

AUSTRALIAN NUTRITION FOUNDATION INC.

(VICTORIAN DIVISION)

**CONSTITUTION JULY 1993
AMENDED MARCH 1999**

CONTENTS

1. Name
2. Interpretation
3. Objectives
4. Powers
5. Management of Funds
6. Members
7. Fees & Subscriptions
8. Register of Members
9. Cessation of Membership
10. Annual General Meetings
11. Extraordinary General Meetings
12. Procedure at General Meetings
13. Role of Committee of Management
14. Membership of Committee of Management
15. Proceedings of Committee of Management
16. Records & Responsibilities
17. Audit of Accounts
18. Public Statements
19. Seal of the Division
20. Public Officer
21. Indemnity
22. Alteration of Rules
23. Winding Up
24. Ministerial Consent

1. NAME

- 1.1. The name of the incorporated association is Australian Nutrition Foundation Inc. (Victorian

Division) (in these rules called "the Division").

2. INTERPRETATION

- 2.1. In these rules, unless the contrary intention appears:-
"Member" means a member of the Division.
"Ordinary Member" means an ordinary member of the Australian Nutrition Foundation Inc.
"nutrition professional" means a person having such tertiary educational qualifications and experience in nutrition as are determined from time to time by the Council.
"Committee" means the Committee of Management of the Division.
"Financial year" means the year ending on 31 December.
"Council" means the Council of the Australian Nutrition Foundation Inc.
"The Act" means the Associations Incorporation Act.
"The Regulations" means regulations under the Act.
- 2.2. Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretations Act 1958 and the Act as in force from time to time.

3. OBJECTIVES

- 3.1. General Objectives - The objects of the Division 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
- 3.2.1. To advance the science of nutrition and its application with special reference to
- the current nutritional status of the Australian people;
 - changes in food habits in relation to health and well-being;
 - changes in foods brought about by developments in technology in agriculture and industry;
 - the effects of information and education programs and the media.
- 3.2.2. To acquire and disseminate knowledge of nutritional science and the means of communicating nutritional knowledge to the community.
- 3.2.3. To increase awareness in the community of principles of human nutrition and dietetics.
- 3.2.4. To encourage the application of these principles by groups and individuals such as
- medical practitioners, health professionals and health services;
 - educators and educational authorities;
 - the food industry;
 - persons responsible for food services outside the home;
 - the media;
 - consumer groups, families and individuals.
- 3.2.5. To encourage innovation in the dissemination of nutritional knowledge.
- 3.2.6. To implement the policy of the Australian Nutrition Foundation Inc. as determined by the Council from time to time.
- 3.2.7. To trade and carry on any ancillary activity, whether or not of a commercial nature, which in the opinion of the Council is compatible with and/or expedient for the attainment of its objects set out in this rule 3.

4. POWERS

- 4.1. **Specific Powers** - For the purpose of carrying out the objectives the Division has the following powers:
- 4.1.1. Make announcements.
 - 4.1.2. Produce and issue publications to members and the public.
 - 4.1.3. Make representations to federal, state and local governments and agencies of such governments.
 - 4.1.4. Co-operate with any other association, company or body having objects in whole or in part similar to the objects of the Division.
 - 4.1.5. Encourage, arrange for, promote, establish and support facilities for providing advice on nutritional matters to members or sections of the Australian public.
 - 4.1.6. Advise and co-operate with research workers and institutions on matters relevant to nutrition.
 - 4.1.7. Sponsor research and investigations into matters related to nutrition including the science of nutrition and the communication of nutrition information.
 - 4.1.8. Accept moneys by way of grants, gifts, bequests or otherwise, for any one or more of the objects or purposes of the Division.
 - 4.1.9. Invest any monies so obtained.
 - 4.1.10. Receive, obtain and hold any lands, money, securities and other real or personal property.
 - 4.1.11. Execute any special trusts in connection with moneys or property received, obtained or held by the Institution.
 - 4.1.12. Apply the capital and income of the funds and the property of the Division, or any part thereof, subject to such trusts (if any), for or towards the foregoing objects.
 - 4.1.13. Borrow and lend money and guarantee loans in such manner as the Division may think fit.
 - 4.1.14. Purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements of any other association or company having objects altogether or in part similar to the Division.
 - 4.1.15. 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.
 - 4.1.16. Employ such persons and organisations as may be deemed necessary and pay such sums to such persons and organisations as may be deemed reasonable and proper.
 - 4.1.17. Grant pensions, allowances and gratuities to employees or former employees of the Division 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 Division may decide.
 - 4.1.18. Do all such other lawful things as are incidental or conducive to the attainment of these objects.
 - 4.1.19. Carry out one or more of the foregoing objects independently or exclusively of the remainder of such objects.
 - 4.1.20. Carry out any or all of the objects of the Division in any part of Australia or elsewhere.

