



CONSTITUTION

OF

VOLUNTEER MARINE RESCUE NSW

ABN 98 138 078 092

1st July 2009
(As amended 17 April 2010 and 11 December 2010)

CONSTITUTION OF VOLUNTEER MARINE RESCUE NSW

Part 1 Preliminary and effect of Constitution

1. Interpretation

- (1) In this Constitution:

Act means the *Corporations Act 2001* (Commonwealth).

Board means the Board of Directors of the Company.

Marine Rescue NSW means the public company limited by guarantee registered as Volunteer Marine Rescue NSW and carrying on business as Marine Rescue NSW.

Member means, except where the contrary intention is indicated, a volunteer who is an Honorary Member, a Life Member, an Ordinary Member, a Provisional Ordinary Member or any other category of Member of the Company established under the Rules as determined by the Board, and in relation to calling of and voting at meetings of the Company the definition is limited to only those Members who have no outstanding financial liabilities to the Company as a Member, at the time that meeting is called or that Member votes, as the case may be.

Original Member means a person whose name and address appear in the application for incorporation of the Company in accordance with section 117(2)(c) of the Act.

Special Resolution means a resolution passed by a majority comprising at least 75% of the votes on the resolution.

the Company means Volunteer Marine Rescue NSW carrying on business as Marine Rescue NSW.

- (2) Headings and notes are included to assist readers only and do not form part of this Constitution.

2. Volunteer Marine Rescue NSW is a company limited by guarantee

Volunteer Marine Rescue NSW is a company limited by guarantee under the Act.

3. Relationship to the Act

- (1) This Constitution is subject to the provisions of the Act.

- (2) Any replaceable rules applicable to the Company under the Act are displaced or modified by the corresponding provisions of this Constitution.

4. Alteration of Constitution

- (1) The Constitution of the Company may only be modified or repealed and replaced by a Special Resolution of the Company at a general meeting.
- (2) The notice of any general meeting called under subclause (1) must set out the proposed modification to the Constitution or proposed replacement Constitution.

5. Liability of Members

- (1) Each Member of the Company, except an Honorary member, must agree in writing to guarantee the liability of the Company to the limit of \$2.00.
- (2) A guarantee given by a Member may be called upon to the limit of \$2.00 should the Company be wound up while the Member is a Member or within 12 months of the Member ceasing to be a Member.

6. Effect of this Constitution

The Constitution of the Company and any Rules made under it by the Board have the effect of a contract under and subject to the Act:

- (a) between the Company and each Member;
- (b) between the Company and each Director and the Company Secretary; and
- (c) between a Member and each other Member;

under which each agrees to observe and perform the requirements of this Constitution and any such Rules so far as they apply to them.

7. Members entitled to a copy of the Constitution

The Company:

- (a) must provide a Member with a copy of this Constitution in accordance with the Act, within 7 days, on written request and payment of any fee required by the Company; and
- (b) may also publish the Constitution on any website it maintains.

Part 2 Objects and character of Volunteer Marine Rescue NSW

8. Objects

The Company aims to provide a volunteer marine search and rescue service and a radio safety service operating in accordance with the requirements of relevant legislation and authorities. In furtherance of that, but without limiting its powers, it may:

- (a) assist and support other search and rescue and emergency management agencies within and immediately adjacent to NSW;
- (b) train its members at least to the standard required by relevant authorities;
- (c) provide, maintain and support any activity, including that of state and federal authorities, leading to the preservation of the life, safety and well being of its members and the public and the preservation of property;
- (d) provide, encourage and support public education, activities and services leading to safer boating;
- (e) maintain contact and develop associations with other organisations with similar or related objects wherever situated; and
- (f) promote the welfare, well-being and safety of marine rescue volunteers and advocate on behalf of marine rescue with governments and public authorities.

9. Charitable purposes and not for profit

The Company must:

- (a) pursue charitable purposes only and apply its income in promoting those purposes;
- (b) not make distributions to Members or pay fees to its Directors; and
- (c) not make any other payments to Directors without the approval of the Board.

