

Constitution adopted at the Special General Meeting to be held on 20 March 2021

**CONSTITUTION
OF
VRA RESCUE NSW LIMITED
ACN 650 552 177**

Contents

- PART 1 - GENERAL5**
- 1. VRA Rescue NSW Limited7**
- 2. Purpose.....7**
- 3. Key functions7**
- 4. Charitable purposes and not for profit8**
- PART 2 - DEFINITIONS AND EFFECT OF THE CONSTITUTION9**
- 5. Definitions.....9**
- 6. Interpretation.....11**
- 7. Relationship to Legislation12**
- 8. Enforcement12**
- 9. Alteration of Constitution.....12**
- 10. Liability of Members12**
- 11. Effect of this Constitution12**
- 12. Access to the Constitution by Members13**
- 13. Surplus assets on winding up or revocation of endorsement as a deductible gift recipient.....13**
- 14. Financial year13**
- PART 3 - MEMBERSHIP14**
- Division 1 - General14**
- 15. Members14**
- 16. No transfers14**
- 17. Categories of membership.....14**
- 18. Responsibilities of Members15**
- 19. Qualification for membership16**
- 20. Membership of Squads.....17**
- 21. Annual membership renewal17**
- 22. Credit for prior related service for medals and awards17**
- 23. Termination of membership.....17**
- 24. Register of Members.....17**
- PART 4 - GOVERNANCE18**
- Division 1 - The Board of VRA Rescue NSW18**
- 25. Composition of the Board of Directors.....18**
- 26. Eligibility for election or appointment as a Regional Director18**
- 27. Election of Regional Directors.....18**
- 28. Appointment and removal of Non Member Directors18**
- 29. Board Chair.....19**
- 30. Resignation of a Director19**
- 31. Termination of office of Director19**

<u>32.</u>	<u>Filling of casual vacancy of a Regional Director</u>	19
<u>33.</u>	<u>Powers and responsibilities of the Board</u>	19
<u>34.</u>	<u>Delegation of powers</u>	20
<u>35.</u>	<u>Board Committees</u>	20
<u>36.</u>	<u>Directors' Code of Conduct</u>	20
<u>37.</u>	<u>Interests of Directors</u>	21
	<u>Division 2 - Officers</u>	22
<u>38.</u>	<u>Chief Executive Officer / Commissioner of VRA Rescue NSW</u>	22
<u>39.</u>	<u>Company Secretary</u>	22
<u>40.</u>	<u>Indemnity and insurance</u>	22
	<u>Division 3 - Regions</u>	23
<u>41.</u>	<u>Establishment of Regions</u>	23
<u>42.</u>	<u>Composition and proceedings of Regional Committees</u>	23
<u>43.</u>	<u>Responsibilities of Regional Committees</u>	24
	<u>Division 4 – Rescue Squads</u>	24
<u>44.</u>	<u>Formation and disbandment of Rescue Squads</u>	24
<u>45.</u>	<u>Responsibilities of Rescue Squads</u>	24
<u>46.</u>	<u>Management and leadership of Rescue Squads</u>	24
<u>47.</u>	<u>Election of Rescue Squad Captains, Senior Deputy Captains and Deputy Captains</u>	25
<u>48.</u>	<u>Removal of Members from Rescue Squad Executive positions</u>	25
<u>49.</u>	<u>Appointment of Rescue Squad Administrator</u>	25
	<u>Division 5 - Appointment of Representatives</u>	26
<u>50.</u>	<u>Representatives</u>	26
	<u>PART 5 - MEETINGS OF VRA RESCUE NSW</u>	27
	<u>Division 1 - Proceedings of Members</u>	27
<u>51.</u>	<u>Calling meetings of Members</u>	27
<u>52.</u>	<u>Notice of meetings of Members</u>	27
<u>53.</u>	<u>Business of meetings</u>	27
<u>54.</u>	<u>Quorum</u>	27
<u>55.</u>	<u>Chairperson of meetings of Members</u>	28
<u>56.</u>	<u>Conduct of meetings of Members</u>	28
<u>57.</u>	<u>Attendance at meeting of Members</u>	29
<u>58.</u>	<u>Proxies</u>	29
<u>59.</u>	<u>Voting at meeting of Members</u>	29
<u>60.</u>	<u>Adjournments</u>	30
<u>61.</u>	<u>Cancellations and postponements</u>	30
<u>62.</u>	<u>Meetings of a category of Members</u>	31
	<u>Division 2 - Proceedings of Directors</u>	31
<u>63.</u>	<u>Written resolutions of Directors</u>	31

<u>64.</u>	<u>Board Meetings</u>	31
<u>65.</u>	<u>Board Resolutions</u>	32
<u>66.</u>	<u>Valid proceedings</u>	33
<u>Division 3 - Notices</u>		33
<u>67.</u>	<u>Notices to Members</u>	33
<u>68.</u>	<u>Notice to Directors</u>	33
<u>PART 6 - RULES, POLICIES AND SERVICE STANDARDS</u>		34
<u>69.</u>	<u>Rules</u>	34
<u>70.</u>	<u>Service Standards</u>	34
<u>71.</u>	<u>Inspection of books</u>	34
<u>72.</u>	<u>Gift Fund Rules</u>	34
<u>PART 7 - TRANSITIONAL PROVISIONS</u>		36
<u>73.</u>	<u>Transitional Provisions</u>	36

PART 1 - GENERAL

1. VRA Rescue NSW Limited

As at Commencement:

- (1) VRA Rescue NSW Limited ACN: 650 552 177 (**VRA Rescue NSW**) is a company limited by guarantee under the *Corporations Act, 2001* (Cwth).
 - (2) The purpose and functions of VRA Rescue NSW are sanctioned by the New South Wales Government.
 - (3) VRA Rescue NSW conducts its business as “VRA Rescue NSW”.
 - (4) VRA Rescue is also a charity under the Charitable Fundraising Act.
-

2. Purpose

The purpose of VRA Rescue NSW is to:

- (1) provide a volunteer rescue service to protect, preserve and save human life, animals and property operating in accordance with the relevant legislation in New South Wales and other parts of Australia;
 - (2) cooperate with and support the operations of other emergency service agencies and organisations in New South Wales and other parts of Australia in dealing with any incident or emergency;
 - (3) establish, equip, maintain and operate Rescue, Specialist and Support Squads;
 - (4) recruit, equip and train rescue operators and Specialist and Support Squad members;
 - (5) work with:
 - (a) state, territory, federal and local governments; and
 - (b) other emergency service agencies and organisationsto build capacity in rescue and the support of other emergency service organisations;
 - (6) promote the activities of volunteer Rescue, Specialist and Support Squads in the communities in which they operate; and
 - (7) raise funds to support the activities of volunteer Rescue, Specialist and Support Squads.
-

3. Key functions

Without limiting the generality of clause 2, in pursuing its purpose VRA Rescue NSW may carry out any of the key functions set out in paragraphs 3(1) to 3(10):

- (1) provide a volunteer rescue service to protect, preserve and save human life, animals and property operating in accordance with the relevant legislation in New South Wales and other parts of Australia;

- (2) operate in concert with other government and non-government rescue services and emergency management agencies in New South Wales and other parts of Australia;
- (3) operate within the New South Wales emergency management framework as provided for in the SERM Act and any requirements imposed on VRA Rescue NSW by the State Rescue Board in accordance with the SERM Act;
- (4) provide such training as is necessary to members of Rescue, Specialist and Support Squads to carry out their duties;
- (5) support the welfare, well-being and safety of VRA Rescue NSW volunteers in undertaking their activities;
- (6) purchase and lease assets for use by VRA Rescue NSW for the purposes of meeting its purpose;
- (7) enter into agreements with Continuing Squads to provide for the use of vehicles, vessels, plant, equipment and premises owned, occupied or held by them by Rescue, Specialist and Support Squads.
- (8) provide equipment and other resources for use by VRA Rescue NSW volunteers and Members for the purposes of meeting VRA Rescue NSW's purpose;
- (9) engage in such fundraising as is approved under the rules to this Constitution; and
- (10) do anything else permitted by the law to pursue and implement the VRA Rescue NSW's purpose.

