



# **NEIGHBOURHOOD WATCH TASMANIA INC.**

## **CONSTITUTION**

*AS ADOPTED SEPTEMBER 2014*

## **Table of contents**

1. Name of Association
2. Definitions and interpretation
3. Association's office
4. Objects and purposes of Association
5. Membership of Association
6. Income and property of Association
7. Accounts of financial affairs
8. Banking and finance.
9. Auditor
10. Audit of accounts
11. Management of affairs of Association
12. Role of the Board of Management
13. District Committees
14. Neighbourhood Watch Areas
15. Sub-committees
16. Disclosure of Interests
17. General Meetings
18. Annual General Meeting
19. Special General Meetings
20. Minutes of meetings
21. Notices
22. Expulsion of members.
23. Disputes
24. Seal of Association
25. Amendments to the Constitution

## 1. Name of Association

The name of the Association shall be Neighbourhood Watch Tasmania Incorporated, in this Constitution referred to as the 'Association'.

## 2. Definitions and interpretation

- a) In this Constitution unless the contrary intention appears;

**Act** means the *Associations Incorporation Act 1964*.  
Tasmania. (the Act)

**Membership** means as described in Clause 5 of this Constitution.

**General Meetings** mean an Annual General Meeting of members or a Special General Meeting of members convened in accordance with Clauses 17, 18 or 19 of this Constitution..

**Board** means the Board of Management and shall constitute the committee for the purposes of the Act.

**Executive** means the Elected Officers as provided by Clause 12(a) of this Constitution. The Elected Officers shall have the power to perform all such acts and do all such things as deemed by the Board to be necessary or desirable for the proper management of the affairs of the Association and to achieve the strategic direction of the Association.

**Meeting venue** means any place that may be determined by the Board as appropriate or a meeting by teleconference, Skype or any other technology, provided all participants have an equal opportunity to participate.

- b) In this Constitution expressions referring to writing shall include references to printing, photography and other modes of representing or reproducing words in a visible form or appropriate alternative, including electronic format.

## 3. Association's office

The office of the Association shall be within the offices of Community Policing Services, Tasmania Police, Hobart, or such other place as the Board of Management may, from time to time, determine.

## 4. Objects and Purposes of Association

- a) The purpose of the Association is to improve the quality of life in Tasmanian communities by minimising preventable crime and promoting closer community ties.

b) The objects of the Association are to:

- i. foster and enhance the partnership between Tasmania Police and the community;
- ii. manage and provide strategic leadership for Neighbourhood Watch in Tasmania;
- iii. minimise the incidence of preventable crime;
- iv. improve the safety of communities;
- v. assist Tasmania Police to detect crime through improved communication and prompt reporting of suspicious and criminal activity;
- vi. prevent crime and reducing the fear of crime;
- vii. improve the degree of personal and household security through education programs;
- viii. raise awareness of crime prevention strategies and resources; and
- ix. promote active involvement in community safety and crime prevention projects, programs and education.

## 5. Membership of Association

- (a) Membership of the Association shall comprise of all persons meeting the membership requirements as prescribed by this Constitution.
- (b) Members will not be required to pay entrance fees, subscriptions or any other amounts to the Association.
- (c) There shall be kept at the office of the Association an up to date Register of the names of those persons who are members of the Association.
- (d) Membership ceases when a member's name is removed from the Register of members.
- (e) Members will not be liable to contribute towards payment of debts and liabilities of the Association or the costs, charges and expenses of winding up the Association
- (f) The Association shall provide the following categories of membership:
  - i. **individual membership** – this membership category shall be offered to individuals who reside in Tasmania and who have a commitment to the Association's vision, purpose and objectives. They shall be known as individual members;

- ii. **organisational membership** – this membership category shall apply to organisations, other than a political party or branch or subsidiary of a political party, with a commitment to the Association’s vision, purpose and objectives. They shall be known as organisational members;
- iii. **honorary life membership** – this may be offered in the Board’s sole discretion to any person who has rendered outstanding service to Neighbourhood Watch Tasmania Inc. and its objective of community-based crime prevention and is by the invitation of the Board only.

(g) The Board shall have the power to determine which individuals are eligible for each membership category.

(h) Organisational members shall be required to nominate in writing one official representative who shall be the sole representative of that organisation for the purpose of membership of the Association.

