

**CONSTITUTION**

**OF**

**STOCK FEED MANUFACTURERS' COUNCIL**  
**OF AUSTRALIA INC.**

Date Registered:	27 February 2004
Registration Number:	A0045388W
Australian Business Number:	84 816 063 155
Approved:	30 October 2019

## 1. NAME

- a. The name of the organisation shall be the Stock Feed Manufacturers' Council of Australia Inc. (hereinafter called the "Council" or "SFMCA").
- b. The Council will operate through a Federal Council and through sub-committees of the Federal Council to be known as:
  - i. SFMCA Western Australia Branch
  - ii. SFMCA South Australia Branch
  - iii. SFMCA Victoria Branch
  - iv. SFMCA New South Wales Branch
  - v. SFMCA Queensland Branchbeing sub-committees established in accordance with this Constitution. SFMCA Victoria Branch includes Tasmania.

## 2. DEFINITIONS

In this constitution, unless contrary intention appears:

**"Council"** means the Stock Feed Manufacturers' Council of Australia.

**"Member"** means a member as described in clause 3.

**"Federal Council"** means the managing body of the Council as described in clause 6.

**"Federal Councillor"** means a member of the Federal Council as described in clause 6.

**"FeedSafe"** means the quality assurance accreditation program operated by the SFMCA for the Australian stock feed industry.

**"State Branch"** means a sub-committee of the Federal Council with special authority for each state of Australia as listed in clause 1.

## 3. MEMBERSHIP

- a. The membership of the Council shall be divided into four classes only as follows:
  - i. Full Members
  - ii. Provisional Members
  - iii. Associate Members
  - iv. Honorary Life Member (By law 2)
- b. A Full Member shall be any individual, partnership, company, corporation or other business unit actually engaged in the production of compound feeds, liquid feeds and other ingredient blends for livestock and/or poultry having completed and holding FeedSafe accreditation for each of its owned and operated stockfeed manufacturing sites.
- c. A Provisional Member shall be as for a Full Member, but where FeedSafe accreditation has not been obtained, and whose rights are restricted in a manner determined by the Federal Council and detailed to members from time to time.
- d. An Associate Member shall be any individual partnership, company, corporation, or other business unit or any other association closely allied to or associated with the compound feed manufacturing industry.
- e. The Federal Council, upon consultation with the relevant State Branch(es), shall decide the membership class of each member of the Council. Unless otherwise requested by a member, the members State Branch are those members of the Council who reside or conduct business within the jurisdiction of that State or States.
- f. Every application for Membership shall be made to the Secretary in writing on a form approved by the Federal Council. The Federal Council may accept or refuse to accept any such application for membership of the Council or adjourn from time to time any such application, or may reject any such application for membership of the Council without giving any reason for so doing.

- g. The Secretary must keep a register of members in which is recorded the name, address and contact details of every member of the Council, the class of membership held and the State Branch or Branches to which each member has been allocated . This register shall be available to State Branches on request.
- h. The General rights of members  
A member of the Council who is entitled to vote has the right:
  - i. to receive notice of Annual and Extraordinary General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - ii. to submit items of business for consideration at a State Branch meeting; and
  - iii. to attend and be heard at Annual, Extraordinary General and State Branch meetings; and
  - iv. to vote at an Annual, Extraordinary General and State Branch Meetings unless this Constitution specifies otherwise; and
  - v. to have access to the minutes of Annual, Extraordinary General and State Branch meetings and other documents of the Council as provided under rule 21; and
  - vi. to inspect the register of members.
- i. Ceasing membership
  - i. Membership ceases on resignation or expulsion.
  - ii. If an individual, partnership, company, corporation or other business unit ceases to be a member of the Council, the Secretary must, as soon as practicable, enter the date membership ceased in the register of members.
  - iii. All membership rights are withdrawn immediately on cessation of membership, including any rights associated with the Council's FeedSafe quality assurance program.
- j. Resigning as a member:
  - i. A member may resign by notice in writing given to the Council.
  - ii. A member is taken to have resigned if the member's annual subscription is more than 12 months in arrears (i.e. unpaid after 12 months of receiving notice of the relevant subscription payable).
  - iii. All membership rights are withdrawn immediately on resigning as a member, including any rights associated with the Council's FeedSafe quality assurance program.

