



Constitution and Rules
of
Foodcore Nutrition Services Incorporated
Established 1994

Amended by Special Resolution on each of the following dates below:

- 7 July 2000
- 25 November 2017
- 2 April 2005
- 3 September 2018
- 16 July 2008
- 3 December 2022
- 22 November 2008
- 16 May 2023
- 6 April 2013
- 25 November 2023
- 23 November 2013
- 22 February 2024

Formerly Western Australian School
Canteen Association Inc.

1. Name

The name of the Association shall be Foodcore Nutrition Services Incorporated. (Association Number: A1004170E) (**referred to herein as Foodcore or the Association**”).

2. Definitions

In this Constitution, the following definitions shall apply:

- (a) **“Act”** means the *Associations Incorporation Act 2015* (WA);
- (b) **“Annual General Meeting”** means the annual general meeting of the Association to be held in accordance with Rules 12.1 and 12.2;
- (c) **“Annual Membership Fee”** means the annual fee for Membership that must be paid by a Member in accordance with Rules 4.1 and 5;
- (d) **“Appeal Notice”** means an appeal notice to be provided by a Member to the Association in accordance with Rule 14.3;
- (e) **“Appointing Member”** means a Member who may appoint another Member who is a natural person to be their Proxy for the purposes of Rule 13.4;
- (f) **“Board”** means the Board of management of the Association;
- (g) **“Board Meeting”** means a meeting of the Board;
- (h) **“Board Member”** means a member of the Board;
- (i) **“Board Members Register”** means the register of Board Members maintained in accordance with the Act;
- (j) **“Books”** means the books of the Association which include, but are not limited to, the following:
 - (i) a Board Members Register or Members Register;
 - (ii) Financial Records, Financial Statements or Financial Reports, however compiled, recorded or stored;
 - (iii) a document; or
 - (iv) any other record of information of the Association;
- (k) **“By Laws”** means by-laws made by the Association under Rule 9.6 of this Constitution;
- (l) **“Chairperson”** means the chairperson of an Annual General Meeting as determined in accordance with the Rules of this Constitution;
- (m) **“Chief Executive Officer”** means the chief executive officer of the Association appointed by the Board in accordance with Rule (a);
- (n) **“Commissioner”** means the person for the time being designated as the commissioner under section 153 of the Act;

- (o) **“Committee”** means a committee of Committee Members appointed by the Board in accordance with Rule 9.11 of this Constitution;
- (p) **“Committee Meeting”** means a meeting of Committee Members in accordance with Rule 9.11;
- (q) **“Committee Member”** means a member of a Committee;
- (r) **“Constitution”** means this constitution of the Association (as may be amended from time to time);
- (s) **“Deductible Gift Recipient”** means an entity or fund that is endorsed as a deductible gift recipient under the *Income Tax Assessment Act 1997* (Cth) and can therefore receive tax deductible gifts;
- (t) **“Ex Officio Member”** means an ex officio member of the Association, Board, Committee (as the context requires) who is a member by virtue of holding another office;
- (u) **“Food Environment”** means the collective physical, economic, policy and socio-cultural surrounding, opportunities and conditions that influence a person’s food and beverage choices and nutritional status;
- (v) **“Food Service”** means all settings that provide a food service or food outlet including, but not limited to, school canteens, sport and recreation venue canteens or kiosks, vending machines, food trucks and caterers;
- (w) **“Financial Records”** include, but are not limited to, the following financial records of the Association:
 - (i) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
 - (ii) documents of prime entry; and
 - (iii) working papers and other documents needed to explain:
 - (A) the methods by which Financial Statements are prepared; and
 - (B) adjustments to be made in preparing Financial Statements;
- (x) **“Financial Report”** means the financial report of a Tier 2 Association or a Tier 3 Association as defined in section 63 of the Act;
- (y) **“Financial Statements”** means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;
- (z) **“Financial Year”** means the financial year of the Association, being the period commencing on 1 July and ending on 30 June each year;
- (aa) **“General Meeting”** means a general meeting of the Association that all Members are entitled to receive notice of and to attend;
- (bb) **“Gift Assets”** means, for the purposes of Rule 18, the following assets of the gift fund of the Association:
 - (i) gifts of money or property to; or
 - (ii) contributions made in relation to an eligible fundraising event held by, the association for the purposes of allowing the association to undertake its principal objects (or money received by the organisation as a result of such gifts or contributions);

