

S.A.S.E.S. VOLUNTEERS' ASSOCIATION INCORPORATED

CONSTITUTION AND RULES

Adopted 9 November 2013

1. NAME OF ASSOCIATION

- (a) The Association shall be called the S.A.S.E.S. Volunteers' Association Incorporated.
- (b) The Association shall be incorporated in accordance with the Associations Incorporation Act, 1985 as amended.

2. OBJECTS OF THE ASSOCIATION

- (a) The Association is formed for the benefit of all volunteer members of the South Australian State Emergency Service (S.A.S.E.S.)
- (b) To promote mutual trust and confidence between the Association, S.A.S.E.S., affiliated Associations, and members in pursuit of these objects.
- (c) At all times to act on behalf of and in the interest of members
- (d) To affiliate and liaise with S.A.S.E.S. in pursuit of these objects
- (e) Apply the property and capacity of the Association towards the fulfillment and achievement of the objects.
- (f) Strive for Government, commercial and public recognition of the Association.
- (g) Act on behalf of members on all matters pertaining to the welfare of S.A.S.E.S Volunteers Association members, including disciplinary matters.
- (h) Promote the interests of its members and of S.A.S.E.S. generally in any appropriate forum.

3. POWERS OF THE ASSOCIATION

Solely for furthering the objects set out above, the Association has power to;

- (a) Join with other incorporated bodies or with individuals in any enterprise or activity which is deemed to be in the interest of the Association;
- (b) Borrow and raise money in such manner as the Association thinks fit;
- (c) Invest any monies of the Association not immediately required for the objects of the Association, in such manner as may from time to time be determined by the Committee;
- (e) 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 the funds of the Association in the form of donations, annual subscriptions or otherwise;
- (f) Subscribe to, become a member of, or co-operate with any other organisation, whether incorporated or not, whose objects are similar, in whole or in part, to those of the Association, so long as that other organisation prohibits the distribution of its income and property amongst its members.
- (g) Subscribe to any charities and to grant donations for any public purpose;
- (h) Produce, develop, create, license and otherwise exploit, use and protect Intellectual Property;

The powers of the Association shall be exercised by the Committee, except where otherwise indicated in the Constitution.

4. MEMBERS

Ordinary members of the Association shall consist of any and all serving S.A.S.E.S. Volunteer Member(s).

Honorary Member – upon written nomination from any member, a majority vote of the Committee may confer honorary membership upon any person. Such recognition is to be for exemplary service, dedication and application to the advancement of the Association, the S.A.S.E.S. or both. Until revoked or declined, Honorary Members shall be excused from the payment of annual subscriptions in perpetuity.

5. **MANAGEMENT – THE COMMITTEE**

- (a) The management of the Association shall be delegated by members to a Committee.
- (b) Regional Representatives shall be elected at the Annual General Meeting by the members voting at that Meeting. The person or persons elected to represent each Region shall, so far as possible, be a member of a Unit and such Regional Representatives shall be ordinary members of the Committee. Committee members may be elected by the total voting membership from within each Region of the Service, to act as the representative of the members from Units in that Region. If no candidate comes forward the position may be left vacant.
- (c) All persons standing for election to the Committee shall be Ordinary Members and currently registered volunteers serving with Units. Salaried staff of the State Emergency Service are ineligible for election to ensure that no conflict of interest will arise.
- (d) Biennially, one half of the committee will be elected to office by the members, Committee members standing down at that Annual General Meeting shall be eligible for re election. The tenure of office for a Committee members shall be two (2) years.
- (e) At the Annual General Meeting, where the positions of Chair, Deputy Chair, Treasurer, or Secretary fall vacant or become eligible for election, members present at that meeting shall elect officers to fill those positions. Retiring officers are eligible to stand for reelection at that time.
- (f) A casual vacancy arising on the Committee shall be filled by the Committee at a Committee meeting from the general membership of the Association.
- (g) Committee meetings shall be held as deemed necessary by the Chair and Secretary, and a quorum at a Committee meeting shall be three (3) members present in person. However, in any significant matter to be determined at the Committee meeting, one person present must represent country members of the Association and should the three members present be metropolitan based members, then a fourth Committee member, based in the country Region of South Australia, will be contacted in accordance with 6 below.
- (h) Committee members not able to attend a Committee meeting in person may join in that meeting through telephonic, electronic, or radio means, and shall have full voting rights.
- (i) Resolution at Committee meetings shall be decided by a simple majority.
- (j) The Chair shall have a deliberative and a casting vote.

