



Rules of the Restaurant & Catering Industry Association of Australia Inc.

Amended 29 October 2018

Restaurant & Catering Australia (R&CA) is the national industry association representing the interests of 35,000 restaurants, cafes and catering businesses across Australia. R&CA delivers tangible outcomes to small businesses within the hospitality industry by influencing the policy decisions and regulations that impact the sector's operating environment.

RESTAURANT & CATERING AUSTRALIA

Restaurant & Catering Australia (R&CA) is the national industry association representing the interests of 45,000 restaurants, cafes and catering businesses across Australia. R&CA delivers tangible outcomes to small businesses within the hospitality industry by influencing the policy decisions and regulations that impact the sector's operating environment.

R&CA is committed to ensuring the industry is recognised as one of excellence, professionalism, profitability and sustainability. This includes advocating the broader social and economic contribution of the sector to industry and government stakeholders, as well as highlighting the value of the restaurant experience to the public.

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PART I - PRELIMINARY

I. INTERPRETATION

(a) In these rules, unless a contrary intention appears –

“Act” means the *Association Incorporated Act 1991* (ACT);

“Association” means the Restaurant & Catering Industry Association of Australia;

“Board” is the group of representatives constituted in accordance with part III;

The Public Officer of the Association is the secretary of the Association;

“Financial Year” means the year ending June 30;

“Member” means a natural person or an entity whose application for membership with the Association has been accepted;

“Nominee” means the nominated representative of a member;

“Officer Bearers” of the Association shall be:

(i) The President;

(ii) The Vice-President;

(iii) The Immediate Past President;

(iv) The Treasurer


Each of whom shall be elected at the Annual General Meeting with the exception of the appointment under I(a)(iii) above;

“Management Committee” is also referred to as the Board;

“Executive Director” refers to a non-voting Independent Director;

“Regulations” means the Associations Incorporation Regulations 1991;

“Representative” is a Board member who has been identified pursuant to Rule 10 and is not an Officer Bearer.

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- 2) In these Rules-
- a) a reference to a function includes a reference to a power, authority and duty; and
 - b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of that power or authority of the performance of the duty
- 3) The provisions of the “*Legislation Act 2001*” apply to these Rules.

PART II - MEMBERSHIP

2. CLASSES OF MEMBERS

- (a) The membership of the Association shall consist of the following classes:
 - (i) Ordinary Members: Natural persons, firms, partnerships, corporations and incorporated and unincorporated entities who are engaged in a business or undertaking in Australia which consists wholly or substantially with the provision of food and beverage service.
 - (ii) Life Members: Members of the Association who in recognition of outstanding services to the Association shall be elected to Life Membership by a two thirds majority of members present and voting at any Annual or Special General Meeting of the Association of which proper notice of such election and the reason therefore have been given. A Life Member shall be entitled to all the privileges of ordinary membership of the Association but shall not be liable for payment of an annual subscription.
 - (iii) The number of Life Members shall be unlimited but no more than two Life Members shall be elected in any one year. The Secretary of the Management Committee shall keep and maintain a register of Life Members of the Association.
 - (iv) Associate Members: Natural persons, firms, partnerships and corporations engaged in the manufacture, production, distribution or provision of goods and services relating to the food service industry. Associate Members will not be entitled to vote at any General Meeting of the Association and shall not be eligible for election to the Management Committee.

3. MEMBERSHIP

- (a) Any Application for membership shall be made in writing by the applicant and shall be in such form as the Management Committee from time to time prescribes.
- (b) The number of members in all classes of membership shall be unlimited.
- (c) No new Member shall be entitled to the privileges of membership until appropriate subscription fees have been paid or a direct debit agreement has been signed.

- (d) A Member may, by notice in writing to the Secretary of the Association, appoint a nominee to act for the Member in meetings and proceedings of the Association, and may, by like notice, replace the nominee at the Member's discretion.
- (e) A Nominee shall have all the privileges and powers of a Member holding office under these Rules, except the power to appoint an alternative Nominee.

4. MEMBERSHIP FEES

- (a) The membership fees for each class of membership shall be such sum as the Management Committee shall from time to time determine.
- (b) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.
- (c) There shall be no membership fee payable for a life member.

5. ADMISSION AND REJECTION OF MEMBERS

- (a) Following receipt of a membership application, the Management Committee shall determine the admission or rejection of the applicant.
- (b) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- (c) Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.
- (d) The Management Committee may delegate day-to-day routine processing of admission of membership to the Chief Executive Officer of this Association.

