



DAIRY | MEAT | FIBRE | RANGELAND

GOAT INDUSTRY COUNCIL OF AUSTRALIA INC

CONSTITUTION

**14-16 Brisbane Avenue
Barton ACT 2600**

~~1st February 2010~~ XX November 2018

GOAT INDUSTRY COUNCIL OF AUSTRALIA INC

CONSTITUTION

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PART 1 – PRELIMINARY

1. NAME

The organisation shall be called the “Goat Industry Council of Australia Inc”, hereafter referred to as the “GICA”.

2. DEFINITIONS

(1) In this Constitution, unless the context demands otherwise -

“Act” means the *Associations Incorporation Act 1991* and includes the Regulations under that Act;

“Annual General Meeting” means a meeting convened subject to the Act.

“Associate Member” means an organisation admitted as a special interest member of the Council under clause 6 of this Constitution;

“Commodity Council of the Federation” means a body, from time to time, recognised by the National Farmers’ Federation as a peak body representing the interests of Australian rural commodity producers and primary producers under the constitution or rules of the Federation;

“Council” means the body of Councillors of the GICA;

“Councillor” means a person appointed under the provisions of the Constitution to sit on the Council and includes any ~~substitute~~ alternate Councillor;

“Executive Committee” means the Councillors appointed to the Executive of GICA under clause 20.

“Executive Director” means the person appointed under clause 21 and includes any person appointed to act for the Executive Director in the Executive Director’s absence;

“Federation” means the National Farmers’ Federation Inc;

“Financial Year” means the year ending on 30 June, unless the GICA determines otherwise;

“~~General Council~~ Meeting” means a meeting of the GICA at which all Councillors are entitled to be present;

“Member” means an organisation recognised as a Member of the GICA under clause 5 if this Constitution and includes an Original Member;

“Member Body” means an organisation, however described, recognised as a member of the Federation;

“Membership” means membership of the GICA;

“Motion” includes any amendment to a motion;

“Original Member” means a member that was a member at the time of commencement of operation of this Constitution.

“President” means the President of the GICA, appointed under clause 17;

“Regulations” mean the Regulations set out in the First schedule, as amended from time to time;

“Register of Members” means the Register created and kept by the Secretary pursuant to clause 22(5) of this Constitution.

“Secretary” means the Secretary of the GICA, appointed under clause 22 or, where no such person holds that office, the public officer of the GICA;

“Goat meat” means all the products of goats following slaughter and includes the export of live goats and subsequent slaughter in the country of destination;

“State” includes the Northern Territory but not the Australian Capital Territory; New South Wales is deemed to include the Australian Capital Territory;

“Treasurer” means the ~~Honorary~~ Treasurer of the GICA, appointed under clause 19;

(2) In this Constitution –

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

(3) The provisions of the *Interpretation Act 1967* apply to and in respect of this Constitution in the same manner as those provisions would apply if this Constitution were an instrument made under the Act.

3. OBJECTS

(1) The objects of the GICA are -

- (a) to represent and promote the interests of all Australian goat producers;
- (b) to function as a specialist goat industry organisation with concern for the livelihood of all goat producers;
- (c) to carry out activities necessary for the betterment of the goat industry;
- (d) to collect and disseminate information concerning the goat industry;
- (e) to co-operate with appropriate organisations at the State level and overseas;
- (f) to maintain a high level of liaison and co-operation with its Members, relevant Government departments and authorities at Federal and State levels, with local government, and with other relevant industry organisations;

- (g) to promote the development of the agricultural and pastoral industry and resources of Australia.
- (2) The GICA shall co-ordinate its work with the work of its Members, with the Federation, and with the other Commodity Councils of the Federation, with the intention of avoiding unnecessary duplication of effort.
 - (3) The income and property of the GICA whencesoever derived shall be applied solely towards the promotion of the objects of GICA and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to Members or the Councillors of the GICA.
 - (4) Nothing contained in this clause shall prevent the payment in good faith to any officer, Member, Councillor or servant of the GICA of reasonable and proper remuneration -
 - (a) for services rendered to the GICA;
 - (b) for expenses incurred in attending to the business of the GICA;
 - (c) by way of allowance for income forgone in attending to the business of the GICA pursuant to this Constitution;
 - (d) for goods supplied to the GICA in the ordinary and usual way of business;
 - (e) for payment of interest at a rate not exceeding bank overdraft rates on money borrowed from him/her; or
 - (f) by way of reasonable and proper rent for premises let to the GICA.

