



MEETING PAPER

Meeting Date: Annual General Meeting - 21 November 2020

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SPECIAL BUSINESS OF THE 2020 ANNUAL GENERAL MEETING

Resolution to adopt a new Constitution

1. Introduction

As part of Board considerations in 2019 it was agreed that an update to the Constitution was warranted. In accordance with the current Constitution, the Board of Management gave notice of the intention to change the Constitution at its meeting of 16 September 2020.

2. Main Changes

In most respects the contents of the proposed Constitution reflect the current one, other than formatting and structure, with the main actual amendments summarised below.

- Rule 5 adds the existing objects and purposes to the generic ones included in the Model Rules.
- Sub-rule 4(3)(m) has been added to clarify that the Board is entitled to issue grants that further the other purposes and objects of the Association.
- Sub rule 6(3) has been included to clarify the indemnity for members of the board or employees who have acted in good faith.
- Reference to District Committees has been removed wherever it appears as no District Committees currently exist and the Board considers that they are unlikely to be needed in the future.
- Rule 30 has been amended to provide for more flexible Watch operations, and make it clear that a Watch Group can include other organisations that include a neighbourhood watch component in their activities.

3. Recommendation by the Board

It is proposed to update the existing Neighbourhood Watch Tasmania Constitution to reflect the model rules adopted in accordance with the Tasmanian Associations Incorporation (Model Rules) Regulations 2017.

It is not compulsory to amend the Constitution for this purpose, but the Board considers that it makes good sense to keep it up to date consistent with the latest Parliamentary approved model.

4. Resolution

DRAFT RESOLUTION: The Neighbourhood Watch of Tasmania resolves to rescind its Constitution of September 2014, and adopt the draft Constitution provided with the Notice of Meeting for the Annual General Meeting in 2020.



NEIGHBOURHOOD WATCH TASMANIA INC.

Constitution

DRAFT for ACCEPTANCE (AGM 2021)

About This Document

Purpose:	<p>This Constitution describes the fundamentals of NHWT Inc. and its membership including:</p> <ul style="list-style-type: none">• how the association operates• the association's purpose• the rights and responsibilities of members and office holders.
Authority:	<p>This Constitution was developed using guidance for incorporated associations available from the Tasmanian Government website.</p> <p>It is authorised by the Neighbourhood Watch Tasmania (NHWT) members.</p>
Enquiries:	<p>Email: admin@nhwtas.org.au</p> <p>Post: c/- State Community Policing, PO Box 308, Hobart TAS 7001</p>
Version:	<p>DRAFT for ACCEPTANCE</p> <p>The current version is available from the NHWT website: www.nhwtas.org.au</p>
Authorisation Date:	<p>TBC 21 November 2020 (Annual General Meeting)</p>
Notification of Changes:	<p>The NHWT Public Officer shall notify the relevant unit of the Department of Justice of changes to the Constitution within one month of the changes being approved, by lodging a Notice of Special Resolution (external link), and attaching a copy of the changes</p>
History:	<p>This Constitution entirely supersedes the previous version, dated September 2014, and as amended 23 November 2019.</p>

Contents

1	Name of Association	5
2	Interpretation	5
3	Association's office	6
4	Objects and Purposes of Association	6
5	Membership of Association	8
6	Liability of members	9
7	Income and property of Association	10
8	Accounts of receipts and expenditure.....	11
9	Banking and finance	11
10	Auditor	12
11	Audit of accounts	13
12	Exemptions under the Act	14
13	Annual general meeting.....	14
14	Special general meetings	15
15	Notices of general meetings	15
16	Business and quorum at general meetings.....	16
17	Chairperson at general meetings.....	17
18	Adjournment of general meetings.....	17
19	Determination of questions arising at general meetings	17
20	Votes	17
21	Taking of poll.....	18
22	When poll to be taken	18
23	Affairs of Association to be managed by a board.....	18
24	Executive Committee	18
25	Constitution of the board	19
26	Election of Directors to board.....	19
27	Vacation of office	20
28	Meetings of the board	21
29	Disclosure of interests.....	22
30	Neighbourhood Watch Areas	22
31	Sub-committees	23

32	Annual subscription	23
33	Service of notices and requisitions	24
34	Expulsion of members.....	24
35	Appeal against expulsion	25
36	Disputes.....	26
37	Seal of Association	26
38	Amendments to these rules.....	26

1 Name of Association

The name of the association is as follows: Neighbourhood Watch Tasmania Incorporated.

