

# Eat Well Tasmania Inc.

## Constitution

### 1. Name of association

The name of the Association is as follows:

Eat Well Tasmania Incorporated

### 2. Interpretation

In these rules –

"Act" means the *Associations Incorporation Act 1964*;

"Association" means the association referred to in rule 1;

"auditor" means the person appointed as the auditor of the Association under rule 9;

"basic objects of the Association" means the objects and purposes of the Association as stated in an application under section 7 of the Act for the incorporation of that Association;

"Board" means a Board of management of the Association;

"general meeting" includes –

(a) the annual general meeting; and

(b) any special general meeting;

"ordinary business of the annual general meeting" means the business specified in rule 11(5);

"ordinary Board member" means a member of the Board to whom rule 23(1)(b) relates;

“organisation” or “organisations” means individually constituted organisations;

“public officer” means the executive officer of the Association;

"special general meeting" means any general meeting other than the annual general meeting.

### 3. Association's office

The office of the Association is to be at the following place or any other place the Board determines:

Ground Floor, McDougall Building, Ellerslie Road, Hobart

#### 4. Objects and purposes of Association

(1) The objects of the Association shall be:-

(a) To improve the nutritional wellbeing of all Tasmanians and contribute to the reduction of diet-related health problems (such as cardiovascular disease, diabetes, obesity and some cancers), by maximising the impact of nutrition promotion;

(b) To increase promotion of healthy foods in collaboration with the food sector, especially of local products, to make it easier for Tasmanian consumers to choose healthy eating options;

(c) To increase participation in nutrition promotion by a wide range of players across a broad range of sectors;

(d) To increase coordination and increase the profile of activities and projects consistent with the Dietary Guidelines for Australians;

(2) In addition to the basic objects of the Association, the objects and purposes of the Association include the following:

(a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property necessary or convenient for any of the objects or purposes of the Association;

(b) the buying, selling and supplying of, and dealing in, goods of all kinds;

(c) the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;

(d) the accepting of any gift for any one or more of the objects or purposes of the Association;

(e) the taking of any step the Board or the members in general meeting consider expedient for the purpose of procuring contributions to the funds of the Association;

(f) the printing and publishing of any newspapers, periodicals, books, leaflets or other documents the Board or the members in general meeting consider desirable for the promotion of the objects and purposes of the Association;

(g) the borrowing and raising of money in any manner and on terms –

(i) the Board thinks fit; or

(ii) approved or directed by resolution passed at a general meeting;

(h) subject to the provisions of the *Trustee Act 1898*, the investment of any moneys of the Association not immediately required for any of its objects or purposes in any manner the Board determines;

- (i) the making of gifts, subscriptions or donations to any of the funds, authorities or institutions to which section 78(1)(a) of the *Income Tax Assessment Act 1936* of the Commonwealth relates;
- (j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, allowances or other benefits to servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- (k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- (l) the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities and engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;
- (m) the doing of any lawful thing incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in this rule.

## **5. Membership of Association**

- (1) The Association shall have the following categories of membership available:
  - (a) Organisational membership – which shall be offered to organisations;
  - (b) Individual membership – which shall be offered to individuals;
  - (c) Associate membership – which shall be offered to government instrumentalities whose roles include the direct provision, funding or regulation of the food and nutrition sector or related services, and to employees of such instrumentalities. Associate members shall not be entitled to nominate for Board positions or to vote at general meetings; and
  - (d) Honorary Life Members - which may be offered to any person who has rendered outstanding service to the nutrition sector or the Association. For the purposes of voting at elections, Honorary Life Members are to be treated as Individual Members.
- (2) Individual members who become employees of government instrumentalities whose roles include the direct provision, funding or regulation of the food and nutrition sector or related services shall be responsible for advising the Association of this change in membership status and, if applicable, shall vacate any elected positions within the Association.
- (3) The Board shall have the power to determine which organisations are eligible for each membership category.

(4) A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription prescribed by the Board.

(5) A person who is not a member of the Association at the time of the incorporation of the Association is not to be admitted to membership –

(a) unless the person is nominated in accordance with subrule (6); and

(b) the admission as a member is approved by the Board.

