



**SCHOOL
FOOD**
matters

Constitution

Adopted 1994

Constitution adopted	The TSCA first adopted the Constitution in 1994 when the organisation was first started.
Amendments and review	2008
Amendments and review	2010
Amendments and review	2017 Inclusion of Dissolution of Organisation Report and review of Constitution
Amendments and review	2021 Change of Association Name within the Constitution to School Food Matters Inc Change of Canteen Accreditation Program (CAP) to SmartFood Program

Contents	Page
1. Name of Association	4
2. Interpretation	4
3. Association's Office	5
4. Objects and purposes of the Association	5
5. Membership of the Association	8
6. Income and property of Association	9
7. Accounts of Receipts, Expenditure, etc	10
8. Banking and Finance	10
9. Auditor	11
10. Audit of Accounts	11
11. Annual General Meeting	12
12. Special General Meetings	13
13. Notices of General Meeting.	14
14. Business and Quorum at General Meetings	14
15. President to Preside at General Meetings	15
16. Adjournment of General Meetings	15
17. Determination of Questions Arising at General Meetings	15
18. Votes	16
19. Taking of Poll	16
20. When Poll to be Taken	16
21. Affairs of Association to be Managed by a Board	16
22. Officers of the Association	17
23. Constitution of the Board	17
24. Election of Numbers of Board	18
25. Vacation of office	18
26. Meetings of the Board	19
27. Disclosure of Interest in Contracts	20
28. Sub-Boards	21
29. Executive Board	22
30. Annual Subscription	22
31. Financial Year	23
32. Notices	23
33. Expulsion of Members	23
34. Appeal against expulsion	24
35. Disputes	24
36. Seal of the Association	25
37. Dissolution of Organisation	25
38. Amendments to this constitution	26

1. Name of Association

The name of the Association shall be School Food Matters Inc (in these rules called the "Association")

2. Interpretation

(1) In these rules – "**accounting records**" has the same meaning as in the *Act*;

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

"**annual general meeting**" means an annual general meeting of the Association held under rule 11;

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

"**association**" has the same meaning as in the *Act*;

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

"**authorised deposit-taking institution**" means a body corporate that is an authorised deposit-taking institution for the purposes of the *Banking Act 1959* of the Commonwealth;

"**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 the Association;

"**Board**" means the Board of management referred to in rule 21;

"**financial year**" has the same meaning as in the *Act*;

"**general meeting**" means: –

- (a) an annual general meeting; or
- (b) a special general meeting;

"Officer of the Association" means a person elected as an Officer of the Association at an annual general meeting or appointed as an Officer of the Association under rule 22(4);

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

"ordinary board member" means a member of the board other than an officer of the Association;

"school canteen" means any facility at a school which provides a regular food service to students;

"school community" means: –

- (a) the parents of children attending the school;
- (b) members of the teaching and school staff;
- (c) students attending the school;
- (d) school canteen paid staff and canteen volunteers; or
- (e) members of the school Parents and Friends Association, School Council or any other such school organisation, not being persons referred to in (a) (b) (c) or (d).

"special board meeting" means a meeting of the board that is convened under rule 26(2) by the president or any 4 of the members of the board;

"special general meeting" means a meeting of the Association, other than an annual general meeting, convened under rule 12;

"special resolution" has the same meaning as in the *Act*.

3. Association's Office

The office of the Association is at Room 3, First Floor, McDougall Building, Ellerslie Road, Battery Point or such other place as the Board may determine.

4. Objects and purposes of the Association

- (1) The objects of the Association are to: -

- (a) establish a set of recommendations for the SmartFood Program for use in school canteens throughout Tasmania, the basis of which shall be good nutrition, and safe, hygienic food preparation;
 - (b) liaise with the Tasmanian Government education and health departments to ensure departmental policies are consistent with the Association directions;
 - (c) provide advice and support to school communities on the operation of school canteens;
 - (d) assist school canteens to provide food consistent with Australian Dietary Guidelines;
 - (e) encourage school canteens to support the Health and Wellbeing curriculum in their schools;
 - (f) provide nutrition information and resources to school canteens;
 - (g) liaise with food producers and food distributors to ensure that a wide variety of high quality healthy food choices is available to all Tasmanian school canteens;
 - (h) encourage all Tasmanian schools to become members of the Association;
 - (i) encourage representation of all school canteens in the Association;
 - (j) work with and support other state school canteen associations;
 - (k) encourage school canteen staff to gain training in all areas of canteen management; and
 - (l) perform all obligations outlined in the Association's Service Agreement with the Department of Education and the Department of Health and Human Services.
- (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 that may be deemed necessary or convenient for any of the objects or purposes of the Association;
 - (b) the buying, or 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, whether subject to a special trust or not, 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 such newsletters, periodicals, booklets, leaflets, or other documents as the Board or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
- (g) the borrowing and raising of money in such manner and on such 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; and
- (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 the Association

(1) A person who is approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription fixed under these rules.