2 Interpretation

In these rules, unless the context otherwise requires –

accounting records has the same meaning as in the Act;

Act means the *Associations Incorporation Act 1964*;

annual general meeting means an annual general meeting of the Association held under Rule 13;

Association means the association referred to in rule 1;

association has the same meaning as in the Act;

auditor means the person appointed as the auditor of the Association under rule 10;

authorised deposit-taking institution means a body corporate that is an authorised deposit-taking institution for the purposes of the *Banking Act 1959* of the Commonwealth;

board means the board of management referred to in rule 23;

Executive Committee means the executive committee referred to in rule 24;

financial year has the same meaning as in the Act;

general meeting means –

(a) an annual general meeting; or

(b) a special general meeting;

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;

ordinary business of an annual general meeting means the business specified in rule 13(5);

ordinary board member means a member of the board other than a member of the Executive Committee;

public officer means the person who is, under section 14 of the Act, the public officer of the Association;

special board meeting means a meeting of the board that is convened under rule 28(2) by the president or any 4 of the members of the board;

special general meeting means a special general meeting of the Association convened under rule 14;

special resolution has the same meaning as in the Act.

In these rules 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 is to be at the following place or at any other place the board determines:

Within the offices of State Community Policing Services, Tasmania Police, Hobart

4 Objects and Purposes of Association

- (1) The purpose of the Association is to improve the quality of life in Tasmanian communities by minimising preventable crime and promoting closer community ties.
- (2) The basic objects of the Association are to:
 - (a) foster and enhance the partnership between Tasmania Police and the community;
 - (b) manage and provide strategic leadership for Neighbourhood Watch in Tasmania;
 - (c) minimise the incidence of preventable crime;
 - (d) improve the safety of communities;
 - (e) assist Tasmania Police to detect crime through improved communication and prompt reporting of suspicious and criminal activity;
 - (f) prevent crime and reducing the fear of crime;
 - (g) improve the degree of personal and household security through education programs;
 - (h) raise awareness of crime prevention strategies and resources; and
 - (i) promote active involvement in community safety and crime prevention projects, programs and education.
- (3) The objects and purposes of the Association consist of the basic objects of the Association and the following objects and purposes:
 - (a) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association; the purchase, sale or supply of, or other dealing in, goods;
 - (b) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;

- (c) the acceptance of a gift for any of the objects or purposes of the Association;
- (j) the taking of any step the board, or the members of the Association at a general meeting, determine expedient for the purpose of procuring contributions to the funds of the Association;
- (k) the printing or publication of any newspaper, periodical, book, leaflet or other document the board, or the members of the Association at a general meeting, determine desirable for the promotion of any of the objects or purposes of the Association;
- (l) the borrowing and raising of money in any manner and on terms –
 - (i) the board thinks fit; or
 - (ii) approved or directed by resolution passed at a general meeting;
- (m) subject to the provisions of the *Trustee Act 1898*, the investment, in any manner the board determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;
- (n) the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the *Income Tax Assessment Act 1936* of the Commonwealth relates;
- (o) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes or conveniences calculated to benefit employees or past employees of the Association and their dependants, and the granting of pensions, allowances or other benefits to employees or past employees of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- (p) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- (q) the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;
- (r) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association; and
- (s) the making of grants that further the purposes and objects of the Association.

5 Membership of Association

- (1) A person who is nominated and approved for membership in accordance with this rule is eligible to be a member of the Association on payment of the annual subscription specified in rule 32.
- (2) The Association shall provide the following categories of membership:
 - (a) individual membership – this membership category shall be offered to individuals who reside in Tasmania and who have a commitment to the Association’s vision, purposes and objects. They shall be known as individual members;
 - (b) organisational membership – this membership category shall apply to any Neighbourhood Watch Group operating in Tasmania;
 - (c) 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.
- (3) The board shall have the power to determine which individuals are eligible for each membership category.
- (4) 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.
- (5) 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.
- (6) A person who is not a member of the Association at the time of the incorporation of the Association is not to be admitted as a member of the Association unless –
 - (a) the person is nominated for membership in accordance with sub-rule (3); and
 - (b) the person is approved for membership by the Association.
- (7) A nomination of a person for membership is to be made in writing in the form prescribed by the Association; and lodged with the Association.
- (8) If a nomination is approved by the Association, the Association is to –
 - (a) notify the nominee, in writing, that the nominee has been approved for membership of the Association; and
 - (b) enter the nominee's name in the register of members.
- (9) A member of the Association may resign by serving on the Association a written notice of resignation.

