

# Rules of the Huon Valley Jobs Hub Authority

## Preamble

The Tasmanian Government is supporting a Network of Jobs Hubs in regional areas across the State. Jobs Hubs give more Tasmanians the opportunity to live and work in the place they call home.

Jobs Hubs bring local industry and local workers together, and work with job seekers to address barriers to work, such as access to employment related skills and transport.

Regional Jobs Hubs will be supported by Jobs Tasmania in the Department of State Growth, to deliver common overhead supports, workforce analysis and data mapping.

Huon Valley Council resolved at its October 2021 Ordinary Meeting to act as the lead agency in the establishment of the Huon Valley Jobs through a single authority established under section 30 of the *Local Government Act 1993*.

It is Council's intention that the term of the Authority will be for three years in line with the grant funding secured through Jobs Tasmania, with flexibility for an extended period subject to extension of the grant funding or transition to an independent body from the Council.

## 1. Establishment and commencement

- 1.1. The Huon Valley Jobs Hub Authority (HVJHA) is a single authority established pursuant to section 30 of the *Local Government Act 1993* (Tas) (the Act).
- 1.2. The HVJHA is a body corporate with perpetual succession and has the powers and functions specified in the Act and these Rules.
- 1.3. The Huon Valley Council (the Council) is the sole Member of the Authority.
- 1.4. These Rules come into effect on and from the approval of the Rules by the Council pursuant to section 32 of the Act.
- 1.5. The name of the HVJHA is the Huon Valley Jobs Hub Authority however for the purposes of performing its functions under these Rules the HVJHA may be known as the "Southern Employment and Training Network".

## 2. Definitions and interpretation

2.1. In these Rules, unless the contrary intention is expressed, defined terms have the meanings set out below:

**Act** has the meaning given in Rule 1.1.

**Annual Plan** has the meaning given in Rule 10.1.

**Board** means the Board of Directors of the HVJHA appointed in accordance with Rule 6.

**Budget** has the meaning given in Rule 16.

**Chair** means the Chair of the Board appointed in accordance with Rule 5.4.

**Close Associate** has the meaning given in section 51 of the Act.

**Council** means the Huon Valley Council established under section 18 of the Act.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a person appointed under these Rules as a member of the Board.

**Financial Contribution** means the annual financial contribution of the Council for its membership of the HVJHA as determined in accordance with Rule 14.1.b.

**General Manager** means the General Manager of a Council or the General Manager's nominee.

**HVJHA** has the meaning given in Rule 1.1.

**HVJHA Chief Executive Officer** or **HVJHA CEO** means the Chief Executive Officer of the HVJHA appointed under Rule 8.

**Kingborough Council** means the Kingborough Council established under section 18 of the Act.

**Officer** has the same meaning as given in the Corporations Act.

**Rules** means these Rules of the HVJHA as altered or added to from time to time.

**State Agreement** means the Jobs Tasmania - Regional Jobs Hub Grant Deed dated 12 January, 2022 between Crown in the Right of Tasmania (represented by the Department of State Growth – Skills Tasmania) and the Council entered into by those parties to regulate funding of the Authority and the duties and responsibilities of the

Authority, and to undertake duties, functions and activities to further the Purpose of the Authority.

**Strategic Plan** has the meaning given in Rule 9.1.

2.2. In these Rules, a reference to:

- a. words and phrases which are defined in the Act have the same meaning in these Rules
- b. the singular includes the plural and the plural includes the singular
- c. a person includes a body corporate or unincorporate
- d. a party includes the party's executors, administrators, successors and permitted assigns
- e. a statute, regulation or provision of a statute or regulation (Statutory Provision) includes:
  - (i) that Statutory Provision as amended or re-enacted from time to time
  - (ii) a statute, regulation or provision enacted in replacement of that Statutory Provision
  - (iii) another regulation or other statutory instrument made or issued under that Statutory Provision
- f. "including" and similar expressions are not words of limitation
- g. a reference to a Rule or schedule is a reference to a Rule of or a schedule to these Rules
- h. a reference to a document (including, without limitation, a reference to these Rules) is to that document as amended, novated or replaced
- i. where a word or expression is given a particular meaning, other parts of speech and grammatical forms of that word or expression have a corresponding meaning
- j. headings and any table of contents or index are for convenience only and do not form part of these Rules or affect their interpretation.