10. Non-profit

The assets and income of the Company will be applied solely in furtherance of its above-mentioned Objects and no portion shall be distributed directly or indirectly to Members, except as bona fide compensation for services rendered or expenses incurred on behalf of the Company.

11. Winding up

- (1)** Subject to subclause (2), should the Company be wound up, the amount that remains after such winding up and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.
- (2)** If the Company is wound up or if the endorsement of the Company as a deductible gift recipient is revoked, the following assets remaining after payment of the Company's liabilities shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made:

 - a.** gifts of money or property for the principal purpose of the Company;
 - b.** contributions made in relation to an eligible fundraising event held for the principal purpose of the Company; and
 - c.** money received by the Company because of such gifts and contributions.

12. Financial year

The financial year of the Company commences on July 1 and ends on June 30.

Part 3 Membership

13. Categories of membership

The Company has the following categories of membership:

- (a) Provisional Ordinary Member,
- (b) Ordinary Member,
- (c) Life Member,
- (d) Honorary Member, and
- (e) any other category of Member established under the Rules as determined by the Board.

14. Qualification for membership

- (1) The qualifications for membership as a Provisional Ordinary Member are:
 - (a) has Australian citizenship or residency;
 - (b) is of good character;
 - (c) is aged at least 16 years;
 - (d) has completed an application form to the satisfaction of the relevant Unit;
 - (e) has guaranteed the liability of the Company to a maximum of \$2.00;
 - (f) has agreed in writing to be bound by the Constitution and Rules of the Company; and
 - (g) has been approved as a Provisional Ordinary Member by the relevant Unit.

- (2) Subject to subclauses (3) and (4), the qualifications for membership as an Ordinary Member are:
 - (a) membership for a period of at least 6 months as a Provisional Ordinary Member;
 - (b) a satisfactory record of attendance for duty as a Provisional Ordinary Member;
 - (c) satisfactory completion of any induction course approved by the Board;

- (d) nomination for membership as an Ordinary Member by the relevant Unit;
and
 - (e) approval as an Ordinary Member by the Board.
- (3) A person who is an Original Member of the Company is deemed to be an Ordinary Member.
- (4) A person may join the Company as an Ordinary Member without prior membership as a Provisional Ordinary Member or a satisfactory record of duty under paragraphs (a) and (b) of subclause (2), on the basis of credit for equivalent prior related service under clause 17, subject to the person meeting the qualifications specified in paragraphs (d), (e) and (f) of subclause (1).
- (5) The qualifications for membership as a Life Member or an Honorary Member are such qualifications as are determined by the Board in the Rules.

15. Membership of Units

All Members must be attached to a Unit of the Company and are deemed to be Members of that Unit.

16. Annual membership renewal

Subject to any Rules made by the Board in relation to Unit membership, a Member must on or before the 1st day of July in each year forward to the relevant Unit Commander a signed membership renewal on the form provided for this purpose by the Board in the Rules.

17. Credit for prior related service and the award of the National Medal

- (1) On joining the Company, a Member is entitled to credit for length and continuity of service for any service with any other corporation, association or other organisation having similar objects to those of the Company, in the period immediately before joining the Company and, in relation to prior related service for a period or periods not immediately before joining the Company, a Member may be given credit for all or part of that service at the discretion of the Board.
- (2) To avoid doubt the following are deemed to have similar objects to those of the Company:
- (a) Australian Volunteer Coast Guard Association Inc.,
 - (b) NSW Volunteer Rescue Association Inc., and
 - (c) Royal Volunteer Coastal Patrol.

- (3) The Company will seek a determination that it is an approved voluntary organisation under the *National Medal Regulations* 1999 (Commonwealth) (or any replacement Regulations) to enable Members to give eligible service for the award of the National Medal and a National Medal clasp.
- (4) The Company will, subject to and in accordance with the *National Medal Regulations* 1999 (Commonwealth) (or any replacement Regulations), count prior eligible service in the organisations identified in subclause (2) in considering the recommendation of a Member for the award of the National Medal or a National Medal clasp.

