



**ASSOCIATIONS INCORPORATION ACT 1984**

**CONSTITUTION AND RULES OF ASSOCIATION**

**OF**

**THE AUSTRALIAN NUTRITION FOUNDATION NSW DIVISION**

**As at 18 DECEMBER 2020**

## Amended 18 December 2020 changes below

The following amendments to the Constitution are proposed to be passed by special resolutions:

Item 5- The Constitution (10.1) currently provides that ten (10) Members personally present and entitled to vote constitute a quorum, without which business cannot be transacted at a general meeting. This number is considered difficult to meet based on historical attendance at general meetings. It is therefore recommended that the quorum that must be met to transact business at a general meeting be ten (10) Members personally present or by proxy and entitled to vote and, at any adjourned meeting, such number of Members who may be personally present or by proxy and entitled to vote.

ITEM 6 - The Constitution (11.2.1) currently requires that two months (2)' notice of a vacant position must be given to the Members. The notice period is considered difficult to achieve based on historical records of annual general meeting vacancies. It is therefore recommended that the notice period be reduced to one month (1).

ITEM 7 - The Constitution (11.4.1) currently requires each State Committee member to hold office for two years. Two years is considered insufficient time frame for a member of the committee to follow through with any strategy. It is therefore recommended that the appointment be for three (3) years.

## Amended 21 December 2018 changes below

The following amendments to the Constitution:

1. Item 5 – 11.1.1 The Constitution currently contemplates the State Committee including nine (9) persons elected by Members. The size of the State Committee is reduced to seven (7) persons elected by Members.

2. Item 6 – 10.1 The Constitution currently provides that fifteen (15) Members personally present and entitled to vote constitute a quorum, without which business cannot be transacted at a general meeting. The quorum that must be met to transact business at a general meeting be reduced to ten (10) Members personally present and entitled to vote.

3. Item 7 – 10.13 The Constitution currently requires instruments appointing a proxy to be deposited with the Secretary not less than three (3) hours before the time for holding a meeting or an adjourned meeting or not less than three (3) hours before the time appointed for the taking of a poll, with proxies that do not comply with this timeframe not to be treated as valid. This timeframe is considered too small for the purpose of preparing for votes at general meetings.

The timeframes referred to in this rule be extended so that instruments appointing a proxy must be deposited with the Secretary not less than six (6) hours before the time for holding a meeting or an adjourned meeting or the time appointed for the taking of a poll.

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## **1. NAME**

The name of the association is “The Australian Nutrition Foundation NSW Division Incorporated” (“the Association”).

## **2. OBJECTS**

### **2.1 GENERAL OBJECTIVES**

The objects of the Association are to be an independent and authoritative body that aims to promote the health and well-being of the Australian people by encouraging them to make informed food choices. This goal will be achieved by basing activities on scientific principles and knowledge related to human nutrition and dietetics, food science and technology.

### **2.2 SPECIFIC OBJECTIVES**

Without limiting clause 2.1 of these Rules, the objects of the Association shall also include:-

- 2.2.1 To advance the science of nutrition and its application with special reference to
  - 2.2.1.1 the current nutritional status of the Australian people;
  - 2.2.1.2 changes in food habits in relation to health and well-being;
  - 2.2.1.3 changes in foods brought about by developments in technology in agriculture and industry;
  - 2.2.1.4 the effects of information and education programs and the media.

To acquire and disseminate knowledge of nutritional science and the means of communicating nutritional knowledge to the community.

- 2.2.2 To increase awareness in the community of principles of human nutrition and dietetics.
- 2.2.3 To encourage the application of these principles by groups and individuals such as –
  - 2.2.3.1 medical practitioners, health professionals and health services;
  - 2.2.3.2 educators and educational authorities;
  - 2.2.3.3 the food industry;
  - 2.2.3.4 persons responsible for food services outside the home; the media;
  - 2.2.3.5 consumer groups, families and individuals.
- 2.2.4 To encourage innovation in the dissemination of nutritional knowledge.