4. POWERS

- (1) The Council shall be responsible for determining and implementing policy on all matters of a specific commodity nature affecting the goat industry in Australia. In these matters, the GICA shall have complete autonomy from the Federation.
- (2) Matters affecting the rural sector generally of which the goat industry is a part, or matters affecting more than one commodity, whilst open to determination by the GICA, shall be referred to the Federation for the determination of policy for the whole rural sector.
- (3) While the Council may decide policy on all matters affecting the goat industry, it shall consult with appropriate organisations on all matters of common interest.
- (4) The Council shall have power to do all things deemed necessary or desirable for the purpose of achieving its objects within the sphere of its operations including raising and expenditure of finance, the power to purchase or otherwise acquire real and personal property and to sell, lease, mortgage, charge or otherwise deal with any of its real or personal property and in addition, to provide specialist services to its Members upon request and on such terms and conditions that may be arranged.
- (5) The GICA shall enforce the obligations agreed under this Constitution and Regulations and be entitled to restrain any Members from breaching the undertaking under Clause 5.

PART II – MEMBERSHIP

5. MEMBER ORGANISATIONS

- (1) The Members of the GICA shall be the organisation identified in the First Schedule, together with any other organisations admitted as Members in accordance with this Constitution, but shall not include any organisation when ceases to be a Member in accordance with this Constitution, whether or not that former Member is identified in the First schedule.
- (2) On admission to membership, a Member agrees not to represent itself as speaking for or representing the goat breeders of Australia, which right resides with the GICA alone.

6. ASSOCIATE MEMBERS

The Council may admit as Associate Members other organisations, not being Members, in such manner and on terms and conditions and with such qualifications, if any, as may be specified in the Regulations, from time to time.

7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which an organisation has by reason of being a Member-

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the organisation's Membership.

8. CESSATION OF MEMBERSHIP

An organisation ceases to be a Member if -

- (a) in the case of a body corporate, it is wound up or in the case of an unincorporated association, it is dissolved or the Member ceases to associate;
- (b) it resigns from Membership in accordance with clause 9; or
- (c) it is expelled from the GICA

9. RESIGNATION OF MEMBERSHIP

- (1) A Member is not entitled to resign from the GICA except in accordance with this clause.
- (2) A Member who has paid all amounts due to the GICA and the Federation may resign from Membership by first giving notice (being not less than 12 months or, if the Council has determined a shorter period, that shorter period) in writing to the Secretary of the Member's intention to resign and, upon the expiration of the period of notice, the Member shall cease to be a Member.
- (3) Where an organisation ceases to be a Member, the Secretary shall make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

10. FEE, SUBSCRIPTIONS ETC.

- (1) A Member admitted to the GICA automatically becomes a Member Body and becomes liable for contributions to the Federation in accordance with the constitution of the Federation.
- (2) A Member is liable to contribute to the expenses of the GICA and for subscriptions to the GICA as provided for under clause 33.

11. MEMBERS' LIABILITIES

The liability of a Member to contribute towards the payment of the debts and liabilities of the GICA or the costs, charges and expenses of the winding up of the GICA is limited to the amount, if any, unpaid by the Member in respect of Membership required by clause 12 and sub-clause 33(2).

12. DISCIPLINING OF MEMBERS

- (1) Where the Council is of the opinion that a Member -
 - (a) has persistently refused or neglected to comply with a provision of this Constitution; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Council.
- (2) The Council may, by resolution, subject to considering the submissions of the Member under clause 13 -
 - (a) expel the Member from the GICA; or
 - (b) suspend the Member from such rights and privileges of Membership of the GICA as the Council may determine for a specified period.
- (3) Subject to sub-clause 13(6), the Council shall convene a meeting to be held not earlier than 14 days and not later than 28 days after service on the Member of a notice under sub-clause (3)(a) for the purposes of clause 13.
- (4) Where the Council passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause a notice in writing to be served -
 - (a) on the Member -
 - i. setting out the resolution of the Council and the grounds on which it is based;
 - ii. stating that the Member may address the Council at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice.
 - iii. stating that date, place and time of that meeting; and
 - iv. informing the Member that the Member may do either or both of the following:

- (b) attend and speak at that meeting;
- (c) submit to the Council at or prior to the date of that meeting written representation relating to the resolution.
- (d) on the Members giving them notice of the particulars of the meeting of the Council to be convened and a copy of the notice given to the Member concerned under sub-clause (3)(a)

13. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) Subject to section 50 of the Act, at a meeting of the Council to be convened under sub-clause 12(2), the Council shall -
 - (a) give the Member an opportunity to make oral submissions on the grounds alleged;
 - (b) consider any written submissions given to the Council by that Member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution of the Council made under sub-clause 12(1).
- (2) Where the Council confirms a resolution pursuant to sub-clause (1), the Secretary shall, within 7 days after that confirmation, by notice of writing inform the Member of that confirmation
- (3) Subject to sub-clause 13(6), a resolution confirmed by the Council pursuant to sub-clause (1) does not take effect until after the Council votes on its resolution to confirm the Council's resolution.
- (4) Subject to section 50 of the Act, at the meeting of the GICA to be convened under sub-clause 12(2) -
 - (a) no business other than the question of the appeal shall be transacted unless notified in the notice convening the meeting;
 - (b) the Council and the Member shall be given the opportunity to make representations in relation to the appeal orally and in writing, or both; and
 - (c) the Councillors present shall vote by secret ballot on the question of whether the resolution made under sub-clause 12(1) should be confirmed or revoked.
- (5) If the meeting passes, with a two thirds majority, a resolution in favour of the confirmation of the resolution made by the Council under sub-clause 12(1), that resolution is confirmed
- (6) Notwithstanding anything in clause 12 or this clause, if, after service of a notice pursuant to sub-clause 12(3) the Member advises (by whatever means) the Council that it -
 - (a) does not intend to defend the grounds alleged in the notice; or
 - (b) does not intend to make oral or written submissions on the grounds alleged;

then it shall not be necessary for the Council to meet to confirm the resolution of the Council and the resolution shall be deemed confirmed and effective from the date of the advice of the Member's intention.

PART III – THE GICA

14. POWER OF THE COUNCILLORS

- (1) The Council shall determine the policy of the GICA.
- (2) Except as provided for under this Constitution, all decisions of the Council shall be by resolution on Motion.
- (3) The Council shall meet at such times and places as the Councillors deem appropriate.
- (4) The Council may resolve a matter of policy by vote. Each Councillor shall exercise his or her voting entitlement in accordance with the provisions of clause 27 of this Constitution.
- (5) The GICA in general-Council meetings may by resolution, subject to section 50 of the Act, remove any Councillor from office before the expiration of the Councillor's term of office.

15. APPOINTMENT OF COUNCILLORS

- (1) At least 30 days before the Annual General Meeting each year, each Member shall notify to the GICA the names of its Councillors and alternate Councillors. Unless otherwise decided by its Member, a Councillor and an alternate Councillor shall hold office, subject to the provisions of this Constitution, until the commencement of the next Annual General Meeting.
- (2) The Members shall each be entitled to appoint one Councillor to the Council at each Annual General Meeting.
- (3) Councillors may be reappointed for successive periods of office without limit, a maximum tenure of 9 years with provisions for compulsory retirement on a 3 x 3 x 3 year rotational basis.
- (4) A Member who has nominated a person to serve on Council may, on giving three weeks notice in writing, substitute any person for that nominee, which substitute may serve out the balance of the former nominee's term of office.
- (5) If, for any reason, a Councillor vacates his or her office, the Member who appointed that Councillor may appoint another person to fill that vacancy for the completion of the vacating Councillor's term of office.
- (6) For the purpose of this Constitution, a vacancy occurs in the Council if a Councillor -
 - (a) dies;
 - (b) ceases to be a Councillor representing the Member that appointed him or her in accordance with clause 15(2) 15(4) or 15(5);
 - (c) resigns the office;
 - (d) is removed from office pursuant to sub-clause or 14(5)
 - (e) suffers from mental or physical incapacity;

- (f) is disqualified from office under subsection 63(1) of the Act; or
- (g) is absent without the consent of the Council from all meetings of the Council held during a period of 6 months.

16. QUORUM

There shall be a quorum at Council when a majority of Councillors, or alternate Councillors are present and the total votes entitled to be cast by the Councillors present is more than half the voting strength of the Council, but not otherwise.