- (cc) **“Life Member”** means a person who becomes a life member in accordance with Rule 4.3;
- (dd) **“Life Membership”** means the type of Membership held by a Life Member in accordance with Rule 4.3;
- (ee) **“Member”** means a person (including a body corporate) who is a member of the Association;
- (ff) **“Membership”** means the membership held by a Member in accordance with Rule 4;
- (gg) **“Membership Form”** means the membership form that a proposed new Member must sign and return to the Association before coming a Member in accordance with Rule 4.2;
- (hh) **“Members Register”** means the register of Members referred to in section 53 of the Act;
- (ii) **“Notice of Meeting”** means a written notice of a General Meeting of the Association;
- (jj) **“Office Bearer”** means an office bearer of the Association under Rule 11.1 of this Constitution;
- (kk) **“Ordinary Board Member”** means a Board Member who is not an Office Bearer of the Association as set out in Rule 8 of this Constitution;
- (ll) **“Ordinary Resolution”** means a resolution passed by the votes of not less than fifty percent (50%) of the:
 - (i) Members who may cast a vote at a General Meeting; or
 - (ii) Board Members who may cast a vote at a Board Meeting,
 as the context requires;
- (mm) **“President”** means the Board Member holding office as the president of the Association;
- (nn) **“Proxy”** means a proxy appointed by an Appointing Member for the purposes of Rule 13.4;
- (oo) **“Rules”** means these rules of the Association (as amended from time to time);
- (pp) **“School Canteen”** means any facility which provides a regular Food Service to the students of any registered educational facility;
- (qq) **“Secretary”** means the secretary of the Association;
- (rr) **“Special Board Member”** means a special Board Member who has a particular skill set or area of expertise needed by the Board (as determined by the Board at its absolute discretion) as may be appointed by the Board under Rule 8.5;
- (ss) **“Special General Meeting”** means a General Meeting of the Association other than the Annual General Meeting;
- (tt) **“Special Resolution”** means a resolution passed by the votes of not less than seventy five (75%) of the:

- (i) Members who may cast a vote at a General Meeting in accordance with section 51 of the Act; or
- (ii) Board Members who may cast a vote at a Board Meeting, as the context requires;
- (uu) **“Suspension Notice”** means a written notice of a Members suspension provided by the Association to the relevant Member in accordance with Rule 14.2;
- (vv) **“Termination Notice”** means a written notice of a Members suspension provided by the Association to a Member in accordance with Rule 14.2;
- (ww) **“Tier 1 Association”** means an incorporated association to which section 64(1) of the Act applies;
- (xx) **“Tier 2 Association”** means an incorporated association to which section 64(2) of the Act applies;
- (yy) **“Tier 3 Association”** means an incorporated association to which section 64(3) of the Act applies;
- (zz) **“Treasurer”** means the treasurer of the Association
- (aaa) **“Unanimous Resolution”** means a resolution passed by the votes of all of the:
 - (iii) Members who may cast a vote at a General Meeting; or
 - (iv) Board Members who may cast a vote at a Board Meeting, as the context requires
- (bbb) **“Wellbeing”** refers to the complex combination of a person’s physical, mental, emotional and social health factors.

3. Purpose and objects of Association

3.1. The purpose of the Association is to provide nutrition and Food Service support.

3.2. The objects of the Association are:

- (a) to promote the provision of healthy Food Environments where we work, learn and play;
- (b) being a leader in influencing policy and advocating for healthy Food Environments consistent with the Australian Dietary Guidelines;
- (c) to advocate for the relationship between food and wellbeing;
- (d) to provide evidence based advice, training and support to create healthy Food Environments and viable Food Services;
- (e) to engage and collaborate with key stakeholders and organisations with objects similar to the objects of the Association; and
- (f) to be a not-for-profit organisation.