### **3. Purpose**

3.1. The purpose of the HVJHA is to establish and operate a Jobs Hub for the Huon Valley and Kingborough local government areas to deliver and meet the requirements of the State Agreement.

3.2. The objectives and goals of the HVJHA are to:

- a. Increase employment
- b. Increase workforce participation
- c. Increase engagement with formal education and training.

#### 4. Functions and Powers

- 4.1. The functions of the HVJHA are to provide oversight delivery and coordination of activity in the Huon Valley and Kingborough regions that support the objective to increase employment, workforce participation or reengagement with formal education and training through:
- a. Representing the views of the employers, job seekers, different population groups (ie. Low Socio-economic Status, migrants, women, Aboriginal) community, business, and government services on barriers to employment, workforce participation and education and training, and actions to address these
  - b. Supporting the strategic direction, coordination and oversight of stakeholders and activity consist with Jobs Tasmania's objectives;
  - c. Be accountable for delivery and reporting on projects Jobs Tasmania funds through the Authority;
  - d. Coordinating communications to the community on employment and training opportunities; and
  - e. Providing advice to Jobs Tasmania and other State and Australian Government agencies, on policies and programs aligned with Job Tasmania's objectives.
- 4.2. The powers of the HVJHA in performing its functions include:
- a. Anything the Act authorises a single authority to do.
  - b. Anything that the Council is empowered to do under statute and that the Council could otherwise perform in relation to the functions of the HVJHA.
  - c. Anything the HVJHA is otherwise empowered to do specifically, or generally under the State Agreement and statute.
  - d. Raising of revenue by:
    - (i) applying for and receiving grants or contributions from the Tasmanian Government or Australian Government or other funding agencies
    - (ii) sourcing funds from service agreements for employment opportunities
    - (iii) fixing and imposing fees and charges, terms and conditions relating to work done, or services, goods or information supplied by it, except any fee or charge referred to in section 205(2) of the Act or any rate or charge referred to in Part 9 of the Act
  - e. To enter into a lease of a property as necessary for the HVJHA to perform its functions under these Rules
  - f. To enter into contracts for the performance or exercise of any of its functions or powers
  - g. Perform its functions and exercise its powers both within the municipal area boundaries of the Huon Valley Council and outside the municipal area of the Council within the municipal area boundaries of the Kingborough Council in accordance with competitive neutrality principles.

## 5. The Board

### 5.1. Board to manage HVJHA

- a. The HVJHA is governed by the Board that shall have the responsibility to manage the business and other affairs of the HVJHA, ensuring that the HVJHA acts in accordance with these Rules.
- b. The Board is a board of management for the purposes of the Act.

### 5.2. Composition

- a. The Board of the HVJHA will comprise of a maximum of ten (10) Directors one of who will be appointed as Chair.
- b. The minimum number of Directors for the operation of the Board shall be seven (7).
- c. If the number of Directors falls below seven for any reason, Council may, but shall not be obliged to, appoint one or more replacement Directors. If Council does not appoint a replacement Director, then the remaining number of Directors, if less than seven, shall become the permitted minimum number of Directors under these Rules, until Council does appoint a replacement Director or Directors.
- d. The Board is to have an appropriate mix and balance of skills, knowledge and experience required for it to fulfil its functions with the Directors having a mix of the following:
  - Experience as a director, office bearer or a member of a board in an incorporated or unincorporated association;
  - Experience in operating a business;
  - Qualifications or practical experience in accounting, financial management, governance or risk management;
  - Representative of some or all of the following views
    - local employers and industry
    - community sector service providers
    - different population cohorts in the regions eg. Aboriginal, migrant, youth.
    - The different regions within the Board's geographical coverage
    - The local education and training sector.

### 5.3. Functions of the Board

Functions of the Board are to:

- a. ensure the business and affairs of the HVJHA and other functions and powers are conducted in a manner that is commercially sound, is consistent with the HVJHA's strategic and business plans and objectives, and in accordance with its approvals, permits, licences and statute
- b. approve the annual Budget
- c. declare dividends in accordance with Rule 19
- d. provide advice, information and assistance to the HVJHA on its functions and powers as needed
- e. consult the Council on the strategic direction of the HVJHA

- f. have regard to the economic and social wellbeing of its customers, employees and the community generally
- g. follow environmentally sound principles in its development and resource management activities
- h. endorse the Strategic Plan for the HVJHA
- i. manage annual reporting
- j. appoint the HVJHA CEO
- k. ensure appropriate risk management and policy frameworks are in place
- l. ensure a safe and healthy workplace through the implementation and monitoring of appropriate systems, in line with legislative requirements
- m. brief the Council on the performance of the Board's functions from time to time.

