



Constitution of

Nutrition Australia ACT Inc.

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1.0 Name

- 1.1. The name of the incorporated association is Nutrition Australia ACT Inc.
(the Association)

2.0 Interpretation

In these Rules, unless the contrary intention appears:-

Annual General meeting is the meeting of the association held under section 68 or 69 of the Act.

Association means Nutrition Australia ACT Inc.

Chairperson means in relation to the proceedings at a Committee Meeting or General Meeting, the person presiding at the Committee Meeting or General meeting.

Committee, in relation to an association, means the committee of the association established under section 60 of the Act.

Committee member means an appointed person to the Committee.

Financial year means the year ending on 31st December annually.

General meeting means a meeting to which all members are invited other than the Annual General meeting.

Member means a person who has been admitted to any class of member, ordinary member, student member or life member of the association.

Nutrition professional means a person having such tertiary education qualifications and or experience in nutrition as determined from time to time by the Nutrition Australia ACT Inc.

Rules means the rules that are, under section 31 of the Act, the rules of the association.

The Act means the Associations Incorporation Act, 1991. Of the Australian Capital Territory.

ANF means The Australian Nutrition Foundation Inc, an incorporated association registered in the ACT.

The regulation means regulations under the Act.

3.0 Objects

3.1 General objectives

- 3.1.1 To be an independent and authoritative body that aims to promote the health and wellbeing of the ACT people by encouraging them to make informed food choices.
- 3.1.2 This goal will be achieved by applying current evidence based on scientific principles and knowledge related to human nutrition and dietetics, food science and technology to services and programs delivered by the association.
- 3.1.3 To promote the prevention and/or control of lifestyle related diseases associated with overweight and obesity such as Type2 diabetes, cardiovascular disease and some cancers.
- 3.1.4 To be ACT's leading nutrition advocate in promoting health.

3.2 Specific Objectives

Without limiting 3.1 of these rules, the objects of the association shall also include:

- 3.2.1 To advance the science of nutrition and its application with reference to:
 - a) The current nutritional status of the Australian people;
 - b) Changes in food habits in relation to health and well-being to reduce the risk of disease related to overweight/obesity and under-nutrition;
 - c) The application of food and nutrition in the prevention and treatment of diseases associated with the obesity and malnutrition;
 - d) Changes in foods produced by developments in technology and agriculture and industry;
 - e) The application of information and education programs within schools, non-government organisations and general community.

- 3.2.2 To acquire and disseminate knowledge of nutritional science and the means of communicating nutritional knowledge to the community.
- 3.2.3 To encourage optimal health and increase awareness in the community of principles of human nutrition and dietetics.
- 3.2.4 To encourage the application of these principles by groups and individuals such as:
 - a) medical practitioners, health professionals and health services;
 - b) educators and educational authorities;
 - c) the food industry;
 - d) persons responsible for food services outside of the home;
 - e) the media;
 - f) consumer groups, families and individuals;
- 3.2.5 To encourage innovation in the dissemination of nutritional knowledge
- 3.2.6 To be closely affiliated with The Australian Nutrition Foundation Inc. and its associated divisions across Australia
- 3.2.7 To liaise with The Australian Nutrition Foundation Inc. in devising policies for implementation of the association's objects.

3.3 Application of property and income

The property and income of the association shall be applied towards the promotion of the objects of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4.0 Powers

4.1 Specific Powers

For the purpose of carrying out the objectives the Association may:

- 4.1.1 Produce and issue publications to members and the public;
- 4.1.2 Encourage, arrange for, promote, establish and support facilities for providing advice on nutritional matters to members or sections of the ACT public;
- 4.1.3 Advise and co-operate with research workers and institutions on matters relevant to nutrition;
- 4.1.4 Accept monies by way of grants, gifts, bequests or otherwise, for any one or more of the objects or purposes of the association;
- 4.1.5 Acquire, hold, deal with, and dispose of any real or personal property;
- 4.1.6 Insure against all risks, liabilities, eventualities as may seem advisable and apply the proceeds of any claim under any insurance in such a manner for such purposes as shall be thought fit.
- 4.1.7 Open and operate bank accounts;
- 4.1.8 Invest its money:
 - a) In any security in which trust monies may lawfully be invested; or
 - b) In any other manner authorised by the Rules of the association;
- 4.1.9 Borrow money upon such terms and conditions as the Association thinks fit;
- 4.1.10 Give such security for the discharge of liabilities incurred by the association as the association thinks fit;
- 4.1.11 Appoint agents to transact any business of the association on its behalf;

- 4.1.12 Enter into any other contract it considers necessary or desirable;
- 4.1.13 May act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this act or the rules;
- 4.1.14 Employ such people and organisations as may be deemed necessary and pay such remuneration and benefits to such persons and organisations as may be deemed reasonable and proper.