## **3. POWERS**

### **3.1 SPECIFIC POWERS**

For the purpose of carrying into effect the forgoing objects the Association may:

- 3.1.1 Make announcements.
- 3.1.2 Produce and issue publications to members of the Association and the public.

- 3.1.3 Make representations to federal, state and local governments and agencies of such governments.
- 3.1.4 Co-operate with any other association, company or body having objects in whole or in part similar to the object of the Association.
- 3.1.5 Encourage, arrange for, promote, establish and support facilities for providing advice on nutritional matters to members or sections of the Australian public.
- 3.1.6 Advise and co-operate with research workers and institutions on matters relevant to nutrition.
- 3.1.7 Sponsor research and investigations into matters related to nutrition including the science of nutrition and the communication of nutrition information.
- 3.1.8 Accept moneys by way of grants, gifts, bequests or otherwise, for any one or more of the objects or purposes of the Association.
- 3.1.9 Invest any moneys so obtained.
- 3.1.10 Receive, obtain and hold lands, money, securities and other real or personal property.
- 3.1.11 Execute any special trusts in connection with moneys or property received, obtained or held by the Association.
- 3.1.12 Apply the capital and income of the funds and the property of the Association, or any part thereof, subject to such trusts (if any), for or towards the foregoing objects.
- 3.1.13 Borrow and lend money and guarantee loans in such manner as the State Committee may think fit.
- 3.1.14 Purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements of any other association or company having objects altogether or in part similar to the Association.
- 3.1.15 Insure against all risks, liabilities and eventualities as may seem advisable and apply the proceeds of any claim under any insurance in such manner for such purpose as shall be thought fit.
- 3.1.16 Employ such officers and servants as the State Committee may deem necessary and pay such sums to such officers whether by way of remuneration or bonus as the State Committee may deem reasonable and proper.
- 3.1.17 Grant pensions, allowances and gratuities to employees or former employees of the Association or to dependents of such persons and to provide a benevolent or similar fund for such purposes in such form and in such amounts as the Association in general meeting may determine.
- 3.1.18 Do all such other lawful things as are incidental or conducive to the attainment of these objects.
- 3.1.19 Carry out any one or more of the foregoing objects independently or exclusively of the remainder of such objects.
- 3.1.20 Carry out any or all of the objects of the Association in any part of the state of New South Wales or elsewhere.

#### **4. INCOME AND PROPERTY**

##### **4.1 SOURCE OF FUNDS**

The funds of the Association shall be derived from fees, from grants and donations to the Association, and from such other sources and activities as the State Committee may determine.

## 4.2 USE OF FUNDS

The income and property of the Association wheresoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution and these Rules and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to members of the Association PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officers or employees of the Association or to any members of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed by the Rules on money borrowed from any member of the Association or reasonable and proper rent for premises demised or let by any member of the Association.

## 4.3 MANAGEMENT AND BANKING OF FUNDS

The funds of the Association shall be managed by the Treasurer in accordance with directions of the State Committee. Cheques of the Association shall be drawn and signed by such persons as the State Committee shall determine. All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

## 5. MEMBERS

### 5.1 MEMBERSHIP QUALIFICATIONS

any corporation or person (whether in his or her own capacity or as duly appointed representative of any organization) who fulfils the requirements and is admitted as an ordinary member of the Australian Nutrition Foundation Inc. and lives in the state of New South Wales shall be deemed to be an ordinary member of the Association unless he or she indicates in writing to the secretary that he or she does not wish to be a member of the Association.

### 5.2 LIABILITY OF MEMBERS

The liability of a member to contribute toward the payment of the debts and liabilities of the Association or the costs, charges or expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of the annual fees referred to above.

