



Constitution

May 2012

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Interpretation

In these rules, unless contrary intention appears:

“Member” means a general member of Food Skil Inc.

“Committee” means the Committee of Management of Food Skil Inc.

“Financial Year” means the year ending 30 June.

“The Act” means the Association Incorporation Act 1981.

“The Regulations” means regulations under the Act.

‘General Meeting’ means a general meeting of members

Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretations Act 1958 and the Act as in force from time to time.

1. Objectives

1.1 Mission

To improve access to affordable, sustainable, fresh and healthy food

1.2 General Objectives

- 1.1.1. Food Skil exists for the public benefit.
- 1.1.2. Food Skil is a charity and operating for charitable purposes.
- 1.1.3. Food Skil’s sole purpose is that of being a charity.
- 1.1.4. To improve food security in the northern suburbs of Geelong.
- 1.1.5. To provide high quality fruit and vegetables.
- 1.1.6. To improve access to culturally appropriate foods.
- 1.1.7. To provide education and employment opportunities.
- 1.1.8. To create a model of sustainable food systems that benefit the social, economic and environmental needs of the northern suburbs.
- 1.1.9. To encourage the community to develop sustainable food production.
- 1.1.10. To promote the benefits of localised food production.
- 1.1.11. To be inclusive of people of all abilities and backgrounds.
- 1.1.12. To be inclusive of as many community organisations as possible.
- 1.1.13. To promote healthy eating.
- 1.1.14. Aim to be transparent in all its dealings
- 1.1.15. Operate with integrity.
- 1.1.16. Aim to operate at the highest of industry standard.

1.3 Specific Objectives

- 1.1.1. To operate a social enterprise market garden in the northern suburbs of Geelong.
- 1.1.2. To operate ‘2 & 5” Fresh Food Markets in the northern suburbs of Geelong.
- 1.1.3. To operate a Community Supermarket in Norlane.

- 1.1.4. To facilitate Food swaps in the Northern suburbs of Geelong.
- 1.1.5. To run an organic growing business that involves and engages our local community
- 1.1.6. To provide training and education that focuses on organic horticulture.
- 1.1.7. To provide training and education that focuses on healthy food choices.
- 1.1.8. To maintain and improve the organisational systems, culture and structure that enables our mission.

2. Powers

- 2.1. To raise funds and receive contributions where appropriate to finance the work.
- 2.2. To open bank accounts.
- 2.3. To employ such persons and organisations as may be deemed necessary and pay such sums to the persons or organisations as may be deemed reasonable or proper.
- 2.4. To recruit volunteers.
- 2.5. Insure against all risks, liabilities, eventualities as may seem advisable and apply the proceeds of any claim under any insurance in such a manner for purposes as shall be thought fit.
- 2.6. To make announcements.
- 2.7. Produce and issue publications to the members of Food Skil Inc and the general public.
- 2.8. To co-operate with any other association, company or body having objects in whole or in part similar.
- 2.9. To freely disseminate collected information to all.
- 2.10. To make rules and standing orders for categories for members and their rights.
- 2.11. To organise meetings, training courses and events.
- 2.12. To take any action that is lawful, which will help full its aims.
- 2.13. Accept moneys by the way of grants, gifts, bequests or otherwise, for any one or more of the objects or purposes of Food Skil Inc.
- 2.14. Invest any monies obtained.
- 2.15. Receive, obtain and hold any lands, money, securities.
- 2.16. Purchase or otherwise acquire and undertake all or any of the property, assets, liabilities and engagements of any other association or company having objects altogether or similar to Food Skil Inc.

3. Management

3.1. Source of Funds

The funds of Food Skil Inc shall be derived from business activities, grants and donations to Food Skil Inc and from other activities.

3.2. Use of Funds

- 3.3. The income and property of Food Skil Inc wheresoever derived shall be applied solely towards to promotion of the objects of Food Skil Inc as set forth in this constitution and

rules and no portion thereof shall be distributed directly or indirectly to the members of Food Skil Inc except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

4. Management of Funds

- 4.1. The funds of Food Skil Inc shall be managed by the Treasurer in accordance with directions from the committee. Cheques of Food Skil Inc shall be drawn and signed by two signatures as nominated by the Committee.
- 4.2. Any bank accounts opened by Food Skil Inc shall be in the name of Food Skil Inc.
- 4.3. The Committee will ensure that Food Skil Inc stays within the budget.

5. Accounts to be kept

True accounts shall be kept of all sums of money received and expended by Food Skil Inc and the matter in respect of which the receipt or expenditure takes place and the property, credits and liabilities of Food Skil Inc and subject to any reasonable restrictions as to the time and manner of inspecting them that may be imposed by Food Skil Inc for the time being, and accounts shall be open to the inspection of the members of the division.

6. Documents

- 6.1. The Secretary must keep in his or her control all books, documents and securities of the Association.
- 6.2. All documents must be available for inspection upon request by any member free of charge.
- 6.3. A member may make a copy of any accounts, books, securities and other relevant documents.

7. Committee of Management

Food skil Inc shall be administered by a Management Committee of not less than three (3) people and not more than fifteen (15) members elected at Food Skil Inc Annual General Meeting. Committee members must be at least 18 years old.

The officers of the Management Committee shall be:

- Chair
- Immediate Past Chair (if available)
- Vice-chair
- Treasurer/Secretary
- And such other officers Food Skil Inc shall deem necessary at the meeting

Voting at Management Committee meetings shall be by show of hands on a majority basis. If there is any tied vote the chairperson shall have a second vote.