- (10) On receipt of a notice from a member of the Association under sub-rule (9), the Association is to remove the name of the member from the register of members.
- (11) A person–
 - (a) becomes a member of the Association when his or her name is entered in the register of members; and
 - (b) ceases to be a member of the Association when his or her name is removed from the register of members.
- (12) The Association is to maintain, or establish and maintain, a register of members containing the name of each member of the Association and the date on which he or she became a member.

6 Liability of members

- (1) Any right, privilege or obligation of a person as a member of the Association –
 - (a) is not capable of being transferred to another person; and
 - (b) terminates when the person ceases to be a member of the Association.
- (2) 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
- (3) Every person who is or has been a member of the board or employee of the Association is entitled to be indemnified out of the property of the Association against any liability incurred by that person while acting in good faith in that capacity (including any legal costs incurred in defending any civil or criminal proceedings, in which that person becomes involved by reason of their acting in that capacity) unless the Association is prevented from giving that indemnity in a particular case, or it is a result of negligence or wilful misconduct by that person, or the proceedings have been brought against that person by or on the complaint of the Association
- (4) In the event of the Association being wound up:
 - (a) 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 1936* and which is a body with similar objectives to those of the Association; and
 - (b) 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.

7 Income and property of Association

- (1) The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- (2) No portion of the income or property of the Association is to be paid or transferred to any member of the Association, unless the payment or transfer is made in accordance with this rule.
- (3) The Association may—
 - (a) pay a person or member of the Association –
 - (i) remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the person or member; or
 - (ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the objects or purposes of the Association; or
 - (iii) interest at a rate not exceeding the rate charged by its bank to the Association on an overdraft on money lent to the Association by the person or member; or
 - (iv) a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the person or member; and
 - (b) pay a member of the board remuneration in return for carrying out the functions of a member of the board; and
 - (c) pay a member of a sub-committee remuneration in return for carrying out the functions of a member of the sub-committee; and
 - (d) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Association to an office in that other association, organisation or body.
- (4) Despite sub-rule (3)(a), (b) and (c), the Association is not to pay a person any amount under that sub-rule, unless the Association or board has first approved that payment.
- (5) Despite sub-rule (3)(d), the Association is not to appoint or nominate a member of the Association under that sub-rule to an office in respect of which remuneration is payable, unless the Association or board has first approved –

- (a) that appointment or nomination; and
- (b) the receipt of that remuneration by that member.

8 Accounts of receipts and expenditure

- (1) True accounts shall be kept of the following:
 - (a) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;
 - (b) each asset or liability of the Association.
- (2) The accounts shall be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, determined by the board.
- (3) The treasurer of the Association is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Association in the form and manner the board determines.
- (4) The accounts, books and records shall be kept at the Association's office or at any other place the board determines.
- (5) The financial year of the Association is the period beginning on the first day of July in one year and ending on the 30th day of June in the next year.
- (6) 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.
- (7) The annual financial report prepared in accordance with sub-rule (6) 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.

9 Banking and finance

- (1) On behalf of the Association, the treasurer of the Association is to –
 - (a) receive any money paid to the Association; and
 - (b) immediately after receiving the money, issue an official receipt in respect of the money; and
 - (c) cause the money to be paid into the account opened under sub-rule (2) as soon as practicable after it is received.

- (2) The board is to open with an authorised deposit-taking institution an account in the name of the Association.
- (3) The board may–
 - (a) receive from an authorised deposit-taking institution a cheque drawn by the Association on any of the Association's accounts with the authorised deposit-taking institution; and
 - (b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.
- (4) Except with the authority of the board, a payment of an amount exceeding \$20 is not to be made from the funds of the Association other than –
 - (a) by cheque drawn on the Association's account; or
 - (b) by the electronic transfer of funds from the Association's account to another account at an authorised deposit-taking institution.
- (5) (5) The board may provide the treasurer of the Association with an amount of money to meet urgent expenditure, subject to any conditions the board may impose in relation to the expenditure.
- (6) A cheque is not to be drawn on the Association's account, and an amount is not to be electronically transferred from the Association's account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the board.
- (7) The board shall appoint two or more persons to authorise payments and other withdrawals from any account, or accounts, of the Association either by:
 - (a) signing cheques or other documents that enable financial institutions to make payments as instructed by such documents; and/or
 - (b) 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.
 - (c) Any payments or withdrawals under this clause shall be authorised by at least two of the appointed persons.

