

**IRISH GIRL GUIDES COMPANY LIMITED BY GUARANTEE
BYE-LAWS**

1. Bye-Laws

No Bye-Law may contradict the Constitution of the Irish Girl Guides CLG (hereinafter “Irish Girl Guides”).

2. Organisation

(a) The Irish Girl Guides Company Limited by Guarantee is a Company Limited by Guarantee and a Registered Charity.

(b) The seat of the organisation is at the National Training Centre, Dublin.

(c) The management of the Irish Girl Guides is volunteer led. Voting members of the Board, voting members of the Programme and Training Committee, Regional, District and Area Commissioners and voting members of Standing Committees shall be volunteers. The direction and control of the Irish Girl Guides shall be in accordance with the IGG CLG Constitution and Bye Laws.

3. Membership Policy

The members of the company (entitled to a vote at a General Meeting) are outlined in the Constitution. This policy concerns the general membership of the organisation.

(a) Irish Girl Guides is a self-governing body. Membership is voluntary and open to all who live their lives as female and accept the Guide Law and Promise. The organisation is independent of any political organisation or any political party.

(b) Irish Girl Guides is open to girls of every faith, and the religious beliefs of all are respected. Through Guiding girls are helped and encouraged to deepen their spiritual faith in accordance with the enrolment Promise.

(c) Irish Girl Guides is a Component Association of the Council of Irish Guiding Associations which is a full member of the World Association of Girl Guides and Girl Scouts.

(d) To become a member of Irish Girl Guides one must be resident in the Republic of Ireland. Irish Girl Guides shall comprise:

Ladybird Guides

Brownie Guides

Guides

Senior Branch members

Trefoil Guild members

Commissioners, adult Leaders, and non-unit volunteers.

4. Age Groupings

Age Groupings of the Irish Girl Guides shall be:

Ladybird Guides 5 – 7 years

Brownie Guides 7 – 10 years

Guides 10 – 14 years

Senior Branch 14 – 30 years

Adult Leaders 18 years and over

Trefoil Guild 18 years and over

5. Promise and Law

(a) **Guide Promise:**

I promise on my honour to do my best,
to do my duty to my God* and my country,
to help other people at all times
and to obey the Guide Law.

** The word 'God' may be replaced by the word 'faith' according to one's spiritual beliefs*

Guide Law:

1. A Guide is honest and reliable.
2. A Guide is loyal.
3. A Guide is useful and helps others.
4. A Guide is a friend to all and a sister to every other Guide.
5. A Guide is polite and considerate.
6. A Guide cares for all living things and their environment.
7. A Guide is responsible and respects others.
8. A Guide has courage and is cheerful in difficulties.
9. A Guide makes good use of time, talents and materials.
10. A Guide respects herself and others in all she thinks, says and does.

Guide Motto: Be prepared.

(b) **Ladybird Guide Promise** I

will try to do my best to
love my God*
and help other people.

** The word 'God' may be replaced by the word 'faith' according to one's spiritual beliefs*

Ladybird Guide Motto: Ladybird Guides care and share.

(c) **Brownie Guide Promise:**

I promise to do my best
to do my duty to my God and my country, to
help those at home every day and
to obey the Brownie Guide Law.

** The word 'God' may be replaced by the word 'faith' according to one's spiritual beliefs*

Brownie Guide Law: A Brownie Guide thinks of others before herself and does a good turn every day.

Brownie Guide Motto: Lend a hand.

- (d) **Senior Branch Promise:** Additional clause added to the Guide Promise by Senior Branch members:

My special responsibility as a member of Senior Branch is to take this Promise into the wider world by rendering service and growing in the skills and responsibilities of leadership.

Senior Branch Motto: Be prepared.

6. Emblem



The emblem is a trefoil which has the Celtic knot superimposed on it. The Celtic knot symbolises continuous friendship. The text 'Irish Girl Guides' should be printed underneath the emblem except in cases allowed by the Brand Guidelines.

