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## Mission Statement -

To be an inclusive online community for Scouts and Guides around the globe while contributing to the development and socialization of young people through a value system based on the scout and guide promise and law. We strive to help build a better world where people are self-fulfilled as individuals and play a constructive role in our global society.

## Section 1: Incorporation and Purpose

1. This organisation is to be known as ScoutWired Online Gaming Association INC. or "ScoutWired", a not-for-profit incorporated association.
2. The ScoutWired Constitution holds formal acknowledgement to all Services, Policies and Rules, and any Bylaws contained in this document.
3. ScoutWired exists to:
  - a) Provide safe and secure online services for use by Scouts and Guides worldwide
  - b) Support the learning and development of young people in the areas of youth leadership, corporate responsibility, and professional conduct
  - c) Provide resources for good conduct and safe web-based communications

## Section 2: Membership

1. Conditions of membership:
  - a) Executives must be 18 years of age;
    - i) Unless special exception made by agreement with Executive Council
  - b) There is no requirement for users to have to be scouter or guider, however the service is supposed to be for scouters and guiders
  - c) ScoutWired will not discriminate providing services for non-scouting users
  - d) All Adult team members are required to be registered with a National Scouting or Guiding Organisation (NSO or NGO); or alternatively.
    - i) Registered with ScoutWired as an Adult Support member with police clearance and identity verification
    - ii) Previously been a registered adult in an NSO or NGO
  - e) All Youth team members are required to be over 13 years of age.
  - f) It is preferred that team members under 18 be registered with a NSO or NGO. In some cases, under the discretion of council, non-scouting or guiding youth members may be accepted.
2. Team membership.
  - a) Commences at the completion of minimum training requirements.
  - b) and ends when the person leaves ScoutWired.
  - c) May be ended by council at any point at their discretion.
3. There is no financial requirement or cost to join ScoutWired.
4. There are no paid positions or remunerations for any person(s)

5. Council may impose probationary periods on new members or changing roles within ScoutWired
6. The register of members is to be kept by the ScoutWired Coordinator and managed using ScoutWired's HRMS software. Contact the coordinator to gain access to this register.

In some cases, a role will become vacant before the next AGM and these reasons include but are not limited to resignation, death, insolvency, loss of mental capacity or being removed from office as outlined in section 3. Resignation for a position is to be either in writing to the executive or verbally to at least 2 members of the executive (preference of writing)

### Section 3: Removal of an executive or council office holder

1. Member of council or executives may be removed from office:
  - a) If a vote of no confidence is carried with at least 75% of the Council.
  - b) A vote of no confidence must be approved by any member of executive.
  - c) In the event that an executive or council officer is found to have engaged in unlawful or serious misconduct that would require the termination of membership.
  - d) If an executive or council officer is convicted of a crime and is incarcerated making them unable to perform their duties.
2. An election is to occur as soon as possible for the vacated role at the next council meeting or as soon as possible.

### Section 4: Governance

1. Council appointment to a position is by nomination and is put to vote for approval by team members present at the AGM. Council roles will be vacated and new members elected at the end of the Annual General Meeting each year. Nominations need to be submitted no later than 2 weeks before an AGM.
2. Council members term of office is
  - a) 12 Months – Prefer no more than 3 consecutive years in service in the same role. The maximum term for a role is 5 consecutive years, after this time you are unable to stand for the same position.
    - i) Unless there is no person eligible to take over the role
    - ii) Unless there are not enough members to fill all positions
3. Executive appointments are by nomination and is put to vote for approval by team members present at the AGM. Executive roles will be vacated and new members elected at the end of the Annual General Meeting each year. Nominations need to be submitted no later than 2 weeks before an AGM.

4. Executive appointments term of office is.
  - a) 12 Months – prefer no more than 3 consecutive years in service in the same role. The maximum term for a role 5 consecutive years, after this time you are unable to stand for the same position.
    - i) Unless there is no person eligible to take over the role
    - ii) Unless there are not enough members to fill all positions.
  - b) Except for The Trustee positions, which are permanent unless removed by council and executive with a majority vote of no confidence.
  