3.3. The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members of the Association, except in good faith in the promotion of those objects or purposes.

4. Membership of Association

4.1. A person or organisation:

- (a) which is approved for Membership by the Board; and
- (b) agrees to be bound by the Rules of this Constitution,

is eligible to be a Member of the Association upon receipt of payment of the Annual Membership Fee.

4.2. There are two types of Membership, as determined by the Board and reflected in the Membership Form, being voting and non-voting Members.

4.3. Life Membership of the Association may be conferred on any person who, in the opinion of the Board, has given exceptional service to the Association for a period of not less than five (5) years.

4.4. For the purposes of Rule 4.3, Life Membership may only be conferred at an Annual General Meeting, subject to the Board of the Association:

- (a) passing an Ordinary Resolution to approve the nomination of the relevant person prior to the circulation of the Notice of Meeting; and
- (b) including a motion to confer Life Membership at the Annual General Meeting in the relevant Notice of Meeting.

4.5. A Life Member shall have the same rights and privileges as other Members, but shall not be required to pay an Annual Membership Fee.

4.6. A person ceases to be a Member when any of the following events take place:

- (a) for a Member who is an individual, the individual dies;
- (b) for a Member who is a body corporate, the body corporate is wound up;
- (c) the person resigns from the Association;
- (d) the person is expelled from the Association; or
- (e) the person ceases to be a Member under this Rule 4.

4.7. The Secretary must, for at least one (1) year after a person ceases to be a Member, keep a record of:

- (a) the date on which the person ceased to be a Member; and
- (b) the reason why the person ceased to be a Member.

4.8. With respect to the Members Register:

- (a) the Secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the Members Register and record in that Members Register any change in the Membership of the Association;
- (b) in addition to the matters referred to in section 53(2) of the Act, the Members Register must include the class of Membership to which each Member belongs and the date on which each Member becomes a Member;
- (c) the Members Register must be kept at the Association's office (or at any other place that acts as the principal place of business for the Association);
- (d) a Member who wishes to inspect the Members Register must contact the Secretary in writing to make the necessary arrangements; and
- (e) if:
 - (i) a Member inspecting the Members Register wishes to make a copy of, or take an extract from, the Members Register under section 54(2) of the Act; or
 - (ii) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the Members Register,the Board may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

5. Annual Membership Fee

- 5.1. The Annual Membership Fee is payable annually and becomes due and payable [at the beginning of each Calendar Year]. Any Member whose Annual Membership Fee is more than three (3) months in arrears may, at the discretion of the Board, be removed from the Members Register.
- 5.2. The Annual Membership Fee shall be established at each Annual General Meeting on recommendation of the Board.
- 5.3. Where the charging of the Annual Membership Fee would cause hardship or otherwise prevent a person or organisation from obtaining Membership then the Board may, in its absolute discretion, reduce or waive the Annual Membership Fee for that particular person or organisation.

6. Board of Association

Management of the affairs of the Association shall be vested in a Board comprised of the:

- (a) four (4) Office Bearers specified in Rule 11.1, all of whom shall be elected from the Members of the Association; and
- (b) a minimum of three (3) and a maximum of five (5) Members, all of whom shall be elected by, and from, the Members of the Association at an Annual General Meeting in accordance with Rule 7.