6. TERMINATION OF MEMBERSHIP

- (a) A member may resign from the Association at any time by giving notice in writing to the Secretary.
- (b) Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

- (c) If a member or the member's nominee (whichever is applicable): -
 - (i) is convicted of an indictable offence;
 - (ii) fails to comply with any of the provisions of these Rules;
 - (iii) has membership fees in arrears for a period of three months or more;
 - (iv) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association, or
 - (v) becomes an insolvent under administration within the meaning of the Corporations Law;

the Management Committee reserves the right to terminate the membership.

- (d) The affected member or the member's nominee shall be given a full and fair opportunity of presenting their case in accordance with the appeal process outlined in Rule 7 below.
- (e) If the Management Committee resolves to terminate the affected member or member's nominee's membership, it shall instruct the Secretary to advise the member in writing accordingly.

7. **APPEAL AGAINST REJECTION OR TERMINATION OF ORDINARY OR ASSOCIATE MEMBERSHIP**

- (a) A person whose application for membership has been rejected or whose membership has been terminated, may within one month of receiving notification of such termination, lodge with the Secretary written notice of their intention to appeal against the decision of the Management Committee.
- (b) Upon receipt of a notification outlined in Rule 7(a) above, the Secretary shall within three months of the date of receipt of such notice, convene a general meeting to determine the appeal.
- (c) At the General Meeting, the applicant shall be given the opportunity to fully present his case, and the Management Committee may reasonably allow any relevant parties affected by, or involved in the membership termination to similarly present their case.
- (d) The appeal shall be determined by the majority vote of the members present at such meeting.

- (e) In the event that an application for membership is rejected, and the applicant does not appeal against the decision of the Management Committee within the time prescribed by these Rules, or if an appeal is unsuccessful, the Secretary shall refund the outstanding pro-rata amount of any fee paid for the period that the membership was not active.
- (f) Any member who resigns from membership, or whose membership is otherwise terminated pursuant to these Rules, shall cease to have any claim or interest of any nature whatsoever in any funds or assets of the Association.

8. MEMBERS' LIABILITIES

- (a) The liability of an Ordinary or Associate Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Ordinary or Associate Member in respect of membership of the Association as required by Rule 4

9. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- (a) Any right, privilege or obligation held by an Ordinary Member, Nominee(s) or Associate Members:
 - (i) is not capable of being transferred or transmitted to another person or body; and
 - (ii) terminates upon cessation of the person's or body's membership.

10. CONSTITUTION AND MEMBERSHIP

- (a) The ordinary members in each State / Territory will be invited to nominate representatives each year prior to the Annual General Meeting, twenty (28) days prior to the AGM.
- (b) The Nominating Committee will be required to notify the Public Officer and the representatives from each State / Territory twenty-one (21) days prior to an Annual General Meeting.
- (c) Ordinary member representation will be calculated using the following formula:
 - (i) the first 2,000, or if the total is less than 2,000, financial voting members pursuant to sub-rule 3(2) equates to one representative;

- (ii) for more than 2,000 financial voting members pursuant to sub-rule 3(2) equates to one additional representative;
 - (iii) the ordinary member that has a representative elected as President, Vice-President and Treasurer are entitled to one additional representative for the term of office until such time as that term expires through election or resignation.
- (d) Each nominated representative (“the appointer”) may at any time appoint, by notice in writing to the Public Officer, a person as his or her alternate representative:
 - (i) An alternate representative may exercise any powers that the appointer may exercise and the exercise of any power by the representative will be deemed to be the exercise of power by the appointer.
 - (ii) The appointment of an alternate representative may be terminated at any time by the appointer by notice in writing to the Public Officer, and terminates in any event if the appointer vacates office as a representative.
- (e) If the number of ordinary member representatives received, are insufficient, any vacant representative places, will be deemed to be vacancies and will be referred to the next Annual General Meeting.
- (f) In the event of a vacancy in ordinary member representative, the Board may refer that vacancy back to the ordinary member from which the vacancy occurred, for a replacement representative to be appointed and that representative so appointed will hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of appointment.
- (g) Representative(s) of each State / Territory are not eligible to simultaneously hold more than one position of office on the Board; only one representative from each ordinary member may hold a position of Officer Bearer with the exception of the position of President.
- (h) The Board may appoint up to four directors that are not representatives each year at the Annual General Meeting, one of which will be the Executive Director who is non voting.