5. MANAGEMENT OF FUNDS

- 5.1. **Source Of Funds** - The funds of the Division shall be derived from fees, from grants and donations to the Division, and from such other activities as the Committee may decide.
- 5.2. **Use Of Funds** - The income and property of the Division wheresoever derived shall be applied

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

5.3. **Management Of Funds** - The funds of the Division shall be managed by the Secretary in accordance with directions of the Committee. Cheques of the Division shall be drawn and signed by such persons as the Committee shall determine.

5.4. **Accounts To Be Kept** - True accounts shall be kept of:

5.4.1. all sums of money received and expended by the Division and the matter in respect of which the

receipt or expenditure takes place; and

5.4.2. the property, credits and liabilities of the Division and, subject to any reasonable restrictions as to

time and manner of inspecting them that may be imposed by the Division for the time being, those accounts shall be open to the inspection of the members of the Division.

6. MEMBERS

Any corporation or person (whether in his or her own capacity or as duly appointed representative of any organisation) who fulfills the requirements and is admitted as an ordinary member of the Australian Nutrition Foundation Inc. and lives in the State of Victoria shall be deemed to be a member of the Division unless she/he indicates in writing to the Secretary that she/he does not wish to be a member of the Division.

7. FEES & SUBSCRIPTIONS

The Committee may determine, from time to time, amounts payable as fees and/or subscriptions.

8. REGISTER OF MEMBERS

The secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer.

9. CESSATION OF MEMBERSHIP

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

9.1. **Resignation** - A member of the Division may, at any time, resign from the Division by sending to the secretary a written notice of resignation.

9.2. **Expulsion** - In the event of the Australian Nutrition Foundation Inc. expelling an ordinary member, she/he shall be deemed to have ceased to be a member of the Division.

9.3. **Failure To Pay Fees** - In the event that a member shall fail to pay any fees payable to Australian Nutrition Foundation Inc. within three months of the due date, she/he shall be deemed to have ceased to be a member of the Division.

10. ANNUAL GENERAL MEETINGS

- 10.1. **Time For Holding Annual General Meeting** - The Division shall, in each year, hold an Annual General Meeting. The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year. The Annual General Meeting shall be held on such day (being not later than five months after the close of the financial year of the Division) as the Committee may determine.
- 10.2. **Notice Of Annual General Meeting** - The Secretary shall, at least twenty-eight days before the date fixed for holding an Annual General Meeting of the Division, cause all members to be notified of the place, day and time for the holding of the Annual General Meeting and of the nature of the business to be transacted thereat. The Annual General Meeting shall be specified as such in the notice convening it.
- 10.3. **Business Of Annual General Meeting** - The ordinary business of the Annual General Meeting shall be to:
- 10.3.1. confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
- 10.3.2. to receive from the Chair, Auditor, Secretary and Treasurer reports on the transactions of the Division during the last preceding financial year;
- 10.3.3. to elect the Chair, Deputy-Chair, Secretary, Treasurer and members of the Committee;
- 10.3.4. to appoint the Auditor.
- 10.4. **Additional Business Of Annual General Meeting** - The Annual General Meeting may transact special business of which notice is given in accordance with Clause 10.2.

11. EXTRAORDINARY GENERAL MEETINGS

The Committee may, whenever it thinks fit, convene an extraordinary general meeting. The Secretary shall, at least twenty-eight days before the date fixed for holding a general meeting of the Division, cause all members to be notified of the place, day and time for the holding of the general meeting and of the nature of the business to be transacted thereat.