(2) Membership may fall into either of four categories: -

(a) **Individual Membership** - A person who supports the aims of the Association. Individual members are entitled to one vote.

(b) **School Community Membership** - A person nominated by a school community in accordance with rule 2 who supports the aims of the Association. Each school community is permitted to have no more than 2 members at any one time, and is entitled to a maximum of 2 votes.

(c) **Corporate Membership** - An organisation, association etc, that supports the aims of the association but not eligible to apply for individual, school or general membership shall be eligible to apply for corporate membership. Corporate members are not entitled to vote.

(3) A person who is eligible for membership of the Association shall be admitted to membership upon: -

(a) completion of the application form and payment of annual membership fee.

(b) approval by the Executive Officer with oversight from the Board..

(4) As soon as is practicable after the receipt of an application the Public Officer shall refer the application to the Executive Officer.

(5) Upon an applicant being approved by the Executive Officer, the Public Officer shall, as soon as practicable, notify the applicant in writing, that he or she has been approved for membership of the Association and, upon receipt of the sum payable by or on behalf of the applicant as the first year's subscription, shall enter the applicants name in a register of members.

(6) A member of the Association may, at any time, resign from the Association by submitting written notice of resignation in hard copy or electronic form.

- (7) Upon receipt of a notice under sub-rule (6) of this rule, the Public Officer shall remove the name of the member from the register of members.
- (8) A 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 upon the cessation of the membership.
- (9) In the event of the Association being wound up (in accordance with section 37 of these rules):-
 - (a) every member of the Association; and
 - (b) every person who within the period of twelve months immediately proceeding 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.
- (10) Any liability under sub rule (9) is not to exceed \$1.00.
 - (11) A former member is not liable to contribute under subrule (9) 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 shall be applied solely towards the promotion of the objects and purposes of the Association.
- (2) No portion thereof shall be paid or transferred to any members of the Association.
- (3) The Association shall not: -
 - (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) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Association of: -

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

(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.

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

7. Accounts of Receipts, Expenditure, etc.

(1) True accounts shall be kept: -

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

(b) of the property, credits, and liabilities of the Association, and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the members of the Association.

(2) The Treasurer of the Association shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as the Board may direct.

(3) The accounts, books and records referred to in sub-rule (1) and (2) of this rule shall be kept at the Association's office or at such other place as the Board may decide.

8. Banking and Finance

- (1) The Treasurer or other member authorised by the Board of the Association shall, on behalf of the Association, receive all money paid to the Association and forthwith after the receipt thereof issue official receipts therefore.
- (2) The Board shall cause to be opened with any bank Building Society or Credit Union as the Board selects an account in the name of the Association into which all moneys received shall be paid as soon as possible after receipt.
- (3) The Board may receive from the Association's financial institution the cheques drawn by the Association on any of its accounts with the financial institution and may release and indemnify the financial institution from and against all claims, actions suits, demands that may be brought against the financial institution arising directly or indirectly out of those cheques.
- (4) All expenditure drawn on, and withdrawals from, the Association's account is to be in accordance with the Associations Expenditure Policy.

