

ACT State Emergency Service
Volunteers Association

(ACTSES VA)

Constitution

(July 2025 V7)

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DRAFT

1. Name

- 1.1. The name of the Association is the ACT State Emergency Service Volunteers Association (**ACTSESVA**).

2. Definitions

- 2.1. In this Constitution the following definitions shall apply:

- (a) **Act** means the *Associations Incorporations Act 1991* (ACT);
- (b) **ACTSES Unit** means an operational unit of the ACTSES established under subsection 59(1) of the *Emergencies Act 2004* (ACT);
- (c) **AGM** means Annual General Meeting of the Association;
- (d) **Annual Membership Fee** means a fee set down from time to time by the Board in accordance with clause 14;
- (e) **Association** means the ACT State Emergency Service Volunteers Association referred to in clause 1.1;
- (f) **Board** means the Board of the Association;
- (g) **Board Meeting** means a meeting of the Board referred to in clause 34;
- (h) **Board Member** means a member of the Board and includes both appointed and elected members in accordance with clause 25;
- (i) **Financial year** means the period 1 July to 30 June;
- (j) **Member** means someone holding membership under a relevant category of Membership in clause 6.1;
- (k) **Member Representative** means an ACTSESVA Representative on the NSESVA Board;
- (l) **NSESVA** means the National State Emergency Service Volunteers Association;
- (m) **Objects** of the Association means the objects specified in clause 4.1;
- (n) **Office Bearers** means the President, Secretary or Treasurer, or other such nominate positions on the Board in accordance with clause 24.2.
- (o) **SES** means State Emergency Service;
- (p) **SGM** means Special General Meeting of the Association;
- (q) **Special Resolution** means a resolution that has been passed at a general meeting by at least 75% of votes cast by Members present and entitled to vote on the resolution;
- (r) **Virtual Meeting** means discussion of and voting on issues via electronic media;
- (s) **Volunteers of the ACTSES** means a volunteer members of the ACTSES in accordance with Section 59B the *Emergencies Act 2004* (ACT);
- (t) **Voting Member** means an Ordinary Member in accordance with clause 7; and
- (u) **Regulation** means the *Associations Incorporations Regulation 2023* (ACT).

3. Interpretation

- 3.1. In this Constitution unless the context requires otherwise:

- (a) a reference to a document or instrument includes any subsequent amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (b) words expressing gender include all genders;
- (c) words in the singular include the plural and vice versa;
- (d) the word “person” includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) a reference to an organisation includes a reference to its successors, executors, administrators, substitutes and permitted assigns;
- (f) headings in this Constitution are for convenience only and do not affect interpretation;
- (g) where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning;
- (h) a reference to a law includes regulations and instruments made under it and includes any statutory modification re-enactments of, or legislative provisions substituted for, and any subordinate legislation issued under, that legislation or provision;
- (i) the words “include”, “includes”, “including” and “for example” are not to be interpreted as words of limitation;
- (j) a reference to something being written or in writing includes that thing being represented or reproduced in any mode in a visible form;
- (k) where a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document as permitted by law or in any other manner approved by the Board;
- (l) a reference to a Member present at a General Meeting means the Member present in person or by proxy;
- (m) a reference to “dollars” or “\$” is to an amount in Australian currency (AUD).

4. Objects

4.1. The objects of the Association are to:

- (a) be an independent representative body of the Volunteers of the ACTSES;
- (b) provide an effective voice for the Volunteers of the ACTSES in negotiation with the ACT Government, other than organisations or individuals;
- (c) promote and communicate knowledge and information to and amongst the volunteers of State and Territory SES organisations and the general public;
- (d) assist the development of members and provide support to Volunteers of the ACTSES and their families; and
- (e) assist the morale of Volunteers of the ACTSES.

5. Powers of the Association

5.1. The Association shall have the powers conferred upon associations by the Act, and shall have the power to:

- (a) subscribe to, become a member of and co-operate with any organisation whose objects are similar to those of the Association;

- (b) appoint, employ, remove or suspend any paid employees or persons as may be necessary or convenient for the purposes of the Association;
- (c) accept any gift or loan, whether subject to any special trust or not, for any one or more of the Objects of the Association;
- (d) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to funds of the Association in the shape of donations, Annual Membership Fees or otherwise;
- (e) publish any newspaper, periodicals, books, leaflets or other information in either or both the print and electronic media that promotes the Objects of the Association; and
- (f) do all such things as are incidental or conducive to the obtainment of the Objects of the Association and the exercise of the powers of the Association.

Part 2 MEMBERSHIP

6. Categories of Membership

6.1. The Association has the following classes of Membership:

- (a) Ordinary;
- (b) Associate;
- (c) Honorary;
- (d) Corporate; and
- (e) Life.

7. Eligibility - Ordinary Membership

- 7.1. A Volunteer of the ACT SES may apply to be an Ordinary Member subject to clause 7.2.
- 7.2. Ordinary Members shall be eligible to be an Office Bearer and to vote as set down in this Constitution.

