



**NEIGHBOURHOOD WATCH VOLUNTEERS
ASSOCIATION OF SOUTH AUSTRALIA
INCORPORATED**

**CONSTITUTION
AS AT
24 SEPTEMBER 2016**

INDEX

CONSTITUTION

PART 1 - GENERAL PROVISIONS	1
1. NAME OF THE ASSOCIATION.....	1
2. OPERATION OF THIS CONSTITUTION	1
3. OBJECTIVES OF THE ASSOCIATION.....	1
4. POLICY	1
5. INTERPRETATION	2
6. PATRON	2
7. EXECUTIVE OFFICER.....	2
8. PUBLIC OFFICER.....	2
9. THE COMMON SEAL OF THE ASSOCIATION	2
10. MEMBERSHIP	3
PART 2 - ADMINISTRATION	3
11. DUTIES OF STATE COUNCIL	3
12. COMPOSITION OF STATE COUNCIL.....	4
12.1. Eligibility for a position as State Councillor	4
12.2. Appointment to State Council.....	4
12.3. Casual Vacancies.....	4
12.4. Proportional Representation	4
12.5. Register of Association Members.....	4
13. COMPOSITION OF THE BOARD OF MANAGEMENT	4
14. DUTIES OF THE BOARD OF MANAGEMENT	5
15. DISQUALIFICATION OF ELECTED MEMBERS	6
PART 3 - CONDUCT OF MEETINGS	6
16. GENERAL MEETINGS.....	6
17. ANNUAL GENERAL MEETINGS OF STATE COUNCIL	6
18. SPECIAL MEETINGS OF STATE COUNCIL	7
19. PRESIDING OFFICER	7
20. QUORUMS	7
21. SUB-COMMITTEES.....	8
22. VOTING	8
23. MINUTES.....	8
24. FINANCE.....	8
25. CONFLICTS OF INTEREST.....	9

PART 4 - MISCELLANEOUS PROVISIONS	9
26. NON-PROFIT CLAUSE	9
27. AMENDMENTS TO THE CONSTITUTION	9
28. DISSOLUTION	9
29. TRANSITIONAL ARRANGEMENTS	10

CONSTITUTION

OF THE

NEIGHBOURHOOD WATCH VOLUNTEERS

ASSOCIATION OF SOUTH AUSTRALIA

INCORPORATED

Ratified – 27 October 2007

Amended – 20 November 2010

Amended – 24 September 2016

PART 1 - GENERAL PROVISIONS

1. NAME OF THE ASSOCIATION

The name of the Association shall be the **Neighbourhood Watch Volunteers Association of South Australia Incorporated.**, (hereinafter referred to as the Association).

2. OPERATION OF THIS CONSTITUTION

The Association is incorporated under the Associations Incorporation Act (South Australia) 1985. The provisions of that Act, as amended, shall take precedence in all circumstances when there is conflict with a provision of this Constitution or when this Constitution is silent.

This Constitution and its Regulations apply only to the administrative and business functions of the Association and do not apply to the operation, administration and management of Neighbourhood Watch or any other Neighbourhood Watch SA program operated by the South Australia Police.

The Association shall have all the powers conferred by section 25 of the Act.

3. OBJECTIVES OF THE ASSOCIATION

The aim of the Association shall be to promote community safety and reduce crime and the fear of crime in the South Australian community by encouraging and facilitating member participation in the Neighbourhood Watch SA program.

Towards this end the Association will:

- 3.1. Plan and execute community activities that support the objectives of Neighbourhood Watch SA.
- 3.2. Represent the interests and welfare of Neighbourhood Watch SA members participating in the Neighbourhood Watch SA program.
- 3.3. Provide a community perspective on crime and safety issues including the effectiveness of community crime prevention programs.
- 3.4. Communicate with and support the South Australia Police.

4. POLICY

The Association shall be apolitical, non-sectarian and inclusive of all persons regardless of race, religion, ethnicity or disability.

5. INTERPRETATION

References to the term **Act** within this Constitution refer to the Associations Incorporation Act, 1985, as amended.

“Police Districts” shall refer to a defined and geographically delineated policing district within South Australia established for the delivery of policing services by the South Australia Police.

“Watch Area” will refer to any group of members, enterprise, premises or delineated geographical area specified as a Watch Area by the Neighbourhood Watch SA State Police Representative including but not limited to Neighbourhood Watch Areas.

