Rules of Bendigo Foodshare Incorporated

Incorporation number A0059164M

21 May 2026

Association Rules - Bendigo Foodshare Incorporated

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1 – Name

The name of the incorporated association is **Bendigo Foodshare Incorporated** ("the Association").

2 – Statement of Purposes

The purposes for which the Association is established ('Purposes') are:

(a) To alleviate the causes and consequences of food poverty and insecurity in Central Victoria by:

(i) Conducting the operations of a foodshare including sourcing donations of food and for the purchase of food, operating a centralized storage facility and providing food relief to financially and socially disadvantaged and vulnerable persons experiencing food poverty and insecurity and to welfare agencies which provide that food relief.

(ii) Providing information, promotions, opportunities and programs on food health, wellbeing and education to enable people to make healthier eating choices and to raise awareness of and assist to alleviate food poverty and insecurity.

(b) To do all such things incidental or conducive to the achievement of the Purposes.

3 – Definitions

In these Rules, unless the context otherwise requires:

- **Act** means the *Associations Incorporation Reform Act 2012 (Vic)*.
- **Board** means the Board of Management of the Association.
- **Officer** means a person appointed under Rule 24 as an Officer of the Association.
- **Ordinary Director** means a Board member who is not an Officer.
- **Co-Chair** means a person appointed to share the Chair position.
- **Member** means a person who is concurrently an Officer or Ordinary Director of the Board.
- **Purposes** means the purposes for which the Association is established as stated in Rule 2

- **Financial Year** means the year ending 30 June.
- **General Meeting** means a meeting of Members convened under these Rules.
- **Secretary** means the person appointed or designated as Secretary under these Rules.

4 – Revocation of Deductible Gift Recipient Status

If:

(a) the Association is wound up;

(b) cancelled; or

(c) the endorsement of the Association as a deductible gift recipient is revoked,

any:

(d) gifts for the Purposes of the Association;

(e) contributions to the Association in relation to an eligible fundraising event held for the Purposes; or

(f) money received by the Association because of such gifts or contributions,

received after the date of the event set out in 4 (a) – (c) must be given or transferred to such one or more bodies corporate, associations or institutions as are selected by resolution of the Board which have objects including or similar to some or all of the Purposes and to which income tax deductible gifts can be made.

5 – Alteration of the Rules

5.1 These Rules and the Statement of Purposes may only be altered by special resolution of the Members in accordance with the Act.

5.2 The Commissioner of Taxation, and/or other authorities must be notified of any alteration if notification is required by law.

6 – Membership

6.1 Membership of the Association is restricted to persons who, at any given time, are appointed as Officers or Ordinary Directors of the Board.

6.2 A person is deemed to become a Member **contemporaneously** with their election or appointment to the Board, and the Secretary must enter that person's name in the Register of Members immediately upon appointment.

6.3 A person ceases to be a Member **contemporaneously** with ceasing to hold office as an Officer or Ordinary Director, and the Secretary must remove that person's name from the Register of Members at that time.

6.4 No applications for membership will be accepted from any person who is not elected or appointed to the Board.

6.5 **Transitional Provision – Membership**
Upon the commencement of this Rule, any person whose name appears in the Register of Members but who is not, at that time, an Officer or Ordinary Director shall automatically cease to be a Member. The Secretary must update the Register accordingly.

7 – Rights of Members

7.1 Members (being the Board) may attend, speak and vote at general meetings of the Association.

7.2 Each Member has one vote.

7.3 A Member's rights cease immediately upon ceasing to hold office as an Officer or Ordinary Director.

8 – Register of Members

8.1 The Secretary must keep and maintain a Register of Members containing each Member's name and contact details.

8.2 The Register must be available for inspection by any Member at reasonable times.

9 – Discipline, Suspension and Expulsion of Members

9.1 These provisions apply only to Members (being Board members).

9.2 The Board may, by resolution, caution, suspend or remove from office any Member who has acted contrary to the Purposes or the Act.

9.3 Natural-justice procedures apply, including notice and opportunity to respond.

9.4 A decision under this Rule is final unless reconsidered by special resolution of the Board.

10 – Disputes and Mediation

10.1 Disputes between Members (Board members) may be resolved internally through discussion and mediation.

10.2 If unresolved after 14 days of the dispute coming to the attention of all parties. The Board must appoint an independent mediator acceptable to both parties, of failing agreement a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

10.3 The Parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

10.4 If the mediation process does not resolve the dispute the parties may then seek to resolve the dispute in accordance with the Act of otherwise at law.