10 Auditor

- (1) At each annual general meeting, the members of the Association present at the meeting shall appoint a person as the auditor of the Association.
- (2) If an auditor is not appointed at an annual general meeting under sub-rule (1), the board is to appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.

- (3) The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.
- (4) The auditor may only be removed from office by special resolution.
- (5) If a casual vacancy occurs in the office of auditor, the board is to appoint a person to fill the vacancy until the end of the next annual general meeting.

11 Audit of accounts

- (1) The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
- (2) The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to –
 - (a) certify as to the correctness of the accounts of the Association; and
 - (b) at the next annual general meeting, provide a written report to the members of the Association who are present at that meeting.
- (3) In the report and in certifying to the accounts, the auditor is to –
 - (a) specify the information, if any, that he or she has required under sub-rule (5)(b) and obtained; and
 - (b) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
 - (c) state whether the rules relating to the administration of the funds of the Association have been observed.
- (4) The treasurer is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.
- (5) The auditor may–
 - (a) have access to the accounting records, books and accounts of the Association; and
 - (b) require from any employee of, or person who has acted on behalf of, the Association any information the auditor considers necessary for the performance of his or her duties; and
 - (c) employ any person to assist in auditing the financial affairs of the Association; and
 - (d) examine any member of the board, or any employee of, or person who has acted on behalf of, the Association, in relation to the accounting records, books and accounts of the Association.

12 Exemptions under the Act

- (1) For any financial year that the Association is exempt from the requirement to be audited by virtue of section 24(1B) or (1C) of the Act –
 - (a) an auditor is not required to be appointed for that financial year under rule 10 unless the Association elects to have the financial affairs of the Association for that financial year audited in accordance with the Act and these rules; and
 - (b) if an auditor is not appointed for a financial year by virtue of paragraph (a)–
 - (i) rules 10 and 11 do not apply in respect of the Association for that financial year; and
 - (ii) rule 13(5)(b), to the extent that it relates to an auditor, does not apply in respect of the annual general meeting held by the Association in respect of that financial year; and
 - (iii) rule 13(5)(d) does not apply in respect of the annual general meeting held by the Association in respect of that financial year.
- (2) For any financial year that the Association is exempt from the requirement to provide an annual return by virtue of section 24(1B) of the Act, the board shall provide, as part of the ordinary business of the annual general meeting for that financial year, a copy of the annual financial report given under the *Australian Charities and Not-for-profits Commission Act 2012* of the Commonwealth in respect of that financial year.

13 Annual general meeting

- (1) The Association is to hold an annual general meeting each year.
- (2) An annual general meeting is to be held on any day (being not later than 6 months after the end of the financial year of the Association) the board determines.
- (3) An annual general meeting is to be in addition to any other general meeting that may be held in the same year.
- (4) The notice convening an annual general meeting is to specify the purpose of the meeting.
- (5) The ordinary business of an annual general meeting is to be as follows:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the board, auditor, president, employees and other persons acting on behalf of the Association reports on the

- transactions of the Association during the last preceding financial year of the Association;
- (c) to elect the board members;
 - (d) to appoint the auditor and determine his or her remuneration;
 - (e) to determine the remuneration of employees and other persons acting on behalf of the Association.
 - (f) to resolve any motion to amend these rules.
- (6) An annual general meeting may transact business of which notice is given in accordance with rule 15.

14 Special general meetings

- (1) The board may convene a special general meeting of the Association at any time.
- (2) The board, on the requisition in writing of at least 10 members of the Association, is to convene a special general meeting of the Association.
- (3) A requisition for a special general meeting –
 - (a) is to state the objects of the meeting and shall include the particulars of any motion or motions to be put at the meeting; and
 - (b) is to be signed by each of the requisitionists; and
 - (c) is to be deposited at the office of the Association; and
 - (d) may consist of several documents, each signed by one or more of the requisitionists.
- (4) If the board does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Association, any one or more of the requisitionists may convene the meeting within 3 months after the day on which the requisition is deposited at the office of the Association.
- (5) A special general meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a special general meeting would be convened by the board.
- (6) All reasonable expenses incurred by requisitionists in convening a special general meeting shall be refunded by the Association.