8. Eligibility – Associate Membership

- 8.1. The following persons may be accepted for Associate Membership subject to clause 8.2:
- (a) a family member of an Ordinary Member;
 - (b) a retiree volunteer of an SES unit; and
 - (c) any other person whom the Board may accept from time to time.
- 8.2. Associate Members may not be an Office Bearer or vote.

9. Eligibility – Honorary Membership

- 9.1. Honorary Membership may be awarded by the Association in recognition of special services rendered to the Association or to the SES.
- 9.2. Honorary Membership shall be for a period determined by the Board and shall be subject to review at each AGM.

9.3. Honorary Members may not be an Office Bearer or vote.

10. Eligibility – Corporate Membership

10.1. Any corporation, foundation or representative in the commercial field interested in the purposes of the Association or the ACT SES may be awarded a Corporate Membership.

10.2. Corporate Membership shall be for a period determined by the Board and shall be subject to review at each AGM.

10.3. Corporate Members may not be an Office Bearer or vote.

11. Eligibility – Life Membership

11.1. Life Membership may be awarded by the Board to any Member who, in the opinion of the Board, has given meritorious service to the Association.

11.2. Life Members, who are not Ordinary Members, may not be an Office Bearer or vote.

12. Application for Membership

12.1. A Volunteer may apply to the Association to become an Ordinary Member or Associate Member.

12.2. The application must:

- (a) be in writing; and
- (b) in a form decided by the Board from time to time.

12.3. Honorary Membership, Life Membership and Corporate Membership shall be awarded by the Board in its absolute discretion and is not the subject of application.

13. Membership Decision

13.1. The Board must consider each application for Ordinary or Associate Membership and decide whether to accept or reject the application.

13.2. The Board may reject an application only if:

- (a) The application does not comply with clause 12.2; or
- (b) If the Board requires an application to be in a particular form – the application is not in the required form; or
- (c) The Board is not satisfied that the applicant will support the Association's Objects and comply with the Act; or
- (d) The Board is not satisfied with the credentials provided by the Applicant.

13.3. As soon as practicable after deciding the application, the Board must give the applicant written notice of the decision.

13.4. If the Board accepts the application, the Secretary must record the person's name, Contact Details and the date the person became a Member in the Register of Members upon payment of the Annual Membership Fee by the Member.

13.5. No person may be awarded or accepted for Membership in the period between Notice of a Meeting for an SGM and the conclusion of that SGM or its adjournment.

14. Annual Membership Fee

- 14.1. The Annual Membership Fee is the fee amount determined by the Board from time to time and may be zero dollars.
- 14.2. The Annual Membership Fee is payable on admission to Membership and thereafter (Due Date):
- (a) 1 July each year; or
 - (b) The anniversary of the Member's admission; or
 - (c) If the Board decides another date, that date.
- 14.3. If the Annual Membership fee is not paid within 30 days of the Due Date, the Secretary, under instructions by the Board, will remove the Member's name from the Register of Members.

15. Term of Membership

- 15.1. Ordinary Membership and Associate Membership begins on the day when:
- (a) the Board has accepted the application; and
 - (b) the applicant pays the Annual Membership Fee,
- and will continue until their membership ceases in accordance with clause 15.2.
- 15.2. A Membership ends if:
- (a) the member resigns under clause 17; or
 - (b) their Annual Membership Fee remains unpaid beyond 30 days from when it became payable; or
 - (c) the Membership is cancelled because of disciplinary action taken under clause 21; or
 - (d) if the Member dies or is not physically or mentally fit to exercise the functions of Membership; or
 - (e) the incorporation of the Association is cancelled; or
 - (f) the Association is wound up under:
 - (i) section 88 of the Act (voluntary winding-up); or
 - (ii) section 90 of the Act (winding-up by the Court).

16. Duties of Membership

- 16.1. This Constitution binds every Member and the Association to the same extent as if every Member and the Association had signed and sealed the provisions in this Constitution and agreed to be bound by all its provisions.
- 16.2. A Member must comply with the Association's Code of Conduct where one has been approved by the Board, and must:
- (a) treat all staff, contractors and representatives of the Association with respect and courtesy at all times; and
 - (b) not act in manner unbecoming of a Member or prejudicial to the Objects and interests of the Association.

17. Membership Resignation

- 17.1. Any Ordinary Member who ceases to be a Volunteer of the ACT SES will also cease to be an Ordinary Member of the Association.
- 17.2. A Member may resign their Membership of the Association by giving written notice to the Secretary.
- 17.3. The resignation takes effect:
 - (a) on the day the Secretary receives the notice; or
 - (b) if a later day is stated in the notice, on that day.
- 17.4. Despite clause 17.3, a person who resigns their Membership remains liable for any outstanding Annual Membership Fees owed as at the date the resignation takes effect.
- 17.5. The Secretary must remove information about the person from Membership Register as soon as practicable, and no later than 14 days, after the Member's resignation takes effect.
- 17.6. The Secretary must add the person to the Former Membership Register as soon as practicable after the Member is removed from the Membership Register.
- 17.7. When a person ceases to be a Member, for whatever reason, they must return all properties of the Association to the Treasurer.