(6) A nomination of a person for membership of the Association is to be –

(a) made in writing on a relevant membership form; and

(b) lodged with the public officer of the Association.

(7) As soon as practicable after the receipt of a nomination, the public officer is to refer the nomination to the Board.

(8) Admission to membership shall be by a simple majority vote of the Board.

(9) On a nomination being approved by the Board, the public officer –

(a) is to notify the nominee, in writing, that he or she has been approved for membership of the Association; and

(b) upon receipt of the sum payable as the first year's subscription, is to enter the nominee's name in a register of members.

(10) A member of the Association may resign from the Association by delivering or sending by post to the public officer a written notice of resignation.

(11) On receipt of a notice from a member under subrule (9), the public officer is to remove the name of the member from the register of members.

(12) A person –

(a) becomes a member of the Association when his or her name is entered in the register of members; and

(b) ceases to be a member of the Association when his or her name is removed from the register of members.

(13) Any right, privilege or obligation of a person as a member of the Association –

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates on the cessation of the membership.

(14) If the Association is wound up –

- (a) every member of the Association; and
- (b) every person who, within the period of 12 months immediately preceding the commencement of the winding up, was a member of the Association –  
is liable to contribute –
  - (c) to the assets of the Association for payment of the debts or liabilities of the Association; and
  - (d) for the costs, charges and expenses of the winding up; and
  - (e) for the adjustment of the rights of the contributories among themselves.

(15) Any liability under subrule (13) is not to exceed \$2.00.

(16) A former member is not liable to contribute under subrule (13) in respect of any debt or liability of the Association contracted after he or she ceased to be a member.

## **6. Income and property of Association**

(1) The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.

(2) No portion of the income and property of the Association is to be paid or transferred to any member of the Association.

(3) The Association is not to –

- (a) appoint a person who is a member of the Board to any office in the gift of the Association to the holder of which there is payable any remuneration by way of salary, fees or allowances; or

- (b) pay to any such person any remuneration or other benefit in money or money's worth, other than the repayment of out-of-pocket expenses.

(4) A servant or member of the Association may be paid –

- (a) remuneration in return for services rendered to the Association or for goods supplied to the Association in the ordinary course of business; or

- (b) interest on moneys lent to the Association by the servant or member at a rate not exceeding the rate being charged by its bank to the Association on an overdraft or which would be charged by the bank to the Association if it had an overdraft; or

- (c) a reasonable and proper sum by way of rent for premises let to the Association.

## **7. Accounts of receipts and expenditure**

(1) True accounts are to be kept of –

(a) all money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and

(b) the property, credits and liabilities of the Association.

(2) The accounts are to be open to inspection by the members of the Association subject to any reasonable restrictions as to time and manner of inspecting the Association may impose.

(3) The treasurer of the Association shall keep or cause to be kept all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in the form and manner the Board directs.

(4) The accounts, books and records shall kept at the Association's office or at any other place the Board decides.

## **8. Banking and finance**

(1) The treasurer of the Association or the treasurer's nominee shall, on behalf of the Association, –

(a) receive all money paid to the Association; and

(b) immediately after the receipt issue official receipts.

(2) The Board shall cause to be opened with any bank, building society or credit union the Board selects an account in the name of the Association into which all money received is to be paid as soon as possible after receipt.

(3) The Board may –

(a) receive from the Association's financial institution the cheques drawn by the Association on any of its accounts with the financial institution; and

(b) release and indemnify the financial institution from and against all claims, actions, suits or demands that may be brought against the financial institution arising directly or indirectly out of those cheques.

(4) Except with the authority of the Board, a payment of any sum exceeding \$200.00 is not to be made from the funds of the Association otherwise than by cheque drawn on the Association's account.

(5) The Board may provide the treasurer with a sum to meet urgent expenditure, subject to any conditions in relation to the use and expenditure the Board may impose.

(6) Cheques are not to be drawn on the Association's account except for the payment of expenditure that has been authorised by the Board.

