

**Australian Food Sovereignty Alliance Inc.**

**Constitution**

*As amended at the AFSA Annual General Meeting October 2024*

Part 1 — Preliminary	4
Name	4
Definitions	4
Interpretation of Constitution	5
Objects	5
Administration of the Australian Food Sovereignty Alliance	6
Changes to Constitution	6
Part 2 — Membership	7
a. Membership	7
c. Membership register	7
f. Annual General Meetings	8
Part 3 — National Committee	10
a) Powers of the National Committee	10
7. Sub-Committees of National Committee	12
8. Policy	13
Part 4 — Executive Committee and Executive Officers	13
a. Executive Office holders	13
b. Powers of the Executive	13
c. Meetings of the Executive	14
d. Focal Point for farmers	14
e. Focal Point for First Peoples	14
f. Secretary	14
g. Treasurer	14
h. Public Officer	14
k. Staff and Volunteers	14
Part 5 — Election of AFSA Officers at the Annual General Meeting	16
a. Qualification for Election	16
b. Nominations	16
c. Returning Officer	16
a. Election procedure	16
Part 6 -- Casual Vacancies, Absences, Removals, Referenda	17
a. Casual vacancies of AFSA Officers	17
b. Removal of Executive Officers	17
Part 7 - Affiliates	17
a. Affiliate Role	17
Part 8 -- Finances	18
a. Finance, power to commit expenditure and control	18
b. Budget not passed at Annual General Meeting	20
Part 9	
Miscellaneous	
<a href="https://docs.google.com/document/d/1sdf00HYz46_0-Pema1KDRL_eH_5yZSreFAZfHfkb5BY/edit?usp=sharing">https://docs.google.com/document/d/1sdf00HYz46_0-Pema1KDRL_eH_5yZSreFAZfHfkb5BY/edit?usp=sharing</a>	21
a. Standing Orders	21
b. Indemnity	21
c. Custody and inspection of records	21
d. Commencement	21
This Constitution shall come into operation on 23 October 2016 and remain in operation, incorporating any amendments made by special resolution at the time at which any such resolution is passed.	21
e. Material Personal Interest	21
Schedule One – Forms	24
Form 1 – Application for Membership	24
Form 2 – Requisition for Special National Committee Meeting	25
Form 3 – Nomination for Election	26



**PART 1 — PRELIMINARY****Name**

The name shall be 'Australian Food Sovereignty Alliance Inc'.

**Definitions**

In this Constitution:

'Absolute Majority' means more than half of the total number of votes available.

'Act' means the *Associations Incorporation Reform Act 2012* (Vic).

'Affiliate' is as defined by 7.a.1 of this Constitution.

'AFSA' means the Australian Food Sovereignty Alliance Inc.

'AFSA Officer' or 'Officer' means a member of the National Committee.

'Agroecology' is a scientific discipline, a set of practices and a social movement. As a science, it studies how different components of the agroecosystem interact. As a set of practices, it seeks sustainable farming systems that optimise and stabilise yields. As a social movement, it pursues multifunctional roles for agriculture, promotes social justice, nurtures identity and culture, and strengthens the economic viability of rural areas. Family farmers are the people who hold the tools for practicing Agroecology. They are the real keepers of the knowledge and wisdom needed for this agenda. (FAO, 2018)

'Annual General Meeting' means the Annual General Meeting of AFSA as constituted under the provisions hereof.

'Executive' means the Executive Committee of AFSA as constituted under the provisions hereof.

'Community-supported agriculture' or 'CSA' is a solidarity economy where eaters become members of a farm by making a commitment to accept what they are fed for a season or a year, often paying for the whole season in advance, sharing in the risks as well as the rewards of farming.

"Country" in Aboriginal English is not only a common noun but also a proper noun. People talk about country in the same way that they would talk about a person: they speak to country, sing to country, visit country, worry about country, feel sorry for country, and long for country. People say that country knows, hears, smells, takes notice, takes care, is sorry or happy. Country is not a generalised or undifferentiated type of place, such as one might indicate with terms like 'spending a day in the country' or 'going up the country'. Rather, country is a living entity with a yesterday, today and tomorrow, with a consciousness, and a will toward life. Because of this richness, country is home, and peace; nourishment for body, mind and spirit; heart's ease.' (Rose 1997: 7)

'Executive Officer' means a member of the National Committee of AFSA as constituted under the provisions hereof.

'Farmer' is a person who produces food for sale or barter as a means of living.

'First Peoples' have inhabited the land that is now called Australia for over 60,000 years, and are also referred to as Aboriginal and Torres Strait Islander Peoples, Indigenous Peoples, First Nations Peoples, Traditional Owners or Custodians, and Original Owners or Custodians.