5.0 Membership

5.1 Members Qualifications

- 5.1.1 A person is qualified to be a member if-
 - a) the person is a person mentioned in the Act, section 21 (2) (a) or (b) and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or
 - b) the person-
 - i) has been nominated for membership in accordance with subsection 5.3.1; and
 - ii) has been approved for membership of the association by the committee of the association.
- 5.1.2 Subject to their agreement to be bound by these Rules, the members of The Australian Nutrition Foundation Inc. (ANF) who are resident in the ACT as at the date of the incorporation of the Association will automatically become members of the association unless she/he indicates in writing to the Secretary that she/he does not wish to be a member of the Association.

5.2 New Members

- 5.2.1 Membership of the association is open as follows:
 - a) Members of ANF - subject to the member's agreement to be bound by these rules, a member of

ANF who is resident in ACT will automatically become a member; and

- b) Others - any person who applies in accordance with rule 5.3 may become a member

5.3 Nomination

5.3.1 Pursuant to sub-rule 5.2.1 (b), a person who wishes to become a member must:

- a) apply for membership to the committee in writing (as per appendix 1):

- i) signed by that person and by both of the members referred to in sub-rule 5.3.1 (a);and

- ii) in such form as the committee from time to time directs; and

- b) be proposed by one member and seconded by another member.

5.3.2 The committee must consider each application made under sub-rule 5.3.1 at a committee meeting and must at that committee meeting accept or reject that application.

5.3.3 If the committee decides to approve a nomination for membership, the secretary must as soon as practicable after that decision notify the nominee of approval and request the nominee to pay within 28 days after receipt of the notification the sum payable under these rules by a member as the entrance fee and the first years annual subscription.

5.3.4 The secretary must on payment by the nominee by the amounts mentioned in subsection 5.3.3 within the period mentioned in that subsection, enter the nominees names in the register of members and, on the name being so entered, the nominee becomes a member of the association.

5.3.5 An applicant whose application for membership of the Association is rejected under sub-rule 5.3.2 must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a

period of 14 days from the date he or she is advised of the rejection.

- 5.3.6 When notice is given under sub-rule 5.3.3, the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the association in the general meeting.

5.4 Fees and Subscription

- 5.4.1 The entrance fee to the association is \$1.
- 5.4.2 The annual membership of the association is \$2 or, if any other amount has been determined by resolution of the committee, that other amount.
- 5.4.3 The annual membership is payable :
- a) except as provided by paragraph b before 1 January in each calendar year; or
 - b) if a person becomes a member on or after January 1 in any calendar year – before 1 January in succeeding calendar year.

5.5 Liability of Members

- 5.5.1 The liability of the members is limited;
- 5.5.2 The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount (of \$10.00) plus the amount unpaid by the member in relation to membership of the association as required by Rule 5.2.

5.6 Disciplining of members

- 5.6.1 If the committee is of the opinion that a member-
- a) has persistently refused or neglected to comply with a provision of these rules; or

- b) has persistently and wilfully acted in a manner prejudicial to the interests of the association; the committee may, by resolution-
- c) expel the member from the association; or
- d) suspend the member from the rights and privileges of membership of the association that the committee may decide for a specified period.

5.6.2 A resolution of the committee under subsection (5.6.1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subsection (5.6.3), confirms the resolution in accordance with this section.

5.6.3 If the committee passes a resolution under subsection (5.6.1), the secretary must, as soon as practicable, serve a written notice on the member-

- a) setting out the resolution of the committee and the grounds on which it is based; and
- b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
- c) stating the date, place and time of that meeting; and
- d) informing the member that the member may do either or both of the following:
 - i) attend and speak at that meeting;
 - ii) submit to the committee at or before the date of that meeting written representations relating to the resolution.

