



VOLUNTEER MARINE RESCUE NSW
(Marine Rescue NSW)

ABN 98 138 078 092

RULES

Amended February 2023

Part 1 Name and Application of the Rules

1 Name of Rules

- (a) These are the Marine Rescue NSW Rules (“**Rules**”).
- (b) Rules are made under clause 75 of the Constitution of Volunteer Marine Rescue NSW (“**MRNSW**”) by the Board of Marine Rescue NSW (“**Board**”).
- (c) These Rules must be consistent with the Constitution.
- (d) The Rules apply to all Members.

2 Development and application of SOPs

- (a) The Commissioner will develop, approve and apply Standard Operating Procedures (**SOPs**) relating to:
 - (i) the implementation of the MRNSW Constitution and these Rules;
 - (ii) administrative, financial and operational procedures; and
 - (iii) operational, regulatory and employee matters.
- (b) SOPs apply to all Members, MRNSW Units and, where appropriate, MRNSW Staff.
- (c) SOPs will include, where appropriate, reference to relevant provisions of the Constitution, the Rules and applicable State and Commonwealth legislation.
- (d) The Rules and SOPs will be recorded on a central register maintained by Headquarters personnel. This will include the date(s) and details of any variations to the Rules and SOPs, such as amendment, repeal or replacement.
- (e) The Commissioner may develop policies that govern operational matters, including managing MRNSW employees. Policies must be consistent with the Rules or SOPs.

3 Delegations

- (a) The Board may delegate any of their powers to the Commissioner in accordance with clause 38 of the Constitution and these Rules.
- (b) The Commissioner may, where appropriate, delegate his powers and functions in writing. Such delegations must:
 - (i) be in accordance with the terms and conditions of any delegation by the Board to the Commissioner relating to the same matter;
 - (ii) be consistent with the Rules or SOPs;
 - (iii) recorded on a central register; and
 - (iv) The Commissioner will review delegations according to a timetable determined by the Board to ensure their currency and relevance to the corporate governance, purpose and functions of MRNSW.

4 Online access to Constitution and the Rules

- (a) The Constitution will be accessible to all Members of MRNSW on the corporate website.
- (b) The Constitution, Rules, SOPs and Members’ Code of Conduct will be accessible to all Members of MRNSW on the OTTER Membership system.

5 Determination of questions arising under the Rules

- (a) The Board may determine any question arising under the Rules, including any matter of discipline or privilege. As part of its deliberations, the Board may:
 - (i) Inspect any relevant document about the question; and
 - (ii) Require any member to attend to give evidence to the Board or any properly appointed committee of the Board.
- (b) The Board will ordinarily determine any such question only when all other procedures have been exhausted.
- (c) The decision of the Board shall be final.
- (d) Any inconsistency between the Constitution, the Rules and SOPs are to be considered in the order of descending priority of the Constitution, Rules and SOPs.

6 Variations to the Rules and SOPs

- (a) Rules may only be amended, rescinded or replaced by the Board.
- (b) SOPs may only be amended, rescinded or replaced by the Commissioner.

Part 2 MRNSW Membership

7 Categories of MRNSW Membership

The categories of Membership of MRNSW are:

- (a) Provisional Member
- (b) Regular Member
- (c) Life Member
- (d) Unit Life Member
- (e) Honorary Member

8 Qualifications for Membership

Provisional Members

The Constitution sets out the qualifications for Provisional Membership.

Regular Members

The Constitution sets out the qualifications for Regular Membership.

Life Members

- (a) At its absolute discretion, the Board may award Life Membership to Regular Members who have rendered distinguished or special service in pursuit of the purpose and the functions of MRNSW.
- (b) Life Members are not required to continue meeting the Active Membership requirements to retain their Membership.

Unit Life Members

- (a) A Unit Executive, at its absolute discretion, may award Unit Life Membership to Regular Members of their Unit who have rendered distinguished or special service in pursuit of the purpose and the functions of MRNSW.

- (b) Unit Life Membership is the highest honour a Unit can bestow upon a member.
- (c) Distinguished or special service to a Unit includes any of the following:
 - (i) exceptional dedication to operational duties, administration duties, fundraising, promotional, facilities/vessel maintenance and upkeep over an extended period of time;
 - (ii) other areas of service deemed appropriate by the Unit Executive.
- (d) Unit Life Members are not required to continue to meet the requirements for Active Membership.
- (e) Unit Life Members may attend Unit meetings and activities but cannot vote in MRNSW Board or Unit elections.
- (f) Unit Life Members who continue to meet the Active Membership requirements can vote in MRNSW Board and Unit elections.
- (g) A certificate and insignia pin acknowledging the Unit Life Membership will be presented to the recipient.
- (h) A Unit Executive may strip a Unit member of Unit Life Membership if, in the opinion of the Unit Executive, the Unit Life Member is no longer of good standing, has brought MRNSW or the Unit into disrepute or has breached the Code of Conduct to the extent that precludes them from consideration for this honour.