5.4. The Chair of the Board

- a. The Council will appoint one of the Directors as Chair and may also determine the period the person is appointed as Chair.
- b. The Council to consider the skills and experience and personal attributes needed of the Chair.
- c. The Chair is to be appointed for a term of between one (1) and three (3) years and may be reappointed for a further period or periods subject to any extension of the Term of the Authority beyond three (3) years.

**6. Directors**

6.1. Appointment of Directors

- a. Directors are appointed by the Council based on merit, through a transparent process, and in alignment with the objective and goals, and ability to manage the financial and strategic affairs of the HVJHA.
- b. The General Managers of the Council and the Kingborough Council, or their delegated representative, shall be Directors of the Authority ex-officio.
- c. Each Director other than the General Manager or their delegated representative shall be appointed for a maximum term of three years. A person appointed as a Director who remains eligible to be appointed a Director, may be reappointed for a further period or periods subject to any extension of the Term of the Authority beyond three (3) years.
- d. Director recruitment is to provide for the Board to have an appropriate mix and balance of skills, knowledge and experience as set out in Rule 5.2.d.

6.2. Appointment process

- a. The General Manager is to advertise for expressions of interest in being appointed as a Director of the HVJHA which must be not less than 14 days.
- b. Paragraph (a) does not prevent the Council from directly approaching persons to encourage them to lodge an expression of interest.
- c. Expressions of interest are to address the skills, knowledge and experience set out in Clause 5.2d.
- d. Expressions of interest must be lodged with the General Manager in the manner set out in the advertisement in paragraph a. of this Rule.

### 6.3. Casual Vacancy

A casual vacancy in the Office of Director will be filled in accordance with the process set out in Rule 6.2. The Term of Office for a Director appointed to fill a casual vacancy shall be for the remaining term of the Director being replaced.

### 6.4. Eligibility as a Director

- a. Persons are ineligible for appointment as a Director if they:
  - (i) Are a Councillor of the Council or a commissioner or an administrator appointed by the Tasmanian Government;
  - (ii) are an undischarged bankrupt;
  - (iii) have entered into a personal insolvency agreement under the *Bankruptcy Act 1966* (Cth) and failed to fully comply with the terms of the agreement;
  - (iv) have been banned by ASIC or a court from managing corporations under the Corporations Act;
  - (v) have been convicted of dishonesty-related offences, such as fraud; or
  - (vi) are suspending payment to creditors, or compounding with, or assigning, their estate for the benefit of creditors.
- b. Persons will immediately cease to be the Director if they:
  - (i) become ineligible by meeting one of the conditions detailed in Rule 6.4a;
  - (ii) die;
  - (iii) become of unsound mind;
  - (iv) are physically or mentally incapable of acting as Director;
  - (v) fail to attend Board meetings for a continuous period of 3 meetings without first obtaining a leave of absence;
  - (vi) are not permitted under the Corporations Act to be a Director;
  - (vii) resign by notice in writing; or
  - (viii) fail to be appointed by the Council.

### 6.5. Suspension or removal of Director

- a. The Council may suspend a Director where there is reasonable suspicion that they are not fulfilling their Directors' duties set out in Rule 6.6.
- b. Suspension may be for a period of up to three months while an investigation in relation to the Director is undertaken.
- c. Whether or not a period of suspension has occurred or is occurring, The Council may without prior notice, immediately remove a Director where the Council forms the reasonable view that they are guilty of grave misconduct, or are wilfully negligent in the discharge of their duties.

### 6.6. Directors' duties

Directors' duties are to:

- a. act honestly, lawfully and ethically;
- b. exercise a degree of care and diligence that a reasonable person in a like position would exercise in the circumstances;
- c. not make improper use of information acquired through the position on the Board to gain, directly or indirectly, an advantage for themselves or another person, or to cause direct or indirect damage to the HVJHA or any other person, or similarly a disadvantage;

- d. avoid and declare conflicts of interest;
- e. prevent insolvent trading; and
- f. disclose to the HVJHA CEO any direct or indirect pecuniary or other interest in a matter being considered by the HVJHA.