### 5.3 REGISTRATION OF MEMBERS

5.3.1 The public officer 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.

5.3.2 The register of members shall be kept at the principal 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.

## 6. REGIONAL BRANCHES

### 6.1 ESTABLISHMENT OF REGIONAL BRANCHES

The State Committee may establish such Regional Branches as it may deem necessary and subject to this clause, may define the objects, powers, functions and duties thereof.



## 6.2 MEMBERSHIP OF REGIONAL BRANCHES

The members of each Regional Branch shall be the members of the Association ordinarily resident in such region who wish to join such Regional Branch.

## 6.3 POWERS AND RULES OF REGIONAL BRANCHES

The objects, powers, functions and duties of a Regional Branch shall not be inconsistent with the policy laid down by the State Committee from time to time.

## 6.4 IMPLEMENTATION OF FOUNDATION POLICY BY REGIONAL BRANCHES

The policy of the Association as determined by the State Committee from time to time shall be implemented by Regional Branches.

## 7. CESSATION OF MEMBERSHIP

### 7.1 CESSATION OF MEMBERSHIP OF AUSTRALIAN NUTRITION FOUNDATION INC.

In the event that an ordinary member shall cease to be a member of the Australian Nutrition Foundation Inc. for any reason, he or she shall be deemed to have ceased to be a member of the Association.

### 7.2 RESIGNATION

An ordinary member may, at any time, resign from the Association by sending to the Secretary a written notice of resignation.

### 7.3 DISCIPLINING OF MEMBERS

The State Committee or the Council of the Australian Nutrition Foundation Inc. may by resolution expel from the Association any ordinary member who shall refuse or neglect to comply with the provisions of these Rules or resolutions of the Association PROVIDED THAT at least thirty days before the relevant meeting of the State Committee or the Australian Nutrition Foundation Inc. Council at which such resolution for expulsion is moved, such member shall have had notice thereof and of the intended resolution of expulsion and shall have had an opportunity of attending such meeting or of giving any explanation or defence as the member may desire, either orally or in writing.

### 7.4 FAILURE TO PAY ANNUAL FEES

a member shall cease to be a member of the Association if he or she fails to pay the annual fees referred to in clause 18, as the case may be, within three months of their respective due dates.

## 8. GENERAL MEETINGS

### 8.1 ANNUAL GENERAL MEETING

The Association shall, in each year, hold an Annual General Meeting.

### 8.2 TIME FOR HOLDING ANNUAL GENERAL MEETING

The Annual General Meeting shall be held on such day (being not later than 6 months after the close of the financial year of the Association), and at such place and at such time as the State Committee may determine.

### **8.3 EXTRAORDINARY GENERAL MEETING**

The State Committee may, whenever it thinks fit, convene an extraordinary general meeting. The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

### **8.4 NOTICE OF ANNUAL GENERAL MEETING**

The Annual General Meeting shall be specified as such in the notice convening it.

### **8.5 BUSINESS OF ANNUAL GENERAL MEETING**

The ordinary business of the Annual General Meeting shall be to:

- 8.5.1 confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
- 8.5.2 receive from the State Committee, Auditor and employees of the Association, reports upon the activities and transactions of the Association during the last preceding financial year;
- 8.5.3 receive and consider the statement which is required to be submitted to members pursuant to Section 26(6) of the Act.
- 8.5.4 appoint the Auditor.
- 8.5.5 to elect members to any vacant positions on the State Committee, or the chairperson.

### **8.6 ADDITIONAL BUSINESS OF ANNUAL GENERAL MEETING**

The Annual General Meeting may transact special business of which notice is given in accordance with this Constitution and these Rules.

## **9. NOTICE OF GENERAL MEETINGS**

The Secretary of the Association shall, at least fourteen days before the date fixed for holding a general meeting of the Association, cause all member to be notified of the place, day and time for the holding of the meeting and of the nature of the business to be transacted thereat.