'Food Sovereignty' means asserting the right of peoples to nourishing and culturally appropriate food produced and

distributed in ecologically sound and ethical ways and their right to collectively determine their own food and agriculture systems; 'Formal Vote' means a vote made by a delegation or members, which is included by the Returning Officer in the final count of votes made.

'Functionary Officers' means the Focal Point for farmers,, Focal Point for First Peoples, Secretary, and Treasurer.

'Informal Vote' means a vote that is made by a delegation but which is not included by the Returning Officer in the final count of votes as described in Part 5 subsection 5.15 of the Regulations.

'Member' means a person or organisation who has paid the appropriate subscription fee to AFSA and whose application for membership has been approved and accepted by the National Committee.

'National Committee' means the National Committee of AFSA.

'Policy' of AFSA means any major position taken by the AFSA regarding Food Sovereignty.

'Regulations' mean the Regulations of AFSA, which are to be read and interpreted in conjunction with this Constitution, which determine the operations of the Executive Committee and its sub-committees.

'Simple Majority' means more than half of the number of voters present (contrast to an Absolute Majority above).

'Subscription Fee' means the amount per annum paid to AFSA by a Member.

'Written notice' implies correspondence by email, fax or post.

### **Interpretation of Constitution**

The interpretation of the Constitution shall be the responsibility of the person in the Chair when the National Committee is in session and shall be at all other times the responsibility of the elected Focal Point for farmers and Focal Point for First Peoples. Any such interpretations may be dissented from during a session of National Committee by a simple majority of National Committee, or at other times by resolution of the Executive.

### **Objects**

The objects of AFSA are to:

- 1) work towards global food sovereignty, asserting the right of peoples to nourishing and culturally-appropriate food produced and distributed in ecologically sound and ethical ways, and their right to collectively determine their own food and agriculture systems;
- 2) promote the sovereignty of First Peoples through ongoing development and implementation of the First Peoples First Strategy;
- 3) engage in relationships of reciprocity and mutual aid in preference to mere financial transactions;
- 4) research, publish, and disseminate information regarding food sovereignty, and campaign and lobby for food sovereignty;
- 5) promote transparency in all aspects of the food system, including but not limited to production, processing, and distribution;
- 6) support, enable, and promote the efforts of agroecological farmers by:
  - a) connecting them for farmer-to-farmer knowledge sharing;

- b) advocating for scale-appropriate regulations and standards as they relate to food and agriculture systems;
  - c) supporting them in their work to control the means of production;
  - d) connecting them with eaters;
  - e) promoting and supporting community-supported agriculture (CSA) and other solidarity economies; and
  - f) providing a voice for farmers globally who are especially vulnerable to the impacts of free trade;
- 7) facilitate, promote, and enable the education and activities of members and allies;
  - 8) maintain membership with La Via Campesina and other farmer-led international food sovereignty organisations;
  - 9) build and maintain productive relationships with other local and international organisations working for food sovereignty; and
  - 10) operate as a not-for-profit entity. 'The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.'

#### **Administration of the Australian Food Sovereignty Alliance**

Subject to the control of the National Committee as herein provided, the administration of AFSA shall be conducted by:

1. The Executive Officers and the Executive;
2. The National Committee;
3. The Public Officer of the National Committee; and
4. Staff.

#### **Changes to Constitution**

The members of AFSA may, by special resolution carried out in accordance with the Act, alter or amend this Constitution.

**PART 2 — MEMBERSHIP****a. Membership**

1. Members may be farmers or allies, who may be individuals or organisations.
2. Eligibility for membership by an individual or organisation may be determined in accordance with the Regulations and as determined by the National Committee from time to time.
3. An individual or organisation becomes a Member upon payment of the annual subscription fee, and completing the relevant application via the AFSA website or otherwise. All membership applications must be approved by the National Committee.

**b. General rights of members**

A Member of AFSA has the right:

1. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by this Constitution and associated Regulations;
2. to submit items of business for consideration at a general meeting;
3. to attend and be heard at general meetings;
4. to vote at a general meeting (excepting in the case of farmer-only votes in accordance with Section 2, Part g5);
5. to nominate candidates for election to the National Committee;
6. to stand for election to the National Committee;
7. to have access to the minutes of general meetings and other documents of AFSA as provided under section 53(1) of the Act; and
8. in accordance with section 57 of the Act, to inspect the register of members or the document described by section 56 of the Act.