6.7. Directors' remuneration and expenses

- a. Council may, from time to time determine the remuneration to be paid to Directors for performing their duties as Directors.
- b. Unless otherwise determined by Council, the Director's remuneration for their services will be limited to reasonable reimbursement for out-of-pocket expenses incurred by the Directors in relation to the discharge of their obligations under these Rules.
- c. Directors will be reimbursed for all reasonable travel, accommodation and other expenses they incur while engaged on the business of the HVJHA.
- d. Remuneration and expenses payable under this Rule are to be paid from the funds of the HVJHA.

## 7. Board Meetings

7.1. Meetings of the Board

- a. The Board shall meet at such times and places, which includes by electronic means, as are determined by the Board as often as is necessary to properly discharge its responsibilities and functions under these Rules, and shall meet at least six times each year.
- b. The Chair, after giving each Director reasonable notice of a meeting, may convene a meeting at any time.
- c. A Director may participate in a meeting of the Board by telephone or any electronic means of communication. A Director who participates by such means shall be taken to have been present in person at the meeting.
- d. The HVJHA CEO shall attend meetings of the Board and shall provide information as required.
- e. Meetings of the Board are closed to the public.

7.2. Decisions of Board

- a. A question arising at a meeting of Directors is to be decided by a majority of votes of Directors present and entitled to vote with each Director having one vote.
- b. A vote is to be taken in such manner as the Chair directs.
- c. A question arising at a meeting, and each resolution put to the meeting, is determined by a simple majority.
- d. To abstain from voting at a meeting is to vote in the negative.
- e. A tied vote results in the question or the resolution being determined in the negative.



### 7.3. Quorum

- a. The Quorum of the Board shall consist of one more than half of the Directors if there is an even number of Directors, or a majority of the whole number if there is an uneven number of Directors.
- b. If within 15 minutes after the time specified for a meeting of Directors, a quorum is not present the meeting is to be postponed.
- c. If at any time during a meeting a quorum is not present the Chair is to adjourn the meeting.
- d. In the case of a postponed a meeting is to be held at such, time and place as the Chair may nominate.
- e. In the case of an adjourned meeting, the Chair may resume the meeting when a quorum is present or adjourn the meeting to a date, time and place as nominated by the Chair.
- f. Business is not to be transacted at an adjourned meeting, other than the business left unfinished from the meeting from which the adjournment took place and other business of which appropriate notice has been given to Directors.
- g. If at the postponed or adjourned meeting, a quorum is not present within 15 minutes after the time specified for holding the meeting, the meeting is to be abandoned.

### 7.4. Proceedings

- a. The HVJHA CEO shall cause minutes to be kept therein of all meetings, resolutions and decisions made by them. Minutes purporting to be signed by the Chair of a meeting shall be receivable as prima facie evidence of the matters contained in such minutes.
- b. All meeting, resolution and decision minutes are to include the names of the Directors participating in the meeting, confirmed at a subsequent meeting of Directors and circulated to all Directors.

## 8. Chief Executive Officer and employees

- 8.1. The Board may appoint a HVJHA CEO to be responsible for the operation and administration of the HVJHA.
- 8.2. The CEO may be removed by the Board at any time.
- 8.3. The Board may delegate to the HVJHA CEO, any of the HVJHA's powers, discretions and duties as they think fit, and may resolve to delegate any powers, discretions and duties vested in, or exercisable by the directors to the HVJHA CEO in writing.
- 8.4. The Board may withdraw, suspend or vary any of the powers, discretions and duties to the HVJHA CEO at any time.
- 8.5. The Board may authorise the HVJHA CEO to delegate all or any of the powers, discretions and duties conferred on the HVJHA CEO.

- 8.6. The Board may require the HVJHA CEO to attend meetings of the Board, or leave any part of a Board meeting.
- 8.7. The HVJHA CEO may appoint, or remove, staff as necessary to fulfil the objectives, functions and strategic aims of the HVJHA.
- 8.8. The HVJHA CEO is to keep a register of interests of the Board of the HVJHA in accordance with section 53B of the Act.

## **9. Strategic Plan**

- 9.1. The HVJHA is to prepare a strategic plan that sets out the strategic priorities of the HVJHA (Strategic Plan).
- 9.2. The Strategic Plan is to be for the three year term of the HVJHA.
- 9.3. In preparing a proposed Strategic Plan, the HVJHA will consult with the Council in respect of the strategic direction to be taken by the HVJHA, and any other organisations that it considers appropriate.
- 9.4. The HVJHA CEO is to make a copy of a proposed Strategic Plan available for public inspection online on the HVJHA's website.

