



**THE AUSTRALIAN NUTRITION FOUNDATION INC.**

**CONSTITUTION**

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## 1. NAME

The name of the incorporated association is The Australian Nutrition Foundation Inc. This Association was incorporated in the ACT on 6th March 1981, registered number A.780.

## 2. DEFINITIONS AND INTERPRETATION

### 2.1. Definitions

In these Rules, unless the contrary intention appears:

- (a) **The Act** means the Associations Incorporation Act, 1991. of the Australian Capital Territory.
- (b) **The Regulations** means regulations under the Act.
- (c) **The Foundation** means The Australian Nutrition Foundation Incorporated, an Association duly incorporated pursuant to the Act.
- (d) **Member** means ordinary member, student member, concession member, life member or honorary member of The Australian Nutrition Foundation Incorporated who became a member of the Foundation pursuant to clauses 5.1, 5.2, 5.4 and 5.4 of these rules.
- (e) **Nutrition professional** means a person having such tertiary educational qualifications and experience in nutrition as are determined from time to time by the Board.
- (f) **Board** means the Board of The Australian Nutrition Foundation Inc.
- (g) **Respective appointers** means - in respect of members of the Board appointed by State Divisions under clause 9.2, State Divisions. In respect of members of the Board elected by the Board pursuant to Clause 9.3, the Board.
- (h) **Regional branches** means the branches established pursuant to clauses 7.1 or 7.2 of these Rules.
- (i) **Special resolution** means a resolution defined by the Act as a special resolution.
- (j) **State Division** means the Divisions established by the Board pursuant to clause 6.1 of these Rules in such States and Territories of Australia.
- (k) **State Division management committee** mean the committees appointed in accordance with clause 6.5 of these Rules.

### 2.2. Headings

Headings are inserted for convenience and are not to affect the interpretation of these Rules.

## 3. OBJECTIVES

### 3.1. General Objectives

The objects of the Foundation 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.

### **3.2. Specific Objectives**

Without limiting the general objectives, the objects of the Division shall also include:

- (a) To advance the science of nutrition and its application with special reference to:
  - i) the current nutritional status of the Australian people;
  - ii) changes in food habits in relation to health and well-being;
  - iii) changes in foods brought about by developments in technology in agriculture and industry;
  - iv) the effects of information and education programs and the media.
- (b) To acquire and disseminate knowledge of nutritional science and the means of communicating nutritional knowledge to the community.
- (c) To increase awareness in the community of principles of human nutrition and dietetics.
- (d) To encourage the application of these principles by groups and individuals such as:
  - i) medical practitioners, health professionals and health services;
  - ii) educators and educational authorities;
  - iii) the food industry;
  - iv) persons responsible for food services outside the home;
  - v) the media;
  - vi) consumer groups, families and individuals.
- (e) To encourage innovation in the dissemination of nutritional knowledge.

## **4. POWERS**

### **4.1. Specific Powers**

For the purpose of carrying into effect the foregoing objects, the Foundation may:

- (a) Make announcements.
- (b) Produce and issue publications to members and the public.
- (c) Make representations to federal, state and local governments and agencies of such governments.
- (d) Co-operate with any other association, company or body having objects in whole or in part similar to the objects of the Foundation.
- (e) Encourage, arrange for, promote, establish and support facilities for providing advice on nutritional matters to members or sections of the Australian public.
- (f) Advise and co-operate with research workers and institutions on matters relevant to nutrition.
- (g) To identify, sponsor and/or carry out research and investigations into matters related to nutrition including the science of nutrition and the communication of nutrition information.
- (h) To register a trade name under which the Foundation may carry out specific functions.

- (i) Accept moneys by way of grants, gifts, bequests or otherwise, for any one or more of the objects or purposes of the Foundation.
- (j) Invest any monies so obtained.
- (k) Receive, obtain and hold any lands, money, securities and other real or personal property.
- (l) Execute any special trusts in connection with moneys or property received, obtained or held by the Foundation.
- (m) Apply the capital and income of the funds and the property of the Foundation, or any part thereof, subject to such trusts (if any), for or towards the foregoing objects.
- (n) Borrow and lend money and guarantee loans in such manner as the Foundation may think fit.
- (o) 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 Foundation.
- (p) Insure against all risks, liabilities, eventualities as may seem advisable and apply the proceeds of any claim under any insurance in such a manner for such purposes as shall be thought fit.
- (q) Employ such persons and organisations as the Board may deem necessary and pay such sums to such persons and organisations as may be deemed reasonable and proper.
- (r) Grant pensions, allowances and gratuities to employees or former employees of the Foundation 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 Foundation may decide.
- (s) Do all such other lawful things as are incidental or conducive to the attainment of these objects.
- (t) Carry out one or more of the foregoing objects independently or exclusively of the remainder of such objects.
- (u) Carry out any or all of the objects of the Foundation in any part of Australia or elsewhere.