18. Member Rights and liabilities

- 18.1. The rights, privilege or obligations of Members:
 - (a) are not transferable; and
 - (b) end when the Membership ends.
- 18.2. The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the Member in relation to the Annual Membership Fee of the Association as required by clause 14.

19. Registers

- 19.1. The Secretary shall, on behalf of the Association, set up and maintain the Register of Members.
- 19.2. The Membership Register must contain the following information about Members:
 - (a) the person's name (given and family name) and contact details, the register may also contain any other name by which the Member is or was known;
 - (b) the class of Membership of the person;
 - (c) the date on which the person's name was entered on the register; and
 - (d) anything else prescribed by the Act or by regulation.
- 19.3. The Association must set up and maintain the Former Membership Register, which may be maintained in one document with the Membership Register.
- 19.4. The Former Membership Register must contain the following information about each individual who stopped being a Member within the last 7 years:
 - (a) the person's name (given and family name) and contact details, the register may also contain any other name by which the person is or was known;
 - (b) the class of Membership of the person;

- (c) the date on which the individual's Membership ceased; and
 - (d) anything else prescribed by the Act or by regulation.
- 19.5. For the avoidance of doubt, the Membership Register and the Former Membership Register may be maintained in a secure electronic format.

Part 3 DISPUTE RESOLUTION AND DISCIPLINARY PROCEDURE

20. Dispute resolution

- 20.1. For the purposes of this clause 20:
- (a) **Dispute** means a dispute between:
 - (i) one or more Members; or
 - (ii) one or more Board Members;
 - (iii) between a Member, and the Association or Board; and
 - (b) **Party** means a party to a Dispute.
- 20.2. The Parties must attempt to resolve the Dispute by agreement between themselves.
- 20.3. A Party may ask the Board to help the Parties resolve the Dispute by agreement if:
- (a) the Board is not a Party; and
 - (b) the Parties are unable to resolve the Dispute between themselves.

Dispute Resolution Procedure

- 20.4. If the Parties do not resolve the Dispute by agreement, any Party may start the dispute resolution procedure by giving written notice to the Secretary.
- 20.5. The notice must:
- (a) include the names and contact details of the Parties;
 - (b) give a brief summary of the matters in dispute (a **dispute summary**) including the relevant provisions of the Act and this Constitution, if known; and
 - (c) briefly state the steps the Parties have taken to resolve the Dispute.

Appointing decision maker

- 20.6. As soon as practicable after receiving a notice under clause 20.4, the Board must appoint a decision-maker to decide the outcome of the Dispute.
- 20.7. The Board must ensure that the decision-maker:
- (a) is unbiased; and
 - (b) has, or can quickly acquire, knowledge of the following:
 - (i) the Act;
 - (ii) this Constitution;
 - (iii) the Objects;
 - (iv) the management and operation of the Association; and
 - (c) does not have a conflict of interest.

Notice to parties about decision maker

- 20.8. The Board must give the decision-maker a copy of the notice received under clause 20.4.
- 20.9. As soon as practicable after a decision-maker is appointed under clause 20.6, the Secretary must give written notice to each Party that the dispute resolution procedure has started. However, if the Board is a Party, the Secretary is not required to give the Board notice under this clause.
- 20.10. The notice must include:
- (a) a copy of the dispute summary for the Dispute; and
 - (b) the name and contact details of the decision-maker; and
 - (c) information about the dispute resolution procedure.

Opportunity to be heard

- 20.11. Before deciding the outcome of a Dispute, the decision-maker must invite each Party to make a written or oral submission (or both) about the Dispute.
- 20.12. The invitation must state:
- (a) if the decision-maker invites the Parties to make a written submission—a period of not less than 14 days in which a party may make a written submission (the **submission period**); and
 - (b) if the decision-maker invites the Parties to make oral submissions—the day and time (within the submission period) when the Party may make the oral submission.
- 20.13. The decision-maker may also attempt to resolve the Dispute with the agreement of the Parties to the Dispute.

Outcome

- 20.14. As soon as practicable after the submission period has ended, the decision-maker must:
- (a) consider any submissions made during the submission period;
 - (b) decide the outcome of the Dispute (the **dispute decision**); and
 - (c) give the Parties to the dispute a written notice that states:
 - (i) the dispute decision; and
 - (ii) the reasons for the dispute decision; and
 - (d) if the Board is not a Party, give the Board a copy of the notice mentioned in clause 20.14(c).

Ending Dispute by agreement

- 20.15. The Parties may agree to end the Dispute at any time before the decision-maker decides the outcome of the Dispute.
- 20.16. If the Parties agree to end the dispute, they must give written notice to the following people:
- (a) if the Board is not a Party, the Board; and

- (b) if a decision-maker has been appointed for the Dispute, the decision-maker.
- 20.17. The notice must state:
 - (a) that the Parties have agreed to end the Dispute; and
 - (b) the reasons for the Parties ending the Dispute.
- 20.18. A dispute decision may be set aside only by Special Resolution of the Association.
- 20.19. A Party may appeal the dispute decision made under clause 20.14(b) in accordance with clause 22.