## **10. Annual Plan**

- 10.1. The HVJHA is to prepare an annual plan for each financial year (Annual Plan).
- 10.2. Each Annual Plan is to:
  - a. Be consistent with the Strategic Plan;
  - b. Include a summary of the major strategies to be used in relation to the HVJHA's objectives and goals outlined in Rule 3.1; and
  - c. Include a statement of the manner in which the HVJHA is to meet the goals and objectives of the Strategic Plan.

## **11. Annual reporting**

- 11.1. The HVJHA will provide an annual report no later than 30 September each year to the Council and publish the report on its website.
- 11.2. The annual report is to include at a minimum:
  - a. A summary of the HVJHA's activities for the preceding year and performance against the authority's overall goals and objectives, as set in any Strategic Plan;
  - b. Financial statements for the preceding year and accompanying audit opinion;
  - c. Any information required pursuant to Section 36A of the Act; and
  - d. Any other information it considers appropriate or necessary to inform the Council of its performance and progress during the financial year.

## **12. Quarterly reporting**

- 12.1. The HVJHA must provide a quarterly report to the Council as soon as practicable after the end of March, June, September and December in each year.
- 12.2. The quarterly report must include:
  - a. A statement of the HVJHA's general performance
  - b. A statement of the HVJHA's financial performance.

## **13. Special Reports**

Council may from time to time require the Board to provide a special report on any matter and in a format that Council, in its absolute discretion, deems appropriate, and the Board shall compile and submit such a report in a timely manner.

## **14. Revenue**

- 14.1. The HVJHA shall be financed by and receive moneys:
  - a. From the Council pursuant to the State Agreement
  - b. From the Council as a financial contribution which is to be made at the sole discretion of the Council
  - c. From the Government of the Commonwealth of Australia
  - d. From fees and charges set by the HVJHA
  - e. From such other sources as the Authority may determine from time to time.
- 14.2. The provider of monies, being the State Government or the Council may specify the purpose for which those funds are to be applied, and the HVJHA, in accepting such funds, shall duly apply such funds to that nominated purpose.

## **15. Expenses**

- 15.1. The HVJHA's expenses are to be met or defrayed from the revenue and moneys specified in Rule 14.1
- 15.2. The HVJHA may only invest money in a manner in which a trustee is authorised by law to invest trust funds.
- 15.3. The HVJHA is to keep accounting records that correctly record and explain its transaction and financial position and keep those records in line with standards detailed by the Australian Accounting Standards Board and Australian law.

## **16. Budget**

- 16.1. The Board is to adopt budget estimates for each financial year.
- 16.2. The budget estimates are to include estimates of the HVJHA's revenue and expenditure for the financial year required to meet the goals and objectives of the HVJHA.

## **17. Financial Statements**

- 17.1. Within the time prescribed by the Tasmanian Audit Office, the Board is to prepare the financial statements of the HVJHA relating to that financial year including statements of:
  - a. financial performance for the financial year
  - b. financial position as at the end of the financial year
  - c. cash flows for the financial year
  - d. reports and notes attached to, or intended to be read with, the financial statements.

## **18. Audit**

- 18.1. The accounts and financial reports of the HVJHA are subject to the *Audit Act 2008* (Tas).
- 18.2. The Board shall keep accounting records that correctly record and explain its transactions and financial position.
- 18.3. The accounts and financial reports of the HVJHA may be audited by private auditors with the approval of, and subject to any terms and conditions determined by the Auditor-General.
- 18.4. The Council to appoint and review the appointment of the auditor.
- 18.5. The auditor is to report to the Board.
- 18.6. The certified and audited financial statements for the previous financial year are to be provided to the Council by no later than 31 July each year.

## **19. Dividends**

- 19.1. No dividends are payable by the HVJHA to the Council.

## **20. Winding Up**

- 20.1. The HVJHA may only be wound up in accordance with section 37 of the Act.
- 20.2. Winding up will be triggered when the Council resolves that the HVJHA will be wound up.
- 20.3. Winding up is to be notified in the Gazette by the Council.
- 20.4. On winding up any assets of the HVJHA are to be distributed to the Council.

