

HISTORICAL NOTE

Robert Baden-Powell (first Lord Baden-Powell of Gilwell) developed a training method which resulted in the foundation of the Boy Scout Movement in 1907, and of the Girl Guide Movement, in 1910.

From 1910 onwards, the Guide Movement spread to a number of countries, some National Organizations calling themselves “Girl Guides” and some others “Girl Scouts”.

Olave Baden-Powell, the wife of the Founder, played an active role in the development of the Guide Movement. In 1919, she formed an International Council, the first step towards organized international co-operation. She held the appointment of World Chief Guide from 1930 until her death in 1977.

International Conferences were held in 1920, 1922, 1924 and 1926. At a fifth such Conference held in 1928 the representatives of Girl Guide and Girl Scout Organizations from various countries agreed to form the World Association of Girl Guides and Girl Scouts as the formal structure of the Guide Movement at world level. Thereafter, International Conferences became World Conferences.

The Constitution and Bye-Laws of the World Association of Girl Guides and Girl Scouts was formally adopted in 1936 at the 9th World Conference of the World Association of Girl Guides and Girl Scouts.

English is recognized 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.



World Association of Girl Guides and Girl Scouts
Association mondiale des Guides et des Eclaireuses
Asociación Mundial de las Guías Scouts

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THE CONSTITUTION

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.

Part I - Fundamental Principles

Article 1

The name of the Association is the World Association of Girl Guides and Girl Scouts, hereinafter referred to as the World Association.

Article 2

The Fundamental Principles of the World Association are those of the Girl Guide/Girl Scout Movement as expressed in the Original Promise and Law laid down by the Founder.

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.

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.

Article 3

The Object of the World Association is:

- a) to promote, throughout the world, unity of purpose and common understanding based on the Fundamental Principles;
- b) 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;
- c) to encourage friendship among girls and young women of all nations within countries and worldwide.

Article 4

Any National Organization which is a Full or Associate Member of the World Association shall be entitled to incorporate the words "Girl Guide", "Guide" or "Girl Scout" in its name. Any non-member National Organization recognized by the World Association as working towards Membership, may incorporate those words only with the approval of the World Board.

Article 5

All copyright and other intellectual property rights in the Emblem (consisting of a circle, Trefoil, stars, pointer, colour way and lay out) together with any goodwill relating to it belong to the World Association. The World Badge version of the Emblem is attached to the Constitution.

Full and Associate Members of the World Association enjoy a non-exclusive licence to use the Emblem for the duration of their Membership but otherwise acquire no rights in it. Non-member National Organizations recognized by the World Association as working towards Membership may be granted by the World Board a non-exclusive license to use the Emblem for the duration of such recognition but otherwise acquire no rights in it.

Full and Associate Members of the World Association and any non-member National Organization recognized by the World Association as working towards Membership, may not sublicense use of the Emblem without the consent of the World Board through the World Bureau.

Part II – Membership

Article 6

A Member of the World Association shall be a National Organization which:

- a) adheres to the Fundamental Principles and has a Promise and Law, in wording approved by the World Board, which embodies the essential elements of the Original Promise and Law;
- b) adopts the method of the Girl Guide/Girl Scout Movement, which includes:
 - i. Commitment through the Promise and Law
 - ii. Progressive Self-Development
 - iii. Learning by doing
 - iv. Teamwork through the Patrol System and training for responsible leadership
 - v. Active co-operation between young people and adults
 - vi. Service in the Community
 - vii. Outdoor activities
 - viii. Symbolism.
- c) has a membership which is:
 - i. voluntary;
 - ii. open to all girls and young women without distinction of creed, race, nationality, or any other circumstance;
- d) is self-governing, with freedom to formulate its policy and put it into practice;
- e) is independent of any political organization and any political party.

Article 7

There are two categories of Membership of the World Association:

- a) Full Membership.
- b) Associate Membership.

Article 8

Full Membership

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

- a) demonstrate sustained adherence to the criteria of Membership of the World Association and to its Constitution and Bye-Laws;
- b) have a Constitution incorporating the criteria of Membership 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 Object of the Girl Guide/Girl Scout Movement, 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 and (subject to and in accordance with Article 5) the Trefoil in its badge as the symbol of the three parts of the Original Promise;
- e) have a well-developed Organization, suited to the needs of the country and national in its operation, with:
 - i. a responsible central body truly representative of all Girl Guiding/Girl Scouting within the country;
 - ii. a programme based on the Fundamental Principles, 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;
 - iii. sound policies and plans for continuing development, administration and finance, based on continuing self-evaluation.

- f) carry its share of responsibility as a Member of the World Association including participation in the Regional Way of Work.
- g) pay annually the agreed Membership quota to the World Association;

Associate Membership

An Associate Member of the World Association is a National Organization which shall fulfill the conditions given above except that in relation to clause (e) a lesser degree of development is required.