21. Disciplinary procedure

Grounds

- 21.1. Each of the following is a ground for disciplinary action against a Member of the Association:
 - (a) the Member has persistently refused or failed to comply with the Act or the Constitution; and
 - (b) the Member has persistently and intentionally acted in a way that is likely to be harmful to the Association, or bring the Association into disrepute.

Proposed disciplinary action

- 21.2. If the Board is satisfied that a ground for disciplinary action exists in relation to a Member, the Board may, by resolution, propose to take disciplinary action against the Member (**Discipline Subject**) in relation to their Membership status including:
 - (a) Expel the Member from the Association; or
 - (b) suspend the Member from the rights and privileges of Membership, including entry to the premises of the Association, as the Board may determine for a specified time period.
- 21.3. The resolution at clause 21.2 shall not take effect:
 - (a) until the expiry of 14 days after the service on the Member of a notice under clause 21.4; or
 - (b) if the Member notifies the President that the Member intends to exercise a right of appeal under clause 22.1 until the appeal is determined under clause 22.3(b);
 - (c) unless the Board, in its opinion, considers such action is necessary for the well-being of the Association or other Members, in which case it may suspend any Member's privilege of entry to the premises of the Association immediately.

Notice to member about proposed disciplinary action

- 21.4. As soon as practicable after passing a resolution under clause 21.2 the Board must give the Discipline Subject written notice telling the Discipline Subject that the disciplinary procedure has started.
- 21.5. The notice must include:
 - (a) information about the proposed disciplinary action;
 - (b) the grounds for the proposed disciplinary action;
 - (c) fully informing the Member of the Member's rights of appeal under this clause; and

- (d) informing the Member of the date, time and place of a Board meeting to which the Member may submit oral or written representations in accordance with clause 21.6.

Outcome

- 21.6. As soon as practicable after the submission period has ended, the Board must:
 - (a) consider any submissions made during the submission period;
 - (b) decide the outcome of the proposed disciplinary action (the **disciplinary action decision**); and
 - (c) give the Discipline Subject written notice stating—
 - (i) the disciplinary action decision; and
 - (ii) the reasons for the disciplinary action decision; and
 - (iii) if the Board decides disciplinary action should be taken, the day the disciplinary action takes effect.
- 21.7. If disciplinary action should be taken against Discipline Subject, the Board must:
 - (a) if the person's Membership is cancelled, remove information about the person from the Membership Register and add the person's information to the Former Membership Register; or
 - (b) in any other case, record the details of the disciplinary action in the Membership Register.
- 21.8. If the Board decides to suspend the person's Membership for a stated period, the person is taken not to be a Member of the Association during the period of suspension.

Ceasing Disciplinary Action

- 21.9. The Board may, by resolution, decide to stop a disciplinary procedure against a Discipline Subject at any time before the final decision.
- 21.10. If the Board decides to stop the disciplinary procedure, the Board must give written notice to the Discipline Subject.
- 21.11. The notice must state:
 - (a) that the Board has decided to stop the disciplinary procedure; and
 - (b) the reasons for the Board's decision to stop the disciplinary procedure.
- 21.12. A disciplinary action decision may be set aside only by Special Resolution of the Members of the Association.
- 21.13. A disciplinary action decision made under clause 21.6, may be appealed by:
 - (a) the Discipline Subject; or
 - (b) the Board.

22. Appealing decisions

- 22.1. A person appealing a decision must, within 7 business days after being given notice of the decision, give the Secretary written notice of the appeal that states the grounds for the appeal.
- 22.2. A person appealing a decision may, at any time before the appeal is decided, withdraw the appeal by giving written notice to the Secretary (the **appeal notice**).

- 22.3. As soon as practicable after the Secretary receives an appeal notice:
- (a) the Secretary must give a copy of the appeal notice to:
 - (i) if the appeal is against a dispute action, the parties to the dispute; or
 - (ii) if the appeal is against a disciplinary action decision, the person subject to the disciplinary action and the Board; and
 - (b) the Board must call a general meeting to consider a Special Resolution about the appeal.
- 22.4. The chair of the general meeting must ensure that:
- (a) the Special Resolution is the only item of business at the general meeting called under subclause 22.3(b);
 - (b) the recipients of the appeal notice are given the opportunity to be heard about the Special Resolution; and
 - (c) the Members vote on the Special Resolution by a secret ballot.

Part 4 BOARD

23. Powers of the Board

- 23.1. The Board shall be the deliberative body in the Association with powers to make and direct policy and generally to take such actions as it considers necessary for the furtherance of the Association and the Objects of the Association.
- 23.2. The general management of the affairs of the Association shall be vested in the Board.

24. Membership of the Board

- 24.1. The Board will be comprised of at least five (5) but not more than nine (9) Board Members who are:
- (a) nominated and elected from each ACTSES Unit; or
 - (b) appointed in accordance with clause 26.1.
- 24.2. The Office Bearers of the Board will be:
- (a) the President;
 - (b) the Secretary; and
 - (c) the Treasurer.
- 24.3. The Office Bearers will be appointed by the Board from their number by mutual agreement or majority vote, if required, at the first Board meeting following the AGM, and will hold the position until the following AGM, where they can be reappointed if they remain on the Board.
- 24.4. A person must not hold more than one Office Bearer position on the Board at the same time subject to clause 24.5.
- 24.5. Any Board member apart from the President, may be an Office Bearer and also be elected as the NSESVA Member Representative.