**c. Membership register**

1. Where a new Member has been admitted in accordance with Part 2 section a. 3, the Member shall be entered in the membership register by the Secretary.
2. Where the Secretary is notified of the change of the name of a Member and has been provided with notice to that effect the register of Members shall be amended to delete the old name and insert the new name.

**d. Subscription Fees for Members**

1. The subscription fees for Members are determined by a simple majority vote each year at the AGM.
2. First Peoples have a right to membership free of charge.
3. If there are subscription fees for Members, Members present at the AGM may by simple majority provide that some or all of the voting and other rights of Members who have not paid the subscription fees by the due date are suspended until those fees are paid.

**e. Disputes and Mediation**

1. This grievance procedure applies to disputes between:
  - a. A member and a member;
  - b. A member and AFSA.
2. The parties to the dispute must, if practicable, meet and discuss the matter in dispute with the aim of resolving it. If a physical meeting is not practicable, the parties to the dispute should discuss the dispute by phone or virtually, if appropriate.

3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting, a meeting should, with the agreement of all parties, be held in the presence of a mediator not involved in the dispute. If not practicable, the mediation can be conducted by phone.
4. The mediator must be:
  - a. A person chosen by agreement between the parties; or
  - b. In the absence of agreement, a person appointed by the Executive.
  - c. A member of AFSA may be a mediator, or may be external to the organisation with the agreement of all parties and the Executive.
5. The mediator, in conducting the mediation, must:
  - a. Give the parties to the mediation process every opportunity to be heard;
  - b. Allow due consideration by all parties of any written statement submitted by any party; and
  - c. Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
6. The mediator must not determine the dispute.

**f. Annual General Meetings**

1. AFSA must convene an Annual General Meeting (AGM) of its Members each year.
2. Members may attend the AGM in person or may delegate another Member as a proxy to act on their behalf.
3. The AGM must be specified as an Annual General Meeting in the notice convening it.
4. The ordinary business of the AGM is:
  - a) To confirm the minutes of the last preceding AGM and special general meetings held since that meeting.
  - b) To receive from the Executive reports of the transactions of AFSA during the preceding financial year;
  - c) To elect members of the National Committee, including the National Office Bearers who are also members of the Executive; and
  - d) To receive and consider the accounts, audit and annual return submitted by AFSA in accordance with the relevant legislation.
5. The AGM may transact special business of which notice is given in accordance with this Constitution.
6. The National Committee will distribute a proposed budget for the following financial year to members prior to the AGM. The proposed budget presented to members must include an explanation of every budget line. The proposed budget will be accompanied by the present budget comparing actual expenditure.

**g) Culture of Decision Making**

1. AFSA is committed to fostering collaboration, and the views and contributions of all Members are welcome.
2. At its AGM and all gatherings of the Food Sovereignty movement in Australia hosted by AFSA, every attempt will be made to provide a forum for genuine democratic participation (including but not limited to the format of 'unconferences').

3. In all decision-making AFSA will strive to make decisions by consent (whereby no one dissents). A member that objects will need to state their objections with reference to AFSA's Objects. Understanding the core of the objection can then improve the proposal.
- 4.
5. During the Annual General Meeting, any Special General Meetings, or any formal meeting of the National Committee or its sub-committees, where there is a vote held to determine a position on a matter that could have a material impact on Farmer Members of AFSA, only Farmer Members are entitled to a vote, and Farmer Members determine the matters this affects.
6. The practice of putting forward a proposal and immediately seeking a decision, precluding discussion of compromise will be discouraged unless there is an accepted argument for urgency.

**PART 3 — NATIONAL COMMITTEE****a) Powers of the National Committee**

1. The National Committee:
  - a) Controls and manages the business and affairs of AFSA;
  - b) Members of the National Committee are all spokespeople for the organisation, with a duty to make public comment in alignment with the objectives of the organisation, a mandate regularly renewed by input from members, and as codified in Policy reviewed at each AGM;
  - c) May, subject to this Constitution and relevant legislation including the Act, use all powers and functions as may be exercised by AFSA, other than those powers and functions that are required by this Constitution to be exercised by general meeting, referendum, or election; and
  - d) Subject to this Constitution, the Regulations, and relevant legislation including the Act, has the power to perform all such affairs deemed by the National Committee to be essential for the proper management of AFSA.
  - e) The National Committee may, by an absolute majority of votes, make, alter and revoke Regulations for AFSA.
  - f) Members must at all times comply with the Regulations as if they formed part of this Constitution.
  - g) The National Committee may by Regulation make standing orders and/or terms of reference for all AFSA meetings.