5.6.4 Subject to the Act, section 50, at a meeting of the committee mentioned in subsection (5.6.2), the committee must-

- a) give to the member mentioned in subsection (5.6.1) an opportunity to make oral representations; and

- b) give due consideration to any written representations submitted to the committee by that member at or before the meeting; and
- c) by resolution decide whether to confirm or to revoke the resolution of the committee made under subsection (5.6.1).

5.6.5 If the committee confirms a resolution under subsection (5.6.4), the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under section 5.7.

5.6.6 A resolution confirmed by the committee under subsection (5.6.4) does not take effect-

- a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
- b) if within that period the member exercises the right of appeal-unless and until the association confirms the resolution in accordance with section 10 (4).

5.7 Right of appeal of disciplined member

5.7.1 A member may appeal to the association in general meeting against a resolution of the committee that is confirmed under section 5.6.4, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

5.7.2 On receipt of a notice under subsection (5.7.1), the secretary must notify the committee which must call a general meeting of the association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.

5.7.3 Subject to the Act, section 50, at a general meeting of the association called under subsection (5.7.2)-

- a) no business other than the question of the appeal may be transacted; and

- b) the committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
- c) the members present must vote by secret ballot on the question of whether the resolution made under subsection 5.6.4 should be confirmed or revoked.

5.7.4 If the meeting passes a special resolution in favour of the confirmation of the resolution made under subsection 5.6.4, that resolution is confirmed.

5.8 Registration of Membership

5.8.1 Secretary of the association shall establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.

5.8.2 The register of members shall be kept at the place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

5.9 Cessation of Membership

Where a member ceases their membership of the Australian Nutrition Foundation Inc., in accordance with rule 5.5.1 inclusive, their membership to the association shall be deemed to have also ceased.

5.9.1 Resignation -
A member of the association may, at any time, resign from the association by sending to the secretary a written notice of resignation.

5.9.2 Expulsion -
In the event of the Australian Nutrition Foundation Inc. expelling a member, she/he shall be deemed to have also ceased to be a member of the association

5.9.3 Failure to Pay Fees -
In the even that a member shall fail to pay any fees payable to Australian Nutrition Foundation Inc. within

three months of the due date, their membership to the association shall be deemed to have also ceased.

6.0 Committee of management

6.1 Powers of committee

The committee, subject to the Act, the regulation, these rules, and to any resolution passed by the association in general meeting:

- 6.1.1. controls and manages the affairs of the association;
- 6.1.2. may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting;
- 6.1.3. has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association including engagement of employees and contractors as it may consider necessary;
- 6.1.4. Subject to sub-rules 6.1.1 to 6.1.3 inclusive, the affairs of the Association will be managed exclusively by a committee of management all of whom must be Members and of whom at least two thirds must be health professionals.

6.2 Appointment of directors to Australian Nutrition Foundation Inc.

The committee of management shall annually appoint up to two members as directors to The Australian Nutrition Foundation Inc. in accordance with the constitution of the Australian Nutrition Foundation Inc. noting that at least one of whom shall be a nutritional professional.

6.3 Constitution and membership

- 6.3.1 The committee consists of:
 - a) the office bearers of the association; and

b) 3 ordinary committee members;

each of which must be elected under section 6.2 or appointed in accordance with subsection (6.3.7)

6.3.2 The office –bearers of the Association are:-

a) the chairperson; and

b) the deputy chairperson; and

c) the treasurer; and

d) the secretary;

6.3.3 Each member of the committee holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member’s election, but is eligible for re-election.

6.3.4 If there is a vacancy in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.

6.4 Election of committee members

6.4.1 Nominations of candidates for election as office-bearers of the association or as ordinary committee members—

a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and

b) must be given to the secretary of the association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.

6.4.2 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.

- 6.4.3 If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be vacancies.
- 6.4.4 If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- 6.4.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- 6.4.6 The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in the way the committee may direct.
- 6.4.7 A person is not eligible to simultaneously hold more than 1 position on the committee.