## 5. MEMBERS

### 5.1. Ordinary Members

Any person may become an ordinary member of the Foundation, provided:

- (a) He or she completes an ordinary membership application form;
- (b) He or she agrees in writing to be bound by these Rules, and to promote the objects of the Foundation;
- (c) Without limiting clause 5.1(b) of these Rules, he or she agrees in writing not to describe himself or herself as a person communicating the views of the Foundation, or otherwise to use the name of the Foundation in relation to the supply of any goods or services, without prior written consent of the Board.
- (d) He or she pays the annual fees for ordinary members determined by the Board from time to time, by the due date for payment, also as determined by the Board.

## **5.2. Student Members**

A person may become a student member of the Foundation, provided:

- (a) He or she be presently enrolled in full or part time education in an Australian Qualifications Framework accredited higher education or vocational education and training course, delivered by an Australian registered tertiary institution.
- (b) He or she completes a student application form and provides evidence of their current full-time student number
- (c) He or she agrees to be bound by these rules and to promote the objects of the foundation.
- (d) Without limiting clause 5.2(c) of the Rules, agrees in writing not to describe him or herself as a person communicating the views of the Foundation, or otherwise to use the name of the Foundation in relation to the supply of any goods or services, without prior written consent of the Board.
- (e) He or she pays the annual fees for student membership determined by the Board from time to time, by the due date for payment, also as determined by the Board.

## **5.3. Concession Members**

A person may become a concession member of the Foundation, provided:

- (a) He or she completes a concession application form and provides evidence of their current Commonwealth Concession Card number
- (b) He or she agrees to be bound by these rules and to promote the objects of the foundation
- (c) Without limiting clause 5.3(b) of the Rules, agrees in writing not to describe him or herself as a person communicating the views of the Foundation, or otherwise to use the name of the Foundation in relation to the supply of any goods or services, without prior written consent of the Board
- (d) He or she pays the annual fees for concession membership determined by the Board from time to time, by the due date for payment, also as determined by the Board.

## **5.4. Life Members and Honorary Members**

Board shall have the power to appoint Life Members and Honorary Members under such conditions that the Board may determine from time to time.

## **5.5. Grievances**

If a grievance exists between a member and another member, or between a member and the Foundation, the parties to the grievance must meet as soon as possible to discuss the matter. If the grievance remains unresolved, a mediator agreed by the parties, or in default of agreement, appointed by the President for the time being of the Law Institute of the ACT, must meet with the parties to discuss the matter. If the parties do not reach agreement within seven days of the meeting, the mediator's role shall change to that of an expert and the expert's decision is final.

The Foundation shall undertake proper procedures, subject to the requirements of natural justice and the Act, when following the procedure under this rule or any other rule relating to membership or the cessation of membership.

## **5.6. Register of Members**

A register of members in which shall be entered the full name, address and date of entry of each member shall be available for inspection by members at the office of the Foundation.

## **5.7. Cessation of Membership**

### **5.7.1. Resignation**

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

### **5.7.2. Expulsion**

The Board may by resolution expel from the Foundation any member who shall refuse or neglect to comply with the provisions of these Rules or resolutions of the Foundation provided that at least thirty days before the meeting of the Board at which such resolution for expulsion is moved, such member shall have had notice thereof and of the intended resolution of the 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.

### **5.7.3. Failure to Pay Fees**

A member shall cease to be a member of the Foundation if he, she or it fails to pay the annual fees referred to in clause 5.1(d), 5.2(e) or 5.3 (d) as the case may be, within three months of their respective due dates.

## **6. STATE DIVISIONS**

### **6.1. Establishment of State Divisions**

The Board may establish State Divisions in such States and Territories of Australia as it determines.

### **6.2. Membership of State Divisions**

The members of each State Division shall be the members of the Foundation ordinarily resident in such State or Territory who wish to join such State Division.

### **6.3. Powers and Rules of State Divisions**

Each State Division shall conform to such Rules and have such powers, objects, functions and duties as are determined from time to time by the Board, but in such terms that they will not be inconsistent with this Constitution and these Rules.