## **10. PROCEDURE AT GENERAL MEETINGS**

### **10.1 QUORUM**

No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. that the quorum that must be met to transact business at a general meeting be ten (10) Members personally present or by proxy and entitled to vote and, at any adjourned meeting, such number of Members who may be personally present or by proxy and entitled to vote.

If, within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the following day at the same time and place or to such other day and at such other time and place as the State Committee may determine. If, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall constitute a quorum.

## 10.2 CHAIRPERSON

The Chairperson shall preside as Chairperson at every general meeting or if he or she is not present or if there is no Chairperson, or if he or she is not present within fifteen minutes after the time appointed or the holding of the meeting, or is unwilling to act, the person who is holding office as the Immediate Past Chairperson shall preside as Chairperson. In the event of there being no Immediate Past Chairperson or if no such person is present within fifteen minutes after the time appointed for the holding of the meeting, or such a person is unwilling to act, the members present shall elect one of their number to be Chairperson of the meeting.

## 10.3 ADJOURNMENT

The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting from other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for sixty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

## 10.4 VOTING

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded either by the Chairperson or by at least three members present in person.

## 10.5 EVIDENCE OF RESOLUTIONS

unless a poll is so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without particulars of the number or proportion of the votes recorded in favour of or against the resolution

## 10.6 WITHDRAWAL OF DEMAND FOR POLL

The demand for a poll may be withdrawn.

## 10.7 POLL

If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on a question of adjournment shall be taken forthwith.

## 10.8 CASTING VOTE OF CHAIRPERSON

in the case of an equality of votes whether on a show of hands or on a poll, the Chairperson of the meeting at which the poll is demanded shall be entitled to a second or casting vote.

**10.9 CASTING OF VOTES**

At any general meeting each member shall have one vote and may vote in person or by proxy. On a show of hands every member present shall have one vote, and, on a poll, every member present in person or by proxy, shall have one vote on his or her own behalf and one vote on behalf of each member he or she represents by proxy.

**10.10 UNFINANCIAL MEMBERS NOT ENTITLED TO VOTE**

No member shall be entitled to vote at any general meeting unless his or her subscription and all other sums presently payable by him or her to the Association shall have been paid.

**10.11 OBJECTION TO ENTITLEMENT OF MEMBER TO VOTE**

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

**10.12 PROXY**

The instrument appointing a proxy shall be in writing signed by the appointor in the following form, or a form as near as is reasonably possible to such a form. If the instrument directs a proxy to vote for or against any specific resolution, the proxy may only vote on such resolution in accordance with such direction. Otherwise, the proxy shall be entitled to exercise all of the rights of the member giving the proxy at the relevant meeting, including the right to demand a poll.

The Australian Nutrition Foundation NSW Division Incorporated

I,

Of \_\_\_\_\_ being a member

of The Australian Nutrition Foundation NSW Division Incorporated hereby appoint

of

being a Member of The Australian Nutrition Foundation NSW Division Incorporated, as my proxy to vote for me and on my behalf at the Annual/Extraordinary General Meeting of The Australian Nutrition Foundation NSW Division Incorporated to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

(Unless otherwise instructed the proxy may vote as he or she thinks fit). [To be completed if desired] :-

My proxy shall vote as follows on the following resolutions

Brief description of resolution

Vote

(for or against)

### **10.13 LODGEMENT OF PROXIES**

The instrument appointing a proxy shall be deposited with the Secretary not less than six hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than six hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.

### **10.14 VALIDITY OF PROXIES**

A vote given in accordance with the terms of an instrument of proxy, shall be valid notwithstanding the previous death or unsoundness of mind of the principal if no intimation in writing of such death, or unsoundness of mind or revocation has been received by the Secretary before the commencement of the meeting or adjourned meeting at which the instrument is used.