11. VACANCIES

- (a) For the purposes of these rules, a vacancy in Ordinary Members' representation occurs if the representative:
 - (i) dies;
 - (ii) resigns;
 - (iii) is removed pursuant to Rule 6;
 - (iv) becomes insolvent within the meaning of the Corporations Act 2001;
 - (v) suffers from mental incapacity;
 - (vi) is disqualified under sub-section 63(1) of the Act; or
 - (vii) is removed by an Ordinary Member in accordance with the Ordinary Members' rules.

12. REMOVAL OF REPRESENTATIVES

- (a) The Association in a General Meeting may by resolution, subject to section 50 of the Act, remove any representative before the expiration of their term of office.

13. DISCIPLINING OF THE ORDINARY MEMBER

- (a) Where the Board is of the opinion that a representative:
 - (i) has a persistently refused or neglected to comply with a provision of these Rules;
or
 - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association,
- (b) The Board may, by resolution, do one of the following:
 - (i) require the Ordinary Member to suspend the representative from the Association and nominate a replacement representative;
 - (ii) suspend the Ordinary Member from such rights and privileges of the Association as the Board may determine for a specified period; or

- (iii) expel the ordinary member from the Association.
- (c) A resolution of the Board under sub-rule 13(b) is of no effect unless the Board, at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the Ordinary Member of a notice under sub-rule 13(d), confirms the resolution in accordance with this Rule.
- (d) Where the Board passes a resolution under sub-rule 13(b), the Public Officer will, as soon as practicable, serve a notice in writing on the affected Ordinary Member, outlining:
 - (i) the resolution of the Board and the grounds on which the resolution is based;
 - (ii) the process by which the affected Ordinary Member may address the Board at a meeting to be held not earlier than fourteen (14) days, and not later than twenty (28) days after service of the notice on the Ordinary Member;
 - (iii) the place and time of the meeting; and
 - (iv) confirmation that the affected Ordinary Member may do either or both of the following:
 - A. attend and speak at that meeting; and/or
 - B. submit to the Board at or prior to the meeting written submissions relating to the Management Committee's resolution.
- (e) Subject to section 50 of the Act, at a meeting of the Board mentioned in sub-rule 13(b), the Board will:
 - (i) give to the Ordinary Member's representative mentioned in sub-rule 13(a) an opportunity to make oral representations;
 - (ii) give due consideration to any written representations submitted to the Board by the Ordinary Member at or prior to the meeting; and
 - (iii) by resolution determine whether to confirm or revoke the resolution of the Board made under sub-rule 13(b).
- (f) Where the Board confirms a resolution made under sub-rule 13(e), the Public Officer will, within seven (7) days after that date confirmation, inform the affected Ordinary

Member in writing of such confirmation, and outline the Ordinary Member's right of appeal under Rule 14.

- (g) A resolution confirmed by the Board under sub-rule 13(e) does not take effect:
 - (i) until the expiration of the period within which the affected Ordinary Member is entitled to appeal against the resolution where the Ordinary Member does not exercise the right of appeal within that period; or
 - (ii) where within that period the affected Ordinary Member exercises the right of appeal, unless and until the Association confirms the resolution in accordance with sub-rule 14(d) below.

14. RIGHT OF APPEAL OF DISCIPLINED ORDINARY MEMBER'S REPRESENTATIVE

- (a) An Ordinary Member may appeal to the Association at a General Meeting against a resolution of the Board, which is confirmed under sub-rule 14(d), within seven (7) days after notice of the resolution is served on the affected Ordinary Member, by lodging with the Public Officer a notice to that effect.
- (b) Upon receipt of a notice under sub-rule 14(a), the Public Officer shall notify the Board, which will convene a General Meeting of the Association to be held within twenty (21) days after the date on which the Public Officer received the notice, or as soon as possible after that date.
- (c) Subject to section 50 of the Act, at a General Meeting of the Association convened under sub-rule 14(b):
 - (i) no business other than the question of the appeal may be transacted;
 - (ii) the Board and the affected Ordinary Member will be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (iii) the Board (excluding all representatives of the affected Ordinary Member) will vote by secret ballot on the question of whether the resolution made under sub-rule 13(e) should be confirmed or revoked.
- (d) If the meeting passes a special resolution in favour of the confirmation of the resolution made under sub-rule 13(e), that resolution is confirmed.