17. PRESIDENT

- (1) The Annual General Meeting each year shall elect from among the Councillors, a President who shall assume office at the conclusion of the meeting and hold office until the conclusion of the next Annual General Meeting.
- (2) The President, who shall be a member of one of the Members, shall be an independent President and shall not represent any Member upon the Council.
- (3) The incumbent President is entitled to re-nomination for the position of President in successive years.
- (4) If the Member whose Councillor is appointed President is only entitled to appoint one Councillor to the Council, the Member shall be entitled to appoint a replacement Councillor.
- (5) The President shall have a casting, but not a deliberative vote.
- (6) The President shall be paid a presidential allowance in addition to the travelling expenses and those expenses prescribed under sub-clause 33(3). The amount of such allowance shall be reviewed annually by the Council.
- (7) If, for any reason, the office of the President becomes vacant, the Vice President shall fill that vacancy to the end of the term of office of the elected President. In such a case the office of the Vice President is hereby deemed vacant.
- (8) The President shall chair the GICA. When the President is absent the next most senior office bearer will act in place of the President. The acting chair shall retain their deliberative vote but shall not have a casting vote. If the vote is tied then the resolution shall be held over and put again when the President resumes the chair.

18. VICE PRESIDENT

- (1) The Annual General Meeting shall each year elect a Vice President from among the members of the Council. The Vice President shall assume office at the conclusion of such Annual General Meeting and shall continue in office until the conclusion of the next Annual General Meeting.
- (2) The term of office of the Vice President shall be one year but the incumbent Vice President shall not be eligible for re-election.

- (3) The Vice President shall be paid travelling expenses and those expenses prescribed under sub-clause 33(3). The amount of such allowance shall be reviewed annually by the Council.
- (4) If, for any reason, the office of the Vice President becomes vacant, the Council may appoint one of their number to fill that vacancy to the end of the term of office of the elected Vice President.

19. TREASURER

- (1) The Treasurer ~~shall be an Honorary Treasurer and~~ shall be elected at the Annual General Meeting each year from among the Councillors. The Treasurer shall assume office on the conclusion of such Annual General Meeting and hold office until the conclusion of the next Annual General Meeting.
- (2) The Treasurer of the GICA shall -
 - (a) collect and receive, or delegate another person to collect and receive, all moneys due to the GICA and make, or delegate to make, all payments authorised by the GICA; and
 - (b) keep or procure to be kept correct accounts and books showing the financial affairs of the GICA with full details of all receipts and expenditure connected with the activities of the GICA.
- (3) If, for any reason, the office of Treasurer becomes vacant, the Council may appoint one of their number to fill that vacancy to the end of the term of office of the elected Treasurer.

20. THE EXECUTIVE COMMITTEE

- (1) The Council shall appoint at each Annual Council Meeting an Executive Committee comprising the President, Vice President and the Treasurer.
- (2) The Executive Committee shall meet at such times and places as appropriate, to attend to the implementation of policy, the management of the Council and the resolution of issues, within the policy guidelines, between Council meetings.

21. STAFF

- (1) The Council ~~shall~~may appoint an Executive Director, responsible to the President, and other such salaried officers as the GICA may determine.
- (2) In the absence of the Executive Director the Council may appoint a person to act for the Executive Director.
- (3) Under the general policy direction of the President and Councillors, the Executive Director shall be responsible for the day-to-day management of the GICA. He/she shall conduct the correspondence, attend meetings and attend properly to directions given to him/her by the GICA. He/she shall be responsible for reporting on action taken on all resolutions carried at meetings of the GICA and for bringing to the notice of each meeting any resolutions not attended to.
- (4) The Executive Director shall advise the President and Council on the effects for the goat industry of implementation of the GICA's policies. He/she shall confer with officers of the

Public Service as appropriate, Members of Parliament and Ministers of State, as well as leaders and representatives of other State or national organisations and business firms on matters relating to the implementation of GICA's policies.

- (5) On particular subjects the staff may work in co-operation with, or enlist the assistance of, the staff of the Federation, the Commodity Councils of the Federation and staff of Members.
- (6) The GICA shall have access to the special services provided by the Federation; the degree of usage if these services shall be co-ordinated by the Councils and the relevant officers of the Federation.

22. SECRETARY

- (1) As soon as practicable after the Annual General Meeting, the Council shall appoint the Secretary to the Council, and may fill any vacancy in that office. The Secretary shall hold office until removed, replaced, resignation or retirement. The Executive Director may be appointed Secretary.
- (2) The Secretary of the GICA shall, as soon as practicable after being appointed as Secretary, notify the GICA of his or her address.
- (3) The secretary shall ~~hold the office of "public officer" of the GICA and~~ keep or procure to be kept minutes of -
 - (a) all elections and appointments of Councillors and Council members;
 - (b) the names of Members of the Councillors and Council present at a committee meeting or a ~~general Council~~ meeting; and
 - (c) all proceedings at GICA and Council meetings.
- (4) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.
- (5) The Secretary shall prepare, maintain as required and keep under his or her control a Register of Members which shall be the authoritative record of membership of the GICA

23. INDEMNIFICATION CLAUSE

Every office bearer and member of staff of the GICA and any member of a committee thereof, shall be indemnified by the GICA against all costs, losses and expenses, which any officer may incur or become liable to by reason of any authorised contract or act pursuant to the discharge of their duties. Such cost, losses and expenses shall be paid by the GICA.

