



EMU INDUSTRY FEDERATION OF AUSTRALIA INC.

CONSTITUTION AND RULES

Adopted on 12th November 1993 as the Emu Farmers Federation of Australia inc.
Amended 17th November 1995, 15th March 1996.
Amended 14th February 2002 and 20th March 2002 as the Emu Industry Federation of Australia inc.
Amended 31st May 2008, 12th August 2008.



1. NAME

The organisation shall be called the 'Emu Industry Federation of Australia Inc.' herein after referred to as 'the Federation'.

2. REGISTERED OFFICE

The Federation shall have its headquarters at such a place as the Federation may decide.

3. DEFINITIONS

In these rules, unless the contrary intention appears:

- (a) Every word in the masculine gender shall be construed as including the feminine gender and vice versa.
- (b) Every word in the singular number shall be construed as including the plural number, where applicable and vice versa.
- (c) "Member" shall mean a financial member of the Federation as described in clause 7.
- (d) "Council" is to mean "committee of management of the Federation".
- (e) The Executive of the Council is comprised of the President, Vice President, Secretary and Treasurer.
- (f) Voting strength of the Federation has the meaning given to it in clause 13.
- (g) "State" is to mean a State or Territory of Australia.
- (h) Where required, Notice(s) and Notice(s) in writing may be sent via post, facsimile or email.

4. OBJECTIVES

- (a) To provide a Federal entity for the promotion and advancement of the Australian Emu industry throughout Australia and overseas;
- (b) To encourage all participants in the Emu Industry to become members of the Federation.
- (c) To develop fair and equitable administration of all legislation affecting the Emu Industry. Where necessary, to initiate the revision of legislation that unduly hampers the Emu Industry. Where necessary, to secure the introduction of new legislation in the interests of the Emu Industry;
- (d) To encourage the establishment of a system or systems of orderly generic marketing aimed at optimising the financial returns to members;
- (e) To encourage, coordinate, facilitate and promote unified research and development, and to investigate other matters concerning the Emu Industry and, if necessary, cause to be printed and published papers and other literature appertaining thereto;
- (f) To distribute to members information on matters effecting the Emu Industry;
- (g) To develop and promote sound regulations for the establishment and maintenance of quality standards for all farming and processing aspects of the Emu Industry;
- (h) To assist, by affiliation or by co-operation with appropriate organisations, for the purpose of improving the farming, processing and marketing of emu products;
- (i) To promote a high level of liaison and co-operation between its members, Government Departments at Local, State and Federal levels and with relevant industry organisations;
- (j) To act as a medium for the expression of professional opinion on any matters relating to the Emu Industry;
- (k) To take such other action as may be necessary or desirable in the interests of the collective Emu Industry of Australia;

5. NON PROFIT ORGANISATION

The income and property of the Federation shall be applied solely towards the promotion of the objectives of the Federation. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the Members of the Federation, provided that nothing shall prevent the payment in good faith of remuneration to any Officer, Member or employee of the Federation, in return for services rendered to the Federation, or expenses incurred in attending to the business of the Federation.

6. POWERS

The Federation has power to do all things that are necessary, incidental or conducive to the attainment of the objectives of the Federation.

7. MEMBERSHIP

- (a) The Members of the Federation are the individuals, organisations or businesses that have agreed to constitute the Federation and such other individuals or entities as may be admitted to membership as Members under this Constitution.

- (b) Membership of the Federation shall be open to any individual, organisation or business operating in Australia for the purpose of promoting the development of the Emu industry and shall be entitled to one vote for each membership.
- (c) Every prospective Member seeking membership of the Federation shall apply in writing to the EIFA secretary.
- (d) Admission to membership pursuant to section 7 or section 8 shall be by decision of a meeting of the Council carried by a simple majority of votes that may be cast at the meeting.
- (e) A Member of the Federation automatically becomes liable for subscriptions to the Federation.
- (f) The Secretary shall forward a copy of the Constitution to each new Member.
- (g) Members may at any time submit in writing to the Secretary, any matter, issue or concern, that he requests discussion, direction or action by the Council. This matter shall be tabled as an agenda item at the next meeting of Council and the Member shall be advised of the outcome via direct correspondence from the Secretary or via general distribution.
- (h) A Life Membership may be bestowed on any individual who has distinguished himself in serving the Industry or Federation.
- (i) A Life Member shall maintain full Member rights and privileges.