(7) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are to be signed, drawn, accepted or endorsed (as the case may be) for and on behalf of the Association in such a manner and by any two of the following: president, treasurer, public officer and two members of the Board so appointed.

## **9. Auditor**

- (1) At each annual general meeting of the Association, the members present are to appoint a person as the auditor of the Association.
- (2) The auditor is to hold office until the annual general meeting next after that at which he or she is appointed, and is eligible for re-appointment.
- (3) The first auditor may be appointed by the Board before the first annual general meeting, and, holds office until the first annual general meeting, unless earlier removed by a resolution of the members at a general meeting, when that meeting may appoint an auditor to act until the first annual general meeting.
- (4) If an appointment is not made at an annual general meeting, the Board is to appoint an auditor for the current financial year of the Association.
- (5) Except as provided in subrule (3), the auditor may only be removed from office by special resolution.
- (6) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Board may appoint a person as the auditor to hold office until the next succeeding annual general meeting.

## **10. Audit of accounts**

- (1) The auditor is to examine the accounts of the Association at least once in each financial year of the Association.
- (2) The auditor is to –
  - (a) certify as to the correctness of the accounts of the Association; and
  - (b) report to the members present at the annual general meeting.
- (3) In the report and in certifying to the accounts, the auditor is to state if –
  - (a) he or she has obtained the required information; and
  - (b) 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 –
    - (i) according to the information at his or her disposal and the explanations given; and
    - (ii) as shown by the books of the Association; and
  - (c) the rules relating to the administration of the funds of the Association have been observed.
- (4) The public officer of the Association is to cause to be delivered to the auditor a list of all the accounts, books and records of the Association.

(5) The auditor may –

(a) have access to the accounts, books, records, vouchers and documents of the Association; and

(b) require from the servants of the Association any information and explanations he or she considers necessary for the performance of the duties as auditor; and

(c) employ persons to assist in investigating the accounts of the Association; and

(d) in relation to the accounts of the Association, examine any member of the Board or any servant of the Association.

## **11. Annual general meeting**

(1) The Association shall hold an annual general meeting each year.

(2) The annual general meeting shall be held on any day (being not later than four months after the close of the financial year of the Association) the Board determines.

(3) The annual general meeting is to be in addition to any other general meetings that may be held in the same year.

(4) The notice convening the annual general meeting is to specify the purpose of the meeting.

(5) The ordinary business of the annual general meeting is to be as follows:

(a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting; and

(b) to receive from the Board, auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year; and

(c) to elect the officers of the Association and the ordinary Board members; and

(d) to appoint the auditor.

(6) The annual general meeting may transact special business of which notice is given in accordance with these rules.

## **12. Special general meetings**

(1) The Board may convene a special general meeting of the Association at any time.

(2) The Board, on the requisition in writing of at least 10 members, may convene a special general meeting of the Association.

(3) A requisition for a special general meeting –

(a) is to state the objects of the meeting; and

(b) is to be signed by the requisitionists; and

(c) is to be deposited at the office of the Association; and

(d) may consist of several documents, each signed by one or more of the requisitionists.

(4) If the Board does not cause a special general meeting to be held within 21 days from the day on which a requisition is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting within three months from the day of the deposit of the requisition.

(5) A general meeting convened by requisitionists is to be convened in the same manner as nearly as possible as meetings are convened by the Board.

### **13. Notices of general meetings**

The public officer of the Association, at least 10 days before the date fixed for holding a general meeting of the Association, is to advise the Board –

(a) specifying the place, day and time for the holding of the meeting; and

(b) the nature of the business to be transacted at the meeting.

### **14. Business and quorum at general meetings**

(1) All business transacted at a general meeting, except the ordinary business of the annual general meeting, is special business.

(2) Business is not to be transacted at a general meeting unless a quorum of members entitled to vote is present at the time the meeting is considering that business.

(3) A quorum for the transaction of the business of a general meeting is fifteen members present and entitled to vote or 10% of financial members or whichever is the lesser.

