



**CONSTITUTION  
OF  
VOLUNTEER MARINE RESCUE NSW**

**ABN: 98 138 078 092  
CFN: 21153**

**19 October 2019**

Replacing Constitution dated 18 August 2012 (as amended)

## **PART I      GENERAL**

### **1. Volunteer Marine Rescue NSW**

- (1) Volunteer Marine Rescue NSW is a company limited by guarantee under the *Corporations Act 2001* (Commonwealth) whose purpose and functions are sanctioned by the NSW Government. The Company conducts its business as “Marine Rescue NSW” or under any other trading name determined by the Board from time to time.
- (2) Volunteer Marine Rescue NSW is also a charity under the Charitable Fundraising Act 1991.

### **2. Purpose**

The purpose of Marine Rescue NSW is to:

- (a) provide a volunteer marine search and rescue service and a radio safety service operating in accordance with the requirements of relevant legislation and authorities to persons and vessels operating within NSW coastal environments, estuaries, rivers and lakes;
- (b) promote boating safety among the boating public in general.

### **3. Key functions**

Without limiting the generality of clause 2, in pursuing its purpose the company may carry out any of the key functions set out in paragraphs (a) to (k):

- (a) provide a volunteer marine search and rescue service and a radio safety service to persons and vessels operating within NSW coastal environments, estuaries, rivers and lakes;
  - (b) operate in concert with other government and non-government search and rescue and emergency management agencies in NSW and other jurisdictions to maximise safety in recreational boating and related activities;
  - (c) operate within the NSW emergency management framework as provided for in the *State Emergency and Rescue Management (SERM) Act 1989* and any requirements imposed upon Marine Rescue NSW by the State Rescue Board in accordance with the SERM Act;
  - (d) engage in advocacy of marine safety;
  - (e) promote safer boating and aquatic activity through public education, activities and services;
  - (f) provide such training as is necessary to members of Marine Rescue NSW Units to carry out their duties;
  - (g) support the welfare, well-being and safety of Marine Rescue NSW volunteers in carrying out their responsibilities;
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- (h) purchase and lease assets for use by the Company for the purposes of meeting its purpose;
- (i) provide equipment and other resources for use by Marine Rescue NSW volunteers or Members for the purposes of meeting the Company's purpose;
- (j) engage in such fundraising as is approved under the rules to this Constitution; and
- (k) do anything else permitted by the law to pursue and implement the Company's purpose.

#### **4. Charitable purposes and not for profit**

- (1) Marine Rescue NSW holds a charitable fundraising authority (CFN: 21153) under section 16 of the *Charitable Fundraising Act 1991* and is subject to compliance with the ACNC Act.
- (2) As a charity under the *Charitable Fundraising Act 1991*, Marine Rescue NSW:
  - (a) may not make distributions to Members or pay fees to its Directors; and
  - (b) must apply the assets and income of the Company solely in furtherance of its purpose and no portion shall be distributed directly or indirectly to Members.
- (3) Marine Rescue NSW is endorsed as a deductible gift recipient under Subdivision 30-BA of the *Income Tax Assessment Act 1997* as a public benevolent institution and as such must comply with the Act in relation to the provisions for gift deductibility.
- (4) Nothing in this clause prevents Marine Rescue NSW making a payment in good faith for the reimbursement of expenses reasonably and properly incurred by any Member or Director on the Company's behalf in accordance with policies and delegations approved by the Board.

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## PART 2 DEFINITIONS AND EFFECT OF THE CONSTITUTION

### 5. Definitions

In this Constitution:

**ACNC Act** means the *Australian Charities and Not-For-Profits Commission Act 2012*

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

**Active Membership** means subject to the Rules, the completion of rostered duties, emergency callouts, training, fundraising, administrative or management requirements or any other assigned activities, to the satisfaction of the Unit Commander over a continuous period of at least six months

**Advisors to the Board** are those persons attending meetings of the Board in an advisory capacity in accordance with clause 35.

**Additional Director** means a Director appointed by the Board in accordance with clause 27.

**Annual general meeting** means the general meeting of the Company called and held to meet the requirements of the Act to hold an annual general meeting.

