

# **Constitution and Rules**

**As registered 2 August 2007**



# Rules of the Australian Meat Industry Council

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**THE CONSTITUTION AND RULES OF THE  
AUSTRALIAN MEAT INDUSTRY COUNCIL**

**1 - NAME**

The name of the Association shall be "Australian Meat Industry Council".

**2 - MEMBERSHIP AND INDUSTRY**

- 2.1 AMIC is formed in or in connection with the meat industry.
- 2.2 The members of AMIC shall be:
- (a) Employers; and/or
  - (b) Persons (excluding employees but including corporations) who carry on business; in or in connection with the meat industry.

**3 - REGISTERED OFFICE**

The registered office of AMIC shall be at Level 2, 25-27 Albany Street, Crows Nest, or at such other place in Australia as the Board may from time to time determine.

**4 - OBJECTS**

The objects for which AMIC is established are:

1. to protect and promote the interests of traders and employers in or in connection with the meat industry and especially to be effectively representative of the members who are employers in or in connection with the industry with which AMIC is formed;
2. to act as an organisation and union of employers under the laws of the Commonwealth of Australia and its territories or of any state within the Commonwealth;
3. to bring any industrial matters, disputes or claims before the Australian Industrial Relations Commission or any other industrial tribunal or board of the Commonwealth of Australia and/or any State;
4. to represent the interests of employers in or in connection with meat industry before commissions, conciliation committees, boards, courts, other tribunals or any other bodies, and at conferences with trade unions, and other bodies of employers or employees or Councils of such bodies;
5. to prosecute or defend any suits, applications and proceedings, before any court or tribunal whatsoever, as may be deemed necessary, desirable or convenient to AMIC, its members or any members or classes of members or any associates;
6. to raise funds by means of entrance fees, subscriptions, fees, levies and otherwise, and to impose fines on members for all or any of the purposes and objects of AMIC in such amounts and in such manner as may be provided for in these rules;
7. to discuss and consider matters affecting the meat industry or parts connected thereof and to collect and disseminate such information relating thereto as may be considered to be of use to members, associates, livestock producers, consumers, distributors, members of the public or others;
8. to establish or assist in the establishment of technical and statistical libraries, and to provide therefore copies of parliamentary and departmental reports, official and other papers having references to the meat industry or parts connected thereof in Australia and other countries, and to collect, classify, tabulate and publish information which might be considered to be of interest to members, associates or others;
9. to assist or support any scientific, research or other bodies whose activities are considered to be of interest to or beneficial to members or associates of AMIC;

#### 4 - OBJECTS

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10. to promote or oppose legislative and other measures affecting or likely to affect the meat industry or parts connected thereof or any members or associates of AMIC;
11. to print and publish newspapers and periodicals concerning matters related to the objects of AMIC;
12. to act in conjunction or affiliate with and to elect or appoint representatives to any association of employers or any association, body, board, commission, authority, delegation or the like as may be determined from time to time in Australia or abroad;
13. to carry on any business which may seem to be of benefit to AMIC or to the members or associates thereof or to be considered directly or indirectly to enhance the value of or render profitable any of AMIC's property or rights;
14. to acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on any business which AMIC is authorised to carry on, or possessed of property suitable for the purposes of AMIC;
15. to purchase, take on lease or licence, or hire or otherwise acquire, real or personal property of any kind in furtherance of the objects of AMIC, and to sell, exchange, or otherwise dispose of any real or personal property on such terms as may be considered reasonable or acceptable;
16. to construct, maintain and alter buildings, works, plant and machinery necessary, desirable or convenient for the purpose of AMIC;
17. to make, draw, accept, endorse, discount, execute, negotiate or issue, such cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures, and all other negotiable or transferable instruments or securities, as may be deemed necessary, desirable or convenient for the carrying out of the objects of AMIC or any of them;
18. to accept, undertake, or execute any trust or gift, or any bonus, discount or commission, which may be deemed to be in accordance with, or which may further the objects of AMIC or any of them;
19. to lend, borrow, or raise, or secure the payment of money in such manner as AMIC shall think fit upon such terms and conditions as shall be deemed necessary, desirable or convenient and, in particular, by mortgage or debenture, perpetual or otherwise, or other securities, and to charge if need be such mortgages, debentures, or other securities, upon the floating assets or upon all or any of the property of AMIC, present or future;
20. to guarantee the performance of contracts in furtherance of the objects of AMIC;
21. to sign, seal or execute all deeds, documents and other instruments of every nature and kind whatsoever for carrying out the purposes of AMIC herein set out;
22. to authorise such persons as may be necessary, desirable or convenient in respect of the signing, sealing and execution of all deeds, documents and other instruments of every nature and whatsoever for carrying out the purposes of AMIC herein set out;
23. to amalgamate with or to enter into any affiliation or alliance with, or to promote or assist in the promotion of any other association or company or firm, having objects similar to or considered to benefit members of AMIC, and to acquire shares and interests in or lend money upon debentures, or otherwise to any such association, company or firm;
24. to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and arrangements, of any one or more of AMIC's, companies or firms with which AMIC is authorised to amalgamate, affiliate, merge or ally;
25. to manage and control the services provided or to be provided to members or associates of AMIC and the provision, allocation and withdrawal or restriction thereof to or from financial members and unfinancial members;
26. to establish advisory bodies in relation to any groups of members within AMIC;
27. generally to do all such things as are or may be of benefit to members or associates of AMIC;
28. to amend, delete or add to any of the objects of AMIC or to adopt any additional objects from time to time;

29. generally to do all such things as are or may be necessary, desirable or convenient for the administration of AMIC including the giving of instructions and directions for the carrying out of the purposes of AMIC herein set out;
30. to interpret and enforce Rules of AMIC;
31. to control and supervise the work of employees of AMIC;
32. to control and conduct the business and the affairs of AMIC;
33. to form, add to, alter, vary, dissolve or divide the industry groups to which members of AMIC are or are to be assigned;
34. to exercise all powers, privileges and advantages available under the provisions of any Act, Regulation or under the law generally;
35. subject to law, to authorise any officer or employee of AMIC to institute any legal proceedings by AMIC, alone or with any other party, including the laying of any information or complaint, and to authorise any officer or employee of AMIC to be the proper officer of AMIC for the purposes of defending any legal proceedings against AMIC;
36. to do all such lawful things as are necessarily or reasonably incidental to or which in any way relate to:
  - a) the exercise of any power or rights of AMIC or the performance of any duty of AMIC; or
  - b) the carrying out of any obligation of AMIC;
37. to do all such lawful things as may be or appear to be implicitly incidental to any of the other objects of AMIC;
38. to exercise such powers as are inherent in or derived from AMIC's existence and character or in the fact of its legal personality as a registered organisation of employers which is a corporation;
39. to do all such other lawful things as may be or appear to be incidental or conducive to any of the objects of AMIC or that are or appear to be necessary, desirable or convenient to be done for, or in connection with, the carrying out of any of the objects of AMIC;
40. unless the context shall expressly otherwise require none of the sub-rules of this Rule or the objects specified therein respectively or the powers conferred thereby respectively shall be deemed or interpreted to be subsidiary or auxiliary to any other of such sub-rules or to the objects specified in or the powers conferred by any other of such sub-rules.

#### **5 - ADMISSION TO MEMBERSHIP OF AMIC**

- 5.1 Each applicant for membership of AMIC shall submit a completed form of application bearing the correct name and address of the applicant, a description of the nature of the business activities carried on by the applicant, the name of the Divisions to which the applicant wishes to become a deemed member, the name of the industry group to which the applicant wishes to be assigned, a statement whether the applicant is an employer or not, the number of employees the applicant has and the applicant's signature, or if the applicant is a company, corporation or trust the signature of an authorised officer or agent of such company or corporation or of a trustee or an authorised agent or representative of the trust.
- 5.2 Applications shall as far as circumstances permit, be in such form or forms as may be determined from time to time by the Board and shall be addressed to the National Secretary/Treasurer of AMIC.
- 5.3 A number of companies or corporations which are related corporations operating within the area covered by one or more Divisions may make application for admission to membership of AMIC on a single application form approved from time to time by the Board.
- 5.4 Applications for membership of AMIC shall be delivered, sent or forwarded to the registered office of AMIC and upon receipt of such application advice shall forthwith be given to the Chairman of any Divisional Industry Council covering the industry group in the Division area which the applicant operates or employs employees in or in connection with the meat industry.