## **21. Insurance**

- 21.1. The HVJHA may, to the extent permitted by law:
  - a. purchase and maintain insurance; or
  - b. pay or agree to pay to the Council a premium for insurance for any liability cover required to carry out the function and powers of the HVJHA, but not limited to, a liability for negligence, legal costs and workers compensation.

## **22. Dispute resolution**

- 22.1. This Rule applies to dispute between:
  - a. The Council and the Board
  - b. Directors.
- 22.2. The dispute resolution process is:
  - a. Negotiation in good faith
  - b. If negotiation do not resolve the dispute, then mediation
  - c. If mediation does not resolve the dispute then arbitration, if rule 22.7 applies.
- 22.3. Other parties may require that they join a dispute resolution process as a party.
- 22.4. If a dispute arises, the disputed party must give written notice to the other, and to the HVJHA.
- 22.5. If after 30 days of the dispute notice, any party that considers that the dispute, or part of, is unlikely to be resolved through negotiation may give written notice to the other and the HVJHA that mediation is required.

#### 22.6. Mediation rules

- a. If within 14 days of receiving the notice of mediation the parties do not agree on:
  - (i) the selection and compensation of an appropriate mediator
  - (ii) another dispute resolution technique and procedures
  - (iii) an actual resolution of the dispute

then the dispute must be mediated in accordance with the mediation rules of the Law Society of Tasmania. The mediator is to be selected by the President of the Local Government Association of Tasmania who may determine the mediator's remuneration.

#### 22.7. Arbitration

- a. If the mediator appointed under 22.6 certifies that the mediation has been unable, and is unlikely, to resolve the dispute, or any part of it, then the dispute, or that part that is unresolved is to be referred to arbitration under the Commercial Arbitration Act 2011 (Tas). If the parties cannot agree on an arbitrator, the arbitrator is to be selected by the President of the Local Government Association of Tasmania
- b. Rule 22.7.a only applies if the unresolved dispute is one where the party had a right enforceable in a Court of law and that party wishes to enforce that right.

### 23. Adverse developments

- 23.1. The Board shall advise the Council as soon as practicable after becoming aware of any development which, in the opinion of the HVJHA may:
  - a. significantly affect the financial viability or operating ability of the HVJHA
  - or
  - b. significantly affect the HVJHA in an adverse manner.

### 24. Disclosure of interests

- 24.1. A Director shall disclose to the HVJHA CEO a direct or indirect pecuniary or other interest in a matter being considered or about to be considered by the HVJHA.
- 24.2. At any meeting of the Board, a Director shall not participate in any discussion or vote on any matter in respect of which the Director has an interest or is aware or ought to be aware that a Close Associate has an interest.
- 24.3. A Director shall declare any interest in a matter before any discussion on that matter commences.

- 24.4. On declaring an interest, a Director is to leave the room in which the meeting is being held.
- 24.5. A Director shall advise the HVJHA CEO in writing of the details of any interest declared in accordance with these Rules within 7 days.
- 24.6. The HVJHA CEO must ensure that an employee of the HVJHA notifies them in writing of any interest (pecuniary or otherwise ) of the employee in any matter in respect of which they:
  - a. provide advice to the Board
  - b. make a decision or determination
  - c. make a recommendation to the Board.
- 24.7. The HVJHA CEO must advise the Board of the existence of any interest notified under Rule 24.6.
- 24.8. The HVJHA CEO shall:
  - a. ensure that the declaration of interest of any Director is recorded in the minutes of the meeting at which it is made
  - b. keep a register of interests of Directors and employees of the HVJHA in accordance with sections 48A, 53B and 55A of the Act.

## **25. Seal and Execution of Sealed Documents**

- 25.1. The seal of the HVJHA is to be in the form of a rubber stamp, inscribed with the name of the Huon Valley Jobs Hub Authority and the words “common seal”.
- 25.2. The seal may be affixed to documents requiring execution under seal and where affixed must be attested by two directors of the Board.
- 25.3. The seal must not be affixed to a document except to give effect to a resolution of the Board.
- 25.4. The Board may, by instrument under seal, authorise a person to execute documents on behalf of the HVJHA.

## **26. Amendment of Rules**

- 26.1. These Rules may be amended by a resolution of the Council.
- 26.2. Amendment of these Rules must comply with sections 31 and 32 of the Act in respect to publishing a notice and approval.
- 26.3. These Rules must be reviewed at least every five years and updated to reflect contemporary best practice and the requirements of Member.