kusafiri”	Updating the Constitution to recognise the name of Kusafiri alongside the other World Centres.
10.10.1 (n); 10.10.2 (f); 12.1; Bye-Law II 2.13; Bye-Law II 2.14.1	Replace the word “hostess” with the word “host”	Modernising language





Bye-Law VIII 8.2	Replace “at least 120 clear days” with “at least 60 clear days”.	To align the notice period for proposed amendments to the Bye-Laws (currently 120 days) with the notice period for proposed amendments to the constitution (60 days).
Schedule	Replacing “Article” with “clause”	For consistency with the rest of the Constitution and Bye-Laws



MO ENGAGEMENT IN WAGGGS' DECISION-MAKING

PROPOSED MOTION 8: STRENGTHENING MO ENGAGEMENT IN WAGGGS' DECISION-MAKING

Proposer: Guiding and Scouting in Belgium / Girl Scouts of Taiwan
Voting Eligibility: Full Members
Majority required: 75% majority of votes cast



PROPOSED MOTION

The following sub-clause is added to Bye-Law VII - Policies and procedures:

7.2 Decisions resulting in long-term strategic policies and procedures which impact Member Organisations require a participatory Member Organisation consultation process. This consultation process must include a written announcement sent in advance to all Member Organisations clearly stating the scope, objectives and timeline of the process.



RATIONALE

Expressing our gratitude and recognizing recent efforts made in regard to MO consultations undertaken by WAGGGS;

Deeply convinced of every MO's willingness to contribute to finding sustainable solutions to the challenges faced by WAGGGS today;

Reaffirming our commitment to working closely with the World Board and Regional Committees to achieve WAGGGS' full potential;

Convinced that the input of MOs greatly strengthens the unity of our movement and enhances our overall decision making processes by sharing their knowledge, experience and concerns;

We believe that long term strategic items which impact MOs should benefit from a broader MO engagement and involvement. To this end the current consultation approach would be greatly improved by ensuring clearer communication in advance of the consultation taking place.

Timely information on the scope, objectives and timeline of the consultation would allow MOs the necessary time to provide quality inputs and/or provide the right person with expertise to feed into the consultation process.

Consultative processes with all Member Organisation should be supported by sufficient data and information which could help Member Organisations to understand the pros and cons of the changes or decisions and how the changes or decisions may impact the Member Organisations. Adequate timeframe should be provided to allow Member Organisations before being finalized and implemented, to encourage good governance practise at all levels of the organisation.





WORLD BOARD TERM CYCLES

PROPOSED MOTION 9: WORLD BOARD MEMBER TERM OF OFFICE AND ELECTION CYCLES

Proposer: World Board / Girl Scouts USA / Fédération du Scoutisme Français
Voting Eligibility: Full Members
Majority required: 75% majority of votes cast



PROPOSED MOTION

The World Conference:

- a. agrees to make provision in the WAGGGS constitution that in circumstances where a World Conference or Regional Conference cannot be held in the normal triennial cycle, the Elected Trustees and Regional Chairs shall remain in office until such time as elections can be held; and
- b. approves the necessary changes to the WAGGGS Constitution and Bye-Laws outlined in this paper and shown as tracked changes on the copy of the constitution available here: [WAGGGS Constitution and Bye-Laws](#)



RATIONALE

Proposed Motions were received from Girl Scouts USA and Fédération du Scoutisme Français in relation to the six-year term of office for Elected Trustees and the need for flexible provisions to enable continuity of leadership in difficult times. The World Board wishes to express its thanks to Girl Scouts USA and Fédération du Scoutisme Français for their submissions and highlighting this issue.

Both Member Organisations raised valid concerns about the need to ensure consistency of leadership in circumstances where elections cannot be held in the usual timeframe, and also the question of what “six years” actually means in practice, in the context of the triennial cycles. In consultation with the two Member Organisations, a new composite Proposed Motion has been developed taking onboard their concerns and combining their proposed solutions into a set of new constitutional provisions outlined below.