- 5.5 If there is no Divisional Industry Council existing and therefore no Chairman to which such advice of the application may be given such advice shall be given to the Chairman of the National Industry Council or The Australian Processor Council covering the industry group nominated by the applicant in the application form.
- 5.6 The National Chairman shall refer, within a reasonable time, each application for membership of AMIC, and any recommendation approving or disapproving thereof by either of the National Councils referred to in the previous sub-rule or Divisional Industry Council, as the case may be, for ratification to the Board which may approve or disapprove of the application or may adjourn from time to time consideration of it, or may reject any application.
- 5.7 If the Board approves the application, the National Secretary/Treasurer shall inform the Applicant and the Chairman of The Australian Processor Council, National Industry Council or the Divisional Industry Council, as the case may be, covering the industry group nominated by the applicant in the application form.
- 5.8 Subject to the applicant or applicants having paid the entrance fee, if any, and the subscription or subscriptions due for the year concerned, the applicant or applicants shall become a member of AMIC and a deemed member of each Division covering an area in which the applicant carries on the business nominated by the applicant on his application form, on the date that his application was approved by the Board. A member of AMIC shall be a deemed member of at least one Division.
- 5.9 A member of AMIC shall be assigned by the Board to one or more industry groups as varied from time to time namely, the groups contained in Rule 35 of these Rules or such other industry groups as may be established by the Board from time to time.
- 5.10 A member of AMIC may be a deemed member of more than one Division. Any member of AMIC who wishes to become a deemed member of a Division of AMIC in addition to any Division or Divisions of which he is already a deemed member, shall apply to the Board in such form or forms as may be determined from time to time by the Board. Such advice shall be addressed to the National Secretary/Treasurer and shall be delivered, sent or forwarded to that person. Upon receipt of such an advice, the National Secretary/Treasurer shall forthwith advise each Divisional Industry Chairman covering the industry group in the particular Division where the member conducts business in or in connection with the meat industry, which he now seeks deemed membership of. If there is no Divisional Industry Council existing the National Secretary/Treasurer may give such advice to Chairman of The Australian Processor Council or the National Industry Council, as the case may be, covering the industry group in which the applicant operates or employs employees in or in connection with the meat industry. Such application and any recommendation by a Divisional Industry Council or The Australian Processor Council or National Industry Council, as the case may be, shall be submitted to the Board, which may ratify or disapprove of the deemed membership of the Division concerned or may adjourn from time to time consideration of it, or may reject any such application without giving any reason for so doing. If the Board ratifies it, the National Secretary/Treasurer shall inform the member accordingly. Subject to the applicant or applicants having paid the additional subscription or subscriptions due for the year concerned, the member shall become a deemed member of such additional Division or Divisions on the date on which such application was approved. The Board shall assign the member to an industry group in accordance with sub-rule 5.9 hereof. The same procedures shall be applied when a member of AMIC wishes to withdraw from deemed membership of one or other Divisions, whilst remaining a deemed member of at least one Division, provided that in such case no Council under these Rules may recommend approval or disapproval of the notice of withdrawal from it.
- 5.11 Where the business activities conducted by a member of AMIC change so that he becomes eligible to be assigned to any other industry group or groups than the industry group or groups to which the member has already been assigned, or so that he ceases to be eligible to be assigned to one or more of the industry groups to which the member has been assigned, the member shall advise the National Secretary/Treasurer accordingly. The Board shall then assign the member to the additional industry group or groups to which the member has become eligible to be assigned or the Board shall withdraw his assignment to any industry group or groups to which the member has ceased to be eligible to be assigned.

- 5.12 The National Secretary/Treasurer shall cause to be kept at the registered office of AMIC a register of the members of AMIC in which shall be recorded the name of the member, the personal and business addresses provided by the member, the Division or Divisions of which he is a deemed member, the industry group or groups to which the member has been assigned, whether the member is an employer member or not and such other information and particulars as the Board may from time to time consider desirable. The National Secretary/Treasurer may make or cause to be made such rectifications of the register of members as the Board directs or as the Office Bearer considers desirable, provided that such rectification is not inconsistent with any direction of the Board. The register of members of AMIC, or a part or section thereof, may be maintained in such form and manner as is convenient to the Board, provided such form and manner is not contrary to the requirements of law. Any entry in the register of members shall be evidence of membership of AMIC and deemed membership of Division or Divisions and evidence of assignment of the industry group or industry groups recorded in respect of a member. The Board shall cause the register of members of AMIC to be amended from time to time as is appropriate or in accordance with the provisions of the Workplace Relations Act 1996.
- 5.13 Upon receipt of an application for membership the National Secretary Treasurer shall forthwith in writing inform the applicant of the financial obligations arising from membership and the circumstances and manner in which a member may resign from AMIC.
- 5.14 Subject to any order of the Federal Court of Australia or the High Court of Australia to the contrary, an admission to membership of AMIC shall be deemed valid notwithstanding that it is not effected in accordance with the provisions of this Rule if the member is informed in writing by or on behalf of AMIC that his application has been accepted.
- 5.15 The National Chairman may make application on behalf of any member(s) of AMIC, for membership of State registered counterpart organisations of employers in the meat industry, provided that:
1. The member(s) on whose behalf application is made is/are eligible to join the State registered organisation; and
  2. The rules of the State registered organisation permit the making of such application; and
  3. The member(s) is/are informed of the making of the application on their behalf, and is/are informed that the member is entitled to refuse to be joined as a member of the State registered organisation if they give notice to the National Chairman to that effect within 28 days of being notified under this paragraph of the sub-rule; and
  4. The National Chairman shall notify the State registered organisation of any refusal by any member in accordance with paragraph 3 of this sub-rule, and shall withdraw or cancel such application.
- 5.16 The provisions of this Rule, other than the provisions of sub-rules 5.14 shall be directory only, and not mandatory.

## **6 - TERMINATION OF MEMBERSHIP**

### **6.1 By Member:**

1. A member may resign from membership by written notice addressed and delivered to the National Secretary/Treasurer of AMIC.
2. A notice of resignation from membership takes effect:
  - a) where the member ceases to be eligible to become a member of AMIC:
    - i. on the day on which the notice is received by the National Secretary/Treasurer;  
or
    - ii. on the day specified in the notice, which is a day not earlier than the day when the member ceases to be eligible to become a member;  
whichever is later; or
  - b) in any other case:

- i. at the end of two weeks after the notice is received by the National Secretary/Treasurer; or
    - ii. on the day specified in the notice;whichever is later.
  3. Any dues payable but not paid by a former member in relation to a period before the member resignation took effect, may be sued for and recovered in the name of AMIC, in a court of competent jurisdiction, as a debt due to AMIC.
  4. A written notice delivered to the National Secretary/Treasurer of AMIC shall be taken to have been received by AMIC when it was delivered.
  5. A written notice of resignation that has been received by AMIC is not invalid because it is not addressed and delivered in accordance with sub-rule (1).
  6. A resignation from membership is valid even if it is not effected in accordance with this rule if the member is informed in writing by or on behalf of the National Secretary/Treasurer that the resignation has been accepted.
- 6.2 A member of AMIC who has ceased to carry on business in a Division shall be entitled to withdraw from deemed membership of that Division without affecting his membership of AMIC or the member's deemed membership of any other Division of AMIC. A member shall cease to be a deemed member of that Division or Divisions of AMIC on the expiration of three months from the date on which he shall have given notice to so withdraw, such notice of withdrawal to be in writing and addressed and delivered to the National Secretary Treasurer of AMIC. Withdrawal from deemed membership of any Division under this sub-rule may be permitted in a period shorter than three months if so determined by the Board.

### 6.3 By AMIC:

The membership of any member shall be terminated by:

1. Breach of Rules:

Upon the passing of a resolution by the Board that the name of such member be removed from the register of members of AMIC on the ground that the member has been found to have committed, in accordance with the provisions of Rule 55 (OFFENCES), an offence prescribed by that Rule.