PART IV - DECISIONS OF THE GICA

24. GENERAL-COUNCIL MEETINGS

- (1) The GICA shall meet not less than twice per year.
- (2) General-Council meetings shall be held at such times and places as the Council may determine. The Council may delegate to the President the responsibility of determining the times and venues of meetings either generally or in any particular case and such meetings or other meetings may be conducted by teleconference or videoconference methods where appropriate.
- (3) Notwithstanding anything contained in sub-clause (2) of this clause, the President or the Council 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.
- (4) Members representing more than half of the voting strength of the GICA may require the President to convene a meeting of the GICA and in the event that the President does not do so within seven days after receiving such a request, such Members may themselves convene such a meeting at such time and place as they may determine.
- (5) Notice of at least four weeks from the date of the posting shall be given of each General Council meeting, provided that a meeting under sub-clause (3) may be convened on shorter notice.
- (6) The President or Executive Director shall issue an agenda prior to every General-Council meeting.
- (7) In addition to any other business which may be transacted at a General-Council meeting, the business of the General-Council meeting shall be to confirm the minutes of the last preceding General-Council meeting.

25. ADJOURNMENT

- (1) The person presiding at a general-Council meeting at which a quorum is present may, with the consent of the majority of Councillors present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general-Council meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each Councillor stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-clauses (1) and (2), notice of adjournment of a general-Council meeting or of the business to be transacted at an adjourned meeting is not required to be given.

26. AGM

- (1) The annual general meeting of the GICA shall be convened, subject to the Act, on such date and at such place and time as the Council thinks fit within 6 months of the end of the most recent financial year of the Council.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -
 - (a) to confirm the minutes of the last preceding annual general meeting;
 - (b) to receive from the President and Executive Director reports on the activities of the GICA during the last preceding financial year;
 - (c) to accept members of the Council,
 - (d) to hold elections and appointment of officer bearers to the Council; and
 - (e) to receive and consider the statement of accounts and the reports that are required to be submitted to Members pursuant to subsection 73(1) of the Act.

27. VOTING

- (a) Each Member Body shall be entitled to appoint to the Council one Councillor who may exercise one vote on the Council. ~~Where there are two State Farmer's Organisations, two Councillors may be appointed, each of whom can exercise one half vote only.~~ A Councillor must be a member of the Goat Committee of his/her member body.
- (b) A Member Body may, by notice to the President, nominate an ~~substitute~~ alternate Councillor to attend a Council Meeting if its Councillor is unable to attend such a meeting.

28. RECORD OF MEETINGS

As soon as practicable after any meeting of the Council, the Secretary shall send to each Councillor and Member a record of that meeting. If no representative of a Member was present at that meeting, the Secretary shall promptly after the meeting inform the Member by correspondence of the terms of any resolutions passed at the meeting. The Secretary shall similarly inform Councillors and Members of the terms of any resolution resolved by correspondence. In circumstances which the GICA deems to be those of urgency, such information may be communicated to Members by telephone, facsimile, electronic mail, or other electronic means in use by the Member receiving the correspondence.

29. SUBMISSION OF MOTIONS

- (a) Motions may be submitted to the Council by :-
 - i. Any Member Body
 - ii. The Executive Committee or
 - iii. Any Associate Member Body.
- (b) Motions may, subject to any conditions hereinafter provided :-

- i. Be moved at a Council Meeting;
- ii. Be forwarded to the Executive Director in writing for placing on an agenda for the Council Meeting.

30. MOTIONS WITHOUT NOTICE

A Motion may be submitted to a General meeting subsequent to the preparation and circulation of the agenda issued in pursuance of sub-clause 24(7) of this Constitution. The General meeting may, by resolution, include such a Motion upon its agenda.