Committee shall have power to set up sub-groups and working parties as deemed necessary who shall be accountable to the committee.

7.1. Tenure of members of the committee

Each members of the Committee shall hold office until the annual general meeting next after the date of his\her election.

It is recommended that no officer of the Management Committee stand for no more three successive years in that one role.

7.2. Vacant committee role

7.2.1. In the event of a casual vacancy in the committee, the committee can appoint one of its members up to and including the following annual general meeting..

7.2.2. The Office holders of the committee or ordinary members become vacant if-

7.2.2.1. They cease to be a member

7.2.2.2. Resigns from the Office by notice in writing

7.2.2.3. Become insolvent within the meaning if the corporation act

8. Role of Committee of Management

8.1. Management powers of Committee

The business of Food Skil Inc shall be managed by and vested in the Committee. The Committee may exercise all powers of Food Skil Inc as are required by the Act, or by this Constitution and these rules, to be exercised by Food Skil Inc in general meetings.

8.2. Engagement of employees

The Committee shall engage all such persons as it may consider necessary and shall regulate their duties and fix their salaries

8.3. Minutes

The Committee shall cause minutes to be made of the names of all members present at meetings of the Committee and of Food Skil Inc and all proceedings and all meetings of the Committee and Food Skil Inc. All minutes are to be available to any interested party.

8.4. Signing of Minutes

Such minutes shall be signed by the Chair of the meeting at which the proceedings were held by the Chair or the next succeeding meeting.

8.5. Committee Meetings

8.5.1. The Committee shall meet a minimum of four times a year.

8.5.2. The quorum (minimum number of people required) for a meeting shall be three (3).

8.5.3. The committee shall be accountable to the members at all times.

8.5.4. The committee members shall be given at least seven (7) days notice of a meeting unless it is deemed as emergency meeting.

9. Membership

- 9.1. Membership of Food Skil Inc shall be open to anyone who is interested in helping the group to achieve its aim and willing to abide by the rules of the group.
- 9.2. Every member shall have one vote at general meetings.
- 9.3. The Committee shall have the power to refuse membership to an applicant where it is considered such membership would be detrimental to the aims, or activities of the group.
- 9.4. Membership to Food Skil shall be free
- 9.5. Application for membership is by the membership form-Appendix 1.

10. Cessation of membership

10.1. Resignation

A member of Food Skil Inc may resign at any time from Food Skil Inc by sending the secretary a written notice of resignation.

10.2. Expulsion

The committee may by resolution passed at a meeting thereof, terminate or suspend the membership of any member, if in its opinion his\her conduct is prejudicial to the interests and objects of the association, PROVIDED THAT the individual member or representative of Food Skil Inc (as the case may be) shall have the right to be heard by the Committee before the final decision is made. There shall be a right of appeal to an independent arbitrator appointed by mutual agreement.

10.3. Register of Members

- 10.3.1. A register of members, containing the name and address of each member and the date when they became members, will be kept by Food Skil and will be available upon request to any member free of charge.
- 10.3.2. A member may make a copy of entries in the register.

11. General Member Meetings

11.1. Minutes

The General members meetings shall cause minutes to be made of the names of all present at all General meetings of Food Skil Inc and all proceedings. All minutes are to be available to any interested party.

11.2. Signing of Minutes

- 11.2.1. Such minutes shall be signed by the Chair of the meeting at which the proceedings were held by the Chair or the next succeeding meeting.
- 11.2.2. The general members will meet a minimum of twice a year, including the Annual General Meeting.
- 11.2.3. The quorum (minimum number of people required) for a meeting shall be three (3).

11.2.4. The members shall be given at least seven (7) days notice of a meeting unless it is deemed as emergency meeting

11.3. Votes

11.3.1. Any question arising at a meeting of Food Skil, a member has one vote only

11.3.2. In the case of equality of voting the Chairperson is entitled to exercise a second or casting vote

11.3.3. All Members can vote by proxy or in person at a general meeting.

11.4. Proxies

Each member is entitled to appoint another member as proxy by notice in writing given to the secretary no later than 24 hours notice before the meeting in respect of when the proxy is appointed.

12. Annual General Meeting

An Annual General Meeting shall be held within six months of the close of the financial year of Food Skil Inc, the business will include:

- 12.1. The receipt of the accounts and balance sheet
- 12.2. The election of Committee Members

The quorum for Annual General Meeting shall be at least eight (8) persons of which no more than four (4) shall be committee members.

13. Application of surplus

Food Skil Inc shall not trade for profit. Any surplus of Food Skil shall be used as a general reserve for the continuation and development of Food Skil

14. Alteration of the Constitution

Proposals for amendments to this constitution or dissolution must be delivered to the secretary in writing. The secretary in conjunction with all other officers shall decide on the date of a meeting to discuss such proposals, giving at least four weeks (28) days notice.

Any changes to this constitution must be agreed by at least two thirds of those members present and voting in any general meeting.

15. Dissolution

The group may be wound up at any time if agreed by two thirds of those members present, and voting at any general meeting. In the event of Food Skil Inc being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another

organisation with similar purposes which is not carried on for the profit or gain of its individual members. Any assets shall be returned to their providers, if they require them.

16. Common Seal

The association shall have no common seal.

17. Disputes and Mediation

In the case of any complaints or grievances that may arise, these should be referred to the Food Skill President.

Results of incidents will be required in writing in no less than one week, and given to both parties. Where disputes are unable to be resolved, independent mediation shall be sought through the dispute resolution centre.

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