18. Recognition of qualifications gained in prior related service

- (1) On joining the Company a Member is entitled to recognition within the Company at an equivalent level of any State Rescue Board of New South Wales approved qualifications or any analogous qualifications, gained in service with any other corporation, association or other organisation having similar objects to those of the Company, in the period immediately before joining the Company and, in relation to any such qualifications gained in service not immediately before joining the Company, a Member may be given recognition for some or all of those qualifications at the discretion of the Board.
- (2) To avoid doubt the following are deemed to have similar objects to those of the Company:
 - (a) Australian Volunteer Coast Guard Association Inc.,
 - (b) NSW Volunteer Rescue Association Inc., and
 - (c) Royal Volunteer Coastal Patrol.
- (3) The application of this clause is subject to verification of the qualifications from the records of the previous corporation, association or other organisation.
- (4) The determination of equivalence of a qualification proposed to be awarded in recognition of a prior qualification is at the absolute discretion of the Registered Training Organisation (RTO) under the authority of which the Company issues training qualifications.

19. Termination of membership

Membership of the Company terminates if the Member:

- (a) dies; or

- (b) resigns membership; or
- (c) has not completed any rostered duties, training, administrative or management requirements for a six calendar month period, without leave of absence obtained from the relevant Unit Commander; or
- (d) is, in accordance with procedures contained in the Rules, expelled as a Member of the Company; or
- (e) has not provided the relevant Unit Commander with a completed and signed membership renewal form within three calendar months after it is due.

20. Register of Members

The Company will maintain a register of Members in accordance with the Act.

Part 4 Directors, Board and officers

21. Original Directors and Original Board

- (1) The nine Original Directors of the Company shall be three persons nominated by each of the following organisations:
 - (a) Australian Volunteer Coast Guard Association Inc.,
 - (b) NSW Volunteer Rescue Association Inc., and
 - (c) Royal Volunteer Coastal Patrol.
- (2) The Original Directors are the Original Members of the Company.
- (3) The Original Directors comprise the Original Board of the Company.
- (4) If a vacancy arises on the Original Board for whatever reason, the organisation which nominated the person who has ceased to be an Original Director shall be entitled to fill that vacancy by appointing another person (who will, upon appointment, be an Original Director).
- (5) The Original Directors and the Original Board of the Company have the functions of the Directors, the Board and the Regional Committees of the Company during the period of eighteen (18) months after the incorporation of the Company or such shorter period as the Original Board of the Company may determine.
- (6) The Original Board of the Company shall convene the first annual general meeting of the Company within eighteen (18) months of the incorporation of the Company.

22. Chair of Original Board

At the first meeting of the Original Board the Original Directors must appoint an independent person, and that person may be a person (or one of two or more persons) nominated by the Minister for Emergency Services, as the Chair to chair meetings of the Original Board. The Chair of the Original Board shall not be, an Original Member, an Original Director, a Director or a Member of the Company, at the time of the appointment, and will not be entitled to a vote, whether deliberative or casting, at any meeting of the Original Board.

23. Directors and Board

- (1) Subject to clause 21, the Directors of the Company are:
 - (a) three Directors elected in general meeting, and
 - (b) six Directors elected by the Members of the Regions, one to be elected by the Members of each Region, namely:
 - (i) Northern Rivers,
 - (ii) Mid North Coast,
 - (iii) Hunter / Central Coast,
 - (iv) Sydney Metropolitan,
 - (v) Illawarra and
 - (vi) Monaro.

- (2) A person must be an active Member of the Company for at least one (1) year to be eligible to be a Director unless there are special circumstances or qualifications as approved by the Board to qualify the Member's eligibility.
- (3) At the first Annual General Meeting, the Members shall elect three Directors under subclause (1) (a) and the Chair shall then determine by lot which of the three Directors will serve for one year, which for two years and which for three years. All Directors elected at the first Annual General meeting are eligible for re-election.