4. Charitable purposes and not for profit

As at Commencement:

- (1) VRA Rescue NSW holds a charitable fundraising authority 11724 under section 16 of the Charitable Fundraising Act and is subject to compliance with the ACNC Act.
- (2) As a not-for-profit that is a registered charity under the ACNC Act and under the Charitable Fundraising Act VRA Rescue NSW:
 - (a) may not make distributions to Members; and
 - (b) must apply the assets and income of VRA Rescue NSW solely in furtherance of its purpose as set out in clause 2 and no portion shall be distributed directly or indirectly to any Member.
- (3) VRA Rescue NSW is a registered public benevolent institution that is endorsed to access income tax exemption, the fringe benefits tax exemption and the goods and services tax concession and is endorsed as a deductible gift recipient under Subdivision 30-BA of the *Income Tax Assessment Act, 1997* (Cwth) and as such, must comply with all relevant laws and regulations.
- (4) Nothing in this clause prevents VRA Rescue NSW making a payment in good faith of:
 - (a) reasonable and proper remuneration to any Member for any services actually rendered or goods supplied to VRA Rescue NSW in the ordinary and usual course of business of VRA Rescue NSW;

- (b) reasonable and proper rent or fees to a Member for premises leased or licensed by any Member to VRA Rescue NSW;
- (c) money to any Member, being a solicitor, accountant or other person engaged in any profession, for all usual professional or other charges for work done by that person or that person's firm or employer, where the provision of the service has the prior approval of the Board and the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable payment for the service;
- (d) interest to a Member at a rate not exceeding a rate approved by the Board on money borrowed by VRA Rescue NSW from the Member; or
- (e) an amount pursuant to clause 13;
- (f) for the reimbursement of out-of-pocket expenses reasonably and properly incurred by any Member on VRA Rescue NSW's behalf in accordance with policies and delegations approved by the Board.

PART 2 - DEFINITIONS AND EFFECT OF THE CONSTITUTION

5. Definitions

In this Constitution:

ACNC Act means the *Australian Charities and Not-For-Profits Commission Act, 2012* (Cwth).

Act means the *Corporations Act, 2001* (Cwth).

Active Membership means the completion of rostered duties, emergency callouts, training, fundraising, administrative or management requirements or any other assigned activities, to the satisfaction of the Squad Captain over a continuous period of at least six months, and otherwise in accordance with the Rules.

Annual General Meeting means the general meeting of VRA Rescue NSW called and held to meet the requirements of the Act to hold an annual general meeting.

Approved Leave means a period of leave approved in accordance with the Constitution and Rules.

Associate Member has the meaning given in clause 19(4).

Attending Member means, in relation to a meeting of Members, the Member present at the place of the meeting, in person or by proxy, by attorney or, where the Member is a body corporate, by Corporate Representative.

Board means the board of Directors of VRA Rescue NSW from time to time.

Books has the meaning given in clause 71(5).

Business Day means a day except a Saturday, Sunday or public holiday in the state or territory in which VRA Rescue NSW is taken to be registered for the purposes of the Act.

Charitable Fundraising Act means the *NSW Charitable Fundraising Act, 1991* (NSW).

Chief Executive Officer means the person appointed as Chief Executive Officer of VRA Rescue NSW (also known as the Commissioner of VRA Rescue NSW) from time to time.

Commencement has the meaning given in clause 11(1).

Commissioner of VRA Rescue NSW means the person appointed as the Commissioner of VRA Rescue NSW (also known as the Chief Executive Officer) from time to time.

Company Secretary means a person appointed as, or to perform the duties of, secretary of VRA Rescue NSW for the time being.

Continuing Squad has the meaning given in clause 19(8).

Corporate Representative means a person authorised in accordance with the Act (or a corresponding previous law) by a Member which is a body corporate to act as its representative at a meeting of Members.

Director means a person occupying the office of a director of VRA Rescue NSW, including as a Non Member Director or a Regional Director.

Directors' Code of Conduct means the code of conduct for Directors adopted from time to time under clause 36.

Employee means a person employed by VRA Rescue NSW.

Extraordinary General Meeting is a meeting of Members called otherwise than to satisfy the requirement to hold an Annual General Meeting.

General Meeting means an Annual General Meeting or an Extraordinary General Meeting.

Income Tax Assessment Act means the *Commonwealth Income Tax Assessment Act, 1997 (Cwth)*.

Legal Costs of a person means legal costs calculated on a solicitor-and-client basis incurred by that person in defending or resisting any proceedings (whether criminal, civil, administrative or judicial), appearing before or responding to actions taken by any court, tribunal, government authority or agency, other body or commission, a liquidator, an administrator, a trustee in bankruptcy or other authorised official, where that proceeding, appearance or response relates to a Liability of that person.

Liability of a person means any liability including negligence (except a liability for legal costs) incurred by that person in or arising out of the discharge of duties as an officer of VRA Rescue NSW or in or arising out of the conduct of the business of VRA Rescue NSW, including as result of appointment or nomination by VRA Rescue NSW or a subsidiary as a trustee or as a director, officer or employee of another body corporate.

Life Member has the meaning given in clause 19(7).

Members' Code of Conduct means the code of conduct for Members of VRA Rescue NSW approved by the Board from time to time.

Member means a member of VRA Rescue NSW.

Non Member Director means a person appointed as a Director in accordance with clause 28.

Notice means a notice given pursuant to, or for the purposes of, this Constitution or the Act.

Operational Officer means a Rescue Squad Captain, Senior Deputy Captain, Deputy Captain, Regional Co-ordinator or other officer designated by the Board.

ordinary resolution means a resolution of which notice has been given to members in accordance with this Constitution and that needs to be or has been passed by at least 50% of the votes cast by members entitled to vote on the resolution.

Probationary Member has the meaning given in clause 19(2).

Region is an area within the State of New South Wales with boundaries determined by the Board to which Rescue, Specialist or Support Squads are assigned by the Board.

Regional Committee is a committee established in accordance with clause 42(1).

Regional Co-ordinator has the meaning given in clause 42.

Regional Director means a person who is a member of a Rescue Squad, Specialist Squad or Support Squad elected as a Director of VRA Rescue NSW in accordance with clause 27 or appointed by the Board to fill a casual vacancy of Regional Director in accordance with clause 32.

Relevant Officer means a person who is, or has been, a Director or Company Secretary.

Rescue Squad means a unit established by the Board comprising a group of Rescue Squad Members who carry out rescue operations and which is accredited as a rescue unit pursuant to the provisions of the SERM Act.

Rescue Squad Executive has the meaning given in clause 46(1).

Rescue Squad Member has the meaning given in clause 19(3).

Rules means rules approved by the Board to ensure compliance of Directors, Officers and Members of VRA Rescue NSW with the Act, other relevant legislation and this Constitution in meeting the purpose of VRA Rescue NSW.

SERM Act means the *State Emergency and Rescue Management Act 1989* (NSW).

special resolution means a resolution of which notice has been given to members in accordance with this Constitution and that needs to be or has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Specialist Squad has the meaning given in clause 19(5).

Squad means a Rescue, Specialist or Support Squad.

Squad Administrator means the person appointed by the Commissioner in accordance with clause 49.

Squad Captain or **Captain** means a person appointed to that title in accordance with clause 47.

Squad Senior Deputy Captain or **Deputy Captain** means a person appointed to that title in accordance with clause 47.

Squad Annual General Meeting is the annual general meeting of a Squad which is to be held in June of each year.

Service Standards means the written policy statements and standard operating procedures issued by the Commissioner in respect of the operation and management of VRA Rescue NSW which have been adopted pursuant to the Rules.

Support Squad has the meaning given in clause 19(6).

VRA Inc means New South Wales Volunteer Rescue Association Incorporated (ABN 68 767 393 968), being the body which from Commencement became VRA Rescue NSW.

6. Interpretation

- (1) Headings and notes are included to assist readers only and do not form part of this Constitution.
- (2) A reference to any agreement or document is to that agreement or document as amended or replaced from time to time.
- (3) A reference to a clause, subclause or part is a reference to a clause, subclause or part of this Constitution.
- (4) A word which indicates the singular indicates the plural, a word which indicates the plural indicates the singular, and a reference to any gender indicates the other gender.