(i) Individual members, organisational members and honorary life members shall have the right to vote in elections of the Association and at General Meetings of the Association. Each individual, organisational and honorary life member shall have one vote.

(j) An application for membership of the Association shall be:

i. made in writing in the form prescribed by the Association; and lodged with the Association.

(k) A member of the Association may resign from the Association by delivering or sending by post or email to the Board a written notice of resignation.

(l) A right, privilege or obligation of an organisation or individual by virtue of membership of the Association:

i. is not capable of being transferred or transmitted to another organisation; and

ii. terminates upon the cessation of membership, whether by death, resignation or otherwise.

(m) In the event of the Association being wound up:

i. the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be repaid and applied by the Association in accordance with its powers to an organisation which is exempt from income tax under Section 23 of the Income Tax Assessment Act and which is a body with similar objectives to those of the Association; and

ii. every member of the Association and every person who, in the period of 12 months immediately preceding the commencement of the winding up, was a member of the Association, is not liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association and for the costs, charges and expenses

of the winding up and for the adjustment of the rights of the contributories among themselves. A former member is not liable either to contribute in respect of any debt or liability of the Association contracted after membership ceased.

## **6. Income and property of Association**

- a) The income and property of the Association shall be applied solely towards the objects and purposes of the Association.

No portion of the income or property of the Association is to be paid, directly or indirectly, to any member of the Association, except where the payment or transfer is for:

- i. services or goods supplied to the Association in the ordinary course of business;
- ii. reimbursement for out-of-pocket expenses incurred for any of the objects of the Association;
- iii. interest on moneys lent to the Association by the member at a rate not exceeding the rate charged by its bank to the Association on an overdraft; or
- iv. rent of a reasonable amount for premises occupied by the Association.

## **7. Accounts of financial affairs**

- a) The financial year of the Association is the period beginning on the first day of July in one year and ending on the 30<sup>th</sup> day of June in the next year.
- b) The Treasurer shall, in such manner as the Board of Management directs, cause true accounts to be kept of the assets and liabilities of the Association, and any sums of moneys received and expended, together with the manner and purpose of such receipts and expenditure.
- c) The Treasurer shall, in such form as the Board directs, cause a report on financial transactions to be made to each Board of Management meeting.
- d) The accounts are to be open for inspection by members of the Association at any reasonable time and in any reasonable manner determined by the Board of Management.
- e) After the end of each financial year, the Treasurer shall cause to be prepared from the accounts an annual financial report, including statements of the Association's income and expenditure during the year and its financial position as at the end of that year. The financial report shall include notes explaining the basis of preparation of the statements and, where appropriate, shall provide further information on certain disclosures in the statements.
- f) The annual financial report prepared in accordance with sub-clause (e) shall be presented to members of the Association at the Annual General Meeting following the end of the financial year to which the report relates.

## **8. Banking and finance**

- a) The Board of Management shall cause to be opened such account or accounts, in the name of the Association, with any financial institution that is a bank, credit union or building society, as it determines.
- b) The Treasurer shall cause all moneys received by the Association to be deposited into an account or accounts operated by the Association.
- c) The Board of Management shall appoint two or more persons to authorise payments and other withdrawals from any account, or accounts, of the Association either by:
  - i. signing cheques or other documents that enable financial institutions to make payments as instructed by such documents; and/or
  - ii. accessing computerised systems that allow balances and transactions of accounts in the name of the Association to be viewed and can be used to give effect to electronic transfers of funds out of, or between, those accounts.
- d) Any payments or withdrawals under this clause shall be authorised by at least two of the appointed persons.

## **9. Auditor**

- a) At each Annual General Meeting of the Association, the members present shall appoint a person as the auditor of the Association.
- b) A person so appointed shall hold office until the next Annual General Meeting and shall be eligible for reappointment.
- c) The auditor may only be removed from office by special resolution.
- d) If an auditor is not appointed at an Annual General Meeting or a casual vacancy occurs in the office of the auditor, the Board of Management shall appoint a person as the auditor as soon as practicable after that Annual General Meeting or the casual vacancy occurring.
- e) Where an appointment is made under Clause 9 (d), that person shall hold office until the next Annual General Meeting and then be eligible for reappointment.