(4) If a quorum is not present 30 minutes after the appointed time for the commencement of a general meeting, the meeting –

(a) if convened on the requisition of members, is to be dissolved; or

(b) in any other case, is to be adjourned to the same day in the next week at the same time at the same place.

(5) If at an adjourned meeting a quorum is not present 30 minutes after the time appointed for the commencement of the meeting, the meeting is to be dissolved.

(6) The president, by written notice or at the time of the adjournment, may specify another place to which a meeting is to be adjourned.

(7) Those present at an adjourned meeting shall form a quorum for the purpose of considering the business set out in the notice of meeting convening the adjourned meeting.

## **15. President to preside at general meetings**

- (1) The president of the Board shall preside at every general meeting of the Association.
- (2) If the president of the Board and vice-president are absent from a general meeting, the members present are to elect one of their number to preside as president.

## **16. Adjournment of general meetings**

- (1) The president of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a meeting is adjourned for 14 days or more, the notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- (3) It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **17. Determination of questions arising at general meetings**

- (1) A question arising at a general meeting of the Association is to be determined on a show of hands.
- (2) Unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the president that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, and 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.

## **18. Votes**

- (1) At general meetings, all members, except for associated members, shall have one vote each.
- (2) Proxy votes shall not be accepted.
- (3) In the case of an equality of voting on a question the motion shall be deemed lost.

## **19. Affairs of Association to be managed by a Board**

- (1) The affairs of the Association shall be managed by a Board of management constituted as provided in rule 21.
- (2) The Board –
  - (a) shall control and manage the business and affairs of the Association; and

(b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association; and

(c) has power to do anything that appears to the Board to be essential for the proper management of the business and affairs of the Association; and

(d) may delegate any of its powers to the committees consisting of such member or members of the Board or such person or persons as they think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegate conform to any directions that may from time to time be imposed upon it by the Board; and

## **20. Officers of the Association**

(1) The officers of the Association are as follows:

(a) a president;

(b) a vice president; and

(c) a treasurer.

(2) No employee of a government department whose role includes the direct provision, funding or regulation of the food and nutrition sector or related services, shall be elected an officer of the Association and any office bearer appointed to such government position subsequent to election shall cease to hold office.

(3) The provisions of rule 22, so far as they are applicable and with the necessary modifications, apply in relation to the election of persons to any of the offices referred to in subrule (1).

(4) The term of office for officers of the Association shall be two years.

(5) Where the term of office is to expire under subrule (4), that expiry is to occur at the close of the annual general meeting that year.

(6) If a casual vacancy in any office referred to in subrule (1) occurs, the Board may appoint one of its members to the vacant office, to hold the office up to and including the conclusion of the annual general meeting next following the date of the appointment.

(7) Each Board member shall not serve more than three successive terms.

## **21. Constitution of the Board**

(1) The Board consists of the following members elected at the annual general meeting of the Association in each year:

(a) the officers of the Association; and

(b) six ordinary members, comprising not less than one member who represents an organisation and one member holding individual membership status.

(2) The term of office for ordinary members of the Association shall be two years.

(3) If a casual vacancy occurs in the office of ordinary Board member, the Board may appoint a member of the Association to fill the vacancy until the conclusion of the annual general meeting next following the date of the appointment.

## **22. Nomination process**

(1) The Board may appoint a person or organisation independent of Eat Well Tasmania or its members as the returning officer to conduct an election in accordance with these rules:

(a) The returning officer in an election must fix the day on which nominations for the election open and the time and date for the close of nominations.

(b) Nominations are to be open for at least 14 days.

(c) The returning officer in an election must, no later than 14 days before the date fixed for the close of nominations, cause notice of the election and a nomination form to be sent to every member at the postal address nominated by that member on his or her membership application and renewal form.

(d) The notice is to:

(i) Specify the vacancy or vacancies to be filled;

(ii) Call for nominations;

(iii) Specify the place at which and theme and date by which, nominations must be received; and

(iv) Contain such other information as the returning officer determines.

(2) Nominations of candidates for election as officers of the Association or as ordinary Board members are to be:

(a) made in writing signed by two individual or organisational but not associate members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and

(b) delivered to the returning officer of the Association by the time and date fixed for the close of nominations.