Honorary Members

- (a) The Board may award Honorary Membership of MRNSW to persons who are not MRNSW Members but who, in the opinion of the Board, contribute to the purpose and functions of MRNSW.
- (b) Honorary Members may attend MRNSW meetings and activities subject to being formally invited by the Board, the Commissioner or a Unit Commander.
- (c) Honorary Members are not MRNSW Members for the purpose of the *Corporations Act* and therefore do not have any of the rights and privileges of MRNSW Membership unless expressly stated in the Constitution or the Rules.
- (d) Honorary Members cannot vote in MRNSW Board or Unit elections.

Returning Members

- (a) The Constitution sets out the qualifications for Returning Members.
- (b) The Board may place any conditions it deems appropriate on approval of a Returning Member.

9 Approval of Membership

Provisional Members

- (a) The processes, standards and delegations for approving the admission of Provisional Members are contained in relevant SOPs.

Regular Members

- (b) The processes, standards and delegations for approving Provisional Members as Regular Members are prescribed in relevant SOPs.

10 Register of Members

- (a) A register of all Members is to must be maintained in a centralised Membership database (“**OTTER**”).

- (b) Units will maintain their Members' details on OTTER and must make the details available to their Members. Units must also make this information available to the Unit Executive, Zone Commanders, the Commissioner or officer nominated by the Commissioner, as required for the purpose of conducting elections or any other purpose consistent with the Constitution, Rules and SOPs.
- (c) The recording, maintenance and use of information on the rolls must comply with Commonwealth and State privacy laws and MRNSW Privacy Policy.

11 Continued Membership as a Regular Member

- (a) Regular Members of MRNSW must renew their Membership annually in accordance with the Constitution.
- (b) Life Members and Unit Life Members are not required to new their Membership annually.
- (c) The processes, standards and delegations for approving Membership renewal as a Regular Member are prescribed in relevant SOPs.

12 Leave of absence

- (a) Provisional Members and Regular Members may apply for a leave of absence.
- (b) The processes and delegations for approving a leave of absence are set out in relevant SOPs.
- (c) Requirements for the assessment of competency of Members who return to duty following a leave of absence for periods of six months are prescribed in relevant SOPs.

13 MRNSW Members Code of Conduct

- (a) The MRNSW Members' Code of Conduct specifies the personal and professional behaviour expected of Members.
- (b) The Code of Conduct reflects MRNSW's values of honour, unity, respect, leadership and professionalism.
- (c) All Members are required, upon admission and annual Membership renewal, to agree in writing to comply with the Constitution, Rules and SOPs, including the Code of Conduct.
- (d) Failure to comply with the Code of Conduct can lead to disciplinary action in accordance with relevant SOPs.

14 Termination of Membership

- (a) Termination of Membership will be in accordance with the Constitution, Rules and relevant SOPs.
- (b) The Board may expel a member from the Company if that member:
 - (i) is convicted of an indictable offence; or
 - (ii) fails to comply with any of the provisions of the Constitution, Rules and SOPs, including the Code of Conduct; or
 - (iii) conducts themselves in a manner considered to be injurious or prejudicial to the reputation and interests of the Company.
- (c) The member concerned shall be given a full and fair opportunity of presenting his/her case for consideration by the Board.
- (d) The Commissioner will advise the member in writing of the Board's decision, either to expel the member or allow the member to retain their Membership, and any disciplinary action so determined by the Board.

15 Training of Members

Training of Members will be in accordance with the Constitution and relevant SOPs.

16 Transfer of Members between Units

Transfer of Members between Units will be in accordance with the Constitution and relevant SOPs.

17 Member welfare, well-being and safety

SOPs will promote the welfare, well-being and safety of Members and personnel in accordance with the Constitution and relevant legislation.

18 Grievances and complaints

- (a) Complaints and grievances by Members are prescribed in the relevant SOPs.
- (b) Complaints by external parties, including former Members, Members of the community, government agencies and organisations, in relation to MRNSW activities or Members are prescribed in the MRNSW Whistleblower Policy and relevant SOPs.

Part 3 Governance

19 The Board

The composition of the Board is in accordance with the Constitution.

20 Appointment of a Chairperson and two Regular Directors

- (a) Subject to subrule 59(a), the Board, at its absolute discretion, may appoint a Chairperson and two Regular Directors in accordance with the Constitution.
- (b) The Board will undertake a rigorous process to identify suitable candidates who can improve the Company's status in the marine and corporate community, which may include using external agencies. Appointments will be open and transparent.
- (c) Candidates may be sourced from either Members or external persons who possess skills and experience that may include any of the following:
 - (i) an understanding of the marine and corporate community
 - (ii) demonstrated leadership in the business, finance, or legal sectors;
 - (iii) business credibility;
 - (iv) financial literacy;
 - (v) access to key business and political contacts; or
 - (vi) an understanding of marketing and attracting sponsorship.

21 Election of Regional Directors

- (a) Members seeking election as a Regional Director must be an Active Member for at least two years as at the date of the election unless otherwise determined by the Board and must possess skill sets, such as professional qualifications, managerial, governance or corporate fundraising experience.
- (b) Procedures for the election of Regional Directors are prescribed in the relevant SOPs.