6.5 Chairperson and Deputy Chairperson

- 6.5.1 Subject to this rule, the chairperson must preside at all general meetings and committee meetings
- 6.5.2 In the event of the absence from a general meeting of:
 - a) the chairperson, the deputy chairperson; or
 - b) both the chairperson and the deputy chairperson, a committee member elected by the other members present at the general meeting, must preside at the general meeting.
- 6.5.3 In the event of the absence from a committee meeting of:
 - a) the chairperson, the deputy chairperson; or
 - b) both the chairperson and the deputy chairperson, a committee member elected by the other committee members present at the committee meeting,

must preside at the committee meeting.

6.6 Secretary

- 6.6.1 The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of his or her address.
- 6.6.2 The secretary must keep minutes of—
- a) all elections and appointments of office-bearers and ordinary committee members; and
 - b) the names of members of the committee present at a committee meeting or a general meeting; and
 - c) all proceedings at committee meetings and general meetings.
- 6.6.3 Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

6.7 Treasurer

- 6.7.1 The treasurer of the association must:-
- a) collect and receive all amounts owing to the association and make all payments authorised by the association; and
 - b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.
 - c) whenever directed to do so by the chairperson, submit to the committee a report, balance sheet or financial statement in accordance with that direction;

6.8 Vacancies on the Committee of Management

For these rules, a vacancy in the office of a member of the committee happens if the member—

- a) dies; or
- b) ceases to be a member of the association; or
- c) resigns the office; or

- d) is removed from office under section 6.8 (Removal of committee members); or
- e) becomes bankrupt or personally insolvent; or
- f) suffers from mental or physical incapacity; or
- g) is disqualified from office under the Act, section 63 (1); or
- h) is subject to a disqualification order under the Act, section 63 (A); or
- i) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

6.9 Removal of committee members

The association in general meeting may by resolution, subject to the Act, section 50, remove any member of the committee from the office of member of the committee before the end of the member's term of office.

6.10 Committee meetings and quorum

- 6.10.1 The committee must meet at least 3 times in each calendar year at the place and time that the committee may decide.
- 6.10.2 Additional meetings of the committee may be called by any member of the committee.
- 6.10.3 Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- 6.10.4 A committee meeting may be called or held using any technology.
- 6.10.5 Notice of a meeting given under subsection (6.10.3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the

committee members present at the meeting unanimously agree to treat as urgent business.

6.10.6 Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

6.10.7 No business may be transacted by the committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

6.10.8 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.

6.10.9 At meetings of the committee:-

- a) the chairperson or, in the absences of the chairperson, the deputy chairperson presides; or
- b) if the chairperson and the deputy chairperson are absent – 1 of the remaining members of the committee may be chosen by the members present to preside.

6.11 Delegation by committee to subcommittee

6.11.1 The committee may, in writing, delegate to one or more subcommittees (consisting of the member or members of the association that the committee considers appropriate) the exercise of the functions of the committee that are specified in the instrument, other than:

- a) this power of delegation; and
- b) a function that is a function imposed on the committee by the Act, by any other Territory law, or by resolution of the association in general meeting.

6.11.2 A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.

- 6.11.3 A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
- 6.11.4 Despite any delegation under this section, the committee may continue to exercise any function delegated.
- 6.11.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the committee.
- 6.11.6 The committee may, in writing, revoke wholly or in part any delegation under this section.
- 6.11.7 A subcommittee may meet and adjourn as it considers appropriate.

6.12 Voting and decisions

- 6.12.1 Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.
- 6.12.2 Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.
- 6.12.3 As required under section 65 of the Act, a committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the committee member is a member of a class of persons for whose benefit the association is established), must:
 - a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the committee; and

- b) not take part in any deliberations or decision of the committee with respect to that contract.

6.12.4 The Secretary must cause every disclosure made under sub-rule 6.12.3 (a) by a Committee Member to be recorded in the minutes of the meeting of the Committee at which it is made.

7.0 General meetings

7.1 Annual general meetings—holding of

7.1.1 With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within 5 months after the end of each financial year of the association, call an annual general meeting of its members.

7.1.2 The association must hold its first annual general meeting:

- a) within 18 months after its incorporation under the Act; and
- b) within 5 months after the end of the first financial year of the association.
- c) Subsections (7.1.1) and (7.1.2) have effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

7.2 Annual general meetings—calling of and business at

7.2.1 The annual general meeting of the association must, subject to the Act, be called on the date and at the place and time that the committee considers appropriate.