(3) The returning officer in an election may accept a nomination for the election if satisfied that:

(a) the nomination has been made and lodged in accordance with these rules; and

(b) the person nominated is eligible to be a candidate in the election.

(4) The returning officer must reject a nomination if not satisfied as to the matters specified in this rule.

(5) The returning officer is not to disclose information concerning any nominations received until after the time fixed for the close of nominations.

### **23. Candidate statements**

(1) A candidate in an election may supply the returning officer with a written statement to be distributed with ballot papers.

(2) The statement must be received by the returning officer in the election by the close of nominations. The statement is not to:

(a) exceed 150 words; or

(b) mention any other candidate unless the signed consent of that other candidate is received by the returning officer with the statement.

(c) The returning officer may, interfering as little as possible with the content of a candidate's statement, edit any or all of that statement to make it consistent in style and layout and to ensure compliance with these rules.

### **24. Withdrawal of nominations**

(1) A candidate in an election may withdraw his or her nomination at any time before the close of nominations by giving notice in writing of the withdrawal to the returning officer.

### **25. When is a ballot required**

(1) If, on the close of nominations for an election, the number of nominations accepted by the returning officer is more than the number of positions to be filled at that election, the returning officer must conduct a ballot.

(2) If, on the close of nominations for an election, the number of nominations accepted by the returning officer is equal to, or less than the number of positions to be filled, the returning officer is to declare those persons elected, and the order of election of those candidates is to be determined by the drawing or casting of lots.

### **26. List of eligible electors**

(1) The returning officer is to fix the date on which the list of electors is to close for an election.

(2) The public officer is to prepare a list of eligible electors in each of the following classes of membership:

(a) the nominated voting representative of each Organisation; and

(b) individual members, who are financial in respect of 1 July in the year of an election.

(3) The public officer is to certify as correct the list of electors and provide it to the returning officer.

(4) The returning officer in an election may require the public officer to provide any other information that the returning officer reasonably considers is necessary or expedient for clarifying eligibility to vote.

## **27. Ballot papers**

(1) Subject to this rule, ballot papers for an election are to be prepared and printed in a form approved by the returning officer.

(2) The order in which the names of candidates are to be printed on the ballot papers is to be drawn by lot.

(3) A ballot paper is to contain a direction to the effect that electors are to vote for all candidates in the order of their preference.

## **28. Polling period**

(1) The returning officer in an election must fix:

(a) the day on which ballot papers are posted to eligible electors; and

(b) the time and date of the close of the ballot, which is to be a date no less than 14 days prior to the annual general meeting.

(2) The ballot papers are to be posted to eligible electors at least 14 days before the close of the ballot.

## **29. Ballot material to be posted to electors**

(1) When conducting an election the returning officer must post or deliver the following ballot material to each elector at the postal address nominated by that elector:

(a) the ballot paper;

(b) instructions for the completion of the ballot paper and the manner in which the ballot paper is to be returned;

(c) the reply paid envelope or envelopes to be used for the return of the ballot paper;

(d) candidate statements; and

(e) such other material as the returning officer considers appropriate.

(2) An envelope to be used for the issue and return of a ballot paper is to make provision for the voter to sign a declaration authenticating the vote; and be designed to protect the secrecy of the vote.

(3) Except as provided by subrule (2), the form of the envelope is to be determined by the returning officer.

(4) The declaration required under subrule (2), is to be to the effect that the voter is the person named on the envelope; and that the voter voted on the ballot paper in the envelope.

### **30. Voting**

(1) In accordance with the instructions issued by the returning officer, an elector in an election is to:

- (a) mark the ballot paper;
- (b) place it in the envelope or envelopes provided;
- (c) sign the voter's declaration; and
- (d) send it by post or deliver it so that it is received by the returning officer before the close of the ballot.

### **31. Supplementary issue of ballot material**

(1) Where an elector whose name appears in the list of electors provided under rule 26 claims in an application made to the returning officer before the close of the ballot that he or she has not received the ballot paper or that the ballot paper received has been accidentally defaced or destroyed, the returning officer may forward by post or deliver a second set of ballot material to that elector.