11 – Annual General Meetings

11.1 The Association must hold an Annual General Meeting (AGM) each year within five months after the end of the financial year.

11.2 The notice convening the AGM shall be provided to all Members (being the Board).

11.3 The ordinary business of the AGM is to:

a) confirm the minutes of the previous AGM;

b) receive and consider the annual report and audited financial statements;

c) appoint or confirm the auditor;

d) elect any Officers or Ordinary Directors whose terms expire; and

e) Appointment of new Directors as Members.

11.4 Other business may be conducted if agreed by the Board.

12 – Special General Meetings

12.1 A Special General Meeting may be convened at any time by the Board.

12.2 Notice of a Special General Meeting must specify the business to be conducted.

12.3 Subject to rule 12.4 only business set out in the notice may be conducted at that meeting.

12.4 Other business may be conducted if agreed by the Board

13 – Special Business

Any business that is not ordinary business of an AGM shall be deemed special business.

14 – Notice of General Meetings

14.1 At least 21 days' written notice of a General Meeting must be given to all Members (the Board).

14.2 Notice may be sent by email or other electronic means to the Member's address recorded in the Register.

15 – Quorum at General Meetings

15.1 No item of business may be conducted at a general meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item.

15.2 A quorum for a General Meeting is 3 current Board members.

15.3 If a quorum is not present within 30 minutes after the appointed time for the commencement of the meeting, the meeting is adjourned to a date and time determined by the Chair.

15.4 If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the Members present shall be a quorum.

16 – Presiding at General Meetings

16.1 The Chair/a Co-Chair or if absent a Deputy Chair, presides at each General Meeting.

16.2 If none are present, the Members must elect one of their number to preside.

17 – Adjournment of Meetings

17.1 The Chair may, with the agreement of the board, adjourn the meeting to another time or place.

17.2 No new business may be conducted at an adjourned meeting other than the unfinished business.

18 – Voting at General Meetings

18.1 Each Member (Board member) present has one vote.

18.2 Decisions are by majority of votes on a show of hands unless a poll is demanded.

18.3 The Chair/Co-Chair has a casting vote if votes are equal.

19 – Poll at General Meetings

19.1 If a poll is demanded, it must be taken at the time and in the manner the Chair directs.

19.2 A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately; otherwise it may be taken at any time before the close of the meeting.

20 – Determining Whether Resolution Carried

20.1 Unless a poll is demanded, the Chair's declaration that a resolution has been:

a) carried; or

b) lost

is conclusive evidence of that fact.

20.2 An entry to that effect in the minutes is conclusive evidence of the passing of the resolution.

21 – Board of Management

21.1 The affairs of the Association are managed by the Board.

21.2 The Board -

a) controls and manages the business and affairs of the Association;

b) may perform all acts and things necessary for the proper management of the Association.

21.3 The Board consists of -

a) the Officers of the Association; and

b) a minimum of three and a maximum of five Ordinary Directors, each elected at the AGM.

21.4 The Members of the Association are the Officers and Ordinary Directors comprising the Board.

22 – Office Holders

22.1 The Officers of the Association are:

a) Chair (or Co-Chairs as per Rule 22.5);

b) Deputy Chair;

c) Treasurer; and

d) Secretary.

22.2 **Term of Office**
Each Officer holds office for a term of **three (3) years** commencing at the close of the Annual General Meeting at which they were elected. Officers are eligible for re-election, subject to the tenure limits set out in Rule 23.3.

22.3 **Casual Vacancy**
In the event of a casual vacancy in any office, the Board may appoint an eligible person to the vacant position for the remainder of that term. The period served in filling a casual vacancy counts toward the tenure limit in Rule 23.3.

22.4 The Board may from time to time determine additional officers as required.

22.5 The Board may appoint two persons to share the office of Chair (each being a Co-Chair).

22.6 Each Co-Chair has equal authority and responsibility for that position.

22.7 Where required the Board must designate one Co-Chair as the **Responsible Officer** for statutory purposes under the Act and for all filings with Consumer Affairs Victoria and the ACNC.

