

GIRL GUIDES SINGAPORE CONSTITUTION

1. NAME

The name of the Association in the national language shall be “Pandu Puteri Singapura” and in English “Girl Guides Singapore”, with its Headquarters in the Republic of Singapore.

2. AIMS AND PRINCIPLES

2.1 To provide girls with the opportunity for self-training in the development of character, responsible citizenship and service to the community.

2.2 To maintain a high ethical standard based on the aims and principles embodied in the Promise and Law as laid down by the Founder, Lord Baden-Powell.

2.3 To encourage international goodwill and understanding by establishing friendly relations with the girls of other nations.

2.4 The above aims and principles are to be carried out in the Republic of Singapore and whenever representing the Association.

3. PROMISE AND LAW

3.1 PROMISE

I promise to do my best.
To do my duty to God.
To serve my country and to help other people, and
To keep the Guide Law.

3.2 LAW

A Guide is loyal and can be trusted.
A Guide is useful and helps others.
A Guide is polite, considerate and respects her elders.
A Guide is friendly and a sister to all Guides.
A Guide is kind to all living things.
A Guide is obedient.
A Guide has courage and is cheerful in all difficulties.
A Guide takes care of her own possessions and those of other people.
A Guide is thrifty and diligent.
A Guide is self-disciplined in what she thinks, says and does.

4. BADGE

The badge of the Association shall be the Trefoil which is the symbol of our 3-fold Promise.

5. PATRON

The Patron of the Girl Guides Singapore (hereafter called "the Association") shall be the

wife of the President of the Republic of Singapore on the invitation of the National Council, or such other person the National Council deems fit to be Patron of the Association.

6. ADMINISTRATION

The control and administration of the Association shall be vested in the National Council constituted under Part IV of this Constitution.

7. TERM OF OFFICE AND DUTIES

The term of office for all members of the National Council and Executive Committee shall be as prescribed in this Constitution.

8. PRINCIPLES OF MEMBERSHIP

Membership in the Association is voluntary and open to all girls and women regardless of creed, race or nationality.

9. KINDS OF MEMBERSHIP

9.1 Membership of the Association shall at all times consist of a majority of Uniformed Members.

9.2 There shall be 4 kinds of membership of the Association viz:

- (a) Uniformed Members, who may be –
 - (i) Girl Members comprising Brownies, Guides and Young Adult members; and
 - (ii) Adult Members;
- (b) Lay Members
- (c) Trefoil Guild Members
- (d) Honorary Members

10. UNIFORMED MEMBERSHIP

10.1 Uniformed membership is open only to girls and women.

10.2 All Uniformed Members except Girl Members shall enjoy the following rights and privileges of membership:

- (a) attending and voting at the Association's General Meetings, subject to payment of fees due; and
- (b) holding any office in the National Council or the Executive Committee or any committee thereof.

10.3 Uniformed Girl Members who are Young Adult Members —

- (a) may attend (but not vote at) the Association's General Meetings; and
- (b) may hold office in any committee of the National Council or the Executive Committee, but not office in the National Council or Executive Committee.

10.4 Except as otherwise provided in Article 10.5, any girl or woman who wishes to be a Uniformed Member shall become one only if she

- (a) accepts the aims and principles as laid down in Article 2;
 - (b) is or has been enrolled by a Uniformed Member of the Association who holds a valid warrant; and
 - (c) makes or renews the 3-fold promise as set out in Article 3
- 10.5 A non-uniformed Member may at any time convert to become a Uniformed Member, except that she need not renew the 3-fold promise if she has previously been enrolled.
- 11. LAY MEMBERSHIP
- 11.1 Subject to Article 11.3, Lay Membership is open to all persons (male or female) who wish to help the Association in the furtherance of its objects.
- 11.2 A Lay Member shall be admitted to the Association by the National Council.
- 11.3 The National Council may admit as a Lay Member any male person who desires to assist the Association in the furtherance of its objects provided that the total number of male members shall at any one time be not more than 1/8 (one-eighth) of the total membership of the Association.
- 11.4 All Lay Members shall enjoy the following rights and privileges of membership:
 - (a) attending and voting at the Association's General Meetings, subject to payment of fees due; and
 - (b) holding any office in the National Council or being a member of any committee of the Association.
- 12. TREFOIL GUILD MEMBERSHIP
- 12.1 Trefoil Guild membership is open to all women and girls who were previously Uniformed Members and who wish to remain as members of the Association.
- 12.2 A Trefoil Guild Member shall be admitted to the Association by the National Council on the recommendation of the Trefoil Guild Committee.
- 12.3 All Trefoil Guild Members (except those less than 21 years of age) shall enjoy the following rights and privileges of membership:
 - (a) attending and voting at the Association's General Meetings, subject to payment of fees due; and
 - (b) holding any office in the National Council or being a member of any committee of the Association
- 12.4 The Trefoil Guild Committee may from time to time admit any Uniformed Member as an Associate Member of the Trefoil Guild solely for the purpose of participation in the activities of the Trefoil Guild.
- 13. HONORARY MEMBERSHIP
- 13.1 Honorary Membership may be conferred on any person by the National Council on the recommendation of the Executive Committee.

13.2 All Honorary Members may attend (but not vote at) the Association's General Meetings and may hold any office in the National Council or be a member of any committee of the Association.