- (5) A reference to “dollars” or “\$” means Australian dollars.
 - (6) References to the word “include” or “including” are to be interpreted without limitation.
 - (7) If a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning.
 - (8) A reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form.
 - (9) A notice or document required by this Constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law.
 - (10) A reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements.
 - (11) Unless the context indicates a contrary intention, in this Constitution:
 - (a) a reference to the Act is to the Act in force in relation to VRA Rescue NSW after taking into account any waiver, modification or exemption which is in force either generally or in relation to VRA Rescue NSW; and
 - (b) a word or phrase given a meaning in the Act has the same meaning in this Constitution where it relates to the same matters as the matters for which it is defined in the Act, unless that word or phrase is otherwise defined in this Constitution.
-

7. Relationship to Legislation

- (1) This Constitution is subject to the provisions of the Act and the ACNC Act.
 - (2) The replaceable rules in the Act do not apply to VRA Rescue NSW.
-

8. Enforcement

- (1) Each Member submits to the non-exclusive jurisdiction of the courts of New South Wales, the Federal Court of Australia and the courts competent to determine appeals from those courts with respect to any proceedings that may be brought at any time relating to this Constitution.
 - (2) If at any time any provision of this Constitution is or becomes illegal, invalid or unenforceable in any respect pursuant to the law of any jurisdiction, then that does not affect or impair:
 - (a) the legality, validity or enforceability in that jurisdiction of any other provision of this Constitution; or
 - (b) the legality, validity or enforceability pursuant to the law of any other jurisdiction of that or any other provision of this Constitution.
-

9. Alteration of Constitution

- (1) Subject to the Act, the Constitution of VRA Rescue NSW, or a provision of the Constitution, may only be modified or repealed and replaced by a special resolution of VRA Rescue NSW at a General Meeting.

- (2) The notice of any General Meeting called under sub clause (1) must set out the proposed modification to the Constitution or proposed replacement Constitution.

10. Liability of Members

- (1) Each Member of VRA Rescue NSW agrees to guarantee the liability of VRA Rescue NSW to the limit of \$2.00.
- (2) The guarantee given by a Member may only be called upon should VRA Rescue NSW be wound up while the Member is a Member or within 12 months of the Member ceasing to be a Member.

11. Effect of this Constitution

- (1) This Constitution is effective on and from the date of registration of VRA Rescue NSW as a company limited by guarantee pursuant to the Act (**Commencement**).
- (2) The Constitution of VRA Rescue NSW has the effect of a contract under and subject to the Act:
- (a) between VRA Rescue NSW and each Member;
 - (b) between VRA Rescue NSW and each Director and the Company Secretary; and
 - (c) between Members;

under which each agrees to observe and perform the requirements of this Constitution.

12. Access to the Constitution by Members

- (1) Members will have access to a copy of this Constitution and Rules on VRA Rescue NSW's website.
- (2) A copy of the Constitution can be obtained from the registered office of VRA Rescue NSW within seven days if requested in writing.

13. Surplus assets on winding up or revocation of endorsement as a deductible gift recipient

- (1) On the winding up or revocation of endorsement of VRA Rescue NSW as a deductible gift recipient under Subdivision 30-BA of the Income Tax Assessment Act, any surplus of the following assets, namely:
- (a) gifts of money or property for the principal purpose of VRA Rescue NSW;
 - (b) contributions described in item 7 or 8 of the table in section 30-15 of the Income Tax Assessment Act in relation to a fundraising event held for the principal purpose; or
 - (c) money received by VRA Rescue NSW because of such gifts or contributions,

will, as required by section 30-125 of the Income Tax Assessment Act, be given or transferred to a fund, authority or institution gifts to which are deductible under Division 30 of the Income Tax Assessment Act and which, by its constitution, is:

- (d) charitable at law and which is required to pursue charitable purposes only (being charitable purposes similar, as far as possible, to those of VRA Rescue NSW);
- (e) required to apply its income in promoting its charitable purposes; and
- (f) prohibited from making any distribution to its members and paying fees to its directors, to at least the same extent of such prohibitions under this Constitution,

such fund, authority or institution to be determined by the Members, and in default, by application to the Supreme Court of New South Wales for determination.

14. Financial year

The financial year of VRA Rescue NSW commences on July 1 and ends on June 30 the following year.

PART 3 - MEMBERSHIP

Division 1 - General

15. Members

- (1) The members of VRA Rescue NSW are:
 - (a) the persons and incorporated associations named as members in the member register of VRA Inc at Commencement, that have agreed in writing to pay the guarantee amount set out in clause 10(1) and are admitted to membership by the Board: and
 - (b) any other persons or entities the Board admits to membership under this Constitution on application.
- (2) The Board may set out the process for making applications in the Rules.
- (3) The number of members of VRA Rescue NSW is unlimited.
- (4) The Board determines in their absolute discretion whether an applicant may become a Member. The Board is not required to give any reason for the rejection of any application to become a Member.
- (5) If an application to become a Member is accepted by the Board, VRA Rescue NSW must give written notice of the acceptance to the applicant and enter the applicant's name in the member register.
- (6) If an application to become a Member is rejected by the Board, VRA Rescue NSW must give written notice of the rejection to the applicant and refund in full any membership fee paid by the applicant.
- (7) Failure by the VRA Rescue NSW to comply with any notice requirement in this clause 15 does not invalidate the decision regarding an application.

16. No transfers

The rights of being a Member are not transferable whether by operation of law or otherwise.

17. Categories of membership

- (1) VRA Rescue NSW has the following categories of membership:
 - (a) Probationary Member;
 - (b) Rescue Squad Member;
 - (c) Associate Member;
 - (d) Specialist Squad;
 - (e) Support Squad;
 - (f) Life Member;
 - (g) Continuing Squad; and

- (h) any other category of member approved by the Board.
- (2) Only Rescue Squad Members, Life Members who are active members of a Rescue Squad, Specialist Squads and Support Squads are entitled to vote at General Meetings. Probationary Members, Associate Members, Life Members who are not an active member of a Rescue Squad and Continuing Squads are not entitled to vote at General Meetings.
- (3) Without otherwise limiting the powers of the Board under this Constitution, subject to the Act and the rights of a particular category of Members, VRA Rescue NSW may vary or cancel rights of Members in that category:
 - (a) by a special resolution passed at a meeting of the Members included in that category; or
 - (b) with the written consent of Members who are entitled to at least 75% of the votes that may be cast by members included that category.

18. Responsibilities of Members

- (1) All Members must:
 - (a) comply with the Constitution, Rules, Service Standards and any other instructions issued by VRA Rescue NSW;
 - (b) comply with the directions and instructions of Operational Officers of VRA Rescue NSW; and
 - (c) comply with the VRA Rescue NSW Members' Code of Conduct.
- (2) Probationary and Rescue Squad Members must also:
 - (a) undertake required training to become and remain competent in their assigned duties; and,
 - (b) maintain Active Membership, except when undertaking a period of Approved Leave.
- (3) All Specialist, Support and Continuing Squads must:
 - (a) use all reasonable endeavours to ensure their members:
 - (1) comply with the directions and instructions of Regional Coordinators and other officers designated by the Board;
 - (2) comply with the VRA Rescue NSW Members' Code of Conduct, Service Standards and any other instructions issued by VRA Rescue NSW; and
 - (3) supply all information required of them by VRA Rescue NSW in the manner and format specified by the Board;
 - (b) supply all information required of them by VRA Rescue NSW in the manner and format specified by the Board.