Article 9

- a)
 - i. The recognition of Associate Member Organizations as Full Members of the World Association is the responsibility of Full Members meeting at a World Conference;
 - ii. The recognition of National Organizations as Associate Members of the World Association is the responsibility of the World Board, subject to ratification by Full Members meeting at the next World Conference.
- b) Membership of the World Association can only be acquired by a National Organization as a whole. Therefore one Member Organization only can be recognized in any one country.
- c) Membership of the World Association can be acquired by National Organizations of Girl Guides/Girl Scouts and by National Organizations comprising Girl Guides/Girl Scouts and Scouts. In the latter case, only the Girl Guides/Girl Scouts are Members of the World Association.
- d) A Member Organization may comprise different Associations or groups, provided that the Member Organization ensures that each Association or group:
 - i. accepts and adheres to the criteria and conditions of Membership;
 - ii. agrees to co-operate with other Component Association/s 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 the World Association.

Article 10

All Members

It is the responsibility and privilege of all Members to:

- a) maintain the standard of Membership as laid down in Article 8;
- b) take part in meetings of the World Conference and the respective Regional Conferences, and exercise such voting rights as are appropriate to their category of Membership;
- c) formulate the policy of the World Association and share in its business;
- d) nominate persons to serve on the World Board;
- e) nominate persons from within their Region to serve on the Regional Committees;
- f) submit names of persons for possible appointment to Committees;
- g) promote World Thinking Day and World Thinking Day contributions;
- h) take part in World Association gatherings;
- i) support and use the World Association Centres;
- j) support and use the services of the World Bureau and, if established, the Regional Office;
- k) receive publications and documents issued by the World Bureau.

Full Members

In addition to the above, it is the responsibility and privilege of all Full Members, to:

- l) recognize Associate Organizations as Full Members of the World Association;
- m) ratify recognition by the World Board of Associate Members of the World Association;
- n) elect persons to serve on the World Board;
- o) elect persons from within their Region to serve on the Regional Committee;

- p) submit invitations to act as hostess to meetings of the World Conference. Members in this category are expected to participate fully in the life and work of the World Association.

Article 11

If a change occurs affecting the entity of a National Organization which is a Member of the World Association, the entity which emerges from the change shall replace the former Member subject to the requirements stated in Article 8 and Article 9 being fulfilled.

The new entity shall, from the moment it is deemed acceptable by the World Board, assume the Membership status of the entity it replaces. This Change of Entity shall be submitted by the World Board to Full Members at the next World Conference for ratification.

Article 12

The resignation of a Member Organization from the World Association shall become effective from the day on which the official resignation submitted by the proper authority is received by the World Bureau for transmission to the World Board. The resignation will be reported to the next World Conference.

Article 13

- a) If a Member of the World Association ceases to comply with any of the conditions mentioned in Article 8 or Article 9, its continuing Membership shall be considered by the World Board. Membership may be suspended by the World Board between meetings of the World Conference and may be cancelled by Full Members meeting at the next World Conference.
- b) If the Member concerned wishes to ask for reconsideration of the decision to cancel its Membership it shall have the right to appeal, through the World Board, to Full Members at the next meeting of the World Conference. There can be no further appeal.

Article 14

A former Member Organization may apply for readmission to Membership of the World Association and may be readmitted to Associate or Full Membership.

Part III - World Conference

Article 15

The World Conference is composed of not more than two Delegates from each Member Organization which is either a Full or an Associate Member of the World Association.

These Delegates shall be appointed by each Member Organization from within its membership.

Article 16

- a) The World Conference shall meet triennially. Offers to act as hostess may be laid before the World Conference by Full Members. After an invitation has been accepted the exact time and place of the World Conference shall be decided by the World Board in conjunction with the Member Organization concerned.
- b) The quorum for a meeting of the World Conference is half plus one of the Members, except where it is otherwise provided for in this Constitution. For each session the quorum is half plus one of those attending the meeting and entitled to vote at that session.
- c) An Extraordinary Meeting of the World Conference may be called on the decision of the World Board or at the request of at least one third of the Members.

Article 17

The authority of the World Association shall be exercised through Delegates appointed by Members of the World Association, meeting in Conference. Each Member Organization has one vote.

- a) All Members, other than Associate Members prior to ratification, have the right:
to determine and vote upon:
 - i. the policy and standards of Girl Guiding/Girl Scouting throughout the world;

- ii. the general lines of policy to be followed by the World Board between triennial meetings of the World Conference;
- to consider and vote upon:
- iii. the Triennial Report for the past triennium and other reports presented by the World Board;
 - iv. invitations received from Full Members to act as hostess to the triennial meetings of the World Conference;
 - v. all other World Conference business and procedure except those matters which are detailed under paragraph (c) below;
- b) All Members have the right to consider:
- i. proposed amendments to this Constitution and its Bye-Laws;
 - ii. the audited Balance Sheet and Accounts for the period concerned, and the general financial policy and plans for raising and administering the funds of the World Association for the next three years or other agreed period.
- c) In addition, Full Members have the right to vote:
- i. upon Applications for, Cancellations and Ratifications of, Membership and changes affecting the entity of Member Organizations;
 - ii. in Elections as provided for in this Constitution;
 - iii. upon Amendments to this Constitution and its Bye-Laws;
 - iv. upon the adoption of the audited Balance Sheet and Accounts, and the general financial policy and plans for raising and administering the funds of the World Association for the next three years or other agreed period.
- d) The right to vote at a World Conference or a Regional Conference shall be forfeited by any Member Organization which has failed to pay its annual WAGGGS Membership quota up to and including the financial year immediately preceding that World Conference or that Regional Conference, unless remission or postponement of quota has been authorized by the World Board.