31. DETERMINATION OF MOTIONS

- (1) Except where otherwise specifically provided, all Motions shall be determined by simple majority.
- (2) A poll of the vote may be called at any time by -
 - (a) the President; or
 - (b) two Councillors

32. DELEGATION TO SUB-COMMITTEE

- (1) The Council may, by instrument in writing, delegate to one or more sub-committees (consisting of such Councillors as the Council thinks fit) the exercise of such of the functions of the Council as are specified in the instrument, other than -
 - (a) this power of delegation;
 - (b) the determination of policy of the Council; and
 - (c) a function which is a function imposed on the Council by the Act, by any other law of the Territory, or by resolution of the GICA in general meeting.
- (2) A function, the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this clause, the Council may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Council.
- (6) The Council may, by instrument in writing, revoke wholly or in part any delegation under this clause.

- (7) A sub-committee may meet and adjourn as it thinks proper.

PART V - MISCELLANEOUS

33. EXPENSES OF THE GICA

- (1) The funds of the GICA shall be derived from ~~entrance fees and~~ annual subscriptions of Members, donations and, subject to any resolution passed by the GICA in general meeting and subject to section 114 of the Act, such other sources as the Council determines.
- (2) Each Member shall contribute to the expenses of the GICA in proportion to its voting entitlement. ~~Where there is more than one Member in a State, those Members shall share the State's financial contribution to the GICA in proportion to their voting entitlement.~~
- (3) The GICA shall review from time to time the level of allowances and reimbursement for travel expenses and, when it considers any change in the level is required shall make appropriate Regulations or amend Regulations in accordance with clause 48 of this Constitution.
- (4) Annual contributions to the GICA shall be payable in instalments as specified in the Regulations.
- (5) Associate Members shall pay annual subscriptions determined by the GICA.
- (6) The Council shall prepare a budget for each year's expenditure and recommendations for contribution rates for that year. The budget shall be presented to the respective Members for approval. When approval is complete, the GICA shall confirm the budget.
- (7) Members which are in arrears sixty days after any instalment is due shall not be entitled to exercise their voting entitlement until such time as the arrears involved are paid.
- (8) All money received by the GICA shall be deposited as soon as practicable and without deduction to the credit of the GICA's bank account.
- (9) The GICA shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- (10) Subject to any resolution passed by the Council in general meeting, the funds of the GICA shall be used in pursuance of the objects of the GICA in such manner as the Council determines.

34. BANK ACCOUNT

The GICA shall have its own bank account which shall be operated upon as directly by the Council.

35. ALTERATION OF CONSTITUTION

The Constitution may be amended by the Council on a Motion of which three months' notice has been given to the Members by the Executive Director, provided that such

Motion is carried by not less than two-thirds of the voting strength of the GICA. Minor alterations to Motions of constitutional amendment will be permitted by leave of a majority of the Council, provided that the original intent of the resolution is maintained.

36. COMMON SEAL

- (1) The common seal of the GICA shall be kept in the custody of the ~~Secretary~~Public Officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures either of two Councillors or of one Councillor and the Secretary.

37. CUSTODY OF BOOKS

Subject to the Act, this Constitution and the regulations, the secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the GICA.

38. INSPECTION OF BOOKS

The records, books and other documents of the GICA shall be open to inspection at a place in the Australian Capital Territory, free of charge, by a Member at any reasonable hour.

39. SERVICE OF NOTICE

- (1) For the purpose of this Constitution, a notice may be served by or on behalf of the GICA upon any Member either personally or by sending it by post or electronic mail ~~or facsimile~~ to the Member at the Member's address ~~or facsimile number~~ shown in the register of Members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting, or ~~faxing~~electronic mail, to the person a letter containing the document, the document, shall, unless the contrary is proved, be deemed for the purpose of this Constitution to have been served on the person at the time at which the letter would have been delivered or ~~faxed~~ electronically mailed in the ordinary course of post or ~~facsimile~~electronic mail. ~~Where a document is transmitted by facsimile and there is a printed transmission report generated by the transmitting facsimile machine, the time and date indicated on that transmission report shall be taken to be the time of receipt by the recipient.~~

40. SURPLUS PROPERTY

- (1) At the first general meeting of the GICA, the GICA shall pass a special resolution nominating -
 - (a) another association for the purpose of paragraph 92(1)(a) of the Act; or;
 - (b) a fund, authority or institution for the purpose of paragraph 92(1)(a) of the Act, in which it is to vest its surplus property in the event of the dissolution or winding up of the GICA.
- (2) An association nominated under sub-clause (1)(a) must fulfil the requirements specified in subsection 92(2) of the Act.

41. POLITICAL NEUTRALITY

The GICA shall be non party political and shall not make donations to party funds.

