



28 November 2016

Dear Members,

Please find attached a draft version of the proposed amendments to the Constitution of Girl Guides Victoria (**GGV**).

The proposed changes will:

- update the Mission Statement to match that of Girl Guides Australia (**GGA**);
- separate the roles of Governance Chair and GGV's nominee to the Board of GGA;
- allow the State Commissioner to vote on GGV's behalf at general meetings of GGA; and
- allow electronic voting at future State Council meetings.

Currently the roles of Governance Chair and GGV's nominee as a director to the GGA Board are held by the same person, which has resulted in a very high workload for her. The aim of these changes is to separate these roles so that the person who is the Governance Chair and chairs the GGV Executive Committee no longer has to also be GGV's nominee as a director to the GGA Board. This means that different people are likely to be appointed to the two roles, although the same person may be appointed to both.

The constitutional changes include provisions for the following:

1. The Governance Chair will be one of the nine elected members of GGV Executive Committee and will chair the GGV Executive Committee as a voting member.
2. A different person, who must be a member of GGV, may be appointed to be GGV's nominee as a director to the GGA Board. She will become a non-voting ex officio member of the Executive Committee.
3. A casual vacancy on the Executive Committee will be created by the appointment of the Governance Chair, and another will be created by the appointment of the GGA director if she happens to be an Executive Committee member.

Under the current Constitution, the Deputy Chair of GGV is authorised to vote at GGA general meetings. This was added to the Constitution prior to the creation of the Governance Chair role. What has typically happened in the last few years is that the Victorian State Commissioner, who already attends the GGA general meetings, has voted on GGV's behalf under a proxy approved by the Executive Committee. This Constitution change will formalise that arrangement and remove the need for Executive Committee pre-approval each time.

The change to allow electronic voting will give every member of GGV the opportunity to participate fully in the election of the State Commissioner and the Executive Committee members. Making this change to the Constitution now allows us to start investigating technology options.

Major changes are highlighted in yellow in the attached draft of the Constitution (v2.5). It has also been reformatted so looks a bit different from previous versions.

At its November meeting, the Executive Committee endorsed these proposed changes to the Constitution, and also agreed to amended Bylaws to complement the proposed changes to the Constitution. The revised and reformatted Bylaws are attached.

The amended Constitution will be presented for adoption by State Council at Girls Rock on 28 January 2017.

Proxy votes will be accepted for the change of Constitution under the conditions in Bylaw 18.1. The current Constitution and Bylaws can be found on the GGV website.

Please do not hesitate to contact me with any queries or comments about these changes. I am best contacted by email at mhansford@partnershipsolutions.com.

Regards,

Margaret Hansford

Chair Structure and Procedures Committee