- e) Decisions at the World Conference shall be by simple majority except for matters detailed under Article 17 (a) i., ii. and (c) i., iii., iv. and (f), and Article 18 (b), for which a two-thirds majority vote of those present and entitled to vote shall be required.
- f) All sessions shall be open to all whom by the provisions of this Constitution attend the World Conference unless otherwise decided by a two-thirds majority of those represented at the World Conference and entitled to vote.

Article 18

- a) Each Member is entitled to appoint a Delegation consisting of:
 - i. not more than two Delegates;
 - ii. Observers - in accordance with the policy agreed from time to time by all Members meeting at a World Conference;
- b) Observers may attend all sessions of the Conference unless otherwise decided by a two-thirds majority of those represented at the World Conference and entitled to vote;
- c) Observers may speak if so requested by their Delegation.

Article 19

- a) 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.
- b) Substitute members of the World Board may attend the World Conference. They may be consulted and invited to speak but do not have the right of vote. A substitute member of the World Board may attend as a Delegate or as an Observer of her Member Organization.

Article 20

Members of Committees may attend the World Conference. They may be consulted and invited to speak but do not have the right of vote. A member of a Committee may attend as a Delegate, or as an Observer, of her Member Organization.

Article 21

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.

Guests may speak by invitation of the Chairman of the World Conference, but do not have the right of vote.

Part IV - World Board

Article 22

There shall be a World Board of seventeen members, which shall act on behalf of the World Conference between its meetings.

Members of the World Board shall consider the interests of the Girl Guide/Girl Scout Movement as a whole, and shall vote in the interests of the Movement as a whole.

Ten members with the power to vote constitute a quorum.

a) Elected members

Twelve elected members of the World Board shall be elected to serve for six years. Election shall be by ballot at the triennial meetings of the World Conference from a list of nominees submitted by Member Organizations of the World Association.

The twelve elected members will include, so far as practicable, at least one young woman under the age of thirty at the time of election who shall be elected at each World Conference.

A member who has served for six years shall not be eligible for re-election.

Elected members of the World Board shall retire in rotation, six at each triennial World Conference.

b) **Regional Chairmen**

The Chairmen of the five Regional Committees, elected by their respective Regional Committee, shall serve on the World Board for three years. Elections shall be by ballot at the triennial meeting of the Regional Conference from those members elected to the Regional Committee.

Each Regional Chairmen is eligible for re-election within her term of membership of the Regional Committee, but may not serve for more than six years.

Article 23

After the election of elected members of the World Board at the World Conference, two substitute members shall be elected from the remaining names on the list of nominees, to serve for a term of three years.

In the absence from a World Board meeting of any elected members, substitute members shall be called to attend the meeting with the right to vote. Unless the circumstances are exceptional, substitute members shall be called in order of election.

In the absence from a World Board meeting of any Regional Chairman, the Vice-Chairman of the respective Regional Committee shall attend the meeting with the right to vote.

Article 24

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

The World Board may decide by a two-thirds majority of those present and voting to remove any member of the World Board for good and sufficient reason which shall include but not be limited to being in substantial breach of this Constitution and its 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.

Before a vote is taken, the member of the World Board 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.

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

- b) An Appeals Body is established. Its role is to decide in situations concerning appeals against the removal of members of the World Board or a Regional Committee.

The 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 Appeals Body.

It shall sit in a panel composed of three members drawn from the Appeals Body. It shall establish Rules of Procedure which shall be ratified by the World Board.

Article 25

Should vacancies be caused in the voting membership of the World Board by the resignation, removal or death of any of its members, these vacancies shall be filled in the following manner:

- a) vacancies occurring amongst the elected members of the World Board shall be filled by substitute members in order of election, 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 at the time of her appointment to fill such a vacancy until the end of that triennium. The substitute members shall remain on the World Board as voting members until the end of the term of service of the members whose places they fill. If the portion of the six years' service filled by a substitute member be less than two years, she shall be eligible for election at the next World Conference.

- b) vacancies occurring amongst the Regional Chairmen shall be filled by the Vice-Chairmen of the respective Regional Committees. These shall remain on the World Board as voting members until the end of the term of their Regional Committee.

Article 26

Ex officio members of the World Board without vote may be:

- the Treasurer of the World Association, if a Treasurer is not appointed from the elected World Board members;
- the Chairmen of Committees who are not elected World Board members, and who have this stated in their terms of reference.

The Chief Executive of the World Association of Girl Guides and Girl Scouts is an *ex officio* member of the World Board, without vote.

