Constitution

State Emergency Service Association of NSW Incorporated

ABN: 64 549 841 564

Incorporation Registration Number: INC2501178

09 November 2026

Contents

Part 1 Preliminary 4
1 Name of Association 4
2 Purpose of the Association 4
3 Prohibition on Industrial Action 4
4 Definitions 4
Part 2 Members of association 5
5 Membership generally 5
6 Membership categories 6
7 Membership applications 6
8 Register of Members 7
9 Fees and subscriptions 8
10 Members' liabilities 8
11 Disciplinary action against members 8
12 Right of appeal against disciplinary action 10
13 Resolution of internal disputes 11
14 Membership entitlements not transferable 11
15 Member resignation 11
16 Cessation of membership 11
Part 3 Committee 12
17 Functions of the committee 12
18 Composition of the committee 12
19 Election of committee members 13
20 Terms of office 14
21 Vacancies in office 15
22 Secretary 16
23 Treasurer 17
24 Delegation to Sub-Committees 17
25 Terms of reference for Sub-Committees 18
26 Public officer 18
27 Committee meetings 19
28 Sub-Committee meetings 19
29 Notice of a Committee meeting 19
30 Quorum 20
31 Presiding Committee member 21
32 Voting 21
33 Acts valid despite vacancies or defects 21
34 Transaction of business outside of meetings or by telephone or other means 21
35 Rules of the Association 22
Part 4 General meetings of the Association 23
36 Annual General Meetings 23
37 Special General Meetings 24
38 Notice of general meeting 24
39 Quorum 25
40 Adjourned meetings 26

41 Presiding member 26
42 Voting 27
43 Postal, electronic or combined ballots 28
44 Transaction of business outside meetings or by telephone or other means 28
Part 5 Area Representatives and Area Representation Group 28
45 Purpose of Area Representatives 28
46 Election of Area Representatives 29
47 Term of appointment 30
48 Casual vacancies of Area Representatives 30
49 Vote of no confidence in an Area Representative 31
50 Grouping of Area Representatives 32
51 Area Representation Group 32
52 Recommendations and Consensus of Area Representation Groups 33
53 Quorum 33
Part 6 Administration 34
54 Change of name, objects or constitution 34
55 Funds 34
56 Insurance 34
57 Not-profit status 34
58 Service of notices 35
59 Custody of records and books 35
60 Inspection of records and books 36
61 Financial year 36
62 Winding up or dissolution 37

Part 1 Preliminary

1 Name of Association

The name of the association is "State Emergency Service Association of NSW Incorporated", (referred to in this constitution as "the Association").

2 Purpose of the Association

The purpose of the Association is to represent and advocate for the interests of members of the NSW State Emergency Service (NSW SES) within the NSW SES, emergency management partner organisations, government and the community, in support of public safety, community resilience, and effective emergency management.

3 Prohibition on Industrial Action

(1) Under no circumstances is the Association a trade union or political party.

(2) The Association shall be prohibited from representing any member in relation to any terms and conditions of employment with the Service.

(3) The Association may work in collaboration with the NSW Public Service Association (PSA) and other relevant bodies on matters of mutual interest aligned with the purpose of the Association as outlined in clause 2.

4 Definitions

(1) In this constitution:

area representatives means members elected to represent a unit, cluster, zone or directorate (for state headquarters) established under part 5.

area representation group means the body established under part 5.

committee member means an office-bearer or representative committee member.

exercise means a function includes perform a duty.

function includes a power, authority or duty.

metro and south operations means the Metro Zone, Southern Zone, and South Eastern Zone of the NSW SES.

north and west operations means the Northern Zone, North Eastern Zone, North Western Zone, and Western Zone of the NSW SES.

NSW SES means the New South Wales State Emergency Service.

office-bearer means a committee member who is elected to an office referred to in clause 17(1)(a)(i)-(iv).

ordinary member means a member of the Association who has not paid the annual subscription fee and does not have voting rights at an Annual General Meeting or Special General Meeting.

paying member means a member of the Association who has paid the annual subscription fee in accordance with clause 9 and has voting rights at an Annual General Meeting or Special General Meeting.

register of members means the register of members maintained by the Secretary under clause 8.

representative committee member means a Committee Member who is not an Office-Bearer.

secretary, of the Association, means:
(a) the person holding office under this constitution as secretary, or

(b) if no person holds that office – the public officer of the Association.

special general meeting, of the Association, means a general meeting of the Association other than an Annual General Meeting.

state headquarters means the State Headquarters of the NSW SES.

sub-committee means a sub-committee established under clause 24.

the Act means the Associations Incorporation Act 2009.

the Regulation means the Associations Incorporation Regulation 2022.

Note: The Act and *Interpretation Act 1987* contain definitions and other provisions that affect the interpretation and application of this constitution.

(2) The *Interpretation Act 1987* applies to this constitution as if it were an in made under the Act.

Note: The Act, Part 4 deals with various matters relating to the management of associations.

Part 2 Members of association

5 Membership generally

(1) An individual is taken to be a member of the Association if:

(a) the person applied to be a member under clause 7(1) and the application has been approved, or

(b) the person was one (1) of the individuals named in the application for registration of the Association under section 6(1)(a) of the Act.

(2) A person who is not an individual is not eligible to be a member of the Association.

(3) Any individual who is a member under subclause (1)(b) at the time of incorporation shall be deemed to be a Paying Member for the first financial year of the Association following incorporation, with all rights and benefits of paying membership, regardless of whether a membership fee is paid during that period.

