

**Federation of Canteens in Schools Inc.**

**(“Association”)**

# **Constitution**

***Updated:***

***July 2016:*** Registered as incorporated body in Western Australian (previously Queensland) and lodged constitution.

***August 2017:*** Updated objects as well as Rules based on Associations Incorporation Act 2015 (WA).

***November 2017:*** Updated membership details.

***October 2022:*** Updated objects and membership qualification Rules, Rules for executive officer position and use of technology incorporated and removal or Rule in relation to common seal of Association.

# Rules of the Association

## 1. Name of Association

The name of the Association is **Federation of Canteens in Schools Inc.** (Association Number: A1017880F) ("**Association**").

## 2. Definitions

In these Rules, unless the contrary intention appears:

- (a) "**Act**" means the *Associations Incorporation Act (2015) (WA)*;
- (b) "**Affiliate Member**" means a persons, organisations or individuals with no voting rights under these Rules engaged with a Committee Member or who is otherwise invited by the Association from health, education or community organisations and/or peak bodies in Australia;
- (c) "**Annual General Meeting**" is the meeting Convened under Rule 18(a)(ii);
- (d) "**Australian Dietary Guidelines**" means the Australian Dietary Guidelines (as may be amended from time to time) as published by the National Health and Medical Research Council on behalf of the Australian Government National Health and Medical Research Council Department of Health and Ageing;
- (e) "**Chairperson**" means:
  - (i) in relation to the proceedings at a Committee Meeting or General Meeting, the person presiding at the Committee meeting or General Meeting in accordance with Rule 11;
  - (ii) otherwise than in relation to the proceedings referred to in Rule 2(e)(e)(i), the person referred to in Rule 10(a)(i) or, if that person is unable to perform his or her functions, the Vice-Chairperson;
- (f) "**Commissioner**" means the Commissioner for Consumer Protection exercising powers under the Act;
- (g) "**Committee**" means the Committee of Management of the Association referred to in Rule 10(a);
- (h) "**Committee Meeting**" means a meeting referred to in Rule 16;
- (i) "**Committee Member**" means a person referred to in Rule 10(a), being an individual with voting rights under these Rules that represent associations, agencies or non-profit organisations for school canteens in their jurisdiction and support the objects of the Association;
- (j) "**Convene**" means to call together for a formal meeting;
- (k) "**Financial Year**" means a period not exceeding fifteen (15) months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June and thereafter each period commencing 1 July and ending on 30 June in the following year;

- (l) "**General Meeting**" means a meeting to which all Members are invited;
- (m) "**Member**" means a member of the Association;
- (n) "**Ordinary Resolution**" means a resolution passed at a General Meeting and by the votes of not less than fifty percent (50%) of the Members who cast a vote at the meeting;
- (o) "**Poll**" means voting conducted in written form (as opposed to a show of hands);
- (p) "**Rule**" means a rule of this constitution;
- (q) "**Secretary**" means the secretary referred to in Rule 10(a)(iii);
- (r) "**Special General Meeting**" means a general meeting other than the Annual General Meeting;
- (s) "**Special Resolution**" means a special resolution that is passed at a General Meeting of an Association and by the votes of not less than seventy five percent (75%) of the Members of the Association who cast a vote at the General Meeting in accordance with section 51 of the Act;
- (t) "**Treasurer**" means the treasurer referred to in Rule 10(a)(iv); and
- (u) "**Vice-Chairperson**" means the vice-chairperson referred to in Rule 10(a)(ii).

### 3. Objects of Association

The objects of the Association are:

- (a) to improve the health of Australian school children by advocating for the role of school food services in creating a whole school approach to healthy food environments that are consistent with the Australian Dietary Guidelines; and
- (b) To advocate and support:
  - (i) school governing bodies;
  - (ii) state canteen associations and networks;
  - (iii) governments (federal and state);
  - (iv) industry; and
  - (v) the broader community,

on the value of nutritious, sustainable and healthy food services.

The property and income of the Association shall be applied solely 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. Powers of Association

The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the

Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money in any security in which trust monies may lawfully be invested or in any other manner authorised by these Rules;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as it thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) 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 the Act or these Rules.