Article 27

The World Board:

- a) acts on behalf of the World Conference between its triennial meetings and carries out the policy laid down by Member Organizations meeting at a World Conference. All matters of policy which affect the principles or organization of the World Association and which arise between World Conferences shall be referred to the next World Conference;
- b) furthers the Object of the World Association;
- c) assists Members of the World Association and those working towards Membership in the development and extension of Girl Guiding/Girl Scouting;
- d) assists National Organizations to attain the standard necessary for Membership of the World Association;
- e) supports Member Organizations in their maintenance of the standard necessary for Membership of the World Association and encourages them in their further development and progress;
- f) grants recognition of Associate Membership to National Organizations, subject to ratification by Full Members at the next World Conference;

- g) considers and approves the Constitutions of Member Organizations;
- h) examines applications for Membership before their submission to Full Members meeting at a World Conference;
- i) examines and accepts Changes of Entity in National Organizations and submits them for ratification to Full Members meeting at a World Conference;
- j) receives resignations, if any, of Member Organizations;
- k) takes appropriate action on any question relating to the possible suspension, cancellation of or readmission to Membership;
- l) elects its Chairman and up to two Deputy Chairmen in accordance with Article 28;
- m)
 - i. appoints the Treasurer of the World Association and assistant Treasurers if required;
 - ii. appoints the Chief Executive of the World Association of Girl Guides and Girl Scouts.
- n) considers and approves budgets to implement the financial policies and plans agreed by Full Members meeting at a World Conference;
- o)
 - i. decides upon its representation at national, regional and world Girl Guide/Girl Scout events;
 - ii. considers invitations to and representation at international meetings and conferences dealing with issues affecting girls and women and other matters related to the Object of the World Association.
- p) determines the agenda and programme for each meeting of the World Conference and appoints its Chairman and Vice-Chairmen;
- q) may propose Motions or Amendments to the World Conference. The World Board may not second Proposed Motions or Proposed Amendments;
- r) exercises all other functions resulting from this Constitution and its Bye-Laws.

Article 28

The Chairman is elected by ballot, by the World Board, from among its members elected at a World Conference. Her term of office shall be three years and shall cease at the end of the triennial meeting of the World Conference. She is eligible for reelection within her term of membership of the World Board.

Up to two Deputy Chairmen are elected by ballot, by the World Board from its members elected at the World Conference.

Article 29

The World Board shall meet at least once a year.

Article 30

a) General Provisions

- i. The World Board may appoint committees, (other than Regional Committees), groups or individuals as may be required, on a permanent or *ad hoc* basis, to assist it with its responsibilities and work;
- ii. Each Committee, Regional Committee, group or individual shall have terms of reference/job descriptions approved by the World Board.

b) Committees

There are two types of Committee:

- i. those assisting the World Board in relation to policy, standards and management of the World Association including constitutional matters, programme and development, finance and property management;
 - 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 this Constitution.

- The World Board may appoint substitute members for those Committees which have this stated in their terms of reference.
 - 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.
 - The Chairman of the World Board, the Treasurer of the World Association and the Chief Executive of the World Association of Girl Guides and Girl Scouts shall be *ex officio* members of all Committees.
 - The World Board may appoint additional *ex officio* members to Committees as from time to time may be desired.
 - The voting powers, if any, of such *ex officio* members shall be specified in the terms of reference of each Committee.
- ii. those assisting the World Board in defined geographical areas, called Regions, in the promotion and expansion of Girl Guiding/Girl Scouting in these areas, in the development of plans for assisting National Organizations and in providing opportunities for training and sharing concerns, experiences and human resources.

Article 31

No member of the World Board shall be liable for any loss to the World Association caused:

- a) by any improper investment made in good faith (provided proper professional advice shall have been sought prior to making the investment);
- b) by the negligence or fraud of any agent employed by the World Association in good faith (provided reasonable supervision shall have been exercised) although the employment of the agent was strictly not necessary;

- c) by any mistake or omission made in good faith by any member of the World Board; or
- d) by any other matter or thing other than willful and individual fraud, wrongdoing or wrongful omission on the part of the member of the World Board who is sought to be made liable.

Part V - World Bureau

Article 32

There shall be a World Bureau which shall serve as the secretariat of the World Association. Regional offices of the World Bureau may be established by agreement between the Regional Conference and the World Board.

Article 33

The functions of the World Bureau are:

- a) to record all business proceedings of the World Association;
- b) to make preparation for meetings of the World Conference, the World Board, and the Committees, and to keep true records of these meetings;
- c) to be responsible for dealing with official correspondence appertaining to the World Conference, the World Board and the Committees;
- d) to assist the World Conference, the World Board, and the Committees in the fulfilment of their duties and to provide services as necessary for the co-ordination of their work and implementation of their decisions;
- e) to collect information regarding the National Organizations in all countries for the use of those requiring it;
- f) to distribute information and publications which shall make known the work of the World Association;
- g) to maintain relations with other organizations whose aims are similar to those of the World Association;
- h) to execute such other duties as may, from time to time, be assigned to it by the World Board.