15 Notices of general meetings

- (1) At least 14 days before the day on which a general meeting of the Association is to be held, the secretary is to publish a notice specifying –
 - (a) the place, day and time at which the meeting is to be held; and
 - (b) the nature of the business that is to be transacted at the meeting.

- (2) A notice is published for the purposes of sub-rule (1) if the notice –
 - (a) is contained in an advertisement appearing in at least one newspaper circulating in Tasmania; or
 - (b) appears on a website, or at an electronic address, of the Association; or
 - (c) is sent to each member of the Association at –
 - (i) the member's postal or residential address or address of business or employment; or
 - (ii) an email address that the member has nominated as the email address to which notices from the Association may be sent; or
 - (d) is given by another means, determined by the public officer, which is reasonably likely to ensure that the members of the Association will be notified of the notice.
- (3) 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.

16 Business and quorum at general meetings

- (1) All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- (2) Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time when the meeting considers that business.
- (3) A quorum for the transaction of the business of a general meeting is 10 members of the Association entitled to vote.
- (4) If a quorum is not present within half an hour after the time appointed for the commencement of a general meeting, the meeting –
 - (a) if convened on the requisition of members of the Association, is dissolved; or
 - (b) if convened by the board, is to be 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.
- (5) If at an adjourned general meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting is dissolved.
- (6) Minutes of proceedings of a general meeting shall be kept, in the minute book of the Association, by the secretary. The minutes shall include entries in respect of all questions put to a vote and whether they were carried or lost. When signed by the chairperson, such minutes shall be the conclusive record of the business transacted at the meetings.

17 Chairperson at general meetings

- (1) At each general meeting of the Association, the chairperson is to be—
 - (a) the president; or
 - (b) in the absence of the president, the vice-president; or
 - (c) in the absence of the president and vice-president, a member of the Association elected to preside as chairperson by the members of the Association present and entitled to vote at the general meeting.

18 Adjournment of general meetings

- (1) The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to vote at the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- (3) If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

19 Determination of questions arising at general meetings

- (1) A question arising at a general meeting of the Association is to be determined on a show of hands.
- (2) A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or been carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.

20 Votes

- (1) On any question arising at a general meeting of the Association, a member of the Association (excluding the chairperson) has one vote only.
- (2) All votes shall be given personally.
- (3) In the case of an equality of votes, the chairperson has a second or casting vote.

21 Taking of poll

- (1) If at a general meeting a poll on any question is demanded –
 - (a) the poll is to be taken at that meeting in the manner that the chairperson determines; and
 - (b) the result of the poll is taken to be the resolution of the meeting on that question.

22 When poll to be taken

- (1) A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- (2) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

23 Affairs of Association to be managed by a board

- (1) The affairs of the Association shall be managed by a board of management constituted as provided in rule 25.
- (2) The board–
 - (a) is to control and manage the business and affairs of the Association; and
 - (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised and performed by members of the Association at a general meeting; and
 - (c) has power to do anything that appears to the board to be essential for the proper management of the business and affairs of the Association; and
 - (d) may authorise, by delegation in writing, certain of its powers and functions to be exercised by its employees, members or by other persons.

24 Executive Committee

- (1) The Executive Committee of the Association comprises:
 - (a) the president;
 - (b) the vice-president;
 - (c) the treasurer;
 - (d) the secretary.

- (2) The board will elect the Executive Committee from its membership.
- (3) Each member of the board is to hold office until the end of the next annual general meeting after that at which he or she is elected and is eligible for re-election.
- (4) If a casual vacancy occurs in the Executive Committee the board may appoint one of its members to fill the vacancy until the end of the next annual general meeting after the appointment.

25 Constitution of the board

- (1) 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.
- (2) The board shall be responsible for the development and oversight of the strategic plan and guidance of Watches state-wide.
- (3) The term of office of directors shall be two years, subject to the provisions of this Clause. Directors may serve not more than three successive terms unless there are extenuating circumstances that are accepted by a 75% majority of Members in attendance at the Annual General Meeting or a Special General Meeting convened for that purpose. Otherwise, after a break of at least one year, they may stand for re-election or re-appointment.
- (4) Should a casual vacancy occur on the board, 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.
- (5) Directors of the board 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 shall declare an interest in any decision- making that may lead to their engagement as an employee.