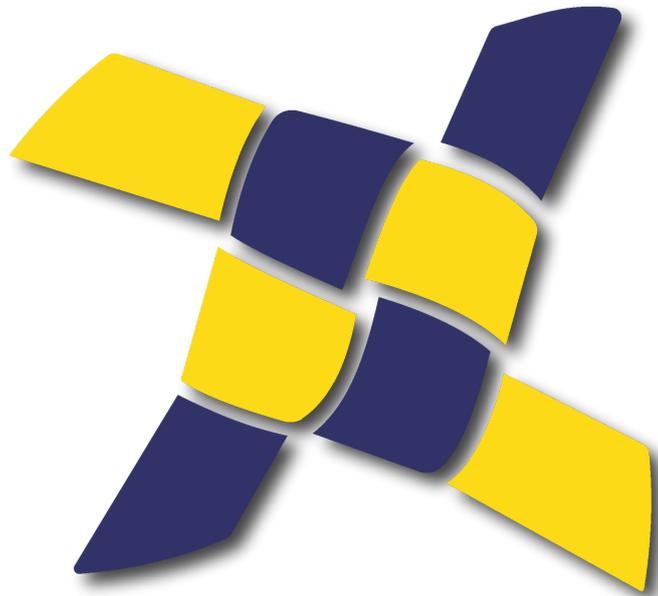
This Proposed Motion addresses a particular circumstance where Board members have reached the end of their term of office but elections cannot be held within the usual expected timeframe. It does not impact on the process for handling casual vacancies on the Board which may arise as a result of the resignation, removal or death of a Trustee during their term of office (clause 14.4).

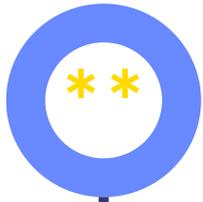


OUTLINE CHANGES TO THE CONSTITUTION

Constitution Sub-clause	Suggestion
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- | | |
|-------|--|
| 14.9 | <p>Add the words “Subject to Clauses [14.4] and [14.10]” at the beginning of clause 14.9 so it reads:</p> <p>“Subject to Clauses [14.4] and [14.10] 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”</p> |
| 14.10 | <p>Add a new clause (14.10) with the following wording:</p> <p>“In relation to Elected Trustees and Regional Chairs, six years shall be calculated by reference to the relevant World Conference or Regional Conference at which they are elected. In circumstances where a World Conference or Regional Conference cannot be held in the normal triennial cycle, the Elected Trustees and Regional Chairs shall remain in office until such time as elections can be held, at the direction of the World Board”</p> |





MOTIONS PASSED AT THE 37TH WORLD CONFERENCE

PROPOSED MOTION 10: IMPLEMENTATION OF MOTIONS PASSED AT THE 37TH WORLD CONFERENCE RELATING TO THE CONSTITUTION AND BYE-LAWS

Proposer: World Board
Voting Eligibility: Full Members
Majority required: 75% majority of votes cast



PROPOSED MOTION

The World Conference authorises the World Board to make such minor changes to the Constitution and Bye-Laws as are necessary following the decisions made by Member Organisations at the 37th World Conference in order to implement the Motions as passed.