14. SUBSCRIPTION

14.1 All Members, except Honorary Members shall pay to the Association such fees (annual or otherwise) as are prescribed by the National Council.

14.2 Such fees as are prescribed shall, if annually payable, be paid on 31st March each year and, in any other case, be paid at such time as the National Council shall determine.

15. RESIGNATION AND EXPULSION

15.1 Any Member may resign at any time by giving notice of resignation in writing sent to the relevant officer below as follows:

Uniformed Adult Member	Chief Commissioner
Uniformed Girl Member	Guider/Young Adult Commissioner
Lay member	President of Association
Honorary Member	President of Association
Trefoil Guild Member	President of Trefoil Guild

15.2 A Member shall be deemed to have resigned when the relevant office holder specified in Article 15.1 receives his or her notice of resignation. Notices sent as above shall be deemed to have been received -

- (a) on the same day in the case of hand delivered notices; or
- (b) one working day after the day of posting in the case of registered mail.

15.3 If all or any part of the fees payable by a Member under Article 14 are in arrears for 3 calendar years, the Member shall automatically cease to be one immediately, but such Member may be subsequently reinstated upon payment of all arrears then due without further formality.

15.4 If all or any part of the fees payable by a Member under Article 14 are in arrears, the Member shall not, for such time as those fees remain outstanding, be entitled to vote at any General Meeting of the Association held in that time, except that the Member may be permitted to vote at any such General Meeting if the Member makes payment of all such fees outstanding before the start of that General Meeting.

15.5 The Executive Committee may expel any Member provided that such decision may be made only after that Member concerned has been heard by the Executive Committee and that there is good and sufficient reason for his or her expulsion.

15.6 Any Member so expelled by the Executive Committee may, within 30 days of his or her receiving notice of the Executive Committee's decision, appeal to the National Council whose decision on the matter shall be final.

16. RIGHTS OF MEMBERS

16.1 Except where otherwise expressly provided in this Constitution, all Members shall have

the right to participate in the activities of the Association.

16.2 No employee of the Association shall be a holder of any office in the National Council or the Executive Committee or any committee thereof.

16.3 Notwithstanding any other provision of this Constitution, no Member who is an employee of the Association shall be entitled to vote at the Association's General Meetings for such time as he/she is such an employee.

17. NATIONAL COUNCIL

17.1 There shall be a National Council of the Association (hereinafter referred to as "The National Council") comprising, subject to Article 17.2, not less 14 but not more than 17 individual members as follows:

- (i) A President to be appointed by the Patron
- (ii) Not more than 3 Vice-Presidents
- (iii) The Chief Commissioner
- (iv) all Deputy Chief Commissioners
- (v) An International Commissioner
- (vi) an Honorary Treasurer
- (vii) an Honorary Secretary
- (viii) Not less than 1 but not more than 4 Advisers, each appointed on account of her special Girl Guide knowledge, interest or skills;
- (xi) The President of the Trefoil Guild
- (x) A representative of the Ministry of Education

17.2 The National Council shall have at all times such number of Uniformed Members as will give them a simple majority on the National Council.

17.3 No Member shall be appointed to the National Council if he or she is an immediate family relative of an incumbent member of the National Council, unless his or her appointment is endorsed by the National Council by a resolution against which no vote is cast:

Provided that not more than half of the members of the National Council shall be immediate family members. For the purposes of this Article, an immediate family relative means a parent, sibling, child (including an adopted child) or spouse.

17.4 Upon the occurrence of a vacancy in the office of the President, the National Council may appoint a Vice-President to exercise the powers and perform the duties of a President until such time as a President is appointed in accordance with the provisions of Article 20.1.

17.5 Upon the occurrence of a vacancy in the office of a Vice-President, Honorary Secretary or Honorary Treasurer, the National Council may appoint a person eligible for that office as such to fill the vacancy, and any person so appointed shall hold that office for the balance of her predecessor's term of office³.

17.6 The members for the time being of the National Council shall, notwithstanding anything else in this Constitution, constitute a quorum at a meeting of the National Council for the purpose only of appointing a person under Article 17.4 or 17.5 to fill a vacancy in the office of the President, a Vice-President, Honorary Secretary or Honorary Treasurer.