25. Electing Board Members

- 25.1. The Secretary must, at least 28 days before an AGM, give written notice to each ACTSES Unit, calling for nominations of Members for election to the Board.

- 25.2. The ACTSESVA will coordinate elections for each ACTSES Unit at least 14 days prior to the AGM where members from each ACTSES Unit will be elected and then nominated as a Board Member of the Association.
- 25.3. The number of nominations required from each ACTSES Unit will be subject to the policies of the ACTSESVA, but in any event at least one member must be nominated from each ACTSES Unit.
- 25.4. A nomination must:
- (a) be in writing; and
 - (b) given to the Secretary or the Association not less than 7 days before the date of the AGM.
- 25.5. Each elected Member from an election held in accordance with clause 25.2 will be appointed to the ACTSESVA Board at the next AGM where the number of nominations received are equal to or less than the number of vacancies to be filled.
- 25.6. If the number of nominations received are more than the number of vacancies to be filled, the Members at the AGM must vote to decide who is elected to the positions.

26. Board Appointed Members

- 26.1. The Board may, by resolution, appoint up to two (2) Board Appointed Members, to meet skills gaps or provide specific skills and expertise. These Appointed Board Members do not need to hold Membership in the Association.
- 26.2. Board Appointed Members may be removed from office before the end of their term by resolution of the Board.

27. Term of office

- 27.1. The term of office of an Elected Board Member begins:
- (a) at the end of the annual general meeting at which the Member is elected; or
 - (b) for a Board Member appointed under clause 26, on the day the appointment commences.
- 27.2. The term of office ends on the earliest of the following:
- (a) for an elected Board Member, at the end of the AGM held two (2) years after the Board Member's term of office begins;
 - (b) for an appointed Board Member at the end of two (2) years after the Board member term of office begins;
 - (c) if the person resigns from office, the day the resignation takes effect;
 - (d) if the person's Membership ends, the day the Membership ends;
 - (e) if the person is disqualified from holding Board Membership, the day the disqualification takes effect; or
 - (f) if the person is removed from office under clause 28.1, the day the removal takes effect.

- 27.3. Notwithstanding the above, a resignation will not be effective if the resignation would result in the number of Board Members being less than the minimum number.
- 27.4. Each Board Member is, subject to these rules, eligible for re-election for further terms of two years each, up to a maximum of six (6) consecutive years.
- 27.5. A person must not hold office as a Board Member for more than six (6) consecutive years. However, a person may be re-appointed for a further final two (2) year term provided the person has not held a position on the Board for at least two (2) years since their last Board appointment ended.
- 27.6. A Board Member must not hold office for more than eight (8) years in total.

28. Removal of Board Member from Office

- 28.1. The Association may, by resolution of the Members, remove a Board Member from the Board before the end of their term of office for any reason, including if the Member:
- (a) does not exercise their functions or discharge their duties under the Act;
 - (b) contravenes the Act or these Rules;
 - (c) fails to attend two consecutive Board meetings and does not have the agreement of the Board to be absent from one or both of the meetings; or
 - (d) does not exercise the functions of their office for a period of 3 months.

29. Filling casual vacancies

- 29.1. The Board may appoint a Member to fill a position on the Board that:
- (a) becomes vacant; or
 - (b) was not filled at the last AGM.
- 29.2. However, the Board must not appoint a Member under subclause 29.1 if the Member has been the subject of disciplinary proceedings in the previous two (2) years.
- 29.3. The term of office of a casual Board Member appointed under subclause 29.1 ends at the next AGM following their appointment or until the occurrence of an event described under clause 27.2, whichever first occurs.
- 29.4. The Board cannot have among its members more than three casual Board Members appointed under this clause 29.

30. Policies

- 30.1. The Board may from time to time make policies that are:
- (a) required to be made under the Act, the Regulation, or this Constitution; or
 - (b) in the Board's opinion are necessary or desirable for the control, administration, or management of the Association's affairs,
- and may amend, repeal, or replace such policies from time to time with the making, amending, repeal, or replacement taking effect 28 days after Members have been provided notice of such.
- 30.2. Policies:
- (a) must not be inconsistent with this Constitution; and

- (b) when in force are binding on the Association, the Board, and Members and have the same effect as a provision of this Constitution.

31. Duties of Board Members

President

31.1. The duties of the President include:

- (a) chairing Board meetings and general meetings (including the AGM);
- (b) acting as the primary spokesperson for the Association;
- (c) exercising any other function given to the President:
 - (i) under the Act or this Constitution; or
 - (ii) given to the President by the Board or the Members to achieve the Objects.
- (d) must be a Director of the NSESVA.

Secretary

31.2. The duties of the Secretary include:

- (a) acting as the Association's public officer;
- (b) keeping minutes of Board meetings and general meetings (including the AGM);
- (c) keeping all the Association's records and other documents in their custody or under their control;
- (d) ensuring that all the Association's records and other documents (other than the Membership Register and Former Membership Register) are available for inspection by a Member free of charge at a place in the ACT at a reasonable time; and
- (e) lodging with the Regulator, the documents as required by the Act; and
- (f) exercising any other function given to the Secretary and public officer:
 - (i) under the Act or this Constitution; or
 - (ii) by the Board or the Members to achieve the Objects.