7. Units and Local Associations

- (a) The Irish Girl Guides programme and activities are primarily delivered at the Unit level. The Board approves the establishment and disbandment of a unit. The Board also approves policies and guidance for Units, including compliance with census requirements and audits. Every Unit reports directly to a District and/or Area and, in turn, a Region.
- (b) A Local Association may be formed to assist the local District Commissioner in any District where it would be helpful. The Board approves the establishment and disbandment of a Local Association. A Local Association shall consist of at least one adult representative (parents/guardians/interested persons) from each Unit in the District.
- (c) The District Commissioner or their delegate shall be the Chair of such Local Association.
- (d) Funds raised for the work of Irish Girl Guides must be held according to the prevailing financial policies or guidelines of Irish Girl Guides.

8. Office holders: tenure and role description

The term of office for a national role in Irish Girl Guides is three years, with an opportunity for re-election or reappointment for three years. The Board may deviate from this rule in exceptional cases except for the following roles, which are set:

President	3 years
Chief Commissioner	3 years
Programme and Training Commissioner	3 years
Regional Commissioner	3 years
Area Commissioner	3 years
District Commissioner	3 years
National Treasurer	3 years

Programme and Training Treasurer	3 years
Chairs of Standing Committees	3 years IGG
Board Rep on National Youth Council of Ireland	3 years
The Chair or Assistant Chair of the CIGA Committee (whomever is a member of Irish Girl Guides)	3 years

Note: All of these may be re-elected for one further period of three years, after which they may not be elected in the same capacity for a further three years.

The Board-approved *Directors' [Trustees] Handbook* sets out role descriptions for all members of the Board.

9. **Appointments**

- (a) Applications to be Leaders shall be approved by a Commissioner or Regional Development Officer, on satisfactory completion of Irish Girl Guides Screening Procedure.
- (b) District Commissioners shall be nominated by the Leaders in their Districts and the retiring District Commissioner in consultation with Area Commissioner.
 - (ii) An election shall be held even if there is only one nomination. Each Unit in the District shall have one vote. The outgoing District Commissioner shall have one vote. The appointment shall be ratified by the Board.
- (c) (i) Area Commissioners shall be nominated by the Districts, District Commissioners and the retiring Area Commissioner in consultation with the Regional Commissioner.
 - (ii) An election shall be held even if there is only one nomination. Each District shall have one vote, the outgoing Area Commissioner shall have one vote and each District Commissioner shall have one vote (personal). The appointment shall be ratified by the Board.
- (d) (i) Regional Commissioners shall be nominated by their Areas, Area Commissioners and the retiring Regional Commissioner in consultation with the Chief Commissioner.
 - (ii) An election shall be held even if there is only one nomination. Each Area shall have one vote, the outgoing Regional Commissioner shall have one vote, and each Area Commissioner shall have one vote (personal). The appointment shall be ratified by the Board.

The Elections and Appointments Guidance document details the procedures for electing a District Commissioner, Area Commissioner, or Regional Commissioner.

10. The Board

The Board shall have the powers, duties and responsibilities as set out in the Constitution of the Irish Girl Guides and in accordance with company law and charity law. The Board shall conduct its business in accordance with the regulations as set out in the Constitution and in company law and charity law. In addition, the Board shall:

- (a) control and manage the affairs of Irish Girl Guides. The Board has the power to delegate and the power from time to time to make such rules and regulations which it may deem necessary for carrying out the purposes and the powers of Irish Girl Guides. It may vary, add to, repeal or amend same, provided always that no change shall be made in the general spirit of the Association embodied in the Aims, Promise and Law, and policy as set out in these Bye-Laws or as set out in the Constitution of the Irish Girl Guides.
- (b) have the power to disband any Unit or other Group. A proposal in writing to disband any Unit or Group shall be referred to the Board sub-committee (see Bye Law 12), and, if passed, the proposal shall be referred to the Board. The Board shall hear representations from the proposer and from the Leader in charge of the Unit or Group affected by the proposal. 14 days' notice in writing of the time and place of such meeting and of the proposal to be considered thereat shall be given to each member of the Board, the proposer and the adult in charge of the Unit or Group.
- (c) appoint a Company Secretary to fulfil the Irish Girl Guides reporting requirements with the statutory authorities and to be a named legal representative of the company. The person appointed shall be a volunteer.
- (d) Approved donations and partnerships of material value. The Board shall determine the threshold and procedures for accepting donations or entering into or renewing a partnership.