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

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

**Books** means a register; any other record of information; financial reports, financial records and a document;

**Chair** means the Director elected under clause 57 to preside as chairperson at Board meetings for the time being.

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

**Chief Executive Officer (CEO)** means the Chief Executive Officer of Marine Rescue NSW who is also the Commissioner of Marine Rescue NSW.

**Company** means 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.

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

**Extraordinary general meeting** is a meeting of Members called otherwise than to satisfy the requirement to hold an annual general meeting.

**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 clauses 30(1) and 30(2).

**General meeting** means an annual general meeting or an extraordinary general meeting.

**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(3).

**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(e).

**Member** means a volunteer who is a Regular Member, Provisional Member, 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.

**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).

**Sponsor Director** means a director appointed in accordance with clause 27.

**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 26 or appointed by the Board to fill a casual vacancy of Regional Director in accordance with clauses 30(1) and 30(3).

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

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

**Senior Officer** means a Member holding a position of delegated and lawful authority over another Member in a specific MRNSW key function or activity as defined in the Constitution or Rules.

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

**Unit** comprises a minimum of ten Members of Marine Rescue NSW who provide marine search and rescue and/or 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 47.

**Unit annual general meeting** is the annual general meeting of a Unit which is held in June of each year.

**Unit Executive positions** means the Unit Commander, Deputy Unit Commander and leadership positions to which Members have been appointed by the Unit Commander to conduct operational and administrative support functions such as Administration Officer, Training Officer Membership Officer and Treasurer and any other function as required by the Unit.

## 6. Interpretation

- (1) Headings and notes are included to assist readers only and do not form part of this Constitution.
  - (2) A reference to Marine Rescue NSW is to the trading name of Volunteer Marine Rescue NSW or any other trading name determined by the Board from time to time.
  - (3) A reference to any agreement or document is to that agreement or document as amended or replaced from time to time.
  - (4) A reference to a clause, subclause or part is a reference to a clause, subclause or part of this Constitution.
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- (5) A word which indicates the singular indicates the plural, a word which indicates the plural indicates the singular, and a reference to any gender indicates the other gender.
- (6) A reference to “dollars” or “\$” means Australian dollars.
- (7) References to the word “include” or “including” are to be interpreted without limitation.

## **7. Relationship to Legislation**

- (1) This Constitution is subject to the provisions of the Corporations Act 2001 (the Act) and the Australian Charities and Not-For-Profits Commission Act 2012.
- (2) Any replaceable rules applicable to the Company under the Act are displaced or modified by the corresponding provisions of this Constitution.

## **8. Alteration of Constitution**

- (1) The Constitution of Marine Rescue NSW may only be modified or repealed and replaced by a special resolution of Marine Rescue NSW at a general meeting unless the Board approves minor amendments under sub clause 8(3).
- (2) The notice of any general meeting called under sub clause (1) must set out the proposed modification to the Constitution or proposed replacement Constitution.
- (3) The Board may approve amendments to the Constitution without the need for a vote of the members of MRNSW, if the proposed amendments are:
  - (a) Required by governing legislation; or
  - (b) General housekeeping; or
  - (c) Miscellaneous in nature; provided that,
  - (d) In relation to clauses b) and c) any amendments are minor in nature and do not significantly alter the intent of the clauses being amended.

## **9. Liability of Members**

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

## **10. Effect of this Constitution**

The Constitution of Marine Rescue NSW and any Rules made under it by the Board have the effect of a contract under and subject to the Corporations Act 2001:

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- (a) between Marine Rescue NSW and each Member;
- (b) between Marine Rescue NSW and each Director and the Company Secretary; and
- (c) between Members;

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

#### **11. Access to the Constitution by Members**

Members will have access to a copy of this Constitution and Rules on the Company's website. A copy of the Constitution can be obtained from the Company's headquarters within 7 days if requested in writing.

#### **12. Surplus assets on winding up**

Upon the winding up or dissolution of Marine Rescue NSW, any remaining property or monies after satisfaction of all debts and liabilities, will not be paid to or distributed among the Members, but will be given or transferred to some other institution or company which:

- (a) has a purpose similar to the purpose of Marine Rescue NSW;
- (b) is not carried on for the profit or gain of its individual members.