6 Membership categories

(1) The Association shall have the following membership categories:

(a) *Ordinary Members* – membership is free and open to eligible persons as defined in clause 7.

(b) *Paying Members* – ordinary members who have completed a minimum of 3 months continuous membership and have paid the annual subscription fee set in accordance with clause 8.

(2) All new members shall be Ordinary Members upon joining the Association.

(3) After maintaining Ordinary Membership for a continuous period of 3 months, a member may become a Paying Member by paying the annual subscription fee in full.

(4) Upon payment of the subscription fee, the member's status shall be updated to Paying Member and will remain so until the expiry of the period covered by the subscription.

7 Membership applications

(1) An application by a person to be a member of the Association must be:

(a) made in writing, and

(b) in the form determined by the Committee, and

(c) lodged with the Secretary.

(2) The Committee may determine that an application may be made or lodged by email or other electronic means.

(3) Where a person is a member of the NSW State Emergency Service, either volunteer or staff, their application for membership shall be approved upon verification of their NSW State Emergency Service membership.

(4) The Secretary must enter the applicant's name in the Register of Members as soon as practicable.

(5) The applicant becomes a member once the applicant's name is entered in the register.

8 Register of Members

(1) The Secretary must establish and maintain a Register of Members of the Association.

(2) The register:

(a) may be in written or electronic form, and

(b) must include, for each member:

(i) the member's full name, and

(ii) a residential, postal, or email address, and

(iii) the type of membership, and

(iv) the date on which the person became a member, and

(v) if the person ceases to be a member – the date on which the person ceased to be a member, and

(vi) the member's relevant NSW SES information, such as membership number and associated units, and

(c) must be kept in New South Wales:

(i) at the Association's main premises, or

(ii) if the Association has no premises – at the Association's official address, and

(d) must be available for inspection, free of charge, by members at a reasonable time, and

(e) if kept in electronic form – must be able to be converted to a hard copy.

(3) If the register is kept in electronic form, the requirements in subclause (2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.

(4) A member may obtain a hard copy of the register, or part of the register, on payment of a fee of not more than $1, as determined by the Committee for

each page copied.

(5) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.

(6) A member must not use information about a member, obtained from the register to contact or send material to the member, unless:

(a) the information is used to send the member:

(i) a newsletter published by the Association, or

(ii) a notice for a meeting or other event relating to the Association, or

(iii) other material relating to the Association, or

(b) it is necessary to comply with a requirement of the Act or Regulation.

9 Fees and subscriptions

(1) There shall be not entrance fee to join the Association.

(2) Ordinary members of the Association shall not be required to pay an annual subscription fee.

(3) The annual subscription fee for Paying Members shall be $5.00, or such other amount as may be determined by the Committee from time to time.

(4) The subscription fee is payable in advance, is non-refundable, and shall not be prorated for part-year membership.

(5) Failure to pay the subscription fee by the due date will result in reversion to Ordinary Member status.

10 Members' liabilities

The liability of a member of the Association to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 9:

(a) the debts and liabilities of the Association,

(b) the costs, charges, and expenses of the winding up of the Association.

11 Disciplinary action against members

(1) A person may make a complaint to the Committee that a member of the Association has:

(a) failed to comply with a provision of this constitution,

(b) failed to comply with a rule made under clause 35, or

(c) wilfully acted in a way prejudicial to the interests of the Association.

(2) The Committee may initiate disciplinary action on its own motion, without a complaint being made, if it forms a reasonable belief that disciplinary action is warranted.

(3) The Committee may initiate disciplinary where a member has:

(a) failed to remedy a breach notice issued under the Association Rules within the period specified in the notice, or

(b) received 3 breach notices within the same financial year, whether or not each individual breach was remedied.

(4) For the purposes of this clause, a breach notice issued under the Association Rules is taken to be a failure to comply with a Rule made under clause 35.

(5) For the purposes of subclause (1)(c), repeat failure to comply with the Association Rules, or the accumulation of 3 breach notices in a financial year, is taken to be conduct prejudicial to the interest of the Association.

(6) If the Committee decides to deal with a matter under this clause, the Committee must –

(a) serve written notice of proposed disciplinary action on the member, and

(b) give the member at least 14 days from the date the notice is served to make written or oral submissions to the Committee, and

(c) consider any submissions made before making a decision.

(7) After considering all submissions, the Committee may, by resolution, take one or more of the following actions –

(a) take no further action,

(b) issue a written warning,

(c) require the member to take specified remedial steps,

(d) suspend the member from the Association for a period determined by the Committee, or

(e) expel the member from the Association.

(8) The Committee must ensure that any action taken is reasonable and proportionate in view of the conduct and the number or seriousness of the breaches.

(9) If the Committee resolves to suspend or expel a member, the Secretary must, within 7 days, give the member written notice of –

(a) the action taken, and

(b) the reasons for the action, and

(c) the member's right to appeal under clause 12.

(10) A suspension or expulsion does not take effect until the later of –

(a) the expiry of the period within which the member may lodge an appeal under clause 12, or

(b) if the member lodges an appeal – the date on which the Association confirms the resolution under clause 12.

(11) The Committee may refuse to deal with any complaint or disciplinary matter where it considers the matter to be frivolous, trivial, vexatious, or lacking substance.

(12) Subclause 11 does not limit the Committee's ability to act on its own motion under subclauses (2) or (3).

12 Right of appeal against disciplinary action

(1) A member may appeal against a resolution of the Committee under clause 11 by lodging a notice of appeal with the Secretary within 7 days of being served notice of the resolution.