### **6.4. Implementation of Foundation Policy by State Divisions**

The policy of the Foundation as determined by the Board from time to time shall be implemented by State Divisions.

### **6.5. State Divisions Management Committee**

Each State Division shall appoint a committee to manage the affairs of such State Division, in accordance with the Rules of such State Division as referred to in clause 6.3 hereof.

### **6.6. Incorporation of State Divisions**

If any State Divisions become bodies corporate, the members thereof shall remain members of the Foundation, bound by these Rules and members shall ensure that such bodies corporate comply with these Rules.

### **6.7. Grants to State Divisions**

The Board shall determine the amounts (if any) payable from time to time from the Foundation to the State Divisions.

## **7. REGIONAL BRANCHES**

### **7.1. Establishment of Regional Branches by State Divisions**

In any place where a State Division is established, it may, with the consent of the Board, establish such Regional Branches as it may deem necessary and subject to this clause, may define the objects, powers, functions and duties thereof.

### **7.2. Establishment of Regional Branches by the Board**

In any place where there is not established a State Division, the Board may establish such Regional Branches as it may deem necessary and subject to this clause, may define the objects, powers, functions and duties thereof.

### **7.3. Membership of Regional Branches**

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

### **7.4. 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 Board from time to time.

### **7.5. Implementation of Foundation policy by Regional Branches**

The policy of the Foundation as determined by the Board from time to time shall be implemented by Regional Branches.

## **8. GENERAL MEETINGS**

### **8.1. Annual General Meeting**

The Foundation shall, in each year, hold an Annual General Meeting on such day (being not later than five months after the close of the financial year of the Foundation) as the Board may determine.

### **8.2. Extraordinary General Meeting.**

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

### **8.3. Notice of Annual General Meeting**

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

### **8.4. Business of Annual General Meeting**

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

- (a) confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;

- (b) receive from the Board, Auditor and employees of the Foundation, reports upon the transactions of the Foundation during the last preceding financial year;
- (c) appoint the auditor.
- (d) 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.

### 8.5. Notice of Annual and Extraordinary General Meetings

The Secretary of the Foundation shall, at least twenty-eight days before the date fixed for holding a General Meeting of the Foundation, cause all members to be notified of the place, day and time for the holding of the General Meetings and of the nature of the business to be transacted thereat.

### 8.6. Procedure at Annual and Extraordinary General Meeting

- (a) **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.
  - (1) A member not physically present at a general meeting and not represented by a proxy vote will be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
  - (2) For the purpose of this Part, a member participating in a general meeting as permitted under sub clause (a)(1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Fifteen members of the Foundation personally present, including those present as defined under Sub Clause 8.6 (a)(1) and including valid proxies and entitled to vote shall constitute a quorum. 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 Board 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.
- (b) **President.** The President 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 for the holding of the meeting, or is unwilling to act, the person who is holding office as the Immediate Past President shall preside as chairperson. In the event of there being no immediate past President 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 willing to act, the Directors shall elect one of their number to be chairperson of the meeting.
- (c) **Adjournment.** The President 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 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.

- (d) **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 demanded (before or on the declaration of the result of the show of hands) either by the President or by at least three Directors present in person.
- (e) **Evidence of Resolutions.** Unless a poll is so demanded, a declaration by the President 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 Foundation 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.
- (f) **Withdrawal of Demand for Poll.** The demand for poll may be withdrawn.
- (g) **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 President 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.
- (h) **Casting Vote of President.** 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.
- (i) **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 for each member he or she represents by proxy.
- (j) **Unfinancial Members Not Entitled to Vote.** No member shall be entitled to vote at any general meeting unless all moneys due and payable by her/him to the Foundation shall have been paid.
- (k) **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.
- (l) **Proxy.** The instrument appointing a proxy shall be in writing signed by the appointee in the following form, or a form as near as is reasonably possible to such 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.

*Example format of proxy:*

The Australian Nutrition Foundation Incorporated

I, \_\_\_\_\_ of \_\_\_\_\_

being a member of the Australian Nutrition Foundation Incorporated

hereby appoint

\_\_\_\_\_ of \_\_\_\_\_ being a member of the

Australian Nutrition Foundation Incorporated, as my proxy to vote for me

and on my behalf at the Annual/Extraordinary General Meeting of the Australian Nutrition Foundation 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 she/he thinks fit).