## **10. Audit of accounts**

- a) The Association may seek exemption from audit requirements under the provisions of the *Associations Incorporation Act 1964*.
- b) Where such an exemption is not applied for or granted, at least in each financial year of the Association, the accounts of the Association shall be examined by the auditor.
- c) The Auditor shall certify as to the correctness of the accounts of the Association

and shall report thereon to the members at the Annual General Meeting.

- d) In the Auditor's report and in certifying the accounts, the auditor shall state whether:
  - i. the information required by the Auditor has been obtained;
  - ii. in the Auditor's opinion, the accounts are properly drawn up so as to show a true and correct view of the financial position of the Association according to all information supplied and explanations provided and as shown by the books of the Association; and
  - iii. the rules relating to the administration of the funds of the Association have been observed.
- e) For purpose of the audit, the Auditor:
  - i. shall have the right of access to the Association's accounts, records, books, vouchers and documents, whether in written, printed or electronic form;
  - ii. may require from the Treasurer, any member of the Executive, Board of Management, or employee of the Association such information and explanations as may be necessary for the performance of duties as auditor;
  - iii. may employ persons to assist in investigating the accounts of the Association;
  - iv. may, in relation to the accounts of the Association, examine any member of the Executive or Board of Management or any servant of the Association; and will observe accepted accounting practices.

## **11. Management of affairs of Association**

- a) The affairs of the Association shall be managed by the Board constituted as provided in sub-clause 12 (a) of this Constitution..
- b) The Board:
  - i. shall control and manage the business and affairs of the Association;
  - ii. may exercise all of the powers and functions of the Association, other than those powers and functions that are required by this Constitution to be exercised and performed by members of the Association at a General Meeting; and
  - iii. may authorise, by delegation in writing, certain of its powers and functions to be exercised by its employees, members or by other persons.
- c) A Board of Management for the Association shall be established which is skills-based and comprises not more than eight Directors. Six Directors shall be elected by members at the Annual General Meeting. A further two Directors may be appointed by the elected Directors.



- d) The Board of Management shall be responsible for oversight of the creation and implementation of the strategic plan of the Association, governance and projects and programs conducted by Watches statewide.
- e) Initially, Directors shall be recruited by placement of advertisements in the three major newspapers in Tasmania. Thereafter, Directors shall be elected at the Annual General Meeting. The option of advertising may also be utilised to fill any vacancy or skill shortage that may occur.
- f) Nominations for election as Director must be made in writing, signed by one member of the Association and accompanied by the written consent of the candidate.
- g) Nomination for membership of the Board of Management must be received by the Association at least seven days prior to the Annual General Meeting.
- h) A ballot to elect Directors to the Board of Management shall be conducted at the Annual General Meeting each year.
- i) The Board of Management will elect from its membership the Executive, consisting of a President, Vice-President, Treasurer and Secretary.
- j) Directors of the Board of Management may be employed by the Association under exceptional circumstances, but shall be required to take leave of absence from the Board during such term of employment and must declare an interest in any decision-making that may lead to their engagement as an employee.
- k) The term of office of Directors shall be two years, subject to the provision of this Clause. Directors may serve no more than three successive terms. After a break of at least one year, they may stand for re-election or re-appointment. For the purposes of this Clause, two years shall be taken as the period between the Annual General Meeting of election, or the time of appointment, and the second Annual General Meeting subsequent to election or appointment.
- l) Should a casual vacancy occur on the Board of Management, the Board may appoint a person to fill the vacancy and such person shall hold office, subject to the provisions of this Constitution, upon such terms and conditions and for such period as the Board determines.
- m) A Director shall be removed from office, upon a decision by a majority of the other Directors, that the Director has:
  - i. been convicted of a criminal offence that can reasonably be regarded as likely to cause concern among funding bodies or the community in respect of the probity of the Association's governance;
  - ii. brought the Association into disrepute through any act or failure to act;
  - iii. acted in contravention of the mission or objectives of the Association;
  - iv. become unable to carry out the responsibilities of a Director due to incapacity or other cause persisting or reasonably expected to persist for more than three months; or
  - v. failed to attend three or more consecutive meetings of the Board or half or more

of the total meetings of the Board in any one year, without due cause or without leave having been granted by the Board.