7. Nomination and election of Board Members

- 7.1. At least twenty-eight (28) days before an Annual General Meeting, a Notice of Meeting must be sent to all Members calling for nominations for election to the Board and stating the date by which nominations must be received to comply with Rule 7.2.
- 7.2. A Member who wishes to be considered for election to the Board at the Annual General Meeting must nominate for election by sending written notice of their nomination to the Board at least seven (7) days before the Annual General Meeting.
- 7.3. A Member whose nomination does not comply with this Rule 7 is not eligible for election to the Board, unless the Member is nominated under Rules 7.4 to 7.8.
- 7.4. If there is no nomination for a position under Rule 7.2, the Chairperson of the Annual General Meeting may call for nominations from the Members at the Annual General Meeting.
- 7.5. If only one (1) Member has nominated for a position under Rule 7.4, the Chairperson of the Annual General Meeting must declare the Member elected to the position.
- 7.6. If more than one (1) Member has nominated for a position under Rule 7.4, the Members at the General Meeting must vote in accordance with procedures that have been determined by the Board (at its absolute discretion) to decide who is to be elected to the position.
- 7.7. Each Member present at the Annual General Meeting may vote for one (1) Member who has nominated for the position.
- 7.8. A Member who has nominated for the position may vote for themselves.
- 7.9. If a new President of the Association is elected, they may take over as the Chairperson of the Annual General Meeting upon their election at that Annual General Meeting.

8. Procedure for nomination and election of Board Members

- 8.1. Subject to the Rules of this Constitution, each successful candidate elected as a Board Member at an Annual General Meeting shall be elected, and hold office, for a period of two (2) years until their position is declared vacant at the next relevant Annual General Meeting in accordance with Rule 8.2 or 8.3 (as the context requires).
- 8.2. The positions of the following Board Members shall be declared vacant at the Annual General Meeting held for each Financial Year that ends in an odd number:
 - (a) President;
 - (b) Secretary;
 - (c) the first (1st) appointed Ordinary Board Member (in chronological order of date of appointment);
 - (d) the third (3rd) appointed Ordinary Board Member (in chronological order of date of appointment); and
 - (e) if applicable, the fifth (5th) appointed Ordinary Board Member (in chronological order in date of appointment).
- 8.3. The positions of the following Board Members shall be declared vacant at the Annual General Meeting held for each Financial Year that ends in an even number (and, for the sake of clarity each Financial Year that ends in zero (0)):
 - (a) Vice President;
 - (b) Treasurer;

- (c) the second (2nd) appointed Ordinary Board Member (in chronological order of date of appointment); and
- (d) if applicable, the fourth (4th) appointed Ordinary Board Member (in chronological order of date of appointment).

- 8.4. Subject to Rule 8.5, a Board Member who has their position declared vacant in accordance with Rule 8.2 or 8.3 (as the context requires), is eligible for re-election at the relevant Annual General Meeting.
- 8.5. The Board may also appoint up to two (2) additional Special Board Members for a term not exceeding twelve (12) months from the date of their appointment, provided that the appointment of any Special Board Member is not made within one (1) month of the declaration of the outcome of the Board elections after an Annual General Meeting.
- 8.6. The appointment of a Special Board Member under Rule 8.5 is in addition to the limits on Board Members established under Rule 6.

9. Duties and powers of the Board

- 9.1. The Board shall manage the affairs and finances of the Association when a General Meeting is not in session.
- 9.2. The Board must, at a minimum, meet together for the dispatch of business not less than four (4) times in each Financial Year.
- 9.3. The President, or at least half ($\frac{1}{2}$) of the other Board Members, may convene a Board Meeting at any time with at least seven (7) days written notice of the Board Meeting to the other Board Members. The Board Members may also agree, by Unanimous Resolution, to shorter notice of the relevant Board Meeting.
- 9.4. Each Board Member has one (1) deliberative vote.
- 9.5. A question arising at a Board Meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board Meeting will have a casting vote in addition to their deliberative vote.
- 9.6. The Board shall have the power to frame By Laws consistent with these Rules. Such by-laws shall be binding on Members until repealed or amended by the Board or by Special Resolution of Members at any General Meeting.
- 9.7. The Board shall have the power to fill any vacancy occurring in their Membership during the year. Such appointment shall be valid until the next Annual General Meeting.
- 9.8. No Board Member shall undertake to arrange on their own responsibility, anything to which it is necessary to couple the name of the Association or to affix their name to any printed form or document of any kind affecting the Association or its affairs without the concurrence of the Board by resolution.
- 9.9. At any Board Meeting fifty percent (50%) of its Members shall form a quorum.