#### **13. Revocation as a deductible gift recipient**

If the endorsement of Marine Rescue as a deductible gift recipient is revoked, the following assets remaining, after satisfaction of any related debts and liabilities, relating to the collection of the gifts or contributions must be transferred to a fund, authority or institution to which income tax deductible gifts can be made:

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

#### **14. Financial year**

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

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## **PART 3 MEMBERSHIP**

### **15. Categories of membership**

- (1) Marine Rescue NSW has the following categories of membership:
  - (a) Provisional Member;
  - (b) Regular Member;
  - (c) Life Member; and,
  - (d) any other category of Member as approved by the Board.
- (2) Subject to the Rules, only Regular Members and Life Members are entitled to vote at general meetings and Unit meetings and to nominate, propose or second nominations of Members for election to roles within Marine Rescue NSW.

### **16. Responsibilities of Members**

- (1) All Members must:
  - (a) abide by the Constitution, Rules, policies, procedures and any other instructions issued by Marine Rescue NSW;
  - (b) obey the lawful instruction of their Senior Officers;
  - (c) abide by the Marine Rescue NSW Members' Code of Conduct; and
- (2) Provisional or Regular Members must also;
  - (a) undertake required training to become and remain competent in their assigned duties; and,
  - (b) maintain Active Membership, except when undertaking a period of approved leave;

### **17. Qualification for membership**

- (1) A Provisional Member must:
    - (a) have Australian citizenship or residency;
    - (b) be aged at least sixteen years;
    - (c) have completed an application form to the satisfaction of the Unit Commander;
    - (d) be of good character;
    - (e) have guaranteed the liability of Marine Rescue NSW to a maximum of \$2.00;
    - (f) have agreed in writing to be bound by the Constitution and Rules of Marine Rescue NSW; and
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- (g) be approved as a Provisional Member by the Unit Commander.
- (2) A Regular Member must:
  - (a) have been a Provisional Member for at least six months;
  - (b) have a satisfactory record of attendance for duty as a Provisional Member;
  - (c) have satisfactorily completed an approved induction course; and
  - (d) have been approved as a Regular Member by the Unit Executive in accordance with Rules approved by the Board;
- (3) The qualifications for a Life Member are as determined by the Board.
- (4) Employees of Marine Rescue NSW are not eligible to be Members of Marine Rescue NSW unless they are also Members of a Unit.

### **18. Membership of Units**

- (1) All Members must be attached to a Unit of Marine Rescue NSW.
- (2) Subject to the Rules, with the approval of their Unit Commander Members may also serve with other Units as required.
- (3) Members may transfer between Units with the approval of the respective Unit Commanders.

### **19. Annual membership renewal**

- (1) Subject to any Rules approved by the Board, Members must apply to their Unit Commander for renewal of their membership by the 1st day of July each year unless otherwise determined by the Board.
- (2) Renewal of membership will be conditional upon maintaining Active Membership in accordance with the Rules as determined by the Unit Commander.

### **20. Credit for prior related service for medals and awards**

- (1) On joining Marine Rescue NSW, a Member is entitled to credit for length and continuity of service for any service with any other corporation, association or other organisation having a similar purpose and functions to those of Marine Rescue NSW for the purposes of medals or awards.
- (2) A Member may be given credit for all or part of that service at the discretion of the Board.

### **21. Termination of membership**

Membership of the Company terminates if the Member:

- (a) dies; or
- (b) resigns; or

- (c) In the case of a Provisional or Regular member, is terminated in accordance with this Constitution and the Rules, by the Unit Commander as a consequence of:
  - (i) not being approved to transition from a Provisional Member to a Regular Member; or
  - (ii) not renewing their membership in accordance with the Constitution and Rules approved by the Board; or
  - (iii) not maintaining active membership and is not on approved leave and does not show cause why his/her membership should not be terminated; or
- (d) is, in accordance with procedures contained in the Rules, expelled as a Member of Marine Rescue NSW by the Board.

## **22. Register of Members**

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

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## **PART 4 GOVERNANCE**

### **Division 1 The Board of Marine Rescue NSW**

#### **23. Composition of the Board of Directors**

- (1) The maximum number of Directors is 10.
- (2) Subject to this Constitution;
  - (a) No more than three Directors are General Directors who are elected by a majority of voting Members at an annual general meeting in accordance with clause 25; and
  - (b) No more than six Directors are Regional Directors who are elected by the Members of a Region, one for each Region, and who are Members of a Unit within the Region that elects them, in accordance with clause 26.
- (3) The manner of election of Directors is in accordance with this Constitution and Rules approved by the Board.
- (4) A Director cannot appoint an alternate.