"Neighbourhood Watch SA" shall mean the management system operated by the South Australia Police to administer the primary Neighbourhood Watch SA crime prevention programs.

“Neighbourhood Watch SA program” means an approved program or sub-program administered under the Neighbourhood Watch SA system including the primary programs of Neighbourhood Watch.

“Neighbourhood Watch SA State Police Representative” (hereinafter referred to as the State Police Representative) refers to the police officer appointed by the South Australia Police to oversee the administration of Neighbourhood Watch SA and its programs, and shall, for the purposes of this Constitution, refer to any police officer relieving or acting in that position.

6. PATRON

State Council may invite any person to be the Patron of the Association. Such person shall be entitled to receive Association publications and notices of all general and Annual General Meetings of the Association and be entitled to attend and speak at such meetings, but shall not be entitled to vote.

7. EXECUTIVE OFFICER

7.1. The Board of Management may appoint a person to serve as Executive Officer of the Association.

7.2. The Executive Officer shall be empowered to carry out administrative and public relations tasks authorised by the Board of Management or State Council.

7.3. The Executive Officer is entitled to attend meetings of the Executive Committee but shall not be entitled to vote.

7.4. The Board of Management shall decide if the position of Executive Officer shall receive, and if so to what extent, any remuneration from the Association for his/her services in that role.

8. PUBLIC OFFICER

The Secretary of the Association shall, by virtue of his/her office, serve as and fulfil the duties of Public Officer of the Association.

9. THE COMMON SEAL OF THE ASSOCIATION

The Association shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the Board of Management, and every use of the seal shall be recorded in the minutes of the Association. The affixing of the seal shall be witnessed by the president and the secretary.

10. MEMBERSHIP

10.1. Membership of the Association is open only to Neighbourhood Watch SA members. A Neighbourhood Watch SA member is anyone who:

10.1.1. Has been authorised by the South Australia Police to act in the capacity of a member in any Neighbourhood Watch SA program.

10.1.2. Supports the objectives of the Association.

10.1.3. Is not a person acting in a paid capacity as a police officer.

10.2. There are no costs or charges associated with this membership.

10.3. Eligibility for membership of the Association is automatic upon acceptance as a Neighbourhood Watch SA member however acceptance and continuation of membership of the Association is at the discretion of State Council.

10.4. Failure to comply with the provisions of this Constitution and Regulations may result in the expulsion of that person from the Association.

10.5. Association members whose status as Neighbourhood Watch SA members is revoked by the South Australia Police shall, consequently, cease to be members of the Association.

10.6. A Register of Association members shall be maintained.

10.7. Life Membership is an honorary award which may be awarded by State Council to any Association member who has rendered outstanding service to the Association.

PART 2 - ADMINISTRATION

11. DUTIES OF STATE COUNCIL

11.1. State Council shall be empowered to:

11.1.1. Hear reports from the President, Treasurer, ~~and~~ Executive Officer and State Police Representative.

11.1.2. Make, add, amend or repeal Regulations.

11.1.3. Overview budgets and expenditure and fund raising.

11.1.4. In accordance with Clause 12.4, determine the number of State Councillors to be elected.

11.1.5. Form sub-committees as necessary and hear reports from the same.

11.1.6. Determine when a breach of the Constitution and/or Regulations has occurred and facilitate any disciplinary action.

11.1.7. Plan and execute any lawful activities that serve or support the objectives of the Association.

11.2. That power conferred under sub-clause 11.1.2 shall not be subject to delegation to the Board of Management pursuant to clause 14.

12. COMPOSITION OF STATE COUNCIL

State Council is the policy approving body of the Association and shall exercise supervision of the affairs of the Association.

12.1. Eligibility for a position as State Councillor

Any Association member is eligible to stand for and fulfil the role as State Councillor.

12.2. Appointment to State Council

12.2.1. State Councillors shall be elected at a meeting of Association members held for that purpose within the Police District they are to represent.

12.2.2. The conduct of such meeting shall be in accordance with procedures set out in the Regulations.

12.2.3. A State Councillor shall serve a term of two (2) years after which his/her position will be declared vacant and another election held.

12.2.4. State Councillors are eligible for re-election at the completion of their term of office.

12.3. Casual Vacancies

12.3.1. Casual vacancies on State Council shall be filled by the election of another eligible Association member from the Police District where the vacancy exists.

12.3.2. Unless the vacancy is short-term due to illness or other significant issue, appointments to fill casual vacancies shall be considered new appointments and shall continue for the full two (2) year term from the date of election.