7.2.2 The secretary must give to all Members not less than 21 days notice of an Annual General Meeting and that notice must specify:

- a) when and where the Annual General Meeting is to be held;
- b) the particulars and order in which business is to be transacted.

- 7.2.3 In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is—
- a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
 - b) to receive from the committee reports on the activities of the association during the last financial year; and
 - c) to elect members of the committee, including office-bearers; and
 - d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).
- 7.2.4 An annual general meeting must be specified as such in the notice calling it in accordance with section 7.4. (Notice).
- 7.2.5 An annual general meeting must be conducted in accordance with the provisions of this part.

7.3 Extraordinary General meetings—calling of

- 7.3.1 The committee may, whenever it considers appropriate, call an extraordinary general meeting of the association.
- 7.3.2 The committee must, on the requisition in writing of not less than 5% of the total number of members, call an extraordinary general meeting of the association.
- 7.3.3 A requisition of members for an extraordinary general meeting—
- a) must state the purpose or purposes of the meeting; and
 - b) must be signed by the members making the requisition; and
 - c) must be lodged with the secretary; and

d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.

7.3.4 If the committee fails to call an extraordinary general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may call an extraordinary general meeting to be held not later than 3 months after that date.

7.3.5 An extraordinary general meeting called by a member or members mentioned in subsection (7.3.4.) must be called as nearly as is practicable in the same way as extraordinary general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

7.4 Notice of Extraordinary General Meeting

7.4.1 Except if the nature of the business proposed to be dealt with at an extraordinary general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the extraordinary general meeting, send by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

7.4.2 If the nature of the business proposed to be dealt with at an extraordinary general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the extraordinary general meeting, send notice to each member in the way provided in subsection (7.4.1) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.

7.4.3 No business other than that specified in the notice calling an extraordinary general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under section 7.2 (7.2.2).

- 7.4.4 A member desiring to bring any business before an extraordinary general meeting may give written notice of that business to the secretary who must include that business in the next notice calling an extraordinary general meeting given after receipt of the notice from the member.

7.5 General meetings—procedure and quorum

- 7.5.1 No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 7.5.2 Five members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 7.5.3 If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 7.5.4 If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 5) constitute a quorum.

7.6 Presiding member

- 7.6.1 The chairperson, or in the absence of the chairperson, the deputy-chairperson, presides at each general meeting of the association.
- 7.6.2 If the chairperson and the deputy-chairperson are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.

7.7 Adjournment

- 7.7.1 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 7.7.2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 7.7.3 Except as provided in subsections (7.7.1) and (7.1.2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

7.8 Making of decisions

- 7.8.1 A question arising at a general meeting of the association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 7.8.2 At a general meeting of the association, a poll may be demanded by the person presiding or by not less than three members present in person or by proxy at the meeting.
- 7.8.3 If the poll is demanded at a general meeting, the poll must be taken:
- a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or

- b) in any other case - in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

7.9 Voting

- 7.9.1 Subject to subsection (7.9.3), on any question arising at a general meeting of the association a member has 1 vote only.
- 7.9.2 All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- 7.9.3 If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- 7.9.4 A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable for the then current year.

7.10 Appointment of proxies

- 7.10.1 Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- 7.10.2 The notice appointing the proxy must be in the form set out in appendix 2.

8.0 Funds

8.1 Funds – source

- 8.1.1 The funds of the association must be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting and subject to the Act, section 114, any other sources that the committee decides.

- 8.1.2 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- 8.1.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

8.2 Funds—management

- 8.2.1 Subject to any resolution passed by the association in general meeting, the funds of the association must be used for the objects of the association in the way that the committee decides.
- 8.2.2 No portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to members of the association.
- 8.2.3 Nothing in rule (8.2.2) shall prevent reasonable and proper remuneration to any officers or employees or any members in return for any properly authorised services rendered or for goods supplied in the ordinary course of business
- 8.2.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members of the committee or employees authorised to do so by the committee.

8.3 Accounts to be Kept

True accounts shall be kept of:

- 8.3.1 all sums of money received and expended by the association and the matter in respect of which the receipt or expenditure takes place; and
- 8.3.2 the property, credits and liabilities of the association and, subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the association for the time being, those accounts shall be open to the inspection of the members of the association.