19. Qualification for membership

- (1) Without limiting clause 15(1)(b), a person or incorporated association is not eligible to become a Member unless they meet the qualification for membership in one of clauses 19(2) to 19(8) below, and any requirements specified in the Rules.
- (2) A Probationary Member is a person who:
 - (a) satisfies the criteria for probationary membership determined by the Board from time to time;
 - (b) has agreed in writing to be bound by the Constitution and Rules of VRA Rescue;
 - (c) is a fit and proper person to be a member of VRA Rescue NSW; and
 - (d) has been admitted by the Board as a Probationary Member.
- (3) A Rescue Squad Member is a person who:
 - (a) is a member of a Rescue Squad;
 - (b) has been a Probationary Member for at least six months;
 - (c) satisfies the criteria for Rescue Squad membership determined by the Board from time to time; and
 - (d) has been admitted as a Rescue Squad Member by the Board.
- (4) An Associate Member is a person who
 - (a) is a non-operational member of a Rescue Squad;
 - (b) has been a Probationary Member for at least six months;
 - (c) satisfies the criteria for Associate membership determined by the Board from time to time; and
 - (d) has been admitted as an Associate Member by the Board.
- (5) A Specialist Squad is an incorporated association that provides specialist rescue services which is accredited as a specialist rescue unit pursuant to the provisions of the SERM Act, that:
 - (a) was an incorporated association operating as a specialist squad and which was a member of VRA Inc as at Commencement; or
 - (b) is an incorporated entity that has subsequently been admitted as a Specialist Squad by the Board.
- (6) A Support Squad is an incorporated association that supports the operations of Rescue Squads, Specialist Squads or other emergency services organisation or agencies, that:
 - (a) was an incorporated association operating as a support squad and which was a member of VRA Inc as at Commencement; or

- (b) is an incorporated entity that has subsequently been admitted as a Support Squad by the Board.
- (7) A Life Member is a person who:
 - (a) has given meritorious service to the volunteer rescue movement: and
 - (b) has been admitted as a Life Member by the Board.
- (8) A Continuing Squad is an incorporated association that was accredited as a rescue squad by the State Rescue Board and was a member of VRA Inc as at Commencement.

20. Membership of Squads

- (1) All Rescue Squad Members must be a member of a Rescue Squad.
- (2) Rescue Squad Members may transfer between Rescue Squads with the approval of the respective Rescue Squad Executives.

21. Annual membership renewal

- (1) The Board may specify the process for the annual renewal of membership by a Member in the Rules.
- (2) Renewal of membership will be conditional upon maintaining Active Membership in accordance with the Rules as determined by the Rescue Squad Executive.

22. Credit for prior related service for medals and awards

- (1) On becoming a Member of VRA Rescue NSW, a Member is entitled to recognition for length and continuity of service for any service with any other corporation, association or other organisation having a similar purpose and functions to those of VRA Rescue NSW for the purposes of medals or awards.

23. Termination of membership

Membership of VRA Rescue NSW terminates if the Member:

- (1) in the case of an individual, dies;
- (2) resigns their membership in accordance with procedures in the Rules;
- (3) in the case of a Probationary or Rescue Squad member, is terminated in accordance with this Constitution and the Rules as a consequence of:
 - (a) not being approved to transition from a Probationary Member to a Rescue Squad Member;
 - (b) not renewing their membership in accordance with the Constitution and Rules approved by the Board; or
 - (c) not maintaining Active Membership and is not on Approved Leave and does not show cause why his/her membership should not be terminated;
- (4) in the case of a Continuing, Specialist or Support Squad the entity is wound up or dissolved; or

- (5) is, in accordance with procedures in the Rules, expelled as a Member of VRA Rescue NSW by the Board.
-

24. Register of Members

VRA Rescue NSW will maintain a register of Members in accordance with the Act.

PART 4 - GOVERNANCE

Division 1 - The Board of VRA Rescue NSW

25. Composition of the Board of Directors

- (1) The minimum number of Directors is three and the maximum number of Directors is nine.
 - (2) Subject to this Constitution;
 - (a) no more than six Directors will be Regional Directors elected in accordance with clause 27; and
 - (b) no more than three Directors will be Non Member Directors appointed in accordance with clause 28.
 - (3) The manner of election of Directors will be accordance with the Act, this Constitution and Rules approved by the Board.
 - (4) A Director may appoint an alternate by notice in writing to VRA Rescue NSW, subject to Rules approved by the Board.
-

26. Eligibility for election or appointment as a Regional Director

- (1) A person elected as a Regional Director must have been an active Rescue Squad Member or member of a Specialist or Support Squad for at least two years at date of the election and meet any criteria in the Rules to be eligible to be elected a Director, unless otherwise determined by the Board.
 - (2) A Regional Director will, upon election, cease to hold any other position in VRA Rescue NSW other than as a member of a Rescue Squad Executive.
-

27. Election of Regional Directors

- (1) The members of the Rescue Squads, the Specialist Squads and the Support Squads in a Region are entitled to elect a Regional Director in accordance with the clause 59, and any Rules.
 - (2) A Regional Director elected pursuant to clause 27(1) must retire from office in the third calendar year following the year of that Regional Director's last election:
 - (a) upon the election of a different person to replace that Regional Director pursuant to clause 27(1); or
 - (b) if no such election is held, 31 December in that year,provided that the maximum period a Regional Director can hold office as a Director is nine years in total (whether or not consecutively served).
-

28. Appointment and removal of Non Member Directors

- (1) The Commissioner of Resilience NSW may appoint (and replace) one Non Member Director by notice to VRA Rescue NSW.
- (2) The Commissioner of the NSW Rural Fire Service may appoint (and replace) one Non Member Director by notice to VRA Rescue NSW.

- (3) The Board must, on and subject to the recommendation of the Nomination and Remuneration Committee, appoint one person as a Non Member Director who has skills and experience in corporate governance and volunteer or not for profit organisations.
- (4) A person appointed as a Non Member Director pursuant to clause 28(3) must retire from that position:
 - (a) no later than the third anniversary of their appointment, after which they may be reappointed pursuant to clause 28(3); and
 - (b) after they have served in that position for nine years in total (whether or not consecutively served), after which they are not eligible for reappointment
- (5) A Non Member Director has the same rights, powers and duties as the other Directors unless otherwise required by the law or this Constitution.

29. Board Chair

- (1) The person appointed as a Non Member Director in accordance with clause 28(3) will be the Chair of the Board and will chair all meetings of the Board and General Meetings of VRA Rescue NSW.
- (2) If the person appointed pursuant to clause 29(1) is unwilling or unable to chair a meeting, or no such person is appointed, the Directors must elect another Director to chair the meeting.

30. Resignation of a Director

A Director may resign as a Director of VRA Rescue NSW by giving a written notice of resignation to VRA Rescue NSW at its registered office.

31. Termination of office of Director

A person ceases to be a Director if the person:

- (1) dies or becomes of unsound mind;
- (2) is removed from office under the Act;
- (3) becomes disqualified from acting as a director or managing a corporation under the Act;
- (4) fails to attend Board meetings (either personally or by an alternate director) for a continuous period of six months without the consent of the Board; or
- (5) resigns by notice in writing to VRA Rescue NSW.

32. Filling of casual vacancy of a Regional Director

- (1) If the office of a Regional Director elected under clause 27 becomes vacant, the Board may, on the recommendation of the relevant Regional Committee, appoint a person to fill the vacancy until the next election for Regional Directors to fill the position, which election must be held within the next 12 months.

- (2) Any person appointed under sub-clause (1) must (at the time of appointment) be eligible for election or appointment as a Director under clause 26.

33. Powers and responsibilities of the Board

- (1) Subject to clauses 4(2) and 4(4), the Board has the power to manage VRA Rescue NSW and Directors may exercise all the powers of VRA Rescue NSW except those powers that the Act or this Constitution requires to be exercised by VRA Rescue NSW in a General Meeting.
- (2) The Board may only exercise its powers to carry out the purposes of VRA Rescue NSW set out in clause 2.
- (3) The Board is responsible for the corporate governance of VRA Rescue NSW including but not limited to:
- (a) the appointment of the Commissioner of VRA Rescue NSW;
 - (b) setting the strategic directions and priorities of VRA Rescue NSW;
 - (c) overseeing the development and implementation of VRA Rescue NSW's risk management framework;
 - (d) ensuring compliance by VRA Rescue NSW with all applicable legislation and corporate governance requirements;
 - (e) ensuring compliance by VRA Rescue NSW with any financial, management and reporting requirements under funding agreements;
 - (f) monitoring the performance of VRA Rescue NSW in achieving its strategic priorities; and
 - (g) the final arbitration of any disciplinary appeal, if required, from which there is no appeal.

34. Delegation of powers

- (1) Without limiting clause 33(1), the Board may, by resolution or by power of attorney, delegate any of their powers to the Commissioner of VRA Rescue NSW.
- (2) Any delegation by the Board of their powers may include the power to delegate.
- (3) Any power exercised by a delegate is as effective as if it had been exercised by the Board.