#### **4. PURPOSES**

The purposes of the Council are to:

- a. take common and co-ordinated action on behalf of the members to address matters affecting or likely to affect the interests of members and the stock feed industry.
- b. address national issues on matters for the improvement, protection or development of the Australian stock feed industry.
- c. disseminate information of relevance and interest to the membership.
- d. provide a central organisation, through which the interests of members may be represented by the relevant State Branch to form industry policy positions for the general betterment of the stock feed manufacturing industry.
- e. provide a contact point for government and others who need to communicate with the industry generally.
- f. organise industry events such as conferences, for the exchange of information and ideas which assist feed manufacturers in their business development.
- g. do all things which may be considered necessary to the attainment of all or any of these objects.

#### **5. OFFICE OF THE COUNCIL**

The office of the Council shall be situated in such place as the Council shall determine from time to time.

#### **6. MANAGEMENT**

- a. The management of the affairs of the Council shall be subject to this Constitution, and shall be conducted by the Federal Council which shall have full authority on behalf of the Council and which shall report to members at the Annual General Meeting.
- b. The Federal Council shall consist of ten (10) Federal Councillors.
- c. All Federal Councillors must be owners, directors or employees of Full Members.

- d. The Federal Council shall consist of a maximum of two (2) Federal Councillors from:
  - i. SFMCA Western Australia Branch
  - ii. SFMCA South Australia Branch
  - iii. SFMCA Victoria Branch (includes Tasmania)
  - iv. SFMCA New South Wales Branch
  - v. SFMCA Queensland Branch
- e. At any one time there shall be no more than three Federal Councillors who are owners, directors or employees of the same Full Member (which shall include related companies and companies in associated ownership).
- f. In the event of a casual vacancy on the Federal Council, the relevant State Branch will be instructed to appoint an eligible member to fill the vacancy.

## **7. OFFICERS**

- a. There shall be a Chairperson and a Vice-Chairperson who shall, unless they previously retire, hold office until the next Annual General Meeting. The Chairperson and Vice Chairperson shall be one of the ten (10) Federal Councillors.
- b. The office of an officer of the Council becomes vacant if the officer:
  - i. is no longer nominated by the State Branch as a Federal Councillor; or
  - ii. resigns from office by notice in writing given to the Secretary; or
  - iii. the Full Member of which that person is an owner, director or employee ceases to be a Full Member.
- c. In the event of the office of Chairperson becoming vacant between Annual General Meetings, the Vice-Chairperson shall fill that vacancy and the previous Chairperson's State Branch shall cause to fill the Federal Councillor vacancy.
- d. In the event of the office of Vice-Chairperson becoming vacant between Annual General Meetings, a new Vice Chairperson will be elected at the next Federal Council meeting and the previous Vice-Chairperson's State Branch shall cause to fill the Federal Council vacancy.

## **8. MEETINGS**

- a. FEDERAL COUNCIL MEETINGS
  - i. Federal Council Meetings shall be held when required or as deemed necessary by the Council. The Federal Council shall meet at least once a year.
  - ii. At least 7 days before the date fixed for holding a meeting of the Federal Council, a notice stating the place, date and time of the meeting and the nature of the business to be discussed will be sent by the Secretary in writing to each Federal Councillor.
  - iii. Notice of such meetings will be sent by either postal or electronic transmission.
  - iv. Should any questions of urgency arise, the Chairperson may submit a resolution in writing or by electronic transmission to the members of the Federal Council and their assent or dissent in writing or by electronic transmission shall be deemed to settle the question. Such resolution of issues does not extend to altering the Constitution of the Council.
- b. ANNUAL GENERAL MEETING
  - i. The Annual General Meeting of the Council shall be convened not later than 30 November each year at such time and place as may be determined by the Federal Council.
  - ii. The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
  - iii. At the Annual General Meeting, Federal Council members shall be nominated by the State Branches, Officers of the Council shall be elected, duly audited statement of the accounts of the year ended 30<sup>th</sup> June immediately preceding shall be submitted to members and any other business transacted that may be deemed necessary or advisable in the interests of the Council or its members.