**b. Delegation**

1. The National Committee may delegate to a member of the Executive Committee, a sub-committee or staff, any of its powers and functions other than—
  - a) this power of delegation; or
  - b) a duty imposed on the National Committee by relevant legislation including the Act.
  - c) The delegation must be in writing and may be subject to the conditions and limitations the National Committee considers appropriate.
  - d) The National Committee may, in writing, revoke a delegation wholly or in part.

**c. Membership**

1. The National Committee consists of:
  - a) the office-bearers of the association; and
  - b) five (5) ordinary National Committee members, each of whom will be elected at the Annual General Meeting in accordance with the procedures outlined in this Constitution and the Regulations.
2. The office-bearers of AFSA are:
  - a) the Focal Point for farmers;
  - b) the Focal Point for First Peoples;
  - c) the Treasurer; and
  - d) the Secretary.
3. The term of office for a National Committee officer is:
  - a) from the first day of the month following the general election, or from the date of filling a casual vacancy, to the last day of the month of the next AGM; or

- b) from the date of any special election at which they were elected, or from the date of filling a casual vacancy, until the date of the next AGM.
4. Each member of the National Committee holds office, subject to this Constitution, until the conclusion of the AGM following the date of the member's election, but is eligible for re-election.
5. If there is a vacancy in the membership of the National Committee, the National Committee may appoint a member of AFSA to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next AGM after the date of the appointment.
6. At least four members of the National Committee must currently be farmers.

#### **d. Meetings**

1. The National Committee must endeavour to meet at least **two** times per year in person, one of which will ordinarily be convened at the AGM.
2. The National Committee must endeavour to meet at least **six** times per year in total, which may be by teleconference.
3. The Secretary must give each National Committee member at least seven days' notice of National Committee meetings. The notice must state the place, date and time of the meeting, and the nature of the business to be transacted.
4. The quorum for National Committee meetings is an Absolute Majority of National Committee members at the time.
5. If a quorum is not reached within thirty minutes after the appointed time for the commencement of a National Committee meeting, the meeting lapses. Members present at a non-quorate meeting may discuss agenda items and seek input from absent members and/or propose decisions by circular.
6. The Chair of each National Committee meeting shall be the Secretary, unless otherwise determined by a simple majority of members.
7. A motion arising at a National Committee meeting is carried by consent, unless a poll is requested by no less than two members. The Chair declares whether a motion is carried, carried unanimously, or lost, and entry to that effect must be recorded in the meeting minutes of AFSA as evidence of resolution.
8. All National Committee members are entitled to vote at a National Committee meeting.
9. All National Committee members are provided with speaking, moving and seconding rights to any National Committee meeting. Other persons may be given such rights by a simple majority resolution of those present and entitled to vote.
10. A National Committee member may give a proxy to another National Committee member by providing written notice to the Secretary before the meeting or to the Chair at the meeting.
11. In cases of urgency a resolution agreed to in writing by all National Committee members (except those with leave of absence) has the same effect as a resolution passed at a National Committee meeting.
12. Attendance at Meetings:
  - a) Apologies for each meeting must be submitted to the Secretary.
  - b) Leave of absence may be granted to National Committee members by resolution passed by a simple majority.

- c) The position of a National Committee member becomes vacant automatically if a National Committee member fails to attend two National Committee meetings in a row without having been granted leave of absence.
13. National Committee meetings may be convened and held virtually.
- 7. Sub-Committees of National Committee**
1. The National Committee shall have the following standing sub-committees:
    - a) the Executive Committee;
    - b) First Peoples
    - c) Agroecology Action Research Network (AARN)
    - d) Legal Defence Fund Advisory Committee (LDF)
    - e) Farming on Other People's Land Advisory Committee (FOOPL)
    - f) International
  2. The National Committee may create other standing or *ad hoc* sub-committees, in its absolute discretion.
  3. These sub-committees will be conducted in accordance with the rules of this Constitution and provisions of the Regulations.
  4. The National Committee may, in writing, delegate to one or more sub-committees (consisting of the member or members of AFSA that the National Committee considers appropriate) the exercise of the functions of the National Committee that are specified in the instrument, other than:
    - a) this power of delegation; and
    - b) a function that is a function imposed on the National Committee by the relevant legislation including the Act, or by resolution of AFSA in general meeting.
  5. A function, the exercise of which has been delegated to a sub-committee under this section may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
  6. A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances that may be specified in the instrument of delegation.
  7. Despite any delegation under this section, the National Committee may continue to exercise any function delegated.
  8. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the National Committee.
  9. The National Committee may, in writing, revoke wholly or in part any delegation under this section.
  10. A sub-committee may meet and adjourn as it considers appropriate.
- 8. Policy**
1. The Policies of AFSA shall be contained in the Policy document.
  2. Policy may be added, modified, or removed by a simple majority at the AGM.