35. Board Committees

- (1) The Board must establish an Audit and Risk Committee comprising:
- (a) two Non Member Directors, one of whom must chair the committee; and
 - (b) one Regional Director.
- (2) The Board must establish a Nomination and Remuneration Committee comprising:
- (a) a member of a Rescue, Specialist or Support Squad who is not a member of the Board;

- (b) a person nominated by the Commissioner of Resilience NSW;
 - (c) a person nominated by the Commissioner of the NSW Rural Fire Service; and
 - (d) the Board Chair appointed in accordance with clause 29
- (3) If a member of a committee is also a candidate for appointment to the position of Director on the recommendation of that committee, that person must not be present in any meeting of the committee in which the recommendation is being considered.
- (4) The Board may establish other committees from time to time.

36. Directors' Code of Conduct

- (1) The Directors must:
- (a) adopt a code of conduct for Directors. That code of conduct, which is known as "the VRA Rescue NSW Directors' Code of Conduct" applies specifically to Directors of the VRA Rescue NSW and is separate and distinct from the Members' Code of Conduct referred to in clause 18(1); and
 - (b) periodically review the VRA Rescue NSW Directors' Code of Conduct in light of the general principles of good corporate governance.
- (2) The Directors must perform their duties in accordance with the Act, this Constitution and the VRA Rescue NSW Directors' Code of Conduct.

37. Interests of Directors

- (1) A Director is not disqualified by reason only of being a Director (or the fiduciary obligations arising from that office) from:
- (a) holding an office (except auditor) or place of profit or employment in VRA Rescue NSW or a related body corporate of VRA Rescue NSW;
 - (b) holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by VRA Rescue NSW or in which it has an interest;
 - (c) being a member, creditor or otherwise be interested in any body corporate (including VRA Rescue NSW), partnership or entity, except auditor of VRA Rescue NSW;
 - (d) entering into any agreement or arrangement with VRA Rescue NSW; or
 - (e) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for VRA Rescue NSW, except as auditor of VRA Rescue NSW.
- (2) Each Director must comply with the Act in relation to the disclosure of the Director's interests.
- (3) A Director who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting nor vote on the matter, except where permitted by the Act.

- (4) If a Director has an interest in a matter, then subject to clauses 33, 37(3) and 37(5) and this Constitution:
 - (a) that Director may be counted in a quorum at the Board meeting that considers matters that relate to the interest provided that Director is entitled to vote on at least one of the resolutions to be proposed at that Board meeting;
 - (b) that Director may participate in and vote on matters that relate to the interest;
 - (c) VRA Rescue NSW may proceed with any transaction that relates to the interest and the Director may participate in the execution of any relevant document by or on behalf of VRA Rescue NSW;
 - (d) the Director may retain the benefits pursuant to any transaction that relates to the interest even though the Director has the interest; and
 - (e) VRA Rescue NSW cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (5) If an interest of a Director is required to be disclosed pursuant to clause 37(2), 37(4)(e) applies only if the interest is disclosed before the transaction is entered into.

Division 2 - Officers

38. Chief Executive Officer / Commissioner of VRA Rescue NSW

- (1) The Board will appoint a Chief Executive Officer of VRA Rescue NSW (also known as the Commissioner of VRA Rescue NSW) on such terms and conditions as are agreed to by the Board and the appointee.
- (2) The appointment of the Commissioner of VRA Rescue NSW shall be for a term not exceeding five years, but the appointment may be renewed for further periods, each not exceeding five years, at the discretion of the Board.
- (3) The Commissioner of VRA Rescue NSW will represent VRA Rescue NSW at all appropriate emergency forums and meetings.
- (4) The Commissioner of VRA Rescue NSW will lead and manage VRA Rescue NSW on a day-to-day basis including exercising leadership and management of both VRA Rescue NSW's operational and corporate functions.
- (5) The Commissioner of VRA Rescue NSW will promote the public relations of VRA Rescue NSW generally and maintain liaison with appropriate government bodies.
- (6) The Commissioner of VRA Rescue NSW has the right of attendance at any meeting of VRA Rescue NSW or its Members and at times convenient to the Chair of the meeting, the right to speak at such meeting.
- (7) Subject to the obligations imposed on the Company Secretary by the Act, all other secretarial and administrative work of VRA Rescue NSW shall be carried out by the Commissioner of VRA Rescue NSW and any staff engaged by the Commissioner of VRA Rescue NSW for that purpose.
- (8) The Commissioner of VRA Rescue NSW is responsible for the employment of all staff necessary to meet the purpose and functions of VRA Rescue NSW and to

support the Members of VRA Rescue NSW within the policy framework determined by the Board.

- (9) The Commissioner of VRA Rescue NSW will prepare reports as required by the Board on the operations of VRA Rescue NSW including compliance with legislative, corporate governance and funding agreement requirements, implementation of the risk management framework and the performance of VRA Rescue NSW in meeting the financial and operational targets determined by the Board.

39. Company Secretary

- (1) The Board must appoint a Company Secretary, and may appoint more than one Company Secretary, in accordance with the Act.
- (2) The Company Secretary holds office on such terms and conditions as determined by the Board. Subject to any agreement between VRA Rescue NSW and the Company Secretary, the Board may vary or terminate the appointment of a Company Secretary at any time, with or without cause.

40. Indemnity and insurance

- (1) To the extent permitted by law, VRA Rescue NSW may indemnify each Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (2) The indemnity pursuant to clause 40(1):
 - (a) is enforceable without the Relevant Officer having first to incur any expense or make any payment;
 - (b) is a continuing obligation and is enforceable by the Relevant Officer even though the Relevant Officer may have ceased to be an officer of VRA Rescue NSW; and
 - (c) applies to Liabilities and Legal Costs incurred both before and after this clause became effective.
- (3) To the extent permitted by law, VRA Rescue NSW may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in respect of Legal Costs of that person.
- (4) To the extent permitted by law, VRA Rescue NSW may:
 - (a) enter into, or agree to enter into; or
 - (b) pay, or agree to pay, a premium for,a contract insuring a Relevant Officer against a Liability of that person and the Legal Costs of that person.
- (5) To the extent permitted by law, VRA Rescue NSW may enter into an agreement or deed with a Relevant Officer or a person who is, or has been, an officer of VRA Rescue NSW or a subsidiary of VRA Rescue NSW, pursuant to which VRA Rescue NSW must do all or any of the following:
 - (a) keep books of VRA Rescue NSW and allow either or both that person and that person's advisers access to those books on the terms agreed;

- (b) indemnify that person against any Liability and Legal Costs of that person;
- (c) make a payment (whether by way of advance, loan or otherwise) to that person in respect of Legal Costs of that person; and
- (d) keep that person insured in respect of any act or omission by that person while a Relevant Officer or an officer of VRA Rescue NSW or a subsidiary of VRA Rescue NSW, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).

Division 3 - Regions

41. Establishment of Regions

- (1) The Board will determine:
 - (a) the number and boundaries of the Regions; and
 - (b) the Rescue, Specialist and Support Squads assigned to each Region.

42. Composition and proceedings of Regional Committees

- (1) A Regional Committee will be established in each Region.
- (2) Each Regional Committee is comprised of the captains, (or their nominees) of each Rescue, Specialist or Support Squad within the region, the chair elected in accordance with the Rules (**Regional Co-ordinator**) and any other person nominated by the Commissioner of VRA Rescue NSW.
- (3) Each Regional Committee will meet at least quarterly.
- (4) The quorum for a Regional Committee meeting is a simple majority of the number of Rescue, Specialist or Support Squad captains (or their nominees) in the Region.

43. Responsibilities of Regional Committees

A Regional Committee is responsible for:

- (1) making recommendations to the Commissioner of VRA Rescue NSW on the operational resourcing of the Region;
- (2) the nomination of a Rescue Squad Member or a member of a Specialist or Support Squad from the Region to fill a casual vacancy of a Regional Director in accordance with clause 32; and
- (3) any matter related to the activities of VRA Rescue NSW in the Region as directed by the Commissioner of VRA Rescue NSW.

Division 4 – Rescue Squads

44. Formation and disbandment of Rescue Squads

- (1) The Board may establish Rescue Squads to serve a specific area.
- (2) A Rescue Squad may be disbanded by the Board on the recommendation of the Commissioner of VRA Rescue NSW subject to Rules approved by the Board.