22 Board Vacancies and Casual Board Vacancies

Procedures for appointing persons to vacancies or casual vacancies of the Chairperson, Regular Director or Regional Director offices are as per clause 34 of the Constitution.

23 Restrictions on MRNSW Staff Serving on the Board

- (a) A staff member who is also a member of MRNSW cannot hold an elected Board or Unit position.
- (b) A staff member who ceases employment with MRNSW cannot nominate for an elected Board or Unit position for two years after their employment ceases. They must have retained their Membership of the organisation throughout the intervening two-year period.

24 Board responsibilities and conduct

- (a) The conduct of Board meetings and activities will be in accordance with the Corporations Act 2001, the Constitution, the Board Charter and the Board Code of Conduct.
- (b) The Board Charter and Board Code of Conduct will reflect contemporary corporate governance principles and guidelines and will be approved by the Board.
- (c) Upon election or appointment to the Board, Directors must agree in writing to comply with the *Corporations Act 2001*, the *Australian Charities and Not-for-profits Commission Act 2012*, the Constitution, the Board Charter and the Board Code of Conduct. Failure to comply may result in disciplinary action in accordance with the Constitution and the Board Charter.
- (d) The Board Charter and Code of Conduct will be reviewed periodically by the Board to ensure they remain current and relevant to the Board's role in the governance of MRNSW as prescribed in the Constitution.
- (e) The Board Charter will provide for the ongoing review of Board composition and performance at intervals determined by the Board.

25 Training and Professional Development of Board Members

- (a) The Board Charter will include provisions for the training and professional development of Directors.
- (b) As soon as practicable after each Board election, the Chair of the Board will arrange for each new Director to receive training in corporate governance for company directors (including Board roles, director responsibilities and financial management) appropriate to the organisation's requirements.
- (c) The Commissioner will provide the relevant Government Department with a report on the completion of corporate governance training for elected Directors after such training has been completed, in accordance with the funding agreement between MRNSW and the Crown.

26 Establishment of Board sub-committees

- (a) The Board may establish sub-committees to assist it in meeting its responsibilities under the Corporations Act 2001, the Australian Charities and Not-for-profits Commission Act 2012 and the Constitution.
- (b) The Board will approve the charter and composition of Board sub-committees.
- (c) The charter of Board sub-committees will include provision for ongoing review of committee composition and performance at intervals determined by the Board.

27 Strategic and business planning

- (a) The Board, on advice from the Commissioner, will approve a Strategic Plan outlining the strategic directions and priorities of MRNSW over a specified period of time determined by the Board.
- (b) The Board will review the Strategic Plan periodically to ensure its currency and relevance to the purpose and functions of the organisation.
- (c) The Commissioner will prepare, for the approval of the Board, business and financial plans

to achieve the objectives and priorities of the Strategic Plan.

- (d) The Commissioner will prepare reports to the Board on the performance of MRNSW in meeting the objectives and strategic priorities of the Strategic Plan in a form and according to timeframes determined by the Board.

28 Risk management

- (a) The Board will oversee the development and implementation of the risk management framework of MRNSW in accordance with the Constitution. This will include articulating the corporate risk appetite and major risks associated with the business in order to ensure these are appropriately and continually monitored and managed.
- (b) The Commissioner will approve SOPs for business risk assessment, mitigation and management within the risk management framework determined by the Board.
- (c) The Commissioner will report to the Board on the implementation of the risk management framework according to a timetable determined by the Board.
- (d) The Commissioner will be responsible for maintaining relevant insurance to a level and for a period appropriate to operational and corporate needs in compliance with legislation and the requirements of relevant funding agreements.

Part 3 Operational Management

29 The Commissioner

- (a) The Commissioner is responsible to the Board for the leadership and management of MRNSW in accordance with the Constitution, including exercising operational command of all units, the State Operations Group, Members and managing the Company's corporate functions.
- (b) The Commissioner is responsible for the development, approval and implementation of SOPs for the operations and administration of all Marine Rescue Units, the State Operations Group and corporate functions in accordance with the Constitution.

30 State Operations Group

- (a) The Commissioner may form a State Operations Group.
- (b) The Group will be based at the Marine Rescue NSW Headquarters in Cronulla. It will comprise Members and/or employees appointed or seconded by the Commissioner to the Group.
- (c) The creation of the Group will increase and enhance Marine Rescue NSW's capacity to undertake and coordinate significant rescue and emergency events, such as assisting with state-wide floods and bushfires.
- (d) The operation and administrative functions of the State Operations Group will be prescribed in relevant SOPs and/or Policies.
- (e) Service to the State Operations Group by Members and/or employees will be deemed as continued service.

31 Vessels and vehicles

- (a) All Members must comply with the NSW State Rescue Board Marine Standard Operating Procedures for Accredited SARCC, MRU and MRB (SRB Marine SOP) relating to the operation of vessels by accredited Marine Search and Rescue Coordination Centres (SARCC), Marine Rescue Units (MRU) and Marine Radio Bases (MRB) responsible for monitoring vessels and responding to marine incidents.