(2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.

(3) The Secretary must notify the Committee that the Secretary has received a notice of appeal.

(4) If notified that a notice has been received, the Committee must call a Special General Meeting of the Association to be held within 28 days of the day the notice was received.

(5) At the general meeting:

(a) no business other than the question of the appeal is to be transacted,

(b) the member must be given an opportunity to state the member's case orally or in writing, or both,

(c) the member must be given an opportunity to state the Committee's case orally or in writing, or both, and

(d) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(6) The appeal is to be determined by a simple majority of votes cast by the members present and eligible to vote at a general meeting.

13 Resolution of internal disputes

(1) The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* for mediation:

(a) a dispute between 2 or more members of the Association, but only if the dispute is between the members in their capacity as members, or

(b) a dispute between 1 or more members and the Association.

(2) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.

(3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

14 Membership entitlements not transferable

A right, privilege or obligation that a person has because the person is a member of the Association:

(a) cannot be transferred to another person, and

(b) terminates once the person ceases to be a member of the Association.

15 Member resignation

(1) A member of the Association may resign from being a member by giving the Secretary written notice of at least 1 week, or another period determined by the Committee, of the member's intention to resign.

(2) The member ceases to be a member on the expiration of the notice period.

16 Cessation of membership

A person ceases to be a member of the Association if the person:

(a) dies, or

(b) resigns from being a member, or

(c) is expelled from the Association.

Part 3 Committee

Division 1 Constitution

17 Functions of the committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the Association in a general meeting, the Committee:

(a) is to control and manage the affairs of the Association, and

(b) may exercise all the functions that may be exercised by the Association, other than a function that is required to be exercised by the Association in a general meeting and has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the Association.

18 Composition of the committee

(1) The Committee is to consist of 9 members, as elected in accordance with clause 19, consisting of:

(a) the following 4 Office-Bearers:

(i) the President,

(ii) the Vice-President,

(iii) the Secretary,

(iv) the Treasurer, and

(b) 3 Representative Committee Members elected from the following operational groupings of the NSW SES:

(i) Metro & South Operations,

(ii) North & West Operations

(iii) State Headquarters

(c) 1 Representative Committee Member elected from among NSW SES volunteer members of the Association, and

(d) 1 Representative Committee Member elected from among NSW SES staff members of the Association.

Note: The Act, section 28 contains requirements relating to membership eligibility, composition of the Committee, and that the Committee must have a minimum of 3 members.

(2) An Office-Bearer may hold up to 2 offices, other than both the offices of President and Vice-President.

(3) Additional Representative Committee Member positions may be established to reflect changes to the NSW SES structure, provided that the creation of each additional position is confirmed by resolution at a general meeting.

19 Election of committee members

(1) Any member of the Association may be nominated as a candidate for election as an Office-Bearer at the Annual General Meeting, in accordance with clause 36.

(2) Only members who are ordinarily assigned to, or based within, a specific operational directorate of the NSW SES, other than State Headquarters, may nominate for, or vote in, the election for the Representative Committee Member for:

(a) Metro & South Operations, or

(b) North & West Operations

(3) Only members who are ordinarily assigned to, or based within State Headquarters of the NSW SES may nominate for, or vote in the election for the Representative Committee Member for State Headquarters.

(4) Only members who are volunteer members of the NSW SES may nominate for, or vote in, the election for the Representative Committee Member for volunteer members.

(5) Only members who are staff members of the NSW SES may nominate for, or vote in, the election for the Representative Committee Member for staff members.

(6) For subclause (4) and (5), where a member is both a volunteer and a staff member of the NSW SES, they shall be eligible to nominate for, and vote in, both volunteer and staff Representative Committee Member positions.

(7) The nomination must be:

(a) made by the candidate,

(b) seconded by at least 1 other member of the Association (ordinary or paying), who is eligible to nominate or vote for that position, as per subclauses (1) to (6),

(c) accompanied by written or electronic consent of the candidate to the nomination, which may be provided by the candidate's signature or electronic confirmation on the nomination form, and

(d) received by the Secretary at least 7 days before the date fixed for the Annual General Meeting at which the election is to take place.

(8) If insufficient nominations are received to fill all vacancies:

(a) the candidates who have been validly nominated are taken to be elected, and

(b) the member presiding at the meeting must call for further nominations only for the remaining unfilled positions.

(9) A nomination made at the meeting in response to call for further nominations must be made in the way directed by the member presiding at the meeting.

(10) Vacancies that remain after a call for further nominations are taken to be casual vacancies.

(11) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.

(12) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the Committee.

(13) If, after a call for further nominations, an Office-Bearer or Representative Committee Member position remains unfilled, the position may remain vacant until it is filled at a later date in accordance with this constitution.

(14) The Committee may continue to operate despite such a vacancy, and quorum requirements under clause 30 will be calculated based only on the number of Committee positions currently filled.

(15) If a position remains vacant, the Committee may, at any time seek nominations from eligible members to fill the vacancy as a casual appointment in accordance with clause 21.

20 Terms of office

(1) Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next Annual General

Meeting.

(2) A member is eligible, if otherwise qualified, for re-election.

(3) There is no limit on the number of consecutive terms for which a committee member may hold.