## **11. THE STATE COMMITTEE**

### **11.1 MEMBERSHIP OF STATE COMMITTEE**

The Association shall have a Committee as required by the Act, referred to in these Rules as the "State Committee". The State Committee shall consist of:

11.1.1 seven persons to be elected by members pursuant to clause 11.2, and

11.1.2 any such additional State

11.1.3 Committee members elected by the State Committee pursuant to clause 11.3.1.

### **11.2 ELECTION OF MEMBERS OF THE STATE COMMITTEE**

11.2.1 Where there are due to be vacancies on the State Committee by the end of the next Annual General Meeting, elections shall be held at such Annual General Meeting to fill such vacancies. At least one month prior to such Annual General Meeting, the secretary shall notify the members in writing of such vacancies, and invite the members to nominate candidates for election.

11.2.2 Members of the State Committee shall be elected by members of the Association at the appropriate Annual General Meeting.

11.2.3 Nominations of candidates for election as members of the State Committee shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination) and shall be delivered to the secretary of the Association not less than seven days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

11.2.4 If insufficient nominations are received to fill all vacancies on the State Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

11.2.5 If insufficient further nominations are received, any vacant positions remaining on the State Committee shall be deemed to be casual vacancies.

11.2.6 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

11.2.7 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

11.2.8 The ballot for the election of members of the State Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the State Committee may direct and in accordance with clause 10 above.

### 11.3 MEMBERS OF STATE COMMITTEE APPOINTED BY STATE COMMITTEE

11.3.1 if the State Committee sees fit it may elect persons who have special expertise by virtue of qualifications, reputation or experience in nutritional science, nutritional practice or public communications to be additional State Committee members, but so that the number thereof does not at any time exceed three. It is not a requirement that such persons be members of the Association.

11.3.2 the State Committee may appoint a member of the Association to fill a casual vacancy on the State Committee. Such appointee shall hold office until the next Annual General Meeting.

### 11.4 TENURE OF MEMBERS OF STATE COMMITTEE

11.4.1 Each member of the State Committee appointed pursuant to clause 11.1.1 above shall hold office until conclusion of the Annual General Meeting nearest to three years after such election, but is eligible for re-election.

11.4.2 The members of the State Committee appointed pursuant to clause 11.1.2 may be elected by the State Committee indefinitely, or for such terms as the State Committee thinks fit. The State Committee may by resolution remove any member of the State Committee appointed by it.

11.4.3 Any member of the State Committee may resign from the State Committee by notice in writing served on the Secretary of the State Committee.

11.4.4 The State Committee may by resolution expel from the State Committee any member of the State Committee who shall refuse or neglect to comply with the provisions of these Rules, or resolutions of the Association or resolution of the State Committee, provided that at least thirty days before the meeting of the State Committee at which such resolution for expulsion is moved, such person shall have had notice thereof, and of the intended resolution of expulsion, and shall have had an opportunity of attending such meeting or of giving any explanation or defence as such person may desire, either orally or in writing.

### 11.5 STATE COMMITTEE REPRESENTATION ON THE BOARD OF THE AUSTRALIAN NUTRITION FOUNDATION INC.

The State Committee shall elect two member of the State Committee, as representatives of the Association, to the Council of the Australian Nutrition Foundation Inc. This shall be done in a manner consistent with Clause 13.2 of the Constitution of the Australian Nutrition Foundation Inc.

## **12. CHAIRPERSON AND SECRETARY AND TREASURER**

### **12.1 CHAIRPERSON**

12.1.1 The Chairperson of the Association shall be such member of the State Committee as is elected pursuant to clause 12.3.

12.1.2 Each Chairperson so elected shall hold office from the conclusion of the State Committee meeting at which he or she is elected until the conclusion of the State Committee meeting nearest to the Annual General Meeting nearest to three years after such election. However, the Chairperson shall be entitled to seek re- election.

### **12.2 ACTING CHAIRPERSON**

12.2.1 if the Chairperson is unable to attend at any meeting of the State Committee, the other members of the State Committee shall appoint another person to act as Chairperson at that meeting.