#### **24. Eligibility for election or appointment as a General Director or Regional Director**

- (1) A person elected as a General Director or a Regional Director must have been an active Member of Marine Rescue NSW for at least two years as at the date of the election and meet any criteria as set out in the Rules to be eligible to be a Director, unless otherwise determined by the Board.
- (2) A General Director or Regional Director, upon election, must cease to hold any other position in the Company. This includes any Unit Executive positions or positions in Regions or the corporate office of Marine Rescue NSW.

#### **25. Election and term of office of General Directors**

- (1) At each Annual General Meeting there shall be an election for at least one General Director by the Members in accordance with the Rules and timetable determined by the Board.
- (2) A General Director will hold office for a term of up to three years.

#### **26. Election and term of office of Regional Directors**

- (1) At each Annual General Meeting, members of each Region will elect a Regional Director in accordance with the Rules and timetable determined by the Board.
- (2) Regional Directors hold office for a term of up to two years.

## **27. Appointment of a Sponsor Director**

- (1) In the event of a major sponsor being approved by the Board to have co-naming rights with Marine Rescue NSW, the Board may approve of the appointment of a person nominated by the major sponsor to be a Director for a term of up to two years as determined by the Board. That Director is known as the “Sponsor Director”.
- (2) A Sponsor Director must have specific expert skills or experience (or both skills and experience) which the Board consider desirable and be a person who the Board believe will improve the status of the Company in the marine and corporate community.
- (3) The Board may re-appoint a Sponsor Director for a further fixed term or terms of up to two years each provided that the maximum period a Sponsor Director can hold office as a Director is three terms in a ten-year period.
- (4) A Sponsor Director has the same rights, powers and duties as the other Directors unless otherwise decided by the Board from time to time or otherwise required by the law or this Constitution.

## **28. Resignation of a Director**

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

## **29. Vacancy of office of Director**

The office of a Director becomes vacant if the Director:

- (a) dies
- (b) is removed from office under section 203D of the Act; or
- (c) resigns in accordance with clause 28.

## **30. Filling of casual vacancy of General Director and Regional Director**

- (1) If the office of a General Director elected under clause 25 becomes vacant, the Board may appoint a Director to the vacancy in accordance with Rules approved by the Board until the next annual general meeting, at which an election will be held to fill the position for the remainder of the term or a new term as determined by the Board.
- (2) If the office of a Regional Director elected under clause 26 becomes vacant, the appropriate Regional Committee may recommend to the Board, for its consideration, a member to fill the vacancy until the next election for Regional Directors, at which time an election will be held to fill the position for the remainder of the term or a new term as determined by the Board.
- (3) Any person appointed under (1) or (2) must be eligible for election or appointment as a Director under clause 24.

### **31. Filling of vacancy of an Additional Director**

If the office of Sponsor Director appointed in accordance with clause 27 becomes vacant, the Board may appoint a person to fill the vacancy in accordance with clause 27.

### **32. Powers and responsibilities of the Board**

- (1) Marine Rescue NSW will be managed by the Board through the Chief Executive Officer. The Directors may exercise all the powers of the Company except those powers that the Act or this Constitution requires to be exercised by the Company vests in a general meeting.
- (2) The Board is responsible for the corporate governance of the Company including but not limited to:
  - (a) the appointment of the Chief Executive Officer;
  - (b) setting the strategic directions and priorities of Marine Rescue NSW;
  - (c) overseeing the development and implementation of Marine Rescue NSW's risk management framework;
  - (d) ensuring compliance by Marine Rescue NSW with all applicable legislation and corporate governance requirements;
  - (e) ensuring compliance by Marine Rescue NSW with any financial, management and reporting requirements under funding agreements;
  - (f) monitoring the performance of the Company in achieving its strategic priorities;
  - (g) the final arbitration of any disciplinary appeal, if required, from which there is no appeal.
- (3) Without limiting the generality of clause 32(1), the Directors may on terms and conditions they think fit on behalf of the company exercise all the powers of the company:
  - (a) to borrow or raise money;
  - (b) to charge any of the company's property or assets; or
  - (c) to give any other security for any debt, contract, guarantee, engagement, obligation or liability of the Company.