- n) Meetings of the Executive and Board of Management may take place through whatever means possible, provided there is equal opportunity for all involved to participate.
- o) A quorum for meetings of the Board of Management shall be 50 per cent of its members, plus one.
- p) The President shall have no vote other than a casting vote in the event of an equal vote by members of the Board of Management.

## **12. Role of the Board of Management (the Board)**

- a) At the first meeting following the Annual General Meeting each year the Board of Management shall elect from its members a President, Vice-President, Secretary and Treasurer.
- b) The Elected Office Holders shall be referred to as the Executive
- c) The Board shall meet at least four times each year at such place and at such times as the Board may decide.
- d) The Board shall have the right to fill any casual vacancy until the next Annual General Meeting.
- e) The Board shall have the right to co-opt two people to fill any identified skills shortage or for reasons of succession planning, but such individuals shall have no voting rights.
- f) The quorum at a Board meeting shall be 50 per cent of its voting members, plus one.
- f) At meetings of the Board, the President shall preside or, in the absence of the President the Vice President or such other member as may be determined.
- g) The President shall have no vote other than a casting vote in the event of an equal vote by members of the Board.
- h) Special meetings of the Board may be convened as required.
- i) The Board may act or issue instructions to the employees of the Association to act in matters of urgency connected with the management of the affairs of the Association.
- j) The Board will publicise and promote Neighbourhood Watch throughout the State, actively pursue the formation of new Neighbourhood Watch groups within the State, encourage interaction between Neighbourhood Watch groups by communication and information sharing.

### **13. District Committees**

- (a) Neighbourhood Watch Tasmania Inc shall adopt the same District areas as Tasmania Police.
- (b) District Committees may be formed where it is the choice of the local Watches in the District.
- (c) District Committees may be formed for the purpose of providing a forum for discussion and co-ordinated activities for local Watches in each District.
- (d) Where a District Committee is formed it may nominate one person as a delegate to the Board of Management.
- (e) Where no District Committee exists the local Watches in that District may nominate one person as a delegate to the Board of Management.
- (f) District Committees may self regulate and may create their own Office Holders provided they have an Annual Meeting and a President and a Treasurer for the purpose of reporting to the Board and provide to the Board the Minutes and Financial Statements from that Annual General Meeting.
- (g) Delegates nominated under this section shall have the same rights as elected Directors at meetings of the Board.
- (h) If a District Committee ceases to operate any remaining funds after all debts are satisfied shall be returned to Neighbourhood Watch Tasmania. These funds shall be used to further the Objects and Purposes of the Association in a manner determined by the Board.

### **14. Neighbourhood Watch Areas:**

- (a) A Neighbourhood Watch Area may operate where it is so agreed in the locality to do so.
- (b) Where a Neighbourhood Watch Area exists and a District Committee exists for the locality the Neighbourhood Watch Area may nominate from its members one representative for that District Committee.
- (c) Neighbourhood Watch Area groups may self regulate and create their own Office Holders provided they have an Area Co-ordinator or President and a Treasurer.
- (d) Neighbourhood Watch Areas shall advise the Board of Management of the names of members, convene an Annual Meeting and provide the Board with copies of the Minutes and any financial statements from that Annual General Meeting.
- (e) If a Neighbourhood Watch Area ceases to operate any remaining funds after all debts are satisfied shall be returned to Neighbourhood Watch Tasmania. These funds shall be used to further the Objects and Purposes of the Association in a manner determined by the Board.

### **15. Sub-committees**

- a) The Board may, by resolution, create one or more sub-committees to undertake or administer designated matters in relation to the objectives of the Association.
- b) Members of a sub-committee are to be appointed by the Board and shall include at least two members of the Board of Management one of whom shall preside.

- c) The Board may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Association, but a person so co-opted is not entitled to vote.
- d) No meeting of a sub-committee shall be conducted unless there is present at least one half of its membership, or at least two of its members if the sub-committee is comprised of fewer than five persons.
- e) A sub-committee shall provide a report to the Board following every sub-committee meeting.
- f) Proceedings at meetings of a sub-committee should, as far as is practicable, follow the proceedings set out for meetings of the committee in Clause 11.
- g) All sub-committees shall be dissolved at the completion of the purpose for which they were created, and may be dissolved at any time by a resolution of the Board.