c. **EXTRAORDINARY GENERAL MEETINGS**

- i. The Federal Council may convene an Extraordinary General Meeting of members whenever it thinks fit.
- ii. Within twenty-eight (28) days after receiving a written requisition of not less than ten per cent of the financial Full Members delivered personally or addressed to the Secretary at the office of the Council, the Secretary shall convene an Extraordinary General Meeting to be held not less than fourteen (14) days and not more than twenty-eight (28) days after receipt of such requisition. If the Secretary fails to convene the meeting as aforesaid, the requisitioners may convene the meeting but any meeting so convened shall not be held after the expiration of three (3) months from the date of the requisition. Each such requisition shall state the objects of the meeting and such meeting shall be convened in the same manner as that in which General Meetings are to be convened by the Council. The reasonable costs incurred by the requisitioners in convening such meeting shall be reimbursed out of the funds of the Council unless the Extraordinary General Meeting so convened shall resolve otherwise.
- iii. No business shall be transacted at any Extraordinary General Meeting other than that for which it is convened.

d. **STATE BRANCH MEETINGS**

State Branch Member Meetings and State Executive Meetings shall be conducted as per By Law 1.

**9. QUORUM FOR FEDERAL COUNCIL MEETING**

- a. At Federal Council Meetings of the Council at least one Federal Councillor of each of three States shall form a quorum. No item of business may be conducted at a Federal Council Meeting unless a quorum of members are present at the time when the meeting is considering that item.
- b. If no quorum is present within 30 minutes of the notified start time then the meeting shall be adjourned until a date which is five business days later at the same time and place. All Federal Councillors shall be notified of the date, time and place of the reconvened meeting. If no quorum is present with 30 minutes of the due starting time of the reconvened meeting, the Secretary shall call an Extraordinary General Meeting at which the issues to be dealt with at the failed meeting shall be put for discussion and resolution by ordinary resolution of members.

**10. QUORUM FOR EXTRAORDINARY GENERAL AND ANNUAL GENERAL MEETING**

- a. At all Extraordinary General and Annual General Meetings, persons representing at least five per cent (5%) of the number of Full Members shall form a quorum. No item of business may be conducted at an Extraordinary General or Annual General Meeting unless a quorum of members are present at the time when the meeting is considering that item.
- b. If no quorum is present within 30 minutes of the notified start time then the meeting shall be adjourned until a date which is five business days later at the same time and place. All Federal Councillors shall be notified of the date, time and place of the reconvened meeting. If no quorum is present with 30 minutes of the due starting time of the reconvened meeting, the Secretary shall call an Extraordinary General Meeting at which the issues to be dealt with at the failed meeting shall be put for discussion and resolution by ordinary resolution of members.

**11. CONDUCT OF MEETINGS**

- a. All meetings of the Council shall be presided over by the Chairperson or, in his absence, by the Vice-Chairperson or, in their absence, by a Chairperson to be elected by the meeting.
- b. The Chairperson may resolve issues of interpretation of meeting rules and protocols and the interpretation of this Constitution and the Chairperson's decision on such matters shall be final.

**12. MINUTES OF MEETINGS**

- a. The Federal Council must ensure that minutes are taken and kept of each Federal Council, Annual General and Extraordinary General Meetings.