**PART 4 — EXECUTIVE COMMITTEE AND EXECUTIVE OFFICERS****a. Executive Office holders**

1. There must be an Executive of the National Committee, which shall consist of:
  - a. the Focal Point for farmers;
  - b. the Focal Point for First Peoples;
  - c. Secretary; and
  - d. Treasurer.
2. All members of the Executive shall be elected at the Annual General Meeting in accordance with the procedures outlined in this Constitution and the Regulations. The terms of the Executive will commence on the 1<sup>st</sup> of the month after the AGM and end at the end of the month in which the AGM takes place.
3. There shall be no voting members of Executive other than those specified in this section.
4. Other members of the National Committee may be co-opted by the Executive Committee to the Executive as *ex officio* members.

**b. Powers of the Executive**

1. The Executive shall, on behalf of the National Committee, when the National Committee is not in session, in accordance with this Constitution supervise the coordination and functioning of the work of the agents, servants and officers of the National Committee. The Executive shall have full power to act on behalf of the National Committee when the National Committee is not in session to, save for the power of delegation stipulated in Part 3 – 6(4) above.
2. The Executive shall have the power:
  - a. To alter any budget for which allocation was made by the National Committee, but not increase the total expenses approved by the National Committee.
  - b. To decide policy not inconsistent with any order or resolution of the National Committee.
  - c. To appoint, remove and prescribe the duties of the staff and volunteers of the National Committee. Appointment and removal of staff shall require a unanimous resolution of the Executive.
3. Members of the National Committee who are commenting publicly on issues which are currently the subject of AFSA policy, otherwise than in their capacity as members of the National Committee, shall make clear the capacity in which they are commenting.

**c. Meetings of the Executive**

1. The Executive shall meet in accordance with the rules of this Constitution and the provisions of the Regulations

**d. Focal Point for farmers**

1. The Focal Point for farmers' duties shall be as specified in the rules of the Constitution, the provisions of the Regulations and as determined by National Committee through Policy.
2. The Focal Point for farmers must currently be a farmer.
- 3.
4. During times of absence they may nominate an Acting Focal Point for farmers on advice and approval from the Executive.

**e. Focal Point for First Peoples**

1. The **Focal Point for First Peoples'** duties shall be as specified in the rules of the Constitution, the provisions of the Regulations and as determined by National Committee through Policy.
2. The Focal Point for First Peoples must identify as Aboriginal or Torres Strait Islander.
3. During times of absence they may nominate an Acting Focal Point for First Peoples on advice and approval from the First Peoples sub-committee.

**f. Secretary**

1. The Secretary's duties shall be as specified in the rules of the Constitution, the provisions of the Regulations and as determined by National Committee through Policy.

**g. Treasurer**

1. The Treasurer shall be responsible for the supervision and administration of the finances and property of the National Committee as specified in the rules of the Constitution, the provisions of the Regulations and as determined by National Committee through Policy.

**h. Public Officer**

1. The Public Officer of the National Committee shall be appointed by the National Committee, and hold office at the pleasure of the National Committee.
2. On any vacancy in the office of Public Officer the Executive shall appoint an interim Public Officer at the first available opportunity to hold office until the next meeting of the National Committee, at which a new Public Officer shall be appointed.
3. The Public Officer should normally be Secretary, in accordance with the Act.

**j. Honorary Auditor**

1. The Honorary Auditor shall audit the Association's finances according to statutory guidelines, the Constitution and these Regulations.

**k. Staff and Volunteers**

1. 'Staff' includes people in formal paid and unpaid positions.
2. All AFSA staff shall be employed or retained as volunteers on behalf of National Committee by the Executive, which may take advice from a staff selection panel.
3. All staff including those in unpaid positions will be provided with an agreed position description including who they report to; and information on their legal rights.
4. Only members of the Executive may direct the work of staff. They will normally determine staff members' work program in collaboration with other members of the National Committee.
5. Except as specifically provided for in this Constitution or in the Policy of National Committee, AFSA staff do not have the power to commit or bind AFSA in any manner or form.

**PART 5 — ELECTION OF AFSA OFFICERS AT THE ANNUAL GENERAL MEETING****a. Qualification for Election**

1. All candidates for election to office under this section shall be current Members of AFSA.

**b. Nominations**

1. Any Member may nominate for a National Committee position.
2. All voting processes and provisions shall be conducted in accordance with the rules within this Constitution and the Regulations.