8. ASSOCIATE MEMBERS

The Federation may admit as Associate Members other individuals or organisations not being Members, on such terms, conditions and fees as set by Council.

9. REGISTER OF MEMBERS

The Federation shall keep a register of its Members that will include the name and full contact details of each of its Members.

10. WITHDRAWAL FROM MEMBERSHIP

A Member may resign from the Federation by giving **twenty (28) days** notice in writing to the Secretary. Any member retiring from the Federation or ceasing for any reason to be a Member, shall not be entitled to have any claim upon any portion whatsoever of the property of the Federation, including membership fees.

11. EXPULSION OF MEMBERS

A Member may be expelled from the Federation by a meeting of the Council of which **twenty eight (28) days** written notice has been given by the Secretary. The motion shall be carried by a majority vote of the Council. The Member has the right of appeal against any vote of expulsion, provided it is submitted in writing to the Secretary within **twenty eight (28) days** of notification. The Council shall vote on any such appeal at the following Council meeting. Any expelled Member shall not be entitled to or have any claim upon any portion whatsoever of the property of the Federation, including membership fees. Provided all rules and regulations herein contained are adhered to, the decisions of The Council are binding and without recourse to common law.

12. EXPENSES OF THE FEDERATION

- (a) Each Member shall contribute to the expenses of the Federation by way of membership subscriptions as set at the AGM.
- (b) Membership subscriptions to the Federation are due on the **First (1st) of July** irrespective of whether a notice or account has been supplied.
- (c) Members that are in arrears thirty days after subscriptions are due shall not be entitled to exercise voting rights until such time as all arrears are paid.
- (d) Associate Members shall pay annual subscriptions as set at the AGM.
- (e) The expenses of the Councillors attending meetings of the Federation may be met by the Federation.

13. VOTING RIGHTS

- (a) Each Member shall be entitled to vote for Councillors as defined by the Election of Councillors in section 16.
- (b) Each Member shall be entitled to one vote, unless empowered by duly signed proxy form(s) to exercise a vote on behalf of other Member(s).
- (c) Each Councillor shall be entitled to one vote, unless empowered by duly signed proxy form(s) to exercise a vote on behalf of other Councillor(s).
- (d) Any Member or Councillor may abstain from voting on any motion.
- (e) The Chairman of the meeting shall, in the case of an equality of votes, have a casting vote as described in 19 (i).

- 14.** At any General Meeting of the Federation, a declaration by the Chairman of the meeting that a resolution has been carried or rejected by a simple majority of those voting and an entry to that effect in the book of proceedings of the Federation, shall be conclusive evidence of the fact PROVIDED THAT any Member or Councillor may at the meeting at which such a declaration is made, object to the correctness of the Chairman's declaration. In which case the resolution shall be put again to the meeting of the Federation. A scrutineer may be appointed by the meeting.

15. THE COUNCIL

- (a) The management of the Federation shall, subject to these rules, be vested in a Council.
- (b) The Council, as elected by Members, shall consist of a minimum of three and a maximum of five Councillors who must be current financial Members.
- (c) The Council shall comprise of a President, Vice President, Treasurer and Secretary who shall be elected from amongst the Councillors. At the discretion of Council, any one person may hold more than one Executive position.
- (d) The President, Vice President, Secretary and Treasurer shall constitute the Executive of the Federation.
- (e) The Council shall not be comprised of more than three Councillors from any given State except where there are no nominations from other States.

- (f) All Councillors shall hold office for one year and shall retire at the conclusion of their year of office, terminating at the following AGM, and shall be eligible for re-election.