9. Auditor

- (1) At each annual general meeting of the Association, the members present shall appoint a person as the auditor of the Association.
- (2) A person so appointed shall hold office until the annual general meeting, next after that at which he is appointed, and is eligible for re-appointment.
- (3) The first auditor of the Association may be appointed by the Board before the first annual general meeting, and, if so appointed, shall hold office until the first annual general meeting, unless previously removed by a resolution of the members at a general meeting, in which case the members at 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 shall appoint an auditor of the Association for the then current financial year of the Association.
- (5) Except as provided in sub-rule (3) of this rule, 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 and the person so appointed shall 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 thereon to the members present at the annual general meeting.
- (3) In the report, and in certifying to the accounts, the auditor shall 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 shall cause to be delivered to the auditor a list of all the accounts, books, and records of the Association.
- (5) The Auditor: -
 - (a) has a right of access to the accounts, books, records, vouchers and documents of the Association;
 - (b) may require from the servants of the Association such information and explanations as may be necessary for the performance of the duties as auditor;
 - (c) may employ persons to assist in investigating the accounts of the Association; and
 - (d) may, 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, in each year, hold an annual general meeting.
- (2) The annual general meeting shall be held on such day (being not later than four months after the close of the financial year of the Association) as the Board may determine.
- (3) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- (4) The annual general meeting shall be specified as such in the notice convening it.
- (5) The ordinary business of the annual general meeting shall be:-
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Board, auditor, and servants of the Association reports upon the transaction of the Association during the last preceding financial year;
 - (c) to elect the officers of the Association and the ordinary Board members;
 - (d) to appoint the auditor and determine his or remuneration; and
 - (e) to determine the remuneration of servants of the Association.
- (6) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (7) All general meetings other than the annual general meeting shall be called special general meetings.

12. Special General Meetings

- (1) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The Board shall, on the requisition in writing of not less than ten members, 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 twenty-one days from the date on which a requisition therefore is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.
- (5) A special general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

13. Notices of General Meetings

At least 14 days before the day on which a general meeting of the Association is to be held, the Public Officer of the Association is to publish in at least one newspaper circulating in Tasmania an advertisement specifying: –

- (a) the place, day and time at which the meeting is to be held; and
- (b) the nature of the business that is to be transacted at the meeting.

14. Business and Quorum at General Meetings

- (1) All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- (2) Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time the meeting considers that business.
- (3) A quorum for the transaction of the business of a general meeting is:-
 - (a) fifteen (15) members of the Association entitled to vote; or

- (b) in the event 15 voting members are not present, at least five (5) members of the Board.
- (4) If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting: –
 - (a) if convened on the requisition of members of the Association, is dissolved; or
 - (b) if convened by the Board, is to be adjourned to the same day in the next week at the same time and: –
 - (i) at the same place; or
 - (ii) at any other place specified by the chairperson: –
 - (A) at the time of the adjournment; or
 - (B) by notice in a manner determined by the chairperson.
- (5) If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

15. President to Preside at General Meetings

- (1) The President, or in his or her absence, the Vice-President, , shall preside as chairperson at every general meeting of the Association.
- (2) If the President and Vice-President are absent from a general meeting, the members present shall elect one of the number to preside as chairperson.

16. Adjournment of General Meetings

- (1) The chairperson 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.

- (3) Except as provided in the foregoing provisions of this rule, 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 shall be determined on a show of hands; and
- (2) A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.

18. Votes

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only. Subject to category of Membership in Rule 5.2.
- (2) All votes shall be given personally.
- (3) In the case of an equality of voting on a question the chairperson of the meeting is entitled to exercise a second or casting vote.

19. Taking of Poll

- (1) If at a meeting a poll on any question is demanded: –
 - (a) it shall be taken at that meeting in such manner as the chairperson directs; and
 - (b) the result of the poll shall be deemed to be the resolution of the meeting on that question.

20. When Poll to be Taken

- (1) A poll that is demanded on the election of a chairperson, or on question of adjournment, shall be taken immediately; and
- (2) A poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson directs.

21. 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 23.
- (2) The Board:-
 - (a) is to control and manage the business and affairs of the Association;
 - (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) subject to the *Act* and these rules, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

22. Officers of the Association

- (1) The Officers of the Association are as follows: -
 - (a) a President;
 - (b) one Vice-President;
 - (c) a Treasurer; and
 - (d) a Secretary
- (2) The provisions of sub-rules (2), (3), and (4) of rule 24, so far as they are applicable and with the necessary modifications apply to and in relation to the election of persons to any of the offices mentioned in sub-rule (1) of this rule.
- (3) Each Officer of the association shall hold office until the annual general meeting next after the date of his election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office mentioned in sub-rule (1) of this rule, the Board may appoint one of its members to fill the vacancy office, until the next annual general meeting following the date of appointment.