6. **The Executive Committee** shall consist of:

- Executive Officer
- Chairperson
- Deputy Chairperson
- Treasurer
- Secretary

With a minimum of four positions being appointed in that either the Secretary or Deputy Chairperson may also take on the dual role of Treasurer.

Committee appointed non voting positions

The Committee may, if deemed appropriate, appoint others with prescribed attributes as non voting members of the General Committee.

The General Committee shall consist of elected representatives and appointed members. Nothing shall preclude any person having more than one role on the General Committee. If an elected representative fails to attend three (3) meetings of the General Committee without formal apology, being accepted by the committee his/her position may be declared vacant.

Committee Members – Regional Representatives

The Association shall have a maximum of six (6) Regional Representatives, (that is three from each region, being North and South **and only one member from a single unit is a representative of the Association at any one time, unless that representative also holds an executive position**). Deputy representatives may also be appointed. At any meeting from which the principal representative is absent, the deputy representative may exercise voting rights. Each Regional Representative shall represent the best interest and expectations of his/her region and the units to which he/she is allocated to liaise with.

Disciplinary Panel

The Disciplinary Panel shall consist of five (5) members and shall be convened to hear all matters referred to it, and refer back to the Committee with their recommendations.

This includes where the Committee is of the majority opinion that an Individual Member has acted in any way to the significant detriment of the Association. An explanation shall be sought from that member, including if appropriate, being called before the Committee. A representative may support the member. The procedure shall be in accord with the principals of natural justice.

7. ELECTION OF COMMITTEE MEMBERS

7.1 Nominations of Candidates

- (a) Nominations (if necessary) shall be called for by the Secretary a minimum of twenty eight (28) days prior to the Annual General Meeting and be published on the Association's website. All elections for positions shall be conducted at the Annual General Meeting to be held not earlier than three (3) months, nor later than five (5) months, after the 1st of July each year.
- (b) Nominations of candidates for election as Committee Members shall be:
 - i. Made in writing, named and signed by a member and accompanied by the written consent of the nominee (which may be endorsed on the nomination form);
 - ii. Delivered to the Association, at least fourteen days (14) before the holding of the Annual General Meeting.
- (c) If insufficient nominations are received to fill all vacancies on the committee the candidates nominated shall, subject to declaration by the Chairperson, be deemed elected.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (e) If the number of nominations exceeds the number of vacancies to be filled, an election shall be held.

7.2 Voting Procedures

The election shall be secret ballot on paper prepared by the Secretary. A scrutineer shall be appointed by those in attendance at the meeting.

7.3 Term of Office of Committee Members

Committee Members shall hold office from the conclusion of the Annual General Meeting at which they were elected, until the conclusion of their term. Committee members may be re-elected. All positions are for a two (2) year term. One half of elected members shall retire at every second Annual General Meeting.

The position of Chairperson and Deputy Chairperson shall become vacant at alternative elections, as that of Treasurer and Secretary.

7.4 Casual Vacancy

In the event of a casual vacancy, the Committee may fill the position and person appointed may continue in office until the subsequent Annual General Meeting.

8. **DUTIES OF THE CHAIRPERSON**

The Chairperson shall preside at all meetings and preserve order so that business is conducted in due form and with propriety.

In the event of an equality of votes, the Chairperson may have a casting vote. If the Chairperson declines to exercise a casting vote, then the motion is lost.