At each Annual General Meeting, other than the first Annual General Meeting, there shall be an election for one Director under subclause (1)(a). Subject to the Act and this Constitution, a Director under subclause (1)(a), elected at each Annual General Meeting, other than the first Annual General Meeting, holds office for three years and is eligible for re-election.

- (4) The Original Board will ensure that the first election by the Regions for Directors under subclause (1) (b) shall be held so that the names of the Directors are known at the time of the first Annual General Meeting. At the first Annual General Meeting, the Chair shall determine by lot which three Regions shall hold their next election in the succeeding year and which three in two years time.

In each subsequent year, three Regions shall elect a Director under subclause (1) (b). Subject to the Act and this Constitution, a Director under subclause (1) (b) holds office for a period of two years and is eligible for re-election.

- (5) The Directors comprise the Board of the Company.

24. Alternate Directors

- (1) With the approval of the Board, a Director may appoint a Member qualified to be a Director, as an alternate to exercise some or all of the Director's powers for a specified period but not exceeding six months.
- (2) A Member may be appointed as an alternate of a Director provided the Member satisfies any special qualification of the Director, such as attachment to a Unit within a particular Region.
- (3) If the appointing Director requests the Company to give the alternate notice of Directors' meetings, the Company must do so.
- (4) When an alternate exercises the Director's powers, the exercise of the powers is just as effective as if the powers were exercised by the Director.
- (5) The appointing Director may terminate the alternate's appointment at any time.
- (6) An appointment or its termination must be in writing and a copy must be given to the Company.

25. Resignation of a Director

A Director may resign as a Director of the Company by giving a written notice of resignation to the Company at its registered office.

26. Company Secretary

- (1) The Board must appoint a Company Secretary in accordance with the Act.
- (2) The Company Secretary holds office on such terms and conditions (including as to remuneration, if any) as are determined by the Board.

Part 5 Management and organisation

Division 1 The Board

27. Powers and responsibilities of the Board

- (1) The business of the Company will be managed by or under the direction of the Board which shall exercise all the powers of the Company except those that the Act or this Constitution vest in a general meeting.
- (2) The Board is responsible for the corporate governance and policies of the Company and in particular:
 - (a) the appointment or employment of a Chief Executive Officer or any other officers necessary to enable the Company to carry out its objectives;
 - (b) compliance by the Company with all applicable legislation either as a company or in relation to the special requirements resulting from the Objects in this Constitution, including but not limited to the State Rescue Policy; and
 - (c) the final arbitration of any disciplinary appeal, if required, from which there is no appeal.
- (3) In the exercise of its responsibilities, the Board will act on the proviso that no individual Director or group of Directors will direct the Chief Executive Officer.
- (4) Only a resolution of the Board duly passed at a properly convened meeting can be issued to the Chief Executive Officer for implementation.

28. Non-voting advisers to the Board

- (1) The Board of the Company may be assisted at its meetings by the following:
 - (a) the Commander of the NSW Police Force Marine Area Command, or the Commander's nominee; and
 - (b) the Chief Executive of the Maritime Authority of NSW, or the Chief Executive's nominee; and
 - (c) a nominee of the State Rescue Board of New South Wales.
- (2) A nominee must:
 - (a) if he or she is the nominee of the Commander of the NSW Police Force Marine Area Command, be a member of the NSW Police Force serving in the Marine Area Command;

- (b) if he or she is the nominee of the Chief Executive of the Maritime Authority of NSW, be a person employed in the Maritime Authority of NSW;
 - (c) if he or she is the nominee of the State Rescue Board of New South Wales, be a person employed in the State Rescue Board of NSW.
- (3) The persons identified in subclause (1) do not have a right to vote in any deliberations of the Board.