5. The Council consists of
  - a) The ScoutWired Coordinator
  - b) The ScoutWired Deputy Coordinator
  - c) Tech Team Coordinator
  - d) The Treasurer
  - e) Tech Leader
  - f) Communications Leader
  - g) Chat Leader
  - h) Games Leader
  - i) Trustee 1 (may hand off any voting power to another member and will therefore be considered as another member)
  - j) Trustee 2 (if appointed)
  
6. The Executive consists of
  - a) The ScoutWired Coordinator
  - b) The ScoutWired Deputy Coordinator
  - c) Tech Team Coordinator
  - d) Trustee 1
  - e) Trustee 2 (if appointed)
  
7. A Team Leader decides how to manage their team with advice from mentors
8. New team members are approved prior to appointment by Council
9. The council can appoint an acting member to any office if
  - a) the role is vacant.
  - b) the person in the role is inactive for longer than 90 days.
10. Acting roles are unable to make changes to acts, rules, membership and must vacate the role when a new member is appointed to the role.

## Section 5: Meetings

### Council Meetings

1. Monthly Council meetings shall be held once a month as set out by the council at the time. Chairing of this meeting will be overseen by the Scoutwired Coordinator, however any of the council members in attendance can choose to chair the meeting.
  - a) At these meetings, any member may act as the chairperson, but the Scoutwired Coordinator or another executive member as assigned by the coordinator in their absence) is to act as the tiebreaker should the need arise.
  - b) At these meetings, the Scoutwired Coordinator (or the deputy Coordinator in their absence) and the Trustees have the right to overrule a council decision if there are significant concerns over its ramifications or legal concerns. They however cannot do this during any vote of no confidence.
2. At least 50% of the members of the Council (including 1 member of executive) must be present at their monthly meeting's to be in quorum (*quorum Is required for it to be a Valid meeting & trustees not counted towards quorum*).
3. A motion is passed by Council if:
  - a) Majority of the present Council members votes 'yes' to the motion
4. If a conflict of interest is noted for a member, they will forfeit their vote for that item on the agenda
5. The Annual General Meeting will be held in the first quarter of each year and will be run by the current ScoutWired Coordinator (adult position).
6. A General Meeting can be called any time in need, so long as:
  - a) At least 20% (prefer 50%) of the total current team members approve a meeting to be a General Meeting.
  - b) And at least 1 sitting member of the Executive are present.
  - c) At least 50% of the members of the Council (including 1 member of executive) must be present at a general meeting's to be in quorum (*quorum Is required for it to be a Valid meeting & trustees are not counted towards quorum*).
  - d) All members present at this meeting has a single vote.
  - e) Notice of these meeting will be in writing at least a week prior.
  - f) Motions to be passed for this meeting will be out at least 3 days prior to the meeting taking place.
7. An emergency General Meeting can be convened at the request of the Executive, Council or members at any time where:

- a. Legislation changes requires immediate action.
- 8. Or in the instance where the association would be dissolved (Trustee must be present in this instance)
  - a) At least 20% (prefer 50%) of the current council members approve a meeting to be an emergency general meeting.
  - b) At least 50% of the members of the Council (including 1 member of executive) must be present at the emergency general meeting to be in quorum (*quorum is required for it to be a Valid meeting & trustees are not counted towards quorum*).
  - c) All members present at this meeting has a single vote
  - d) Notice of these meetings will be in writing at least a week prior.
  - e) Motions to be passed at this meeting will be out at least 3 days prior to the meeting taking place.
- 9. The Communications Leader will provide the agenda in advance of the meeting, and distribute minutes after the meeting, within 14 days. The agenda and minutes will be stored on ScoutWired's Project Management System.

#### AGM

- 1. The ScoutWired Coordinator is the Chairperson of the AGM
- 2. All team members have the right to vote.
- 3. All team members have the right to abstain from voting.
- 4. All team members are entitled to request a recount.
- 5. All team members are entitled to
  - a) request a proxy,
  - b) or provide an absentee/electronic transmission.
- 6. No voting team member should have more proxy votes than thirty percent (30%) of the active votes by all team members
- 10. Abstaining from votes:
  - 1. All voting team members have the right to abstain from voting.
  - 2. An abstain vote still counts to the total pool of votes and is not able to be removed from the pool.
  - 3. An abstain vote is considered 'neither for nor against' the motion.
  - 4. An abstain vote is designed for team members to exercise their rights to halt the decision-making processes, by allowing the motion to stall and causing review.
- 2. An abstain vote is not counted as a negative result in the pool and is not a representation of being against the motion and must be counted separately.
- 11. Absentee/mail votes are to be collected by the ScoutWired coordinator.
- 7. The Communications Leader will provide the agenda in advance of the meeting, and distribute minutes after the meeting, within 14 days. The agenda and minutes will be stored on ScoutWired's Project Management System.