- 17.7 No person may hold more than one office in the National Council at a time except for the offices of Deputy Chief Commissioner and International Commissioner
- 17.8 A member of the National Council shall not resign or vacate his office unless there are remaining in the National Council at least 3 members who are ordinarily resident in Singapore, and any purported resignation or vacation of office in breach of this Article shall be deemed to be invalid.
- 17.9 The office of the President, a Vice-President, the Honorary Secretary or Honorary Treasurer shall become vacant if the person holding such office -
- (a) ceases to be a Member of the Association;
 - (b) becomes of unsound mind;
 - (c) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
 - (d) resigns his/her office in writing to the Association;
 - (e) is absent for more than 3 consecutive meetings of the National Council without the permission of the National Council; or
 - (f) otherwise ceases to be such an office-holder by virtue of this Constitution.
- 17.10 No member of the National Council shall be remunerated for his or her services as such. However, nothing in this Article shall prohibit the Association reimbursing a member of the National Council for reasonable out-of-pocket expenses directly related to his or her services as such.
18. MEETINGS OF NATIONAL COUNCIL
- 18.1 The National Council shall meet at least 4 times in every calendar year. The quorum for such meetings shall be no less than half of the members of the National Council
- 18.2 Except as otherwise provided in Article 17.5, one third of the members of National Council shall form a quorum.
- 18.3 A member of the National Council shall not, in any meeting of the National Council, participate in any discussion relating to the Association and shall not vote in respect of any contract, proposed contract or other matter in which he or she has a pecuniary interest, direct or indirect, and if he or she does so, his or her vote shall not be counted; nor shall he or she be counted in the quorum present at the meeting.
- 18.4 For the purposes of this Article, an interest of an immediate family relative of a member of the National Council shall be treated as an interest of the member; and an immediate family relative of a member means a parent, sibling, child (including an adopted child) or spouse of that member.
- 18.5 The President shall chair by presiding at all meetings of the National Council and if for any reason the President is absent or unable to act, such one of the Vice-Presidents as the President designates shall preside in her absence, and that Vice-President may then exercise all the powers and duties of the President conferred or imposed by this Constitution.
- 18.6 The President or person lawfully acting as chairman at any meeting of the National Council

shall have an original as well as a casting vote.

- 18.7 Except as otherwise expressly provided in this Constitution, all questions arising at a meeting of the National Council shall be decided by a simple majority vote; and any member who holds more than one office in the National Council will have one vote for each office held.
- 18.8 Except as otherwise se expressly provided in this Constitution, the members of the National Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 18.9 A member of the National Council may participate in a meeting of the National Council by means of a conference telephone or a video conference telephone or similar communications equipment by which all persons participating in a meeting of the National Council are able to hear, and to be heard by all other members of the National Council without need for any member of the National Council to be in the physical presence of another member or members of the National Council and participation in the meeting of the National Council in this manner shall be deemed to constitute presence in person at such meeting. The members of the National Council participating in any such meeting of the National Council shall be counted in the quorum for such meeting of the National Council and subject to there being a requisite quorum under this Constitution, all resolutions agreed by the members of the National Council in such meeting of the National Council shall be deemed to be as effective as a resolution passed at a meeting in person of the members of the National Council duly convened and held. A meeting of the National Council conducted by means of a conference telephone or a video conference telephone or similar communications equipment as aforesaid is deemed to be held at the place agreed upon by the members of the National Council attending the meeting of the National Council, provided that at least one of the members of the National Council present at the meeting of the National Council was at that place for the duration of the meeting of the National Council.
- 18.10 A resolution circulated and approved by a majority of the National Council members in writing shall also be deemed to be as effective as a resolution passed at a meeting in person of the members of the National Council duly convened and held.

19. FUNCTIONS OF COUNCIL

The functions of the National Council shall be:-

- (i) To invite the wife of the President of the Republic of Singapore or such person as it may deem fit to be Patron of the Association.
- (ii) To foster and encourage the aims and principles of the Association in Singapore.
- (iii) To raise funds for the Association and to co-ordinate on all other fund raising projects of the Association
- (iv) To withdraw the warrant of the Chief Commissioner or any Deputy Chief Commissioner in accordance with this Constitution.
- (v) To delegate to the Executive Committee such of its powers (except this power of delegation and the power of financial control) necessary for the day to day administration of the Association as it deems fit.

- (vi) To cause a record to be kept of all properties held.
 - (vii) To propose amendments to this Constitution where it concurs with the recommendation of the Executive Committee.
 - (viii) To appoint Trustees in accordance with Constitution
 - (ix) To approve and present for adoption the Annual Report, the Audited Statement of Income and Expenditure and the Audited Balance Sheet for the year to the Annual General Meeting.
 - (x) Subject to Article 48.2, to present for appointment at the Annual General Meeting a firm of qualified public accountants, who must be registered with the Accounting and Corporation Regulatory Authority, to audit the financial books of the Association and its Annual Balance Sheet.
 - (xi) To approve the emblem, crest, flag and the seal of the Association.
 - (xii) To make and to amend the Policies, Organisation and Rules of the Association (not inconsistent with this Constitution) as may from time to time appear desirable or necessary, where it concurs with the recommendations of the Executive Committee.
 - (xiii) To invite such persons as it may think fit to attend the Annual General Meeting.
- 19.2 The National Council may appoint such number of Standing Committees and other committees as it thinks fit consisting of -
- (a) its members;
 - (b) other persons who are not its members but are Members of the Association; or
 - (c) other persons,
- for purposes which, in the opinion of the National Council, would be better regulated and managed by means of such committees, except that the chairman of any such Standing Committee shall be appointed by the National Council.
- 19.3 Except as otherwise provided in Article 19.2, a committee may elect a chairman of its meetings, and the holding of meetings by all such committees shall be determined by the National Council or, in the absence thereof, the Policies, Organisation and Rules of the Association.
20. PRESIDENT
- 20.1 The President of the Association shall not be a Uniformed Member. She shall be a woman appointed by the Patron upon the joint recommendation of the National Council and the Executive Committee. She shall be of such status as to safeguard the Movement from any political bias or activities.
- 20.2 The President must at all times be a Citizen of Singapore, and shall automatically cease to hold such office if she ceases to be a Citizen of Singapore
- 20.3 The President appointed under Article 20.1 shall hold office for an initial period of 3 years and shall be eligible for re-appointment by the Patron⁸ for a second term of 3 years and for a final term of 2 years.
- 20.4 No person shall hold office as President for more than 3 consecutive terms, except that she may be again appointed to that office after an interval of at least 3 years.