12.3.3. In the case of such short term vacancy, that position will be held only until the incumbent member returns or, if the incumbent's term of office expires before his or her return, the date that term would have expired.

12.4. Proportional Representation

The number of State Councillors shall be determined so that the Watch Areas within the geographical boundary of a Police District are proportionally represented. The proportion and application method shall be set by State Council.

12.5. Register of Association Members

A Register of State Councillors shall be maintained and kept current by the Secretary of the Association.

13. COMPOSITION OF THE BOARD OF MANAGEMENT

13.1. The Board of Management shall be composed of members as follows:

13.1.1 The State Council at its Annual General Meeting shall elect to the Board of Management from the ranks of Association members six (6) Association members.

13.1.2. The elected members of the Board of Management shall appoint two (2) external persons to the Board of Management.

13.1.2.1. The two appointed persons on the Board of Management shall, pursuant to clause 13.1.2.2 assume all the rights conferred on Association members and other members of the Board of Management, including voting rights.

13.1.2.2. For an appointed Board of Management member to assume all the rights conferred on other members, he/she shall become a member of the Association in accordance with clauses 10.1, 10.1.1, 10.1.2 and 10.1.3.

13.2. The Executive of the Board of Management shall comprise of:

13.2.1. the President

13.2.2. one or two Vice Presidents, as appropriate

13.2.3. the Secretary

13.2.4. the Treasurer.

13.3. The Executive Officer of the Association shall be an ex officio member of the Board of Management without voting rights.

13.4. All Board of Management members shall serve a term of two (2) years after which his/her position will be declared vacant and another election held or appointment made.

13.5. Declared vacancies of Board of Management positions shall be staggered so that half that number of positions shall fall vacant at each AGM of the State Council.

13.6. All members of the Board of Management are eligible for re-election or re-appointment at the completion of any term of office.

13.7. Nominations for election to the Board of Management must be set out in the manner prescribed in the Regulations and received in writing at the office of the Association at least twenty one (21) calendar days before the date of the Annual General Meeting.

13.8. Should there be more nominations received than positions vacant, an election shall be held in the manner prescribed in the Regulations.

13.9. The Board of Management, at its first meeting after the Annual General Meeting, shall appoint from amongst its number an Executive as per clause 13.2.

13.10. State Council may appoint any State Councillor to fill an elected casual vacancy on the Board of Management. Members of the Board of Management so appointed shall hold office only for the unexpired term of the member he or she replaces or, in the case of a temporary vacancy, until the incumbent member returns.

13.11. The Board of Management may appoint other external member(s) to fill an appointed member casual vacancy.

13.12. Members of the Board of Management appointed by clauses 13.10 or 13.11 shall hold office only for the unexpired term of the member he or she replaces or, in the case of a temporary vacancy, until the incumbent member returns.

13.13. The Board of Management is empowered to co-opt expert advisors or other persons onto the Board of Management as they deem necessary. Such persons shall not be entitled to vote on Board of Management decisions.

14. DUTIES OF THE BOARD OF MANAGEMENT

The Board of Management shall, subject to the general supervision of State Council and the provisions of the Constitution and Regulations, exercise all such powers, including the power of delegation, and do all things as may be necessary to provide effective control and management of the affairs of the Association.

15. DISQUALIFICATION OF MEMBERS

The office of any Association member of State Council or the Board of Management shall become vacant if that member is:

- 15.1. Disqualified or otherwise excluded from holding such position pursuant to the provisions of the Act.
- 15.2. Expelled under this Constitution.
- 15.3. Absent without apology for more than three (3) consecutive meetings.
- 15.4. The subject of a vote of “no confidence” taken at any properly convened Board of Management Meeting where the vote is unanimous.

PART 3 - CONDUCT OF MEETINGS

16. GENERAL MEETINGS

- 16.1. The Board of Management shall meet at least eight (8) times per year to attend to the business of the Association.
- 16.2. General meetings, including the Annual General Meeting, of State Council shall be held four (4) times per year.
 - 16.2.1. Notice must be given to State Councillors at least thirty (30) calendar days prior to general meetings of State Council.
- 16.3. Guests are invited to attend meetings of the Board of Management or State Council. Uninvited visitors may be admitted to meetings of the Board of Management or State Council at the discretion of the Chairman of the meeting at that time.
 - 16.3.1. Invited guests may speak as to the appropriateness of their attendance at meetings of the Board of Management or State Council.
 - 16.3.2. At the discretion of the Chairman of the meeting at that time uninvited visitors who are admitted to a meeting of the Board of Management or State Council may speak to, or raise, any subject brought before the meeting, or comment in any way.

