Constitution and rules of

INCREDIBLE EDIBLE BROOME INCORPORATED

1. Name of Association

The name of the Association is *Incredible Edible Broome Incorporated.*

2. Purpose and Objects of Association

2.1. The purpose of the Association is to create a vibrant Broome food community where people are empowered to access, produce, and celebrate local foods through culturally diverse and shared experiences.

2.2. The objects of the Association are:

- Community engagement and participation through activities and events
- Sharing knowledge of how to produce local food
- Building community capacity
- Enabling and creating edible spaces
- Fostering community partnerships
- Increasing community access to affordable and local food

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

3. Qualifications for membership of Association

3.1. Membership of the Association is open to any person or organisation interested in promoting the objects and purposes of the Association. An employee of the Association cannot be a member and any membership ceases on the day a person commences employment.

3.2. The Association's membership year commences on the 1st of July and ends on the 30th of June annually.

3.3. A person who wishes to become a member must –

(a) apply for membership to the Committee in writing (including electronically);

(b) receive a copy of the Rules of the Association;

(c) agree to be bound by the Rules of the Association;

(d) pay the relevant membership fee; and

(e) becomes a part owner of the Associations assets;

3.4. Membership may be terminated:

(a) by notice from a resigning member in writing (including electronically);

(b) for non-payment of membership fees if the fees are not paid within 2 months of the due date; or

(c) by expulsion for misconduct as determined by the Committee.

4. Membership Fees

4.1 The Committee may determine the annual amount of the subscription to be paid by each member, from time to time, as it sees fit.

4.2 The fees determined in sub-rule 4.1 may be different for different classes of membership. Membership fees may be paid on a proportional basis, as determined by the committee, from time to time.

4.3 Each existing member must pay to the Association, annually, within 2 months of the date they became a member previously, the amount of the subscription determined under sub-rule 1.

4.4 Each new member must pay to the Association, within 2 months of registering to become a member, the amount of the subscription determined under sub-rule 4.1.

4.5 A member whose subscription is not paid within 2 months after the relevant date ceases to be a member, unless the Committee decides otherwise.

5. Register of members

5.1. The Secretary must keep an up-to-date register of all members.

5.2. If a person's membership is terminated, the Secretary must remove the name of the member from the register.

6. Inspection of records

Any member may, at any reasonable time, inspect without charge the books, documents, records and securities of the Association.

7. Committee

7.1. The affairs of the Association will be managed exclusively by a Committee of Management (referred to as the Committee) consisting of –

(a) a Chairperson;

(b) a Secretary;

(c) a Treasurer; and

Not fewer than 1 and no more than 6 other persons.

7.2 A person may be a Committee Member if the person is –

(a) an individual who has reached 18 years of age;

(b) a Member of the Association; and

(c) not a bankrupt or person whose affairs are under insolvency laws.

7.3 Members must be elected to membership of the Committee at the Annual General Meeting.

7.4 A Committee member's term will be 1 year from his or her election at an annual general meeting or, for casual vacancies, until the next general meeting after his or her election.

7.5 A person may be nominated for election or re-election to membership of the Committee by a member of the Association or by himself or herself. Nominations may be made prior to, or on the day of the election.

7.6 A person who is eligible for election or re-election under this rule may propose or second himself or herself.

7.7 If a vacancy remains on the Committee, or when a casual vacancy occurs.

(a) the Committee may appoint a member to fill that vacancy; and

(b) a member appointed under this sub-rule will, at the next following annual general meeting –

i. hold office until the election referred to in sub-rule 3; and

ii. be eligible for election to membership of the Committee.

8. Chairperson

8.1 The Chairperson must preside at all general meetings and Committee meetings.

8.2 In the event of the absence from a general meeting of –

(a) the Chairperson, a member elected by the other members present at the general meeting, must preside.

8.3 In the event of the absence from a Committee meeting of-

(a) the Chairperson, a Committee member elected by the other Committee members present at the Committee meeting, must preside.

9. Secretary

The Secretary must –

9.1 Co-ordinate the correspondence of the Association;

9.2 Keep full and correct minutes of the proceedings of the Committee and of the Association;

9.3 Comply on behalf of the Association with –

(a) respect to keeping an up-to-date register of members;

(b) keeping and maintaining the rules and making them available for the inspection of a member; and

(c) maintaining a record of –

i. the names and postal or email addresses of the persons who hold the offices of the Association including all offices held by the persons who constitute the Committee; and

ii. unless resolved otherwise, have custody of all books, documents, records and registers of the Association, other than those required to be kept and maintained by the Treasurer.

10. Treasurer

The Treasurer must –

10.1. be responsible for the receipt of all moneys paid to or received by him or her on behalf of, the Association and must issue receipts in the name of the Association;

10.2. pay all moneys into such accounts of the Association as the Committee directs;

10.3. make payments from the funds of the Association with the authority of a general meeting or of the Committee and ensure that all cheques are signed by himself or herself and at least one other authorised Committee member;

10.4. comply with the Act with respect to the accounting records of the Association by-

(a) keeping accounting records correctly and explaining the financial transactions and financial position of the Association;

(b) keeping its accounting records to enable true and fair accounts of the Association to be prepared from time to time;

(c) keeping its accounting records as will enable true and fair accounts of the Association to be conveniently and properly audited; and

(d) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.

10.5. whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement as directed;

10.6. have custody of all securities, books and documents of a financial nature and accounting records of the Association.

