



RULES OF THE ASSOCIATION

Section 1 - Name of Association

The name of the association shall be:

Tasmanian Garlic & Tomato Festival Inc. (in these rules called the “Organisation”)

Section 2 - Interpretation

Tasmanian Garlic & Tomato Festival Inc. is constitutionally formed under the Associations Act 1964.

In these rules, unless the contrary intention appears –

(1) *Executive Committee* means a committee of management of the Organisation.

(2) *Annual General Meeting (AGM)* means an annual meeting of all members convened in accordance with Section 11.

(3) *Special General Meeting* means a meeting of the Organisation, other than an annual general meeting, convened under Section 13.

(4) A *member* is an individual or associate body in accordance with Section 6.

(5) Words or expression contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretations Act 1931 as in force on the date the Organisation adopts these rules.

Section 3 - Organisation's Office

The office of the Organisation is to be at the following place or at any other place the committee may from time to time determine:

338 Four Springs Rd, Selbourne 7292, Tasmania

Section 4 - Objects and Purposes of Association

Tasmanian Garlic & Tomato Festival Inc has been established to celebrate local and seasonal produce, primarily tomatoes and garlic, and the culture of food, bringing together families and communities from the local region and beyond.

For the purposes of the above object, the Executive may do all such other things incidental or conducive to the operation of the Organisation and otherwise for the attainment of all or any of the objects of the Organisation.

Our purpose is to:

1. Educate, entertain and engage the public
2. Promote quality local produce and associated products and industries
3. Promote and support stallholders and community members associated with the festival and related events
4. Promote the Meander Valley and the local community
5. Support worthy not-for-profit organisations that support the rural community.

Section 5 - Activities of the Organisation

In addition to the basic objectives of the Organisation, the activities of the Organisation shall be deemed to include:

- (a) the running of an annual festival
- (b) the running of events deemed appropriate by the Executive to support the Organisation's objects
- (c) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Organisation;
- (d) the purchase, lease, exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Organisation
- (e) the acceptance of a gift for any of the objects or purposes of the Organisation;

(f) the taking of any step the committee or the members of the Organisation at a general meeting determine expedient for the purpose of procuring contributions to the funds of the Organisation, whether by way of donations, sponsorships, subscriptions or otherwise

(g) the printing or publication of any newspaper, periodical, book, leaflet, eNews, social media or other document as the Executive Committee or the members in a general meeting determine desirable for the promotion of any of the objects or purposes of the Organisation;

(h) the borrowing and fundraising of money in any manner and on terms as the Executive Committee thinks fit; or as may be approved or directed by resolution passed at a general meeting;

(i) subject to the provisions of the *Trustee Act 1898*, the investment, in any manner the committee determines, of any monies of the Organisation not immediately required for any of its objects or purposes in such a manner as the Executive committee may from time to time determine;

(j) the making of gifts, subscriptions or donations to any of the funds, authorities or institutions to which *section 78A of the Income Tax Assessment Act 1936* of the Commonwealth relates;

(k) the doing of all such other lawful things as are incidental or conducive to the attainment of all the basic objects or purposes of the Organisation.

Section 6 - Membership of Organisation

(1) Membership may be individual or associate.

- a. An associate member is an organisation or corporate entity committed to the Objects and Purposes of the Organisation.
- b. An associate member may not be a member of the Executive Committee, hold office or vote.

(2) All individual members shall pay an annual membership fee. The amount shall be reviewed and set annually by the Executive Committee.

(3) All associate members shall pay an annual membership fee. The amount shall be reviewed and set annually by the Executive Committee.

(4) Membership fees are due and payable on the first day of each financial year of the Organisation.

(5) An individual or associate body may apply to become a member of the Organisation by self-nomination received in writing (electronic means are acceptable)

(6) Upon approval of an application for membership by the Executive Committee and payment of the required membership fee, an applicant shall thereby become a member and be entered in the register of members. Any right, privilege or obligation of a member by virtue of their membership:

a. Is not capable of being transferred or transmitted to any other person or entity and

b. Terminates upon the cessation of their membership, whether by death, resignation in writing, non-payment of membership fee (after a period determined by the Executive) or termination under Section 19.

(7) Under sub-section 6(b) the Secretary and / or Public Officer shall remove the said member from the register of members, whereupon that person ceases to be a member of the Organisation.

(8) In the event of the Organisation being wound up and is unable to meet its debts, each member of the Organisation undertakes to contribute to the assets of the Organisation, in the event of it being wound up during the time that he or she is a member, or within one year afterwards. The amount of this contribution by each member is not to exceed \$1.