21 Vacancies in office

(1) A casual vacancy in the office of a committee member arises if the member:

(a) dies,

(b) ceases to be a member of the association,

(c) resigns from office by written notice given to the secretary,

(d) is removed from office by the Association under this clause,

(e) is absent from 3 consecutive meetings of the Committee without the consent of the Committee,

(f) becomes insolvent under administration within the meaning of the *Corporations Act 2001 (Cth)*,

(g) is prohibited from being a director of a company under the *Corporations Act 2001 (Cth)*, Part 2D.6,

(h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or

(i) becomes a mentally incapacitated person.

(2) The Association in general meeting may, by resolution:

(a) remove a committee member from office at any time, and

(b) appoint another member of the Association to hold office for the balance of the committee member's term of office.

(3) A committee member to whom a proposed resolution referred to in subclause (2) relates may:

(a) give a written statement, of a reasonable length, to the President or Secretary, and

(b) request that the Committee send a copy of the statement to each member of the Association at least 7 days before the general meeting

at which the proposed resolution will be considered.

(4) If the Committee fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.

(5) The Committee may appoint a member of the Association to fill a casual vacancy other than a vacancy arising from the removal from office of a Committee member.

(6) Subject to this constitution, a member appointed to fill a causal vacancy holds office until the next Annual General Meeting.

22 Secretary

(1) As soon as practicable after being elected as Secretary, the Secretary must lodge a notice with the Association specifying the Secretary's address for service of notices, which may be the Association's registered address.

(2) The Secretary must keep minutes of:

(a) all elections of committee members, and

(b) the names of committee members present at a meeting of the committee or general meeting, and

(c) all proceedings at committee meetings and general meetings.

(3) The minutes must be:

(a) kept in written or electronic form, and

(b) for minutes of proceedings at a meeting – signed, in writing or by electronic means, by:

(i) the member who presided at the meeting, or

(ii) the member presiding at the subsequent meeting.

23 Treasurer

The Treasurer of the Association must ensure –

(a) all money owed to the Association is collected, and

(b) all payments authorised by the Association are made, and

(c) correct books and accounts are kept showing the financial affairs of the Association, including full details of receipts and expenditure relating to the Association's activities.

24 Delegation to Sub-Committees

(1) The Committee may:

(a) establish 1 or more sub-committees to assist the Committee exercise the Committee's functions, and

(b) appoint 1 or more members of the Association to be members of the Sub-Committee

(2) The Committee may delegate to the Sub-Committee the exercise of the Committee's functions specified in the instrument, other than:

(a) this power of delegation, or

(b) a duty imposed on Committee by the Act or another law.

Note: The *Interpretation Act 1987*, section 49 deals with various matters relating to delegations.

(3) A delegation to a Sub-Committee is taken to include the authority set out in the Sub-Committee's Terms of Reference, and the Sub-Committee must not exceed the scope of that delegated authority.

(4) A Sub-Committee exercising delegated authority under this clause must comply with:

(a) its Terms of Reference,

(b) any conditions or limitations specified in the Instrument of Delegation, and

(c) any directions of the Committee.

(5) The Committee may amend or revoke a Sub-Committees Terms of Reference or any delegation at any time.

25 Terms of reference for Sub-Committees

(1) Each Sub-Committee must operate under a Terms of Reference approved by the Committee.

(2) The Terms of Reference must set out –

(a) the purpose and scope of the Sub-Committee,

(b) its functions and limits of authority,

(c) reporting requirements, and

(d) membership and quorum requirements.

(3) A Sub-Committee must act only within the scope of its approved Terms of Reference.

(4) No Sub-Committee may alter its own Terms of Reference. All amendments to a Terms of Reference may only be conducted by resolution of the Committee.

26 Public officer

(1) The Committee must appoint a Public Officer in accordance with the Act, within 28 days of incorporation or the position becoming vacant.

(2) The Public Officer may also hold another Office-Bearer role on the Committee, provided they continue to fulfil the statutory duties of the Public Officer.

(3) The Public Officer's eligibility, responsibilities, and term are prescribed by the Act.

Division 2 Procedure

27 Committee meetings

(1) The Committee must meet at least 4 times in each 12-month period at the place and time determined by the Committee.

(2) Additional meetings of the Committee may be called by any Committee member.

(3) Subject to the Standing Orders, the Committee may determine its own procedures for calling and conducting Committee meetings.

Note: The Act, section 30(1) provides that committee meetings may be held as and when the association's constitution requires.

28 Sub-Committee meetings

(1) Sub-Committees must meet regularly, and no fewer than 4 times in each 12-month period, at times determined by the Sub-Committee or by the Committee.

(2) Sub-Committee meetings must be conducted in accordance with the Association's Standing Orders made under the Association Rules, except where the Standing Orders permit variation by the Committee or Sub-Committee.

(3) Subject to the Standing Orders and any direction of the Committee, a sub-committee may determine its own procedures for calling and conducting its meetings.

(4) Each Sub-Committee must operate and act under a Terms of Reference approved by the Committee.

(5) A Sub-Committee's Terms of Reference may only be amended by resolution of the Committee.

29 Notice of a Committee meeting

(1) The Secretary must give each Committee member oral or written notice of a meeting of the Committee at least 48 hours, or another period on which the Committee members unanimously agree, before the time the meeting is due to commence.

(2) The notice must include:

(a) the date, time and method of the meeting, and

(b) an agenda outlining the general nature of the business to be transacted, and

(c) an invitation for Committee members to submit additional agenda items prior to the meeting.

(3) The Secretary must include any agenda items submitted by Committee members within the required timeframe in the agenda for the meeting.

(4) The business that may be transacted at the meeting is –

(a) the business listed on the agenda circulated with the notice, and

(b) business properly raised as general business in accordance with the Standing Orders, and

(c) any item that the Committee members present at the meeting unanimously agree is urgent business.

