

CONSTITUTION

FARM 2 FORK COLLECTIVE INC
SEPTEMBER 2022

FARM 2 FORK COLLECTIVE INC CONSTITUTION

TABLE OF CONTENTS

| | |
|--|----|
| 1. Interpretation..... | 4 |
| 2. Name | 4 |
| 3. Objects | 4 |
| 4. Powers..... | 4 |
| 7. Classes of members..... | 5 |
| 8. Automatic membership..... | 5 |
| 9. New membership | 5 |
| 10. Membership fees | 6 |
| 12. When membership ends | 6 |
| 13. Appeal against rejection or termination of membership..... | 6 |
| 14. General meeting to decide appeal..... | 7 |
| 15. Register of members | 7 |
| 16. Prohibition on use of information on register of members | 7 |
| 17. Appointment or election of secretary..... | 8 |
| 18. Removal of secretary..... | 8 |
| 19. Functions of secretary | 8 |
| 20. Membership of Executive Committee..... | 9 |
| 21. Membership of Management Committee | 9 |
| 22. Electing the Management Committee | 9 |
| 23. Resignation, removal or vacation of Office of Executive Committee or Management Committee member | 9 |
| 24. Vacancies on Management Committee | 10 |
| 25. Functions of Management Committee | 10 |
| 26. Meetings of Management Committee..... | 11 |
| 27. Quorum for, and adjournment of, Management Committee meeting..... | 11 |
| 28. Special meeting of Management Committee | 11 |
| 29. Minutes of Management Committee meetings..... | 12 |
| 30. Appointment of subcommittees | 12 |
| 31. Acts not affected by defects or disqualifications | 12 |
| 32. Resolutions of Management Committee without meeting | 12 |
| 33. First annual general meeting..... | 13 |
| 34. Subsequent annual general meetings..... | 13 |
| 35. Business to be conducted at annual general meeting | 13 |
| 36. Notice of general meeting..... | 13 |
| 37. Quorum for, and adjournment of, general meeting | 13 |
| 38. Procedure at general meeting..... | 14 |
| 39. Voting at general meeting..... | 14 |
| 40. Special general meeting | 14 |
| 41. Proxies..... | 15 |

42. Minutes of general meetings16
43. By-laws16
44. Alteration of rules16
45. Common Seal – not required unless requested16
46. Funds and accounts.....16
47. General financial matters17
48. Documents17
50. Distribution of surplus assets to another entity.....17

1. Interpretation

1.1 In these rules—

Act means the *Associations Incorporation Act 1981*.

present—

- (a) at a management committee meeting, see rule 23.6; or
- (b) at a general meeting, see rule 37.2

1.2 A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2. Name

The name of the incorporated association is [Farm 2 Fork Collective] (***the association***).

3. Objects

The objects of the association are to connect, educate, sustain and promote local food, farmers, producers, and consumers.

Objectives:

- To connect farmers, producers, and consumers
- To educate consumers about local, seasonal, fresh foods and products and the value of eating locally
- To sustain local food farmers and producers through support of their products and services
- To promote local businesses and support the local economy

4. Powers

4.1 Farm 2 Fork Collective may take over the funds and other assets and liabilities of the present unincorporated association known as the Farm 2 Fork Collective (the ***unincorporated association***).

4.2 As a legal entity in its own right and having the powers of an individual, Farm 2 Fork Collective may, in the promotion and operations of its objects:

- (i) enter into contracts;
- (ii) acquire, hold, deal with and dispose of property;
- (iii) make charges for services and facilities it supplies; and
- (iv) do other things necessary or convenient to be done in carrying out its affairs.

5. Application of income and property

5.1 The income and property of the Association, from wherever it is derived, must be applied solely towards the promotion of the objects of the Association set out in rule 3.

6. No distribution to members

6.1 Subject to rule 6.2, no portion of the income or property of the Association may be paid directly or indirectly to the members of the Association.

6.2 Rule 6.1 does not prevent:

- (i) the payment in good faith of remuneration to any officer, employee or member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business;
- (ii) the payment of interest at a rate not exceeding current business bank rates on money borrowed from any member of the Association;

- (iii) the payment of reasonable and proper rent by the Association to a member of the Association for premises leased by the member to the Association; or
- (iv) the reimbursement of expenses incurred by any member on behalf of the Association.