29. Vacancy amongst Directors

- (1) In the event of there being a vacancy amongst Directors elected under clause 23(1)(a), the Board shall fill the position by appointment until the next Annual General Meeting, at which an election will be held to fill the position for the remainder of the term, if any.
- (2) In the event of there being a vacancy amongst Directors elected under clause 23(1)(b), the appropriate Regional Committee shall nominate a Director until the next election for Regional Directors, at which time an election will be held to fill the position for the remainder of the term, if any.

30. Chief Executive Officer

- (1) The Board may appoint from time to time a Chief Executive Officer on such terms and conditions as are agreed to by the Board and the appointee. The Chief Executive Officer shall oversee the operations of the Company on a day-to-day basis. Subject to the obligations imposed on the Company Secretary by the Act, all other secretarial and administrative work of the Company shall be carried out by the Chief Executive Officer and any staff engaged by the Chief Executive Officer for that purpose.
- (2) The terms and conditions for the employment of the staff shall be determined by agreement between each staff member and the Chief Executive Officer, in consultation with the Board.
- (3) The appointment of a Chief Executive Officer shall be for a term not exceeding three years but the appointment may be renewed for further periods, each not exceeding three years, at the discretion of the Board.

31. Negotiable Instruments

All negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed as the case may be by such signatories as the Board from time to time determines.

Division 2 Regional Committees

32. Regional Committees

- (1) Regional Committees are established for the following regions:
 - (a) Northern Rivers,
 - (b) Mid North Coast,
 - (c) Hunter / Central coast,
 - (d) Sydney Metropolitan,
 - (e) Illawarra and
 - (f) Monaro.
- (2) Subject to subclause (3), the Regional areas shall be determined by the Board and must conform as closely as possible with the corresponding Districts of the NSW Police Force Marine Area Command.
- (3) The boundaries of Regional areas may be modified by the Board where this is considered necessary for operational reasons.
- (4) A Regional Committee is responsible for the following matters:
 - (a) the election, by Members attached to Units within the Region, of a Member, who must be a Member attached to a Unit within the Region, as a Regional Director on the Board of the Company; and
 - (b) any matter related to the activities of the Company in the relevant Region as directed by the Board.

33. Composition and proceedings of Regional Committees

- (1) Each Regional Committee is comprised of the Unit Commanders of each Unit within the Region or a Unit Commander's nominee.
- (2) Each Regional Committee will conduct its meetings and proceedings in a manner similar, so far as is possible, to that of the Board.

Division 3 Units

34. Units

- (1) Members are to be attached to Units.
 - (2) Each Unit is to belong to a Region.
 - (3) A Unit is responsible for the following matters:
 - (a) the provision of marine search and rescue services;
 - (b) the training of Members;
 - (c) the maintenance of vessels and other assets of the Unit;
 - (d) the recruitment of Members in accordance with policies and programs determined by the Board;
 - (e) the maintenance of the good image of the Company in the community; and
 - (f) other activities as directed or approved of by the Board.
 - (4) A Unit may raise funds locally for use by the Company within the area serviced by the Unit provided that:
 - (a) persons may at their discretion provide funds to the Company to be applied to its general use;
 - (b) any funds received by a Unit in the circumstances identified in paragraph (a) are to be remitted by the Unit to the Company as soon as practicable;
 - (c) a person providing funds for local use, whether by direct donation or as payment in a fundraising activity, is aware or is notified at the time of payment that the funds will be used by the Unit for local use;
 - (d) a fundraising activity may be conducted to raise funds solely for local use;
 - (e) separate corporate accounts in the name of the Company and the relevant Unit are maintained by the Unit Executive for local funds; and
 - (f) these separate accounts are available for inspection by a nominee of the Board or any auditor of the Company during business hours.
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35. Management and leadership of Units

- (1) Units shall have a Unit Executive consisting of a Unit Commander and a Deputy Unit Commander, elected by the Members of the Unit at each alternate annual meeting, and at least three other Members of the Unit appointed by the Unit Commander.
- (2) A Member is eligible to be elected Unit Commander or Deputy Unit Commander after two years membership of the Unit, and is eligible for re-election for a maximum of three successive two year terms.
- (3) A Unit Executive shall be responsible for the proper running of the Unit and must ensure that the Unit fulfils its responsibilities under this Constitution.
- (4) Each Unit Executive will conduct its meetings and proceedings in a manner similar, so far as is possible, to that of the Board.