(5) The presiding officer may, in accordance with the Standing Orders –

(a) permit a matter to be raised under general business,

(b) rule that an item be deferred to a future meeting,

(c) vary the order of business, or

(d) take any procedural action required for the efficient conduct of the meeting.

30 Quorum

(1) The quorum for a meeting of the Committee is a majority of the Committee members holding office at the time, being not less than fifty percent (50%) of the number of positions currently filled, rounded up to the nearest whole number.

(2) No business may be transacted by the Committee unless a quorum is present.

(3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:

(a) to the same place, and

(b) to the same time of the same day in the following week.

(4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.

(5) if the Committee has fewer members than required to form a quorum, the remaining Committee members may appoint additional members to restore a quorum.

(6) A Committee member appointed under subclause (5) holds office, subject to this constitution, until the next Annual General Meeting.

(7) This clause does not apply to the filling of a casual vacancy to which clause 21 applies

Note: The Act, section 28A provides for the filling of vacancies on the Committee to constitute a quorum.

31 Presiding Committee member

(1) The following Committee member presides at a meeting of the Committee:

(a) the President,

(b) if the President is absent – the Vice-President,

(c) if both the President and the Vice-President are absent – 1 of the members present at the meeting, as elected by other members.

(2) The member presiding at the meeting has:

(a) a deliberative vote, and

(b) in the event of an equality of votes – a second or casting vote.

32 Voting

A decision supported by a majority of the votes cast at a meeting of the Committee or a Sub-Committee at which a quorum is present is the decision of the Committee or Sub-Committee.

33 Acts valid despite vacancies or defects

(1) Subject to clause 21(1), the Committee may act despite there being a casual vacancy in the office of a Committee member.

(2) An act done by a Committee or Sub-Committee is not invalidated because of a defect relating to the qualifications or appointment of a member of the Committee or Sub-Committee.

34 Transaction of business outside of meetings or by telephone or other means

(1) The Committee may transact its business by the circulation of papers, including by electronic means, among all Committee members.

(2) If the Committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Committee members, is taken to be a decision of the Committee made at a meeting of the Committee.

(3) The Committee may transact its business at a meeting at which 1 or more Committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

(4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Committee for the purposes of:

(a) the approval of a resolution under subclause (2), or

(b) a meeting held in accordance with subclause (3).

(5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the Committee.

Note: The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

35 Rules of the Association

(1) The Committee may make, amend, or repeal Rules for the proper management, governance, and operation of the Association, provided such Rules are consistent with this constitution and any applicable laws.

(2) Rules made under this clause may:

(a) apply to all parts of the Association, including Committee members, Ordinary Members, Paying Members, Sub-Committees, Area Representatives, and Area Representation Groups, and

(b) set behavioural, operational, and procedural requirements for members and Office-Bearers, with any breach of a Rule able to be dealt with by way of a breach notice or disciplinary action in accordance with clause 11.

(3) The Rules must include -

(a) a framework for managing breaches of the Rules, including the issuing of breach notices, opportunities to remedy non-compliance, and escalation process for repeated or serious breaches, and

(b) Standing Orders for the conduct, procedure, and management of all meetings of the Association, including Committee meetings, Sub-Committee meetings, Area Representation Group meetings and general meetings.

(4) Any alleged breach of a Rule made under this clause may be dealt with by the Committee in accordance with clause 11.

(5) Rules made under this clause must be approved by resolution of the Committee and recorded in the minutes of the meeting at which the resolution is passed.

(6) A Rule takes effect on the date specified in the resolution that makes or amends it.

(7) All rules must be made available to members.

(8) Members may call a Special General Meeting, in accordance with clause 37, for the purpose of amending or repealing a Rule made under this clause. A resolution of the members at that meeting to amend or repeal a Rule takes effect immediately, or on a later date specified in the resolution.

Part 4 General meetings of the Association

36 Annual General Meetings

(1) The Association must hold the Association's first Annual General Meeting within 18 months of the day the Association was registered under the Act.

(2) The Association must hold subsequent Annual General Meetings within:

(a) 6 months of the last day of the Association's financial year, or

(b) the later period allowed or prescribed in accordance with the Act section 37(2)(b).

(3) Subject to the Act subclauses (1) and (2), the Annual General Meeting is to be held at the place and time determined by the Committee.

(4) The business that may be transacted at an Annual General Meeting includes the following:

(a) confirming the minutes of the previous Annual General Meeting and any Special General Meetings held since the previous Annual General Meeting,

(b) receiving reports from the Committee on the Association's activities during the previous financial year,

(c) electing Office-Bearers and Representative Committee Members,

(d) electing Area Representatives,

(e) receiving and considering financial statements or reports required to be submitted to members of the Association under the Act.

Note: The Act, section 37(1) and (2) provides for when Annual General Meetings must be held.

37 Special General Meetings

(1) The Committee may call a Special General Meeting as the Committee determines at any time.

(2) The Committee must call a Special General Meeting if the Committee receives a request made by at least 5% of the total number of members.

(3) The request –

(a) must be in writing, and

(b) must state the purpose of the meeting, and

(c) must be signed by the members making the request, and

(d) may consist of more than 1 document in a similar form signed by 1 or more members, and

(e) must be lodged with the Secretary, and

(f) may be in electronic form, and signed and lodged by electronic means.