17. ANNUAL GENERAL MEETINGS OF STATE COUNCIL

- 17.1. Subject to section 39 of the Act, State Council of the Association shall hold one Annual General Meeting within 5 calendar months of the end of the financial year.
- 17.2. The agenda for the Annual General Meeting and nomination forms for Executive positions shall be available to all State Councillors at least thirty (30) calendar days prior to the date of the Annual General Meeting.
- 17.3. The business of the Annual General Meeting shall be:
 - 17.3.1. Receive an Annual Report from the President.
 - 17.3.2. Receive an audited report of income and expenditure for the preceding financial year from the Treasurer.
 - 17.3.3. Consider any changes to the Constitution of the Association proposed in accordance with the Act amend the Constitution provided all State Councillors have been provided with

any proposed amendments, in full, at least fourteen (14) calendar days prior to such meeting.

17.3.4. Consider any motions by State Councillors, provided notice has been received in writing at the address of the Association at least thirty (30) calendar days prior to the date of the Annual General Meeting.

17.3.5. Appoint an Auditor.

17.3.6. Conduct elections for the positions of Board of Management members according to this Constitution and Regulations.

17.3.7. Conduct other business as the President deems necessary or appropriate.

18. SPECIAL MEETINGS OF STATE COUNCIL

18.1. A Special Meeting of State Council shall be called on receipt by the Secretary of a request in writing stating the object of the meeting and signed by not fewer than fifteen (15) Association members.

18.2. Such a meeting shall be held at a suitable time and place within thirty (30) calendar days of receipt of such a request.

18.3. All Association members of State Council shall be notified of the time, venue and purpose of the Special Meeting at least fourteen (14) calendar days prior to such meeting.

18.4. If a Special Meeting is established to amend the Constitution, all State Councillors must be provided with any proposed amendments, in full, at least fourteen (14) calendar days prior to such meeting.

18.5. No business shall be transacted at such meeting other than that for which the meeting was convened and stated in the notice convening the meeting.

18.6. The Association shall be bound by any decision taken by a majority of State Councillors present at such meeting.

19. PRESIDING OFFICER

The President of the Association shall preside over every State Council or Board of Management meeting at which he or she is present.

19.1. In the event that the President is not present, one of the Vice Presidents shall preside over the meeting.

19.2. If neither the President nor a Vice President is present, a State Councillor shall be elected by show of hands to preside over that meeting.

20. QUORUMS

20.1. Except as provided in clause 20.2, the quorum for all meetings of State Council shall be one third of the total number of State Councillors.

20.2. The quorum required to amend the Constitution of the Association at any Special Meeting or Annual General Meeting shall be one half of State Councillors plus one (1).

20.3. The quorum for any meeting of the Board of Management shall be four (4) members of the Board of Management not including the Executive Officer.

20.4. When the numbers at a meeting do not comprise a quorum, the presiding officer shall, at his/her discretion, defer the business to the next meeting or call another meeting.

20.5. When the numbers at an Annual General Meeting or Special Meeting do not comprise a quorum, the presiding officer shall adjourn the meeting to another date not more than thirty (30) calendar days hence.

20.6. Provided that a quorum as prescribed in clause 20.1 is achieved, a failure to achieve a quorum required to amend the Constitution of the Association does not render void any other business of that meeting.

20.7. When two meetings have been convened to address the same business without the presence of a quorum, then the number of members at the third meeting shall form a quorum.

21. SUB-COMMITTEES

21.1. State Council and the Board of Management may appoint and dissolve subcommittees as required for specific purposes.

21.2. Sub-committees may be comprised of as many State Councillors and other persons as required for the specific purpose of the sub-committee.

21.3. Each sub-committee shall include at least one (1) State Councillor who shall report to State Council on the outcomes of that sub-committee.

21.4. Sub-committees shall not incur any expenditure or initiate any actions associated with their assigned role without the specific authorisation of State Council or the Board of Management.

22. VOTING

22.1. Each State Councillor shall have one vote on any matter before State Council including the election of members of the Board of Management.

22.2. Each member of the Board of Management shall have one vote on any matter before the Board of Management.

22.3. Motions before State Council and the Board of Management shall be deemed carried if supported by a simple majority vote of those present at that meeting and entitled to vote.