- b. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- c. In addition, the minutes of each annual general meeting must include:
  - i. the names of the members attending the meeting; and
  - ii. proxy forms given to the Chairperson of the meeting; and
  - iii. the financial statements submitted to the members; and
  - iv. the certificate signed by two Federal Council members certifying that the financial statements give a true and fair view of the financial position and performance of the Council; and
  - v. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

### **13. USE OF TECHNOLOGY**

- a. A member not physically present at an Annual or Extraordinary General meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- b. A councillor not physically present at a Federal Council meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- c. For the purposes of this Part, a member or councillor participating in meetings as permitted under sub-rule (a) and (b) is taken to be present at the meeting and, if the member or councillor votes at the meeting, is taken to have voted in person.

### **14. VOTING RIGHTS**

#### Federal Council Meetings

- a. Each Federal Councillor, including the Chairperson, shall be entitled to exercise one vote on each matter at any meeting of the Federal Council: if however any member of the Federal Council is absent and they are not represented by an alternative, the member of the Council who is present at the meeting and who was appointed by the same State Branch as the absent member, shall be entitled to exercise the vote of such absent member in addition to their own vote. No other form of proxy voting is accepted.
- b. In the event of equal voting the Chairperson shall declare the motion lost.

#### Annual and Extraordinary General Meetings

- a. The Federal Council is empowered to bring to Extraordinary General meetings issues that are defined as only to be resolved by Full Members. Such defined issues will only be voted on by Full Members; neither Provisional nor Associate Members shall vote. Each Full Member shall have one (1) vote. In all other matters requiring a vote, excluding changes to the Constitution, each Full, Provisional and Associate Member shall have one (1) vote.
- b. Except where otherwise required by these rules, at any Annual General or Extraordinary General Meeting of the Council, a resolution shall be carried by the majority of members present in person or by proxy.
- c. Any member shall have the power to appoint another member in writing as proxy to vote on this person's behalf at any meeting or any adjournment thereof, but if two or more proxies shall be offered, signed by the same member, all proxies signed by such member shall be void.
- d. All proxies must be handed to the Secretary before the commencement of a meeting in respect of which proxy is given and shall be in the form required by the Secretary from time to time.
- e. In the event of equal voting the Chairperson shall declare the motion lost.

### **15. CONDUCT OF ELECTIONS**

For the election of a Chairperson and a Vice-Chairperson and for all other elections which may be necessary, voting shall be by secret ballot. Where the ballot is to fill a single vacancy and more than two nominations are received, or where there are two or more vacancies to be filled and there are more nominations than vacancies, a ballot will be held and conducted on the simple first past the post method.

In the conduct of elections, the Secretary shall act as returning officer.

**16. SPECIAL COMMITTEES**

The Federal Council may appoint Special Committees to enquire into any matter relating to the activities of the Council and may give each Committee power to act and shall require such Committees to report and may dissolve such Committees.

**17. STATE BRANCHES**

- a. The Council shall maintain State Branches, which will be responsible to the Federal Council for the implementation of activities to achieve the purposes of the Council, within the relevant State.
- b. An Executive Committee elected by each State Branch in accordance with By-Law 1 shall administer the affairs of each State Branch.
- c. The State Branches will be funded by the Council from funds derived as described in clause 22.
- d. The conduct of State Branches is defined within By-Law 1.

**18. EXECUTIVE OFFICER**

- a. The Federal Council may appoint an Executive Officer from time to time.
- b. The Executive Officer shall be available to advise the Council on such matters as liaison with State and Federal Government Departments; political representation; organisation of workshops, seminars and conventions; liaison with suppliers of stock feed ingredients; liaison with end users; and other matters considered appropriate.
- c. The Executive Officer shall, under the general direction of the Council through the Chairperson or, in his absence, of the Vice-Chairperson, represent the Council on such matters considered appropriate.
- d. The Executive Officer may be paid such remuneration as the Federal Council shall resolve.

**19. SECRETARY**

- a. The Council may appoint a secretary from time to time. The role may be fulfilled by an Executive Officer. The Secretary need not be a member of the Council or a member of the Federal Council.
- b. The Secretary shall act under the direction of the Council, through the Chairperson or, in their absence the Vice-Chairperson; shall convene all meetings, stating in writing the business to be transacted thereat; shall keep all accounts and minutes of the Council, conduct all correspondence and generally carry out the instructions of the Council.
- c. The Secretary shall act as custodian of all books, papers and other property of the Council and be responsible for the same to the Council. All accounts, books, securities and any other relevant documents of the Council must be kept current and available for inspection by any member upon request.