- 9.10. Any Board Member who is absent from three (3) consecutive Board Meetings without leave of the Board may, subject to the passing of an Ordinary Resolution of Board Members (in which circumstances the relevant Board Member is prohibited from voting), be required to forfeit Membership of the Board.
- 9.11. The Board may form Committees to deal with particular aspects of its work (as deemed necessary by the Board at its absolute discretion). Such Committees shall be responsible to the Board and the President shall be Ex Officio Member of all Committees. At all Committee Meetings, a quorum shall comprise of not less than fifty percent (50%) of its Committee Members.
- 9.12. The Board shall make the Associations records and documents available for inspection by Members at any mutually convenient time.
- 9.13. The Board shall at all times be responsible to the Members.
- 9.14. Subject to these Rules, the procedure and order of business followed at a Board Meeting must be determined by the Board Members present at the Board Meeting.
- 9.15. As required under sections 42 and 43 of the Act, a Board Member having any material personal interest in a matter being considered by the Board must:
- (a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Board; and
 - (b) not be present while that matter is being considered by the Board or vote on the matter.
- 9.16. Rule 9.15 does not apply with respect to a material personal interest that exists only by virtue of the fact that the Board Member is:
- (a) a Member of a class of persons for whose benefit the Association is established; or
 - (b) an employee of the Association.
- 9.17. The Secretary must cause every disclosure made under 9.15(a) by a Board Member to be recorded in the minutes of the Board Meeting at which it is made.

10. Chief Executive Officer

- 10.1. The Board shall, at its absolute discretion, have the power to:
- (a) appoint and remove a Chief Executive Officer; and
 - (b) determine the remuneration and terms and conditions of the appointment of the Chief Executive Officer, including, but not limited to, those described in Rules 10.2 to 10.4.
- 10.2. The Board may delegate its functions and responsibilities to the Chief Executive Officer, and through the Chief Executive Officer to staff members of the Association, to act on behalf of the Association.
- 10.3. For the purposes of Rule 10.2, the Board can, at its absolute discretion, delegate any of its functions to the Chief Executive Officer except:

- (a) the power of delegation; or
- (b) any functions reserved to the Board under the Act or this Constitution.

10.4. Delegations of authority to the Chief Executive Officer under Rule 10.3 are intended to achieve four (4) objectives:

- (a) to ensure the efficiency and effectiveness of the Associations administrative processes;
- (b) to ensure that the appropriate officers have been provided with the level of authority necessary to discharge their responsibilities;
- (c) to ensure that delegated authority is exercised by the most appropriate and best-informed individuals within the organisation; and
- (d) to ensure internal controls are effective.

11. Office Bearers of Association

11.1. The Office Bearers of the Association shall be the:

- (a) President;
- (b) Vice-President;
- (c) Secretary; and
- (d) Treasurer.

11.2. The President, and in their absence, the Vice-President, shall:

- (a) preside at all General Meetings and Board Meetings, and, in the absence of both the President and Vice-President at any such General Meeting or Board Meeting, a person elected by the General Meeting or Board Meeting (as the context requires) shall become the Chairperson;
- (b) be the Chairperson at Annual General Meetings in accordance with established meeting procedure and ensure that all Annual General Meetings are properly convened;
- (c) represent the Board, subject to any expressed or implied instructions from the Board;
- (d) act on valid requisitions from Members;
- (e) be an Ex Officio Member of all Committees; and
- (f) participate in the Chief Executive Officer's performance appraisal.