26 Election of Directors to board

- (1) Nominations for membership of the board shall be made in writing, signed by one member of the Association and accompanied by the written consent of the candidate.
- (2) Nomination for election to the board shall be received by the Association at least seven days prior to the Annual General Meeting.
- (3) If insufficient nominations are received to fill all vacancies on the board –
 - (a) the candidates nominated are taken to be elected; and

- (b) further nominations shall be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies on the board to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies on the board to be filled, a ballot is to be held.
- (6) If the number of further nominations received at the annual general meeting exceeds the number of remaining vacancies on the board to be filled, a ballot is to be held in relation to those further nominations.
- (7) The ballot for the election of directors to the board is to be conducted at the annual general meeting in the manner determined by the board.
- (8) If an office of a Director is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

27 Vacation of office

- (1) For the purpose of these rules, a board member position becomes casually vacant if the Director–
 - (a) dies; or
 - (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
 - (c) becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*; or
 - (d) resigns office in writing addressed to the board; or
 - (e) ceases to be ordinarily resident in Tasmania; or
 - (f) is absent from 3 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; or
 - (g) ceases to be a member of the Association.
- (2) Subject to Rule 35, a director shall be removed from office, upon a decision by a majority of the other directors, that the director has:
 - (a) been convicted of a criminal offence not previously declared to the board or subsequent to their appointment as a Director;
 - (b) in their opinion brought the Association into disrepute through any act or failure to act;
 - (c) in their opinion acted in contravention of the mission or objectives of the Association; or

- (d) 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.

28 Meetings of the board

- (1) The Board is to meet at least four times each year at any place and at time the Board determines
- (2) Meetings of the board may take place through whatever means possible, provided there is equal opportunity for all involved to participate.
 - (a) A quorum for meetings of the board shall be 50 per cent of its members, plus one.
 - (b) The President shall have no vote other than a casting vote in the event of an equal vote by members of the board.
- (3) A meeting of the board, other than a meeting referred to in sub-rule (1), may be convened by the president or any 4 of the members of the board.
- (4) Written notice of any special board meeting is to be served on members of the board and is to specify the general nature of the business to be transacted.
- (5) A special board meeting may only transact business of which notice is given in accordance with sub-rule (3).
- (6) A quorum for the transaction of the business of a meeting of the board is 50 per cent of its voting members, plus one.
- (7) Business is not to be transacted at a meeting of the board unless a quorum is present.
- (8) If a quorum is not present within half an hour after the time appointed for the commencement of –
 - (a) a meeting of the board (other than a special board meeting), the meeting is to be adjourned to the same day in the next week at the same time and at the same place; or
 - (b) a special board meeting, the meeting is dissolved.
- (9) At each meeting of the board, the chairperson is to be –
 - (a) the president; or
 - (b) in the absence of the president, the vice-president; or
 - (c) in the absence of the president and vice-president, a member of the board elected to preside as chairperson by the members of the board present at the meeting.
- (10) Any question arising at a meeting of the board is to be determined –
 - (a) on a show of hands; or

- (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines
- (11) On any question arising at a meeting of the board each member of the board excluding the chairperson has one vote only.
- (12) Written notice of each board meeting is to be served on each member of the board by –
 - (a) giving it to the member during business hours before the day on which the meeting is to be held; or
 - (b) leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
 - (c) sending it by post, to the person's postal or residential address or address of business or employment last known to the server of the notice, in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
 - (d) faxing it to the member's fax number; or
 - (e) emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Association may be sent.

29 Disclosure of interests

- (1) If a member of the board or a member of a sub-committee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the board or sub-committee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the board.
- (2) If at a meeting of the board or a sub-committee a member of the board or sub-committee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

30 Neighbourhood Watch Areas

- (1) A Neighbourhood Watch Area may operate where it is so agreed in the locality to do so, and may include other organisations that include a neighbourhood watch component in their activities;
- (2) Neighbourhood Watch Area groups may self-regulate and create their own Office Holders provided they have an Area Coordinator and a transparent financial management system.

- (3) Neighbourhood Watch Areas shall advise the Board of Management of the names of their members, and provide reports on Neighbourhood Watch matters to the Board upon request.
- (4) 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.