## **5. Qualifications for membership of Association**

- (a) Membership of the Association consists of Committee Members and Affiliate Members whose objectives, mission and core values align to those of the Association.
- (b) There may be a maximum of one (1) Committee Member representing an association, agency or non-profit organisation per jurisdiction in Australia.
- (c) A person wishing to become a Member must:
  - (i) apply for membership to the Committee in writing:
    - A. signed by that person and by both Members referred to in Rule 5(c)(ii); and
    - B. in such form as the Committee from time to time directs; and
  - (ii) be proposed by one (1) Member and seconded by another Member;
  - (iii) in the case of an incorporated entity, submitted with a copy of that organisation's constitution or articles of association; and
  - (iv) in the case that more than one (1) person, association, agency or non-profit organisation from the same jurisdiction submits an application to become a Committee Member, the Committee reserves the right to accept or reject the application at its absolute discretion and may also determine if Affiliate Membership is awarded or not.
- (d) The Association may award honorary life membership to any individual who has given outstanding service to the Association and/or to the purpose set out in the objects of the Association. Such honorary life membership:
  - (i) will be based on consideration by the Association of a submission by at least two (2) affiliate members not being from the same State or Territory;

- (ii) will only be granted upon the passing of a Special Resolution of Members in favour of the proposition; and
- (iii) confers no rights, privileges or obligations on the recipient.
- (e) The Committee Members must consider each application made under Rule 5(c) at a Committee Meeting and must at the Committee Meeting or the next Committee Meeting accept or reject that application.
- (f) An applicant whose application for membership of the Association is rejected under Rule 5(d) must, if he or she wishes to appeal against that decision, give written notice to the Secretary of his or her intention to do so within a period of fourteen (14) days from the date he or she is advised of the rejection.
- (g) When notice is given under Rule 5(e), the Association must, in a General Meeting no later than the next Annual General Meeting, 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.

## **6. Register of Members of Association**

- (a) The Secretary, on behalf of the Association, must comply with section 53 of the Act by keeping and maintaining, in an up to date condition, a register of the Members of the Association and their postal or residential addresses and, upon the request of a Member of the Association, shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (b) The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the Members at a General Meeting decide.
- (c) The Secretary must cause the name of a person who dies or who ceases to be a Member under Rule 8 to be deleted from the register of Members referred to in Rule 6(a).

## **7. Subscriptions of Members of Association**

- (a) The Members may, from time to time at a General Meeting, determine the amount of the subscription to be paid by each Member.
- (b) Each Member must pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under Rule 7(a).
- (c) Subject to Rule 7(d), a Member whose subscription is not paid within three (3) months after the relevant date fixed by or under Rule 7(b) ceases on the expiry of that period to be a Member, unless the Committee decides otherwise.
- (d) A person exercises all the rights and obligations of a Member for the purposes of these Rules if his or her subscription is paid on or before the relevant date fixed by or under Rule 7(b) or within three (3) months thereafter, or such other time as the Committee allows.

## **8. Termination of membership of the Association**

Membership of the Association may be terminated upon:

- (a) receipt by the Secretary or another Committee Member of a notice in writing from a Member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination;
- (b) non-payment by a Member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with Rule 7(c); or
- (c) expulsion of a Member in accordance with Rule 9.

## **9. Suspension or expulsion of Members of Association**

- (a) If the Committee considers that a Member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the Member:
  - (i) notice of the proposed suspension or expulsion and of the time, date and place of the Committee Meeting at which the question of that suspension or expulsion will be decided; and
  - (ii) particulars of that conduct, not less than thirty (30) days before the date of the Committee Meeting referred to in Rule 9(a)(i).
- (b) At the Committee Meeting referred to in a notice communicated under Rule 9(a), the Committee may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that Member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.
- (c) Subject to Rule 9(e), a Member has his or her membership suspended or ceases to be a Member fourteen (14) days after the day on which the decision to suspend or expel a Member is communicated to him or her under Rule 9(b).
- (d) A Member who is suspended or expelled under Rule 9(b) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of fourteen (14) days referred to in Rule 9(c).
- (e) When notice is given under Rule 9(d):
  - (i) the Association in a General Meeting, must either confirm or set aside the decision of the Committee to suspend or expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting; and
  - (ii) the Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this Rule 9(e).