11.3. The Secretary shall ensure that:

- (a) all material correspondence of the Association is collated and presented to the Board;

- (b) all minutes of the proceedings of Board Meetings and General Meetings are kept;
- (c) the safe custody of all Books, documents, records and registers of the Association, other than those required by Rule 11.4 to be the responsibility of the Treasurer;
- (d) a Members Register of the Association is maintained in accordance with section 53 of the Act;
- (e) a Board Members Register is maintained with the following information included:
 - (i) the names and residential or postal addresses of the Board Members of the Association provided for by these Rules, including all offices held by the persons who constitute the Board; and
 - (ii) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association, and the Secretary must, upon the request of a Member, make available the record for the inspection of the Member and the Member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose.

11.4. The Treasurer shall:

- (a) ensure that all receipts are paid into a bank account in the name of the Association and all payments authorised by the Association are made;
- (b) ensure the necessary accounting records of the Association are implemented and maintained including full details of all receipts and expenditure connected with the activities of the Association;
- (c) submit to the Board in cooperation with the Chief Executive Officer, a report, balance sheet or Financial Statement at each Board Meeting;
- (d) ensure the safe custody of all securities, Books and documents of a financial nature and account records of the Association including those referred to in Rules 11.4(b) and 11.4(c);
- (e) ensure that all payments from the bank accounts of the Association are approved by any two signatories of the account; signatories are determined by the Board; and
- (f) ensure payments to Board Members are made out of the funds of the Association (except those relating to out-of-pocket expenses for travel and accommodation properly incurred in connection with the performance of the Board Member's functions) only where the payment is authorised by a resolution of the Board.

12. Meetings of Association

- 12.1. The Annual General Meeting of the Association shall be held within the time limits provided for the holding of such meetings by section 50 of the Act, that is, in every calendar year within six (6) months after the end of the Association's Financial Year or such other longer period as may in a particular case be allowed by the Commissioner.

- 12.2. The business to be transacted at the Annual General Meeting shall be:
- (a) President's report;
 - (b) Treasurer's report;
 - (c) Chief Executive Officer's report;
 - (d) Nominations for, and election of, Office Bearers and Board Members;
 - (e) Nominations and election of Auditor (if required);
 - (f) the Annual Membership Fee;
 - (g) Special business of which notice has been given; and
 - (h) General business.
- 12.3. General Meetings, other than the Annual General Meeting, shall be held once each year at a time determined by the Board, best suited to the Members.
- 12.4. Special General Meetings shall be convened by the President or Secretary on resolution of the Board or on receipt of a requisition signed by at least ten (10) voting Members.
- 12.5. Except as provided for in Rules 16 and 17, Members shall be given at least seven (7) days notice in writing of any General Meeting. Such Notice of Meeting shall contain details of the business to be conducted at the General Meeting and no other business shall be transacted at that General Meeting.
- 12.6. The quorum for all General Meetings shall be five percent (5%) of voting Members.
- 12.7. A Member is not required to attend a General Meeting in person and their attendance will be counted if they attend via means of electronic communication (including by telephone with another Member or any other means of communication that the Board deems reasonably appropriate) for the duration (or the majority of the duration) of the relevant General Meeting.
- 12.8. A Member who participates in a General Meeting via means of electronic communication pursuant to Rule 12.7 is taken to be present at the General Meeting and, if the Member votes at the General Meeting, the vote of the Member is counted as if the Member had voted in person.
- 13. Voting at General Meetings**
- 13.1. At all General Meetings of the Association each voting Member present in person or by Proxy is entitled to one (1) deliberative vote.
- 13.2. A Member which is a body corporate may appoint in writing a natural person, whether or not he or she is a Member, to represent it at a particular General Meeting or at all General Meetings.
- 13.3. A person appointed under Rule 13.2 to represent a Member which is a body corporate is deemed for all purposes to be a Member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular General Meeting, which appointment is not so revoked, the conclusion of that General Meeting.

13.4. An Appointing Member may appoint a Proxy to attend any General Meeting and vote on their behalf on any matters requiring voting at the General Meeting.

14. Expulsion of Members of Association

14.1. The Board may, by two-thirds ($\frac{2}{3}$) majority of those present and voting at a Board Meeting, suspend or terminate the Membership of any Member.