Article 34

- a) The Chief Executive of the World Association of Girl Guides and Girl Scouts is responsible to the World Board for the proper management and administration of the work of the World Bureau, and of any Regional office which may be established, and for the performance of such other duties as shall be laid down from time to time by the World Board.
- b) The Chief Executive of the World Association of Girl Guides and Girl Scouts is an *ex officio* member of the World Board and of all Committees and shall make contacts, as necessary, by correspondence and visits in order to promote and to safeguard the interests of the Girl Guide/Girl Scout Movement.

Part VI - Regions

Article 35

- a) The World Board may define geographical areas, called Regions, in accordance with the requirements of this Constitution and Bye-Laws. Each Region shall comprise all National Organizations in the defined geographical area.
- b) Each Region shall have terms of reference approved by the World Board.

Article 36

- a) A Regional Conference shall be held each triennium, which all Members of the Region are entitled to attend.
- b) The functions of Regional Conferences shall be:
 - i. to promote and expand Girl Guiding/Girl Scouting within the Region and develop plans for assisting National Organizations;
 - ii. to provide opportunities for training and sharing concerns, experiences and human resources;
 - iii. to exercise such functions as are provided for in this Constitution and Bye-Laws and the terms of reference of the Region.

Article 37

- a) 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.
- b) 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.
- c) The Chairman of the World Board, the Treasurer of the World Association and the Chief Executive of the World Association of Girl Guides and Girl Scouts shall be *ex officio* members of each Regional Committee.
- d) A Regional Committee shall elect from its members, a Chairman, who shall be a voting member of the World Board. Each Regional Committee shall also elect, from its members, a Vice-Chairman of the Regional Committee. In the event of a Regional Chairman being unable to attend a meeting of the World Board, the Regional Vice-Chairman shall attend in place of the Regional Chairman, with the right to vote.
- e) 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.

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.

- f) 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.

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 its 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.

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.

The member of the Regional Committee concerned may lodge an appeal with WAGGGS' Appeals 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.

- g) The Regional Committee shall prepare National Organizations within its Region for Full and Associate Membership and provide the World Board with all relevant information.
- h) 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 suspension or cancellation of a Member Organization to the World Board.

Article 38

- a) The terms of reference of Regions, and any amendments thereto, must be approved by the World Board before entering into force.
- b) 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.

Part VII - Finance

Article 39

The funds of the World Association deriving from:

- a) the annual quota paid by Members, the amount of which shall be determined from time to time by Full Members meeting at a World Conference;
- b) donations, subscriptions, Thinking Day contributions, fundraising, legacies or any other source, and income from investments;

shall be used to further the Object of the World Association in accordance with financial policy and plans agreed by Full Members meeting at a World Conference.

- c) The property and income of the World Association shall be applied solely to attaining its Object. No part of the property or income shall be distributed to its Members except in accordance with the provisions of Article 46 of this Constitution.

The World Association shall not remunerate any voting or substitute member of the World Board or any Committees or working groups or individuals working on a voluntary basis who may from time to time be appointed.

Ex officio members of the World Board, or any Committees or working groups, shall not be remunerated by the World Association except where those *ex officio* members are staff whose *ex officio* membership is by reason of the staff appointment they hold.

The World Association may pay reasonable or proper remuneration for services it receives other than services rendered by those voting and *ex officio* members enumerated above as being not entitled to remuneration. The World Association may reimburse members of the World Board, the Committees and work groups and others for out of pocket expenses reasonably incurred on the business of the World Association.

Article 40

a) Investment

The World Board shall have power to invest any money for the time being held by the World Association in any account with any bank, building society or other financial institution or in the purchase of or other acquisition of or at interest upon any stocks, funds, shares, securities and other investments or property, real or personal, (including the acquisition of assets which do not produce income and the purchase of property with a view to its being used for any charitable purpose) of whatever nature and wherever situated in the world and to vary or transpose such stocks, funds, shares, securities and other investments or property from time to time as the World Board shall in its absolute discretion think fit to the intent that the World Board shall have the same full and unrestricted powers of investing and transposing investments in all respects as if it were an absolute owner beneficially entitled to the monies investments and property in its hands.

b) Nominees and Trustees

All funds and other property whether movable or immovable, shall be held to the order of the World Association in such part of the world and in the name or names of such Nominee or Nominees, Trustee or Trustees (custodian or otherwise) or Body Corporate as the World Board shall direct. Application of such funds and other property shall be authorized by the Treasurer of the World Association in pursuance of decisions of the World Board implementing policy and plans approved by Full Members meeting at a World Conference.

The World Board shall make and may from time to time vary such regulations as it shall think fit for the investment and administration of such funds and other property wherever situated and shall appoint individuals or a Body Corporate to operate bank or other accounts provided that not less than two nor more than six persons or a Body Corporate shall be appointed to act at any one time to operate any one such account.

c) Borrowing

- i. The World Board may (subject to such consents as are required by law) borrow money on behalf of the World Association from time to time as it shall think fit for the general purposes of the World Association or for any other expenditure, additions or improvements.
- ii. When borrowing money the World Board shall (subject to such consents as are required by law) have power to raise and secure the repayment of any sum or sums of money in any manner or on such terms and conditions as it shall think fit, and in particular by mortgage of or charge upon all or any part of the property of the World Association.
- iii. The World Board shall have no power to pledge the individual liability of any member of the World Association as security for the repayment of any sums borrowed.
- iv. The Treasurer shall, at the discretion of the World Board but subject to such consents as are required by law, make any disposition of all or any part of the World Association's property and enter into and execute any related agreement or instrument as the World Board considers proper to give security for any sums borrowed and the interest payable on such sums.