12.2.2 if the Chairperson dies, becomes of unsound mind or ceases to be a member of the Association for any of the reasons set out in clause 7.3 of these Rules, then that person shall cease to be the Chairperson, and the State Committee shall appoint one of its members to be Chairperson until the next Annual General Meeting.

### **12.3 ELECTION OF CHAIRPERSON**

The Chairperson shall be elected by the members of the State Committee at any meeting of the State Committee at the conclusion of which the office of Chairperson would otherwise be vacant or the term of the Chairperson then holding office is due to end.

### **12.4 SECRETARY AND TREASURER**

12.4.1 the Secretary of the State Committee shall be elected by members of the State Committee at any meeting of the State Committee at the conclusion of which the office of secretary would otherwise be vacant or the term of the person holding that office is due to end.

12.4.2 the State Committee may elect a treasurer at any meeting of the State Committee at the conclusion of which the office of Treasurer would otherwise be vacant.

12.4.3 any Secretary or Treasurer elected in accordance with the above sub-clauses shall hold office from the conclusion of the State Committee meeting following his or her election, until the conclusion of the State Committee meeting nearest to the Annual General Meeting nearest to three years after such election.

12.4.4 the Secretary and Treasurer shall be such persons as are considered by the State Committee to be suitable for those positions, whether or not those persons are members of the Association, and whether or not those persons are members of the State Committee. Neither the Secretary nor Treasurer shall become a member of the State Committee, unless he or she is otherwise appointed a member of the State Committee in accordance with clause 11 of these Rules.

### **13. POWERS AND DUTIES OF STATE COMMITTEE**

#### **13.1 MANAGEMENT POWERS OF STATE COMMITTEE**

The business of the Association shall be managed by and vested in the State Committee. The State Committee may exercise all powers of the Association as are not required by the Act, or by this Constitution and these Rules, to be exercised by the Association in general meeting.

#### **13.2 ENGAGEMENT OF EMPLOYEES**

The State Committee shall engage all such officers and servants as it may consider necessary and shall regulate their duties and fix their salaries.

#### **13.3 MINUTES**

The State Committee shall cause minutes to be made of:

- 13.3.1 all appointments of officers;
- 13.3.2 the names of members of the State Committee present at all meetings of the Association and of the State Committee; and
- 13.3.3 all proceedings and all meetings of the Association and of the State Committee.

#### **13.4 SIGNATURE OF MINUTES**

Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

#### **13.5 SUBCOMMITTEES**

The State Committee may delegate any of its powers to sub-committees consisting of at least one member of the State Committee and such other persons as it may determine upon such terms and conditions as the State Committee may see fit and it may fix the quorum of any such sub-committees.

#### **13.6 DELEGATION OF POWERS TO CHAIRPERSON**

The State Committee may specifically delegate any of its powers to the Chairperson. These powers shall be listed in the State Committee minutes.

### **14. PROCEEDINGS OF THE STATE COMMITTEE**

#### **14.1 TIME AND PLACE OF MEETINGS**

The State Committee shall meet at such times and places as may be determined from time to time by it and in the absence of any such determination at such times and places as the Secretary on the instructions of the Chairperson, shall notify to members of the State Committee.

#### **14.2 VOTING AT MEETINGS**

Each member of the State Committee shall have one vote and in the case of an equality of votes the motion shall be lost.



### 14.3 QUORUM

At least 50% of the members of the State Committee shall constitute a quorum. Any member of State Committee who has appointed a proxy under clause 14.6 shall be counted, for the purposes of this clause.

### 14.4 DEEMED RESOLUTIONS

A resolution in writing signed by all the members of the State Committee for the time being entitled to receive notice of a meeting thereof shall be as valid and effectual as if it had been passed at a meeting of the State Committee duly convened and held. Any such resolution may consist of several documents, in like form, each signed by one or more members of the State Committee.