**c. Returning Officer**

1. The National Committee shall elect a Returning Officer to conduct elections for AFSA Officers when elections are required during sessions of the Annual General Meeting.
2. The Returning Officer will conduct the elections according to the rules of this Constitution and the provisions within the Regulations.
3. Current office bearers or candidates for office of the National Committee are ineligible to be Returning Officer.
4. The National Committee may also appoint such Assistants to the Returning Officer as it thinks fit.

**a. Election procedure**

1. Elections can be carried out by postal ballot, physical ballots at a meeting, or via electronic means.
2. Where there are multiple candidates for a position on the National Committee, there shall normally be a secret ballot to elect each Officer, excepting that there shall be no election for a position if there are no candidates for that position.
3. Each Member shall have one vote only.
4. Where there is only one candidate for a position, that person shall be declared elected at the Annual General Meeting.
5. If there are no candidates for a position, it is considered that this forms a casual vacancy and nominations are to be re-opened as per Part 6a.
6. The Elections will be conducted in accordance with the rules of the Constitution and provisions within the Regulations.

**PART 6 -- CASUAL VACANCIES, ABSENCES, REMOVALS, REFERENDA****a. Casual vacancies of AFSA Officers**

1. A casual vacancy occurs when the incumbent resigns, dies, becomes incapacitated, is declared bankrupt, is removed from office or otherwise vacates their position.
- 2.
3. When a casual vacancy occurs in the offices of one of the Office Bearers, the Executive shall appoint another National Committee member to fill that casual vacancy until such time as an election is conducted according to the Regulations. Whilst acting in the Interim office the Executive member shall only be entitled to one vote.
4. The election of any casual vacancy shall be conducted in accordance with the rules of this Constitution and the requirements of the Regulations.
5. The Interim Officer will be subject to the rules and responsibilities as provided in the Constitution as applying to the position, and shall relinquish the position immediately upon the election of a new Executive member.
6. In the event of casual vacancies occurring in all functionary Executive positions simultaneously the AFSA Officers of the National Committee shall form an interim Executive, elect Office Bearers from their number, and immediately hold elections for all Office Bearer positions using the provisions set out in the Regulations.

**b. Removal of Executive Officers**

1. An Executive Officer may only be dismissed by a simple majority vote of a Special National Committee Meeting called for that purpose.
2. Notwithstanding section 78 of the Act, failure to attend two consecutive Executive meetings without submitting apologies will be grounds for a motion to expel an Executive member. This motion must be passed with a two-thirds majority of the Executive members attending the meeting.
3. Should the Executive be unable to meet for want of quorum for two successive meetings, this shall not impact on the activation of Part 6b.2.

**PART 7 – AFFILIATES****a. Affiliate Role**

1. The role and function of the Affiliates is to:
  - i. pursue the implementation of AFSA's objects within their network;
  - ii. encourage and support the Affiliate's local food sovereignty networks;
  - iii. recommend Policy to the National Committee;
  - iv. enact relevant AFSA Policy as adopted by National Committee;
  - v. participate in and give feedback to AFSA sub-committees; and

- vi. facilitate collaborations between the Affiliate and AFSA.

## **PART 8 -- FINANCES**

### **a. Finance, power to commit expenditure and control**

#### 1. Bank Accounts and Signatories

- (a) All monies received by the National Committee shall be paid into an account(s) current with a recognised Trading Bank or Savings Bank or Government guaranteed Building Society or Credit Union. Funds not needed for day to day operations may at the discretion of the Treasurer be deposited in term deposits with such institutions or other funding arrangements that are appropriate for a non-profit organisation under Generally Accepted Auditing Principles for Non-Profit Organisations.
- (b) There must be a minimum of two signatories (but must include either the Treasurer or one of the Focal Points, and may include one designated staff member) for the banking accounts. There must be clear oversight of every expenditure transaction by two Executive Committee members, and at least one of them must be the Treasurer or Treasurer's nominee. In the event that the Treasurer is unavailable to sign off any transaction, the Focal Points may do so in the Treasurer's absence, provided that the Treasurer is informed in writing that such a transaction has taken place. A signatory shall not approve a payment made out to themselves, including the Treasurer.
- (c) In the event that the Treasurer is absent from duties for an indefinite period, and has not nominated a temporary replacement, Executive will appoint a member of Executive to the position of Interim Treasurer.