(To be completed if desired):

My proxy shall vote as follows on the following resolutions

Brief description of resolutions

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Vote (for or against)

### **8.7. Lodgment of Proxies**

The instrument appointing a proxy shall be deposited with the secretary prior to 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, prior to the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.

### **8.8. 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.

## **9. THE BOARD**

### **9.1. Membership of Board.**

The Foundation shall have a committee as required by the Act, referred to in these Rules as the 'Board'. The Board shall consist of:

- (a) The persons elected by State Division management committees pursuant to clause 9.2;
- (b) Such additional Board members appointed by the Board pursuant to clause 9.3;
- (c) The President.

### **9.2. Members of Board appointed by State Divisions.**

- (a) Each State Division management committee shall elect at least one, but no more than two, ordinary members to be members of the Board.
- (b) Persons elected as aforesaid shall be deemed to have been appointed to office upon their election being notified to the Secretary.
- (c) A State Division management committee may at any time revoke the election of a person made by it pursuant to this clause.
- (d) Upon such revocation the person named therein shall be deemed to have vacated

his or her office.

- (e) A State Division management committee may appoint a member to fill a vacancy arising under clause 9.2(c) and such member shall be deemed to have been appointed to office upon their appointment being notified to the Secretary.
- (f) Of the two persons appointed by each State Division management committee, under clause 9.2(a) or 9.2(e), at all times, at least one shall be a nutrition professional.

### **9.3. Directors Appointed by Board**

If the Board sees fit it may appoint persons who have special expertise by virtue of qualifications, reputation or experience in nutrition science, nutritional practice or public communications to be additional Board members, but so that the number thereof does not at any time exceed five. It is not a requirement that such persons be members of the Foundation; however those appointed who are not members of the Foundation have no voting rights at meetings of Board.

### **9.4. Tenure of Board of Directors**

- (a) The members of the Board appointed pursuant to clause 9.2 and 9.3 may be appointed by their respective appointers for a term of up to three years at which time they are eligible for reappointment.
- (b) The respective appointers may remove any Director appointed by them.
- (c) Any Director may resign from the Board by notice in writing served on the Secretary.
- (d) The Board may by resolution expel from the Board any Director who shall refuse or neglect to comply with the provisions of these Rules, or resolutions of the Foundation or resolutions of the Board, provided that at least thirty days before the meeting of the Board 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.
- (e) The respective appointers may appoint another person to replace any Director appointed by them, who ceases to be a Director for any reason.

### **9.5. Executive Committee.**

- (a) The Board may elect a committee to be known as 'The Executive' which shall consist of the President and four Directors elected by Board for a twelve month term.
- (b) **Duties of the executive.** The Executive shall undertake duties in accordance with the powers as delegated under Clause 11.6.
- (c) **Executive Decision Making.** Each member of the Executive shall have one vote only.

## **10. PRESIDENT AND SECRETARY AND TREASURER**

### **10.1. President**

- (a) The President of the Foundation shall be such member of the Foundation as is elected pursuant to clause 10.3.
- (b) Each President so elected shall hold office from the conclusion of the Board meeting at which he or she is elected until the conclusion of the Board meeting

nearest to the Annual General Meeting nearest to two years after such election. However, the President shall be entitled to seek re-election.

#### **10.2. Acting President**

If the President dies, becomes of unsound mind or ceases to be a member of the Foundation for any of the reasons set out in clause 5.7 of these Rules, then that person shall cease to be the President, and the Board shall appoint one of its Directors to be President until the next Annual General Meeting.

#### **10.3. Election of President.**

The President shall be elected by the Directors at the meeting of the Board at the conclusion of which the term of the President then holding office is due to end.

#### **10.4. Secretary and Treasurer**

- (a) The Secretary of the Board shall be elected by the Directors at the meeting of the Board at the conclusion of which the term of the person holding that office is due to end.
- (b) The Board may elect a Treasurer at any meeting of the Board at the conclusion of which the office of Treasurer would otherwise be vacant.
- (c) Any Secretary or Treasurer elected in accordance with clause 10.4(a) or 10.4(b) shall hold office from the conclusion of the Board meeting following his or her election, until the conclusion of the Board meeting nearest to the Annual General Meeting nearest to two years after such election.
- (d) The Secretary and Treasurer shall be such persons as are considered by the Board to be suitable for those positions, whether or not those persons are members of the Foundation, and whether or not those persons are Directors. Neither the Secretary nor Treasurer shall become a Director, unless he or she is otherwise appointed a Director in accordance with clause 9.1 of these Rules

## **11. POWERS AND DUTIES OF BOARD**

#### **11.1. Management Powers of Board.**

The business of the Foundation shall be managed by and vested in the Board. The Board may exercise all powers of the Foundation as are required by the Act, or by this Constitution and these Rules, to be exercised by the Foundation in general meeting or by State Divisions.