7. Classes of members

7.1 The membership of the association consists of unlimited ordinary members and any of the following classes of members as set out below:

Voting Members

- (a) Premium
 - (i) Will be a producer from the defined Locavore region
 - (ii) Will be of unlimited number
 - (iii) Will have one (1) vote
- (b) Super
 - (i) Will be a producer from the defined Locavore region
 - (ii) Will be of unlimited number
 - (iii) Will have one (1) vote
- (c) Seasonal
 - (i) Will be producers from the defined Locavore region
 - (ii) Will be of unlimited number
 - (iii) Will have one (1) vote
- (d) Ultimate Foodie Fan
 - (i) Will be a non-producer or producer from the defined Locavore region
 - (ii) Will be unlimited in number
 - (iii) Will have (1) vote

Non-voting Members

- (a) Essential
 - (i) Will be a producer from the defined Locavore region
 - (ii) Will be unlimited in number
 - (iii) Will not be eligible to vote

8. Automatic membership

A person who, on the day that Farm 2 Fork Collective is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated association, must be admitted by the management committee—

- (a) to the equivalent class of membership of the association as the member held in the unincorporated association; or
- (b) if there is no equivalent class of membership—as an ordinary member.

9. New membership

9.1 An applicant for membership of the association must be self-proposed or proposed by 1 member of the association (the *proposer*).

9.2 An application for membership must be—

- (a) in writing; and
- (b) signed by the applicant and the applicant's proposer or
- (c) in the form decided by the management committee, including online applications.

10. Membership fees

- 10.1 The membership fee for each ordinary membership and for each other class of membership—
- (a) is the amount decided by the members from time to time at a general meeting; and is payable when, and in the way, the management committee decides.
- 10.2 A member of the incorporated association who, before becoming a member, has paid the members annual subscription for membership of the unincorporated association on or before a day fixed by the management committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the management committee as the day on which the next annual subscription is payable.

11. Admission and rejection of new members

- 11.1 The management committee must consider an application for membership at the next committee meeting held after it receives—
- (a) the application for membership
- 11.2 The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee considers the application, the applicant is advised—
- (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance—the amount of the insurance.
- 11.3 The management committee must decide at the meeting whether to accept or reject the application.
- 11.4 If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 11.5 The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

12. When membership ends

- 12.1 A member may resign from Farm 2 Fork Collective at any time by giving a written notice of resignation to the secretary.
- 12.2 The resignation takes effect at—
- (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- 12.3 The management committee may terminate a member's membership if the member—
- (a) is convicted of an indictable offence; or
 - (b) has membership fees in arrears for at least two months; or
 - (c) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- 12.4 Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 12.5 If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

13. Appeal against rejection or termination of membership

- 13.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the persons intention to appeal against the decision.

- 13.2 A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- 13.3 If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

14. General meeting to decide appeal

- 14.1 The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- 14.2 At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 14.3 Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 14.4 An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 14.5 If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, then the membership is considered void.

15. Register of members

- 15.1 The management committee must keep a register of members of the association.
- 15.2 The register must include the following particulars for each member—
 - (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the management committee or the members at a general meeting decide.
- 15.3 The register must be open for inspection by members of the association at all reasonable times.
- 15.4 A member must contact the secretary to arrange an inspection of the register.
- 15.5 However, the management committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

16. Prohibition on use of information on register of members

- 16.1 A member of the association must not—
 - (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 16.2 Subrule 16.1 does not apply if the use or disclosure of the information is approved by the association.