- 20.5 The function of the President shall be to foster and encourage the aims and principles of the Association and the declared objects of the World Association of Girl Guides and Girl Scouts, and to preside at all meetings of the National Council.
21. VICE-PRESIDENTS
- 21.1 Every Vice-President of the Association shall not be a Uniformed Member. The National Council may appoint not more than 3 Vice-Presidents, who shall as far as possible each be Singapore Citizens.
- 21.2 A Vice-President shall hold office for an initial period of 3 years and shall be eligible for re-appointment by the National Council for a second term of 3 years and a final term of 2 years.
- 21.3 In the case of the person appointed under Article 17.5 to fill a vacancy in the office of Vice-President being re-appointed to that office, her re-appointment shall be regarded as her initial term and shall be for the period of 3 years less her preceding service under Article 17.5.
- 21.4 No person shall hold office as Vice-President for more than 3 consecutive terms except that she may be again appointed to that office after an interval of at least 3 years.
- 21.5 The Vice-Presidents shall deputize for and exercise such powers and such responsibilities of the President as the President may direct.
22. CHIEF COMMISSIONER
- 22.1 The Chief Commissioner shall be appointed by the National Council from among the Uniformed Adult Members if it concurs with the recommendation of the Executive Committee.
- 22.2 The Chief Commissioner shall be a Singapore Citizen and shall hold or have held a warrant as a Commissioner / Guider.
- 22.3 She shall hold office for an initial period of 5 years and may be eligible for re-appointment for a second term of 3 years and a final term of 2 years. In the case of the person appointed under Article 22.8 to fill a vacancy in the office of the Chief Commissioner being re-appointed to that office, her re-appointment shall be regarded as her initial term and shall be for the period of 5 years less her preceding service under Article 22.8.
- 22.4 No person shall hold office as Chief Commissioner for more than 3 consecutive terms except that she may be again appointed to that office after an interval of at least 5 years.
- 22.5 The Chief Commissioner shall be the representative of the Association and shall be responsible to the National Council.
- 22.6 The National Council shall not withdraw the warrant of the Chief Commissioner unless -
(i) at a meeting comprising all Deputy Chief Commissioners, the International Commissioner, and all Division Commissioners, Headquarters Commissioners and Advisers, of which at least 14 days' notice has been given and the quorum of which is two-thirds of the existing number of such Commissioners and Advisers, the motion to withdraw the warrant is supported by at least two-thirds of all such Commissioners

and Advisers in person: and

- (ii) at a meeting of the National Council of which at least 14 days' notice has been given and the quorum of which is two-thirds of the existing number of National Council members, the motion to withdraw the warrant is supported by at least two-thirds of the members of the National Council in person.

22.7 The duties of the Chief Commissioner shall be as follows -

- (i) To foster and encourage the Guide Movement.
- (ii) To ensure that the Guide principles are adhered to by all Members of the Association
- (iii) To promote goodwill and maintain good relations with kindred societies.
- (iv) To assist generally the working of the National Council in the performance of its duties.
- (v) To be Chairman of the Executive Committee.
- (vi) To nominate Commissioners for appointment by the Executive Committee.
- (vii) To sign all letters of appointment, the warrants of all Trainers, Commissioners and Guiders in the Association.
- (viii) To register Companies and Packs on the recommendation of the respective Division Commissioners.
- (ix) To close units and withdraw letters of appointments / warrants of Advisers, Trainers, Commissioners and Guiders on the recommendation of the Executive Committee.

22.8 Upon the occurrence of a vacancy in the office of the Chief Commissioner, the National Council may (in the same manner specified in Article 22.1) appoint a person eligible for that office as such to fill the vacancy, and any person so appointed shall hold that office for the balance of her predecessor's term of office.

23. DEPUTY CHIEF COMMISSIONERS

23.1 There shall be not more than 3 Deputy Chief Commissioners, each of whom shall be appointed from among Uniformed Adult Members by the National Council, if it concurs with the recommendation of the Executive Committee.

23.2 The Deputy Chief Commissioners shall as far as possible, be Singapore Citizens and shall hold or have held warrants as Commissioners or Guiders.

23.3 They shall each hold office for an initial period of 5 years and may be eligible for re-appointment for a second term of 3 years and a final term of 2 years. In the case of the person appointed under Article 23.7 to fill a vacancy in the office of the Deputy Chief Commissioner being re- appointed to that office, her re-appointment shall be regarded as her initial term and shall be for the period of 5 years less her preceding service under Article 23.7.

23.4 No person shall hold office as a Deputy Chief Commissioner for more than 3 consecutive terms except that she may be again appointed to that office after an interval of at least 5 years.

23.5 The National Council shall not withdraw the warrant of any Deputy Chief Commissioner

unless -

- (i) at a meeting comprising the Chief Commissioner, the International Commissioner, other Deputy Chief Commissioners, and all Division Commissioners, Headquarters Commissioners and Advisers, of which at least 14 days' notice has been given and the quorum of which is two-thirds of the existing number of such Commissioners and Advisers, the motion to withdraw the warrant is supported by at least two-thirds of all such Commissioners and Advisers in person; and
- (ii) at a meeting of the National Council of which at least 14 days' notice has been given and the quorum of which is two-thirds of the existing number of National Council members, the motion to withdraw the warrant is supported by at least two-thirds of the members of the National Council in person.