Treasurer

31.3. The duties of the Treasurer include:

- (a) keeping the accounting records in accordance with the Act, section 71 (Accounting records); and
- (b) preparing the statement of accounts in accordance with the Act, section 72 (Annual statement of accounts); and
- (c) presenting the documents in accordance with the Act, section 73 (Presentation of statement to members) at the AGM; and
- (d) lodging with the registrar-general the documents in accordance with the Act, section 79 (Registrar-general's power to require statements and reports); and
- (e) exercising any other function given to the Treasurer—
 - (i) under the Act or this Constitution; or

- (ii) by the Board or the Members to achieve the Association's objects.

32. Delegating Functions of Board Members

- 32.1. AnACTSES Unit may appoint an alternate Board Member or Board Members to act in the position of its nominated Board Member or Board Members for a time as agreed by the Board, in the following circumstances:
 - (a) where a nominated Board Member is on extended leave (travel or illness) during their term; and
 - (b) with the Board's written approval.

33. Sub-Committees

- 33.1. The Board may from time to time establish Sub-Committees and must provide for their governance, formation, functions and delegations in a policy.
- 33.2. The Board will appoint individuals to those Sub-Committees as it sees fit and may delegate any of its powers to Sub-Committees consisting of those persons they think fit (including Office Bearers, Board Members andACTSESVA Members), and may vary or revoke any delegation.
- 33.3. A Sub-Committee must exercise the powers delegated to it according to any directions of the Board and as set out in the policies.
- 33.4. Powers delegated to and exercised by a Sub-Committee are taken to have been exercised by the Board.
- 33.5. Unless otherwise determined by the Board, Sub-Committee meetings are governed by the policies.

Part 5 BOARD PROCEEDINGS

34. Board meetings

- 34.1. TheBoardmustmeetatleast3 timeseach year.
- 34.2. Boardmeetingsmustbeheldonthedatesandatthetimesand places decided by the Board.
- 34.3. The Board mayholdaBoard meetingusingvirtual meeting technology by which each Member participating can hear and be heard by each other Member participating or in any other way permitted by the Act.
- 34.4. Apersonwhotakespartinameetingconductedundersubclause34.3 is taken, for allpurposes,to bepresent at the meeting.

Notice and Business

- 34.5. The Secretary must give each Board Member notice of a Boardmeeting at least:
 - (a) 7 days before the meeting; or
 - (b) if the Board unanimously agrees on another period, that period before the meeting.
- 34.6. The Board meeting notice must state:
 - (a) the date, time, and place of the meeting; and

- (b) the general nature of the business to be conducted at the meeting.
- 34.7. The Board may only conduct business at a Board meeting if the business:
- (a) is mentioned in the Board meeting notice; or
 - (b) is unanimously agreed by the Board Members to be urgent and appropriate to be conducted at the meeting.

Chair

- 34.8. A Board meeting must be chaired by:
- (a) the President; or
 - (b) if the President is absent, the Secretary; or
 - (c) if the President and the Secretary are absent, a Board Member elected to chair the meeting by the Board Members at the meeting.

35. Quorum

- 35.1. The Board may conduct business at a Board meeting only if there is a quorum of at least half of the total Board Members plus one present.
- 35.2. If there is not a quorum at the time stated in the Board meeting notice, the time of the meeting is taken to be postponed for 30 minutes.
- 35.3. If there is not a quorum after the 30-minute postponement, the meeting is ended.

36. Voting

- 36.1. Each Board Member has one vote on each question arising at the meeting.
- 36.2. A motion is carried if a majority of the Board Members at the Board meeting vote in favour of the motion.
- 36.3. If the votes on a question are equal, the Chair of the Board Meeting may cast an additional deciding vote.
- 36.4. The Board Members at a Board Meeting may vote on a question at the meeting orally, in writing or by a show of hands.
- 36.5. However, a vote on a question at a Board Meeting must be by ballot conducted at the meeting if
- (a) the Chair decides the vote is to be by ballot; or
 - (b) at least two (2) Board Members request the vote be by ballot.
- 36.6. If a ballot is required, the Chair must decide how the ballot is to be conducted.

37. Minutes

- 37.1. The Board must ensure that minutes of Board meetings are taken and kept according to the Act.
- 37.2. The following must be recorded in the minutes:
- (a) the names of the Board Members at the meeting;
 - (b) a description of the business conducted at the meeting;
 - (c) if a Board Member makes a disclosure of a material personal interest:

- (i) the nature and extent of the interest; and
 - (ii) the relation of the interest to the Association's activities; and
 - (d) any motion on which a vote is taken at the meeting and the outcome of the vote.
- 37.3. The Chair of the Board meeting must review the minutes and sign them if they are correct.