- (b) All Members must comply with relevant SOPs relating to the crewing and operation of MRNSW vessels and vehicles.
- (c) All vessels and vehicles must comply with relevant SOPs relating to the style, identification, signage, appearance and maintenance of MRNSW livery.
- (d) No change shall be made to the livery or call sign of any MRNSW vessel or vehicle without the written approval of the Commissioner.

32 Uniforms

MRNSW Members must wear the approved uniform at such times and in such manner as specified in relevant SOPs.

33 Communications

All communications activities at Corporate, Zone Regional and Unit levels must be conducted in accordance with the relevant SOPs. This includes stakeholder engagement, community education, recruitment campaigns, media and publicity and website and social media development and use.

Part 4 Financial Management

34 Overview

- (a) The Board will oversee the financial management of MRNSW, including the establishment of Board sub-committees as appropriate.
- (b) The Commissioner will develop and implement SOPs for the efficient and effective financial management of MRNSW in accordance with the Corporations Act 2001, the Australian Charities and Not-for-profits Commission Act 2012, the Constitution and requirements of funding agreements.

35 Budgeting and reporting

- (a) The Commissioner will prepare for the Board's approval an annual budget to meet the organisation's operational and corporate needs and legislative requirements.
- (b) The Commissioner will direct the preparation of the MRNSW's annual financial reports in accordance with legislative requirements.
- (c) A report on the expenditure of the funding directed to MRNSW by the State of NSW for each financial year will be published in accordance with funding agreements between MRNSW and the Crown.

36 Records and inspections

- (a) The Commissioner will develop and implement SOPs for the maintenance of records in accordance with relevant legislation and funding agreements.
- (b) The Commissioner will arrange for records to be made available for inspection by a Member of MRNSW in accordance with the Constitution.

37 Banking and negotiable instruments

Bank Accounts (including term deposits)

- (a) MRNSW will conduct financial transactions in accordance with relevant SOPs.
- (b) Financial transactions are to be transacted through bank accounts with recognised Australian Financial Institutions approved by the Board (approved Australian Financial Institutions).
- (c) Bank accounts with approved Australian Financial Institutions can only be opened and conducted with the approval of the Commissioner.

- (d) Bank accounts must be opened and conducted as corporate accounts.
- (e) Bank accounts must be in the name of MRNSW. Unit bank accounts must be in the name of MRNSW with the Unit's name as a suffix (e.g. Marine Rescue NSW–Botany Port Hacking Unit).
- (f) Bank accounts must not be closed or transferred without the approval of the Commissioner or their delegate.

Payments and Receipts

Corporate

- (a) Cheques or electronic payments may be signed, drawn, accepted, or endorsed by:
 - (i) any two Directors whose names have been registered and accepted by the bank; or
 - (ii) any two employees of MRNSW, one of whom may be the Commissioner, who have accepted the responsibility, been authorised by the Board and whose names have been registered and accepted by the bank; or
 - (iii) a combination of any two of the Directors and employees above.
- (b) Receipts may be issued by the Company Secretary or an employee of MRNSW to whom responsibility has been delegated.

Units

- (a) Cheques or electronic payments must be signed, drawn, accepted, or endorsed by any two Members elected to or appointed to Unit Executive positions in accordance with the Constitution, who have been authorised by the Commissioner and whose names have been registered and accepted by the bank.
- (b) Receipts must be issued by the Treasurer of the Unit or in the absence of the Treasurer another member as approved by the Unit Commander.

38 Fundraising

- (a) All fundraising is to be undertaken in accordance with the *Charitable Fundraising Act 1991*, the *Income Tax Assessment Act 1997*, any other relevant State legislation and the MRNSW Constitution and relevant SOPs.
- (b) All funds received from fundraising activities are to be managed in accordance with the Constitution and relevant SOPs.

39 Asset Management

Purchase, lease and disposal of assets

- (a) All MRNSW assets are to be purchased or leased and disposed of in accordance with relevant SOPs.
- (b) The Board, on recommendation from the Commissioner, will determine delegations for the purchase, lease and disposal of all assets. The delegations will be recorded in relevant SOPs.

40 Recording of assets

- (a) All MRNSW assets are to be recorded in accordance with relevant SOPs.
- (b) The Headquarters corporate office will maintain the Fixed Asset Management (FAM) system for the company. Units will assist with the maintenance of the system by providing information as required.

(c) Units will maintain a Unit Fixed Asset Register (FAR).

41 Employment of staff

- (a) The Commissioner will employ staff to meet the purpose and functions of MRNSW and support its volunteer Members, in accordance with the Constitution.
- (b) The Board, on the advice and recommendations of the Commissioner, will approve a policy framework for the employment of staff of MRNSW
- (c) Policies and procedures for the employment of staff will be specified in relevant SOPs.

Part 5 Units, Regions and Zones

42 Establishment and disbandment of Units

- (a) The Commissioner may form and disband Units in accordance with the Constitution.
- (b) Procedures for the formation and disbandment of Units will be prescribed in relevant SOPs.