(9) If upon winding up or dissolution of the Organisation there remains after satisfaction of its debts and liabilities, any property whatsoever, then this shall not be paid or distributed among members of the Organisation but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Organisation and which shall also be limited as in Section 7(1) below.

Section 7 - Income and property of Organisation

(1) The income and property of the Organisation, however derived, is to be applied solely towards the promotion of the objects and purposes of the Organisation and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any member of the Organisation except in the following circumstance:

(2) The coordinator and any other position deemed by the membership at the AGM are to be paid an honorarium to reflect their role and responsibility. The Organisation, at the Annual General Meeting, is to determine a fixed limit on the amount of honorarium to be paid per annum. The aggregate paid under this clause must not exceed that limit.

(3) Any member is to be paid out-of-pocket expenses properly incurred by them.

(4) Nothing in the foregoing provision of this rule prevents the payment in good faith to a servant or member of the Organisation for:

a. Remuneration in return for services actually rendered to the Organisation by a member for its goods supplied to the Organisation by a member in the ordinary course of business

b. A reasonable and proper sum by way of rent for premises lent to the Organisation by a member.

Section 8 - Accounts

(1) True accounts shall be kept:

a. Of all sums of money received and expended by the Organisation and the matter in respect of which the receipt or expenditure takes place; and

b. Of assets, credits and liabilities of the Organisation, and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Organisation for the time being, those accounts shall be open to inspection by members of the Organisation.

(2) The Treasurer of the Organisation or authorised nominee shall accurately keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Organisation in such form and manner as the Executive Committee may direct.

(3) The accounts, books and receipts referred to in sub-rules (1) and (2) of this rule shall be kept at the Organisation's office or at such other place as the committee may decide.

- (4) The financial year of the Organisation will begin on the first day of July and end on the thirtieth day of June each year.
- (5) At each Annual General Meeting the Treasurer shall, on behalf of the Executive Committee, provide a full written financial report to members.
- (6) The Organisation is not required to have its books formally audited unless required in accordance with Section 10.1.
- (7) The Organisation will adhere to relevant legislation regarding financial reporting.

Section 9 - Banking and finance

- (1) The Treasurer of the Organisation shall, on behalf of the Organisation, receive all monies paid to the Organisation and issue official receipts as required.
- (2) Except with the authority of the Executive Committee, no payment of a sum exceeding 50 (fifty) dollars shall be made from the funds of the Organisation otherwise than by EFT authorized by two members of the Executive Committee or cheque authorized by two members of the Executive Committee.
- (3) A cheque is not to be drawn on the Organisation's account unless it is deemed not possible to make a payment by EFT.
- (4) The Executive Committee shall cause to be opened with such bank as the Executive committee selects a banking account in the name of the Organisation into which all monies received shall be paid by the Treasurer as soon as possible after receipt.
- (5) The committee may provide the Treasurer with an amount of money to meet urgent expenditure, subject to any conditions the committee may impose in relation to the expenditure.

Section 10 – Auditor

- (1) The Executive Committee may elect to employ or enlist the services of an auditor if deemed appropriate or necessary.

Section 11 - Annual General Meetings (AGM)

- (1) The Organisation shall, in each year, hold an Annual General Meeting (AGM).

(2) The AGM shall be held at the first meeting in each financial year, or on any such day (being not later than five months after the end of the financial year of the Organisation) as the Executive Committee determines.

(3) The AGM shall be specified as such in the notice convening it.

(4) At least 14 days before the date fixed for holding the AGM, the Public Officer shall:

- a. Notify the members and
- b. Place a public notice of meeting electronically and/or
- c. in print media published in this state.

The notice shall specify the place, date and time for the meeting and the business to be conducted.

(5) The ordinary business of the AGM shall be:

- a. To confirm the minutes of the last AGM
- b. To receive from the Executive Committee and servants of the Organisation reports upon the transaction of the Organisation during the last preceding financial year
- c. To elect five (5) to eight (8) members of the Executive Committee
 1. Each elected Executive member shall serve one one-year term.
 2. Sitting Executive members may seek to nominate for re-election.
- e. To elect a Chairman
- f. To elect one Vice-Chairman (optional)
- g. To elect a Secretary
- h. To elect a Treasurer
- i. To elect 1-4 committee members

j. To appoint a Public Officer

d. To receive the Treasurer's Report from the previous 12 months

(6) The AGM may transact special business of which notice is given in accordance with these rules

(7) The AGM shall be in addition to any other general meetings that may be held in the same year.