Article 41

The World Board may employ as a professional investment manager any person who is entitled to carry on investment business under the provisions of the Financial Services Act 1986 (as amended or re-enacted) and may delegate to any such manager ("the investment manager") the exercise of all or any of their powers of investment on such terms and at such reasonable remuneration as the World Board thinks fit but subject always to the following conditions:

- a) the delegated powers shall be exercisable only within clear policy guidelines drawn up in advance by the World Board and within the powers of investment conferred by this Constitution;

- b) every transaction carried out by the investment manager under delegated powers shall be reported to the Treasurer within fourteen days;
- c) the investment manager shall report at regular intervals upon the current state, past performance and future prospects of the investments of the World Association;
- d) the World Board shall be entitled at any time and without notice to review, revoke or alter the delegation or the terms of delegation;
- e) the World Board shall be bound to review the arrangements for the delegation at least once every twelve months.

Article 42

A Balance Sheet and Accounts certified by the appointed Auditors shall be submitted annually, by the Treasurer, to the World Board for its approval, and shall then be sent to all Members of the World Association.

Article 43

The financial year runs from 1 January to 31 December.

Part VIII - Final Clauses

Article 44

This Constitution may be amended at any meeting of the World Conference by a two-thirds majority vote of the Full Members present.

Amendments may be proposed by any Member Organization or by the World Board at any time.

Notice of the proposed amendments must be circulated in time to reach all Members of the World Association at least four months before the date of the meeting of the World Conference at which they are to be considered.

The World Board is authorized between World Conferences to make grammatical or syntactical alterations to the Constitution consistent with the decisions taken at Conference.

Article 45

The construction, performance and validity of the Constitution and Bye-Laws shall in all respects be governed by English Law.

Article 46

The World Association may only be dissolved at an Extraordinary Meeting of the World Conference called for this purpose. A quorum for this meeting shall be two-thirds of all Members of the World Association. The recommendation must be carried by a two-thirds majority vote of the Members present.

If on the dissolution of the World Association, there are funds or assets available after payment of all the World Association's debts and liabilities, these may be distributed in accordance with the instructions of the Extraordinary Meeting of the World Conference voting for dissolution. Such surplus funds or assets may be distributed to those Full Members and Associate Members whose constitutions restrict the application of funds or property to the Object of the World Association.

THE BYE-LAWS

Bye-Law I - Procedure for the Recognition of a National Organization as a Member of the World Association

I.1 Application, Recognition and Ratification

a) Associate Member

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

This 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 fulfill the conditions and to accept its responsibilities as an Associate Member of the World Association.

If the World Board is satisfied, it may grant recognition of Associate Membership to a National Organization, with immediate effect, subject to ratification by 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 Full Members meeting at the next World Conference. Following ratification, the appropriate Certificate of Membership will be issued.

b) Full Member

When a Member Organization wishes to become a Full Member it must satisfy the World Board that it is prepared and ready to fulfill the conditions and to accept its responsibilities as a Full Member of the World Association.

If the World Board is satisfied, the application will be submitted to 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.

I.2 National Organizations Working Towards Membership

Newly established or re-established National Organizations and/or Associations which accept the Criteria of Membership of the World Association and are actively working towards such Membership may be granted a Certificate of Registration by the World Board.

I.3 Reapplication

When a former Member wishes to apply again for Membership, the procedure to be followed shall be that laid down for the recognition of a Member in Article 9 and Article 10 and Bye-Law I.2.

I.4 National Organizations in countries attaining political independence

A National Organization which has been part of the World Association through a Member Organization may, on the attainment of political independence by its country, apply direct for Membership of the World Association.

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 the World Association. Subject to recommendation by the World Board the application may be submitted to 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 of the World Association 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 is that laid down for the recognition of a National Organization as a Member of the World Association in Article 9 and Article 10 and Bye-Law I.1.

Bye-Law II - Procedure for cancellation of Membership

Should a Member Organization, either Full or Associate Member of the World Association, cease to work on the lines laid down in the Constitution, or should it become inoperative, or should it fail to pay its quota for two years in succession, the World Board shall inform it as to the direction in which it is considered to be at fault. Should the Member Organization not comply with the advice given to it or should the Member Organization for any reason not be able to fulfill the conditions of Membership, the World Board shall consider whether its Membership shall be cancelled, and shall refer the matter to Full Members at the next World Conference.

Bye-Law III - Membership: Associations and/or groups in special circumstances

Detailed procedures are established and updated at intervals by the World Board for the guidance of National Organizations in special circumstances.

These include:

- the existence of more than one Association or group in a country before the acceptance of a National Organization as a Member;
- the appearance of new Associations or groups calling themselves Girl Guides/Girl Scouts in a country where a National Organization exists already;
- the possibility of dissolution of a National Organization which is composed of more than one Association or group.