#### 2. Expenditure Guidelines

- (a) It is the responsibility of the Treasurer to ensure that the overall expenditure does not exceed the annual budget approved by National Committee, except where additional income, beyond the budgeted amount, has been secured.
- (b) Expenditure allocated to any one budget line cannot exceed the annual allocated dollar amount approved by National Committee, unless the Executive re-allocates money from another budget line.
- (c) The Treasurer or the Focal Points may approve expenditure up to \$500, with the exception of payroll and petty cash. Expenditure between \$500 and \$5,000 must be approved by the Executive. Expenditure over \$5,000 must be approved by the National Committee. AFSA staff member(s) authorised by the Executive may pay for travel arrangements and normal office bills using an AFSA credit card or EFT.

#### 3. Bank cards

- (a) AFSA may issue a bank card to members of the Executive, and may issue a bank card to a staff member authorised by Executive. The limits shall be as specified in the regulations.
  - (b) Each expense incurred above \$300 on AFSA bank cards must receive prior approval by the Treasurer, and then reported at each Executive Meeting. Expenses below \$300 must be approved by the Treasurer upon consolidation of the monthly bank-card statements. If any expense is not approved, the person shall be expected to reimburse AFSA in full. Any expenses incurred by the Treasurer on a bank card must be first approved by the Focal Points.
  - (c) Any person using an AFSA bank card must provide receipts of each expense. If a person fails to do so, the Treasurer shall inform Executive, and they shall decide as to whether that person will reimburse AFSA in full.
  - (d) Executive may remove the bank card of any Executive member or Staff member in the event of reasonable suspicion of misuse
4. Executive has the right to overturn a decision of the Treasurer to approve of, or pay for expenditure only if that expenditure:
- (a) did not comply with the expenditure guidelines or
  - (b) did not have prior approval by the Treasurer where necessary or
  - (c) was not related to AFSA business or
  - (d) causes the associated budget line to be over budget or
  - (e) was over \$500.
- (5) General Expenses
- (a) At the first Executive Meeting of the calendar year, the Treasurer will present Executive will the AFSA Expenditure Guidelines, as outlined in Part 4 of the Regulations. All members of Executive must sign an agreement to adhere to these guidelines.
  - (b) All claims for reimbursement will be in accordance with procedures within this Constitution and the pursuant Regulations.

**b. Budget not passed at Annual General Meeting**

Notwithstanding that the Budget of the National Committee has not been presented to the Annual General Meeting or having been presented has not been ratified by the Members any disbursements made in good faith by the Officers of the National Committee pursuant hereto shall be binding upon the National Committee.

**PART 9 MISCELLANEOUS****a. Standing Orders**

- (1) The Standing Orders for the National Committee shall be those as provided in the Regulations.

**b. Indemnity**

- (1) The National Committee shall be responsible for the authorised acts of its servants, agents and honorary office bearers (Executive Officers) and shall, subject to this Constitution, indemnify them in respect of payments made and personal liabilities incurred by them:
- (2) In the ordinary and proper conduct of the business of the National Committee; and
- (3) In or about anything done for the preservation of the property of the National Committee.

**c. Custody and inspection of records**

- (1) The AFSA Office shall keep control of all books, documents and securities of AFSA.
- (2) All accounts, books and documents of AFSA shall be available for inspection by Members.

**d. Commencement**

This Constitution shall come into operation on 23 October 2016 and remain in operation, incorporating any amendments made by special resolution at the time at which any such resolution is passed.

**e. Material Personal Interest**

1. Disclosure of material personal interest
  - 1) A member of the National Committee, Executive Committee or any other standing or ad hoc subcommittee of AFSA, who has a material personal interest in a matter being considered at a committee meeting must, as soon as the member becomes aware of his/ her/their interest in the matter, disclose the nature and extent of that interest to the committee.
  - 2) A member of the National Committee, Executive Committee or any other standing or ad hoc subcommittee of AFSA who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of his/ her/their interest in the matter at the next general meeting of AFSA.
  - 3) Subsections (a) and (b) do not apply in respect of a material personal interest:
    - a) that exists only because the member—
      - (i) is an employee of AFSA; or
      - (ii) belongs to a class of persons for whose benefit AFSA is established; or
    - b) that the member has in common with all, or a substantial proportion of, the members of AFSA.
  - 4) If a member of the National Committee, Executive Committee or any other standing or ad hoc subcommittee of AFSA discloses a material personal interest in a contract or proposed contract, in accordance with this section and the member has complied with