(8) No item of business shall be transacted at the AGM unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

(9) Five (5) members, personally present (including via skype, phone or other allowable means, as determined by members at an AGM) constitute a quorum for the transaction of business of an AGM.

(10) If within 30 minutes after the appointed time for the commencement of an AGM a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved or if convened by the Executive Committee shall stand adjourned to the same day in the next week, at the same time and (unless another place and time is specified by the Chairman at the time of the adjourned meeting or by written notice to members given before the day to which the meeting is adjourned) at the same place. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for commencement, the members present (being not less than 3) shall be the quorum.

Section 12 - Executive Meetings

(1) Executive Meetings may be convened as needed but a minimum of four (4) meetings will be held in a financial year.

(2) An agenda shall be given to all members of the Executive Committee specifying the general nature of the business to be transacted.

(3) The voting members of the Executive Committee shall be:

- a. A current financial member of the Organisation
- b. Elected at the AGM
- c. Elected for a one-year term

(4) If one or more positions of the committee become vacant, the committee will be responsible for appointing another member to fill the vacancy or vacancies on the committee, if warranted.

(5) The Executive Committee may issue instructions to the employees or volunteers of the Organisation in matters deemed urgent or as directed by the AGM, during the intervals between Executive Meetings.

(6) Where the Executive Committee takes any action on behalf of members, the Executive Committee shall report thereon to the next general meeting and / or provide members with updates.

(7) Fifty percent (50%) plus one (1) members of the Executive Committee shall constitute a quorum (including via skype, phone or other allowable means, as determined by members at the AGM) for the transaction of the business of a meeting of the Executive Committee.

Section 13 – Special General Meetings (SGM)

(1) The Executive Committee may, whenever it thinks fit, convene a Special General Meeting (SGM) of the Organisation.

(2) The Executive Committee shall, on the requisition in writing of not less than 5 (five) members, convene a SGM of the Organisation

(3) At least 14 days before the date fixed for holding the SGM, the Public Officer (or appointed Executive member) shall:

- a. Notify the members and
- b. Place a public notice of meeting electronically and/or
- c. in print media published in this state.
- d. The notice shall specify the place, date and time for the meeting and the business to be conducted.

(4) A requisition for a SGM shall state the objects of the meeting and shall be signed by the requisitionists.

(5) If the Executive Committee does not cause a SGM to be held within 21 (twenty-one) days from the date on which a requisition is deposited, the requisitionists may convene the meeting, but any meeting so convened shall not be held after three months from the date of requisition.

(6) No business other than set out in the agenda convening the meeting shall be transacted at the SGM.

(7) Business is not to be transacted at a SGM unless a quorum of members of the Organisation entitled to vote is present (including via skype, phone or other allowable means at the time when the meeting considers that business.

(8) A quorum for the transaction of the business of a SGM is six (6) members of the Organisation entitled to vote.

(9) If a quorum is not present (including via skype, phone or other allowable means within one hour after the time appointed for the commencement of a SGM, the meeting –

- a. If convened on the requisition of members of the Organisation, is dissolved;
or
- b. If convened by the Executive Committee, is to be adjourned to the same day in the next week at the same time and at the same place, or any other place specified by the Chairman
 - (i) at the time of the adjournment; or
 - (ii) by notice in a manner determined by the Chairman.
- c. If at an adjourned SGM a quorum is not present (including via skype, phone or other allowable means within 30 minutes after the time appointed for the commencement of the meeting, the meeting is dissolved.

Section 14 – Presiding at General Meetings

(1) The current elected Chairman shall preside at general meetings, including the AGM and SGMs of the Organisation.

(2) In the absence of the elected Chairman, the Vice-Chairman or other nominated Executive member shall preside.

Section 15 - Votes

(1) Upon any question arising at a general meeting, AGM or SGM of the Organisation, an individual member has one vote only. Associate members are not entitled to vote.

(2) All votes shall be given personally (including via skype, phone or other allowable means).

(3) In the case of equality of voting on a question the Chairman of the meeting is entitled to exercise a casting vote.

(4) A question arising at a General Meeting of the Organisation shall be determined on a show of hands. Unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has been carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Organisation is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.

Section 16 – Affairs of the Organisation to be Managed by an Executive Committee

(1) The affairs of the Organisation shall be managed by a committee of management constituted as provided in Section 17.