## 10. Committee of Management

- (a) Subject to Rule 9, the affairs of the Association will be managed exclusively by a Committee consisting of:
  - (i) Chairperson;
  - (ii) Vice-Chairperson;
  - (iii) Secretary;
  - (iv) Treasurer; and
  - (v) not less than one (1) other person, and not more than four (4) other persons, all of whom must be Members of the Association.
- (b) Committee Members must be elected to membership of the Committee at an Annual General Meeting or appointed under Rule 10(h).
- (c) Committee Members hold office until the positions on the Committee are declared vacant at the next Annual General Meeting.
- (d) Except for nominees under Rule 10(g), a person is not eligible for election to membership of the Committee unless a Member has nominated him or her for election by delivering notice in writing of that nomination, signed by:
  - (i) the nominator; and
  - (ii) the nominee to signify his or her willingness to stand for election, to the Secretary not less than seven (7) days before the day on which the Annual General Meeting concerned is to be held.
- (e) A person who is eligible for election or re-election under this Rule 10(e) may:
  - (i) propose or second himself or herself for election or re-election; and
  - (ii) vote for himself or herself.
- (f) If the number of persons nominated in accordance with Rule 10(d) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled:
  - (i) the Secretary must report accordingly to; and
  - (ii) the Chairperson must declare those persons to be duly elected as Members of the Committee at, the Annual General Meeting concerned.
- (g) If vacancies remain on the Committee after the declaration under Rule 10(f), additional nominations of Committee Members may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as Members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- (h) If a vacancy remains on the Committee after the application of Rule 10(g), or when a casual vacancy within the meaning of Rule 15 occurs in the membership of the Committee:

- (i) the Committee may appoint a Member to fill that vacancy; and
- (ii) a Member appointed under this Rule 10(h) will:
  - A. hold office until the election referred to in Rule 10(b); and
  - B. be eligible for election to membership of the Committee, at the next following Annual General Meeting.
- (i) The Committee may delegate, in writing, to one to more sub-committees (consisting of such Member or Members of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than:
  - (i) the power of delegation; and
  - (ii) a function which is a duty imposed on the Committee by the Act or any other law.
- (j) Any delegation under Rule 10(i) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- (k) The Committee may, in writing, revoke wholly or in part any delegation under Rule 10(i).

## **11. Chairperson and Vice-Chairperson**

- (a) Subject to this Rule 11, the Chairperson must preside at all General Meetings and Committee Meetings.
- (b) In the event of the absence from a General Meeting of:
  - (i) the Chairperson, the Vice-Chairperson; or
  - (ii) both the Chairperson and the Vice-Chairperson, a Member elected by the other Members present at the General Meeting, must preside at the General Meeting.
- (c) In the event of the absence from a Committee Meeting of:
  - (i) the Chairperson, the Vice-Chairperson; or
  - (ii) both the Chairperson and the Vice-Chairperson, a Committee Member elected by the other Committee Members present at the Committee Meeting, must preside at the Committee Meeting.

## **12. Secretary**

The Secretary must:

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) comply on behalf of the Association with:



- (i) section 53 of the Act with respect to the register of Members of the Association, as referred to in Rule 6;
- (ii) section 35 of the Act, by keeping and maintaining, in an up to date condition, these Rules and, upon the request of a Member of the Association, must make available these Rules for the inspection of the Member and the Member may make a copy of or take an extract from these Rules but will have no right to remove these Rules for that purpose; and
- (iii) section 58 of the Act by maintaining a record of:
  - A. the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these Rules, including all offices held by the persons who constitute the Committee; and
  - B. the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association and the Secretary must, upon the request of a Member of the Association, make available the record for the inspection of the Member and the Member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (d) unless the Members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of the Association, including those referred to in Rule 12(c) but other than those required by Rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by these Rules on the Secretary.