2. Bankruptcy, dissolution or insolvency:

Upon the passing of a resolution by the Board that the name of the member be removed from the register of members of AMIC on the ground that the member has:

- a) become bankrupt, has applied to take the benefit of any law for the relief of bankrupt or insolvent debtors, has compounded with his creditors or has made an assignment for their benefit or a sequestration order has been made against him; or
- b) in the case of a firm upon the dissolution thereof or upon the making of a sequestration order or the execution of a deed of assignment or arrangements for the benefit of creditors against or by the firm or any member thereof; or
- c) in the case of a company upon appointment of a Liquidator, Provisional Liquidator, Official Manager or Receiver. Provided that at the written request of the Liquidator, Provisional Liquidator, Official Manager or Receiver accompanied by his undertaking to pay in full all membership and other dues accruing as from the date of the relevant appointment, the Board may provide that the membership of the company shall not terminate.

3. Out of Business

Upon the passing by the Board of a resolution that the name of the member be removed from the register of members on the ground that such member has ceased, according to Rule 2 (MEMBERSHIP AND INDUSTRY) to be eligible to be a member of AMIC.

4. Unfinancial member

Upon the passing by the Board of a resolution that the name of the member be removed from the register of members on the ground that such member is an unfinancial member. Provided that for the purpose of this paragraph of this sub-rule, an "unfinancial member" shall mean a member who is twelve (12) months in arrears in the payment of any subscription, levy, fee, due or fine payable by him to AMIC thereof after the date due for payment thereof.

6.4 If, under sub-rule 6.3 of this Rule, the Board has passed a resolution to remove the name of a member from the register of members of AMIC it shall not give effect to the resolution until;

1. it has given the member at least fourteen (14) day's notice of its intention to remove the name of the member from the register, and
2. If the resolution concerns a breach or breaches of the Rules, the Board has followed the procedure provided for in Rule 55 (OFFENCES).

6.5 Where a deemed member of a Division assigns or transfers the whole or any part of the business of the member to a person who is not a deemed member of a Division or where a person who is not a deemed member of a Division succeeds to the business or part of the business of a member, the member shall, within fourteen (14) days after the assignment, transfer or succession, notify the National Secretary Treasurer of the assignment, transfer or succession.

### **7 - NO RIGHTS ON TERMINATION OF MEMBERSHIP**

Any member who withdraws from membership of AMIC, or whose membership of AMIC has otherwise terminated or been terminated pursuant to these Rules, shall thereupon cease to have any claim or interest of any nature whatsoever to or in any of the funds or assets of AMIC, or against any member of the Board, any member of any National or Divisional Industry Council, any officer of any Council or against any employee of AMIC.

### **8 - ENROLMENT OF ASSOCIATES**

- 8.1 Any person who is not eligible to apply for membership of AMIC may be enrolled as an associate of AMIC on such terms and conditions, including terms as to subscriptions, as the Board may from time to time decide.
- 8.2 Each application for enrolment as an associate shall be addressed and delivered, sent or forwarded to the National Secretary/Treasurer of the Board and shall be submitted to the Board which may approve or disapprove of the application or may adjourn from time to time consideration of it or may reject any application without giving any reasons for so doing. If the Board approves the application the applicant shall be informed accordingly and shall become an associate of AMIC.
- 8.3 An associate shall not be a member of AMIC but shall be entitled to exercise such rights and privileges and receive such services as the Board decides from time to time.

### **9 - WITHDRAWAL OF ASSOCIATES**

- 9.1 An associate may resign from membership by written notice addressed and delivered to the National Secretary Treasurer.
- 9.2 A notice of resignation from associate membership takes effect on the day on which the notice is received or on the day specified in the notice, whichever is the later.
- 9.3 An associate shall be liable for any unpaid subscriptions up to the date of termination.
- 9.4 The enrolment of any associate may be terminated by appropriate resolution of the Board at any time.

### **10 - HONORARY MEMBERSHIP OF AMIC**

The Board may by unanimous vote confer honorary membership of AMIC upon any person for outstanding service to AMIC, or its predecessors, and/or to the community or to the meat industry. Such honorary membership shall confer no membership rights, privileges or obligations upon the person so appointed.

The provision of sub-rule 8.3 of Rule 8 (ENROLMENT OF ASSOCIATES) shall apply to honorary membership mutatis mutandis. The Board may at any time by resolution terminate the granting of honorary membership.

### **11 - MEMBERS NOT PARTNERS**

Members of AMIC are not partners of AMIC.

### **12 - NOTIFICATION OF CHANGE OF EMPLOYER MEMBERSHIP**

Upon ceasing to be or upon becoming an employer member or a self-employed member from time to time, as the case may be, each member shall, in writing, notify the change concerned to the National Secretary/Treasurer of AMIC.

### **13 - ANNUAL GENERAL MEETINGS**

13.1 This rule shall govern Annual General Meetings of the members of AMIC.

13.2 The members of AMIC shall hold an Annual General Meeting once in every financial year at a date, time and place decided by the Board. A minimum fourteen (14) days' notice of the meeting shall be given in any manner permitted by law to all members entitled to attend. The Board shall cause to be laid before each Annual General Meeting:

1. a report on the affairs of AMIC;
2. audited accounts and other statements required by law to be prepared from the accounting records of AMIC; and
3. the report of the respective auditor for the preceding financial year;

13.3 No other business shall be transacted at an Annual General Meeting of members of AMIC unless required by law to be so transacted.

13.4 An Annual General Meeting of members of AMIC shall not be invalidated by the accidental omission to give notice of the meeting to or the non-receipt of notice of the meeting by any member of AMIC.

### **14 - SPECIAL GENERAL MEETINGS**

14.1 All general meetings of members other than the Annual General Meeting shall be called Special General Meetings.

14.2 A Special General Meeting may be called by the following methods:

- a) a meeting of all members of AMIC: by the National Chairman or at the direction of the Board or on the written signed requisition by at least twenty-five (25) members entitled to vote at any such meeting;
- b) a meeting of all members assigned to one of the industry groups: by the Chairman of the National Industry Council concerned or at the direction of the National Industry Council concerned or on the written signed requisition by at least ten (10) members assigned to the industry group concerned;
- c) a meeting of all the deemed members of one or more Divisions of the industry groups namely, export meatworks (beef) industry group, the meat processors industry group, the export lamb, sheep and goat industry group and the pork processor industry group: by the Chairman of the Australian Processor Council or on the written signed requisition by at least ten (10) members entitled to vote at any such meeting;
- d) a meeting of deemed members of one or more Divisions assigned to one or more industry groups: by the Chairmen of each of the Divisional Industry Councils concerned or at the direction of each of the Divisional Industry Councils concerned or on the written signed requisition by at least ten (10) deemed members of the Divisions assigned to any of the industry groups concerned;

- e) a meeting of deemed members of a Division assigned to an industry group within a Division where there is no Divisional Industry Council: by the Chairman of the relevant National Council concerned with that industry group as the case may be or on the written signed requisition by at least five (5) deemed members assigned to the industry group concerned within the Division area.
- 14.3 The relevant Chairman shall cause a Special General Meeting to be called at a date, time and place(s) the Chairmen shall determine, not exceeding forty (40) days after the receipt of the request, direction or requisition. A minimum of seven (7) days notice of the meeting shall be given in any manner permitted by law to all members entitled to attend. The notice of meeting shall specify the place(s), date and hour of the meeting and shall, amongst other things, state the general nature of the business to be discussed and the motions contained in any requisitions, and such other business or motions as the Chairman of the Board or Chairman of the relevant Council may decide. As an exception to the above the relevant Chairman may determine that the business to be transacted is of special urgency, in which case the relevant Chairman shall cause notice of the meeting to be given by a notice published in at least one (1) morning metropolitan daily newspaper circulating in each relevant states, which said notice shall specify the place(s), day and hour of the meeting and the general nature of the business to be transacted. The hour of the meeting shall not be less than forty-eight (48) hours after noon on the date of publication of the newspaper(s) concerned.
- 14.4 A requisition for a Special General Meeting shall be signed by at least the required number of members/deemed members as hereinbefore provided. The requisition shall be addressed to the relevant Chairman at the registered office of AMIC and shall set out amongst other things, the nature of the business required to be discussed at the meeting and the motions desired to be put to the meeting.
- 14.5 Where a requisition calling for a Special General Meeting does not, in the opinion of the relevant Chairman, meet the requirements of this rule in respect of any requisition, the relevant Chairman shall cause each member who has signed the requisition to be advised of the nature of the deficiency in the requisition and shall not cause a Special General Meeting to be convened in respect of such requisition.
- 14.6 Where a meeting is to be held at more than one (1) location, the notice of meeting shall specify the times fixed for the commencement of the meeting, which shall be simultaneous in terms of Eastern Australian Standard Time for all locations and the notice shall express the time fixed in terms of both local and Eastern Australian Standard Time for each location, and shall specify a principal location for the holding of that meeting.
- 14.7 A Special General Meeting shall not be invalidated by the accidental omission to give notice of a meeting or the non-receipt of notice of the meeting by any member entitled to attend the meeting.
- 14.8 The provisions of this Rule, other than the provisions of sub-rule 14.7 of this Rule, shall be directory only, and not mandatory.