11. Casual vacancies in membership of Committee

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member –

11.1. dies;

11.2. resigns by notice in writing delivered to the Committee (including electronically);

11.3. is convicted of an offence under the Act;

11.4. is absent from more than 3 Committee meetings in the same financial year without tendering an apology and the Committee has resolved to declare the office vacant;

11.5. has their membership terminated; or

11.6. ceases to be a member of the Association.

12. Proceedings of Committee

12.1. The Committee must meet together not less than 5 times in each year and the Chairperson, or 50% of members of the Committee, may at any time convene a meeting of the Committee.

12.2 Meetings of the committee may be conducted face-to-face, by teleconference or by videoconference.

12.3 A question arising at a Committee meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Committee meeting will have a casting vote.

12.4 At a Committee meeting more than 50% of Committee members in attendance constitute a quorum. A quorum must consist of at least 1 office bearer.

12.5 A Committee member having any direct or indirect interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must –

(a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and

(b) not take part in any deliberations or decision of the Committee with respect to that contract.

12.6 The Secretary must record every disclosure made by a member of the Committee in the minutes of that meeting.

13. General meetings

13.1. The Committee –

(a) may at any time convene a special general meeting;

(b) must convene annual general meetings every year within 6 months after the end of the Association's financial year (1st July to the 30th June), except for the first annual general meeting which may be held at any time within 18 months after incorporation; and

(c) must, within 30 days of receiving a request in writing to do so from not fewer than 5% of members, convene a special general meeting for the purpose specified in that request.

13.2. If a special general meeting is not convened within the relevant period of 30 days the members who made the request concerned may themselves convene a special general meeting as if they were the Committee.

13.3. The Secretary must give to all members not less than 14 days' notice of a special general meeting and that notice must specify**;**

(a) when and where the general meeting concerned is to be held; and

(b) the particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

13.4. The Secretary must give to all members not less than 14 days' notice of an annual general meeting and that notice must specify –

(a) when and where the annual general meeting is to be held;

(b) the particulars and order in which business is to be transacted in the following order –

i. the presentation and consideration of the Annual Report, which is to contain a report from the Chairperson, Treasurer and any staff;

ii. the presentation and acceptance of the accounts of the Committee;

iii. the appointment of the Auditor;

iv. the standing down of the outgoing and the election of the incoming Committee members; and

v. any other business requiring consideration by the Association at the general meeting

13.5. The Secretary must give a notice by sending it by email or by post to a member at the address of the member appearing in the register of members.

13.6. When a notice is sent by post, sending of the notice will be deemed to be effected if the notice is sufficiently addressed and posted to the member concerned.

14. Quorum and proceedings at general meetings

14.1 At a general meeting 10% of members or 10 members (whichever is less) present in person, or by proxy, constitute a quorum.

14.2 If within 30 minutes after the start time of a general meeting, a quorum is not present –

(a) the general meeting lapses; or

(b) the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

14.3 If within 30 minutes of the time appointed for the resumption of an adjourned general meeting a quorum is not present, the members who are present may nevertheless proceed with the business of that general meeting as if a quorum were present.

14.4 The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

14.5 When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

14.6 At a general meeting –

(a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands;

(b) a special resolution put to the vote will be decided in accordance with the Act; and

(c) a special resolution must be passed by a majority of 75% of members voting and be lodged with the Commissioner within one month after being passed

14.7 A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact.

15 Minutes of meetings of Association

15.1 The Secretary must take proper minutes of all proceedings of all general meetings and Committee meetings and enter them within 30 days after the holding of each general meeting or Committee meeting, as the case requires.

15.2 The Chairperson must ensure that the minutes taken of a general meeting or Committee meeting are checked as correct.

15.3 When minutes have been entered and checked to be correct, they are, until the contrary is proved, evidence that –

(a) the general meeting or Committee meeting to which they relate was held;

(b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and

(c) all appointments or elections purporting to have been made at the meeting have been validly made.

16 Voting rights of members of Association

Each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

17 Proxies of members of Association

A member ("the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at any general meeting.

18 Dispute resolution

18.1 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

18.2 If the parties to a dispute are unable to resolve the dispute between themselves within the 14 days, any party to the dispute may start the grievance procedure by giving written notice to the committee of —

(a) the parties to the dispute; and

(b) the matters that are the subject of the dispute.

18.3 Within 28 days after the committee is given the notice, a committee meeting must be convened to consider and determine the dispute.

18.4 The committee must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

18.5 The notice given to each party to the dispute must state —

(a) when and where the committee meeting is to be held; and

(b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

18.6 If —

(a) the dispute is between one or more members and the Association; and

(b) any party to the dispute gives written notice to the committee stating that the party —

i. does not agree to the dispute being determined by the committee; and

ii. requests the appointment of a mediator the committee must not determine the dispute.

18.7 Determination of dispute by committee

(a) At the committee meeting at which a dispute is to be considered and determined, the committee must —

i. give each party to the dispute, or the party's representative, a reasonable opportunity to make

written or oral (or both written and oral) submissions to the committee about the dispute; and

ii. give due consideration to any submissions so made; and

iii. determine the dispute.

(b) The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.

(c) A party to the dispute may, within 14 days after receiving notice of the committee's determination, give written notice to the secretary requesting the appointment of a mediator

(d) If notice is given to the secretary requesting the appointment of a mediator, each party to the dispute is a party to the mediation.

19 Rules of Association

19.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in the Act, which is as follows –

(a) The Association may alter its rules by special resolution;

(b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;

(c) An alteration of the rules of the Association does not take effect until sub-rule 1(b) is complied with.

20 Distribution of surplus property on winding up of Association

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.