### **33. Delegation of powers**

- (1) Without limiting clause 32(1), the Directors may, by resolution or by power of attorney or writing under the Seal, delegate any of their powers to the Chief Executive Officer.
- (2) Any delegation by the Directors of their powers may include the power to delegate.
- (3) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

### **34. Directors' Code of Conduct**

- (1) The Directors must:
  - (a) adopt a code of conduct for Directors. That code of conduct, which is known as "the Directors' Code of Conduct" applies specifically to Directors of the Company and is separate and distinct from the Members' Code of Conduct referred to in clause 16(e); and
  - (b) periodically review the Directors' Code of Conduct in light of the general principles of good corporate governance.
- (2) The Directors must perform their duties in accordance with the Act, this Constitution and the Directors' Code of Conduct.
- (3) Any breach by a Director of the responsibilities or duties of a Director may result in disciplinary action as prescribed in the Rules as approved by the Board.

### **35. Advisors to the Board**

- (1) The Board of Marine Rescue NSW may be assisted in an advisory capacity at its meetings by:
  - (a) The Commander of the NSW Police Force Marine Area Command, or the Commander's nominee;
  - (b) The Chief Executive of Roads and Maritime Services, or the Chief Executive's nominee;
- (2) Advisors are not entitled to vote on questions put to the Board for resolution.

## **Division 2 Officers**

### **36. Chief Executive Officer**

- (1) The Board will appoint a Chief Executive Officer of Marine Rescue NSW on such terms and conditions as are agreed to by the Board and the appointee.
- (2) The appointment of the Chief Executive Officer shall be for a term not exceeding three years, but the appointment may be renewed for further periods, each not exceeding three years, at the discretion of the Board.

- (3) The Chief Executive Officer will also hold the title of Commissioner Marine Rescue NSW and will represent Marine Rescue NSW at all appropriate emergency forums and meetings.
- (4) The Chief Executive Officer will lead and manage Marine Rescue NSW on a day-to-day basis including exercising operational command of all Units and Members and leadership and management of the Company's corporate functions.
- (5) The Chief Executive Officer will promote the public relations of the Company generally and maintain liaison with appropriate government bodies.
- (6) The Chief Executive Officer has the right of attendance at any meeting of Marine Rescue NSW and at times convenient to the Chair of the meeting, the right to speak at such meeting.
- (7) Subject to the obligations imposed on the Company Secretary by the Act, all other secretarial and administrative work of Marine Rescue shall be carried out by the Chief Executive Officer and any staff engaged by the Chief Executive Officer for that purpose.
- (8) The Chief Executive Officer is responsible for the employment of all staff necessary to meet the purpose and functions of Marine Rescue and to support the Volunteer Members of Marine Rescue within the policy framework determined by the Board.
- (9) The Chief Executive will prepare reports as required by the Board on the operations of Marine Rescue NSW including compliance with legislative, corporate governance and funding agreement requirements, implementation of the risk management framework and the performance of the Company in meeting the financial and operational targets determined by the Board.

### **37. Company Secretary**

- (1) The Board must appoint a Company Secretary in accordance with the Corporations Act 2001.
- (2) The Company Secretary holds office on such terms and conditions as determined by the Board.

## **Division 3 Regions**

### **38. Establishment of Regions**

- (1) The Board will determine the number and boundaries of Regions to meet the purpose of the Company.
- (2) A Regional Committee will be established in each Region

### **39. Regional Controllers (removed)**

### **40. Composition and proceedings of Regional Committees**

- (1) Each Regional Committee is comprised of the Unit Commanders (or their nominees) of each Unit within the region, the Regional Controller (Chair) and any other person nominated by the Commissioner.
- (2) Each Regional Committee will meet at least quarterly.
- (3) The quorum for a Regional Committee meeting is a simple majority of the number of Unit Commanders (or their nominees) in the Region.

### **41. Responsibilities of Regional Committees**

A Regional Committee is responsible for:

- (a) recommendations to the Commissioner on the operational resourcing of the Region;
- (b) the nomination of a Member from the Region to fill a casual vacancy of a Regional Director on the Board of Marine Rescue NSW in accordance with clause 30(2); and
- (c) any matter related to the activities of Marine Rescue NSW in the Region as directed by the Commissioner.