(4) If the Committee fails to call a Special General Meeting within 1 month of the request being lodged, 1 or more of the members who made the request may call a Special General Meeting to be held within 3 months of the date the request was lodged.

(5) A Special General Meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the Committee.

(6) Any member of the Association whether Ordinary or Paying, may make or join a request for a Special General Meeting in accordance with subclauses (2) and (3).

(7) All members (Ordinary or Paying) may attend and participate in a Special General Meeting. Only Paying Members who are eligible to vote under clause 42 may vote on resolutions arising from a Special General Meeting.

38 Notice of general meeting

(1) The Secretary must give each member notice of a general meeting:

(a) if a matter to be determined at the meeting requires a special resolution – at least 21 days before the meeting, or

(b) otherwise – at least 14 days before the meeting.

(2) The notice must specify:

(a) the place and time at which the meeting will be held, and

(b) the nature of the business to be transacted at the meeting, and

(c) if a matter to be determined at the meeting requires a special resolution – that a special resolution will be proposed, and

(d) for an Annual General Meeting – that the meeting to be held is an Annual General Meeting.

(3) The only business that may be transacted at the meeting is:

(a) the business specified in the notice, and

(b) for an Annual General Meeting – business referred to in clause 36(4)

(4) A member may give written notice to the Secretary of business the member wishes to raise at a general meeting.

(5) If the Secretary receives a notice under subclause (4), the Secretary must specify the nature of the business in the next notice calling a general meeting.

39 Quorum

(1) The quorum for a general meeting is 50% of the total number of Paying Members, present in person or via an approved electronic attendance method.

(2) No business may be transacted at a general meeting unless a quorum is present.

(3) if a quorum is not present within half an hour of the time the meeting commences, the meeting:

(a) if called on the request of members – is dissolved, or

(b) otherwise – is adjourned:

(i) to the same time of the same day in the following week, and

(ii) to the same place, unless another place specified by the member presiding at the meeting at the time of the adjournment or in written notice given to the members at least 1 day before the adjourned meeting.

(4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least 25% of the total number of Paying Members, shall constitute a quorum.

(5) Ordinary Members attending a general meeting may participate in discussions but may not vote unless that are also Paying Members, or otherwise entitled under this constitution.

(6) Ordinary Members do not count towards a quorum for the purposes of a general meeting.

40 Adjourned meetings

(1) The member presiding at a general meeting may, with the consent of the majority of the Paying Members present, adjourn the meeting to another time and place.

(2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.

(3) If a meeting is adjourned for at least 14 days, the Secretary must give each member oral or written notice, at least 1 day before the adjourned meeting of:

(a) the time and place at which the adjournment meeting will be held, and

(b) the nature of the business to be transacted at the adjourned meeting.

41 Presiding member

(1) The following member presides at a general meeting:

(a) the President,

(b) if the President is absent – the Vice-President,

(c) if both the President and the Vice-President are absent – 1 of the members present at the meeting, as elected by the other members.

(d) during the election of the Committee, the Public Officer.

(2) Only members who are entitled to vote as defined in clause 42(1) is eligible to vote for a presiding officer in subclause (1)(c).

(3) The member presiding at the meeting has:

(a) a deliberative vote, and

(b) in the event of an equality of votes – a second or casting vote.

42 Voting

(1) A member is not entitled to vote at a general meeting unless the member:

(a) is at least 18 years of age,

(b) had paid all money owed by the member to the Association, and

(c) is classified as a Paying Member, as outlined in clause 6.

(2) Each member has 1 vote, except as provided in clause 41(3)(b).

(3) Ordinary Members who are elected or appointed to the Committee – whether as an Office-Bearer or as a Representative Committee Member, has full voting rights at general meetings for the duration of their term in office, even if they are not Paying Members.

(4) Despite subclause (3), an Ordinary Member serving on the Committee is not eligible to vote in an Annual General Meeting election of Committee members under clause 19 unless they are a paying member.

(5) A question raised at the meeting must be decided by:

(a) a show of hands, or

(b) if clause 44 applies – an appropriate method as determined by the Committee, or

(c) a written ballot, but only if:

(i) the member presiding the meeting moves that the question be decided by ballot, or

(ii) at least 5 members, who are eligible to vote, agree the question should be determined by ballot.

(6) If a question is decided using a method referred to in subclause (5)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost using the method:

(a) a declaration by the member presiding at the meeting,

(b) an entry in the Association's minute book.

(7) A written ballot must be conducted in accordance with the directions of the member presiding.

(8) A member cannot cast a vote by proxy.

(9) Ordinary Members may attend and speak at meetings but do not have voting rights at a general meeting.

43 Postal, electronic or combined ballots

(1) The Association may hold a postal, electronic or combined ballot, as determined by the Committee, to decide any matter other than an appeal under clause 12.

(2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

44 Transaction of business outside meetings or by telephone or other means

(1) The Association may transact its business by circulation of papers, including by electronic means, among all members of the Association.

(2) If the Association transacts business by circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the Association made at a general meeting.

(3) The Association may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

(4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Association for the purposes of:

(a) the approval of a resolution under subclause (2), or

(b) a meeting held in accordance with subclause (3).

(5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the Association.

Note: The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

Part 5 Area Representatives and Area Representation Group

45 Purpose of Area Representatives

(1) There shall only be 1 Area Representative within a:

(a) unit,

(b) cluster,

(c) zone, or

(d) directorate (for State Headquarters).

(2) Subclause (1) does not preclude the election of an Area Representative at a different level within the NSW SES structure where an Area Representative already exists at another level.