## Section 6: Constitution and Bylaws

1. Team Members can view Constitution, bylaws, policies, and procedures at any time through the online portal via their team account, find it on the website or request a current copy of the document via the Communications Leader to be emailed to them.
2. Any changes, alterations, or rescinding any of these rules requires approval at a General Meeting.
3. Council may amend this constitution by a special resolution if :
  - a) 75% of the present members vote in favour of the amendment at any General Meeting
4. Team members must be notified of any motions to change the constitution.
  - a) at least two (2) weeks before the date of the meeting
  - b) via email, online communications software, and electronic messaging
5. Council may amend at any time without needing to hold a general meeting.
  - a) any bylaws,
    - i) With exception of bylaws centred around the executive positions
  - b) policies and rules,
  - c) or services
6. Council is required to provide a notice of change to the Western Australia Departments of Mines, Industry Regulation and Safety within 14 days of approved changes.

## Section 7: Financial Reporting

1. The financial reporting will be from the 1<sup>st</sup> of January to the 31<sup>st</sup> of December annually.
2. All bookkeeping, and financial documentation is required to be kept and stored for seven (7) years and must be available for audit during the audit period. Financial reports to be kept electronically on the Council SharePoint, and will be maintained by the Treasurer.
3. External auditing of the organisation is to occur after the end of December, and the audit results reported at the AGM.
4. Reimbursement for expenses and costs to members is subject to Council approval. This is to be actioned by a motion at any meeting providing quorum has been met as outlined in section 5. The treasurer will then process this request, unless they are receiving the funds, then another member with bank account access will process this transaction.
5. All property and income of ScoutWired must be applied solely towards promoting the objectives and purposes of ScoutWired and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in promoting those objects or purpose.

6. Banking and Finances are to be managed by the Treasurer, in which at every meeting will be disclosed:
  - a) The current account balances
  - b) Any donations or income
  - c) Any expenses or outgoings
  - d) Any fees or charges
  - e) Donation platform credits and expenses

## Section 8: Dissolution

1. In the event that ScoutWired disbands:
  - a) The Trustee(s) must meet with Executive and Treasurer to discuss the formal dissolution of the organization including.
    - i. the deregistration of the organization
    - ii. closing the organization
    - iii. ending the tax exemptions
    - iv. and trading details
    - v. returning property, services or materials owned by members to their rightful owners.
    - vi. shutting down all servers and service
    - vii. payment of outstanding invoices
    - viii. donation of any remaining currencies to:
      - ix. [The Lord Baden Powell Society Telephone: 02 8440 5908](tel:0284405908)
      - x. [Fax: 02 9413 1177](tel:0294131177)
      - xi. [Email: lbps@scouts.com.au](mailto:lbps@scouts.com.au)
      - xii. [Mail: PO Box 5079 CHATSWOOD NSW 2067](mailto:POBox5079CHATSWOODNSW2067)

## Section 9: Grievances and Disputes

1. All disputes and grievances are to be managed in accordance with ScoutWired Grievances and Disputes Policy available to all members on teams.
2. Grievances between team members.
  - a) Need to be dealt with appropriately and through mediation by the team members.
  - b) Can be escalated to the Council for support and assistance.
  - c) Have an oversight by the Executive to allow fairness and support for team members.
3. Grievances between team members and the organization.
  - a) Need to be dealt with appropriately and through transparent and supportive methods.
  - b) Be equitable, fair, and allow for diversity and inclusion for all parties.

## Section 10: Intellectual Property

1. All intellectual property created for use by ScoutWired.
  - a) remains the property of ScoutWired for a period of twenty-five (25) years



- b) or by written permission by the Executive Council
- 2. All ScoutWired media is subject to.
  - a. the media guidelines,
- 3. and media policies
- 4. Access to corporate logos and material is limited by Council approval.
- 5. ScoutWired does not have a common seal and as such will not be using one.