### **13. Treasurer**

The Treasurer must:

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in Rule 13(a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee Member, or by any two others as are authorised by the Committee;
- (d) make payments to Committee Members out of the funds of the Association (except those relating to out-of-pocket expenses for travel and accommodation properly incurred in connection with the performance of the Committee Member's functions) only where the payment is authorised by an ordinary resolution of the Committee;
- (e) comply on behalf of the Association with section 66 and Part 5 Division 3 of the Act with respect to the accounting records of the Association by:
  - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;

- (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
- (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited or reviewed if required
- (iv) submitting to Members at each Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding Financial Year;
- (f) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (g) unless the Members resolve otherwise at a General Meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in Rules 13(e) and 13(f); and
- (h) perform such other duties as are imposed by these Rules on the Treasurer.

#### **14. Executive Officer**

The Association may appoint an executive officer at the absolute discretion of the Committee. The executive officer position may be a paid position with conditions, remuneration and specific roles determined by the Committee from time to time at its absolute discretion. The executive officer will support and assist all other office bearers in their duties and will conduct any other obligations specified by the Committee.

#### **15. Casual vacancies in membership of Committee**

A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Committee Member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by an ordinary resolution of the Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:
  - (i) three (3) consecutive Committee Meetings; or
  - (ii) three (3) Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Committee Meetings of which meetings the Member received notice, and the Committee has resolved to declare the office vacant;
- (f) ceases to be a Member of the Association; and
- (g) is the subject of an Ordinary Resolution passed by a General Meeting of Members terminating his or her appointment as a Committee Member.

## **16. Proceedings of Committee**

- (a) The Committee must meet together for the dispatch of business not less than three (3) times in each year and the Chairperson, or at least half the Members of the Committee, may at any time Convene a meeting of the Committee.
- (b) Each Committee Member has one (1) deliberative vote.
- (c) A question arising at a Committee Meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee Meeting will have a casting vote in addition to his or her deliberative vote.
- (d) At a Committee Meeting, three (3) Committee Members constitute a quorum.
- (e) The procedure and order of business to be followed at a Committee is subject to these Rules.
- (f) The meeting must be determined by the Committee Members present at the Committee Meeting.
- (g) As required under sections 42 and 43 of the Act, a Committee Member having any material personal interest in a matter being considered by the Committee (except if that material personal interest exists only by virtue of the fact that the Member of the Committee is a Member of a class of persons for whose benefit the Association is established) must:
  - (i) 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
  - (ii) not be present while the matter is being considered by the Committee or vote on the matter.
- (h) Rule 16(g)(i) does not apply with respect to a material personal interest that exists only by virtue of the fact that the Member of the Committee is an employee of the Association.
- (i) The Secretary must cause every disclosure made under Rule 16(g)(i) by a Member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

## **17. Use of technology at meetings**

- (a) A Member is not required to attend a Committee Meeting or a General Meeting in person and their attendance will be counted if they attend via means of electronic communication (including by telephone with another Member or any other means of communication that the Committee deems reasonably appropriate) for the duration (or the majority of the duration) of the relevant meeting.
- (b) For the sake of clarity, a Member who attends a Committee Meeting or General Meeting via electronic means pursuant to Rule 17(a) is taken to be present at the Meeting and, if the Member votes at the Meeting, the vote of the Member is counted as if the Member had voted in person.

## **18. General Meetings**

- (a) The Committee:
  - (i) may at any time Convene a Special General Meeting;