11. Board sub-committee

- (a) The Board may establish a Board sub-committee for such purposes as shall be defined by the Board. The Board may delegate to the Board sub-committee such powers of the Board as shall be necessary to fulfil the Board sub-committee's purpose.

The Board sub-committee shall consist of at least three voting members of the Board. Only those members of the Board sub-committee who are voting members of the Board shall be entitled to a vote on the Board sub-committee. The quorum of the Board sub-committee shall be three voting members.

The Board sub-committee may invite such persons as it deems necessary to assist it in discharging its duties, to attend meetings of the Board sub-committee as non-voting participants. The Chief Executive Officer may be invited to attend meetings of the Board sub-committee as a non-voting participant and to provide secretarial support to the Board sub-committee.

- (b) The Board sub-committee shall elect a chairperson from amongst its members who shall be responsible for reporting directly to the Board on the proceedings of the Board sub-committee.
- (c) The Board sub-committee shall meet at such time and place as the chairperson shall determine. The Chief Executive Officer shall notify the members of the Board sub-committee of the time and place of such meetings and the business to be transacted.

12. Standing Committees

The Board of the Irish Girl Guides approves the establishment of Standing Committees and its accompanying Terms of Reference. The Board should review each Standing Committee's Terms of Reference periodically and at least every three years.

13. Committee Terms of Reference

- (a) Every Committee of the Irish Girl Guides must have a Terms of Reference approved by the Board.
- (b) The Terms of Reference for a Committee must outline the process for nomination and election or appointment of the Chair or other relevant positions on the Committee.
- (c) The position of Chair of any Committee shall be ratified by the Board before it officially comes into effect.

14. Election of President

- (a) The President of the Irish Girl Guides shall be nominated by the members of the Board.
- (b) Upon receipt of nominations members of the Board will vote and choose a nominee to recommend to members of the company at a General Meeting.
- (c) Members of Irish Girl Guides CLG elect the President of Irish Girl Guides at a General Meeting from such persons as shall be nominated by Board.
- (d) Once elected President, the individual will be deemed to have automatically resigned from any position that would entitle them to otherwise be a member of the company, Irish Girl Guides CLG.

15. Nominations of officers

Nominations for the offices of:

Chief Commissioner
Programme and Training Commissioner
International Commissioner
Chair of Finance and Audit
National Treasurer
Chair of Governance

shall be made as follows:

- (a) No sooner than three months and no later than six months prior to the date of election, the Chief Executive Officer shall request nominations.
- (b) Each Region shall be entitled to nominate two persons not necessarily from within the Region.

- (c) Each member of the Board shall be entitled to make one nomination. Each member of the Programme and Training Committee shall be entitled to make one nomination. Each Regional Commissioner, is entitled to make one nomination. Each member of the Standing Committee, where the officer is Chair of the Committee, is entitled to make one nomination. The maximum number of nominations by any one person is one.
- (d) Nominations accompanied by relevant information on each candidate shall be submitted to the Chief Executive Officer (CEO). The CEO shall be responsible for the oversight of the election process. The CEO shall then circulate the information to everyone entitled to a vote.
- (e) Even in the event of there being only one nomination, an election shall be held.

16. Elections of officers

Elections for the offices of:

- Chief Commissioner
- Programme and Training Commissioner
- International Commissioner
- Chair of Finance and Audit Treasurer
- Chair of Governance

shall be made as follows:

- (a) Voting papers, together with relevant information on each candidate shall be sent to voting members of the Board and voting members of the Programme and Training Committee and to Regional Commissioners up to three months prior to the election.
- (b) Each Region shall have 3 votes, which may be apportioned to the candidates as the Region decides. Each voting member of the Board and the Programme and Training Committees shall have one personal vote. Those members who sit on both committees shall be entitled to one personal vote only. Assistants are not entitled to a personal vote. In the event that the assistant is acting in the place of their Chair they will have a proxy vote.
- (c) In the case of a draw in an election the vote must be re-run. There shall be no casting vote.
- (d) The election shall be confirmed at a Board Meeting and the appointment ratified at the next General Meeting.