16. ELECTION OF COUNCIL

- (a) As of the **First (1st) of January** and no later than the **Thirty First (31st) January**, the Secretary shall call for nominations to Council by notification in writing to Members.
- (b) A Member may submit to the Secretary nominations for Councillors no later than the **Fourteenth (14th) February**. Nominations must include endorsement from the nominated Member to accept the position of Councillor if successful. Each nomination needs to be seconded by another current EIFA Member.
- (c) Members may nominate themselves for Council providing the nomination is seconded by another current EIFA Member.
- (d) During the period of submission for nominations, any nominated Member may submit in writing to the Secretary, a brief descriptive document or qualifications.
- (e) Following the close of nominations on the **Fourteenth (14th) February**, the Secretary or the Acting Secretary shall be the Returning Officer and shall record the nominations and take the appropriate action by the **last day of February** pursuant to:
- (i) If between three and five nominations have been forwarded, the Secretary shall declare closed the nominations and shall within this period advise in writing to Members the elected Council.
 - (ii) If less than three nominations have been forwarded, the Secretary shall declare any received nominations as elected and call for further nominations to achieve a minimum Council of three.
 - (iii) If greater than five nominations have been forwarded, the Secretary shall distribute to Members within this time frame, a list of nominations for Councillors and ballot paper.
- (f) Members have up to the **Fourteenth (14th) March** to return to the Secretary the ballot paper ranking their preference for Councillors in numerical order for the total number of nominees. Following the close of the ballot, the Secretary shall tally the votes, and by the **Thirty First (31st) of March** declare the five Nominees with the lowest tally of votes as the incoming Council. In the event of an equal number of votes, a count back shall decide the position/s pursuant to 15 (e). The Secretary shall notify all Members of the elected Councillors.
- (g) The Secretary shall keep accurate written records, nomination forms and ballot papers for scrutineering if required. The Council may appoint a scrutineer if desired.
- (h) Where a Councillor's position is made vacant during his term as Councillor, the Council at its discretion may leave vacant the position or instruct the Secretary to call for nominations to fill the position.

17. MEETINGS OF THE FEDERATION

17.1 Meetings and Annual General Meetings

- (a) The Council shall meet twice per year and at other times as necessary.

- (b) The Annual General Meeting shall be a physical meeting of Council held after the **First (1st) of April** and no later than the **Thirty First (31st) May** in each calendar year and at which any Member may attend.
- (c) Other meetings of the Council shall be held at such times and by whatever method the Council may determine. The Council is responsible for determining the times and venues of meetings either generally or in any particular case.
- (d) Notwithstanding anything contained in sub-clauses (b) and (c) of this clause, the President may, in circumstances deemed to be those of urgency, summon a meeting of the Council and determine the time and place of such a meeting.

17.2 Extraordinary General Meeting

- (a) Members representing more than half the voting strength of the Federation may direct the Secretary to convene an Extraordinary General Meeting of the Federation. In the event that the Secretary does not do so within **fourteen (14) days** after receiving such a request, such Members may themselves convene a meeting at such a time and place as they may determine pursuant to clause (b) and (c).
- (b) The business of the Extraordinary General Meeting shall be set out in a circular accompanying the notice convening the meeting.
- (c) At least **twenty-eight (28) days** written notice shall be given to all Members, of such an Extraordinary General Meeting.

17.3 Notice of Council Meetings

- (a) Meetings of the Council shall be called by Notice in writing specifying the place, time, date and agenda of the meeting and shall be served **at least fourteen (14) days** before the date of the meeting.
- (b) Service of such notice may be effected either personally or by delivering or sending the notice through the post in prepaid envelope addressed to each member of the Council, or by fax or by email. Any notice sent shall be deemed to have been served. The non-receipt of any such notice by any member of the Council shall not invalidate the proceedings at any meeting.
- (c) The President, or in his absence the Vice President, may direct the Secretary, in the case of an emergency, to call a Special Meeting of the Council at the earliest convenient time.