### 14.5 NOTICE OF MEETINGS

Not less than fourteen days' notice shall be given to every State Committee member of any meeting thereof specifying the time, place and general nature of the business of such meeting or where the Chairperson considers that an emergency exists, he or she may take such steps as he or she considers necessary to notify the members of the State Committee of the proposed meeting, notwithstanding that fourteen days' notice shall not have been given.

### 14.6 PROXIES

A member of the State Committee who is unable to attend a meeting of State Committee may appoint another member of State Committee to act as his or her proxy at such meeting. Clauses 10.12, 10.13 and 10.14 shall apply to such appointment, mutatis mutandis.

## **15. RECEIPTS AND EXPENDITURE**

### 15.1 ACCOUNTS TO BE KEPT

True accounts shall be kept of:

15.1.1 all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and

15.1.2 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.

### 15.2 SECRETARY'S RESPONSIBILITY

The Secretary of the Association shall be responsible for ensuring that all general records, accounting books, documents, securities and records of receipts and expenditure connected with the operations and business of the Association are faithfully kept in such formal manner as the State Committee may direct.

### 15.3 TREASURER'S RESPONSIBILITY

If a Treasurer is appointed by the State Committee, he or she shall assist the Secretary in carrying out his or her duties in managing the funds of the Association.

#### 15.4 PLACE FOR KEEPING RECORDS, BOOKS AND DOCUMENTS

The accounts, books, documents and securities of the Association shall be kept at the Association's office or at such place as the State Committee may decide.

#### 15.5 INSPECTION OF RECORDS, BOOKS AND DOCUMENTS

The records, books and other documents of the Association, shall be open to inspection, free of charge, by a member of the Association at any reasonable hour, upon the giving of at least 48 hours notice in writing.

### **16. AUDITOR**

#### 16.1 APPOINTMENT OF AUDITOR

At each Annual General Meeting of the Association, the members present shall appoint a person as the Auditor of the Association who is not a member or the Public Officer of the Association and who is otherwise eligible for such appointment, pursuant to the Act.

#### 16.2 QUALIFICATION OF AUDITOR

The auditor shall be a qualified company auditor within the meaning of the Corporations Law of Australia.

#### 16.3 TERM OF APPOINTMENT

A person so appointed shall hold office until the Annual General Meeting next after that at which he or she is appointed, and is eligible for re-appointment.

#### 16.4 APPOINTMENT OF FIRST AUDITOR

The first Auditor of the Association may be appointed by the State Committee before the first Annual General Meeting, and, if so appointed, shall hold office until the first Annual General Meeting, unless previously removed by a resolution of the members at the general meeting, in which case the members at that meeting may appoint an Auditor to act until the first Annual General Meeting.

#### 16.5 REPLACEMENT OF AUDITOR

If an appointment is not made at an Annual General Meeting or if the office of Auditor shall be vacant for any other reason, the State Committee shall appoint an Auditor of the Association for the period until the next Annual General Meeting.

### **17. AUDIT OF ACCOUNTS**

#### 17.1 ANNUAL AUDIT

Once at least in each financial year of the Association, the accounts of the Association shall be examined by the Auditor pursuant to the powers and duties referred to in the Act.

#### 17.2 CERTIFICATE OF AUDITOR

The Auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the Annual General Meeting in accordance with the requirements of the Act.

### **17.3 REPORT OF AUDITOR**

In his or her report and in certifying to the accounts, the Auditor shall state whether:

- 17.3.1 he or she obtained the information required by him or her;
- 17.3.2 in his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal and the explanations given to him or her and as shown by the books of the Association; and
- 17.3.3 the Rules relating to the administration of the funds of the Association have been observed.

### **17.4 RIGHT OF ACCESS OF AUDITOR**

The Auditor:

- 17.4.1 has a right of access to the accounts, books, records, vouchers and documents of the Association;
- 17.4.2 may require from the employees of the Association such information and explanations as may be necessary for the performance of his or her duties as Auditor;
- 17.4.3 may employ persons to assist him or her in investigating the accounts of the Association; and
- 17.4.4 may, in relation to the accounts of the Association, examine any member of the State Committee or any employees of the Association.