(3) Where changes to the NSW SES structure create new categories of representation, the Association may establish corresponding area representative positions, with the adoption of each category confirmed by a resolution at a general meeting.

(4) Area Representatives shall:

(a) promote the Association to members, who they represent,

(b) represent the views, opinions and ideas of members they represent to the Committee and Area Representation Group,

(c) provide updates and information from the Association to members they represent, and

(d) engage and participate in Association activities, including participation in Area Representation Group meetings.

46 Election of Area Representatives

(1) Any member of the Association may nominate as a candidate for election as an Area Representative.

(2) All members of the Association, whether Ordinary or Paying, who are ordinarily assigned to, or based within the specific unit, cluster, zone or directorate (for State Headquarters) of the NSW SES may nominate for, or vote in, the election of an Area Representative at the Annual General Meeting, in accordance with clause 36.

Note: Ordinary Members may vote in Area Representative elections but do not have voting rights on other Association business or Committee elections under clause 36.

(3) Nominations must be:

(a) signed or electronically confirmed by the member being nominated,

(b) only the member being nominated may submit a nomination on their own behalf,

(c) received by the Secretary at least 7 days before the date fixed for the Annual General Meeting at which the election is to take place, and

(d) casual vacancies may be filled through an extraordinary election as determined by the Committee.

(4) A nomination made at the meeting in response to call for further nominations must be made in the form and manner directed by the member presiding at the meeting.

(5) If no nomination is received for a position after a call for further nominations, the position is to remain vacant until filled in accordance with clause 48.

(6) If more than one nomination is received for a position, the election must be decided by ordinary ballot in the manner directed by the Committee.

(7) Where no nominee receives majority of votes cast, the position shall remain vacant and the Committee may determine how the vacancy is to be filled, including by extraordinary election.

(8) For ordinary elections, the results of each ballot must be declared by the member presiding the meeting and record in the minutes of the meeting.

(9) For extraordinary elections, the results of each ballot must be declared by the Committee and published on the Association's members portal.

47 Term of appointment

(1) An Area Representative holds office from the date on which the election result is declared until immediately before the next Annual General Meeting, unless sooner vacated under clause 48.

(2) An Area Representative is eligible, if otherwise qualified, for re-election without limit on the number of consecutive terms.

(3) The Committee may determine a shorter term for an Area Representative appointed to fill a casual vacancy under clause 48.

48 Casual vacancies of Area Representatives

(1) A casual vacancy occurs if an Area Representative –

(a) dies,

(b) ceases to be a member of the Association,

(c) resigns by written notice to the Secretary,

(d) is removed by resolution of the Committee for cause,

(e) is absent from 3 consecutive meetings of the Area Representation Group without consent,

(f) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or

(g) becomes a mentally incapacitated person.

(2) The Committee may, by resolution:

(a) remove an Area Representative for breach of the Association's Constitution, Rules or Code of Conduct, after providing the member reasonable opportunity to respond, and

(b) authorise an extraordinary election to fill the vacancy, or appoint an eligible member to act in the role until the next Annual General Election or extraordinary election, whichever is first.

(3) An Area Representative appointed under subclause (2)(b) has the same rights and responsibilities as an elected representative for the duration of the appointment.

49 Vote of no confidence in an Area Representative

(1) A vote of no confidence is in Area Representative may be initiated where at least 5% of Association members assigned to, or based within, the relevant Unit, Cluster, Zone or Directorate (for State Headquarters) support the request.

(2) A notice requesting a vote of no confidence must:

(a) be submitted in writing to the Committee,

(b) state the grounds for the proposed vote, and

(c) be signed (or electronically confirmed) by the members support the notice under subclause (1).

(3) Upon receipt of a valid notice under subclause (2), the Committee must, within 21 days:

(a) call a vote of no confidence of all members assigned to the relevant Unit, Cluster, Zone or Directorate (for State Headquarters), and

(b) determine and publish the method of voting, which may include electronic, postal, or combined ballots in accordance with clause 42.

(4) Only members assigned to the relevant Unit, Cluster, Zone or Directorate (for State Headquarters), whether Ordinary or Paying Members, may vote on a vote of no confidence.

(5) A vote of no confidence is passed if supported by a simple majority of valid votes cast.

(6) If the vote of no confidence is passed:

(a) the Area Representative is removed from the position effective immediately, and

(b) the Committee must call an election to fill the vacancy in accordance with clause 48 within 28 days.

(7) If the vote of no confidence is not passed, the Area Representative continues in the position for the remainder of their term.

(8) Subclause (7) does not limit the ability for another vote of no confidence at a later time in accordance with this clause.

(9) A vote of no confidence under this clause does not constitute disciplinary action for the purposes of clause 11 and does not affect a member's membership of the Association.

50 Grouping of Area Representatives

(1) Area Representatives shall be grouped by:

(a) Zones of the NSW SES, including all units and clusters within the same zone, together with the zone Area Representative, and

(b) State Headquarters, comprising all directorate Area Representative grouped together.

(2) The Committee may, by resolution, determine additional groupings or modify existing groupings to reflect changes to the organisational structure of the NSW SES.

51 Area Representation Group

(1) The Area Representation Group shall consist of all Area Representatives grouped in accordance with clause 50.

(2) The Area Representation Group shall meet at least 4 times per financial year at the place and time determined by the Committee or Chair of the Area Representation Group.

(3) At its first meeting after the Annual General Meeting, the Area Representation Group shall elect a chair from among its members. The chair shall preside over all Area Representation Group meetings.