### **15 - ATTENDANCE - ALL GENERAL MEETINGS**

- 15.1 Any individual member, or partner in a member firm, or director or executive officer of a member corporation, company or trust shall be entitled to attend all general meetings which the member is entitled under the Rules to attend and take part in all discussions. Provided only one (1) such individual representative of any firm, company corporation or trust shall be entitled to cast the vote to which such firm, company, corporation or trust is entitled. Notification of the one (1) such representative who is to vote must be given to the Chairman prior to the commencement of the meeting in the event of more than one such person attending.
- 15.2 The Chairman of any meeting may require any representative of a member to prove to the reasonable satisfaction of the Chairman that such representative is a partner in a member firm, or is a director or executive officer of a member corporation, company or trust. If the Chairman is not so satisfied he may cause such person to be removed from the meeting and shall not count the presence of such representative in determining the existence of a quorum for the meeting.

**16 - QUORUM - ALL GENERAL MEETINGS**

- 16.1 At an Annual General Meeting ten (10) members/deemed members entitled to attend either present in person or by proxy, shall form a quorum.
- 16.2 At a Special General Meeting of:
1. a meeting of all members of AMIC: a quorum shall be five percent (5%) of the members of AMIC entitled to vote, either present in person or by proxy or, one hundred (100) of the members of AMIC entitled to vote, either present in person or by proxy, whichever is the less;
  2. a meeting of all members assigned to one of the industry groups: a quorum shall be five percent (5%) of the members of AMIC assigned to the industry group concerned entitled to vote, either present in person or by proxy or, ten (10) of the members of AMIC entitled to vote, either present in person or by proxy, whichever is the less;
  3. a meeting of all the deemed members of one or more Divisions of the industry groups namely, export meatworks (beef) industry group, the meat processor industry group, the export lamb, sheep and goat industry group and the pork processors industry group: a quorum shall be ten percent (10%) of the members of AMIC assigned to the industry group or groups concerned entitled to vote, either present in person or by proxy or, ten (10) of the members of AMIC entitled to vote, either present in person or by proxy, whichever is the less;
  4. a meeting of deemed members of one or more Divisions assigned to one or more industry groups: a quorum shall be five percent of the deemed members of one or more Divisions concerned entitled to vote, either present in person or by proxy or, seven (7) of the deemed members of the industry group or groups concerned entitled to vote, either present in person or by proxy, whichever is the less.
  5. a meeting of deemed members of a Division assigned to an industry group within a Division where there is no Divisional Industry Council: a quorum shall be five percent (5%) of the deemed members of the Division concerned entitled to vote, either present in person or by proxy or, seven (7) of the deemed members of the industry group concerned entitled to vote, either present in person or by proxy, whichever is the less.
- 16.3 For the purpose of determining whether a quorum is present at an Annual General Meeting or a Special General Meeting, a member of AMIC shall be deemed to be present if in attendance in person, or through its representative, or in attendance by proxy at the location specified in the notice of meeting. Provided that where a meeting is held simultaneously at more than one (1) location, a member of AMIC shall be deemed to be present if such member is in attendance in person, or through its representative, or is in attendance by proxy at any of the locations specified in the notice of meeting. Where a meeting is held simultaneously at more than one (1) location, each local Chairman shall, before proceeding to the business of the meeting, advise the Chairman of the part of the meeting held at the principal location for the holding of that meeting, which shall be specified in the notice of the meeting, of the number of members entitled to vote who are present or deemed to be present at the location of the part of the meeting chaired by such local Chairman and the Chairman of the part of the meeting held at the principal location shall ascertain whether or not there is a quorum present at the meeting.
- 16.4 For the purpose of counting votes at an Annual General Meeting or a Special General Meeting, a vote cast by proxy shall be deemed to be a vote.

**17 - CHAIRMAN - ALL GENERAL MEETINGS**

The Chairman of the meeting shall be the relevant Chairman referred to in sub-rule 14.2 of Rule 14 (SPECIAL GENERAL MEETINGS) of these Rules. In the absence of a Chairman of an Industry Council the Deputy Chairman shall chair the meeting. If all the above Chairmen are not available, either in person or under these Rules, the meeting shall choose a Chairman from its members. Where a meeting is held at one or more locations, the Chairman of the meeting at the principal location shall be the Chairman of the meeting and shall have overall control of the meeting and shall ensure that any motions, including amendments thereto, are put to all parts of the meeting held at the various locations consistently and in orderly manner.

Provided, and notwithstanding any other Rule, where a Special General Meeting is called under sub-rule 14.2(e) of these Rules and the Chairman is not a deemed member of the required industry group as required in that sub-rule, the Chairman shall chair the meeting in accordance with the Rules but shall not vote.

### **18 - PROCEEDINGS - ALL GENERAL MEETINGS**

- 18.1 No business shall be transacted at any general meeting, including the Annual General Meeting, unless or until a quorum of members is present at the time when the meeting proceeds to business.
- 18.2 If a quorum is not present within half an hour from the time appointed for the holding of an Annual General Meeting:
1. the meeting shall stand adjourned to the same day in the next succeeding week at the same time and at the registered office of AMIC; and
  2. if at the adjourned Annual General Meeting a quorum is not present within half an hour from the time appointed for the commencement of the adjourned meeting, in accordance with the preceding provision of this sub-rule, those members or their representative present in person or by proxy shall constitute a quorum.
- 18.3 If a quorum is not present within half an hour from the time appointed for the holding of a Special General Meeting then the meeting shall be deemed to be dissolved and concluded forthwith.

### **19 - VOTING - GENERAL MEETINGS**

- 19.1 A vote on a motion submitted to a general meeting, including the Annual General Meeting, may be cast subject to compliance with the provisions of sub-rule 19.2 of this Rule by an individual member present at the meeting or by a member firm, company or corporation through its representative as provided in Rule 15 (ATTENDANCE - ALL GENERAL MEETINGS) present at the meeting or by the duly appointed proxy of any member where the member or a representative of the member is not present at the meeting.
- 19.2 Each such member who is a financial member as defined in Rule 75 (INTERPRETATION) of these Rules of AMIC shall be entitled to one vote, and no other member shall be entitled to vote. In the event of an equality of votes the motion shall lapse and the Chairman shall not have a second or casting vote.
- 19.3 A motion shall not be submitted at a general meeting unless notice of the motion has been given in accordance with the requirements of these Rules. However a motion may be substantially amended at a meeting, without notice prior to the meeting, provided that any amendment relates to and is within the general scope of the motion, the substantial identity of the original motion remains and the amendment does not amount to a direct negative. Amendments shall be put to the meeting before the motion is put to a vote.
- 19.4 Voting by proxy is permitted at any general meeting. Every instrument of proxy shall as nearly as circumstances permit be in accordance with the form, set out in sub-rule 19.5. Where the member appointing the proxy is a corporation, company or trust, the proxy shall be under the hand of the secretary of the corporation or company or anyone authorised by him to appoint a proxy or anyone authorised by the trustee to appoint a proxy. The instrument of proxy shall indicate whether or not the member appointing the proxy is, at the time of signing of the proxy, a financial member and an employer member.
- No person shall be appointed as a proxy who is not a member or partner in a member firm, or director or officer of a company or corporation or trustee or a person authorised by the trustee of a trust that is a member.

19.5 AUSTRALIAN MEAT INDUSTRY COUNCIL FORM OF PROXY

I, \_\_\_\_\_ . being a member or a representative of a member of the Australian Meat Industry Council, do hereby appoint:-

1. Mr/Ms. \_\_\_\_\_ of \_\_\_\_\_ .....Or

2. The Chairman of the Meeting (cross out the words not applicable) as my proxy to vote for me on my behalf at the:-

- 1. Annual General Meeting of AMIC; 2. Special General Meeting of AMIC/National group(s)/industry group in Division; (cross out the words not applicable)

to be held on the .....day of and at any adjournment thereof.