- (ii) must Convene Annual General Meetings within the time limits provided for the holding of such meetings by section 50 of the Act, that is, in every calendar year within six (6) months after the end of the Association's Financial Year or such longer period as may in a particular case be allowed by the Commissioner, except for the first Annual General Meeting which may be held at any time within eighteen (18) months after incorporation;
  - (iii) must, within thirty (30) days of:
    - A. receiving a request in writing to do so from not less than twenty percent (20%) of the Members, Convene a Special General Meeting for the purpose specified in that request; and
    - B. the Secretary receiving a notice under Rule 9(d), Convene a General Meeting to deal with the appeal to which that notice relates.
  - (iv) must, after receiving a notice under Rule 5(e), Convene a General Meeting, no later than the next Annual General Meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next Annual General Meeting in relation to the Committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Committee.
- (b) The Members making a request referred to in Rule 18(iii)A must:
- (i) state in that request the purpose for which the Special General Meeting concerned is required; and
  - (ii) sign that request.
- (c) If a Special General Meeting is not Convened within the relevant period of thirty (30) days referred to in Rule 18(iii), the Members:
- (i) who made a request pursuant to Rule 18(iii)A may themselves Convene a Special General Meeting as if they were the Committee; or
  - (ii) who gave the notice pursuant to Rule 18(iii)B may him or herself Convene a Special General Meeting as if he or she were the Committee.
- (d) When a Special General Meeting is Convened under Rule 18(c), the Association must pay the reasonable expenses of convening and holding the Special General Meeting.
- (e) Subject to Rule 18(g), the Secretary must give to all Members not less than fourteen (14) days' notice of a Special General Meeting and that notice must specify:
- (i) when and where the General Meeting concerned is to be held; and
  - (ii) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.
- (f) Subject to Rule 18(g), the Secretary must give to all Members not less than twenty-one (21) days' notice of an Annual General Meeting and that notice must specify:
- (i) when and where the Annual General Meeting is to be held; and
  - (ii) the following particulars and order in which business is to be transacted in the order set out below:

- A. the consideration of the accounts and reports of the Committee; then
  - B. the election of Committee Members to replace outgoing Committee Members; and then
  - C. any other business requiring consideration by the Association at the Annual General Meeting.
- (g) A Special Resolution may be moved either at a Special General Meeting or at an Annual General Meeting, however the Secretary must give to all Members not less than twenty-one (21) days' notice of the meeting at which a Special Resolution is to be proposed. In addition to those matters specified in Rule 18(e) or 18(f), as relevant, the notice must also include the Special Resolution to be proposed.
- (h) The Secretary must give a notice under Rule 18(e) to 18(g) (inclusive) by:
- (i) serving it on a Member personally; and
  - (ii) sending it by post to a Member at the address of the Member appearing in the register of Members kept and maintained under Rule 6.
- (i) When a notice is sent by post under Rule 18(h)(ii), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.

## **19. Quorum and proceedings at General Meetings**

- (a) At a General Meeting four Members present in person constitute a quorum.
- (b) If within thirty (30) minutes after the time specified for the holding of a General Meeting in a notice given under Rule 18(e) or 18(f):
  - (i) as a result of a request or notice referred to in Rule 18(a)(iii) or as a result of action taken under Rule 18(c) a quorum is not present, the General Meeting lapses; and
  - (ii) otherwise than as a result of a request, notice or action referred to in Rule 19(b)(i), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (c) If within thirty (30) minutes of the time appointed by Rule 19(b)(ii) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- (d) The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- (e) There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.

- (f) When a General Meeting is adjourned for a period of thirty (30) days or more, the Secretary must give notice under Rule 18 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- (g) At a General Meeting:
  - (i) an Ordinary Resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to Rule 19(i); and
  - (ii) a Special Resolution put to the vote will be decided in accordance with section 51 of the Act as defined in Rule 2(s), and, if a Poll is demanded, in accordance with Rules 19(i) and Rule 19(k).
- (h) A declaration by the Chairperson of a General Meeting that a resolution has been passed as an Ordinary Resolution at the meeting will be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a Poll is demanded in accordance with Rule 19(i).
- (i) At a General Meeting, a Poll may be demanded by the Chairperson or by three or more Members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- (j) If a Poll is demanded and taken under Rule 19(i) in respect of an Ordinary Resolution, a declaration by the Chairperson of the result of the Poll is evidence of the matter so declared.
- (k) A Poll demanded under Rule 19(i) must be taken immediately on that demand being made.