43 Number and boundaries of Regions

- (a) The Board, on the advice and recommendations of the Commissioner, will approve the number and boundaries of Regions in accordance with the Constitution.
- (b) The Board will have regard to the NSW Emergency Management and Rescue boundaries in determining the number and boundaries of MRNSW regions.

44 Number and boundaries of Zones

The Board, on the advice and recommendations of the Commissioner, will approve the number and boundaries of Zones in accordance with the Constitution.

45 Elections for Unit Commander

Nominations

- (a) Eligibility for election as a Unit Commander is determined by the Constitution.
- (b) A nomination for election as Unit Commander:
 - (i) must be submitted in the required form in accordance with the relevant SOPs; and
 - (ii) the nomination form must state the name of the eligible Member(s) the candidate intends to appoint as Deputy Unit Commander, unless otherwise determined by the Board.
- (c) The Returning Officer must notify the Company Secretary if the nomination form does not contain the information required in subrule (b) above.
- (d) Nominations for elections require a nominator and a seconder and written acceptance of the nomination by the Member being nominated.
- (e) Members nominating and seconding the nomination of a Member for election as a Unit Commander must have been Regular Members or Life Members for at least two years at time of nomination
- (f) All nominations for election must be submitted to the designated officer by the closing date determined by the Commissioner.
- (g) Nominations received after the closing date will not be accepted for the election.
- (h) The Commissioner or a Unit Executive may appoint employees and/or Members of MRNSW as Returning Officers to conduct Unit elections.
- (i) Returning Officers will be assisted by employees and/or Members approved by the Company Secretary.

- (j) Returning Officers will be provided with an up-to-date roll of Members eligible to vote in the election from the central Membership register on OTTER.
- (k) Members will be advised of the name, postal and email address and telephone contact details of the Returning Officer.

Election voting procedures

- (a) The voting procedure for all Unit elections shall be in accordance with the relevant SOPs.
- (b) Voting for all Unit elections is only via the MRNSW website electronic voting platform.
- (c) Only Regular Members, Life Members and Unit Life Members who continue to meet the requirements of Active Membership as outlined in the Constitution may vote in Unit elections.

46 Appointment of a Deputy Unit Commander and a Unit Executive

- (a) A Unit Commander must appoint a Deputy Unit Commander and a Unit Executive.
- (b) Eligibility for appointment as a Deputy Unit Commander is determined by the Constitution.
- (c) Procedures for appointing a Unit Executive are prescribed in the relevant SOPs.

47 Filling a vacancy for Unit Commander or Deputy Unit Commander

- (a) If the role of Unit Commander becomes vacant for reasons other than the removal of the Unit Commander in accordance with Clause 48 of the Constitution, the Deputy Unit Commander may fill the role of Unit Commander for the remainder of the term.
- (b) If the Deputy Unit Commander is unwilling or unable to fulfil the duties of acting Unit Commander, the Commissioner will appoint an acting Unit Commander to:
 - (i) organise an election for a Unit Commander; or
 - (ii) fill the position for the remainder of the term.
- (c) If the role of Deputy Unit Commander becomes vacant for reasons other than the removal of the Deputy Unit Commander in accordance with clause 48 of the Constitution, the Unit Commander will appoint a Unit Member as Deputy Unit Commander for the remainder of the term.

48 Removal of Unit Commanders and Deputy Unit Commanders

- (a) The Commissioner may remove a Unit Commander or a Deputy Unit Commander in accordance with clause 48 of the Constitution.
- (b) The procedures and delegations for the removal of Unit Commanders and Deputy Unit Commanders are prescribed in relevant SOPs.

49 Appointment of a Unit Administrator

- (a) The appointment of a Unit Administrator will be in accordance with the Constitution.
- (b) The Commissioner will determine the role, functions and priorities of the Unit Administrator in accordance with the Constitution and to meet the needs of the Unit and MRNSW.

Part 6 Voting on Resolutions

50 Eligibility to vote

Eligibility to vote on resolutions at meetings of MRNSW and Unit meetings is determined by the Constitution.

51 Voting

Voting on resolutions at meetings of MRNSW and Unit meetings will be in accordance with the Constitution, the Rules and relevant SOPs.

Part 7 Unit Meetings

52 Generally

All meetings of all Units shall be conducted in accordance with the Rules, taking into consideration the procedures of meetings as set out in *Renton's Guide to Meetings*.

53 Meetings and proceedings of Units

- (a) Unit must hold at least six Unit meetings each year. The June meeting will be called the Unit Annual General Meeting.
- (b) A Unit Executive may call a Unit meeting of Members of the Unit to consider any matter relating to the Unit.
- (c) A Unit Executive must call a Unit meeting of the Members of the Unit if a written request signed by more than 20 per cent of the Members of the is given to the Unit Commander.
- (d) A Unit meeting called under subrule 53(c) above must be convened within 21 days of receipt of the written request and may only consider a matter specified in the written request.
- (e) At the Unit Annual General Meeting in each second year, the positions on the Unit Executive must be declared vacant and an election held for the Unit Commander and Deputy Unit Commander. The two-year terms of the Unit Commander and Deputy Unit Commander will start immediately following their election.