PART III - THE BOARD

15. MEETINGS AND QUORUM

- (a) The Board must meet at least once a year as part of the Annual General Meeting process.
- (b) Six Ordinary Members must be represented (including proxies) to constitute a quorum for the transaction of the business of a meeting.
- (c) No business will be transacted unless a quorum is present, and if after half an hour after the time appointed for the meeting, a quorum is not present, the meeting stands adjourned to the same place and at the same time of day in the following week.
- (d) If at the adjourned meeting, a quorum is not present after half an hour after the time appointed for the meeting, the meeting will be dissolved.
- (e) At meeting of the Ordinary Members:
 - (i) the President or in the absence of the President, the Vice-President shall preside; or
 - (ii) if the President and the Vice-President are absent, then the Treasurer may preside.
- (f) Additional meetings of Ordinary Members may be sought by a quorum of Ordinary Members as well as being called by the Public Officer.
- (g) Oral or written notice of a meeting of the Ordinary Members will be given by the Public Officer to each Ordinary Member at least forty-eight (48) hours (or such other period as may be unanimously agreed upon by the Ordinary Members) before the time appointed for the holding of the meeting.
- (h) Notice of a meeting given under sub-rule (7) will specify the general nature of the business to be transacted at the meeting and no other business other than that business will be transacted at the meeting, except business which a quorum of Ordinary Members present at the meeting, unanimously agree to treat as urgent business.

16. POWER OF THE BOARD

- (a) The Board, subject to the Act, the regulations, these rules and any resolution passed by the Association in General Meeting:
 - (i) Will control and manage the affairs of the Association;
 - (ii) May exercise all such functions as may be exercised by the Association in General Meeting; and
 - (iii) Has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper stewardship of the affairs of the Association.

17. CONSTITUTION AND MEMBERSHIP

- (a) The membership of the Board will consist of the representatives pursuant to sub-rule 17(d) below; from which the Officer Bearers will be elected, and directors pursuant to Rule 10(h).
- (b) The Public Officer who may be a member of the Board, need not be a representative.
- (c) The ballot for the election of Officer Bearers, other than the office of Immediate Past President, shall be conducted at the Annual General Meeting, or at any General Meeting in the case of a vacancy needing to be filled, in such a manner as the Board may direct.
- (d) One representative from each State / Territory may hold a position of Officer Bearer, except that an Ordinary Member whose representative is the Immediate Past President or President may have one additional Officer Bearer.
- (e) Each representative shall, subject to these Rules, hold a position as an Officer Bearer until the conclusion of the Annual General Meeting following the date of their election, but is eligible for re-election, provided that no representative may serve more than three consecutive terms as President.
- (f) Subject to being appointed as a representative in accordance with Rule 5, the Immediate Past President of the Association shall be eligible for appointment by the Board to the office of Immediate Past President. The appointment of a representative to the office of Immediate Past President will terminate for any of the reasons contained in Rule 6, and

in any event, upon the vacation of office by the current President, except where the current President declines nomination to, or for any reason, is unable to assume the office of Immediate Past President.

18. VACANCIES

- (a) For the purposes of these rules, a vacancy in ordinary members' representative occurs if the representative:
 - (i) Dies
 - (ii) Resigns the office;
 - (iii) Is removed from office pursuant to Rule 13;
 - (iv) Becomes insolvent within the meaning of the *Corporation Act 2001*;
 - (v) Suffers from mental incapacity;
 - (vi) Is disqualified from office under sub-section 63(1) of the Act; or
 - (vii) Is replaced by the ordinary member in accordance with the ordinary member rules.

19. REMOVAL OF BOARD MEMBER

- (a) The Association in General Meeting may by resolution, subject to Section 50 of the Act, remove any representative from the office of member of the Board before the expiration of their term of office.

20. DELEGATION BY THE BOARD TO SUB-COMMITTEE

- (a) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such members of the Association as the Board thinks fits) the exercise of the functions of the Board as specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function which is a function imposed on the Board by the Act, by any other law of the territory, or be resolution of the Association in General Meeting.

- (b) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains un-revoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this rule may be subject to conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (f) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule, except the existence of the State Councils which are standing Sub-Committees of the Board.
- (g) A sub-committee may meet and adjourn as it thinks proper.

21. VOTING AND DECISIONS

- (a) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board, will be determined by a simple majority of the votes of the Board members present.
- (b) With the exception of the President, each Board member present at a meeting of the Board or of any sub-committee appointed by the Board is entitled to one vote but, in the event of an equality of votes on any questions, the person presiding may exercise the casting vote.
- (c) Subject to sub-rule 14(b), the Board may act notwithstanding any vacancy in the office of a Board member (Rule 12).
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual

notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any representative of the Board or sub-committee.