12. PROCEDURE AT ANNUAL & EXTRAORDINARY GENERAL MEETINGS

- 12.1. **Quorum** - No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Ten members of the Division personally present 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 Committee may determine. If, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall constitute a quorum.
- 12.2. **Chair** - The Chair, or in her/his absence or unwillingness, the Deputy Chair, shall preside as chairperson at every general meeting. In the event of the absence or unwillingness of the Deputy Chair, the members present shall elect one of their number to be Chair of the meeting.
- 12.3. **Adjournment** - The Chair 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 place to place, but no business shall be transacted at an 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.

- 12.4. **Voting** - At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded either by the Chair or by at least three members present in person.
- 12.5. **Evidence Of Resolutions** - Unless a resolution is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, on entry to that effect in the book containing the minutes of proceedings of the Division 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.
- 12.6. **Withdrawal Of Demand For Poll** - The demand for a poll may be withdrawn.
- 12.7. **Poll** - If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs, and the result of the poll shall be the resolution of the meeting at which the poll demanded, but a poll demanded on a question of adjournment shall be taken forthwith.
- 12.8. **Casting Vote Of Chair** - In the case of an equality of votes whether on a show of hands or on a poll, the Chair of the meeting at which the poll is demanded shall be entitled to a second or casting vote.
- 12.9. **Casting Of Votes** - At any general meeting each member shall have one vote and may vote in person or by proxy. On a show of hands every member present shall have one vote, and, on a poll, every member present in person or by proxy, shall have one vote on his or her own behalf and one vote for each member he or she represents by proxy.
- 12.10. **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 Australian Nutrition Foundation Inc. and the Division have been paid.
- 12.11. **Objection To Entitlement Of Member To Vote** - No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chair of the meeting, whose decision shall be final and conclusive.
- 12.12. **Proxy** - The instrument appointing a proxy shall be in writing signed by the appointer 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.

The Australian Nutrition Foundation (Victorian Division) Incorporated
I, _____ of _____
being a member of the Australian Nutrition Foundation (Victorian Division) Incorporated hereby
appoint _____ of _____
being a member of the Australian Nutrition Foundation (Victorian Division) Incorporated, as my
proxy to vote for me and on my behalf at the Annual/Extraordinary General Meeting of the Australian

Nutrition Foundation (Victorian Division) Incorporated to be held on the day of 19 ,
and at any adjournment thereof.

Signed this day of 19 .
(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	Vote (for or against)
12.13. Lodgement 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.	
12.14. Validity Of Proxies - A vote given in accordance with the terms of an instrument of proxy, shall be valid notwithstanding the previous death or unsoundness of mind of the principal if no intimation in writing of such death or unsoundness of mind or revocation has been received by the Secretary before the commencement of the meeting or adjourned meeting at which the instrument is used.	

13. ROLE OF COMMITTEE OF MANAGEMENT

13.1. **Management Powers Of Committee** - The business of the Division shall be managed by and
vested in the Committee. The Committee may exercise all powers of the Division as are not required by the Act, or by this Constitution and these rules, to be exercised by the Division in general meeting or by the Australian Nutrition Foundation Inc.

13.2. **Engagement Of Employees** - The Committee shall engage all such persons as it may consider
necessary and shall regulate their duties and fix their salaries.

13.3. **Minutes** - The Committee shall cause minutes to be made of the names of all members present at
meetings of the Committee and of the Division and all proceedings and all meetings of the Committee and of the Division.

13.4. **Signing Of Minutes** - Such minutes shall be signed by the Chair of the meeting at which the
proceedings were held or by the Chair of the next succeeding meeting.

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

13.6. **Delegation Of Powers To Chair** - The Committee may specifically delegate any of its powers to
the Chair. These powers shall be listed in the Committee minutes.

- 13.7. **Appointment Of Council Members** - The Committee shall annually appoint two members to be members of Council, at least one of whom shall be a nutrition professional.