54 Chair of Unit and Unit Executive meetings

- (a) The Unit Commander, or Deputy Unit Commander in the absence of the Unit Commander, will chair all Unit and Unit Executive meetings.
- (b) In the absence of both the Unit Commander and Deputy Unit Commander, another member of the Unit Executive will chair the meeting.

55 Quorum of Unit and Unit Executive meetings

- (a) The quorum for a Unit meeting is two Members of the Unit Executive and 10 per cent of Members of the Unit are entitled to vote.
- (b) The quorum for Unit Executive meetings is a simple majority of the Members of the Unit Executive.

56 Voting at Unit meetings

- (a) Each member of the Unit who is entitled to vote and is present at a Unit meeting is allowed one vote on each question put to the meeting.
- (b) Members are not entitled to vote by proxy at a Unit meeting.
- (c) Voting will be by show of hands unless otherwise determined by the Chair, with the exception of Unit Commander elections.
- (d) A simple majority of Members who are present at the meeting and entitled to vote shall carry a motion.
- (e) In the case of an equal number of votes for and against a matter, the Chair has the casting vote in addition to any vote cast by the Chair as a member of the Unit.

BOARD MEETINGS

57 Frequency of Board meetings

The Board will meet at least four times each year. All meetings of the Board shall be conducted in accordance with the Rules, taking into consideration the procedures of meetings as set out in *Renton's Guide to Meetings*

58 Calling Board meetings

- (a) A Board meeting may be called by:
 - (i) the Chairperson; or
 - (ii) any three Directors who give written notice of the requirement for a meeting to the Company Secretary.
- (b) A Board meeting called under subclause (a)(ii) must be convened within 21 days of receipt of the written request and may only consider a matter specified in the written request.
- (c) The Company Secretary must give at least seven days' notice of the Board meeting to all persons entitled to attend.
- (d) The Chairperson may convene an emergency meeting if the circumstances require such a meeting.
- (e) Board meetings may be called or held using any technology consented to by all Directors. The consent may be a standing one. Directors may only withdraw their consent within a reasonable period before the meeting.

59 Chairing Board meetings

- (a) Subrules 59(a)(i) to (iv) apply until the Board appoints a Chairperson under Clauses 23 and 26 of the Constitution;
 - (i) At the first meeting of the Board after an Annual General Meeting, the Directors must elect a Director to chair meetings of the Board.
 - (ii) Before the election of a Chair under subclause (b), any Director may chair the meeting with the consent of the other Directors to conduct the election.
 - (iii) The Director elected as Chair will hold that position, while that person remains a Director, until the meeting of the Board following the next Annual General Meeting.
 - (iv) The Directors must elect a Director present at a meeting of the Board to chair the meeting if:
 - a Director has not already been elected to chair the meeting; or
 - a previously elected Chair is not available or declines to act as Chair for the meeting or part of the meeting.
- (b) Subrules 59(b)(i) and (ii) apply following the Board appointing a Chairperson under Clauses 23 and 26 of the Constitution;
 - (i) The Chairperson will chair Board Meetings
 - (ii) The Directors must elect a Director present at a Board meeting to chair the meeting if the Chairperson is not available or declines to act as Chair for the meeting or part of the meeting.

60 Quorum at Board meetings

- (a) The quorum for a Board meeting is six Directors holding office at the time of the meeting.
- (b) A quorum must be present at all times during a Board meeting.

61 Passing of resolutions at Board meetings

- (a) A resolution of the Board must be passed by a simple majority of the votes cast by Directors entitled to vote on the resolution and present at the meeting.
- (b) The Chairperson has a casting vote, if necessary, in addition to any vote they have in the capacity of a Director.

62 Board resolutions without meeting

- (a) The Board may consider a resolution out-of-session without holding a physical or AVL meeting. meeting together. A circular resolution can be forwarded by email to each Board member for their consideration.
- (b) A circular resolution may be approved by a simple majority of the Directors entitled to vote, providing written consent that they are in favour. The resolution is passed when the last Director required to meet a simple majority of the Directors entitled to vote on the resolution provides written consent.
- (c) An email sent by a Director and received by the Company stating that the Director agrees to the resolution is considered to be the same as the Director signing a written agreement.

GENERAL MEETINGS

63 Types of General Meetings

- (a) Any general meeting other than the Annual General Meeting, called in accordance with the Rules, shall be called an Extraordinary General Meeting.
- (b) General meetings of the Members of Marine Rescue NSW, including Annual General Meetings and Extraordinary General Meetings, must be called in accordance with the *Corporations Act*.

64 Calling of Extraordinary General Meetings by Members

Members may call an Extraordinary General Meeting in accordance with section 249F of the *Corporations Act 2001*, which states, in part: "Members with at least 5% of the votes that may be cast at a general meeting of the company may call, and arrange to hold, a general meeting".