### **32. Ballot papers not to be accepted**

(1) The returning officer in an election must not accept a ballot paper that is:

- (a) received by the returning officer after the close of the ballot; or
- (b) contained in an envelope where the declaration has not been signed as required under rule 29; or
- (c) received from a person who is not eligible to vote in the election; or
- (d) received from a person who has already voted in the election.

### **33. Informal ballot papers**

(1) A ballot paper in an election is informal if:

- (a) there is no vote recorded on the ballot paper; or
- (b) in respect of an election of a single member of the Board or the president—the elector has not placed the number 1 in the square next to the name of one and only one candidate; or

(c) in respect of an election of more than one member to the Board - the elector has not marked the ballot paper by placing consecutive numbers without repetition, starting from number 1, in the squares next to the names of at least as many candidates as there are candidates to be elected; or

(d) the ballot paper contains a mark or writing which identifies the elector who marked the ballot paper.

(e) If on a ballot paper that is otherwise formal under rule 29(1), a number is repeated or omitted, the elector's preferences on that ballot paper are to be counted up to but not including that repetition or omission.

(2) A ballot paper is not to be treated as informal at the counting of votes if, in the opinion of the returning officer, the elector's intention is clearly indicated on the ballot paper.

### **34. Election of president and other Board members**

(1) Members may be nominated for the position of president and another position of Board member but may not hold both positions.

(2) The counting of votes shall proceed in the following order of ballots:

(a) President

(b) Vice President

(c) Treasurer

(d) Organisational Members

(e) Individual Members

(3) Votes cast in elections for president and other members of the Board are to be counted in accordance with the processes contained in Schedule 7 (Counting of Votes) of the Tasmanian Local Government Act 1993.

(4) Where a candidate becomes ineligible for election due to being:

(a) elected as president at that general election, or

(b) elected to another position on the Board at that general election, then votes cast for that candidate in a further ballot are to be transferred to the next remaining candidate in the order of the elector's preference.

### **35. Certificate of election**

(1) The returning officer is to issue and forward to the public officer a certificate of the result of the election.

### **36. Vacation of office**

For the purpose of these rules, the office of an officer of the Association or of an ordinary Board member becomes vacant if the officer or Board member:

- (a) dies; or
- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her estate for their benefit; or
- (c) becomes of unsound mind; or
- (d) resigns office in writing addressed to the Board; or
- (e) ceases to be resident in the State; or
- (f) fails, without leave granted by the Board, to attend two consecutive meetings of the Board; or
- (g) ceases to be a member of the Association; or
- (h) fails to pay all arrears of subscription due, within 14 days after receiving a notice in writing signed by the public officer stating that he or she has ceased to be a financial member of the Association.

### **37. Meetings of the Board and of subcommittees**

- (1) The Board is to meet at least six times per calendar year at any place and time the Board determines.
- (2) Special meetings of the Board may be convened by the president or any three of its members.
- (3) At least five days notice is to be given to members of the Board of any special meeting, specifying the general nature of the business to be transacted, and no other business is to be transacted at such a meeting.
- (4) Any five members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (5) Business is not to be transacted unless a quorum is present.
- (6) At a meeting of the Board, the following is to preside:
  - (a) the president, or in his or her absence the vice-president;
  - (b) if the president and the vice-president are absent, any one of the remaining members of the Board as may be chosen by the members present.
- (7) Written notice of each Board meeting is to be served on each member of the Board by:
  - (a) delivering it at a reasonable time before the meeting; or

(b) sending it by post in a prepaid envelope addressed to his or her usual or last-known address in time to reach him or her in due course of post before the date of the meeting.

### **38. Disclosure of interest in contracts**

(1) A member of the Board who is interested in any contract or arrangement made or proposed to be made with the Association is to disclose the interest:

(a) at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if the interest then exists; or

(b) in any other case, at the first meeting of the Board after the acquisition of the interest.