Appropriate actions to be taken include:

- establishing contacts and organizing of visits;
- providing information about conditions of Membership;

- assisting the various Associations or groups to get in touch with each other and integrate into one National Organization;
- advising and helping existing Member Organizations in cases of Change of Entity;
- 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 Full Members meeting at a World Conference.

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

IV.1

As a general rule, Girl Guides/Girl Scouts are part of the World Association through the Member Organization of the country in which they reside (hereinafter called the Hostess Member Organization).

IV.2

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 the World Association:

- either 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 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.

IV.3

- a) Guidance concerning the application of Bye-Law IV shall be given by the World Board.
- b) Should any difficulties arise which cannot be settled by the parties concerned, the matter shall be referred to the World Board.

Bye-Law V - World Conference

V.1 Programme and Agenda

Items for the agenda of the World Conference may be submitted by Member Organizations and by the World Board.

The programme and agenda of the World Conference shall be posted to all Member Organizations in time to reach them at least four months before the date of the meeting of the World Conference.

Items not included on the agenda may be brought before the World Conference, for vote, provided they are submitted in accordance with the approved Rules of Procedure.

V.2 Rules of Procedure

The Rules of Procedure for the World Conference are based on the Constitution and 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.

V.3 Extraordinary Meeting

The request for an Extraordinary Meeting of the World Conference must state the purpose of the Extraordinary Meeting, and must be submitted in writing to the World Board. The World Board must within three months from the date of receiving the request, or itself deciding to call an Extraordinary Meeting, give notice of the Extraordinary Meeting to Member Organizations; four months' notice must be given by the World Board of the dates, venue and business of the Extraordinary Meeting. The dates and venue will be

decided by the World Board. An Extraordinary Meeting held by request may only consider matters detailed in the request. Except as otherwise provided for in this Constitution and to the extent that they are applicable the provisions of the Articles on Part III apply to an Extraordinary Meeting of the World Conference.

Bye-Law VI - World Board

VI.1 Tenure of Office

The retiring members shall hold office until the end of each triennial World Conference. Towards the end of the World Conference, a meeting of the World Board, which shall include the newly elected members, shall be called for the election of its Chairman and up to two Deputy Chairmen and the formation of Committees. No other business shall be conducted at this meeting but consultation may take place. The out-going members of the World Board may be invited to attend this meeting without vote.

VI.2 Eligibility for the World Board

- a) 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.
- b) Member Organizations may nominate candidates for election at a World Conference from within or outside their country.
- c) No person except the Chief Executive of the World Association of Girl Guides and Girl Scouts may serve as a member on the World Board for more than nine years.
- d) Before accepting a nomination for election, the World Bureau shall obtain the permission of the Member Organization of which the nominee is a member.
- e) An employee of WAGGGS or a Member Organization may not be elected to the World Board, a Regional Committee, or appointed to a WAGGGS Committee (excluding *ad hoc* Committees).

VI.3 World Board Procedure

- a) Progress reports on the work of the World Board shall be sent to Member Organizations.
- b) Proceedings shall be confidential.
- c) The World Board shall have the right to ask everyone present, except the voting members, to withdraw if any especially confidential question is to be discussed.
- d) Subjects not included on the agenda may only be raised by consent of the majority.
- e) No questions of policy, other than those authorized by the Constitution, shall be decided without reference to all Members of the World Association.
- f) All necessary papers shall be sent by the World Bureau as a matter of routine, to the substitute members, including Regional Vice-Chairmen in their role as substitutes for their Regional Chairmen, so that they shall be in touch with the work.

VI.4 Notice of Meetings

All notice of meetings shall be posted so as to be received by the members of the World Board, in ordinary circumstances, at least three months in advance of the time set, and the notice shall include a draft agenda for the meeting. Any member who is unable to attend a given meeting of the World Board shall notify the World Bureau at the earliest possible moment before the meeting.

VI.5 Invitation to Meetings

The World Board may invite to its meetings any persons whose presence may be considered desirable.

Bye-Law VII - Amendments

These Bye-Laws may be amended at any of the meetings of the World Conference - by a two-thirds majority vote of the Full Members present.

Amendments may be proposed by any Member Organization or by the World Board at any time.

Notice of the proposed amendments must be circulated in time to reach all Members of the World Association at least four months before the date of the meeting of the World Conference at which they are to be considered.

Glossary to Constitution and Bye-Laws

Definitions have not merely been taken from the dictionary, but refer specifically to usage within the World Association of Girl Guides and Girl Scouts.