22. APPOINTMENT OF PROXIES

- (a) Each representative shall be entitled to appoint another representative as proxy by notice given to the Public Officer no later than twenty-four (24) hours before the time of the Board meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy shall be in the form set out in Appendix I to these rules.

PART IV - ANNUAL GENERAL MEETINGS

23. ANNUAL GENERAL MEETINGS - HOLDING OF

- (a) The Association will, at least once in each calendar year and within the period of five months of the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
- (b) The Association will hold its first Annual General Meeting:
 - (i) within the period of eighteen (18) months after its incorporation under the Act; and
 - (ii) within the period of five months after the expiration of the first financial year of the Association.
- (c) Sub-rules 23(a) and (b) have effect subject to the powers of the Registrar in Incorporated Associations under section 120 of the Act in relation to extensions of time.

24. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- (a) The Annual General Meeting of the Association will, subject to the Act, be convened on such date and at such place and time as the Board thinks fit.
- (b) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting will be:
 - (i) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
 - (ii) to receive from the Board reports on the activities of the Association during the last preceding financial year;
 - (iii) to elect the office-bearers; and
 - (iv) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to sub-section 73(1) of the Act.

- (c) An Annual General Meeting will be specified as such in the notice convening it in accordance with Rule 22.
- (d) An Annual General Meeting will be conducted in accordance with the provisions of this Part.

PART V - GENERAL MEETINGS

25. GENERAL MEETINGS - CALLING OF

- (a) The Board may, whenever it thinks fit, convene a General Meeting of the Association in accordance with sub-rule 21(b).
- (b) The Board will through a process of obtaining the written consent of not less than six ordinary members, convene a General Meeting of the Association.
- (c) The written request of ordinary members for a General Meeting:
 - (i) will state the purpose or purposes of the meeting;
 - (ii) will be signed by the ordinary members making the written request;
 - (iii) will be lodged with the Public Officer.
- (d) If the Board fails to convene a General Meeting within one month after the date on which written consent of ordinary members is lodged with the Public Officer, any one or more of the ordinary members who made the written request may convene a General Meeting to be held not later than three months after that date.
- (e) A General Meeting convened in accordance with sub-rule 25(d) will be convened as nearly as is practicable in the same manner as General Meeting are convened by the Board and any member who thereby incurs expense may be entitled to be reimbursed by the Association for any reasonable expense so incurred.

26. Notice

- (a) Except where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Public Officer will, at least fourteen (14) days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post or via electronic means to each ordinary member at the ordinary member's address appearing in the register of ordinary member's address, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (b) Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Public Officer will, at least twenty-one 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each ordinary member in the manner provided for in sub-rule 26(a) specifying, in addition to the matter required under that sub-rule, the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a General Meeting may be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to sub-rule 20(b).
- (d) An Ordinary Member's nominee desiring to bring any business before a General Meeting may give notice in writing of that business to the Public Officer who will include that business in the next notice from the Ordinary Member.

27. GENERAL MEETINGS - PROCEDURE AND QUORUM

- (a) No item of business will be transacted at a General Meeting unless a quorum of ordinary members entitled under these rules to vote is present during the time the meeting is considering that item.
- (b) Six ordinary members must be represented (including proxies) (or utilising tele and / or video facilities) (being members entitled under these rules to vote at a General Meeting) to constitute a quorum for the transaction of business of a General Meeting.
- (c) If within half an hour after the appointed time for commencement of a General Meeting a quorum is not present, the meeting will be dissolved and in any other case will stand adjournment to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the ordinary members present (being representative of not less than 4 ordinary members) will constitute a quorum.

28. PRESIDING MEMBER

- (a) The President, or in the absence of the President, the Vice-President, will preside at each General Meeting of the Association.
- (b) If the President and the Vice-President are absent from a General Meeting, the Treasurer will preside at the meeting.

29. ADJOURNMENT

- (a) The person presiding at a General Meeting at which a quorum is present may, with the consent of the majority of the representatives present at the meeting, adjourn the meeting from time to time and place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) Where a General Meeting is adjourned for fourteen (14) days or more, the Public Officer will give written or oral notice of the adjourned meeting to each Ordinary Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in sub-rules 29(a) and (b), notice of an adjournment of a General Meeting or of business to be transacted at an adjourned meeting is not required to be given.