42. MEMBERS OF PARLIAMENT

No member of any State or Federal Parliament may be a Councillor. If any Councillor seeks election to any Parliament he/she shall be given leave of absence from the Council from the date of nomination until the date of election. If he/she is defeated at the poll, he/she may resume his/her seat on the Council, but if he/she is elected he/she must be replaced on the GICA by his/her nominating Member within 30 days from the declaration of the Parliamentary Poll.

43. HEADQUARTERS

The GICA shall have its headquarters in Canberra in the Australian Capital Territory, or such other place as the Council may determine.

44. FINANCIAL YEAR

The financial year of the GICA shall terminate on 30 June each year unless the GICA decides otherwise.

45. AUDIT

Yearly audits of the accounts of the GICA shall be made by a professional accountant appointed each year at the annual general meeting.

46. DISSOLUTION

- (1) A General meeting may be called for the purpose of dissolving the GICA.
- (2) At least three months notice in writing must be given to Members and the resolution must be carried by not less than two-thirds of the voting strength of the GICA.
- (3) Upon such determination, the Council shall direct the determination and adjustment of outstanding charges amongst the Members, the manner in which property and assets of the GICA are to be realised, and the payment of all debts and liabilities of the GICA.
- (4) If there remains after the satisfaction of all such debts and liabilities, any property whatsoever, the same shall not be paid to or distributed to the Members, but shall be given or transferred to some other institution, or institutions, whether incorporated or not, having objects similar to the objects of the GICA, and which shall prohibit the distribution of its or their own income and property amongst its or their Members to an extent at least as is imposed on the GICA under or by virtue of subclause 3(3) hereof, such institution or institutions to be determined by the Members at or before the time of dissolution, or in default thereof, by the Supreme Court of the Australian Capital Territory and if so far as effect cannot be given to the aforesaid provision, then to some charitable object.

47. **USE OF NAME**

- (1) Each Member of the GICA shall be entitled to describe itself as a “Member of the Goat Industry Council of Australia Inc.”
- (2) Each Associate Member of the GICA shall be entitled to describe itself as an “Associate Member of the Goat Industry Council of Australia Inc.”

48. **POWER TO MAKE REGULATIONS**

- (1) The Council shall have power to make, amend or repeal the Regulations. The Regulations shall have, and continue in, effect until varied under this clause.
- (2) In between General meetings of the GICA, the Council may amend the Regulations provided that Members and Councillors are notified in writing of such amendments and are given 28 days in which to lodge an objection to such amendment. If there is no objection, the amendment shall become effective at the end of the twenty-eighth day. If there is an objection, the subject shall be referred to the next General meeting of the GICA for decision.

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- (3) The Council shall be the sole authority for the interpretation of this Constitution and the Regulations, and the decision of the Council upon any interpretation or upon any matter affecting the GICA not provided for by this Constitution or by the regulations shall be final and binding on the members.

FIRST SCHEDULE

GOAT INDUSTRY COUNCIL OF AUSTRALIA INC

REGULATIONS

1. MEANING

These Regulations shall be read in conjunction with the Constitution of the Goat Industry Council of Australia Inc.

2. DEFINITIONS

3. MOTIONS PUT BY CORRESPONDENCE OR OTHER RECORDED MEANS

- (1) Motions may be put and resolved by correspondence or other recorded means provided that -
 - (a) each Motion shall bear the date of dispatch and shall be addressed to the Executive Director and to the head office of all other Members. Each Motion shall be accompanied by a sufficient statement of facts relevant to assisting in an understanding of the Motion;
 - ~~(b) when a Motion is proposed by facsimile or other electronic means a Member which has not lodged its reply with the Executive Director within ten days after the date of dispatch, shall be deemed to have refrained from voting on that Motion;~~
 - ~~(c) when a Motion is proposed by airmail letter requesting a reply by facsimile or other electronic means, a Member which has not lodged its reply with the Executive Director within 28 days after the date of dispatch shall be deemed to have refrained from voting on that Motion;~~
 - ~~(d) when a Motion is proposed by letter requesting a reply by letter, a Member which has not lodged its reply with the Executive Director within 28 days after the date of dispatch shall be deemed to have refrained from voting on that Motion;~~
 - ~~(e)~~ A Motion proposed ~~by correspondence~~ to vary or cancel a decision of a General meeting shall not be deemed to have been passed unless a resolution is passed by at least two-thirds of the voting strength of GICA;
 - ~~(f) upon receipt of a notice of Motion proposed by correspondence, each Member may reply "yes" or "no" or submit an amendment or request that the Motion be referred to a General meeting or refrain from voting on that Motion;~~
 - ~~(g)~~ paragraphs (a) ~~to and~~ ~~(e)~~ hereof shall apply to amendments of Motions;
 - ~~(h)~~ if three or more Members require a Motion or amendment to be referred to a General meeting, the Motion and amendment shall be referred to the next General meeting;

~~(d)~~ when a Motion is put and/or carried during a conference telephone call, it shall be subject to written confirmation in the minutes of the conference telephone call at which the Motion was carried.