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| <i>Ad hoc</i> Committee/Group: | A Committee/Group for a specific purpose and for a limited time. |
| Agenda: | A list of matters to be considered at a meeting. |
| Association: | The membership of Girl Guides/Girl Scouts that have agreed to combine with others for the common purpose of furthering the Girl Guide/Girl Scout Movement. |
| Audit: | An independent examination of the annual financial statements, for the purpose of expressing an opinion on the truth and fairness of the presentation of the financial statements in conformity with generally accepted accounting principles. |
| Auditors: | Appropriately qualified independent accountants who conduct an audit examination and provide an audit report. |
| Body Corporate: | A legal entity authorised by the World Board to act on its behalf in the administration of funds or property. |
| Cancellation of Membership: | Taking away Membership rights and privileges and removing a Member Organization's name from the list of WAGGGS' Members. |

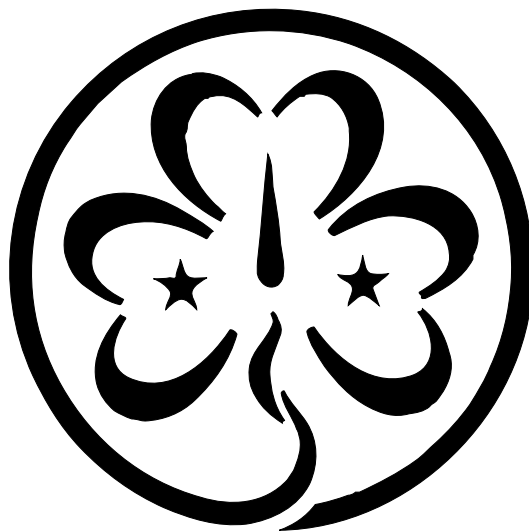
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| Candidate: | A person who has been nominated for election to the World Board. |
| Change of Entity: | When a National Organization alters the way it is structured due to internal or external changes. (See Article 11 and Bye-Law III). |
| Committee: | A Committee appointed by the World Board to assist in its work. |
| Component Association: | An Association which together with one or more other Associations forms a National Organization. A National Organization comprised of at least two Component Associations is a Federation. |
| Custodian Trustee: | See "Trustee". |
| Delegate: | A person appointed by a Member Organization to represent it at a World Conference. (See Article 15 and Article 18). |
| <i>Ex officio</i> member: | A member of a Committee (or Regional Committee or World Board) who serves on that Committee (etc.) by right of an office she holds. |
| Federation: | A National Organization comprised of two or more Component Associations. |
| Guest: | Person who attends sessions of the World Conference at the discretion or invitation of the World Board. |
| Job Description: | A definition of the role, responsibilities and scope of the work of an individual. |

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| Joint National Organizations: | A Girl Guide/Girl Scout and Scout National Organization with two clearly identified sections, one for Girl Guides/ Girl Scouts and one for Scouts. |
| Member Organization: | A National Organization that has been recognized as a Member of the World Association of Girl Guides and Girl Scouts. |
| Merged National Organizations: | A National Organization of Girl Guides/Girl Scouts and Scouts with no separate structured body for either Girl Guides/Girl Scouts or Scouts. |
| Movement, The Guide: | Girl Guiding and Girl Scouting generally throughout the World. |
| National Organization: | The Girl Guide/Girl Scout or Girl Guide/Girl Scout and Scout Organization in a country, which is composed either of one Association or of different Associations (known as Component Associations) or groups. |
| Nominee: | A person whose name has been put forward for some specific task, committee or office. |
| Observer: | A person appointed by a Member Organization to act in support of its delegates at a World Conference. |
| Policy: | An agreed and adopted course or method of action to guide or determine present and future decisions. |
| Procedure: | The established way of conducting business. |

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| Quorum: | The minimum number of Members required to be present at a meeting of the World Conference; or members required to be at a meeting in order that valid business may be transacted. |
| Quota: | The sum of money which Members are required to pay annually to WAGGGS. The amount for each year is agreed in advance by the World Conference. |
| Ratification: | The giving of formal approval to some decision or action already taken. |
| Readmission: | Admission to Membership of a National Organization which was formerly a Member (Full or Associate) and which had either resigned or had its Membership cancelled. |
| Region: | A geographical area defined by the World Board. |
| Regional Committee: | A committee elected by Full Members at a Regional Conference and subject to ratification by the World Board, consisting of six members, to promote and develop Girl Guiding/Girl Scouting in a defined geographical area. |
| Regional Conference: | A meeting of the Members of a Region. Single Association: A National Organization of Girl Guides/Girl Scouts having a distinct, structured body. |
| Terms of Reference: | A definition of the role, responsibilities and scope of the work of a Committee, group or individual. |

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| Trefoil: | The three-leaved symbol adopted by the World Association as representing the three-fold Promise originally laid down by the Founder. |
| Triennial Meeting: | Meeting held once every three years. |
| Triennial Report: | The report which describes the work, activities and achievements of the World Association during the triennium between World Conferences. |
| Triennium: | A three year period. |
| Trustee: | A person appointed by the World Board to act on its behalf in the administration of funds or property. The trustee may be given discretion as to how the funds or property are to be administered, or may be a custodial trustee, holding legal title to the funds or property but acting only on the instructions of the World Association. |
| Voting Rights: | The entitlement to vote on all or some matters depending on a National Organization's category of Membership (Full or Associate). |
| 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 members of the Movement, particularly on Thinking Day, which are used for the promotion of Girl Guiding and Girl Scouting throughout the world. |

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 5, paragraph 1 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.