9. **DUTIES OF DEPUTY CHAIRPERSON**

The Deputy Chairperson shall preside at meetings in the absence of the Chairperson. In the absence of the Chairperson and Deputy Chairperson, a Chairperson shall be elected by those present for the duration of the meeting.

10. **DUTIES OF THE SECRETARY**

The Secretary shall give twenty one (21) days prior notice of members of all Committee meetings and shall attend whenever possible such meetings and cause minutes of all proceedings to be recorded.

11. **DUTIES OF THE TREASURER**

The Treasurer shall report on the financial activities of the Association at each Committee Meeting of the Association.

12. **EXECUTIVE OFFICER OF THE ASSOCIATION**

The Executive Officer shall work under the general direction of the Chair. His/her appointment, conditions of employment, duties, remuneration and standards of performance shall be the function of the Management Committee.

13. **GENERAL MEETINGS**

An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and on a date and at a venue to be determined by the Committee.

All General Meetings, other than Annual General Meetings, shall be Special General Meetings and shall be held in accordance with the Constitution.

Notice of the Annual General Meeting shall be made at least twenty eight (28) days in advance of the date of the Meeting and shall be given to all members entitled to receive notice together with:

- The Agenda for the Meeting
- Any notice of motion received from members
- Forms of authority in blank for proxy votes
- Nomination Forms for committee positions

A Special General Meeting may be called by the Committee at any time, and will be called within one (1) month of the receipt of a requisition (which must clearly state the reason for the request for a Special General Meeting) signed by twenty (20) ordinary members. No business other than that stated on the notice shall be transacted at that meeting.

Each voting member shall be entitled to one vote on any resolution which is put to the meeting.

Members unable to attend any meeting of the Association may exercise a written vote. Votes may be exercised by sending a vote to the Association's registered address in sufficient time to reach the secretary prior to the commencement of the meeting.

General Meetings of the Association may be called by the Committee at any time, and these may be held within Service Regions for the benefit of local members.

A special resolution, at either the Annual General Meeting or at a Special Meeting will require a majority of three quarters of the members voting, including those using proxy or postal votes.

Any matter voted on at a General Meeting shall be carried by a simple majority of the members attending.

14. **RECORDS AND ACCOUNTS**

14.1 Secretary to Keep Records

The Secretary shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and all Committee Meetings and shall produce these as appropriate at each Committee or General Meeting.

14.2 Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept at the registered office of the Association.

14.3 Association to Retain Records

The Association shall retain such records for seven (7) years after the completion of the transaction or operation to which they relate.

14.4 Auditor

The members shall approve an auditor at the Annual General Meeting, if required under the Associations Act 1985 and that auditor shall provide a written report on the accounts

15. **APPLICATION OF INCOME**

The income and property of the Association shall be applied solely towards the promotion of the objects of the Association.

(1) Except as prescribed in this Constitution:

- (a) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any member; and
- (b) No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any member who holds any office of the Association;

(2) Nothing contained in clause 3 shall prevent payments in good faith of or to any member for:

- (a) any services actually rendered to the Association as an employee or otherwise;
- (b) goods supplied to the Association in the ordinary and usual course of operations;
- (c) interest on money borrowed from any member;
- (d) rent for premises demised or let by any member to the Association;
- (e) any out-of-pocket expenses incurred by a member on behalf of the Association.

16. **SEAL**

The seal of the Association shall be held at the registered office of the Association.

17. **CONFLICT OF INTEREST**

An Executive Officer or Committee Member shall declare interest in any contractual, selection, disciplinary or other matter in which a conflict of interest arises or may arise, and shall absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter.

18. **POWER TO AFFILIATE**

The Association, by a majority vote of the General Committee, may seek affiliation with any other organisation that has common objectives and interests. Any affiliation shall be subject to ratification at the next Annual General Meeting or by the calling of a Special General Meeting.

19. **WINDING UP**

The Association shall be wound up in accordance with the requirements of the Act, with the distribution of any remaining assets being to an incorporated association with like or similar aims and objects.