65 Calling of Extraordinary General Meetings by Directors

An Extraordinary General Meeting of Marine Rescue NSW may be called at the written request of any four Directors to the Company Secretary.

66 Notice of General Meetings

- (a) Written notice of a general meeting must be given individually to each member entitled to vote at the meeting, to each Director and otherwise as required by the *Corporations Act*.
 - (i) Notice of a general meeting will be posted on the Marine Rescue NSW website and posted or emailed to Members as authorised. A notice of meeting sent by post is taken to be given three business days after it is posted.
 - (ii) A notice of meeting sent by electronic means is taken to be given on the business day after it is sent.

67 Quorum at General Meetings

- (a) The quorum for a general meeting is ten (10) Members entitled to be present and to vote at the meeting.

- (b) A quorum must be present at all times during a general meeting.
- (c) In determining whether a quorum is present:
 - (i) individuals attending the meeting as a member entitled to vote shall be entitled to one vote;
 - (ii) individuals attending the meeting as a proxy for a member or Members entitled to vote shall be entitled to one vote for each proxy held; and
 - (iii) individuals attending the meeting as both a member entitled to vote and as a proxy for another Member/Members entitled to vote shall be entitled to one vote as a member plus one vote for each proxy held.
- (d) A general meeting of MRNSW called by Members under the Act that does not have a quorum present within thirty minutes after the time for the meeting set out in the notice of meeting will be dissolved automatically.
- (e) Any other general meeting that does not have a quorum present within thirty minutes after the time for the meeting set out in the notice of the meeting must be adjourned to:
 - (i) The same day four weeks later at the same time and place; or
 - (ii) Such other day, time and place as the Directors may decide.
- (f) If no quorum is present at the resumed meeting within thirty minutes after the time for the meeting, the meeting is dissolved.

68 Chairing of General Meetings

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

69 Adjourned General Meetings of Members

- (a) A general meeting resumed after an adjournment must not transact any business other than the unfinished business of the original general meeting.
- (b) A resolution passed at a general meeting resumed after an adjournment is passed on the day it is actually passed and cannot be deemed to have passed at an earlier day.

70 Proxies

- (a) A member who is entitled to attend and cast a vote at a general meeting of Members may appoint a person as his/her proxy to attend and vote for him/her on resolutions, motions or any questions raised at that meeting
- (b) The appointment of proxies and the rights of proxies will be in accordance with the Act and Rules approved by the Board.

71 Votes at general meetings

- (a) At a general meeting, each Regular Member and Life Member or Unit Life Member who continue to meet the requirements of Active Membership may vote on resolutions, motions or any questions put to the meeting. In the case of a resolution circulated on the notice of the meeting, voting may be by electronic vote. Resolutions so circulated cannot be substantially altered.
- (b) Voting at a general meeting of the Company may be in person or by proxy.
- (c) The vote may be by a show of hands or, if demanded, by poll.
- (d) In a vote by either show of hands or poll:
 - (i) each Member present is entitled to one vote as a member and one vote for each proxy held.
 - (ii) each non-member present is only entitled to one vote for each proxy held.
- (e) In a vote by poll:
 - (i) each Member present is entitled to one vote as a member and one vote for each proxy held.
 - (ii) each non-member present is only entitled to one vote for each proxy held
- (f) In the case of an equal number of votes, the Chair of the meeting is entitled to one additional casting vote.

72 Objections to the right to vote

- (a) An objection to a right to vote at a meeting must be:
 - (i) by challenge made at the meeting; and
 - (ii) determined by the Chairperson.
- (b) The decision of the Chair determining an objection to a right to vote is final.

73 Voting at general meetings

- (a) Subject to clauses 70, 71 and 75, a resolution put to the vote at a general meeting must be decided on a show of hands unless a poll is demanded.
- (b) A poll may be demanded by:
 - (i) at least five Members entitled to vote, either in person or by proxy, on the resolution; or
 - (ii) the Chair.
- (c) The poll may be demanded:
 - (i) before a vote is taken; or
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.

74 Taking a poll

- (a) A poll demanded in accordance with Rule 71 must be taken immediately where the motion is in respect of:
 - (i) the election of the Chair; or
 - (ii) the question of an adjournment.

- (b) A poll demanded in accordance with clause 71 on any other question must be taken when and, in the manner directed by the Chairperson.

75 Electronic voting systems

- (a) This subrule (a) applies until the Board appoint Regular Directors in accordance with clauses 23 and 26 of the Constitution. In the case of elections for General Directors held at an Annual General Meeting in accordance with clause 28 of the Constitution, Members may choose to vote by electronic vote in accordance with Rules approved by the Board.
- (b) In the case of general meetings called in accordance with subclauses 64, 65 or 66 for the purpose of voting on a special resolution for the alteration of or replacement of the Constitution, Members may choose to vote by electronic vote in accordance with Rules approved by the Board.
- (c) In the case of other resolutions, Members may apply to vote by electronic vote in accordance with Rules approved by the Board.
- (d) Each electronic vote will count as one vote.