**20. AUDITOR**

At least once in every year accounts of the Council shall be examined and the correctness thereof certified to by an Auditor. The Federal Council from time to time shall appoint an Auditor for the Council. A Federal Councillor shall not be eligible to act as Auditor.

**21. FINANCIAL YEAR**

The Council's financial year shall be from 1 July to 30 June.

**22. FUNDS**

- a. Each member shall pay an annual subscription on a basis to be determined by the Federal Council from time to time and the Council shall have power to levy the members for such further funds as may be necessary for the administration of the Council.

- b. The funds of the Council shall be derived from fees from membership as determined by the Federal Council, or from activities of the Council that may be determined by the Federal Council to be consistent with the objectives of the Council.
- c. The Federal Council shall cause proper books of accounts to be kept with respect to all sums of money received and expended by the Council.
- d. The Secretary shall have the care and custody of all the funds, securities and intellectual property of the Council and shall receive and give receipts for monies due and payable to the Council from any source and deposit all such monies received by them in the name of the Council in such banks or other depositories as directed.
- e. The Federal Council shall have the power to authorise from time to time any person or persons to endorse or sign any cheques, electronic funds transfer, bills of exchange, promissory notes, or other negotiable instruments, for and on behalf of the Council.
- f. The funds of the Council shall be banked in the name of the Stock Feed Manufacturers' Council of Australia.
- g. Should a member cease membership as per clauses 3.i. or 3.j. they are not due any membership fee refund.

### **23. CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

- a. Members may on request inspect free of charge:
  - i. the register of members;
  - ii. the minutes of Annual General, Extraordinary General and State Branch meetings;
  - iii. subject to sub-rule (b), the financial records, books, securities and any other relevant document of the Council, including minutes of meetings.
- b. The Federal Council may refuse to permit a member to inspect records of the Council that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Council.
- c. The Federal Council must on request make copies of these rules available to members and applicants for membership free of charge.
- d. Subject to sub-rule (b), a member may make a copy of any of the other records of the Council referred to in this rule and the Council may charge a reasonable fee for provision of a copy of such a record.
- e. For purposes of this rule—
- f. relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Council and includes the following:
  - i. its membership records;
  - ii. its financial statements;
  - iii. its financial records;
  - iv. records and documents relating to transactions, dealings, business or property of the Council.

### **24. GROUNDS FOR TAKING DISCIPLINARY ACTION**

The Council may take disciplinary action against a member if it is determined that the member:

- a. has failed to comply with this Constitution; or
- b. refuses to support the purposes of the Council; or
- c. has engaged in conduct prejudicial to the Council: or
- d. deemed to have breached the standards set out in the SFMCA's Code of Conduct (July 2019 – or any subsequent versions).

### **25. DISCIPLINARY SUBCOMMITTEE**

- a. If the Federal Council is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Federal Council must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- b. The members of the disciplinary subcommittee:
  - i. may be Federal Council members, members of the Council or anyone else; but
  - ii. must not be biased against, or in favour of, the member concerned.



## **26. NOTICE TO MEMBER**

- a. Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
  - i. stating that the Council proposes to take disciplinary action against the member; and
  - ii. stating the grounds for the proposed disciplinary action; and
  - iii. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - iv. advising the member that he or she may do one or both of the following:
    1. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    2. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - v. setting out the member's appeal rights under rule 28.
- b. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## **27. DECISION OF SUBCOMMITTEE**

- a. At the disciplinary meeting, the disciplinary subcommittee must:
  - i. give the member an opportunity to be heard; and
  - ii. consider any written statement submitted by the member.
- b. After complying with sub-rule (a), the disciplinary subcommittee may:
  - i. take no further action against the member; or
  - ii. subject to sub-rule (c):
    1. reprimand the member; or
    2. suspend the membership rights of the member for a specified period; or
    3. expel the member from the Council.
  - iii. The disciplinary subcommittee may not fine the member.
- c. The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## **28. APPEAL RIGHTS**