18. ANNUAL GENERAL MEETING

18.1 The Annual General Meeting

- (a) The Annual General Meeting of the Federation shall be held after the **First (1st) of April** and no later than the **Thirty First (31st) May** each year.
- (b) Subject to part (a) above, the Council shall determine the time, date and place where the Annual General Meeting of the Federation shall be held.
- (c) The Secretary shall give to all Members at **least twenty eight (28) days notice** of the time, date and place fixed for the holding of any meeting referred to in this rule.
- (d) The Executive shall present at each Annual General Meeting of the Federation:

- (i) A report stating fully the proceedings of the Federation during the financial year of the Federation immediately preceding the Annual General Meeting.
 - (ii) The Treasurer's report and the Auditor's statement of the records, accounts and finances of the Federation during that financial year.
- (e) The incoming Council shall assume office at the conclusion of the Executive reports.
- (f) Agenda items for the Annual General meeting will be subject to the following:
- (i) Any Member of the Federation may, by notice in writing given to the Secretary **not later than fourteen (14) days** before the scheduled date of the Annual General Meeting; give notice of any matter which he considers should be placed before the Annual General Meeting of the Federation.
 - (ii) The Executive may direct the Secretary to include in the Agenda for the Annual General Meeting of the Federation such other matters as it considers should be considered at the meeting.
 - (iii) The Secretary shall prepare an agenda for the Annual General Meeting of the Federation, including all matters for which notices have been given to him pursuant to Sub-rule (i) and matters to be moved by the Executive under Sub-rule (ii) and shall forward a copy of the agenda to the Executive not later than **seven (7) days** before the scheduled date of the Annual General Meeting by fax, post or by email.

18.2 Election of Office Bearers

- (a) Prior to the AGM, the incoming Council shall elect the Executive from within Council and shall advise the Secretary.
- (b) If only the required number of nominations is received for any office, the President or Chairman shall declare those persons elected.
- (c) If more than the required number of nominations is received, there shall be an election by secret ballot of Council.
- (d) Should an election be held an Acting Secretary shall be the Returning Officer and shall:
 - (i) Prepare such number of ballot papers as are necessary for all Councillors present to vote.
 - (ii) Distribute one ballot paper for each Councillor's entitlement to vote.
 - (iii) Notify Councillors that voting is to be conducted by writing the name of the person they are voting to be elected.
 - (iv) Immediately following the conclusion of the count advise the Chairman of the person or persons receiving the highest number of votes and such person or persons shall be declared by the Chairman to be elected.
- (e) In the event where an election is held by ballot paper, a scrutineer may be appointed to observe the conduct of the distribution and collection of ballot papers and the counting and recording of votes.

19. STANDING ORDERS FOR MEETINGS

At the hour appointed for the commencement of meetings the President shall declare the meeting open and the following shall be the order of the business:

- (a) Reading and adoption of the minutes of the last meeting.
- (b) Reports (if any) of delegates and auditors and business arising there from.
- (c) Reports (if any) of the Executive and any business arising there from.
- (d) Where the meeting is the AGM, the new Council shall assume office.
- (e) General Business.
- (f) A Councillor or Member may state any urgent business, which in his opinion, should be discussed by the Federation without delay. On such statement, the President shall grant leave for the meeting to decide without discussion whether the business should be then and there dealt with.
- (g) Any Councillor or Member wishing to speak should address the President respectfully. No Councillor or Member shall be allowed to interrupt the speaker by any expression except addressed by the President, in explanation, or to a point of order, and no Councillor or Member shall be allowed to speak until authorised by the President. The privilege of speaking belongs to him who first attracts the President's eye.
- (h) No Councillor or Member shall speak more than once on any motion or amendment without permission of the President, except the movers of any motion and amendment, who will be called upon to reply by the President. After the debate has closed, first to the amendment and then to the motion, no Councillor or Member shall speak to the question after the reply.
- (i) All questions not otherwise provided for herein shall be determined by the simple majority of those present by voting.
- (j) The President shall act with strict impartiality, and shall be entitled to vote on any question and shall have a casting vote in the Federation if required. The President shall call any speaker to the question, explain the laws and rules as to the points of order, but if any disputes arise, the vote of the meeting is to be taken.
- (k) If any Councillor or Member interrupts the business of the Federation, the President shall call him to order. If he interrupts a second time he shall be requested to withdraw.
- (l) If within half an hour of the time appointed for a General Meeting a quorum is not present the meeting will be adjourned to a date, time and place to be fixed by the Executive. If at such adjourned meeting a quorum is not present the meeting shall be dissolved.
- (m) When the Federation business has concluded the President shall declare the meeting closed.