38. Circulating Resolutions

- 38.1. The Board may pass a resolution without a Board meeting being held if all of the Board Members who are entitled to vote on the resolution agree in favour of the resolution set out in the document (**Circular Resolution**).
- 38.2. The Association may send a physical copy of a Circular Resolution, in which case separate copies may be signed by the Board Members to agree to the resolution if the wording of the resolution and statement is identical in each copy. Subject to the Act, electronic signatures will be acceptable.
- 38.3. The Association may send a Circular Resolution by email or other electronic means to the Board Members in which case the Board Members may agree to the resolution by sending a reply via email or other electronic means to that effect, including the text of the resolution in their reply.
- 38.4. The resolution is passed when the last Board Member agrees to the resolution in the manner set out in this clause

Part 6 GENERAL MEETINGS

39. Called by Board

- 39.1. The Board may call a general meeting whenever it considers appropriate, but at least once in each Financial Year.

40. Called at request of Members

- 40.1. If the Secretary receives a request for a general meeting from not less than 10% of Members, the Board must call a general meeting within 28 days of the receipt of the request.

41. Notice and Business

- 41.1. The Board may give notice of a general meeting by any form of communication permitted by the Act at least 21 days before the meeting.
- 41.2. The notice must:
- (a) state the date, time and place of the annual general meeting;
 - (b) include the agenda for the annual general meeting;
 - (c) attach minutes of the previous annual general meeting;
 - (d) provide information and documents directly relevant to any matters to be decided, dealt with or done at the annual general meeting; and
 - (e) any other matters as required by the Act.
- 41.3. The following must be done at an AGM:
- (a) the minutes of the previous AGM must be confirmed;

- (b) the Board must be elected under clause 25;
 - (c) the Board must present the statement of accounts;
 - (d) the Membership Register must be made available for inspection by Members and the Board must ask each Member attending the annual general meeting to check and update their entry;
 - (e) the documents the Association is required to lodge with the Regulator must be dealt with; and
 - (f) any other business required by the Act or regulation.
- 41.4. A general meeting must be chaired by:
- (a) the President; or
 - (b) if the President is absent, the Secretary; or
 - (c) if the President and the Secretary are absent, a Member elected to chair the meeting by the Members at the meeting.
- 41.5. The chair of a general meeting may, at any time, adjourn the meeting if:
- (a) there is a quorum; and
 - (b) the majority of Members in attendance vote to adjourn the meeting.
- 41.6. The only business that may be conducted on the resumption of an adjourned meeting is the business that remained unfinished when the meeting was adjourned.
- 41.7. A general meeting, or any proceeding at a general meeting will not be invalid because of the accidental failure to give notice of the meeting, or because one or more people have not received the notice.

42. Use of Technology

- 42.1. A general meeting may be held solely or partly using virtual meeting technology by which each Member participating can hear and be heard by each other Member participating or in any other way permitted by the Act.
- 42.2. If virtual meeting technology is to be used in holding the general meeting, Members will be provided with sufficient information to allow the Members to participate in the meeting by means of the virtual meeting technology.
- 42.3. A person who takes part in a general meeting virtually in accordance with this clause is taken, for all purposes, to be present at the meeting.

43. Electronic voting

- 43.1. The Board may determine to allow Voting Members to conduct direct voting for any resolution proposed for a general meeting, including a vote by electronic means (such as electronic voting or electronic polling) in such manner approved by the Board.
- 43.2. A notice of general meeting will specify:
- (a) any resolutions for which electronic voting will occur;
 - (b) the method of electronic voting approved by the Board; and
 - (c) the deadline for voting by electronic means.
- 43.3. A Member who casts a vote by electronic means will be deemed to have voted in advance of the relevant general meeting.

43.4. The effective date of a resolution decided partly or wholly by electronic means is the date of the general meeting to which the resolution relates, regardless of whether sufficient votes are cast prior to the meeting.

43.5. A proxy cannot be appointed for electronic voting.

44. Authorising Proxy

44.1. A Member (**Authorising Member**) may authorise another Member as Proxy to vote on their behalf at a general meeting.

44.2. The authorisation must:

- (a) be in writing;
- (b) include the name and contact details of the Authorising Member and the Proxy;
- (c) be signed by the Authorising Member and the Proxy;
- (d) include anything else required by the Board; and
- (e) be in a form decided by the Board.

44.3. The authorisation may include instructions about how the Proxy is to vote on the Authorising Member's behalf.

44.4. If the authorisation does not include instructions, the Proxy may vote on the Authorising Member's behalf in any way the Proxy considers appropriate.

44.5. The Authorising Member must give the authorisation to the Secretary not later than 48 hours before the general meeting.

44.6. A Member may only act as Proxy for up to 3 other Members at any general meeting. The Board will, in order of receipt, reject authorisations that exceed this limit.

44.7. If the Board rejects an authorisation, the Board must, as soon as practicable before the meeting, give the Authorising Member written notice that the authorisation has been rejected.

44.8. To remove any doubt, an Authorising Member is not taken to be present at a general meeting only because they have authorised a Proxy to vote on their behalf at the meeting.

45. Quorum

45.1. The Members of the Association may commence a general meeting only if there is a quorum of Members present.

45.2. The required quorum for a general meeting is 14 Members.

45.3. If the required quorum is not present at the appointed start time of a general meeting as stated in the notice of meeting, the time of the meeting is taken to be postponed for up to 30 minutes.