22.8 If one Co-Chair ceases to hold office, the other remains in office unless the Board resolves otherwise.

22.9 **Secretary as Public Officer**

The Secretary of the Association shall, for the purposes of the Associations Incorporation Reform Act 2012 (Vic) and any other applicable legislation, be deemed to be the Public Officer of the Association. The Secretary shall perform all duties and obligations required of a Public Officer under the Act, including but not limited to the lodgement of documents, notifications to regulatory authorities, and maintenance of statutory registers.

23 – Directors Other Than Office Holders

23.1 **Term of Office**

Each Ordinary Director is elected for a term of **three (3) years**, commencing at the close of the Annual General Meeting at which they were elected. Ordinary Directors are eligible for re-election, subject to the tenure limits in Rule 23.3.

23.2 **Staggered Elections**

To promote continuity, the Board shall ensure that, as far as practicable, **one-third (⅓)** of all Board positions fall vacant each year. The Board may by resolution shorten or extend the initial term of some Directors to achieve a staggered cycle. The Secretary must keep a record of the terms of all Board members and notify the Board in advance of each Annual General Meeting which positions are due for election in accordance with this Rule.

23.3 **Maximum Tenure**

No person may serve as a member of the Board (whether as an Officer or Ordinary Director) for more than **nine (9) consecutive years** in total. After reaching this limit, the person must retire for at least one full term (three years) before being eligible for re-election.

23.4 **Transitional Provision**

For the purposes of calculating tenure, all existing service prior to the adoption of this Rule shall be deemed to have commenced on the date these amended Rules take effect, unless the Board determines otherwise for equity or staggering purposes.

23.5 **Casual Vacancies – Ordinary Directors**

If a casual vacancy occurs in the office of an Ordinary Director, the Board may appoint a qualified person to fill the vacancy until the next AGM. The period served counts toward the total tenure limit in Rule 23.3.

24 – Election of Officers and Directors

24.1 Nominations for election as Officers or Ordinary Directors must be –

a) made in writing, signed by two current Members (Board members); and

b) accompanied by the candidate's written consent; and

c) delivered to the Secretary not less than 24 hours before the AGM.

24.2 If insufficient nominations are received to fill vacancies, nominations may be received at the AGM.

24.3 If the number of nominations equals the number of vacancies, those nominated are deemed elected.

24.4 If nominations exceed vacancies, a ballot must be held at the AGM in the manner the Board directs.

25 – Casual Vacancies – Office Holders

25.1 The office of an Officer or Ordinary Director becomes vacant if that person -

a) resigns by written notice to the Secretary;

b) becomes insolvent under administration as defined by the *Corporations Act 2001*; or

c) is removed from office under Rule 34.

25.2 Upon resignation of an Officer, the Officer is deemed to have also resigned from the Board, and their position becomes vacant from the effective date of resignation.

25.3 The Board must, as soon as practicable after the vacancy arises, either:

(a) appoint an eligible member to fill the casual vacancy until the next annual general meeting; or

(b) if required by the rules or at the discretion of the Board, call a special general meeting of members to elect a new director to fill the vacancy.

25.4 Anyone appointed to fill a casual vacancy under this clause holds office only until the next annual general meeting, at which time an election must be held to fill the position for the remainder of the original term, if any.

26 – Meetings of the Board

26.1 The Board must meet at least four times each financial year.

26.2 Meetings may be held in person or by teleconference or other electronic means.

26.3 Notice of meetings must be given to all Board members at least seven days before the meeting unless urgent.

26.4 The Chair (or a Co-Chair as determined by agreement between them) presides at Board meetings; if absent, the Board elects one of its members to preside.

26.5 Each Board member has one vote; the Chair has a casting vote if necessary.

27 – Use of Technology

27.1 A Board meeting may be held using any technology consented to by all members of the Board.

27.2 A member participating remotely is taken to be present and may vote as if in person.

28 – Quorum for Board Meetings

28.1 The quorum for Board meetings is 3 current Board members.

28.2 No business may be conducted unless a quorum is present.

28.3 If a quorum is not present within 30 minutes, the meeting is adjourned to a time and date determined by the Chair.

29 – Voting at Board Meetings

29.1 Questions arising at Board meetings are decided by a majority of votes.

29.2 Each Director present has one vote; the Chair has a casting vote if votes are equal.

30 – Circulating Resolutions

30.1 The Board may pass a resolution without a Board meeting being held if the majority of Board members entitled to vote on the resolution;

(a) sign a document containing a statement that he or she is in favour of the resolution set out in the document; or

(b) send an email from the Board member's Registered Email Address containing a statement that he or she is in favour of a resolution set out:

(i) in the Board member's email; or

(ii) in an email from another Board member to which the Board member is responding.