8.4 Audit of Accounts

8.4.1 Appointment of Auditor –

At each annual general meeting of the association, the members shall appoint a person as the auditor. If an appointment is not made at the Annual General Meeting or of the office of auditor shall be vacant, the committee shall appoint an auditor of the association for the period until the next Annual General Meeting.

8.4.2 Auditors Statement -

Once at least in each financial year of the association, the accounts of the association shall be examined by the auditor and shall certify as to the correctness of the accounts of the association and shall report thereon to the members present at the next Annual General Meeting.

9.0 Alteration of objects and rules

Neither the objects of the association mentioned in the Act, section 29 nor these rules may be altered except in accordance with the Act.

10.0 By-Laws

The committee of management shall have power from time to time to make such By-laws as are in its opinion necessary and desirable for the proper control, administration and management of the Associations affairs, operations, finances, interests effects and property and amend and repeal from time to time such By-laws.

11.0 Public officer

11.1 The Association shall a person resident in the ACT to be the Public Officer according to the Act Section 57.

11.2 The public officer of the association may hold any office of the association in addition to the office of public officer.

11.3 The public officer shall comply with all relevant requirements of the Act, including the due notification of the said officer's full name and address and any subsequent changes therein.

12.0 Common seal

12.1 The common seal of the association must be kept in the custody of the secretary.

12.2 The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal must be attested by the signatures either of two members of the committee or of one member of the committee and of the secretary.

13.0 Custody of Books

Subject to the Act, the regulation and these rules, the secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the association.

14.0 Inspection of Books

The records, books and other documents of the association must be open to inspection at a place in the ACT, free of charge, by a member of the association at any reasonable hour.

15.0 Service of notice

For these rules, the association may serve a notice on a member by sending it by post to the member at the member's address shown in the register of members.

Note For how documents may be served, see the Legislation Act, pt 19.5.

16.0 Winding Up and Distribution of Surplus Property

16.1 An application for winding-up the Association may be made by a member or creditor of the Association, or by the registrar-general.

16.2 Upon the winding up or dissolution of the Association, its remaining assets, after such dissolution and the satisfaction of all its debts and liabilities shall be transferred to another organisation with similar purposes and to which income tax deductible gifts can be made.

16.2.1 No property whatsoever will be paid to, or distributed among the Members, or former Members.

16.2.2 The recipient association must be an association and which is incorporated under the Associations Incorporation Act, 1991 (92 (1) (a) and has similar objects, missions and directions as the Association and not be conducted for the profit or gain of its individual members.

16.2.3 The objects in the Constitution of the recipient association are principally for the benefit of the public and the advancement of the field of benefit of the public and the advancement of the field of human nutrition and health such as the prevention or treatment of lifestyle related disease (3.1.3, 3.2.1(b) and 3.2.1 (c))

16.2.4 The recipient association shall be determined by resolution of the Members.

17.0 Revocation as a deductible gift recipient

17.1 If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:

- a) gifts of money or property for the principal purpose of the organisation
- b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- c) money received by the organisation because of such gifts and contributions.

Appendix 1

(see 5.3.1)

Application for membership of association

.....
Incorporated (incorporated under the *Associations Incorporation Act 1991*) I,

.....
(*full name of applicant*)

of
(*address*)

.....apply to become
(*occupation*)

a member of the incorporated association. If I am admitted as a member, I agree to be bound by the rules of the association for the time being in force.

.....
(*Signature of applicant*)

Date

I,
(*full name*)

a member of the association, nominate the applicant, who is personally known to me, for the membership of the association.

.....
(*Signature of proposer*)

Date

I,
(*full name*)

a member of the association, second the nomination of the applicant, who is personally known to me, for membership of the association.

.....
(*Signature of seconder*)

Date

Appendix 2

(see s 30 (2))

Form of appointment of proxy

I,

(full name)

of

(address)

a member of

(name of incorporated association)

appoint

(full name of proxy)

of

(address)

a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or other general meeting, as the case may be) to be held on

..... and at any adjournment of that meeting.

*My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

.....

(Signature of member

appointing proxy)

(*To be inserted if desired.)

Date

Note A proxy vote may not be given to a person who is not a member of the association.