36. Meetings and proceedings of Units

- (1) Units shall meet at least six times in each year.
- (2) Subject to subclause (8), all Unit meetings, other than a general meeting of Members of a Unit, will be conducted in a manner similar, so far as is possible, to that of the Board.
- (3) In July of each year, each Unit shall hold an annual general meeting.
- (4) At each alternate annual general meeting the positions on the Unit Executive must be declared vacant and an election held for a Unit Commander and a Deputy Unit Commander.
- (5) A Unit Executive may call a general meeting of Members in the Unit to consider any question relating to the Unit.
- (6) A Unit Executive must call a general meeting of the Members of the Unit if a written request signed by more than 20% of the Members of the Unit is given to the Unit Executive.
- (7) A general meeting called under subclause (5) must be convened within 21 days of receipt of the written request and may only consider a matter specified in the written request.
- (8) All general meetings held by a Unit will be conducted in a manner similar, so far as is possible, to that of a general meeting of the Company.

Division 4 Appointment of Representatives

37. Representatives

- (1) The Board may appoint a representative to any peak consultation, advisory or working group related to the objects of the Company.
- (2) Subject to subclause (4), a Regional Committee may appoint a representative to any regional consultation, advisory or working group related to the objects of the Company.
- (3) Subject to subclause (4), a Unit may appoint a representative to any local consultation, advisory or working group related to the object of the Company.
- (4) **The appointment of a person under subclauses (2) or (3) may be rescinded, and another representative appointed instead, by a resolution of the Board in its absolute discretion.**

Part 6 Meetings

Division 1 Board meetings

38. Board resolutions without meeting

- (1) The Board may pass a resolution without meeting together if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (2) Separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (3) The resolution is passed when the last Director signs.

39. Calling of Board meetings

- (1) A Board meeting may be called by:
 - (a) the Chair, or
 - (b) any three Directors who give written notice of the call to the Company Secretary.
- (2) A Board meeting called under this clause must be at a reasonable time and place.
- (3) The Company Secretary must give reasonable notice of the Board meeting to all persons entitled to attend.

40. Chairing of Board meetings

- (1) At the first meeting of the Board after an annual general meeting, the Directors must elect a person to chair meetings of the Board.

The person elected as Chair may be either and be at the discretion of the Board

- (a) an elected Director of the Company, or
- (b) an independent person who the Directors believe unanimously will improve the status of the Company in the marine and corporate community.

- (c) If the person elected to the Chair is not an elected Director the position will be non voting and for a period of 12 months.
- (2) Before the election of a Chair under subclause (1) any Director may chair the meeting with the consent of the other Directors to conduct the election.
- (3) The Director elected Chair will hold that position, while that person remains a Director and subject to this clause, until the meeting of the Board following the next annual general meeting.
- (4) The Directors must elect a Director present at a meeting of the Board to chair the meeting if:
 - (a) a Director has not already been elected to chair the meeting, or
 - (b) a previously elected Chair is not available or declines to act as Chair, for the meeting or part of the meeting.

41. Quorum at Board meetings

- (1) The quorum for a Board meeting is five Directors entitled under the Act to be present and vote on a matter.
- (2) A quorum must be present at all times during a Board meeting.

42. Passing of resolutions at Board meetings

- (1) A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution.
- (2) **The Chair has a casting vote if necessary in addition to any vote he or she has in the capacity of a Director.**

Division 2 General meetings

43. Calling of general meetings

- (1) Meetings of the Members of the Company must be called in accordance with the Act.
- (2) A meeting of Members called to satisfy the requirement to hold an annual general meeting shall be called the “annual general meeting”.