## **Division 4 Units**

### **42. Formation and disbandment of Units**

- (1) Each Unit belongs to a Region.
- (2) The Commissioner may form a Unit to serve a specific area within a Region subject to Rules approved by the Board.
- (3) A Unit can be disbanded by recommendation of the Commissioner with the approval of the Board subject to Rules approved by the Board.

### **43. Responsibilities of Units**

A Unit is responsible for:

- (a) the provision of marine search and rescue and/or radio safety services;
- (b) training of Members;
- (c) maintenance of vessels and other assets of the Unit;

- (d) recruitment of Members in accordance with Rules approved by the Board;
- (e) maintaining the good image of Marine Rescue NSW in the community;
- (f) promoting boating safety;
- (g) raising funds, either for local use within the area serviced by the Unit or general use by Marine Rescue NSW, provided all funds raised will be managed in accordance with Rules, policies and procedures determined by the Board; and
- (h) other activities as directed or approved of by the Commissioner.

#### **44. Management and leadership of Units**

- (1) Units will have a Unit Executive consisting of:
  - (a) a Unit Commander, elected by the Members of the Unit;
  - (b) a Deputy Unit Commander, elected by the Members of the Unit; and
  - (c) other Members of the Unit appointed by the Unit Commander to conduct operational and administrative support functions such as Administration Officer, Training Officer, Membership Officer and Treasurer and any other function as required by the Unit.

#### **45. Election and Terms of Appointment of Unit Commanders and Deputy Unit Commanders**

- (1) A Member, not being a Provisional Member or Honorary Member, is eligible to be elected Unit Commander or Deputy Unit Commander after two years' membership of the Unit as at the date of the election, unless otherwise determined by the Board.
  - (2) In the case of the formation of a new Unit, a Member may be elected Unit Commander or Deputy Unit Commander irrespective of their length of service as a Member.
  - (3) Subject to clause 46, the term of appointment of Members elected as Unit Commander and Deputy Unit Commander is two years. Members elected to the roles of Unit Commander and Deputy Unit Commander are eligible for re-election for a maximum of three terms within a ten-year period unless otherwise approved by the Board.
  - (4) A Unit Commander shall appoint members to fulfil the operational and administrative support functions deemed necessary by the Unit Commander to make up the Unit Executive.
  - (5) A Unit Commander may remove a member or members providing operational and administrative support functions from the Unit Executive.
  - (6) A Unit Commander is responsible for the operations and administration of the Unit in accordance with this Constitution, Rules approved by the Board and policies and instructions of the Commissioner.
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#### **46. Removal of Members from Unit Executive positions**

The Commissioner may remove Members elected as Unit Commander or Deputy Unit Commander if, in the opinion of the Commissioner and in accordance with the relevant Rules approved by the Board, the operations or administration or both the operations and administration of the Unit are dysfunctional.

#### **47. Appointment of Unit Administrator**

- (1) The Commissioner may appoint a person as Unit Administrator to exercise all the functions of the Unit Commander, if;
  - (a) The Commissioner removes the Unit Commander and/or Deputy Unit Commander in accordance with clause 46; or
  - (b) Both the Unit Commander and the Deputy Unit Commander positions are vacant.
- (2) A Unit Administrator must be a person who, in the opinion of the Commissioner, has the skills and expertise to exercise all the functions of Unit Commander.
- (3) The person appointed as Unit Administrator may appoint Members to exercise the functions of Deputy Unit Commander and operational and administrative support functions required by the Unit.
- (4) The terms of appointment of the Unit Administrator and Members appointed by the Administrator to exercise the functions of Deputy Unit Commander and operational and administrative support functions required by the Unit will be determined by the Commissioner.

#### **48-52 (removed to the Rules)**

### **Division 5 Appointment of Representatives**

#### **53. Representatives**

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

## **PART 6 MEETINGS OF MARINE RESCUE NSW**

#### **54 – 72 (Removed to the Rules)**

## **PART 7      RULES, POLICIES AND PROCEDURES**

### **73. Rules**

The Board may make Rules in relation to any of the activities of Marine Rescue NSW provided that they are consistent with this Constitution. The Rules will be updated from time to time by the Commissioner on the authorisation of the Board.

### **74. Inspection of books**

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

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