45.4. If the required quorum is not present after the 30-minute postponement, the chair of the meeting may adjourn the meeting.

46. Voting

46.1. Each Ordinary Member present, subject to being appointed Proxy, has one vote on each question or motion arising at a general meeting.

- 46.2. A question or motion is carried (except in the case of a Special Resolution) if a majority of the Members at the meeting vote in favour of the motion.
- 46.3. If the votes on a question or motion are tied, the chair of the general meeting may cast an additional deciding vote.

47. Minutes

- 47.1. The Secretary, or another person authorised by the Board, must take and keep minutes of each general meeting in accordance with the Act.
- 47.2. The following must be recorded in the minutes:
- (a) the names of the Members, and guests, present at the meeting;
 - (b) any authorisations of a Proxy given to the Secretary;
 - (c) a description of the business conducted at the meeting; and
 - (d) if a vote is taken at the meeting:
 - (i) the motion on which the vote is taken;
 - (ii) the outcome of the vote;
 - (iii) whether the vote was by show of hands or ballot; and
 - (iv) the number of votes by Proxy.

Part 7 FINANCIAL MATTERS

48. Source of funds

- 48.1. The Association's funds may only be made up of:
- (a) Membership Fees for the Association given under clause 14
 - (b) donations;
 - (c) proceeds from the NSESVA national lottery;
 - (d) grants from the government; and
 - (e) any other source that the Board decides, subject to:
 - (i) the Act; and
 - (ii) a resolution passed by the Association at a general meeting.
- 48.2. The Board must:
- (a) ensure that all money received by the Association is deposited into the Association's account with a deposit taking institution as soon as practicable after the money is received; and
 - (b) issue a receipt for any money received by the Association as soon as practicable after the money is received, unless it is impracticable to do so.

49. Use of funds

- 49.1. The Association must:
- (a) open and maintain an account with an authorised deposit-taking institution;
 - (b) pay all money received by the Association into the account; and

- (c) pay all amounts spent by the Association out of the account
- 49.2. The Association's funds may only be used—
 - (a) for the Association's objects; and
 - (b) either—
 - (i) in the way the Association decides; or
 - (ii) if a general meeting passes a resolution about the way the funds are to be used—in accordance with the resolution.
- 49.3. The Board may make payments on the Association's behalf.
- 49.4. The Board may delegate its functions under subclause 49.2 to:
 - (a) a Board Member; or
 - (b) anyone employed or engaged by the Association.

50. Payments to Members

- 50.1. Income or property of the Association will not be paid or transferred directly or indirectly to any Member except for payments to a Member of a reasonable amount approved by the Board:
 - (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association;
 - (b) as reimbursement for expenses properly incurred on behalf of the Association;
 - (c) for interest, at a rate not exceeding current bank overdraft rates of interest for money borrowed by the Association;
 - (d) for any other amount of a similar character to those in this clause 50.

51. Establishment of Gift Funds

- 51.1. The Association, by resolution of the Board, may establish one or more Gift Funds for purposes consistent with the Objects of the Association, into which the public, or specific members of the public, will be invited to make gifts and donations of money and property.
- 51.2. Prior to accepting gifts or contributions to a Gift Fund, the Association must seek DGR endorsement from the Australian Taxation Office to operate the Gift Fund for the purposes which the Gift Fund is established.

Part 8 MISCELLANEOUS

52. Common seal

- 52.1. If the Association has a common seal, the Secretary must keep the common seal in their custody.
- 52.2. The common seal may only be attached to a document if its attachment is:
 - (a) authorised by the Board; and
 - (b) witnessed by 2 Board Members.
- 52.3. The use of the common seal must be recorded by the Secretary in the Register.

53. Custody and inspection of books

- 53.1. The secretary must keep all the Association's records and other documents, other than accounting records, in their custody or under their control.
- 53.2. The treasurer must keep the Association's accounting records in their custody or under their control.
- 53.3. The secretary must ensure that all the Association's records and other documents (other than the register of members) are available for inspection by a member free of charge at a place in the ACT at a reasonable time.

54. Asset Register

- 54.1. The Treasurer shall record the disposition of the assets of the Association, other than financial assets in an Asset Register.
- 54.2. For the avoidance of doubt, recorded assets will bear an identifying mark of the Association.

55. Distribution of surplus property on winding up of the Association

- 55.1. If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association, that property must be distributed as determined by resolution of the Voting Members:
 - (a) to another incorporated association having objects similar to those of the Association; and
 - (b) whose constitution prohibits the distribution of its income and property among members to an extent at least as great as imposed under this Constitution; or
 - (c) for charitable purposes.

56. Amending the Constitution

- 56.1. This Constitution may be amended or repealed in accordance with this Constitution and the Act.
- 56.2. This Constitution may be amended only at a general meeting by a Special Resolution of which at least 21 days and not more than 30 days' notice in writing has been given to the Voting Members, setting out the date, place and time of the meeting and the business to be considered.
- 56.3. Members must be advised of any changes to the Constitution under this provision within one (1) month of the change being made.