- a. A member whose membership rights have been suspended or who has been expelled from the Council under rule 27 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- b. The notice must be in writing and given:
  - i. to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - ii. to the Secretary not later than 48 hours after the vote.
- c. If a person has given notice under sub-rule (b), a disciplinary appeal meeting must be convened by the Federal Council as soon as practicable, but in any event not later than 21 days, after the notice is received.
- d. Notice of the disciplinary appeal meeting must be given to each member of the Council who is entitled to vote as soon as practicable and must:
  - i. specify the date, time and place of the meeting; and
  - ii. state:
    1. the name of the member against whom the disciplinary action has been taken; and
    2. the grounds for taking that action; and
    3. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **29. CONDUCT OF DISCIPLINARY APPEAL MEETING**

- a. At a disciplinary appeal meeting:
  - i. no business other than the question of the appeal may be conducted; and
  - ii. the Federal Council must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - iii. the member whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- b. After complying with sub-rule (a), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- c. A member may not vote by proxy at the meeting.
- d. The decision is upheld if not less than 75% of the members voting at the meeting vote in favour of the decision.

## **30. DISPUTES AND MEDIATION**

- a. The grievance procedure set out in this rule applies to disputes under this Constitution between:
  - i. a member and another member; or
  - ii. a member and the Council.
- b. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- d. The mediator must be:
  - i. a person chosen by agreement between the parties; or
  - ii. in the absence of agreement:
    1. in the case of a dispute between a member and another member, a person appointed by the Federal Council; or
    2. in the case of a dispute between a member and the Council, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- e. The mediator cannot be a member who is a party to the dispute.
- f. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- g. The mediator, in conducting the mediation, must:
  - i. give the parties to the mediation process every opportunity to be heard; and
  - ii. allow due consideration by all parties of any written statement submitted by any party; and
  - iii. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- h. The mediator must not determine the dispute.
- i. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

## **31. MEMBERS NOT PARTNERS**

The members of the Council are not partners, and shall not in any way be liable for each other.

## **32. WINDING UP**

The Council shall not be wound up except at an Extraordinary General Meeting of the Council specially convened for that purpose and of which not less than twenty-one days' notice to members is given. Winding up shall be by a resolution carried by a majority of 75% of Full members present and entitled to vote.

If it be decided by the members to wind up or dissolve the Council, or at any time and any funds remain after liabilities have been satisfied, such funds shall not, nor any part of them, be the subject of any distribution to members or a member of the Council but shall be given or transferred to some association having objects similar to this Council and having in its constitution provisions that no distribution shall at any time be made

to its members or a member. The time to be taken for such winding up shall be determined by the Federal Council.

Should the Council's liabilities exceed its assets at the time of winding up it shall be the responsibility of the members to discharge these liabilities.

### **33. ALTERATION OF CONSTITUTION**

- a. Any article of the Constitution of the Council may be repealed or amended and any new article may be made at an Extraordinary General Meeting, provided such revisions are agreed to by at least 75% of the vote of the Full Members present at such meeting.
- b. Notice of a resolution to alter, rescind or repeal any article of the Constitution, shall be included in the Notice of Meeting of the Extraordinary General Meeting where such resolution is to be considered and no less than 21 days notice of such meeting shall be given.

### **34. COMMON SEAL**

- a. The Council may have a common seal.
- b. If the Council has a common seal:
  - i. the name of the Council must appear in legible characters on the common seal;
  - ii. a document may only be sealed with the common seal by the authority of the Federal Council and the sealing must be witnessed by the signatures of two Federal Council members;
  - iii. the common seal must be kept in the custody of the Secretary.

### **35. BY-LAWS**

- a. The Federal Council may from time to time propose By-Laws for the better regulation of its affairs.
- b. A By-Law shall be effective if adopted by a resolution of 75% of Full Members present and entitled to vote at an Extraordinary General Meeting of Members.