23.6 The duties of the Deputy Chief Commissioners shall be -

- (i) To deputise for and exercise the powers and responsibilities of the Chief Commissioner during her absence per her directions; and
- (ii) To perform such other duties as the Chief Commissioner may direct.

23.7 Upon the occurrence of a vacancy in the office of a Deputy Chief Commissioner, the National Council may (in the same manner specified in Article 23.1) appoint a person eligible for that office as such to fill the vacancy, and any person so appointed shall hold that office for the balance of her predecessor's term of office.

24. THE INTERNATIONAL COMMISSIONER

24.1 The International Commissioner shall be appointed from among Uniformed Adult Members by the National Council if it concurs with the recommendation of the Executive Committee.

24.2 The International Commissioner shall hold office for a period of 2 years and shall be eligible for re-appointment for any further term of 2 years each, up to a maximum aggregate of 10 consecutive years.

24.3 The International Commissioner shall be a Singapore Citizen and shall hold or have held a warrant as Commissioner / Guider or has or had been previously enrolled.

25. ADVISERS & OTHER COMMISSIONERS

25.1 Each Adviser shall be appointed from among Uniformed Adult Members by the National Council on the recommendation of the Chief Commissioner. Each Adviser shall hold office for a period of 2 years and shall be eligible for re-appointment for any further term of 2 years each, up to a maximum aggregate of 10 consecutive.

25.2 Each Division Commissioner and each Branch Commissioner shall be appointed from among Uniformed Adult Members by the Executive Committee on the recommendation of the Chief Commissioner.

25.3 The Chief Commissioner shall also recommend to the Executive Committee such number of Uniformed Adult Members for appointment as Headquarters Commissioners, whose responsibility is to assist the Chief Commissioner in the manner directed by the National

Council.

- 25.4 Each Division Commissioner, Branch Commissioner and Headquarters Commissioner shall hold office for a period of 2 years and shall be eligible for re-appointment for any further term of 2 years each, up to a maximum aggregate of 10 consecutive years.
- 25.5 Each Adviser, Division Commissioner, Branch Commissioner and Headquarters Commissioner shall hold or have held a warrant as a Commissioner/Guider, or has or had been previously enrolled.
28. EXECUTIVE COMMITTEE
The following persons shall be members of the Executive Committee (herein referred to as "The Executive Committee"):
- (i) the Chief Commissioner
 - (ii) up to 3 Deputy Chief Commissioners
 - (iii) the International Commissioner
 - (iv) all Headquarters Commissioners
 - (v) all Division Commissioners
 - (vi) the Honorary Secretary
 - (vii) all Branch Commissioners
 - (viii) the Honorary Secretary of the Trefoil Guild
29. MEETINGS OF EXECUTIVE COMMITTEE
- 29.1 The Executive Committee shall meet at least 4 times in every calendar year. The quorum for such meetings shall be no less than half of the members of the Executive Committee.
- 29.2 One half of the members of the Executive Committee shall form a quorum.
- 29.3 Except as otherwise expressly provided in this Constitution, all questions arising at a meeting of the Executive Committee shall be decided by a simple majority vote; and any member of the Executive Committee who holds more than one office in the Executive Committee will have one vote regardless of the number of offices so held.
- 29.4 The Chief Commissioner shall chair by presiding at all meetings of the Executive Committee and if for any reason the Chief Commissioner is absent or unable to act, such one of the Deputy Chief Commissioners as the Chief Commissioner designates shall preside in her absence, and that Deputy Chief Commissioner may then exercise all the powers and duties of the Chief Commissioner conferred or imposed by this Constitution.
- 29.5 The Chief Commissioner or person lawfully acting as chairman at any meeting of the Executive Committee shall have an original as well as a casting vote.
- 29.6 A Division Commissioner may each send a representative from among the warranted Uniformed Members of her respective Division to attend any meeting of the Executive Committee in her absence, and to vote on her behalf thereat.
- 29.7 A Headquarters Commissioner may each send a representative from among the

warranted Uniformed Members in her respective Standing Committee or to attend any meeting of the Executive Committee in her absence, and to vote on her behalf. The Young Adult Commissioner may, with the written approval of the Chief Commissioner, send a representative who is 21 years and above from the Young Adult Branch Council to attend and vote on her behalf, notwithstanding that such representative is not warranted. If the representative is below 21 years, she can attend but cannot vote.