30. MAKING OF DECISIONS

- (a) A question arising at a General Meeting of the Association will be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a General Meeting of the Association, a poll may be demanded by the person presiding or by the majority of nominees present (including proxies).
- (c) Where the poll is demanded at a General Meeting, the poll will be taken:

- (i) immediately in the case of a poll which relates to the question of an adjournment;
or
- (ii) in any other case, in such a manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter will be deemed to be the resolution of the meeting on that matter.

31. VOTING

- (a) Subject to sub-rule 31(c), upon any question at a General Meeting of the Association, each nominee has 1 vote only.
- (b) All votes will be given personally or by proxy.
- (c) In the case of an equality of votes on a question at a General Meeting, the person presiding is entitled to exercise a second or casting vote.
- (d) A nominee or proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the ordinary member to the Association has been paid, unless the due date for membership is within three (3) months of the meeting, pursuant to sub-rule 31(c).

32. APPOINTMENT OF PROXIES

- (a) Each representative will be entitled to appoint another representative from those representatives as proxy by notice given to the Public Officer no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy shall be in the form set out in Appendix I to these rules.

PART VI - MISCELLANEOUS

33. FUNDS-SOURCE

- (a) The funds of the Association will be derived from annual membership fees of all categories of members, donations, marketing and conference proceeds, specific sponsorships/ grants and, subject to any resolution passed by the Association in General Meeting and subject to section 114 of the Act, such other sources as the Board determines.
- (b) All money received by the Association will be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (c) The Association will, as soon as practicable after receiving any money, issue an appropriate receipt.

34. FUNDS MANAGEMENT

- (a) Subject to any resolution passed by the Association in General Meeting, the funds of the Association will be used in pursuance of the objects of the Association in such manner as the Board determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any one Office Bearer and the Chief Executive Officer, being the person authorised to do so by the Board, in keeping with approved financial delegations.

35. ALTERATION OF OBJECTS AND RULES

- (a) Neither the objects of the Association referred to in section 29 of the Act nor these rules will be altered except in accordance with the Act.

36. COMMON SEAL/ ASSOCIATION LOGO

- (a) The common seal and logo of the Association will be kept in the custody of the Public Officer.
- (b) The common seal shall not be affixed to any instrument except by authority of the Board and the affixing of the common seal must be attested by the signatures of two members of the Board and that of the Public Officer.

- (c) The Association's logo will not be released without a carried motion recorded in the minutes; and the completion of a license agreement to use the Association's intellectual property.
- (d) The use of the common seal/logo will be recorded in a register conducted solely for that purpose.

37. CUSTODY OF BOOKS

- (a) Subject to the Act, the Regulations and these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

38. INSPECTION OF BOOKS

- (a) The records, books and other documents of the Association will be open to inspection at a place in the Territory, free of charge, by a representative of the Association at any reasonable hour.

39. SERVICE OF NOTICE

- (a) For the purpose of these rules, a notice may be served by or on behalf of the Association upon any Ordinary Member either personally or by sending it by post or Email to the Ordinary Member at the Ordinary Member's address shown in the register of Ordinary Members.
- (b) Where a document is sent to an Ordinary Member by properly addressing, prepaying and posting or disseminating via email to the person a letter containing the document, the document will, unless the contrary is proved, be deemed for purposes of these rules to have been served on the ordinary member at the time at which the letter would have been delivered in the ordinary course of post or electronic means.

40. SURPLUS PROPERTY

- (a) At the first General Meeting of the Association, the Association will pass a special resolution nominating:
 - (i) another Association for the purpose of paragraph 92(1)(a) of the Act; or

- (ii) a fund, authority or institution for the purpose of paragraph 92(1)(b) of the Act, in which it is to vest its surplus property in the event of the dissolution or winding up of the Association.
- (b) An Association nominated under paragraph (1)(a) must fulfil the requirements specified in sub-section 92(2) of the Act.

APPENDIX I

FORM OF APPOINTMENT OF PROXY

RESTAURANT & CATERING INDUSTRY ASSOCIATION OF AUSTRALIA Inc.

I,.....of.....
..... Being a member of the above named association, hereby
appoint.....
.....Of.....

As my proxy to vote for me on my behalf at the Meeting of the
Association, to be held on theday of....., 22 .

And at any adjournment thereof.

Signed:

this.....day

of....., 22 .

NOTE: This form must be in the hands of the Public Officer not later than twenty-four (24) hours prior to the Annual General Meeting.

RESTAURANT & CATERING AUSTRALIA

PO Box 121
SURRY HILLS NSW 2010

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