## **20. Minutes of meetings of Association**

- (a) The Secretary must cause proper minutes of all proceedings of all General Meetings and Committee Meetings to be taken and then to be entered within thirty (30) days after the holding of each General Meeting or Committee Meeting, as the case requires, in a minute book kept for that purpose.
- (b) The Chairperson must ensure that the minutes taken of a General Meeting or Committee Meeting under Rule 20(a) are checked and signed as correct by the Chairperson of the General Meeting or Committee Meeting to which those minutes relate or by the Chairperson of the next succeeding General Meeting or Committee Meeting, as the case requires.
- (c) When minutes have been entered and signed as correct under this Rule 20, they are, until the contrary is proved, evidence that the General Meeting or Committee Meeting to which they relate was duly Convened and held and:
  - (i) all proceedings recorded as having taken place at the Committee Meeting did in fact take place at the Committee Meeting; and
  - (ii) all appointments or elections purporting to have been made at the Committee Meeting have been validly made.

## **21. Voting rights of Members of Association**

- (a) Subject to these Rules, each Committee Member present in person or by proxy at a General Meeting is entitled to one (1) deliberative vote.

- (b) A Member which is a body corporate may appoint in writing a natural person, whether or not he or she is a Member, to represent it at a particular General Meeting or at all General Meetings.
- (c) An appointment made under Rule 21(b) must be made by an ordinary resolution of the board or other governing body of the body corporate concerned:
  - (i) which resolution is authenticated under the common seal of that body corporate; and
  - (ii) a copy of which resolution is lodged with the Secretary.
- (d) A person appointed under Rule 21(b) to represent a Member which is a body corporate is deemed for all purposes to be a Member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular General Meeting, which appointment is not so revoked, the conclusion of that General Meeting.

## **22. Proxies of Members of Association**

A Member may appoint in writing another Member who is a natural person to be the proxy of the appointing Member and to attend, and vote on behalf of the appointing Member at, any General Meeting.

## **23. Rules of Association**

- (a) The Association may alter or rescind these Rules, or make rules additional to these Rules, in accordance with the procedure set out in Part 3 Division 2 of the Act, which is as follows:
  - (i) subject to Rule 23(a)(iv) and 23(a)(v), the Association may alter its Rules by Special Resolution but not otherwise;
  - (ii) within one (1) month of the passing of a Special Resolution altering its Rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the Special Resolution setting out particulars of the alteration together with a certificate given by a Member of the Committee certifying that the resolution was duly passed as a Special Resolution and that the Rules of the Association as so altered conform to the requirements of this Act;
  - (iii) an alteration of the Rules of the Association does not take effect until Rule 23(a)(ii) is complied with;
  - (iv) an alteration of the Rules of the Association having effect to change the name of the association does not take effect until Rules 23(a)(i) to 23(a)(iii) (inclusive) are complied with and the approval of the Commissioner is given to the change of name; and
  - (v) An alteration of the Rules of the Association having effect to alter the objects or purposes of the association does not take effect until Rules 23(a)(i) to 23(a)(iii) (inclusive) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- (b) These Rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these Rules and agreed to be bound by all their provisions.

## **24. Inspection of records, etc. of Association**

A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

## **25. Disputes and mediation**

- (a) The grievance procedure set out in this Rule applies to disputes under these Rules between:
  - (i) a Member and another Member;
  - (ii) a Member and the Association; or
  - (iii) if the Association provides services to non-Members, those non-Members who receive services from the Association, and the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement:
    - A. in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association; or
    - B. in the case of a dispute between a Member or relevant non-Member (as defined by Rule 25(a)(iii)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (e) A Member of the Association can be a mediator.
- (f) The mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
  - (i) give the parties to the mediation process every opportunity to be heard;
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.



- (j) The mediation must be confidential and without prejudice.
- (k) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **26. Distribution of surplus property on winding up of Association**

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another association/associations incorporated under the Act:

- (a) having objects similar to the Association's objects; and
- (b) concerned in child health, nutrition and business management in school canteens; and
- (c) the Rules of which prohibit the distribution of the entity's income and assets to its individual Members.