45. Responsibilities of Rescue Squads

A Rescue Squad is responsible for:

- (1) the provision of rescue and support services;
- (2) training of Squad members;
- (3) maintenance of the vehicles, equipment and other assets held by or assigned to the Squad;
- (4) recruitment of Squad members in accordance with the Rules;
- (5) maintaining the good image and reputation of VRA Rescue NSW in the community;
- (6) raising funds, either for local use within the area serviced by the Squad or for general use by VRA Rescue NSW, provided all funds raised will be managed in accordance with Rules, policies and procedures determined by the Board; and
- (7) other activities as directed or approved of by the Commissioner of VRA Rescue NSW.

46. Management and leadership of Rescue Squads

- (1) Rescue Squads will have a Rescue Squad Executive consisting of:
 - (a) a Captain;
 - (b) a Senior Deputy Captain
 - (c) one or more Deputy Captains;
 - (d) a President
 - (e) a Vice-President;
 - (f) a Secretary;
 - (g) a Treasurer; and
 - (h) such other officers as determined by the Squad from time to time to undertake operational and administrative functions,

(together, the **Rescue Squad Executive**).
- (2) The members of the Rescue Squad Executive will be elected by the members of the Squad in accordance with the Constitution and the Rules.
- (3) The Board may specify minimum qualifications to be held by a candidate for election as a Captain, Senior Deputy Captain or Deputy Captain in the Rules.

47. Election of Rescue Squad Captains, Senior Deputy Captains and Deputy Captains

- (1) Subject to clause 48, a person elected as Captain, Senior Deputy Captain or Deputy Captain pursuant to clause 46(2) must retire no later than the second

anniversary of their election, at which time (subject to clause 47(2)) they are eligible for re-election.

- (2) Unless otherwise approved by the Board, a person elected to the role of Captain, Senior Deputy Captain or Deputy Captain must resign from that role (and is not eligible for re-election to that role) after holding that role for ten years in total (whether or not consecutively served).
- (3) The Board may by resolution exempt a Squad or person from the operation of clause 46(2).
- (4) The Captain is responsible for the operational activities of the Rescue Squad in accordance with this Constitution, Rules approved by the Board and the Service Standards.

48. Removal of Members from Rescue Squad Executive positions

- (1) The Commissioner of VRA Rescue NSW may remove any Member elected to the Rescue Squad Executive from their role if, in the opinion of the Commissioner of VRA Rescue NSW and in accordance with the relevant Rules approved by the Board:
 - (a) the operations or administration, or both the operations and administration of the Rescue Squad, is such that it is, in the opinion of the Commissioner, unable to operate effectively and/or safely or otherwise not in accordance with the Rules or the Members' Code of Conduct; or
 - (b) the continuation of the relevant Member in their role is, in the opinion of the Commissioner, prejudicial to the interests or reputation of the Rescue Squad or VRA Rescue NSW.
- (2) The Board must review a decision to remove a Member from their role pursuant to clause 48(1) upon request by the Member.
- (3) After reviewing the decision, the Board may:
 - (a) confirm the decision;
 - (b) set aside the decision; or
 - (c) vary the decision by way of the imposition of a condition or conditions on the Member.

49. Appointment of Rescue Squad Administrator

- (1) The Commissioner may appoint a person as Squad Administrator to exercise all the functions of the Captain, if:
 - (a) the Commissioner removes the Squad Captain, Senior Deputy Captain and/or Deputy Captains in accordance with clause 48; or
 - (b) all of the Captain, Senior Deputy Captain and each of the Deputy Captain positions are vacant.
- (2) A Squad Administrator must be a person who, in the opinion of the Commissioner, has the skills and expertise to exercise all the functions of Captain.

- (3) The person appointed as Squad Administrator may appoint Members of that Rescue Squad to exercise the functions of Senior Deputy Captain and/or Deputy Captain and operational and administrative support functions required by the Rescue Squad.
- (4) The terms of appointment of the Squad Administrator and Members appointed by the Squad Administrator under clause 49(3) to exercise the functions of Senior Deputy Captain and/or Deputy Captain and operational and administrative support functions required by the Squad will be determined by the Commissioner.
- (5) The Board must review a decision to remove appoint an administrator pursuant to clause 49(1) if the Squad upon request by the Squad.
- (6) After reviewing the decision, the Board may:
 - (a) confirm the decision;
 - (b) set aside the decision; or
 - (c) vary the decision by way of the imposition of a condition or conditions on the Squad.

Division 5 - Appointment of Representatives

50. Representatives

- (1) The Commissioner may appoint a representative to any peak consultation, advisory or working group related to the purpose and functions of VRA Rescue NSW.
- (2) A Regional Committee may appoint a representative to any regional consultation, advisory or working group related to the purpose and functions of VRA Rescue NSW.
- (3) A Squad may appoint a representative to any local consultation, advisory or working group related to the purpose and functions of VRA Rescue NSW.

PART 5 - MEETINGS OF VRA RESCUE NSW

Division 1 - Proceedings of Members

51. Calling meetings of Members

Subject to the Act:

- (1) The Board may call a meeting of Members.
 - (2) The Board must call and arrange to hold a meeting of Members:
 - (a) at the written request of any six Directors; or
 - (b) on the request of Members with at least 5% of the votes that may be cast at a General Meeting.
 - (3) A meeting of Members may be called at 2 or more venues using technology which gives Attending Members as a whole a reasonable opportunity to participate.
 - (4) No Member may call or arrange to hold a meeting of Members except where permitted by the Constitution or the Act.
-

52. Notice of meetings of Members

- (1) Written notice of a General Meeting and any proxy form 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 will be posted on the VRA Rescue NSW website and given to each Member and Director in accordance with the provisions of Division 3 of Part 6 of this Constitution.
 - (3) Subject to the Act, anything done (including the passing of a resolution) at a meeting of Members is not invalid because either or both a person does not receive notice of the meeting or a proxy form, or VRA Rescue NSW inadvertently does not give notice of the meeting or a proxy form to a person.
-

53. Business of meetings

Except with the approval of the Board, with the permission of the chairperson of the meeting or pursuant to the Corporations Act, no person may move at any meeting of Members:

- (1) any resolution (except in the form set out in the notice of meeting given pursuant to clause 52(1)); or
 - (2) any amendment of any resolution or a document which relates to any resolution and a copy of which has been made available to Members to inspect or obtain.
-

54. Quorum

- (1) No business may be transacted at a meeting of Members except, subject to clause 55, the election of the chairperson of the meeting unless a quorum for a meeting of Members is present at the time when the meeting commences.
- (2) A quorum for a meeting of Members is 25 Members entitled to vote on a resolution at that meeting.

- (3) In determining whether a quorum is present, only Members present (including a duly authorised representative of a Member that is a body corporate) at the place of meeting and entitled to vote on a resolution at that meeting shall be counted.
- (4) If a quorum is not present within 30 minutes after the time appointed for the commencement of a meeting of Members, the meeting is dissolved unless the chairperson of the meeting or the Board adjourn the meeting to a date, time and place determined by that chairperson or the Board.
- (5) If a quorum is not present within 30 minutes after the time appointed for the commencement of an adjourned meeting of Members, the meeting is dissolved.

55. Chairperson of meetings of Members

- (1) Subject to subclauses (2) and (3), the chairperson of the Board must chair each meeting of Members.
- (2) If at a meeting of Members:
 - (a) there is no chairperson of the Board; or
 - (b) the chairperson of the Board is not present within 15 minutes after the time appointed for the commencement of a meeting of Members or is not willing to chair all or part of the meeting,
 - (c) the Directors who are or will be present at the meeting may (by majority vote) elect one of their number or, in the absence of all the Directors or if none of the Directors present is willing to act, the Attending Members may elect one of their number, to chair that meeting.
- (3) A chairperson of a meeting of Members may, for any item of business at that meeting or for any part of that meeting, vacate the chair in favour of another person nominated by him or her (**Acting Chair**). Where an instrument of proxy appoints the chairperson as proxy for part of proceedings for which an Acting Chair has been nominated, the instrument of proxy is taken to be in favour of the Acting Chair for the relevant part of the proceedings.