Votes shall be exercised either in person at a meeting of the Board or by post, such postal vote to reach National Office three days before the Board Meeting at which voting will take place or by electronic means.

17. Assistants

- (a) The Chief Commissioner shall appoint the Assistant Chief Commissioner(s) within three months of taking office, for a period of one year. Assistant Chief Commissioners shall be non-voting members of the Board. These appointments shall be ratified by the Board. The assistants may be re-appointed annually thereafter for the duration of the term of office of Chief Commissioner.
- (b) The Programme and Training Commissioner shall appoint the Assistant

Programme and Training Commissioner within three months of taking office, for a period of one year. The Assistant Programme and Training Commissioner shall be a non-voting member of the Programme and Training Committee. This appointment shall be ratified by the Board. The assistant may be re-appointed annually thereafter for the duration of the term of office of the Programme and Training Commissioner.

- (c) The Terms of Reference of each Committee shall advise on the appointment and reappointment of Assistants to Committee Chairs and Commissioners. Assistants shall be non-voting members of their Committee unless they hold a voting position on the committee.

18. Warrants

Pending the issue of a warrant an adult Leader must:

- (a) Successfully complete the IGG Screening Procedure, including Garda Vetting.
- (b) Agree to adhere to the IGG Safeguarding Policy and undertake relevant training.
- (c) Undertake other relevant training prescribed by the Programme and Training Committee.
- (d) Make or renew the Guide Promise.

Warrants of appointment shall be signed by the Chief Commissioner. All warrants, certificates and letters of appointment shall remain the property of Irish Girl Guides.

19. Secretary to the General Meeting

The Chief Executive Officer as Secretary to General Meeting shall be responsible for:

- (a) convening the Annual General Meeting and any other Extraordinary General Meetings of the Irish Girl Guides CLG,
- (b) the Minutes of each General Meeting.
- (c) advising new members of Irish Girl Guides CLG of their appointment and existing members of the completion of their 3-year term.

20. Council of Irish Guiding Associations

- a) Irish Girl Guides is a Component Association of the Council of Irish Guiding Associations which is a full member of the World Association of Girl Guides and Girl Scouts.
- b) As currently provided for in the Constitution of the Council of Irish Guiding Associations, proposed amendments to the Constitution of the Council of Irish Guiding Associations requires the approval of a General Meeting of the Irish Girl Guides CLG. Any such proposal requires for its approval a 2/3rd majority of the General Meeting (or as set out in accordance with the prevailing provisions of the Constitution of the Council of Irish Guiding Associations).

21. Equality and Inclusion Policy

The Board of the Irish Girl Guides approves the Equality and Inclusion Policy. In accordance with the values of the Irish Girl Guides, the religious beliefs of all members shall be respected.

To support this policy, the following alternative forms of the Promise are provided for people who are originally from outside Ireland wishing to become members of Irish Girl Guides:

Brownie Guides: I promise to do my best to do my duty to my faith,
my country and to the country in which I am living to
help those at home everyday
and to obey the Brownie Guide Law.

Leaders/Guides/Senior Branch members:
I promise on my honour, to do my best to
do my duty to my faith, my country and to
the country in which I am living to help
other people at all times
and to obey the Guide Law.

22. Amendments to Bye-Laws

These Bye-Laws may be amended or added to on the recommendation of the Board and ratified at a General Meeting. Such proposed amendments and additions must be submitted first to the Board 21 days in advance of the date set up for the Meeting at which they are to be considered. Any proposed amendments or additions which have been approved by the Board shall then be circulated to the members of the Irish Girl Guides CLG not later than 21 days in advance of the General Meeting at which they are to be considered.