23. Constitution of the Board

- (1) The Board consists of: -
 - (a) the Officers of the Association; and
 - (b) at least 2 other members elected at the annual general meeting of the Association in each year.
- (2) Each ordinary Board member is to hold office for a maximum period of three (3) years but is eligible for re-election at any annual general meeting after expiry of office.
- (3) In the event of a casual vacancy occurring in the office of an ordinary Board member, the Board may appoint a member of the Association to fill the vacancy until the conclusion of the next annual general meeting after the appointment.

24. Election of Numbers of Board

- (1) A nomination of a candidate for election as an Officer of the Association or as an ordinary Board members is to be: -
 - (a) made in writing signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
 - (b) delivered to the Public Officer of the Association at least ten days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Board: -
 - (a) the candidates nominated are taken to be elected; and
 - (b) further nominations are to be received at the annual general meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of Officers and ordinary Board members is to be conducted at the annual general meeting in the manner determined by the Board.

25. Vacation of office

For the purpose of these rules, the office of an Officer of the Association, or of an ordinary board member, becomes casually vacant if the Officer or board member: –

- (a) dies; or
- (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- (c) becomes a represented person within the meaning of the Guardianship and Administration Act 1995; or
- (d) resigns office in writing addressed to the board; or
- (e) ceases to be ordinarily resident in Tasmania; or
- (f) is absent from 3 consecutive meetings of the Board without the permission of the other members of the Board; or
- (g) ceases to be a member of the Association; or
- (h) fails to pay all arrears of subscription within 14 days after receiving a notice in writing signed by the Public Officer of the Association stating that the officer or Board member has ceased to be a financial member of the Association.

26. Meetings of the Board

- (1) The Board is to meet at least once every 3 months at any place and time the Board determines.
- (2) A meeting of the Board, other than a meeting referred to in subrule (1), may be convened by the President or any 4 of the members of the Board.
- (3) Written notice of any special Board meeting is to be served on members of the Board and is to specify the general nature of the business to be transacted.
- (4) A special Board meeting may only transact business of which notice is given in accordance with subrule (3).
- (5) A quorum for the transaction of the business of a meeting of the Board is five (5) members of the Board.

- (6) Business is not to be transacted at a meeting of the Board unless a quorum is present.
- (7) If a quorum is not present within half an hour after the time appointed for the commencement of: –
 - (a) a meeting of the Board (other than a special Board meeting), the meeting is to be adjourned to the same day in the next week at the same time and at the same place; or
 - (b) a special Board meeting, the meeting is dissolved.
- (8) At each meeting of the Board, the chairperson is to be: –
 - (a) the President; or
 - (b) in the absence of the President, a Vice-President; or
 - (c) in the absence of the President or Vice-President, a member of the Board elected to preside as chairperson by the members of the Board present at the meeting.
- (9) Any question arising at a meeting of the Board is to be determined: –
 - (a) on a show of hands; or
 - (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- (10) On any question arising at a meeting of the Board, a member of the Board (including the chairperson) has one vote only.
- (11) Despite subrule (10), in the case of an equality of votes, the chairperson has a second or casting vote.
- (12) Unless otherwise agreed by each Board member, written notice of each Board meeting is to be served on each member of the Board by: –
 - (a) giving it to the member during business hours at least 5 days before the day on which the meeting is to be held; or
 - (b) leaving it, during business hours at least 5 days before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or

- (c) sending it by post to the person's postal or residential address or address of business or employment last known to the server of the notice in sufficient time for it to be delivered to that address in the ordinary course of post at least 5 days before the day on which the meeting is to be held; or
- (d) faxing it to the member's fax number at least 5 days before the day on which the meeting is to be held; or
- (e) emailing it to the member's email address at least 5 days before the day on which the meeting is to be held.

27. 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 shall disclose the interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if the interest then exists, or, in any other case, at the first meeting of the Board after the acquisition of his 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 shall disclose the interest at the first meeting of the Board after he becomes so interested.
- (3) No member of the Board shall 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 shall not be counted.

28. Sub-Boards

- (1) The Board may: -
 - (a) appoint a sub-Board from the Board ; and
 - (b) prescribe the powers and functions thereof. Any sub-Board shall be bound by the rules of the Association.
- (2) The Board may co-opt any person as a member of a sub-Board without voting rights, whether or not the person is a member of the Association.
- (3) A quorum for the transaction of the business of a meeting of the sub-Board is three (3) appointed members entitled to vote.
- (4) The Public Officer of the Association is to convene meetings of a sub-Board.