## **16. Disclosure of interests**

- a) If a member of the Board of Management, Executive or a sub-committee has a direct or indirect pecuniary interest in a matter being, or about to be, considered at a meeting of the Board of Management, Executive, or of a sub-committee, the member is to disclose the nature of the interest to the Board of Management, Executive, or the sub-committee as soon as practicable after the relevant facts come to the member's knowledge.
- b) When a member of the Board of Management, Executive, or a sub-committee has made a disclosure in accordance with this clause, the disclosure shall be recorded in the minutes of the meeting and the member may be required to leave the meeting for the duration of time that the matter in which the member has disclosed an interest is being considered.
- c) If at a meeting of the Board of Management, Executive, or of a sub-committee a member votes on a matter in which the member has a direct or indirect pecuniary interest, that member's vote is not to be counted.

## **17. General Meetings**

- a) A General Meeting is an Annual General Meeting of the Association, or a Special General Meeting convened in accord with the provisions of this Constitution.
- b) Any business to be considered at a General Meeting, other than the ordinary business of an Annual General Meeting, is special business and will be dealt with at an Annual General Meeting in accord with sub-Clause (18f) of this Constitution.
- c) At each General Meeting of the Association, the chairperson is to be the President or, in the absence of the President, the Vice-President, or in the absence of both the

President and the Vice-President, a member of the Association elected to preside by the members of the Association present at the General Meeting.

- d) Following a ballot held at a General Meeting the Chairperson shall declare whether the Resolution put to the members present has been lost or carried. On or before that declaration by the Chairperson a poll can be demanded by no less than two members present at the meeting
- e) If a poll is demanded it shall be taken in such manner as the Chairperson directs and the result of such poll shall be deemed to be the resolution of the Association in the General Meeting.
- f) Upon any question arising at a General Meeting of the Association, each member, excluding the Chairperson, has one vote only. In the case of an equality of votes, the Chairperson of the meeting is entitled to exercise a casting vote.
- g) The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- h) If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to a time and place determined by the Board but not more than two weeks later, unless the meeting was a Special General Meeting in which case it lapses.
- i) Where a meeting is adjourned for 14 days or more, the same notice of the adjourned meeting shall be given as in the case of the original meeting.

## **18. Annual General Meeting**

- a) The Association shall once a year hold an Annual General Meeting.
- b) The Annual General Meeting shall be in addition to any other General Meetings held in the same year.
- c) The Annual General Meeting shall be held on such day (being not later than six months after the close of the financial year of the Association) as the Board may determine.
- d) The Annual General Meeting shall be specified as such in the notice convening it.
- e) The Secretary shall cause written notice, of at least 14 days, to be given to all members specifying the time, date and place appointed by the Board for an Annual General Meeting.
- f) The inadvertent omission to give such notice to, or the non-receipt of such notice by a member, shall not invalidate or otherwise affect the proceedings at any such meeting.

- g) The ordinary business of an Annual General Meeting is to:
  - i. confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - ii. receive a report from the President on the activities of the Association for the preceding financial year;
  - iii. receive the Treasurer's report on the Association's financial transactions during the preceding financial year and the financial position at the end of that year, together with the Auditor's opinion on that report;
  - iv. elect the members of the Association's Board of Management; and
  - v. appoint the Auditor for the ensuing financial year.
- h) Special business may be transacted at an Annual General Meeting provided notice of that business is provided with the notice of that meeting.
- i) A quorum for an Annual General Meeting shall be 10 members entitled to vote.

## **19. Special General Meetings**

- a) The Board may call a Special General Meeting of the Association as it considers necessary.
- b) The Board shall, upon receipt by the Secretary of a written request for a Special General Meeting setting out the objects of the meeting and signed by not less than ten members, convene within 21 days of receipt of that request a Special General Meeting of the Association.
- c) A quorum for a Special General Meeting shall be 10 members entitled to vote.
- d) The particulars of any motion or motions to be put at a Special General Meeting by way of special business shall be delivered in writing to the Secretary at least 21 days before the meeting at which the motion or motions are intended to be considered, and shall accompany the notice convening the meeting.
- e) No item of business shall be transacted at a Special General Meeting unless a quorum of 10 members of the Association entitled under this Constitution to vote is present during the time when the meeting is considering that item.
- f) The Secretary shall cause written notice, of at least 14 days, to be given to all members specifying the time, date and place appointed by the Board for a Special General Meeting.
- g) The inadvertent omission to give such notice to, or the non-receipt of such notice by a member, shall not invalidate or otherwise affect the proceedings at any such

meeting.