## BY LAW 1

### STATE BRANCHES

- a. State Branches are established by the SFMCA pursuant to clause 17 of the Constitution. A State Branch is to be called SFMCA (state/territory) State Branch, for example: SFMCA NSW Branch.
- b. A member conducting business in more than one state may nominate for more than one State Branch and shall be so entered on the membership register.
- c. Each State Branch is responsible within its state for furthering the purposes of SFMCA and must supply to the Federal Council requested reports on State Branch activities. These reports shall be in a form specified by the Federal Council.
- d. Each State Branch is bound by this Constitution and must operate within the By-Laws and other policies of SFMCA and direction of the Federal Council. Each State Branch must supply to the Federal Council requested reports on State Branch activities. These reports shall be in a form specified by the Federal Council.
- e. Each State Branch shall be administered by an Executive Committee consisting of a State Chairperson, Vice Chairperson, and a minimum of two and a maximum of eight other members (unless otherwise approved by the Federal Council). The Chairperson and Vice Chairperson positions must only be filled by a Full Member. The other committee member positions can be filled by both Full and Associate Members however, there must remain a majority of Full Members on all State Executive Committees.
- f. The State Branch will nominate representatives to attend Federal Council meetings; this may be the elected Chairperson and Vice-chairperson. If either nominated person is unavailable, the State Branch may then nominate another member of the State Executive Committee to attend Federal Council Meetings.
- g. Each State Branch is to hold an Annual General Meeting at which time an election of the State Executive Committee must be held.
- h. Regular General Meetings of the State Branch membership must be held as agreed by the State Executive Committee.
- i. At meetings of the State Branch, a Quorum shall be 10 % of members, listed on the members register for the State Branch, for both Annual and General State Branch meetings. Members must be given reasonable notice of all meetings including the time, place and agenda to facilitate as broad an attendance as possible. The purpose of these meetings is to allow the State Executive Committee to report to members on activities and to conduct business as appropriate.
- j. Unless otherwise requested by a member, the members of a State Branch are those members of SFMCA who reside or conduct business within the jurisdiction of that State Branch. A register of members of each State Branch shall be maintained by the National Office setting out members names, addresses, and other contact details, this being available to the State Branch as required.
- k. Voting Rights at State Branch General Meetings - the State Executive Committee is empowered to bring to State Branch general meetings issues that are defined as only to be resolved by Full Members. Such defined issues will only be voted on by Full Members; neither Provisional nor Associate Members shall vote. Each Full Member shall have one (1) vote. In all other matters requiring a vote, each Full, Provisional and Associate Member shall have one (1) vote. A simple majority shall determine the motion to be in the affirmative. In the event of equal voting the Chairperson shall declare the motion lost.
- l. Powers and Duties - the State Executive Committee will be required to lead, progress and oversee State Branch plans and finances. The Executive Committee will be required to develop and submit an annual State Branch budget (consistent with the SFMCA Constitution, plus Federal Council approved strategic/business plans and budget), in a form specified by the Federal Council. A State Branch may request additional or special funding for State Branch approved projects, consistent with SFMCA and State Branch funding policies and procedures. The State Executive Committee will assist the management of any local secretariat, contractor or employee along with the SFMCA Executive Officer and Federal Council.
- m. Centralised and State Branch Administration - as directed by the Federal Council, some State Branch related administration will be centralised in the SFMCA National Office, including bank accounts; membership records; account receivables/payables; insurance; any payroll; website and policy and procedures. State Branch administration may include:
  - i. Organisation of State Branch and Executive Committee Meetings
  - ii. Taking and issuing of meeting minutes