- (3) A meeting of Members called otherwise than to satisfy the requirement to hold an annual general meeting shall be called an “extraordinary general meeting”.
- (4) In this Constitution “general meeting” means an “annual general meeting” or an “extraordinary general meeting”.
- (5) Members may call a general meeting in accordance with section 249F of the Act.
*

*[**Note:** Section 249F of the Act deals with calling of general meetings by members:

249F Calling of general meetings by members

- (1) Members with at least 5% of the votes that may be cast at a general meeting of the company may call, and arrange to hold, a general meeting. The members calling the meeting must pay the expenses of calling and holding the meeting.
- (2) The meeting must be called in the same way—so far as is possible—in which general meetings of the company may be called.
- (3) The percentage of votes that members have is to be worked out as at the midnight before the meeting is called.]

44. Calling of extraordinary general meetings by Directors

An extraordinary general meeting of the Company may be called by the written direction of any four Directors.

45. Notice of general meetings

- (1) Written notice of a general meeting must be given individually to each Member entitled to vote at the meeting, to each Director and otherwise as required by the Act.
- (2) Notice of a general meeting may be given to a Member:
 - (a) personally; or
 - (b) by sending it by post to the address for the Member in the register of Members or the alternative address (if any) nominated by the Member; or
 - (c) by sending it to the fax number or electronic address (if any) nominated by the Member; or

- (d) by sending it to the Member by other electronic means (if any) nominated by the Member; or
 - (e) by notifying the Member in accordance with subclause (3); or
 - (f) by any other means, if any, permitted by this Constitution or the Act.
- (3) If the Member nominates:
- (a) an electronic means (the *nominated notification means*) by which the Member may be notified that notices of meeting are available; and
 - (b) an electronic means (the *nominated access means*) the Member may use to access notices of meeting;

the Company may give the Member notice of the general meeting by notifying the Member (using the nominated notification means):

- (c) that the notice of meeting is available; and
- (d) how the Member may use the nominated access means to access the notice of meeting.

This subclause does not limit subclause (2).

- (4) A notice of meeting sent by post is taken to be given 3 business days after it is posted. A notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.
- (5) A notice of meeting given to a Member under subclause (3) is taken to be given on the business day after the day on which the Member is notified that the notice of meeting is available.

46. **Quorum at general meetings**

- (1) The quorum for a general meeting is 50 Members entitled to be present at the meeting.
- (2) A quorum must be present at all times during a general meeting.
- (3) In determining whether a quorum is present:
 - (a) individuals attending as proxies shall be counted, but only as one Member, and
 - (b) individuals attending as both a Member and as a proxy for another Member or Members shall be counted once for that individual plus once for each proxy held.

- (4) A general meeting of the Company's Members called following a request from Members or by Members under the Act that does not have a quorum present within 30 minutes after the time for the meeting set out in the notice of meeting will be dissolved automatically.
- (5) Any other general meeting that does not have a quorum present within 30 minutes after the time for the meeting set out in the notice of meeting must be adjourned to the date, time and place the Directors specify (not being more than four weeks after the day of the adjourned meeting). If the Directors do not specify one or more of those things, the meeting is adjourned to:
 - (a) if the date is not specified—the same day in the next week; and
 - (b) if the time is not specified—the same time; and
 - (c) if the place is not specified—the same place.
- (6) If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

47. Chairing of general meetings of Members

- (1) The Chair of the Board is to chair general meetings.
- (2) If the Chair of the Board is not present at a general meeting within 30 minutes of the time appointed for holding the general meeting the Directors present must elect one of them to chair the meeting.
- (3) If the Chair of the Board is not present at a general meeting within 30 minutes of the time appointed for holding the meeting of Members and no other Directors are present to elect a chair, the Members present at the general meeting in person or by proxy and entitled to vote may appoint one of them to chair the meeting.
- (4) A temporary Chair may be elected for part of a meeting if the Chair is unable or declines to chair that part of a meeting.
- (5) The Chair must adjourn a general meeting if the Members present with a majority of votes at the meeting agree or direct that the Chair must do so.