(4) The Area Representation Group shall:

(a) review local matters and issues affecting members,

(b) develop proposals or recommendations for consideration by the Committee, and

(c) provide a forum for the two-way communication between the Committee and local members via Area Representatives

52 Recommendations and Consensus of Area Representation Groups

(1) Matters considered at a meeting of an Area Representation Group may be determined by consensus or by a show of hands to indicate the collective view of members present.

(2) Where a recommendation is agreed to by the Area Representation Group, the minutes must record the recommendation as *carried* without attributing votes or names members.

(3) A recommendation recorded in minutes under subclause (2) is taken to represent the collective position of the Area Representation Group.

(4) A recommendation of an Area Representation Group does not constitute a resolution or decision of the Association and is not binding on the Committee.

(5) The Committee must give due consideration to the recommendations of Area Representation Groups when making decisions affecting members.

53 Quorum

(10) A meeting of an Area Representation Group should, where practicable, include at least half of the members of that Area Representation Group, rounded up to the nearest whole number.

(11) If fewer than half of the members are present, the meeting may still proceed on an informal basis for discussion and information-sharing only.

(12) Any recommendations arising from a meeting held without a quorum must be clearly noted in the minutes as provisional and referred to the next meeting (or circulated electronically) for endorsement by a majority of members.

(13) The absence of a quorum does not invalidate discussion or prevent minutes from being provided to the Committee.

(14) Meetings may be held in person, online, or in hybrid form as determined by the Chair of the Area Representation Group.

Part 6 Administration

54 Change of name, objects or constitution

An application for registration of change in the Association's name, objects or constitution made under the Act, section 10 must be made by:

(a) the Public Officer, or

(b) a Committee member,

55 Funds

(1) Subject to a resolution passed by the Association at a general meeting, the Association's funds may be derived from the following sources only:

(a) annual subscription fees payable by members,

(b) donations, or

(c) other sources as determined by the Committee.

(2) The Committee may, by resolution authorise the use of the Association's funds and assets for the management and operation of the Association and for pursuing the Association's objectives, unless otherwise directed by a resolution passed at a general meeting.

(3) As soon as practicable after receiving money, the Association must:

(a) deposit the money, without deduction, to the credit of the Association's authorised deposit-taking institution account, and

(b) issue a receipt for the amount of money received to the person from whom the money was received.

(4) A cheque or other negotiable instrument must be signed by 2 authorised signatories.

Note: The Act, section 36 provides for the appointment of authorised signatories.

56 Insurance

The Association may take out and maintain insurance as appropriate for the Association's assets and liabilities.

57 Not-profit status

(1) The assets and income of the Association shall be applied solely in the furtherance of the purpose of the Association, and no portion shall be distributed directly or indirectly to the members of the Association, expect as genuine compensation for services rendered or expenses incurred on behalf of the Association.

(2) Nothing in this clause shall prevent the payment in good faith of:

(a) remuneration to any member, employee or officer of the Association for services actually rendered to the Association, or

(b) reimbursement of reasonable expenses properly incurred on behalf of the Association, or

(3) payments made in accordance with the objects of the Association.

Note: See the Act, section 40.

58 Service of notices

(1) For the purposes of this constitution, a notice may be given to or served on a person:

(a) by delivering the notice to the person personally,

(b) by sending the notice by pre-paid post to the address of the person, or

(c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.

(2) A notice is taken to have been given to or served on a person, unless the contrary is proved:

(a) for a notice given or served personally – on the date on which the notice is received by the person,

(b) for a notice sent by pre-paid post – on the date on which the notice would have been delivered in the ordinary course of post, or

(c) for notice sent by electronic transmission:

(i) on the date the notice was sent, or

(ii) if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date – on the later date.

59 Custody of records and books

Except as otherwise provided by this constitution, all records, books, and other documents relating to the Association must be kept in New South Wales:

(a) at the Association's main premises, in the custody of either of the following persons, as determined by the Committee:

(i) the Public Officer,

(ii) a member of the Association, or

(b) if the Association has no premises – at the Association's official address, in the custody of the Public Officer.

60 Inspection of records and books

(1) The following documents must be available for inspection, free of charge, by members of the Association at a reasonable time:

(a) this constitution,

(b) rules of the Association,

(c) records, books and other documents relating to the Association, and

(d) minutes of Committee meetings, general meetings, sub-committee meetings, and Area Representation Group meetings of the Association.

(2) A member may inspect a document referred to in subclause (1):

(a) in hard copy, or

(b) in electronic form, if available.

(3) A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than $1, as determined by the Committee, for each page copied.

(4) The committee may refuse to allow a member to inspect or obtained a copy of a document under this clause:

(a) that relates to confidential, personal, commercial, employment, or legal matters, or

(b) if the Committee considers it would be prejudicial to the interests of the Association for the member to do so.

61 Financial year

(1) The Association's financial year is:

(a) the period commencing on the date of incorporation of the Association and ending on the following 30 June, and

(b) each period of 12 months after the expiration of the previous financial year, commencing on 1 July and ending on the following 30 June.

62 Winding up or dissolution

(1) In the event of winding up or dissolution of the Association, any surplus assets remaining after the payment of all debts and liabilities must not be paid to or distributed among members.

(2) Any surplus assets must be given or transferred to another organisation:

(a) with a similar purpose to the Association,

(b) which is registered as a charity with the Australian Charities and Not-for-profits Commission, and

(c) which is not carried on for profit or gain of its members.

(3) In this clause:

surplus property has the same meaning as in the Act, section 65.