(2) If a member of the Board becomes interested in a contract or arrangement after it is made or entered into, he or she is to disclose the interest at the first meeting of the Board after he or she becomes so interested.

(3) A member of the Board is not to vote as a member of the Board in respect of any contract or arrangement in which he or she is interested and any such vote is not to be counted.

### **39. Subcommittees**

(1) The Board may:

(a) appoint a subcommittee from the Board; and

(b) prescribe the powers and functions of that subcommittee.

(2) The Board may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Association.

(3) A quorum at a meeting of the subcommittee is three appointed members.

(4) The public officer of the Association is to convene meetings of a subcommittee.

(5) Written notice of each subcommittee meeting is to be served on each member of the subcommittee by:

(a) delivering it at a reasonable time before the meeting; or

(b) by sending it by post in a prepaid envelope addressed to his or her usual or last-known address in time to reach him or her in due course of post before the date of the meeting.

### **40. Executive committee**

(1) The president, the vice-president and the treasurer constitute the executive committee.

(2) Any other Board member may attend executive committee meetings.

(3) A quorum for the executive committee shall be three.

#### **41. Annual subscription**

(1) Until otherwise fixed pursuant to sub-rule (2) of this rule, the annual subscription payable by members shall be a sum fixed by the Board.

(2) The annual subscription may be altered by the members by special resolution.

(3) The annual subscription of a member is due and payable on or before the first day of the financial year of the Association.

#### **42. Financial year**

The financial year of the Association is the period beginning on 1 July in one year and ending on the 30 June the next following year.

#### **43. Notices**

A notice may be served by or on behalf of the Association on any member:

(a) personally; or

(b) by sending it through the post in a prepaid envelope addressed to the member at his or her usual or last-known address.

#### **44. Expulsion of members**

(1) The Board may expel a member from the Association if, in the opinion of the Board, the member is guilty of conduct detrimental to the interests of the Association.

(2) The expulsion of a member under subrule (1) does not take effect until whichever of the following is the later date:

(a) the expiration of 14 days after the service on the member of a notice under subrule (3);

(b) if the member exercises his right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.

(3) If the Board expels a member from the Association, the public officer of the Association, without undue delay, is to cause to be served on the member a notice in writing:

(a) stating that the Board has expelled the member; and

(b) specifying the grounds for the expulsion; and

(c) informing the member of a right to appeal against the expulsion under rule 45.

#### **45. Appeal against expulsion**

(1) A member may appeal against an expulsion under rule 44 by delivering or sending by post to the public officer of the Association, within 14 days after the service of a notice under rule 44(3), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.

(2) On receipt of a requisition:

(a) the public officer is to immediately notify the Board of its receipt; and

(b) the Board is to cause a special general meeting of members to be held within 21 days after the date on which the requisition is received.

(3) At a special general meeting convened for the purpose of this rule:

(a) no business other than the question of the expulsion is to be transacted; and

(b) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion; and

(c) the expelled member is to be given an opportunity to be heard; and

(d) the members present are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

(4) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion:

(a) the expulsion is to be taken to have been lifted; and

(b) the expelled member is entitled to continue as a member of the Association.

(5) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion:

(a) the expulsion takes effect; and

(b) the expelled member ceases to be a member of the Association.

#### **46. Disputes**

(1) A dispute between a member of the Association in the capacity as a member and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 1986.

(2) This rule does not affect the operation of rule 45.

#### **47. Seal of Association**

(1) The seal of the Association is to be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "Seal".

(2) The seal of the Association is not to be affixed to any instrument except by the authority of the Board.

(3) The affixing of the seal is to be attested by the signatures of:

(a) Two members of the Board; or

(b) one member of the Board and the public officer of the Association or any other person the Board may appoint for that purpose.

(4) Attestation under subrule (3) is sufficient for all purposes that the seal was affixed by authority of the Board.

(5) The seal is to remain in the custody of the public officer.

#### **48. Dissolution of organisation**

In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation, determined by the Board in consultation with members of Eat Well Tasmania Inc, with similar purposes which is not carried on for the profit or gain of its individual members.

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