## **18. ANNUAL SUBSCRIPTION**

The Council of the Australian Nutrition Foundation Inc. shall determine from time to time the amount of subscription payable by each ordinary member.

## **19. ALTERATION OF RULES AND OBJECTS**

### **19.1 VOTING ON ALTERATIONS AND OBJECTS**

This Constitution including these Rules and Objects may be amended by special resolution passed by a three-quarters majority of the votes cast by those members who vote at a properly convened and constituted general meeting either in person or by proxy.

### **19.2 NOTICE OF PROPOSED ALTERATIONS**

Notice of the proposed amendment shall be given to members no less than twenty-eight days prior to the said general meeting.

## **20. PUBLIC OFFICER**

### **20.1 APPOINTMENT OF PUBLIC OFFICER**

State Committee shall appoint a person resident in New South Wales to be the Public Officer of the Association for the purposes of the Act. The State Committee may, at any time, remove such person as Public Officer of the Association.

## 20.2 REPLACEMENT OF PUBLIC OFFICER

Should that office at any time become vacant, the State Committee shall, within fourteen days after the said office becoming vacant, appoint another person to fill the vacancy.

## 20.3 DUTIES OF PUBLIC OFFICER

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.

## 21. SEAL OF THE FOUNDATION

### 21.1 FORM OF SEAL

The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "seal".

### 21.2 USE OF SEAL

The seal of the Association shall not be affixed to any instrument except by authority of the State Committee and the affixing thereof shall be attested by the signatures of two members of the State Committee and that attestation is sufficient evidence for all purposes that the seal was affixed by authority of the State Committee.

### 21.3 CUSTODY OF SEAL

The seal shall remain in the custody of the Secretary.

## 22. RESOLUTION OF INTERNAL DISPUTES

Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a Council Justice Centre for mediation in accordance with the Community Justice Centres Act, 1983.

## 23. INDEMNITY

Every member of the State Committee, Auditor and other officer and employee of the Association shall be indemnified out of the assets of the Association against any liability incurred by him or her in defending any proceedings, whether civil or criminal in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the Court in respect of any alleged negligence, default, breach of duty or breach of trust in connection with the Association.

## 24. BY-LAWS

The State Committee may from time to time make, amend and repeal By-Laws (subject to the Act and these Rules) in respect of any subject or matter for the general order and good government of the Association and for the management and conduct of its affairs, whether or not such subject or matter is expressly referred to in these Rules as one concerning which By-Laws may be made. Notwithstanding the foregoing provisions of this clause any By-Law may be amended or repealed by ordinary resolution passed at any general meeting of the Association.

**25. FINANCIAL YEAR**

The financial year of the Association is the period beginning on the 1<sup>st</sup> day of July in each year and ending on the 30<sup>th</sup> day of June the following year.

**26. WINDING UP**

If, upon the winding up or dissolution of the Association, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, such property shall be given to the Australian Nutrition Foundation Inc., if it is still in existence as an incorporated association within the meaning of Associations Incorporation Act, 1991, of the Australian Capital Territory. If it is not, such property shall be given or transferred to such one or more organizations involved in nutrition and dietetics that is based on the science of human nutrition at or before the time of dissolution of the Association and in default thereof by such judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter.

**27. DEFINITIONS**

“Act” means the Associations Incorporation Act, 1984, New South Wales.

“Association” means the Australian Nutrition Foundation NSW Division Incorporated, an association duly incorporated pursuant to the Act.

“nutrition professional” means a person having such tertiary educational qualifications and experience in nutrition as are determined from time to time by the State Committee.

“ordinary members” means persons or corporations who become members of the Association pursuant to clause 5.1 of these Rules.

“Regional Branches” means the branches established by the State Committee pursuant to clause 6.1 of these Rules.

“special resolution” means a resolution defined by the Act as a special resolution.