- Part 9e.2. (as set out below) or the member's interest is not required to be disclosed because of subsection (3) above:
- a) the contract is not liable to be avoided by AFSA on any ground arising from the fiduciary relationship between the member and AFSA; and
  - b) the member is not liable to account for profits derived from the contract.
- 5) A disclosure of a material personal interest required by subsection (1) or (2) must give details of—
- a) the nature and extent of the interest; and
  - b) the relation of the interest to the activities of AFSA.
- 6) The details referred to in subsection (5) must be recorded in the minutes of the National Committee, Executive Committee or any other standing or ad hoc subcommittee of AFSA at which the material personal interest is disclosed.
2. Matter on which National Committee, Executive Committee (or any other standing or ad hoc subcommittee of AFSA) member has material personal interest
- 1) A member of the National Committee, Executive Committee or any other standing or ad hoc subcommittee of AFSA who has a material personal interest in a matter being considered at a committee meeting must not—
    - a) be present while the matter is being considered at the meeting; or
    - b) vote on the matter.
  - 2) Subsection (1) does not apply in respect of a material personal interest—
    - a) that exists only because the member belongs to a class of person for whose benefit AFSA is established; or
    - b) that the member has in common with all, or a substantial proportion of, the members of AFSA.
  - 3) If there are not enough committee members to form a quorum to consider a matter because of subsection (1)—
    - a) one or more committee members (including those who have a material personal interest in the matter) may call a general meeting; and
    - b) the general meeting may pass a resolution to deal with the matter.

**f. Surplus property**

- (1) In the event of the organisation 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
- (2) At the first general meeting of the association, the association must pass a special resolution nominating—
  - (a) another association for the Act, section 92 (1) (a); or
  - (b) a fund, authority or institution for the Act, section 92 (1) (b);in which it is to vest its surplus property in the event of the dissolution or winding up of the association.

- (3) An association nominated under subsection (1) (a) must fulfil the requirements specified in the Act, section 92 (2).

**SCHEDULE ONE – FORMS**

This schedule provides the guidance for forms for application, calling a Special National Committee Meeting, and Nomination to the Executive

**Form 1 – Application for Membership**

Australian Food Sovereignty Alliance Inc.

APPLICATION FOR MEMBERSHIP

I/We

*(Name of individual/organisation applying for membership)*

apply for membership of the Australian Food Sovereignty Alliance Inc and agree to abide by the constitution thereof and agree to pay the annual membership fees. We certify that this application is made in accordance with a resolution duly passed at a meeting of held on / /

*(Name) (insert date)*

Signed

Person Chairing Meeting      Secretary of Meeting

Dated      /      /      Dated      /      /

**Form 2 – Requisition for Special National Committee Meeting**

Australian Food Sovereignty Alliance Inc.  
 REQUISITION FOR SPECIAL NATIONAL COMMITTEE MEETING  
 We (insert names of Members)

1]  
 2]  
 3]  
 4]  
 5]

hereby certify to the Australian Food Sovereignty Alliance Inc that at duly convened special meetings of which at least fourteen days notice was given to all members, such meetings being convened for this purpose, a resolution was passed to requisition a special National Committee Meeting of the Australian Food Sovereignty Alliance Inc with a simple majority of those present and voting. We further certify that such meeting had the required quorum. The motion(s) to be considered at this meeting is/are as follows:

Signed  
 1] Person Chairing Meeting Secretary of Meeting  
 of *(insert name Constituent)*  
 Dated / / Dated / /

Signed  
 2] Person Chairing Meeting Secretary of Meeting  
 of *(insert name Constituent)*  
 Dated / / Dated / /

Signed  
 3] Person Chairing Meeting Secretary of Meeting  
 of *(insert name Constituent)*  
 Dated / / Dated / /

Signed  
 4] Person Chairing Meeting Secretary of Meeting  
 of *(insert name Constituent)*  
 Dated / / Dated / /

Signed  
 5] Person Chairing Meeting Secretary of Meeting  
 of *(insert name Constituent)*  
 Dated / / Dated / /

**Form 3 – Nomination for Election**

Australian Food Sovereignty Alliance Inc.

**NOMINATION FOR ELECTION**

We hereby nominate

*(insert name of nominee)*

for the position of

*(insert name of position)*

of the Australian Food Sovereignty Alliance.

Proposer]

Secunder]

*(insert names of persons proposing and seconding the nomination)*

**DECLARATION BY PROPOSER:**

I, \_\_\_\_\_, certify that I am a member of AFSA.

*(insert name of Member)*

*(Signature of proposer)*

*(Date)     /     /*

**DECLARATION BY SECONDER:**

I, \_\_\_\_\_, certify that I am a member of AFSA.

*(insert name of Member)*

*(Signature of seconder)*

*(Date)     /     /*

**DECLARATION OF NOMINEE:**

I hereby certify that under the Constitution of the Australian Food Sovereignty Alliance, Inc, I,

*(insert name of Member)*,

am entitled to stand for election in accordance with the provisions of the constitution.

*(Signature of candidate)     /     /*

*(Date)*