RATIONALE

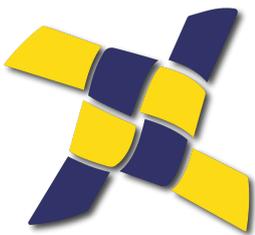
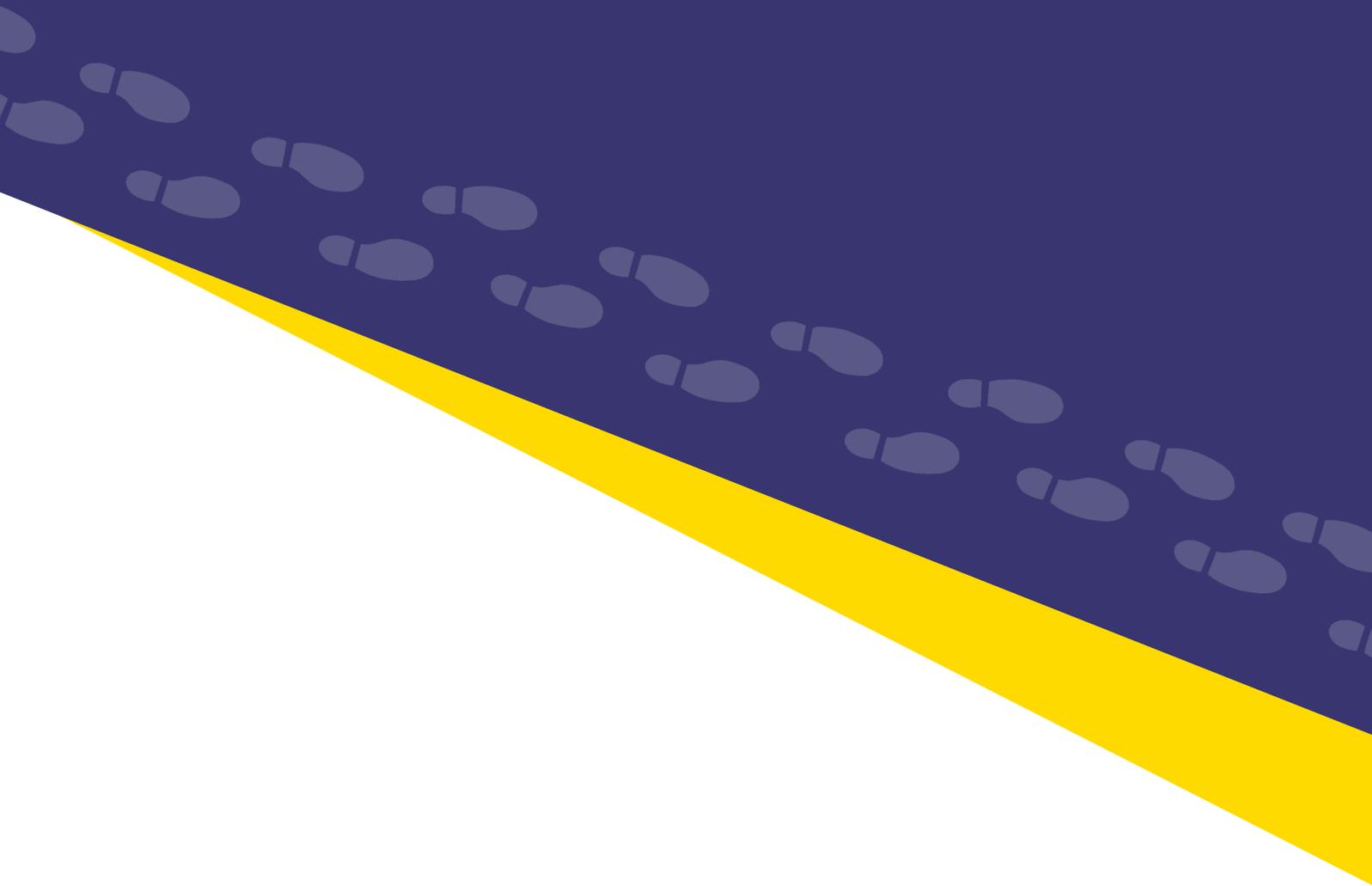
There are a number of Proposed Motions being presented to the 37th World Conference, which are inter-related. This means that in some cases it is impossible to predict the final wording and numbering in the Constitution and Bye-Laws ahead of the World Conference as this is dependent on whether certain Motions are passed.

The World Conference is asked to approve this Proposed Motion which would enable WAGGGS, working closely with its lawyers, to make such minor changes to the Constitution and Bye-Laws as are necessary following the World Conference in order to implement the Motions as passed. This will enable WAGGGS to correct grammatical, formatting, numbering and other such non-substantive errors as may be necessary to ensure the integrity of the Constitution and Bye-Laws after World Conference. Anything requiring a substantive change would of course need to be returned to the Member Organisations for approval at the next World Conference.





WORLD ASSOCIATION
OF GIRL GUIDES
AND GIRL SCOUTS



Walking together, walking far.

37th WORLD CONFERENCE 2021