- (5) Any question arising at a meeting of a sub-Board is to be determined: –
 - (a) on a show of hands; or
 - (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- (6) On any question arising at a meeting of a sub-Board, a member of the sub-Board (including the chairperson) has one vote only.
- (7) Unless otherwise agreed by each sub-Board member, written notice of each sub-Board meeting is to be served on each member of the sub-Board by: –
 - (a) giving it to the member during business hours at least 5 days before the day on which the meeting is to be held; or
 - (b) leaving it, during business hours at least 5 days before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
 - (c) sending it by post to the person's postal or residential address or address of business or employment last known to the server of the notice in sufficient time for it to be delivered to that address in the ordinary course of post at least 5 days before the day on which the meeting is to be held; or
 - (d) faxing it to the member's fax number at least 5 days before the day on which the meeting is to be held; or
 - (e) emailing it to the member's email address at least 5 days before the day on which the meeting is to be held.

29. Executive Board

- (1) The President, the Vice-President, the Treasurer and the Secretary constitute the executive Board.
- (2) During the period between meetings of the Board, the executive committee may issue instructions to the Public Officer and servants of the Association in matters of urgency connected with the management of the affairs of the Association.
- (3) The executive Board is to report on any instructions issued under subrule (2) to the next meeting of the Board.

30. Annual Subscription

- (1) The annual subscription payable by members shall be fixed by the Board.
- (2) The amount of 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.

31. Financial Year

- (1) The financial year of the Association is the period beginning on 1st July in each year and ending on the 30th June next following.

32. Notices

Except as otherwise provided by these rules, a document may be served under these rules on a person by: –

- (a) giving it to the person; or
- (b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- (c) faxing it to the person's fax number; or
- (d) emailing it to the person's email address.

33. Expulsion of Members

- (1) The Board may expel a member from the Association if, in the opinion of the Board the member has been guilty of conduct detrimental to the interests of the Association.
- (2) The expulsion of a member pursuant to sub-rule (1) does not take effect until the later of the following: -
 - (a) the expiration of fourteen (14) days after the service on the member of a notice under sub-rule (3); or

- (b) if the member exercises his or her 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 shall, without undue delay, 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 the right of appeal against the expulsion under rule 33.

34. Appeal against expulsion

- (1) A member may appeal against an expulsion under rule 32 by serving on the Public Officer of the Association, within 14 days after the service of the notice under rule 32(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 under sub-rule (1), the Public Officer is to immediately notify the Board of its receipt.
- (3) The Board is to cause a special general meeting to be held within 21 days after the date on which the requisition is received.
- (4) At a special general meeting convened for the purpose of this rule: -
 - (a) no business other than the question of expulsion shall be transacted;
 - (b) the Board may place before the meeting details of the grounds of the expulsion and the Board's reasons for the expulsion;
 - (c) the expelled member shall be given an opportunity to be heard; and
 - (d) the members of the Association present are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- (5) If at the special general meeting a majority of the members' present vote in favour of the lifting of the expulsion, the expulsion is lifted and the expelled member is entitled to continue as a member of the Association.

- (6) If at the special general meeting a majority of the members' present vote in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Association.

35. 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 33.

36. Seal of the 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 is not be affixed to any instrument except by the authority of the Board.
- (3) The affixing thereof shall be attested by the signature either 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) If a sealed instrument is attested under subrule (3), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Board.
- (5) The seal shall remain in the custody of the Public Officer.

37. Dissolution of Organisation

- 1) The Board shall call a special general meeting of the Association in accordance with rule 12 upon receiving the written requisition of ten (10) members, or one half of the members of the Association whichever number shall be the lesser, calling for the dissolution of the Association and stating the grounds upon which such requisition is made.
- (2) The requisition to dissolve the Association shall be duly passed and adopted by the meeting if it is approved by 75% of the members present and voting.

- (3) Upon the passing of a resolution to wind up the Association the meeting shall resolve that the debts and liabilities of the Association and the expenses of the winding up shall be paid and discharged any surplus of assets of the Association shall be subject to any order of the Court which may be made under S.33 of the Act.
- (4) If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
 - (a) gifts of money or property for the principal purpose of the organisation
 - (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 - (c) money received by the organisation because of such gifts and contributions.

38. Amendments to this constitution

1. Amendments to this Constitution will require a resolution passed by a majority of 75% of the School Food Matters board members.