(Intentionally left blank)

Part 9 Definitions and Abbreviations

Act means the *Corporations Act 2001* (Cwlth)

Active Membership has the same meaning as clause 5 of the Constitution and means, any of the following: the completion of rostered duties, emergency callouts, training, fundraising, administrative or management requirements or any other assigned activities, including being appointed or seconded to the State Operations Group, over a continuous period of at least six months

Approved Australian Financial Institutions are recognised Australian Financial Institutions approved by the Board for the purpose of Marine Rescue NSW banking.

Approved leave means a period of leave approved in accordance with the Constitution, Rules or SOPs.

AVL means Audio Visual Link

Board means the Board of Directors of Volunteer Marine Rescue NSW.

Books mean a register; any other record of information; financial reports, financial records and a document.

Charitable Fundraising Act means the *NSW Charitable Fundraising Act 1991*

Chairperson or **Chair** means the Director appointed under clause 23(2)(a) or clause 34(1) of the Constitution

Commissioner means the Chief Executive Officer of Marine Rescue NSW, who is appointed by the Board in accordance with clause 40(1) of the Constitution.

Company means Volunteer Marine Rescue NSW, trading as Marine Rescue NSW.

Director means a person occupying the office of a Director of the Company.

Directors Code of Conduct means the code of conduct for Directors adopted from time to time under clause 34 of the Constitution.

Employee or Staff means a person on the payroll of Marine Rescue NSW.

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

FAM means Fixed Asset Management

FAR means Fixed Asset Register

General Director is a Director elected at an Annual General Meeting in accordance with clause 25 to hold office as a Director of Marine Rescue NSW for such term as determined by the Board or appointed by the Board to fill a casual vacancy of General Director in accordance with clause 34(1) of the Constitution.

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

Honorary Member is a member who meets qualification requirements determined by the Board in accordance with clause 17(4) of the Constitution.

Income Tax Assessment Act means the *Commonwealth Income Tax Assessment Act 1997*.

Life Member is a member who meets qualification requirements determined by the Board in accordance with clause 17(4) of the Constitution.

Marine Rescue NSW means the company limited by guarantee registered as Volunteer Marine Rescue NSW ABN: 98 138 078 092 and carrying on business as Marine Rescue NSW or any other trading name determined by the Board from time to time.

Members Code of Conduct means the code of conduct for Members of Marine Rescue NSW with which they must abide in accordance with clause 16(1)(c) of the Constitution, the Rules and relevant Standard Operating Procedures.

Member means a volunteer who is a Regular Member, Provisional Member, Life Member Unit Life Member or any other category of member of Marine Rescue NSW as approved by the Board.

Member entitled to vote is a Regular Member or Life Member, who is entitled to vote on resolutions at a general meeting and nominate or second the nomination of Members for election to roles within Marine Rescue NSW in accordance with this Constitution and Rules approved by the Board.

MRB means Marine Radio Base.

MRU or Unit means a Marine Rescue NSW Unit.

NSW means the State of New South Wales.

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.

Provisional Member is a member who meets the qualification requirements of clause 17(1) of the Constitution.

Sponsor Director means a Director appointed by the Board in accordance with clause 29 of the Constitution.

State Operations Group means a body created under clause 50 of the Constitution.

Region is an area within the State of New South Wales with boundaries determined by the Board which includes a number of Marine Rescue NSW Units.

Regional Director means a member elected by the Members of a region as a Director of Marine Rescue NSW for such term as determined by the Board in accordance with clause 27 or appointed by the Board to fill a casual vacancy of Regional Director in accordance with clause 30(3) of the Constitution.

Regular Director means a Director appointed by the Board in accordance with clauses 23 or 34 of the Constitution.

Regular Member is a member who meets the qualification requirements of clause 17(2) of the Constitution.

Rules mean rules approved by the Board to ensure compliance of Directors, Members and employees of Marine Rescue NSW with the Act, other relevant legislation and the Constitution in meeting the purpose of the Company.

SARCC means Search and Rescue Coordination Centre.

SOP means Standard Operating Procedures approved by the Commissioner in accordance with the Rules.

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

SRB means State Rescue Board

The Crown means the authority of the State of New South Wales.

The Funding Agreement means the Operational Funding Agreement between the Crown in right of the State of New South Wales and Marine Rescue NSW ABN:98 138 078 092.

A Unit comprises a minimum of ten Members of Marine Rescue NSW who provide marine search and rescue, radio safety and other services to the boating community in the surrounding area.

Unit Administrator means the person appointed by the Commissioner in accordance with clause 49 of the Constitution.

Unit Annual General Meeting is the Annual General Meeting of a Unit, held in June or July of each year, or as determined by the Unit Executive.

Unit Executive positions mean the elected Unit Commander, the appointed Deputy Unit Commander and positions appointed by the Unit Commander to conduct Unit operational and administrative support functions such as Administration Officer, Training Officer Treasurer and any other function as required by the Unit.

Zone means an area within the State of New South Wales with boundaries determined by the Board, which includes a number of Marine Rescue NSW Units.

Part 10 Document Information

Document status

The current status of this document is shown below.

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