I am, or the corporation, company or trust which I represent, is a financial/an unfinancial member of AMIC (delete words not applicable) and is an employer/is not an employer member of AMIC (delete words not applicable).

As witness my hand this.....day of

Signed by the said

.....

in the presence of

.....

This form must be in the hands of the relevant National Secretary/Treasurer not later than twenty four (24) hours prior to the time appointed for the commencement of the meeting except in the case of a meeting of special urgency, in which case this form must be in the hands of the said Secretary/Treasurer not later than six (6) hours prior to the meeting. The Chairman of the meeting shall in any such meeting have discretion to accept proxies delivered prior to the declaration of a quorum at the meeting. Only a financial member of AMIC shall be entitled to vote.

20 - BOARD

20.1 There shall be a Board that shall consist of the number of Board members as required by this Rule or as may be determined from time to time by the Board after consultation with The Australian Processor Council, National Smallgoods Council and National Retail and General Industry Council. The duties of a Board member shall not be duties of a full-time nature. The Board members shall be elected every fourth year in accordance with these Rules.

20.2 Subject to the provisions of these Rules there shall be eight (8) members of the Board who will be elected from members of The Australian Processor Council, National Smallgoods Council and the National Retail and General Industry Council.

20.3 Seven members of the Board will be elected in a first stage election process consisting of:

- 1. Three (3) representatives elected every fourth year by and from The Australian Processor Council. 2. One (1) representative elected every fourth year by and from the National Smallgoods Council.

3. Three (3) representatives elected every fourth year by and from the National Retail and General Industry Council.
- 20.4 The eighth (8<sup>th</sup>) representative to be elected to the Board will be elected in a second stage every fourth year following the election of the Office Bearers of the Board provided for in Rule 72 (ELECTION OF OFFICE BEARERS OF THE BOARD) in accordance with the Rules. The Council from which the National Chairman was elected to the Board shall elect, by and from its members, another representative to the Board in accordance with these Rules.
- 20.5 Members of The Australian Processor Council on the Board will be representative of the National Export Meatworks (Beef) Processor Council, National Meat Processors Council, National Export Lamb, Sheep and Goat Processor Council and Pork Processor Industry Group.
- 20.6 Subject to these Rules, the Board shall manage the affairs of AMIC, except policy matters which only relate to The Australian Processor Council or the National Smallgoods Council or the National Retail and General Industry Council, and except matters concerning the participation of deemed members of a Division in any State Industrial Conciliation and Arbitration system, and the decisions and resolutions of the Board shall be binding on all Councils and on every officer of AMIC or any Divisional Officer thereof in respect of the performance of their duties as such an officer.

### **21 - ELIGIBILITY OF BOARD MEMBERS**

- 21.1 No person shall be eligible to be elected or remain as a member of the Board unless:
  1. the person is a member of The Australian Processor Council or National Smallgoods Council or National Retail and General Industry Council; and
  2. the person is a member of AMIC in the person's own right or unless a member of a partnership which is a member of AMIC or is the authorised representative of such member or of such partnership or is a director or an authorised representative of a company, corporation or trust which is a member of AMIC; and
  3. provided further that the member of AMIC shall be a fully paid up financial member at the close of nominations for the election concerned.
- 21.2 For the purpose of this Rule, a fully paid up financial member is a member who, at the close of nominations for the election concerned has fully paid up all subscriptions, levies, fees, dues and fines due and payable by the member in respect of his membership of AMIC.
- 21.3 No member or representative of any member of AMIC shall be eligible to be a candidate for election as a member of the Board elected by and from more than one of the Councils referred to in sub-rule 21.1(1) of this Rule.

### **22 - OFFICE BEARERS OF THE BOARD**

- 22.1 The National Chairman, two National Vice-Chairmen and the National Secretary/Treasurer shall be the office bearers of the Board of AMIC and such office bearers shall be elected by and from the members of the Board in accordance with these Rules. Each of these offices shall be an office, the duties of which shall not be duties of a full-time nature. These office bearers shall be elected every fourth year. They shall take office on the day of the declaration of their election by the Returning Officer. They shall hold office, as nearly as may be for four (4) years and until their successors take office.
- 22.2 An Office Bearer of the Board shall have the right to attend any meeting of members of AMIC, whether general or otherwise, and whether of a committee, council, panel or other body within AMIC. Provided further that an office bearer of the Board, attending any meeting of a committee, council, panel or other body within AMIC, shall not be entitled to vote at such meeting unless the person is a member of that committee, council, panel or other body concerned. Further provided that when attending any general meeting referred to in the Rules, other than a general meeting of members, the office bearer shall not be entitled to vote at such meeting unless the person is a member, or a representative of a member of the relevant industry group referred to in sub-rule 14.2 of Rule 14 (SPECIAL GENERAL MEETINGS), as the case may be.

- 22.3 The National Secretary/Treasurer, in addition to duties elsewhere specified in these Rules, shall have such other powers and perform such other duties as may be determined from time to time by the Board.
- 22.4 Notwithstanding any other provision of this Rule nor of Rule 26 (CASUAL VACANCIES ON BOARD), no person is entitled to be elected as an Office Bearer of the Board if that person has been consecutively elected in the same position as an Office Bearer in the three (3) previous General Elections of Office Bearers under this Rule. This restriction will take effect at the elections of 2005.

### 23 - PROCEEDINGS OF BOARD

- 23.1 The Board shall unless it otherwise determines meet at least once each financial year and on such day and at such time and place as the National Chairman may from time to time determine and may adjourn and otherwise regulate its meetings and proceedings as it may from time to time determine. Provided further that any two (2) members of the Board may at any time requisition a meeting of the Board. On receipt of such a requisition, the National Secretary/Treasurer (or his nominee) shall convene a meeting of the Board not later than thirty (30) days from the receipt of such requisition.
- 23.2 Notwithstanding the provisions of the preceding sub-rule, the National Chairman or the Board may call or arrange for meetings of the Board otherwise than by way of personal attendance at such times and on such days as the National Chairman or the Board, as the case may be, shall determine.
- Such meetings may be held by way of telephone, facsimile, letters, email or other documents or by other methods or by a combination of such means, not requiring personal attendance, provided that all members of the Board shall have such reasonable notice of such meeting as the National Chairman or the Board, as the case may be determines and further provided that a member from at least two (2) National Industry Councils shall participate in such a meeting held otherwise than by way of personal attendance.
- 23.3 Notwithstanding the provisions of the foregoing sub-rules of this Rule, an emergency meeting of the Board by personal attendance or otherwise may be called by the National Chairman at short notice of not less than two (2) hours, or without prior notice if any four (4) members of the Board so agree. Provided that any emergency meeting shall only be held other than by way of personal attendance if it is not reasonably practicable, in the opinion of the National Chairman to hold the emergency meeting by way of personal attendance. Provided further that an emergency meeting of the Board may be requisitioned by The Australian Processor Council or the National Retail and General Industry Council or the National Smallgoods Council if the business to be dealt with at the requisitioned meeting is such as to require an emergency meeting on short notice of not less than two (2) hours to all members of the Board. In such a case, on receipt of such a requisition and provided that in the opinion of the Chairman there exists an emergency, all other members of the Board shall where reasonably practicable be advised urgently of the calling of the meeting and the Chairman shall immediately after cause to be conveyed to every member of the Board the decision taken at such emergency meeting.
- 23.4 A meeting, not being an emergency meeting, of the Board held by way of personal attendance shall be convened by notice in writing of not less than fourteen (14) days given to each member of the Board, provided that in the case of business deemed urgent by the National Chairman, notice in writing of not less than four (4) days shall be given to each member of the Board.
- 23.5 A quorum for a meeting of the Board shall be any four (4) members of the Board, representing at least two (2) different Councils. Questions arising at any meeting of the Board shall be decided by a majority of votes and in the case of an equality of votes, the National Chairman shall not have a second or casting vote.
- 23.6 Notwithstanding anything contained in the foregoing sub-rules of this Rule, the National Chairman may submit any question to a vote by the members of the Board. The National Chairman may cause such question to be submitted by letter, facsimile, telephone or e-mail and may direct that the replies shall be received by a specified time and date from the members of the Board and shall be by letter, facsimile, telephone or email. Any member who has not recorded a vote within the specified time and date shall be deemed to have abstained from voting on the question and deemed abstentions shall be disregarded in counting the votes. The decision of the majority of the members of the Board in such vote shall have the like force as a decision made by the Board if it had been

**25 - VACATION OF OFFICE OF A MEMBER OF A BOARD, A NATIONAL INDUSTRY COUNCIL, THE AUSTRALIAN PROCESSOR COUNCIL OR A DIVISIONAL INDUSTRY COUNCIL.**

passed at a meeting of the Board held by way of personal attendance and duly called and constituted. The National Secretary/Treasurer shall cause any such decision to be recorded in the Minutes of the Board.