#### **11.2. Engagement of Employees.**

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

#### **11.3. Minutes.**

The Board shall cause minutes to be made of:

- (a) all appointments of officers;
- (b) the names of the Directors present at all meetings of the Foundation and of the Board;
- (c) all proceedings and all meetings of the Foundation and of the Board.

#### **11.4. Signature of Minutes**

Such minutes shall be ratified by Board of the next succeeding meeting and signed by the chairperson of the meeting at which the proceedings were held or by the chairperson of the next succeeding meeting.

#### **11.5. Subcommittees**

The Board may establish sub-committees consisting of at least one member of the Board and such other persons as it may determine upon such terms and conditions as the Board may see fit and it may fix the quorum of any such subcommittees.

#### **11.6. Delegation of Powers.**

##### **(a) Delegation of Powers to State Divisions.**

The Board may specifically delegate any of its powers, under Clause 4, to State Divisions. The powers so delegated shall be listed in the Board minutes.

##### **(b) Delegation of Powers to the President.**

The Board may specifically delegate any of its powers, under Clause 4, to State Divisions. The powers so delegated shall be listed in the Board minutes.

##### **(c) Delegation of Powers to Executive.**

The Board may specifically delegate any of its powers, under Clause 4, to the Executive. The powers so delegated shall be listed in the Board minutes.

## **12. PROCEEDINGS OF THE BOARD**

#### **12.1. Time and Place of Meetings**

The Board 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 President, shall notify the Directors.

#### **12.2. Voting at Meetings**

Each Director shall have one vote and in the case of an equality of votes the motion shall be lost. A resolution put to the vote of the meeting shall be decided on a show of hands, where directors are physically present, or by electronic means in the alternate.

#### **12.3. Quorum**

At least 50% of the Directors shall constitute a quorum. Any Director who has appointed a proxy under clause 12.6 shall be counted, for the purposes of this clause.

#### **12.4. Deemed Resolutions**

A resolution in writing signed by all the Directors 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 Board duly convened and held. Any such resolution may consist of several documents, in like form, each signed by one or more Directors.

#### **12.5. Notice of Meetings**

Not less than fourteen days' notice shall be given to every Director of any meeting thereof specifying the time, place and general nature of the business of such meeting or where the President considers that an emergency exists, he or she may take such steps necessary

to notify the Directors of the proposed meeting, notwithstanding that fourteen days' notice shall not have been given.

#### **12.6. Proxies**

A Director who is unable to attend a meeting of Board may appoint another Director to act as his or her proxy at such meeting. Clause 9, and its sub clauses, shall apply to such appointment, mutatis mutandis.

### **13. FINANCE**

#### **13.1. The Financial Year**

The financial year of the Foundation is the period beginning on the first day of January each year and ending on the 31st day of December next following.

#### **13.2. Source of Funds**

The funds of the Foundation shall be derived from the annual fees referred to in clauses 5.1(d) and 5.2(e) 5.3 (d) of these Rules, from grants and donations to the Foundation, and from such other activities as the Board may determine.

#### **13.3. Annual Fees**

The Board shall determine from time to time the amount of the fees payable by each category of member.

#### **13.4. Use of Funds**

The income and property of the Foundation wheresoever derived shall be applied solely toward the promotion of the objects of the Foundation as set forth in this Constitution and these Rules. 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 Foundation provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officers or employees of the Foundation; nor to any members of the Foundation in return for any services actually rendered to the Foundation or for goods supplied in the ordinary way of business. Nor shall the foregoing 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 Foundation or reasonable and proper rent for premises demised or let by any member of the Foundation.

#### **13.5. Management of Funds**

The funds of the Foundation shall be managed by the Secretary in accordance with directions of the Board. Cheques of the Foundation shall be drawn and signed by such persons as the Board shall determine. Cheques of the Foundation shall be drawn and signed by at least two persons as determined by Board. Signatories to other negotiable instruments shall be determined by Board.

#### **13.6. Accounts to be Kept**

True accounts shall be kept of:

- (a) all sums of money received and expended by the Foundation and the matter in respect of which the receipt or expenditure takes place;
- (b) the property, credits and liabilities of the Foundation and, subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the

Foundation for the time being, those accounts shall be open to the inspection of the members of the Foundation.