20. QUORUM

There shall be a quorum at meetings when a majority of elected Councillors is represented thereat and provided that the total votes entitled to be cast by the Councillors present is more than half of the voting strength of the Council, but not otherwise.

21. DUTIES AND POWERS OF THE COUNCILLORS

21.1 The Council

The Council shall have, exercise and enjoy the following powers:

- (a) They shall be independent and impartial and represent the entire Industry without preference or prejudice to, or against any State, person or entity.
- (b) To adopt such measures as it from time to time deems expedient for the purposes of giving effect to the objectives of the Federation.
- (b) To act notwithstanding any vacancy in its body provided a quorum is present.
- (c) To appoint such staff as may be found necessary for the proper conduct of the Federation and to remove, dismiss any such staff and to prescribe and regulate their powers and duties.
- (d) To control the property and direct the investment of the funds of the Federation.
- (e) To appoint sub-committees consisting of one or more Councillors and/or officers or Members of the Federation, to advise and report on such matters as the Council directs.
- (f) To set membership fees with an understanding that a structure is implemented to maintaining and encouraging membership of State organisations.

21.2 The President

The President shall:

- (a) Preside at all meetings of the Federation and the Council but if the President is not present at the time appointed for the holding of any meeting, the Members or their representatives then present, shall appoint the Vice President to be Chairman of the meeting. In his absence, the Members or their representatives present shall appoint a Councillor to be the Chairman of the meeting.
- (b) Prepare an Annual Report for presentation to the Annual General Meeting.
- (c) Be the Public Officer of the Federation.

21.3 Vice President

The Vice President, in the absence of the President, shall exercise and discharge the duties and powers of the President.

21.4 Secretary

The Secretary shall:

- (a) Keep a Register of Members showing the full names and contact details.
- (b) Attend and record the minutes of the proceedings of all meetings of the Federation and of the Council pursuant to clause 17.3.
- (c) Distribute minutes of such meetings to all Councillors **within fourteen (14) days** of the meeting being held.

- (d) Send out notices of forthcoming meetings and agendas of the Federation and of the Council, as per clause 17.3.
- (e) Conduct and keep a record of all correspondence on behalf of the Federation.
- (f) Convene in accordance with these Rules all Meetings of the Federation.
- (g) To act on behalf of the Council in all decisions and transactions after consultation and approval from the Council, except in the case of an emergency, where he is unable to contact the Executive, he may take the necessary action to conserve the interests of the Federation, and notify the Executive forthwith.

21.5 Treasurer

The Treasurer shall:

- (a) Send out Notices of all contributions, subscriptions and/or levies due.
- (b) Receive all monies due to the Federation and give receipts for same.
- (c) Receive and be assiduous in the collection of contributions, subscriptions and/or levies collected.
- (d) Pay all accounts of the Federation and retain receipts thereof.
- (e) Present verified financial records, accounts and documents to the Annual General Meeting.
- (f) Prepare a budget in consultation with the Executive, and circulate same with the agenda for the Annual General Meeting.

22.6 REMOVAL FROM OFFICE

- (a) The Council may remove from office any Officer of the Federation at a meeting of the Council to which the person concerned has been summoned in writing signed by the President or Secretary to show cause why he should not be so removed. No such person shall be removed from office unless he has been found guilty of misappropriation of the funds of the Federation, a substantial breach of these Rules of the Federation, or gross misbehaviour or gross neglect of duty or has ceased, according to these Rules, to be eligible to hold office.
- (b) A person summoned to show cause pursuant to paragraph (a) of this rule shall be given **at least fourteen (14) days notice** of the time and place of meeting of the Council to which he is summoned. The notice summoning such person shall also specify the ground or grounds upon which it is proposed to consider his removal.
- (c) A person removed from office in accordance with this Rule shall have the right of appeal to an Extraordinary General Meeting of the Federation called for the purpose in accordance with the provisions of the rules for the calling of an Extraordinary General Meeting or alternatively at the Annual General Meeting next ensuing.