A majority of members of the Board may requisition the National Chairman to submit any question to a vote by the members of the Board in accordance with the foregoing provisions of this sub-rule. In such a case the National Chairman shall submit the question specified by the requisitioners to a vote by the members of the Board within twenty-four (24) hours. Any member who has not recorded a vote within forty-eight (48) hours of the question being submitted by facsimile, telephone, e-mail or by such other later time as may have been determined by the National Chairman, shall be deemed to have abstained from voting on the question and deemed abstentions shall be disregarded in counting the votes. Where a question has been submitted to a vote of the members of the Board in accordance with this sub-rule, the question shall be deemed to have been voted upon by the members of the Board on the last day on which the reply by way of letter, facsimile, telegram or telephone, as the case may be, has been received, within the time allowed in accordance with the provisions of this sub-rule, by the National Chairman, to whom all replies shall be directed.

- 23.7 A duly convened meeting of members of the Board, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions by or under these rules, for the time being vested in or exercisable by the Board generally.
- 23.8 The Board shall have the power to allow any person or persons to attend and take part in its meetings as an observer or adviser provided that any such person admitted as an observer or adviser shall not have the right to vote on questions arising at any such meeting.
- 23.9 If a meeting of the Board is called following the election of members of the Board at the elections held every fourth year, but prior to the declaration of the election of the office bearers of the Board, the Board members shall elect a Chairman for that meeting from amongst the Board members present at that meeting. Notwithstanding any other provision contained in these Rules, as and from the date upon which the relevant Returning Officer declares the members of a Committee duly elected and the date upon which the office bearers of the newly elected Committee assume office the office bearers of the outgoing Committee shall not be entitled to vote at any meeting of the relevant Committee unless any office bearer shall have been re-elected to the Committee in which case such person shall be entitled to vote in the capacity of a newly elected Committeeman as the case may be.
- 23.10 Subject to any order of the Federal Court of Australia or the High Court of Australia to the contrary, all meetings, proceedings, determinations, decisions or resolutions of the Board held or made in good faith shall be deemed valid notwithstanding any non-compliance that may be discovered afterwards with the provisions of the foregoing sub-rules of this Rule.
- 23.11 The provisions of this Rule, other than the provisions of sub-rule 23.10, shall be directory only, and not mandatory.

**24 - ALTERNATE MEMBERS OF THE BOARD**

- 24.1 If any member of the Board is unable to attend any meeting or meetings thereof, the relevant Council from which the member was elected to the Board, shall have power to appoint some other member from that Council to represent the first mentioned officer at that meeting or meetings.
- 24.2 All acts performed by a duly appointed alternate of a member of the Board shall have the same force and effect as if they had been performed by such member of the Board.

**25 - VACATION OF OFFICE OF A MEMBER OF A BOARD, A NATIONAL INDUSTRY COUNCIL, THE AUSTRALIAN PROCESSOR COUNCIL OR A DIVISIONAL INDUSTRY COUNCIL.**

- 25.1 The office of a member of the Board, a member of a National Industry Council, a member of The Australian Processor Council or a member of a Divisional Industry Council, whether or not the person is an office bearer of AMIC, shall be vacated if:

1. the member becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his creditors or makes an assignment of his remuneration for their benefit; or
2. the member is a representative of a firm which becomes insolvent or of which any partner becomes bankrupt or which makes an assignment for the benefit of its or his creditors or is a representative of a company, corporation or trust which is in liquidation otherwise than for the purpose of reconstruction; or
3. the member becomes physically or mentally incapable of performing his duties as such a member; or
4. the member is convicted of any fraud or crime in a court of law and is sentenced to a term of imprisonment in respect thereof; or
5. without leave of absence first obtained, the member absents himself/herself from three consecutive meetings of the Board, a National Industry Council, The Australian Processor Council or a Divisional Industry Council, as the case may be, held by way of personal attendance, other than by reason of sickness or accident duly confirmed; or
6. the member resigns such office by writing under his hand addressed to the National Chairman or the Board; or
7. the member ceases to be eligible to hold the office of member of the Board, a National Industry Council, The Australian Processor Council or a Divisional Industry Council, as the case may be; or
8. from any cause whatsoever, the member ceases to be a member or a director or an employee, being an executive officer, of any member of AMIC; or
9. in the case of a member of a National Industry Council, The Australian Processor Council or a Divisional Industry Council, from any cause whatsoever, the member ceases to be a deemed member or a director or an employee, being an executive officer, of a deemed member of a Division of AMIC; or
10. in the case of a member of a Divisional Industry Council, who, being an employee who is an executive officer of a member of AMIC, ceases to have his principal place of employment in the Division concerned; or
11. in the case of a member of the Board, a member of a National Industry Council, The Australian Processor Council or a Divisional Industry Council, who is a director of a member company of AMIC, ceases to be a director of a deemed member company of the Division concerned,

and the Board declares, by resolution of a majority of its members present at a meeting by way of personal attendance, that his office has become vacant.

25.2 It shall be competent for the Board, by resolution of at least seventy-five percent (75%) of its members present and voting at a meeting by way of personal attendance, to dismiss from office any member of the Board, a National Industry Council, The Australian Processor Council or a Divisional Industry Council if the member or where the member is a representative of a member, that member has been found to have committed an offence in accordance with the provisions of Rule 55 (OFFENCES) of any of any of the following:

1. misappropriation of any funds of AMIC whatsoever; or
2. a substantial breach of the Rules of AMIC; or
3. gross misbehaviour by the member of the committee or council in or in connection with the performance of any office held by him within AMIC; or
4. gross neglect of duty by the member of the committee or council in or in connection with his duties as an officer or office bearer of AMIC.

25.3 In dealing with any matter under sub-rule 25.2 of this Rule, the Board will be guided by the procedure outlined in Rule 55 (OFFENCES).

- 25.4 It shall be competent for the Board, by resolution of a majority of its members present at a meeting by way of personal attendance, to dismiss from office a member of the Board, a National Industry Council, The Australian Processor Council or a Divisional Industry Council if the member has ceased, according to the Rules of AMIC, to be eligible to hold such office.
- 25.5 If a member of the Board, a National Industry Council, The Australian Processor Council or a Divisional Industry Council the subject of the resolution was an office bearer of one of the bodies referred to in this sub-rule, such office shall thereupon become vacant and the vacancy shall be filled in accordance with the provisions of these Rules for the filling of casual vacancies.
- 25.6 Notwithstanding the foregoing provisions of this Rule, if such number of the aforesaid offices referred to in the preceding sub-rules of this Rule are declared vacant or become vacant by dismissal from office, such that a National Industry Council, The Australian Processor Council or a Divisional Industry Council has an insufficient number of members remaining in office to constitute a quorum thereof, then it shall be competent for the Board by resolution to fill such vacant offices by any employer member or representative thereof who is covered by the National Industry Council, The Australian Processor Council or Divisional Industry Council concerned provided that so much of the expired term of the vacant office exceeds twelve (12) months.