17. Appointment or election of secretary

- 17.1 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
- (a) a member of the association elected by the association as secretary; or
 - (b) any of the following persons appointed by the management committee as secretary—
 - (i) a member of the association’s management committee;
 - (ii) another member of the association;
 - (iii) another person.
- 17.2 If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- 17.3 If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- 17.4 If the management committee appoints a person mentioned in subrule 17.1(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- 17.5 However, if the management committee appoints a person mentioned in subrule 17.1(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- 17.6 If the management committee appoints a person mentioned in subrule 17.1(b)(iii) as secretary, the person does not become a member of the management committee.
- 17.7 In this rule— **casual vacancy**, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

18. Removal of secretary

- 18.1 The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- 18.2 If the management committee removes a secretary who is a person mentioned in rule 17.1(b)(i), the person remains a member of the management committee.
- 18.3 If the management committee removes a secretary who is a person mentioned in rule 17.1(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 15.5, the person remains a member of the management committee.

19. Functions of secretary

The secretary’s functions include, but are not limited to—

- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.

20. Membership of Executive Committee

- 20.1 The Executive Committee of Farm 2 Fork Collective will consist of a President, Vice-President, Secretary, and Treasurer, all of whom will be members of Farm 2 Fork Collective and other co-opted members as agreed upon by the Executive Committee as required.
- 20.2 At the Annual General Meeting (AGM), new members of the Executive Committee will be appointed for a two-year term, and then will retire. Retiring members will be eligible for election to a different position on the Executive Committee, appointed for two (2) years. All members elected to the Executive Committee will be eligible for no more than two (2) consecutive terms (total of four (4) years).

21. Membership of Management Committee

- 21.1 The Management Committee of the association, all of whom must be members of Farm 2 Fork Collective, are elected for a two (2) year term and will consist of:
- (i) up to four members of the Executive Committee;
 - (ii) up to three member-elected members; and
 - (iii) up to three member-elected, skill-based members.
- 21.2 The minimum number of the management committee is to be seven (7) in total.
- 21.3 A member of the association may be appointed to a casual vacancy on the management committee under rule 24.

22. Electing the Management Committee

- 22.1 A member of the Management Committee may only be elected as follows—
- (a) any member of Farm 2 Fork Collective may nominate another member (the *candidate*) to serve as a member of the Executive Committee or Management Committee;
 - (b) the nomination forms must be sent out to all members and all such nominations must be in writing, signed by the candidate and the member who nominated him/her, and lodged with the Secretary fourteen (14) days before the AGM at which the election is to take place;
 - (c) balloting lists will be prepared (if necessary) containing the names of the candidates in alphabetical order and forwarded to each financial member as part of the AGM agenda. Each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 22.2 A person may be a candidate only if the person—
- (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- 22.3 The Management Committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
- (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance—the amount of the insurance.

23. Resignation, removal or vacation of Office of Executive Committee or Management Committee member

- 23.1 A member of the Executive Committee or Management Committee may resign from the committee by giving written notice of resignation to the secretary.
- 23.2 The resignation takes effect at—

- (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- 23.3 A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 23.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 23.5 A member has no right of appeal against the members removal from office under this rule.
- 23.6 A member immediately vacates the office of member in the circumstances mentioned in section 64.2 of the Act.

24. Vacancies on Management Committee

- 24.1 If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- 24.2 The continuing members of the Management Committee may act despite a casual vacancy on the management committee.
- 24.3 However, if the number of committee members is less than the number fixed under rule 27.1 as a quorum of the Management Committee, the continuing members may act only to—
- (a) increase the number of Management Committee members to the number required for a quorum; or
 - (b) call a general meeting of Farm 2 Fork Collective.

25. Functions of Management Committee

- 25.1 Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of Farm 2 Fork Collective.
- 25.2 The management committee has authority to interpret the meaning of these rules and any matter relating to Farm 2 Fork Collective on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the associations rules are inconsistent with the Act—see section 1B of the Act.

- 25.3 The Management Committee may exercise the powers of the association—
- (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association’s property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the association may from time to time decide.

- 25.4 For subrule 25.3(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
- (a) the financial institution for the association; or
 - (b) if there is more than 1 financial institution for the association—the financial institution nominated by the management committee.