- 29.8 A member of the Executive Committee shall not, in any meeting of the Executive Committee, participate in any discussion relating to the Association and shall not vote in respect of any contract, proposed contract or other matter in which he or she has a pecuniary interest, direct or indirect, and if he or she does so, his or her vote shall not be counted; nor shall he or she be counted in the quorum present at the meeting. Article 18.4 shall apply with such necessary modifications for the purposes of this Article.
- 29.9 A member of the Executive Committee may participate in a meeting of the Executive Committee by means of a conference telephone or a video conference telephone or similar communications equipment by which all persons participating in a meeting of the Executive Committee are able to hear, and to be heard by all other members of the Executive Committee without need for any member of the Executive Committee to be in the physical presence of another member or members of the Executive Committee and participation in the meeting of the Executive Committee in this manner shall be deemed to constitute presence in person at such meeting. The members of the Executive Committee participating in any such meeting of the Executive Committee shall be counted in the quorum for such meeting of the Executive Committee and subject to there being a requisite quorum under this Constitution, all resolutions agreed by the members of the Executive Committee in such meeting of the Executive Committee shall be deemed to be as effective as a resolution passed at a meeting in person of the members of the Executive Committee duly convened and held. A meeting of the Executive Committee conducted by means of a conference telephone or a video conference telephone or similar communications equipment as aforesaid is deemed to be held at the place agreed upon by the members of the Executive Committee attending the meeting of the Executive Committee, provided that at least one of the members of the Executive Committee present at the meeting of the Executive Committee was at that place for the duration of the meeting of the Executive Committee.
- 29.10 A resolution circulated and approved by a majority of the Executive Committee members in writing shall also be deemed to be as effective as a resolution passed at a meeting in person of the members of the Executive Committee duly convened and held.
30. FUNCTIONS OF EXECUTIVE COMMITTEE
- 30.1 The functions of the Executive Committee shall be -
- (i) To carry out the policies laid down by the National Council and to be responsible to the National Council for the day-to-day administration of the Association.
 - (ii) To supervise the Secretariat and Staff.
 - (iii) To recommend suitable persons as Chief Commissioner, Deputy Chief Commissioners, International Commissioner, Chairmen of Standing Committees, Honorary Secretary, and Honorary Treasurer for appointment by the National Council.
 - (iv) To nominate representatives to other organisations, associations and committees.

- (v) To fulfill such duties as may from time to time be delegated to it by the National Council.
- (vi) To present the Annual Report to National Council.
- (vii) To recommend to National Council all matters concerning any changes of emblem, crest, flag and seal of the Association.
- (viii) To provide for such publicity as may be necessary and to organize meetings, rallies, conferences and other combined undertakings where the interests of the Association as a whole are concerned.
- (ix) To cause a record to be kept of all registrations and removals, and of all warrants issued to or withdrawn from Uniformed Members and all cancellations thereof.
- (x) To approve the uniform and badges for the uniformed section.
- (xi) To recommend new policies and/or policy changes to the National Council.
- (xii) To appoint all Commissioners except those under (iii) above.

30.2 The Executive Committee may appoint such number of Standing Committees and other committees as it thinks fit consisting of -

- (a) its members;
- (b) other persons who are not its members but are Members of the Association; or
- (c) other persons,

for purposes which, in the opinion of the Executive Committee, would be better regulated and managed by means of such committees, except that the chairman of any such Standing Committee shall be appointed by the Executive Committee.

30.3 Except as otherwise provided in Article 30.2, a committee may elect a chairman of its meetings, and the holding of meetings by all such committees shall be determined by the Executive Committee or, in the absence thereof, the Policies, Organisation and Rules of the Association.

31. HONORARY TREASURER

31.1 The Honorary Treasurer shall not be a Uniformed Member. The Honorary Treasurer shall be appointed by the National Council on the recommendation of the Executive Committee, and shall hold office for an initial period of 2 years and may be eligible for re-appointment for a second and final term of 2 years. In the case of the person appointed under Article 17.5 to fill a vacancy in the office of Honorary Treasurer being re-appointed to that office, her re-appointment shall be regarded as her initial term and shall be for the period of 2 years less her preceding service under Article 17.5

31.2 No person shall hold office as an Honorary Treasurer for more than 2 consecutive terms except that she may be again appointed to that office after an interval of at least 2 years.

31.3 The Honorary Treasurer shall cause true accounts to be kept of all monies received and expended, and of all assets and liabilities of the Association.

31.3 She shall present a half yearly Statement of the Accounts to the National Council.

32. HONORARY SECRETARY

32.1 The Honorary Secretary shall not be a Uniformed Member. The Honorary Secretary shall

be appointed by the National Council on the recommendation of the Executive Committee, and shall hold office for an initial period of 2 years and may be eligible for re-appointment for a second and final term of 2 years. In the case of the person appointed under Article 17.5 to fill a vacancy in the office of Honorary Secretary being re-appointed to that office, her re-appointment shall be regarded as her initial term and shall be for the period of 3 years less her preceding service under Article 17.5.

- 32.2 No person shall hold office as an Honorary Secretary for more than 2 consecutive terms except that she may be again appointed to that office after an interval of at least 2 years.
- 32.3 The Honorary Secretary of the Association shall also be the Secretary of the National Council and the Executive Committee.
- 32.4 She shall be responsible for preparing and maintaining the Minutes of the National Council and the Executive Committee and of the General Meetings of the Association, and to convene meetings of the National Council and the Executive Committee.
- 32.5 She shall work in close liaison with the Chief Commissioner.
- 33. UNIFORMED SECTION
- 33.1 The Uniformed Section shall consist of :-
 - (i) Girl Membership
 - (ii) Adult Membership
- 33.2 Girl Membership shall consist of Uniformed Members who are in the Young Adults Branch, Guide Branch and the Brownie Branch.
- 33.3 Adult Membership shall consist of Uniformed Members who are Guiders, Trainers, Commissioners and Advisers
- 33.4 Each Branch shall as far as practicable be organised into Divisions headed by a Division Commissioner who shall be appointed by the Executive Committee on the recommendation of the Chief Commissioner.
- 33.5 Each Company/Pack shall have at least one warranted Guider who shall be appointed by the Chief Commissioner on the recommendation of the Division Commissioner.
- 33.6 Young Adults shall be such Uniformed Members who are between 16 and 25 years of age.
- 33.7 Guides shall be such Uniformed Members who are between 11 and 17 years of age or until such time when they have completed their secondary education, if older.
- 33.8 Brownies shall be such Uniformed Members who are between 7 and 11 years of age or until such time when they have completed their primary education, if older.
- 33.9 Adult members shall be Uniformed Members who are above 21 years of age.
- 33.10 Only Adult Members in the Uniformed Section can hold a warrant which shall be issued by the Chief Commissioner.