#### **13.7. Secretary's Responsibility**

The Secretary of the Foundation 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 Foundation are faithfully kept in such formal manner as the Board may direct.

#### **13.8. Treasurer's Responsibility**

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

#### **13.9. Place for Keeping Records**

The accounts, books, documents and securities of the Foundation shall be kept at the office of the Foundation or at such place as the Board may decide.

### **14. AUDITOR**

#### **14.1. Appointment of Auditor**

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

#### **14.2. Qualification of Auditor**

The auditor shall be a qualified company auditor within the meaning of the Corporations Law of the Australian Capital Territory.

#### **14.3. 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 reappointment.

#### **14.4. 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 Board shall appoint an auditor of the Foundation for the period until the next Annual General Meeting.

### **15. AUDIT OF ACCOUNTS**

#### **15.1. Annual Audit**

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

#### **15.2. Certificate of Auditor**

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

#### **15.3. Report of Auditor**

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

- (a) he or she obtained the information required by him or her;
- (b) in his or her opinion, the accounts are properly drawn up as to exhibit a true and correct view of the financial position of the Foundation 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 Foundation;
- (c) the Rules relating to the administration of the funds of the Foundation have been observed.

#### **15.4. Right of Access of Auditor.**

The auditor:

- (a) has a right of access to the accounts, books, records, vouchers and documents of the Foundation;
- (b) may require from the employees of the Foundation such information and explanations as may be necessary for the performance of his or her duties as auditor;
- (c) may employ persons to assist him or her in investigating the accounts of the Foundation;
- (d) may, in relation to the accounts of the Foundation, examine any Director or any employee of the Foundation.

## **16. ALTERATION OF RULES**

### **16.1. Voting on Alterations**

This Constitution and these Rules may be amended by special resolution passed by 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.

### **16.2. Notice of Proposed Alterations**

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

## **17. PUBLIC OFFICER**

Board shall appoint a person resident in the Australian Capital Territory to be the Public Officer of the Foundation for the purposes of the Act. The Board may, at any time, remove such person as Public Officer of the Foundation.

### **17.1. Replacement of Public Officer**

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

### **17.2. 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.

## **18. SEAL OF THE FOUNDATION**

### **18.1. Form of Seal**

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

### **18.2. Use of Seal**

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

### **18.3. Custody of Seal.**

The seal shall remain in the custody of the Secretary.

## **19. LIABILITY OF OFFICERS AND MEMBERS**

An office bearer or a member of the incorporated association is not, except as otherwise provided by the Associations Incorporations Act 1991 or the by laws and rules of the Foundation, taken, only because of being a member or officer, to be liable to contribute to the payment of any debts or other liabilities incurred by the Foundation, or to the costs, charges or expenses incurred in the course of winding up the Foundation.

## **20. BY-LAWS**

The Board 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 general order and good government of the Foundation and for the management and conduct of its affairs, whether or not such subject matter is expressly referred to in these Rules as one concerning which By-laws may be made.

Notwithstanding the foregoing provisions of this clause and By-law may be amended or repealed by ordinary resolution passed at any general meeting of the Foundation.

## **21. GIFT FUND**

- (a) A Gift Fund can be established to receive all gifts of money and gifts of property; which are tax deductible.
- (b) Any money received because of such gifts shall be kept separate from other property of the public fund.
- (c) The Gift Fund will not receive any other money or property.
- (d) The bank account for the Gift Fund will be named the Australian Nutrition Foundation Jo Rogers Memorial Gift Fund.
- (e) There will be a separate identification and recording of how the property and money is used.
- (f) Receipts for gifts will show the name of the public fund and the ABN of the deductible gift recipient.

## **22. DISSOLUTION**

- (a) Any resolution to effect the dissolution of the Foundation shall be submitted to a

general meeting called by the Board especially for that purpose provided 28 days' notice of the resolution is given to members. The resolution shall be carried if passes by three-quarters majority of the votes cast by those members who vote at that meeting either in person or by proxy.

- (b) In the event of the organisation being wound up, any surplus assets remaining after the payment of the organisation's liabilities shall be transferred to another organisation in Australia with similar objectives and which is entitled to receive tax deductible gifts and exempt income tax in accordance with the Income Tax Assessment Act 1936 (Commonwealth).
- (c) If the Gift Fund is wound up, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.