26. Meetings of Management Committee

- 26.1 Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- 26.2 The Management Committee must meet at least four times per calendar year to exercise its functions.
- 26.3 All members of the management committee must attend a minimum 50% of all meetings
- 26.4 The Management Committee must decide how a meeting is to be called.
- 26.5 Notice of a meeting is to be given in the way decided by the Management Committee.
- 26.6 The Management Committee may hold meetings or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 26.7 A committee member who participates in the meeting as mentioned in subrule 26.5 is taken to be present at the meeting.
- 26.8 A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 26.9 A member of the Management Committee must not vote on a question about a contract or proposed contract with Farm 2 Fork Collective if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- 26.10 The president is to preside as chairperson at a Management Committee meeting.
- 26.11 If there is no president or if the president is not present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

27. Quorum for, and adjournment of, Management Committee meeting

- 27.1 At a Management Committee meeting, more than 50% of the members elected to the committee as at the close of the last management Committee meeting of the members form a quorum (providing that number is not less than seven).
- 27.2 If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses.
- 27.3 If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the committee—
- (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- 27.4 If, at an adjourned meeting mentioned in subrule 27.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

28. Special meeting of Management Committee

- 28.1 If the secretary receives a written request signed by at least 33% of the members of the Management Committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.

- 28.2 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 28.3 A request for a special meeting must state—
- (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- 28.4 A notice of a special meeting must state—
- (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- 28.5 A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

29. Minutes of Management Committee meetings

- 29.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.
- 29.2 To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

30. Appointment of subcommittees

- 30.1 The Management Committee may appoint a subcommittee consisting of one (1) member of the association and volunteers considered appropriate by the committee to help with the conduct of the association's operations.
- 30.2 A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a management committee meeting.
- 30.3 A subcommittee may elect a chairperson of its meetings.
- 30.4 If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 30.5 A subcommittee may meet and adjourn as it considers appropriate.
- 30.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

31. Acts not affected by defects or disqualifications

- 31.1 An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.
- 31.2 Subrule 31.1 applies even if the act was performed when—
- (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
 - (b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

32. Resolutions of Management Committee without meeting

- 32.1 A written or electronically circulated resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 32.2 A resolution mentioned in subrule 32.1 may consist of several documents in like form, each signed by 1 or more members of the committee.

33. First annual general meeting

The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.

34. Subsequent annual general meetings

Each subsequent annual general meeting must be held—

- (a) at least once each year; and
- (b) within 6 months after the end date of the association's reportable financial year.

35. Business to be conducted at annual general meeting

The following business must be conducted at each annual general meeting of the association:

- (a) the receiving of the Management Committee's report and the association's financial statement for the last reportable financial year;
- (b) the receiving of the auditor's report for the last reportable financial year (auditor's report will be conducted with regard to the requirements of the Act and The Farm 2 Fork Collective's Reporting Level category)
- (c) electing members of the management committee;
- (d) the appointment of an auditor;
- (e) the setting of membership fees;
- (f) any other matters that require a full member vote (eg constitution changes)

36. Notice of general meeting

- 36.1 The secretary may call a general meeting of the association.
- 36.2 The secretary must give at least 14 days notice of the meeting to each member of the association.
- 36.3 If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 36.4 The Management Committee may decide the way in which the notice must be given.
- 36.5 However, notice of the following meetings must be given in writing—
 - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision—
 - (i) to reject the person's application for membership of the association; or
 - (ii) to terminate the person's membership of the association;
 - (b) a meeting called to hear and decide a proposed special resolution of the association.
- 36.6 A notice of a general meeting must state the business to be conducted at the meeting.

37. Quorum for, and adjournment of, general meeting

- 37.1 The quorum for a general meeting will be the number of members elected or appointed to the management committee at the close of the association's last general meeting plus one.
- 37.2 However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.
- 37.3 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business. For the purposes of this rule, members includes a person attending as a proxy, or attorney.
- 37.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- 37.5 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association—

- (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- 37.6 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 37.7 If a meeting is adjourned under subrule 37.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 37.8 The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 37.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

38. Procedure at general meeting

- 38.1 A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 38.2 A member who participates in a meeting as mentioned in subrule 38.1 is taken to be present at the meeting.
- 38.3 At each general meeting—
- (a) the president is to preside as chairperson; and
 - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

39. Voting at general meeting

- 39.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- 39.2 Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 39.3 A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 39.4 The method of voting is to be decided by the management committee.
- 39.5 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 39.6 If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- 39.7 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