48. Adjourned general meetings of Members

- (1) A general meeting resumed after an adjournment must not transact any business other than unfinished business of the original general meeting.

- (2) A resolution passed at a general meeting resumed after an adjournment is passed on the day it is actually passed and cannot be deemed to have passed at an earlier day.

49. Validity of proxy votes

- (1) A proxy who is not entitled to vote on a resolution as a Member may vote as a proxy for another Member who can vote if their appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.
- (2) Unless the Company has received written notice of the matter before the start or resumption of the general meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
 - (a) the appointing Member dies; or
 - (b) the appointing Member is mentally incapacitated; or
 - (c) the appointing Member revokes the proxy's appointment; or
 - (d) the appointing Member revokes the authority under which the proxy was appointed by a third party.
- (3) A proxy must be appointed in writing in the form attached to the notice of general meeting.

50. Votes

- (1) At a general meeting each Ordinary and Life Member is entitled to vote on any question put to the meeting.
- (2) Voting may be in person or by proxy.
- (3) In a vote by show of hands each Member present in person or by proxy has one vote only.
- (4) In a vote by poll each Member present in person or by proxy has one vote only.
- (5) In the case of an equal number of votes on either a show of hands or on a poll the Chair of the meeting has a casting vote additional to any vote had as a Member or as a proxy.

51. Objections to right to vote

- (1) An objection to a right to vote at a general meeting must be:

- (a) by challenge made at the meeting; and
 - (b) determined by the Chair.
- (2) The decision of the Chair determining an objection to a right to vote is final.

52. Voting at general meetings

- (1) A resolution put to the vote at a general meeting must be decided on a show of hands unless a poll is demanded.
- (2) A poll may be demanded by:
 - (a) at least 5 Members entitled to vote, either in person or by proxy, on the resolution, or
 - (b) the Chair.
- (3) The poll may be demanded:
 - (a) before a vote is taken; or
 - (b) before the voting results on a show of hands are declared; or
 - (c) immediately after the voting results on a show of hands are declared.

53. Taking of a poll

- (1) A poll demanded in accordance with clause 52 must be taken immediately if:
 - (a) on the election of the Chair, or
 - (b) on the question of an adjournment.
- (2) A poll demanded in accordance with clause 52 on any other question must be taken when and in the manner directed by the Chair.

Part 7 Rules, Policies and Procedures etc

54. Rules

The Board may make Rules in relation to the activities of the Company including, but not limited to, the following matters:

- (a) rank and precedence of Members;
- (b) grant of Honorary and Life membership of the Company and the status of Honorary and Life Members;
- (c) service obligations of Members;
- (d) recruitment of Members, including the possible development of a category of Members under 18 years of age;
- (e) conduct of Members;
- (f) discipline of Members, including appeals from disciplinary decisions,
- (g) policies related to the activities of the Company;
- (h) guidelines for relations with the media;
- (i) uniforms and insignia of Members;
- (j) livery and naming of vessels and vehicles operated by the Company;
- (k) display of logos or signage recognising donations to the Company;
- (l) style of correspondence, forms and other documents prepared by Members;
- (m) forms used by the Company;
- (n) presentation of premises used by the Company and in relation to signage at such premises;
- (o) conduct of votes by postal ballot; and
- (p) such other matters as the Board may determine from time to time for the proper functioning of any Regional Committee or Unit.

55. Inspection of books

- (1) The Board may authorise a Member to inspect the books of the Company.
- (2) The Company may at a general meeting authorise a Member to inspect the books of the Company.
- (3) Authority under subclause (1) or (2) may be given subject to compliance with conditions.
- (4) This clause does not limit any right to inspect the books of the Company under the Act.
- (5) In this clause “books” has the same meaning as in the Act.

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