22.4. No person shall have a casting or deliberative vote. An equal or tied vote shall be deemed as not carried.

23. MINUTES

23.1. The Secretary shall record and keep a transcript of minutes of meetings in accordance with Section 51 of the Act.

23.2. The minutes shall be confirmed at the next succeeding meeting. Once confirmed, the presiding officer at that meeting shall sign those minutes as a true and accurate record of those proceedings.

24. FINANCE

24.1. The financial year of the Association shall be the period commencing 1 July in each year and ending 30 June the following year.

24.2. The accounts of the Association shall be operated in accordance with the Act and with accepted accounting practices.

24.3. Payments on behalf of the Association shall only be made when specifically authorised by State Council or the Board of Management.

24.4. Where the Association's funds are deposited in approved deposit institutions the Board of Management shall appoint no fewer than four (4) signatories to those accounts. The minimum number of signatories required to operate such accounts shall be two (2).

25. CONFLICTS OF INTEREST

Any Association member having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest whenever said contract is before a meeting and shall not vote with respect to that contract or proposed contract.

PART 4 - MISCELLANEOUS PROVISIONS

26. NON-PROFIT CLAUSE

The income and property of the Association shall be appointed solely towards the promotion of the objectives of the Association and Neighbourhood Watch SA. No portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or other payments to Association members. This clause does not prevent the payment in good faith of remuneration to any officer or servant of the Association, or to any Association member in return for any service actually rendered to the Association, or reasonable and proper rental for premises.

27. AMENDMENTS TO THE CONSTITUTION

This Constitution may only be added to, altered, or repealed at an Annual General Meeting or a Special Meeting called for that purpose. The quorum for Constitutional amendment is prescribed under clause 20.2.

28. DISSOLUTION

28.1. The Association may dissolve by resolution carried at a Special Meeting of the State Council. All property of the Association, real or personal, remaining after payment of all debts and legal liabilities shall be transferred to the South Australia Police on the undertaking that such property be used for the exclusive purpose of supporting Neighbourhood Watch SA programs or any alternative community based crime prevention program.

28.2. Should the South Australia Police be unable to provide the undertaking under clause 28.1, all remaining property shall be transferred to another body or bodies similar to the Association or such charitable body or bodies as resolved by State Council.

28.3. This Constitution prohibits the transfer of either monies or property to any individual member of the Association in the event of dissolution.

29. TRANSITIONAL ARRANGEMENTS

This part deals with Transitional Arrangements for the conversion from the old 'Executive Committee' to the new Board of Management in accordance with this Constitution.

29.1. These arrangements will only be valid during the 2016 – 2017, 2017 - 2018 Association years and the 2018 Annual General Meeting, and only until such time within that year that these arrangements have taken place.

29.2. At the first Board of Management meeting after the Constitution has been accepted at a Special Meeting of State Councillors, all old 'Executive committee' members shall discuss who may wish to step down from their position(s).

29.2.1. The remaining elected positions shall be declared vacant at the following Annual General Meeting and these transitional arrangements for the Constitution shall take precedence.

29.2.2. With regard to clause 13.1.1., the State Council at its Annual General Meeting after the Constitution has been accepted shall, for that year only, elect to the Board of Management from the ranks of Association members eight (8) Association members. This is to allow sufficient Board of Management members to initially properly manage the Association and to maintain and preserve knowledge and experience.

29.2.3. The Board of Management members shall decide which four (4) of the eight (8) elected members shall serve for one (1) year, with the other elected members serving for two (2) years.

29.3. For this year only, the Executive as per clauses 13.2, 13.2.1, 13.2.2, 13.2.3 and 13.2.4 may be elected from the elected Board of Management members.

29.4. The elected Board of Management shall, as soon as practicable within the twelve months after its election, seek out and appoint two (2) additional members to the Board of Management as allowed in clause 13.1.2 of the Constitution.

29.4.1. The Board of Management members shall decide which of the two (2) appointed members shall serve for one (1) year, with the other appointed member serving for two (2) years.

29.5. At the Annual General Meetings held at the beginning of each of the 2017 - 2018 and 2018 - 2019 Association years, the number of Board of Management elected member positions declared vacant shall be four (4) and the number available for elected members shall be reduced to three (3) in accordance with clause 13.1.1 and 13.5. This will bring the elected member numbers on the Board of Management in line with clause 13.1.1 at the completion of these transitional arrangements.