34. MEMBERSHIP OF LAY SECTION

34.1 The Lay Section shall consist of all Members who are not Members of the Uniformed Section.

35. TREFOIL GUILD

35.1 The Trefoil Guild shall consist of Trefoil Guild members.

35.2 The Trefoil Guild shall have a President, who shall be appointed by the National Council.

35.3 The Trefoil Guild shall be governed by a Committee of not less than 5 members all of whom shall be members of the Trefoil Guild.

35.4 The following persons shall be members of the Committee.

- (i) The President of the Trefoil Guild appointed by the National Council on the recommendation of the Trefoil Guild and after consultation with the Executive Committee
- (ii) an Honorary Secretary appointed by the Executive Committee on recommendation of the Trefoil Guild
- (iii) such other Committee Members as the Trefoil Guild elects.

35.5 The Trefoil Guild shall be governed by the Policies, Organisation and Rules of the Association (not inconsistent with this Constitution) and subject to these Policies, Organisation and Rules of the Association, the Committee shall determine its own procedure at its meetings.

36. ANNUAL GENERAL MEETINGS

36.1 There shall be an Annual General Meeting of the Members of the Association in every calendar year, and such meeting shall be held not later than 31st May of each calendar year.

36.2 The Annual General Meeting shall consider and approve the Annual Report and the Balance Sheet of the Association.

37. ATTENDANCE OF ANNUAL GENERAL MEETING

37.1 The following Members may attend the Annual General Meeting or other General Meeting:

- (i) Uniformed Members
 - (a) Young Adults
 - (b) Adult Members
- (ii) Lay Members
- (iii) Trefoil Guild Members
- (iv) Honorary Members
- (v) Such guests as may be invited by the National Council.

38. VOTING

The following Members may vote at the Association's Annual General Meeting or other General Meeting:-

- (i) Uniformed Members (Adult Members only)
- (ii) Lay Members
- (iii) Trefoil Guild Members (at least 21 years of age)

39. QUORUM

- 39.1 Except as provided in Article 46 and Article 49, one fifth of the Members with voting rights or 100 such Members, whichever is the lower, shall form a quorum for a General Meeting.
- 39.2 In the event of a quorum not being obtained, the General Meeting shall be adjourned for 30 minutes after which the meeting shall proceed as if a quorum is present.
- 39.3 Article 39.2 shall not apply to a general meeting convened for an amendment or addition to the existing Constitution.

40. NOTICE

- 40.1 The Honorary Secretary shall give all Members who may attend the Annual General Meeting at least 3 weeks' notice of the Annual General Meeting and circulate the agenda with the said notice.
- 40.2 Notice of any other matter to be added to the agenda shall be sent to the Honorary Secretary at least 2 weeks before the date of the Meeting.

41A ELECTRONIC MEETINGS

- 41A.1 The following provisions shall apply to Annual General Meetings and Extraordinary General Meetings.
- 41A.2 All notices of a General Meeting (including notices for adjourned or postponed meetings) shall contain the following:
 - a. the date and time of commencement of the General Meeting
 - b. the resolutions to be proposed
 - c. where physical attendance at the General Meeting will be provided, the number of attendees to be accommodated at the venue, as well as any other ancillary information (including instructions to members on how they may pre-register if they (or their proxies) wish to attend in person)
 - d. particulars of the electronic means by which the General Meeting will be conducted
 - e. the arrangements for members to participate in the meeting by electronic means, i.e. the link to access the live audio and video feed and the live audio only link (e.g. a telephone number), as well as any other ancillary information (e.g. whether members will have to pre-register on an online platform etc.); and
 - f. instructions to members on how they may
 - i access any documents or information relating to the business of the General Meeting

- ii submit their questions ahead of the meeting (e.g. via email) or raise questions at the General Meeting (e.g. via videoconferencing), the timeframe for submission of questions in advance and how the substantial and relevant questions will be responded to prior to, or at, the General Meeting; and
- iii cast their votes by electronic means, or (where applicable) by appointing any person as the Member's proxy to vote at the General Meeting by electronic means and in such case, include instructions on how the Member's proxy may vote at the General Meeting by electronic means).

41A.3 Documents relating to the business of the meeting include proxy forms, annual reports, and other relevant information relating to the Association

42 EXTRAORDINARY GENERAL MEETING

42.1 Any meeting of the Association other than the Annual General Meeting shall be called an Extraordinary General Meeting.