40. Special general meeting

- 40.1 The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—
- (a) being directed to call the meeting by the management committee; or
 - (b) being given a written request signed by—
 - (i) at least 33% of the number of members of the management committee when the request is signed; or

- (ii) at least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus one; or
 - (c) being given a written notice of an intention to appeal against the decision of the management committee—
 - (i) to reject an application for membership; or (ii) to terminate a person's membership.
- 40.2 A request mentioned in subrule 40.1(b) must state—
- (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- 40.3 A special general meeting must be held within 3 months after the secretary—
- (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in subrule 40.1(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule 40.1(c).
- 40.4 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

41. Proxies

- 41.1 An instrument appointing a proxy must be in writing and be in the following or similar form—
- Farm 2 Fork Collective:
- I,..... of....., being a member of the association, appoint
..... of..... as my proxy to vote for me on my behalf at the annual
general meeting of the association, to be held on the..... day of 20...
and at any adjournment of the meeting.
Signed this..... day of2.....
Signature
- 41.2 The instrument appointing a proxy must—
- (a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or
 - (b) if the appointor is a corporation—
 - (i) be under seal; or
 - (ii) be signed by a properly authorised officer or attorney of the corporation.
- 41.3 A proxy may be a member of the association or another person.
- 41.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 41.5 Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 41.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 41.7 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—
- Farm 2 Fork Collective:
- I,..... of....., being a member of the association, appoint
..... of..... as my proxy to vote for me on my behalf at the annual
general meeting of the association, to be held on the..... day of 20...
and at any adjournment of the meeting.
Signed this..... day of2.....
Signature

This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the following resolutions—

[*List relevant resolutions*]

42. Minutes of general meetings

- 42.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- 42.2 To ensure the accuracy of the minutes—
- (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- 42.3 If asked by a member of the association, the secretary must, within 28 days after the request is made—
- (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and (b) give the member copies of the minutes of the meeting.
- 42.4 The association may require the member to pay the reasonable costs of providing copies of the minutes.

43. By-laws

- 43.1 The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- 43.2 A by-law may be set aside by a vote of members at a general meeting of the association.

44. Alteration of rules

- 44.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried by a majority vote of 75% at a general meeting.
- 44.2 However, an amendment, repeal or addition is valid only if it is registered by the chief executive.

45. Common Seal – not required unless requested

46. Funds and accounts

- 46.1 The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- 46.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 46.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 46.4 All payments will be authorised by any two of either the President, Secretary, Treasurer or other member authorised by the Management Committee to sign cheques or authorise payments made by Farm 2 Fork Collective. One of the persons who authorises payment must be either the President, Secretary or Treasurer.
- 46.5 A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- 46.6 All expenditure must be approved or ratified at a Management Committee meeting.

47. General financial matters

- 47.1 On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 47.2 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

48. Documents

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

49. Financial year

The end date of the association's financial year is 30 June in each year.

50. Distribution of surplus assets to another entity

- 50.1 This rule applies if the association—
- (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- 50.2 The surplus assets must not be distributed among the members of the association.
- 50.3 The surplus assets must be given to another entity—
- (a) having objects similar to Farm 2 Fork Collective's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- 50.4 In this rule— *surplus assets* see section 92(3) of the Act.

51. Dispute Resolution

If a dispute arises between the parties, the complainant must not commence any court or arbitration proceedings, except where that party seeks urgent interlocutory relief, unless it has first complied with this clause:

- (a) Notification
The complainant must inform the respondent in writing of the following:
 - (i) the nature of the dispute;
 - (ii) the outcome the complainant desires; and
 - (iii) the action the complainant believes will settle the dispute.
- (b) Endeavour to resolve dispute
On receipt of the complaint by the respondent, both parties will make every effort to resolve the dispute by mutual negotiation within 14 business days.
- (c) Mediation
Any unresolved dispute or difference whatsoever arising out of or in connection with this agreement shall be submitted to mediation under the Mediation Rules of the Resolution Institute.
- (d) Survival of this clause
This clause survives termination of this agreement.