- (2) The Council or the officer appointed by the Council for the purpose -
- (a) may reject a Motion on the ground that it is not accompanied by a statement of facts sufficient to enable an understanding of it or by a sufficient statement of reasons in support of it;
 - (b) may order that a Motion and any amendment thereto shall be referred to the next General meeting; and
 - (c) may determine whether amendments submitted are acceptable as amendments and may determine the order in which amendments shall be dealt with.

4. ANNUAL CONTRIBUTIONS AND SUBSCRIPTIONS

- (1) Annual contributions and subscriptions from Members and Associate Members shall be payable in: ~~four equal instalments on the first day of July, October, January and April.~~
a) Four (4) equal instalments on the first day of July, October, January and April; or
b) An annual payment on the first day of July
- (2) Annual contributions and subscriptions from Members and Associate Members shall be set by the Council.
- (3) The annual subscription payable by Associate Members shall be equal to one third of the cost of ~~one~~ full ~~vote~~ membership on GICA.

5. COUNCILLORS – ALLOWANCES AND EXPENSES

- (1) Pursuant to clause 33 of this Constitution, expenses shall be reimbursed and shall be limited to -
- (a) ~~where duration of the flight is less than 4 hours, one economy (or equivalent classification) return airfare, otherwise business class (or equivalent classification) may be paid; actual expenses for reasonable economy class airfares~~
 - (b) ~~other necessary car travel in accordance with sub-rule 5(2), other necessary taxi fares and telephone expenses required as consequence of travel on GICA business; and necessary car travel in accordance with sub-rule 5 (2), taxi fares and telephone expenses required as a consequence of travel on GICA business; and~~
 - (c) other expenses including accommodation and meal costs are to be determined by GICA limited to \$250 per day in a State capital city and \$170 per day in any other centre for every overnight stay required by attendance on GICA business.
- (2) Car travel for attendance on GICA business shall be reimbursed at the rate ~~of 50 cents per~~ predetermined by the rates set by the Australian Taxation Office and will be kilometre provided the amount to be re-imbursed is no more than the cost of an economy class air fare for the journey

- (3) ~~Non economy class air travel may be authorised by the President or the Executive Director.~~

6. ORIGINAL MEMBERS

- (1) ~~The Council may admit a maximum of seven (7) State Members for any given financial year.~~
- (2) ~~The Council may admit a maximum of four (4) production and commodity members for any given financial year.~~

~~The New South Wales Farmers' Association Inc.;~~ NSW Farmers' Association;

Agforce Queensland ~~Inc.;~~

~~The South Australian Farmers' Federation~~ Livestock SA;

~~The Victorian Farmers' Federation Inc and~~

~~The Pastoralists & Graziers Association of WA Inc.~~
~~Dairy Goat Society of Australia Ltd~~

~~Pastoralists Association of West Darling~~

~~Boer Goat Breeder Association of Australia Ltd~~

7. ASSOCIATE MEMBERS

- (1) ~~The Council may admit a maximum of four (4) Associate Members for any given financial year.~~
- a) The Council may admit Associate Members for any given financial year
- b) The number of Associate Members admitted shall be at the discretion of the Council
- (2) On admission as an Associate Member, the Associate Member agrees not to represent itself as speaking for or representing the goat industry of Australia, which resides with the GICA, or to represent itself as speaking for or representing the goat industry of a State of Australia, which right resides with the members of GICA.
- (3) Associate Members are entitled to all rights and privileges of member Bodies except the right to vote, ~~and receive reimbursements for expenses from the Council.~~
- (4) The reimbursement of the Associate Member expenses shall be at the discretion of the Council
- ~~(4)~~ (5) Associate Members are not bound by any decision taken or policy formed by the Council.
- (5) Current Associate Members of GICA are :-

- i. ~~Australian Cashmere Growers Association\~~

- ii. ~~Mohair Australia Ltd~~
- iii. ~~Boer Goat Breeders Association of Australia~~
- iv. ~~Dairy Goat Society of Australia~~

Australian Meat Industry Council