42.2 The National Council may whenever it thinks fit convene an Extraordinary General Meeting, but the National Council must state the objects of the meeting and give all Members who may attend the Extraordinary General Meeting at least 14 days' notice of the meeting and of the purpose of the meeting. Members entitled to attend the Annual General Meeting may attend the Extraordinary General Meeting.

43 FINANCE

43.1 The National Council shall have control on all funds, financial matters of the Association, and the Executive Committee shall only have such powers with regard to funds and financial matters as the National Council shall delegate.

43.2 The National Council shall have one or more banking accounts. All cheques shall be signed by any one signatory from Group A and counter-signed by any one signatory from Group B.

Group A

Honorary Treasurer

Any member of the Finance Committee appointed by the National Council

Group B

President

Chief Commissioner

Any Member of the Association so appointed by the National Council

43.3 The Annual Balance Sheet and Statement of Income and Expenditure shall be audited by the Auditor and shall be presented by the Honorary Treasurer to the National Council for its approval.

43.4 The appointment and/or change of Auditor must have the prior written approval of the Comptroller of Income Tax.

43.5 The financial year of the Association shall be from 1st January to 31st December.

44. **NON-POLITICAL**
The Association is independent of any political affiliation.
45. **TRUSTEES**
- 45.1 Any immovable property of the Association shall be vested under a Deed of Trust in not less than three but not more than five trustees and they shall not in any way deal with such property without the written authority of the National Council.
- 45.2 The National Council shall have power to appoint from time to time suitable persons as trustees and shall have power to terminate their appointments.
- 45.3 Any trustees may at any time resign her/his trusteeship. If a trustee dies or becomes of unsound mind or is adjudicated a bankrupt, she/he shall be deemed to have resigned her/his trusteeship.
46. **ACCEPTANCE OF GIFTS**
It shall be permissible for the Association to accept unsolicited gifts provided that such are accepted in the name of the National Council. Only the National Council and warranted members shall be permitted to accept unsolicited gifts, moveable or immovable
47. **AMENDMENT OF CONSTITUTION**
- 47.1 No amendment to this Constitution shall be made unless 4 weeks' notice setting out the proposed amendment shall have been sent to all members of the National Council, and such proposed amendments are subsequently carried by a majority vote of two-thirds of the members of National Council and subsequently ratified in person by two-thirds of the Members of the Association present at its Annual General Meeting, or at an Extraordinary General Meeting called specially for that purpose. One fifth of the Members of the Association with voting rights shall form a quorum for a General Meeting for this purpose.
- 47.2 Any amendment to the Constitution must have the prior written approval of the Comptroller of Income Tax and the Commissioner of Charities and the Registrar of Societies, before it takes effect.
48. **HONORARY LEGAL ADVISER**
The National Council may appoint a Honorary Legal Adviser who may be invited to attend National Council and Executive Committee Meetings but who shall have no voting right.
- 49 **AUDITOR**
- 49.1 At every Annual General meeting, the National Council shall appoint an Auditor who shall be a firm of public accountants and who shall hold office until the next Annual General Meeting.
- 49.2 Where an Auditor appointed under Article 48.1 resigns, or for any reason ceases to

discharge his duties, before the next Annual General Meeting, the National Council may without a General Meeting, but subject to Article 42.4, appoint another public accountant to be the Auditor and any person so appointed shall hold that office for the balance of its predecessor's term.

50. DISSOLUTION

50.1 The Association shall only be dissolved upon recommendation of a two-thirds majority of the National Council provided always that a three-fifths majority of the Members of the Association for the time being resident in Singapore with voting rights shall agree to the said dissolution at an Extraordinary General Meeting of the Association called specially for this purpose.

50.2 Upon dissolution of the Association at an Extraordinary General Meeting, the meeting shall also decide on the transfer of the remaining funds, if any, that maybe vested in the Association after all the debts of the Association had been discharged to another approved institution of a public character in Singapore under Section 37(2)(c) of the Income Tax Act and/or charity registered under the Charities Act and/or to the Government of the Republic of Singapore.

50.3 A Certificate of dissolution shall be given within 7 days of the dissolution of the Association to the Commissioner of Charities and the Registrar of Societies.

51. DISPUTES

In the event of any dispute arising amongst members of the Association, such members shall request National Council to table the matter for resolution at an Extraordinary General Meeting to be held in accordance with the Constitution of the Association. If the members fail to resolve the matter at the Extraordinary General Meeting, they shall be entitled to bring the matter before a court of law in Singapore for resolution.

52. SAVINGS & TRANSITIONALS

52.1 Every person who, immediately before the effective date, is holding office as the President or the Honorary Treasurer of the Association shall continue in that office as if this Constitution was not amended on that date, and her appointment shall expire on the date it would have expired if this Constitution has not been so amended.

52.2 Every person who, immediately before the effective date, is holding office as a Vice-President or the Honorary Secretary of the Association, or the Chief Commissioner, a Deputy Chief Commissioner, an Adviser or a Division or Headquarters Commissioner shall continue in such respective office as if he or she were appointed to an initial term under the corresponding provisions of this Constitution as amended on that date, except that their respective appointments shall expire on the date they would have expired if this Constitution has not been so amended.

52.3 The "effective date" in this Article means the date the amendments to the Constitution passed at the 2006 Annual General Meeting comes into force.