- h) If the Executive does not cause a Special General Meeting to be convened within 21 days from the date of receipt of the request for a Special General Meeting those members making the request may themselves convene the meeting, provided it is held not later than three months from the date of receipt of the request.
- i) All reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring such expenses.

## **20. Minutes of meetings**

- a) The Secretary shall cause minutes to be kept of all proceedings at the Annual General Meeting and at Special General Meetings of the Association.
- b) The minutes shall include entries in respect of all questions put to a vote and whether they were carried or lost.
- c) When signed by the chairperson, such minutes shall be the conclusive record of the business transacted at the meetings.

## **21. Notices**

- a) Unless otherwise provided under this Constitution, the service of a notice required to be given, or caused to be given, by the Board upon any member of the Association, may be made:
  - i. personally;
  - ii. by sending it through the post in a prepaid letter addressed to such member at their address, as recorded in the register of members; or
  - iii. by means of electronic communication, to the address provided to the Association for purpose of such communications.

## **22. Expulsion of members**

- a) Subject to this Clause, the Board may expel a member from the Association if, in the opinion of the Board , the member has been guilty of conduct detrimental to the interests of the Association.
- b) The expulsion of a member pursuant to sub-clause (a) of this Clause does not take effect:
  - i. until the expiration of 14 days after the service on the member of a notice under sub-clause (c) of this Clause; or
  - ii. if the member exercises right of appeal under this Clause, until the conclusion of the Special General Meeting convened to hear the appeal, which ever is the later date.
- c) Where the Board expels a member from the Association a notice in writing will be

served on the member. :

- i. stating that the Board has expelled the member;
  - ii. specifying the grounds for the expulsion; and
  - iii. informing the member that, if desired within 14 days after the service of the notice, an appeal against the expulsion as provided in this Clause can be made.
- d) A member on whom a notice under sub-clause (c) of this Clause is served may appeal against the expulsion to a Special General Meeting by delivering, emailing or sending by post to the Association within 14 days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing that appeal.
- e) Upon receipt of a requisition under sub-clause (d) of this Clause, the Secretary shall notify the Board of its receipt and the Board shall cause a Special General Meeting of members to be held within 21 days after the date on which the requisition is received.
- f) At a Special General Meeting convened for the purpose of this clause:
- i. no business other than the question of the expulsion shall be transacted;
  - ii. the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion;
  - iii. the expelled member shall be given an opportunity to be heard; and
  - iv. the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- g) If at the Special General Meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect and the expelled member ceases to be a member of the Association.

## **23. Disputes**

- a) Subject to this Clause, a dispute between a member of the Association and the Association shall be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 1986*.
- b) Nothing in this Clause affects the operation or effect of Clause 22.

## **24. Seal of Association**

- a) The seal of the Association shall be in the form of a rubber stamp inscribed with the name of the Association.
- b) The seal of the Association shall only be affixed to any instrument with the authority of the Board of Management.



- c) The affixing of the seal shall be attested by the signatures of two members of the Board of Management or of one member of the Board of Management and of the Public Officer of the Association, or such other person as the Board of Management may appoint for that purpose.
- d) If a sealed instrument has been attested under sub-clause 23(c), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Board of Management.
- e) The seal shall be kept secure at the Association's office.

## **25. Amendments to the Constitution**

- a) Notice of any proposed amendment, repeal or addition to the Constitution must be given in writing to the Secretary at least 21 days prior to the Annual General Meeting or Special General Meeting convened for that purpose.
- b) At least 21 days' notice of such meeting shall be given to any member entitled to vote.
- c) A majority of 75 per cent of those members in attendance and entitled to vote is required to approve the proposed alteration, revocation, amendment or addition.
- d) The Public Officer shall cause the Commissioner of Corporate Affairs to be advised of changes to the Constitution.
- e) To avoid doubt, any documentation produced in the name of the Association by the Board of Management, Executive, members of the Association or the Association's employees for the purpose of setting policies relating to risk management, service delivery, employees' performance and the like (referred to as 'codes', 'policies', 'instructions' or similarly described), shall not form part of this Constitution.