14. MEMBERSHIP OF COMMITTEE OF MANAGEMENT

- 14.1. The Committee shall consist of:
- 14.1.1. Chair
 - 14.1.2. Immediate Past Chair (if available)
 - 14.1.3. Deputy-Chair
 - 14.1.4. Treasurer
 - 14.1.5. Secretary
 - 14.1.6. not less than 3 and not more than 8 members
- 14.2. At least two thirds of the members of the Committee shall be nutrition professionals.
- 14.3. Election Of Members Of The Committee
- 14.3.1. Each member of the Committee shall be elected by the members of the Division at the Annual General Meeting.
- 14.3.2. Nominations shall be made in writing, signed by two members of the Division and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
- 14.3.3. shall be deposited with the secretary prior to the time fixed for holding the annual general meeting.
- 14.3.4. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 14.3.5. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 14.3.6. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 14.3.7. The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- 14.3.8. A candidate may nominate for more than one position but if elected to an office in respect of which the election occurs prior to the election of the second office, his nomination for the second office shall lapse.
- 14.4. **Tenure Of Members Of The Committee** - Each member of the Committee shall hold office until the annual general meeting next after the date of her/his election but is eligible for re-election.
- 14.5. **Vacancies On Committee**
- 14.5.1. The office of a member of the Committee becomes vacant if the member ceases to be a member of the Division or becomes an insolvent under administration within the meaning of the Companies (Victoria) Code or resigns her/his office by notice in writing given to the secretary.
- 14.5.2. In the event of a casual vacancy in the Committee, the Committee may appoint a member to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of her/his appointment.
- 14.5.3. Any member of the committee may resign from the committee by notice in writing served on the Secretary.

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

15. PROCEEDINGS OF THE COMMITTEE

15.1. **Time And Place Of Meetings** - The Committee shall meet at such times and places as may be determined from time to time by it and in the absence of any such determination at such times and places as the Secretary on the instructions of the Chair, shall notify to members of the Committee.

15.2. **Voting At Meetings** - Each member of the Committee present in person at the meeting shall have one vote and in the case of an equality of votes the Chair shall be entitled to a second or casting vote.

15.3. **Quorum** - At least 50% of the members of the Committee shall constitute a quorum.

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

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

16. RECORDS & RESPONSIBILITIES

16.2. **Secretary's Responsibility** - The Secretary of the Division 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 Division are faithfully kept in such formal manner as the Committee may direct and ensuring that a financial statement is presented at the Annual General Meeting.

16.3. **Treasurer's Responsibility** - If a Treasurer is appointed by the Committee, he or she shall present a financial statement at the Annual General Meeting and assist the Secretary in carrying out her/his duties in managing the funds of the Division.

16.4. **Place For Keeping Records** - The accounts, books, documents and securities of the Division shall be kept at the Division's office or at such place as the Committee may decide.

17. AUDIT OF ACCOUNTS

17.1. **Appointment of Auditor** - At each Annual General Meeting of the Division, the members shall appoint a person as the auditor. If an appointment is not made at the Annual Meeting or if the office of auditor shall be vacant, the Committee shall appoint an auditor of the Division for the period until the next Annual General Meeting.

17.2. **Auditor's Statement** - Once at least in each financial year of the Division, the accounts of the Division shall be examined by the auditor and shall certify as to the correctness of the accounts of the Division and shall report thereon to the members present at the next Annual General Meeting.

18. PUBLIC STATEMENTS

No person other than the Chair or a person delegated by the Chair or acting as Chair shall make any public statement purporting to express the views of the Division.

19. SEAL OF THE DIVISION

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

20. PUBLIC OFFICER

The Committee shall appoint a person as Public Officer of the Division and that Public Officer shall comply with all relevant requirements of the Act. The Committee may, at any time, remove such person as Public Officer of the Division.

21. INDEMNITY

If required under the Act, every member of the Committee, Auditor and employees of the Division shall be indemnified out of the assets of the Division against any liability incurred by her/him in defending any proceedings, whether civil or criminal in which judgement is given in her/his favour or in which she/he is acquitted or in connection with any application under the Act in which relief is granted to her/him by the Court in respect of any alleged negligence, default, breach of duty or breach of trust in connection with the Division.

22. ALTERATION OF RULES

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

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

23. WINDING UP

In the event of the winding-up of the Division its assets shall not in any circumstances be applied otherwise than for charitable purposes but shall, subject thereto, be distributed to the Australian Nutrition foundation Inc. (by whatever name it may from time to time be known), and

24. MINISTERIAL CONSENT

The provisions of these rules relating to trading and to winding-up may not be amended without the prior written consent of the Minister

25. TRADING

The association is authorised to trade in accordance with the Section 51 of the Act.