(2) The committee shall:

- a. Control and manage the business and affairs of the Organisation
- b. Exercise all such powers and functions as may be exercised by the Organisation, other than those powers and functions that are required by these rules to be exercised by AGM or SGM of members of the Organisation.

- c. Subject to the Associations Act 1964 and these rules, have power to perform all such acts and things as appear to be essential for the proper management of the business and affairs of the Organisation.

Section 17 – Constitution of the Executive Committee and Election of Office Bearers

(1) The Executive Committee shall consist of five (5) and up to eight (8) members who are elected at the AGM.

(2) The Executive Committee shall consist of:

- a. The Chairman
- b. The Vice-Chairman (optional)
- c. The Secretary
- d. The Treasurer
- e. One (1) and up to four (4) general Committee members

All committee members shall be members in accordance with Section 6.

(3) If one or more of the positions of the Executive Committee becomes vacant, the Executive Committee will be responsible for appointing another member to fill the vacancy or vacancies on the Executive Committee if desired. The appointed member shall hold office, subject to these rules, until the next AGM.

- a. Nominations for election as Committee members or Office bearers of the Organisation shall be made in writing and signed by one other member and accompanied by the written consent of the candidate and shall be delivered to the Secretary.
- b. Where there are more nominations than positions to be filled, a secret ballot of members shall be conducted at the AGM, in a manner determined by the Committee.
- c. If a maximum of eight (8) member nominations is not received one week prior to the AGM nominations will be accepted from the floor of the AGM.

Section 18 - Disclosure of interests

(1) If a member of the committee or a member of a subcommittee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the committee or subcommittee at a meeting, the member is to, as soon as practicable

after the relevant facts come to the member's knowledge, disclose the nature of the interest to the committee.

(2) If at a meeting of the committee or a subcommittee a member of the committee or subcommittee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

Section 19 - Expulsion of Members

(1) Subject to this rule, the committee may expel a member from the Association if, in the opinion of the Executive Committee, the member is guilty of conduct detrimental to the interests of the Organisation.

(2) The expulsion of a member under subrule (1) does not take effect until the later of the following:

a) the fourteenth day after the day on which a notice is served on the member under subrule (3);

b) if the member exercises his or her right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.

(3) If the committee expels a member from the Organisation, the Public Officer of the Organisation, or such other person appointed by the Executive Committee, shall without undue delay, cause to be served on the member a notice in writing –

(a) stating that the committee has expelled the member; and

(b) specifying the grounds for the expulsion; and

(c) informing the member that if they desire, they may, within fourteen days after the service of the notice on them, appeal against the expulsion as provided in this rule.

(4) A member on whom a notice under sub-rule (3) of this rule is served may appeal against the expulsion to a SGM of the Organisation under the Terms of Section 13.

(5) Upon receipt of a requisition under sub-rule (3) of this rule, the Public Officer, or such other person appointed by the Executive Committee shall notify the Executive Committee of its receipt and the Executive Committee shall cause a SGM of members

to be held within twenty-one (21) days after the date on which the requisition is received.

(6) At a SGM convened for the purpose of this rule:

- a) No business other than the question of the expulsion shall be transacted
- b) The Executive Committee may place before the meeting details of the grounds of the expulsion and the Executive Committee's reasons for the expulsion
- c) The expelled member shall be given an opportunity to be heard and
- d) The members present shall vote by secret ballot on the question whether the expulsion shall be lifted or confirmed.

(7) If at the SGM a majority of the members present votes in favour of lifting the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue their membership of the Organisation.

(8) If at the SGM a majority of the members present votes in favour of the confirmation of the expulsion, the expulsion takes effect and the expelled member ceases to be a member of the Organisation.

Section 20 - Disputes

(1) Subject to this rule, a dispute between a member of the Organisation, in their capacity as a member, and the Organisation is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 1986.

Section 21 - Seal

(1) If required, the seal of the Organisation is to be in the form of a rubber stamp inscribed with the name of the Organisation encircling the word "Seal".

(2) The seal is not to be affixed to any instrument except by the authority of the Executive Committee and the affixing thereof shall be attested by the signatures of –

- (a) two members of the committee; or
- (b) one member of the committee and the Public Officer of the Organisation or any other person the committee may appoint for that purpose.

(4) That attestation is sufficient for all purposes that the seal was affixed by the authority of the Executive Committee.

(5) The seal is to remain in the custody of the Public Officer of the Organisation or such other person appointed by the Executive Committee.

Constitution developed November 2018