56. Conduct of meetings of Members

- (1) The chairperson of a meeting of Members:
 - (a) is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting;
 - (b) may make rulings without putting the question (or any question) to the vote if that action is required to ensure the orderly conduct of the meeting;
 - (c) may determine the procedures to be adopted for proper and orderly discussion or debate at the meeting, and the casting or recording of votes at the meeting;
 - (d) may determine any dispute concerning the admission, validity or rejection of a vote at the meeting;
 - (e) may, subject to the Act, at any time terminate discussion or debate on any matter being considered at the meeting and require that matter be put to a vote;

- (f) may refuse to allow debate or discussion on any matter which is not business referred to in the notice of that meeting or is not business of the meeting permitted pursuant to the Act without being referred to in the notice of meeting; and
 - (g) may refuse any person admission to, or require a person to leave and remain out of, the meeting if that person:
 - (i) in the opinion of the chairperson, is not complying with the reasonable directions of the chairperson;
 - (ii) behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
 - (iii) is not entitled pursuant to the Act or this Constitution to attend the meeting.
- (2) If the chairperson of a meeting of Members considers that it is not feasible for all persons present at the meeting to fit into the venue where the meeting is to be held, the chairperson may nominate a separate meeting place using any technology that gives Attending Members as a whole a reasonable opportunity to participate.
- (3) The chairperson of a meeting of Members may delegate any power conferred by this clause 56 to any person.
- (4) Nothing contained in this clause 56 limits the powers conferred by law on the chairperson of a meeting of Members.

57. Attendance at meeting of Members

- (1) A Member who is entitled to attend and cast a vote at a meeting of Members, may attend and vote in person or by proxy, by attorney or, if the Member is a body corporate, by Corporate Representative.
- (2) A Director is entitled to receive notice of and to attend all meetings of Members and all meetings of a class of Members and is entitled to speak at those meetings.
- (3) A person requested by the Board to attend a meeting of Members or a meeting of a class of Members is, regardless of whether that person is a Member or not, entitled to attend that meeting and, at the request of the chairperson of the meeting, is entitled to speak at that meeting.

58. Proxies

- (1) A Member who is entitled to attend and cast a vote at a General Meeting of Members may appoint a person as their proxy to attend and vote for them on resolutions, motions or any questions raised at that meeting and at any adjournment of that meeting.
- (2) The appointment of proxies and the rights of proxies will be in accordance with the Act and Rules approved by the Board.

59. Voting at meeting of Members

- (1) A resolution put to the vote at a meeting of Members must be decided on a show of hands, unless a poll is demanded in accordance with sub clause (4) and that demand is not withdrawn.

- (2) Subject to this Constitution and any rights or restrictions of a class of Members, on a show of hands at a meeting of Members each attending Member having the right to vote on the resolution has one vote.
- (3) Probationary Members, Associate Members, Life Members (unless the person is an active member of a Rescue Squad) and Continuing Squads do not have the right to vote at any meeting of VRA Rescue NSW or in any election for a Director of VRA Rescue NSW.
- (4) A poll may be demanded by:
 - (a) an Attending Member entitled to vote, either in person or by proxy, on the resolution; or
 - (b) the Chair.
- (5) 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
- (6) In a vote by poll:
 - (a) each Rescue Squad Member is entitled to one vote; and
 - (b) each Specialist Squad and Support Squad is entitled to 12 votes.
- (7) In the case of an equal number of votes, the Chair of the meeting is entitled to one additional casting vote.
- (8) An objection to a right to vote at a meeting of Members or to a determination to allow or disregard a vote at the meeting may only be made at that meeting (or any resumed meeting if that meeting is adjourned). Any objection pursuant to this subclause must be decided by the chairperson of the meeting of Members, whose decision, made in good faith, is final and conclusive.
- (9) Except where a resolution at a meeting of Members requires a special majority pursuant to the law, the resolution is passed if more votes are cast by Members entitled to vote in favour on the resolution than against it.
- (10) Unless a poll is demanded and the demand is not withdrawn, a determination by the chairperson of a meeting of Members following a vote on a show of hands that a resolution has been passed or not passed is conclusive, without proof of the number or proportion of the votes recorded in favour or against the resolution.
- (11) The Board may determine that Members entitled to attend and vote at a meeting of Members or at a meeting of a class of Members may vote at that meeting without an Attending Member in respect of that person being present at that meeting (and voting in this manner is referred to in this clause 59(11) as "direct voting"). The Board may determine rules and procedures in relation to direct voting, including the class of Members entitled to cast a direct vote, the manner in which a direct vote may be cast, the circumstances in which a direct vote will be valid and the effect of a Member casting both a direct vote and a vote in any other manner. Where a notice of meeting specifies that direct voting may occur by eligible Members, a direct vote cast by an eligible Member is taken to have been cast by that person at

the meeting if the rules and procedures for direct voting determined by the Board (whether set out in the notice of meeting or otherwise) are complied with.

60. Adjournments

- (1) The chairperson of a meeting of Members may at any time during the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered at the meeting or any discussion or debate, either to a later time at the same meeting or to an adjourned meeting to be held at the time and place determined by the chairperson.
- (2) If the chairperson of a meeting of Members exercises the right to adjourn that meeting pursuant to subclause (1) the chairperson may (but is not obliged to) obtain the approval of Attending Members to the adjournment.
- (3) No person other than the chairperson of a meeting of Members may adjourn that meeting.
- (4) VRA Rescue NSW may give such notice of a meeting of Members resumed from an adjourned meeting as the Board resolves. Failure to give notice of an adjournment of a meeting of Members or the failure to receive any notice of the meeting does not invalidate the adjournment or anything done (including the passing of a resolution) at a resumed meeting.
- (5) Only business left unfinished is to be transacted at a meeting of Members which is resumed after an adjournment.

61. Cancellations and postponements

- (1) Subject to the Corporations Act, VRA Rescue NSW may by resolution of the Board cancel or postpone a meeting of Members or change the place for the meeting, prior to the date on which the meeting is to be held.
- (2) Subclause (1) does not apply to a meeting called in accordance with the Corporations Act by Members or by the Board on the request of Members, unless those Members consent to the cancellation or postponement of the meeting.
- (3) VRA Rescue NSW may give notice of a cancellation or postponement or change of place of a meeting of Members as the Board resolves. Failure to give notice of a cancellation or postponement or change of place of a meeting of Members or the failure to receive any notice of the meeting does not invalidate the cancellation, postponement or change of place of a meeting or anything done (including the passing of a resolution) at a postponed meeting or the meeting at the new place.
- (4) The only business that may be transacted at a meeting of Members the holding of which is postponed is the business specified in the original notice calling the meeting.

62. Meetings of a category of Members

- (1) All the provisions of this Constitution relating to a meeting of Members apply so far as they are capable of application and with any necessary changes to a meeting of a class of Members required to be held pursuant to this Constitution or the Corporations Act except that:
 - (a) a quorum is two Attending Members who are (or whose Member that they represent) members of that class of Members, or if only one person

is a member of that class of Members, that person (or an Attending Member representing that person); and

- (b) any Attending Member who is (or whose Member that they represent) a member of that class of Members may demand a poll.

Division 2 - Proceedings of Directors

63. Written resolutions of Directors

- (1) The Board may pass a resolution without a Board meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (2) A resolution pursuant to subclause (1) may consist of several documents in the same form each signed by one or more Directors and is effective when signed by the last of the Directors constituting the majority of the Directors. A facsimile transmission, email or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of subclause (1) and is taken to be signed when received by VRA Rescue NSW in legible form.
- (3) For the purposes of subclause (1), the reference to Directors includes any alternate director who is appointed by a Director who is at the relevant time on leave of absence approved by the Board but does not include any other alternate directors.