### **26 - CASUAL VACANCIES ON BOARD**

- 26.1 In the event of any casual vacancy or vacancies occurring on the Board in respect of a member of The Australian Processor Council or the National Retail and General Industry Council or the National Smallgoods Council, the relevant Council concerned shall elect forthwith by secret postal ballot in accordance with Rule 71(ELECTION OF BOARD MEMBERS) one or more of its numbers to fill such vacant office, provided further that if so much of the expired term of the vacant office exceeds twelve (12) months, then the Council concerned shall at its next meeting after the occurrence of the vacancy or vacancies appoint one or more of its members to fill such vacant office, as the case may require.
- 26.2 In the event of any casual vacancy occurring amongst the office bearers of the Board the Board Members shall elect forthwith in accordance with Rule 72 (ELECTION OF OFFICE BEARERS OF THE BOARD) one of its number to fill such vacant office, provided further that if so much of the expired term of the vacant office exceeds twelve (12) months, then the Board shall at its next meeting after the occurrence of the vacancy appoint one of its members to fill such vacant office

### **27 - POWERS OF THE BOARD**

- 27.1 The supreme control of the Board is vested in the members of AMIC in general meeting subject only to the autonomy of industry groups within a Division area deciding on matters concerning the participation of the industry group in any State Industrial Conciliation and Arbitration system. Subject thereto, the management of the business shall be vested in the Board which, in addition to the powers and authorities by these Rules that are especially conferred upon it, may exercise all such powers and do all such acts and things required for good governance of AMIC including:
1. That the Board will have responsibility for legal, financial and due process of AMIC;
  2. That the Board will ensure that the policies followed by all Councils within AMIC meet, and are in general agreement with, the overall vision, objectives and code of practice of AMIC;
  3. That the Board will have the power to resolve any policy issues referred to it by The Australian Processor Council, National Smallgoods Council or the National Retail and General Industry Council, where those Councils cannot reach agreement;
- 27.2 Without in any way limiting the general powers conferred by these Rules or otherwise on the Board, but subject to the provisos hereto, it is hereby expressly declared that it shall also have the following powers for the purpose of managing the affairs of AMIC:
1. to adopt such measures as it from time to time considers necessary, desirable or convenient for the purpose of giving effect to the objects of AMIC or any of them;
  2. to make any application concerning AMIC or any member thereof, and to bring any industrial disputes, claims or matters concerning AMIC or any member thereof, to or before the High

Court of Australia, the Federal Court of Australia, the Australian Industrial Relations Commission or any court, commission, commissioner, committee, board or other tribunal whatever, dealing with industrial matters or disputes, established under the law of the Commonwealth of Australia, or any territory under the control of the Commonwealth, or any State within the Commonwealth, and for any of these purposes to engage solicitors or counsel to act on behalf of AMIC;

3. on behalf of AMIC or any member thereof to make and take any legal steps to enforce any claims or demands relating to industrial matters or disputes upon any organisation or industrial or trade union of employees or employers, or upon any individual employees or employers;
4. to enter on behalf of AMIC into industrial agreements with any trade or industrial union or association of employees or employers. Such agreements shall be under the Seal of AMIC which shall be affixed and attested in accordance with these Rules or shall be executed by any person appointed by the Board to act in that regard. Any other instrument not required by law to be under seal shall be executed by such persons as the Board may appoint, or in case of an emergency or an urgent need by such person or persons as the Chairman may appoint. Any instrument required by law to be under seal shall be executed by such persons as the Board may appoint;
5. to appoint representatives of AMIC on any committee, board, tribunal, commission, authority, delegation or the like;
6. to refer any claims or demands by or against AMIC or any member or members thereof to conciliation or arbitration;
7. to give assistance to any member of AMIC charged with a breach of any law, regulation, or award, involving a question of principle or of an established custom affecting members of AMIC generally or members assigned to any particular industry group or other sections;
8. to appoint under contract or otherwise a Chief Executive Officer and other salaried staff, employees, clerks, agents or other persons for permanent, temporary or special services, as it may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments, to fix their conditions of employment subject to any contract, to remove suspend or dismiss any such Chief Executive Officer or other salaried staff, clerks, agents and employees, and to control or direct such employees, agents, consultants or other persons;
9. to enter into all such negotiations and contracts, and rescind and vary all such contracts, and execute and do all such acts, deeds and things, in the name and on behalf of AMIC as it may consider necessary, convenient or desirable for or in relation to any of the other objects of AMIC, or otherwise for the purposes of AMIC;
10. to institute, conduct, defend, compound or abandon any legal proceedings by or against AMIC, or its office bearers or its staff, or otherwise concerning the affairs of AMIC, and also to compound and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against AMIC;
11. to purchase, take in exchange, or on lease, or otherwise acquire, and for any estate or interest therein, any real or personal property, rights, or privileges which AMIC is authorised to purchase or acquire, and which it may deem requisite or expedient to acquire for the purpose of AMIC's business, and at its discretion to sell, subdivide, let, exchange, or dispose of, any property of AMIC on such terms as to credit or otherwise as it may think fit;
12. at its discretion to pay for any property, rights or privileges acquired by or services rendered to AMIC, either wholly or partially in cash or in bonds, debentures, or other securities of AMIC, and any such bonds, debentures, or other securities may be either specifically charged upon all or any part of the property of AMIC, or not so charged;
13. to secure the fulfilment of any contracts or arrangements entered into by AMIC by mortgage or charge of all or any of the property of AMIC for the time being or in such other manner as it may think fit;

14. to raise or borrow money in the name or otherwise on behalf of AMIC as it may from time to time think expedient, and to secure the repayment thereof or the fulfilment or discharge of any liability, guarantee or obligation of or undertaking by AMIC in such manner and upon such terms and conditions as it thinks fit, and in particular by the issue of bills or notes, by mortgages or charges of or on any of the property or assets of AMIC, both present and future;
15. to appoint any person or persons (whether incorporated or not) to accept and hold in trust for AMIC any property belonging to AMIC or in which it is interested or for any other purpose, and to execute and do all such deeds and things as may be requisite in relation to any such trust, and to provide for the remuneration of any such trustee or trustees;
16. to act on behalf of AMIC in all matters relative to bankrupts and insolvents, assignments or liquidations;
17. to make and give receipts, releases and other discharges, for money payable to AMIC and for the claims and demands of AMIC;
18. to draw, accept, make, endorse, transfer, discount, guarantee, and negotiate such cheques, bills of exchange, promissory notes and all other negotiable or transferable instruments or securities, and give such indemnities and guarantees, and enter into such other obligations as may seem to it to be necessary, convenient, desirable or expedient for the purposes of AMIC;
19. to invest and deal with any monies of AMIC not immediately required for the purposes thereof upon such securities and in such manner as it may think fit, whether secured or unsecured, and from time to time to vary or realise such investments;
20. to affiliate AMIC with, and consent to the affiliation with AMIC of any organisation or body corporate or incorporate, having objects altogether or in part similar to those of AMIC or that could benefit AMIC, upon such terms and conditions and subject to the payment of such fees for subscriptions (if any) as the Board may think fit, and at any time to terminate or cancel such affiliation by or with AMIC;
21. to purchase, or otherwise acquire and undertake all or any part of the property, assets, liabilities and arrangements, of any one or more of the associations, companies, firms, with which AMIC is authorised to amalgamate, affiliate, merge or ally and to transfer all or any part of the property, assets, liabilities and arrangements of AMIC to any one or more of the associations, companies firms, with which AMIC is authorised to amalgamate, affiliate, merge or ally;
22. from time to time to make, and to alter, vary and rescind, administrative, financial and other instructions, for the carrying out of these Rules, and to put into effect the powers and authorities vested in the Board and for otherwise regulating the operation of AMIC, and generally to provide for all such matters and things relating to the management of AMIC and its property or to the conduct of its business and activities as are not inconsistent with or repugnant to these Rules or required to be done by AMIC in general meeting including Divisional Industry Councils and their decisions and actions except in relation to matters confined to matters affecting members of the Division area only, including matters concerning the participation of industry groups in any State Industrial Conciliation and Arbitration system;
23. to entrust to and confer upon any member of the Board or to a National Industry Council, The Australian Processor Council, a Divisional Industry Council or any office bearer of AMIC whatsoever, or any employee of AMIC or any agent of AMIC, such of the duties of the Board as it may think fit, and from time to time revoke, withdraw, alter, or vary all or any of such duties;
24. to authorise or to direct any officer or employee of AMIC to make, and to alter, vary and rescind from time to time, administrative financial and other instructions for the carrying out of these Rules, and to put into effect the powers and authorities vested in the Board and for otherwise regulating the operation of AMIC and generally in relation to all such matters and things relating to the management of AMIC and its property or to the conduct of its business and activities as are not inconsistent with or repugnant to these Rules or policies of AMIC or required to be done by AMIC in general meeting;