31 Sub-committees

- (1) The board may –
 - (a) appoint a sub-committee from the board; and
 - (b) prescribe the powers and functions of that sub-committee.
- (2) Members of a sub-committee shall be appointed by the Board and shall include at least two members of the Board of Management one of whom shall preside.
- (3) The board may co-opt any person as a member of a sub-committee without voting rights, whether or not the person is a member of the Association.
- (4) A quorum for the transaction of the business of a meeting of the sub-committee is 2 appointed members entitled to vote.
- (5) A sub-committee shall provide a report to the Board at times directed by the board.
- (6) Proceedings at meetings of a sub-committee should, as far as is practicable, follow the proceedings set out for meetings of the board in Clause 28.
- (7) 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.

32 Annual subscription

- (1) The annual subscription, for a financial year of the Association, that is payable by individual and honorary life members of the Association is nil.
- (2) The annual subscription for a financial year of the Association, that is payable by organisational members of the Association is to be determined by the Board.
- (3) The annual subscription, for a financial year of the Association, that is payable by members of the Association is due and payable on the first day of the financial year.

- (4) If–
- (a) an organisational member of the Association has not paid its annual subscription for a financial year of the Association within 3 months after the first day of the financial year; and
 - (b) there has been sent to the organisational member, after the first day of the financial year, a notice in writing stating that the organisational member's name may be removed from the register of members if the organisational member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the organisational member; and
 - (c) the organisational member has not, within 14 days after receiving the notice, paid all annual subscriptions due and payable by the organisational member –
- the Association may remove the name of the organisational member from the register of members maintained under rule 5(10).
- (5) If an organisational member of the Association has not paid its annual subscription for a financial year of the Association within 3 months after the first day of the financial year, or within 14 days after receiving a notice under sub-rule (4), whichever is the later day, it is not entitled to attend, or vote at, the next annual general meeting of the Association.

33 Service of notices and requisitions

- (1) Except as otherwise provided by these rules, a document may be served under these rules on a person by –
- (a) giving it to the person; or
 - (b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
 - (c) faxing it to the person's fax number; or
 - (d) emailing it to the person's email address.

34 Expulsion of members

- (1) The board may expel a member from the Association if, in the opinion of the board, the member is guilty of conduct detrimental to the interests of the Association.
- (2) The expulsion of a member under sub-rule (1) does not take effect until whichever of the following occurs later:
- (a) the fourteenth day after the day on which a notice is served on the member under sub-rule (3); or

- (b) if the member exercises his or her right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- (3) If the board expels a member from the Association, the public officer, without undue delay, is to cause to be served on the member a notice in writing –
 - (a) stating that the board has expelled the member; and
 - (b) specifying the grounds for the expulsion; and
 - (c) informing the member of the right to appeal against the expulsion under rule 35.

35 Appeal against expulsion

- (1) A member may appeal against an expulsion under rule 34 by serving on the public officer, within 14 days after the service of a notice under rule 34(3), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- (2) On receipt of a requisition, the public officer is to immediately notify the board of the receipt.
- (3) The board is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.
- (4) At a special general meeting convened for the purpose of hearing an appeal under this rule –
 - (a) no business other than the question of the expulsion is to be transacted; and
 - (b) the board may place before the meeting details of the grounds of the expulsion and the board's reasons for the expulsion; and
 - (c) the expelled member shall be given an opportunity to be heard; and
 - (d) the members of the Association who are present shall vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- (5) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion –
 - (a) the expulsion is lifted; and
 - (b) the expelled member is entitled to continue as a member of the Association.
- (6) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion –
 - (a) the expulsion takes effect; and
 - (b) the expelled member ceases to be a member of the Association.

36 Disputes

- (1) A dispute between a member of the Association, in his or her capacity as a member, and the Association is to be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 2011*.
- (2) This rule does not affect the operation of rule 35.

37 Seal of Association

- (1) The seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- (2) The seal is not to be affixed to any instrument except by the authority of the board.
- (3) The affixing of the seal is to be attested by the signatures of –
 - (a) two members of the board; or
 - (b) one member of the board and –
 - (i) the public officer; or
 - (ii) any other person the board may appoint for that purpose.
- (4) If a sealed instrument has been attested under sub-rule (3), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the board.
- (5) The seal is to remain in the custody of the public officer of the Association.

38 Amendments to these rules

- (1) No addition, alteration or amendment shall be made to these Rules unless the same has been approved by special resolution.