64. Board Meetings

- (1) Subject to this Constitution, the Board may meet, adjourn and otherwise regulate its meetings as it thinks fit.
- (2) A Director may call a Board meeting at any time. On request of any Director, a Secretary of VRA Rescue NSW must call a meeting of the Directors.
- (3) Notice of a Board meeting must be given to each Director (except a Director on leave of absence approved by the Board) and an alternate director appointed by a Director on leave of absence approved by the Board. Notice of a Board meeting may be given in person, or by post or by telephone, fax or other electronic means.
- (4) A Director or alternate director may waive notice of a Board meeting by giving notice to that effect to VRA Rescue NSW in person or by post or by telephone, fax or other electronic means.
- (5) A person who attends a Board meeting waives any objection that person and:
- (a) if the person is a Director, any alternate director appointed by that person; or
- (b) if the person is an alternate director, the Director who appointed that person as alternate director,
- may have to a failure to give notice of the meeting.
- (6) Anything done (including the passing of a resolution) at a Board meeting is not invalid because either or both a person does not receive notice of the meeting or VRA Rescue NSW accidentally does not give notice of the meeting to a person.

- (7) For the purposes of the Act, each Director, by consenting to be a Director or by reason of the adoption of this Constitution, consents to the use of each of the following technologies for the holding of a Board meeting:
- (a) telephone;
 - (b) video;
 - (c) any other technology which permits each Director to communicate with every other participating Director; or
 - (d) any combination of these technologies.
- A Director may withdraw the consent given pursuant to this clause in accordance with the Act.
- (8) If a Board meeting is held in 2 or more places linked together by any technology:
- (a) a Director present at one of the places is taken to be present at the meeting unless and until the Director states to the chairperson of the meeting that the Director is discontinuing his or her participation in the meeting; and
 - (b) the chairperson of that meeting may determine at which of those places the meeting will be taken to have been held.
- (9) Until otherwise determined by the Board, a quorum for a Board meeting is six Directors entitled to vote on a resolution that may be proposed at that meeting, at least one of whom must be a Non Member Director. A quorum for a Board meeting must be present at all times during the meeting. Each individual present is counted towards a quorum in respect of each appointment as an alternate director of another Director in addition (if applicable) to being counted as a Director.

65. Board Resolutions

- (1) A resolution of the Board is passed if more votes are cast by Directors entitled to vote in favour of the resolution than against it.
- (2) Each Director present in person or by his or her alternate director has one vote on a matter arising at a Board meeting.
- (3) Subject to the Act, in case of an equality of votes on a resolution at a Board meeting, the chairperson of that meeting has a casting vote on that resolution in addition to any vote the chairperson has in his or her capacity as a Director in respect of that resolution, provided that the chairperson is entitled to vote on the resolution and more than two Directors are present and entitled to vote on the resolution.

66. Valid proceedings

- (1) An act at any Board meeting or a committee of the Board or an act of any person acting as a Director is not invalidated by:
 - (a) a defect in the appointment or continuance in office of a person as a Director, a member of the committee or of the person so acting; or
 - (b) a person so appointed being disqualified or not being entitled to vote,

if that circumstance was not known by the Board, committee or person (as the case may be) when the act was done.

- (2) If the number of Directors is below the minimum required by this Constitution, the Board must not act except in emergencies, to appoint Directors up to that minimum number or to call and arrange to hold a meeting of Members.

Division 3 - Notices

67. Notices to Members

VRA Rescue NSW may give Notice to a Member in the form and in the manner which the Board resolves, subject to the requirements of the Act.

68. Notice to Directors

VRA Rescue NSW may give Notice to a Director or alternate director in the form and in the manner the Board resolves, subject to the requirements of the Act.

PART 6 - RULES, POLICIES AND SERVICE STANDARDS

69. Rules

- (1) The Board may make or amend Rules in relation to any of the activities of VRA Rescue NSW at any time provided that they are consistent with this Constitution and the Act, including rules governing:
 - (a) the timing of and process for election of Regional Directors;
 - (b) the borders of Regions and the assignment of Squads to those Regions;
 - (c) processes for the application, renewal, termination and resignation of membership of VRA Rescue NSW;
 - (d) criteria for membership of VRA Rescue NSW;
 - (e) election to and removal of Members to Rescue Squad Executive positions;
 - (f) formation and disbandment of Rescue Squads.
- (2) The Rules must be reviewed by the Board every two years.

70. Service Standards

- (1) The Commissioner of VRA Rescue NSW may issue written policy statements and standard operating procedures (**Service Standards**) to Members for or with respect to procedures to be followed in connection with the operation, management and control of VRA Rescue NSW.
- (2) A Service Standard takes effect upon approval in accordance with Rules approved by the Board.

71. Inspection of books

- (1) The Board may authorise a Member to inspect the books of VRA Rescue NSW.
- (2) VRA Rescue NSW may at a General Meeting authorise a Member to inspect the books of VRA Rescue.
- (3) Authority under sub clause (1) or (2) may be given subject to compliance with conditions.
- (4) This clause does not limit any right to inspect the books of VRA Rescue NSW under the Act.
- (5) In this clause "books" has the same meaning as in the Act and includes a register; any other record of information; financial reports or financial records (however compiled, recorded or stored) and a document.

72. Gift Fund Rules

- (1) A fund known as the "New South Wales Volunteer Rescue Gift Fund" shall be created and maintained according to Australian Tax Office (ATO) Rules.

- (2) The New South Wales Volunteer Rescue Gift Fund (the "Fund") must be maintained for the principal purposes of the Association, as set out in clause 2.
- (3) A separate account shall be maintained for operation of the Fund and shall be known as the "Gift Fund Account".
- (4) All Gifts made to the Fund are to be credited to the Gift Fund Account. A Gift includes, but is not limited to the following:
 - (a) money;
 - (b) property;
 - (c) proceeds from the sale of gifted property;
 - (d) distributions from other charities and other Deductible Gift Recipients;
 - (e) interest earned from gifted money that continues to be part of the Fund.
- (5) Money received must be separately identified when banked. The following items are not to be considered as a Gift:
 - (a) Receipts from sponsorships or commercial activities; and
 - (b) proceeds of raffles, charity auctions and fundraising events where some form of benefit is provided in exchange for the donation.
- (6) The Gift Fund Account shall be reconciled at least once every three months.
- (7) A receipt shall be issued for each Gift received by the Fund.
- (8) The Fund must only be used for the principal purpose of the Association. The assets may be used in the following way:
 - (a) Transfer of money or property to VRA Rescue NSW for its current and continuing use.
 - (b) Purchase of property or services for use by VRA Rescue NSW.
 - (c) Reasonable costs of managing the Fund (including bank charges, accounting and audit fees relating expressly to the Fund).
- (9) If the Fund is wound up or if the Endorsement of the Association as a Deductible Gift Recipient is revoked, any surplus assets of the Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

PART 7 - TRANSITIONAL PROVISIONS

73. Transitional Provisions

- (1) At Commencement the Board will comprise the following persons who have consented to act as directors:
 - (a) a Non Member Director appointed by the Commissioner for Resilience NSW in accordance with clause 28(1);
 - (b) a Non Member Director appointed by the Commissioner for the NSW Rural Fire Service in accordance with clause 28(2);
 - (c) seven other directors:
 - (i) one of whom will perform the role of the Non Member Director and Chair for the purpose of 28(3) and clause 29 (**Interim Chair**); and
 - (ii) six of whom will perform the role of Regional Directors for the purpose of clauses 26 and 27,

(the **Interim Board**).
- (2) Promptly following Commencement (and in any event within 12 months of Commencement), the Interim Board will take all steps necessary to hold elections to elect six Regional Directors in accordance with clause 27.
- (3) As soon as possible following the election of Regional Directors pursuant to clause 72(2), the Board must:
 - (a) take reasonable steps to cause the convening of a Nomination and Remuneration Committee and consider any recommendation of the Nomination and Remuneration Committee as to whether the Interim Chair should be replaced or re-appointed; and
 - (b) subject to that recommendation, appoint a person as a Non Member Director and Chair in accordance with clause 28(3) and clause 29.
- (4) Each interim Director appointed pursuant to clause 72(1) will remain in place until their resignation or the replacement in accordance with this Constitution:
 - (a) any person acting in the role of Regional Director of a region ceases to hold office on election of a replacement Regional Director for that region pursuant to clauses 27 and 72(3); and
 - (b) the Interim Chair ceases to hold office on the formal appointment of any other person to the role of Non Member Director and Chair by the Board.
- (5) Any period during which a person serves as a Board Director pursuant to clause 72(1)(c) will not be counted towards the maximum period for which that person can hold office as a Director for the purpose of clauses 27(2) and 28(4).