22. USE OF NAME

- (a) Each Member of the Federation shall be entitled to describe themselves as a 'Member of the Emu Industry Federation of Australia Inc'.
- (b) Each Associate Member of the Federation shall be entitled to describe themselves as an 'Associate Member of the Emu Industry Federation of Australia Inc'.

23. BANK ACCOUNT

The Federation shall have its own Bank accounts that shall be operated upon as directed by the Federation.

24. FINANCIAL YEAR

The Financial year of the Federation shall commence on the first day of January and shall end on the thirty-first day of December each year.

25. AUDIT

A professional accountant appointed each year at the Annual General Meeting shall verify the accounts of the Federation by the **Twenty Eighth (28th) February**.

26. APPLICATION OF FUNDS OF THE FEDERATION

The income and property of the Federation shall be applied solely towards the promotion of its objectives as herein set forth. Excepting where Council applies an allowance or honorarium for an Executive Officer no portion of income or property shall be paid directly or indirectly to Members of the Federation provided that nothing herein contained shall prevent the payment in good faith of remuneration to any Officers or servants of the Federation or to any Member thereof or other persons in return for any services actually rendered to the Federation nor prevent the payment of interest on money borrowed from any Member of the Federation.

- (a) Federation funds shall be:
 - (i) Contributions received by the Federation from its Members.
 - (ii) Levies as imposed by General Meeting.
 - (iii) Interest on investments.
 - (iv) Monies received from any other source.
- (b) The Executive shall nominate the Bank/Credit Union through which its financial matters are contracted.
- (c) The Executive shall control and administer the funds of the Federation and cheques drawn on the Federation account shall be signed by any two of the President, Vice President, Secretary or Treasurer.
- (d) The expenses connected with the general management of the Federation shall be defrayed as far as possible from the annual contributions.
- (e) Such portion of the funds not required immediately for expenditure may be invested for the benefit of the Federation in a trustee security or investment as determined by the Council.

27. SEAL AND SEAL HOLDERS

- (a) The Federation shall have a common seal which shall be kept in the custody of the Secretary and shall only be affixed to any document by resolution of the Council.
- (b) Every document to which the seal is affixed shall be signed by:
 - (i) Either the President, Vice President, or the Treasurer of the Federation, and
 - (ii) The Secretary or a person for the time being acting in his stead or a person nominated by the Council.

28. INDEMNITY

The Members of the Federation shall not be deemed nor taken to be partners nor shall Members or Councillors be liable for the acts or defaults of one another.

29. ALTERATIONS TO RULES

Provided that due notice is given to the Council, any of these Rules or the Constitution may be altered, added to or rescinded in the following manner:

- (a) It shall be competent at any General Meeting for any Member to give notice of his intention to move a resolution affecting any of these Rules or the Constitution stating clearly in writing the suggested alteration.
- (b) This resolution shall appear on the business paper of an Extraordinary General Meeting called for the purpose of considering whether the Rules or Constitution should be so varied.
- (c) A quorum at any meeting called for the purpose of altering, adding to or rescinding any of the Rules of the Constitution of the Federation shall be as for a General Meeting.
- (d) A resolution to alter, add to or rescind any of the Rules or the Constitution of the Federation must be carried by a three-fourths majority of the members who are entitled to vote at a general meeting.
- (e) Subject to any direction by a General Meeting, the Council shall decide any question or dispute as to the construction or application of these Rules.

30. BY-LAWS

The Federation may from time to time make, vary and repeal by-laws for the regulation of the business of the Federation.

31. INSPECTION OF RECORDS OF THE FEDERATION

A Member may at any reasonable time inspect, without charge, the books, documents, records and securities of the Federation.

32. DISSOLUTION

- (a) The motion for the winding up of dissolution of this Federation or the merging with any Federation shall be dealt with only by an Extraordinary General Meeting of which at least **twenty eight (28) days** notice has been given to Members. The motion shall not be declared carried unless it be passed by a three fourths majority of the Members of the Federation voting personally at such meeting,
- (b) If upon the winding up or dissolution of the Federation there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the Members, but shall be given or transferred
 - (i) to another association incorporated under the Act which has similar objects; or
 - (ii) for charitable purposeswhich association or purposes, as the case requires, shall be determined by resolution of Members.