- iii. Co-ordinating state based budget and expenditure
- iv. Implementing state based activities
- v. Correspondence with State members and external bodies
- n. A State Executive Committee is permitted to implement legitimate expenditure included in their approved budget. This includes the provision of employment or contract services to support the State Branch in meeting its obligations under item 3 above.
- o. A State Executive Committee is a subcommittee of Federal Council which cannot separate or act independently from SFMCA, nor retain or withdraw any funds derived using the name or reputation of SFMCA.
- p. SFMCA policies and procedures are to define additional expenditure approval processes for amounts exceeding prior written approved budget amounts.
- q. Any contract or supplier arrangement exceeding \$1,000 may only be signed or approved by a State Branch Chairperson or Vice Chairperson or Federal Council nominee.
- r. State Branch Funding Requests - State Branches are encouraged to build into their annual budgets all activities and projects planned for the year ahead. Should an existing or proposed project be agreed by a State Executive Committee that is in addition to the annual approved budget, an application for additional or special funding to progress any projects must be made to the Federal Council.
- s. Any project that is considered a national project will be budgeted and funded by the Federal Council.
- t. State Executive Committee Elections - State Branches may follow a process of their own choosing for State Branch elections or they may follow the process suggested below:
  - The State Executive Committee is to appoint an Election Co-ordinator.
  - Prior to the conduct of the Federal Council Annual General Meeting, the State Branch members Annual General Meeting must be held with election of the State Executive Committee.
  - The election Co-ordinator will issue notices of meeting and nomination forms.
  - Nominations should be received by a nomination date and on the nomination form issued.
  - If there are more than one nomination for the respective office bearer positions (Chairperson and Vice Chairperson) a ballot will be held and conducted on the simple first past the post method.
  - The Election Co-ordinator is required to inform the members of the outcome of the State Executive Committee elections.
  - The State Branch is required to advise the SFMCA Executive Officer of the State Executive Committee election result.

## **BY LAW 2**

### **SFMCA HONORARY LIFE MEMBERS**

In order to recognize a significant contribution for the good of the Stockfeed industry in Australia by persons who are or have been directly engaged in the industry and the activities of the SFMCA and/or State Branches.

By-law made pursuant to Clause 3. Membership

1. Honorary Life Membership may be awarded to individuals who have rendered a conspicuous and distinguished service to the Council.
2. Honorary Life Membership is restricted to individuals who have been employed by a Full Member.
3. Honorary Life Members are not subject to Clause 3. Membership of the Association and have no voting rights and are not required to pay annual membership fees
4. A representative of a member company may submit a recommendation that an individual be made an Honorary Life Member.
5. A recommendation for an Honorary Life Membership shall be submitted in writing to the Secretary of the Council.
6. The Federal Council will obtain a report on the suitability of the person recommended for Honorary Life Membership. This report must include recommendation from the relevant State Branch.
7. The Federal Council will decide on the suitability of any recommendation for Life Membership and advise the membership when Life Membership is awarded.
8. Any recipient of the Life Membership will be invited to a defined industry meeting or event and formally presented with the Award and duly recognized.
9. The Secretary is to maintain a register of Life Members together with notation of contribution to the industry.

### **BY LAW 3**

#### **STOCKFEED INDUSTRY RECOGNITION AWARD**

In order to recognize a significant contribution for the good of the Stockfeed industry in Australia by persons who have not been directly engaged in the industry.

1. The Stockfeed Industry Recognition Award may be awarded to individuals who have rendered a conspicuous and distinguished service to the Stockfeed Industry.
2. Recipients of this Award are not subject to Clause 3. Membership of the Association and have no voting rights and are not required to pay annual membership fees
3. A representative of a member company may submit a recommendation that an individual be considered for this award.
4. A recommendation for the Industry Recognition Award shall be submitted in writing to the Secretary of the Council.
5. The SFMAV Executive Committee will obtain a report on the suitability of the person recommended for an Industry Recognition Award.
6. The Federal Council will obtain a report on the suitability of the person recommended for this award. This report must include recommendation from the relevant State Branch.
7. The Federal Council will decide on the suitability of any recommendation for Recognition Award and advise the membership when it is awarded.

Any recipient of the Stockfeed Industry Recognition Award will be invited to a defined industry meeting or event and formally presented with the Award and duly recognized.