30.2 Separate copies of a document referred to rule 30.1(a) may be used for signing by Board members if the wording of the resolution and statement is identical in each copy.

30.3 A resolution passed under this rule 30 is passed when the majority of board members have:

(a) signed a document referred to in rule 30.1(a); or

(b) sent an email referred to in rule 30.1(b).

30.4 A facsimile or email addressed to or received by the Association and purporting to be signed or sent by a Board member for the purpose of this rule 30 must be treated as a document in writing signed by that Board member.

31 – Conflict of Interest

31.1 A Board member who has a direct or indirect interest in a matter being considered must declare that interest as soon as possible.

31.2 Unless the Board otherwise determines, the member –

a) must not be present while the matter is discussed; and

b) must not vote on the matter.

31.3 The declaration must be recorded in the minutes.

32 –Standing Register of Interests

The Association shall maintain a Standing Register of Interests in which all Board members must record any direct or indirect pecuniary or non-pecuniary interests that may conflict with their duties to the Association. The Register shall be kept by the Secretary and be available for inspection by any Board member upon reasonable notice. Board members must update their disclosures as soon as practicable after becoming aware of any new or changed interest. The Register of Interests shall be tabled at the first Board meeting following any update.

33 – Minutes of Meetings

33.1 The Secretary must ensure that minutes are kept of each General Meeting and each Board meeting.

33.2 The minutes must record -

a) the business considered;

b) resolutions passed; and

c) attendees present.

33.3 The Chair must sign the minutes after confirmation by the Board.

34 – Removal of Board Member

34.1 The Board may, by resolution, remove a Board member from office if the member has -

a) failed to attend three consecutive Board meetings without leave; or

b) acted contrary to the Purposes of the Association; or

c) breached these Rules or the Act.

34.2 Before removal, the member must be given at least seven days' written notice and an opportunity to be heard.

35 – Delegation by Board to Subcommittees

35.1 The Board may delegate any of its powers to subcommittees consisting of Board members and/or volunteers as it thinks fit.

35.2 A subcommittee must exercise delegated powers in accordance with the direction of the Board.

35.3 The Board may revoke any delegation at any time.

36 – Funds

36.1 The income and property of the Association must be used solely in promoting its purposes.

36.2 All cheques, electronic transfers, and other negotiable instruments must be authorised by two Board members. The board may delegate and revoke authorisations under this clause at any time.

36.3 The Board must ensure proper accounting records are kept and audited annually.

37 – Notices to Members

37.1 Any notice required to be given to a Member under these Rules may be given by –

a) personal delivery; or

b) electronic transmission to the Member's email address recorded in the Register.

37.2 A notice sent by email is deemed to have been received at the time of transmission.

38 – Winding Up or Cancellation

38.1 In the event of the winding up or cancellation of the Association, any surplus assets must be distributed in accordance with the *Statement of Purposes* and section 133 of the Act.

38.2 Assets must be transferred to an organisation with similar purposes and approved deductible-gift-recipient status.

39 – Custody and Inspection of Books and Records

39.1 Except as otherwise provided in these Rules, the Secretary must keep custody or control of all books, documents, and securities of the Association.

39.2 All records must be open for inspection by any Member (Board member) at a reasonable time.

39.3 Copies of minutes or financial records must be provided to Members upon request.

40 – Indemnity and Insurance

40.1 To the extent permitted by law, the Association shall indemnify each Board member and officer (including the Secretary/Public Officer) against any liability incurred in good faith in the performance of their duties for the Association, including reasonable legal costs and expenses, except to the extent that such liability arises from wilful misconduct, gross negligence, or a breach of these Rules or the Act.

40.2 The Association may, at the discretion of the Board, arrange and maintain insurance for the benefit of Board members and officers against any liability for which indemnity may be provided under this Rule.

40.3 The indemnity provided by this Rule is in addition to any other rights to which a Board member or officer may be entitled.