14.2. The Board shall give a Termination Notice or Suspension Notice (as the context requires) in writing to the Member, stating the grounds for the proposed suspension or termination and shall provide a reasonable opportunity to the Member of being heard at the Board Meeting at which the decision is to be made.

14.3. A Member whose Membership is terminated or suspended may, within one (1) calendar month of termination or suspension, provide an Appeal Notice to the Association.

14.4. The Board shall call a Special General Meeting within one (1) month of receipt of an Appeal Notice of appeal referred to in clause 14.3.

14.5. The Association shall decide whether such termination or suspension of Membership shall be confirmed or lifted and may impose such conditions as it deems fit on the Member as a condition for reversal of the decision of the Board.

15. Financial Statements and Reports of Association

15.1. For each Financial Year, the Board must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the Financial Statements or Financial Report of the Association are met.

15.2. Without limiting Rule 15.1, the requirements include, but are not limited to, the following:

- (a) if the Association is a Tier 1 Association, the preparation of the Financial statements;
- (b) if the Association is a Tier 2 Association or Tier 3 Association, the preparation of the Financial Report;
- (c) if required, the review or auditing of the Financial Statements or Financial Report (as applicable);
- (d) the presentation to the Annual General Meeting of the Financial Statements or Financial Report (as applicable); and
- (e) if required, the presentation to the Annual General Meeting of the copy of the report of the review or auditor's report (as applicable) on the Financial Statements or Financial Report.

15.3. Where it is a condition of a funding agreement or licence that an audit be completed, the Board will need to pass a resolution at a Board Meeting that an audit be undertaken.

16. Alteration to Rules of Association

- 16.1. The Association may alter or rescind these Rules, or make Rules additional to these Rules, in accordance with the procedure set out in Part 3 Division 2 of the Act.
- 16.2. No Rule shall be amended or repealed, nor shall any new Rule be made except by Special Resolution on the vote of a three-quarters ($\frac{3}{4}$) majority of the Members present at the Annual General Meeting or a Special General Meeting.
- 16.3. At least fourteen (14) days written notice of any proposed amendments, repeal or addition must be given to the Members via a Notice of Meeting before the date of the General Meeting.

17. Procedure for dissolution of Association

- 17.1. Subject to Rule 17.2, the Members may, by Special Resolution, resolve to dissolve the Association at a Special General Meeting or Annual General Meeting.
- 17.2. The Special Resolution passed for the purposes of Rule 17.1 shall only be valid if the Members have been provided with not less than twenty-eight (28) days written notice of the Special General Meeting or Annual General Meeting via a Notice of Meeting.

18. Disposition of assets of Association

- 18.1 If the Association is wound up or dissolved, any assets of the Association (other than Gift Assets dealt with under Rule 18.2) that remain the property of the Association after satisfaction of all debts and liabilities of the Association shall be given or transferred to another association which:
 - a) is incorporated under the Act;
 - b) has materially similar objects to the Association (as set out in Rule 3.2);
 - c) does not carry out operations for the purposes of profit or gain to its individual members
 - d) shall be determined by Special Resolution of the Members.
- 18.2 If:
 - a) the Association is wound up or dissolved, any Gift Assets that remain the property of the Association after satisfaction of all debts and liabilities of the Association; or
 - b) the Association's endorsement as a Deductible Gift Recipient (or materially equivalent status) is revoked by the Australian Taxation Office (or, as applicable, another regulatory authority) any Gift Assets held by the Association, shall be given or transferred to another association which:
 - c) is incorporated under the Act;
 - d) has materially similar objects to the Association (as set out in Rule 3.2);
 - e) is a Deductible Gift Recipient (or is otherwise entitled to receive income tax deductible gifts by applicable law);
 - f) does not carry out operations for the purposes of profit or gain to its individual members
 - g) shall be determined by Special Resolution of the Members.

19. Common Seal

- 19.1 The Association has no Common Seal.