25. to operate administrative, accounting, printing, banking, investment and other facilities of any kind whatsoever for AMIC;
26. to provide such properties at it may from time to time determine to house the offices of AMIC, and to permit such sub-letting thereof as the Board may from time to time determine;
27. to implement, conduct and maintain superannuation or insurance schemes for members of AMIC, the employees of AMIC and employees of members of AMIC or of related companies or trusts;
28. to engage in or effect banking, insurance or other financial services for AMIC thereof or to do any acts or things in or connection therewith;
29. to appoint attorneys to execute such documents, agreements and the like as may be determined by the Board from time to time;
30. to, in accordance with the Rules of AMIC, make alter or rescind the Rules of AMIC, and to enforce, or perform functions in relation to the enforcement of the Rules of AMIC;
31. to manage and control the services provided or to be provided to members or associates of AMIC and the provision, allocation and withdrawal or restriction thereof to or from any member or members of AMIC, whether financial or unfinancial members;
32. to establish advisory bodies in respect of any groups of members in AMIC, subject to the provision that such bodies shall not act in any way inconsistent with these Rules;
33. generally to do all such things as are or may be of benefit to members or associates of AMIC;
34. generally to do all such things as are or may be necessary, desirable or convenient for the administration of AMIC, including the giving of instructions and directions for the carrying out of the purposes of AMIC and the decisions of the Board;
35. to interpret and enforce the Rules of AMIC;
36. to control and supervise the work of employees of AMIC;
37. to control and conduct the business and the affairs of AMIC;
38. to exercise all power, privileges and advantages available under the provision of any Act, Regulation or under the law generally;
39. subject to law, to authorise any office or employee of AMIC to institute any legal proceedings by AMIC, alone or with any other party, including the laying of any information or complaints, and to authorise any officer or employee of AMIC to be the proper office of AMIC for the purpose of defending any legal proceedings against AMIC;
40. to create, alter, divide or dissolve National Industry Councils, or to create, alter, divide or dissolve Divisional Industry Councils, to alter the numbers of members of the Board or members of National Industry Councils to be elected, or to alter the number of office bearers of AMIC to be elected without the agreement of that sector;
41. to maintain facilities for accounting for funds raised by AMIC by way of subscriptions, levies, dues or otherwise, to invest any funds, to provide accountancy services for AMIC, to provide banking and/or investment facilities in relation to funds and to do all things in or in connection therewith, to provide computer services, printing services, and communication services for AMIC;
42. to impose penalties in accordance with these Rules;
43. to carry out, interpret and enforce the decisions and resolutions of general meetings of members of AMIC, Special General National Meetings of industry groups, the Board and National Councils;
44. to deal with any matter submitted to it by The Australian Processor Council or the National Smallgoods Council or the National Retail and General Industry Council;

45. to decide all matters which are not matters affecting or which may affect deemed members of one Division only (including matters concerning the participation of a Division in any State Industrial Conciliation and Arbitration system);
46. to ensure that officers of AMIC comply with the Rules of AMIC and with decisions and resolutions of general meetings of members of AMIC, Special General Meetings of industry groups, the Board and National Retail, National Smallgoods or The Australian Processor Councils;
47. to determine whether or not a matter is a matter concerning the participation of a State in any State Industrial Conciliation and Arbitration system;
48. to overrule any National Council or Divisional Industry Council which has acted or is acting in a manner deemed by the Board to be contrary:
  - a) to these Rules; or
  - b) to decisions or resolutions of members of AMIC in general meeting, Special General Meetings of an industry group or groups, or of the Board of which it has received notice; or
  - c) to decisions of a National Industry Council or Councils on industrial matters affecting deemed members of more than one Division only, of which it has received notice; and/or

to declare that the same no longer exists, and to establish in place thereof a Divisional Industry Council, competent to carry out and comply with the aforesaid Rules, decisions and resolutions. Pending the holding of elections in accordance with these Rules of the members of any newly established Divisional Industry Council, the Board shall have power to appoint such members, who shall elect the office bearers thereof by and from themselves;

49. to do all such other acts and things as may be exercised or done by AMIC for the purpose of giving effect to the objects of AMIC or any of them.

Provided that the Board shall exercise the aforesaid powers subject to the direction and control of the members of AMIC in general meeting, and provided that no fixed assets of AMIC of capital value in excess of five million dollars (\$5,000,000.00) or such other sum as may be determined from time to time by a general meeting of members of AMIC shall be sold, exchanged, disposed of, or transferred except with the approval of the members of AMIC in general meeting duly convened by a notice clearly setting out the nature of the business to be transacted.

## **28 - SUBSCRIPTIONS, LEVIES, FEES, DUES AND FINES**

28.1 The Board may, from time to time for the purpose of carrying on the affairs of AMIC and after conferring with The Australian Processor Council, National Smallgoods Council and the National Retail and General Industry Council:

1. fix rates of subscriptions payable from time to time by members of AMIC;
2. make such levies and impose such fees, dues and fines as it may think fit, provided that no fine shall exceed \$1,000.

Any such subscriptions, levies, fees, due and fines may be imposed by the Board upon such basis as may be considered necessary, convenient or desirable from time to time, and may be imposed on some of the members or on some class of the members to the exclusion of others, provided further that no fines shall be imposed without giving the member a reasonable opportunity of being heard in defence.

28.2 Unless otherwise determined by the Board, subscriptions shall be payable annually and in advance. Levies, fees and/or dues may be payable annually or as otherwise determined by the Board.

28.3 For the purposes of this Rule a number of members of AMIC being related companies within the meaning of the Corporations Law or Codes may, if they so wish, and if the Board so approves, pay their subscriptions, levies, fees or dues jointly.

- 28.4 The annual fee to be paid by an associate member shall be determined by the Board from time to time.
- 28.5 The fee of an associate member shall be payable annually in advance. It shall date from and be due and payable on the first of July each year.
- 28.6 Notice of determination and/or imposition of any subscription, levy, fee, due or fine, shall be given to such members as are affected by such determination and/or imposition as soon as reasonably practicable. Any subscription, levy, fee, due or fine imposed by the Board may be set aside, increased, reduced, modified or amended by a General Meeting of members of AMIC, especially called for the purpose and held within two (2) calendar months from the date of the determination and/or imposition of such subscription, levy, due or fine. For the purposes of this sub-rule notice shall be deemed to have been given to the members or deemed members concerned by way of any invoice, statement or any other communication advising them of the amounts concerned.
- 28.7 On the hearing of any proceedings for the recovery of any monies due by a member or ex-member for subscriptions, levy, fees, due or fine it shall be sufficient to prove that the name of the member sued is entered upon the register as one of the members of AMIC; that the resolution fixing the subscription or imposing the levy, fee, due or fine is duly recorded in a Minute Book; and that notice of the fixing of the subscription or the imposition of the levy, fee, due or fine was duly given to the member sued, and it shall not be necessary to prove the appointment of the Board which fixed such subscription or imposed such levy, fee, due or fine nor any other matter whatever, but the proof of the matters aforesaid shall be conclusive evidence of the debt, provided that for the purpose of this clause notice shall have been deemed to have been given if the said notice shall have been forwarded by mail by an employee of AMIC in the ordinary course of business irrespective of whether the notice was received by the member.
- 28.8 Subscriptions, levies, fees, dues and fines are due and payable by a member within fourteen (14) days of the date on which they are due and payable in accordance with these Rules. Any member failing to pay any subscription, levy, fee due or fine within two (2) months after notification thereof has been posted to him by AMIC or being in arrears six (6) months with subscription, may by resolution of the Board be disqualified from taking part in any proceedings of AMIC, and shall be liable to pay an additional penalty of ten percent (10%) of the levy, due and/or amount of arrears of subscription. In default of payment of the amount of any levy, fee due or subscription within one month of a demand under the hand of the National Secretary/Treasurer or any other duly authorised officer or employee of AMIC, such arrears may be recovered at law in proceedings instituted by AMIC. Any member who is more than twelve (12) months in arrears in the due payment of any subscription, levy, fee, due or fine shall be deemed to have broken a rule of AMIC and the membership of such members shall be liable to termination in accordance with Rule 6 (TERMINATION OF MEMBERSHIP) of these Rules.

Subject to the provisions of the Workplace Relations Act 1996, any such termination of membership shall not affect in any way the liability of such member for any subscriptions, levies, fees, dues, fines or penalties fixed, made or imposed prior to the date of such termination.

- 28.9 Subject to the provisions of the Workplace Relations Act 1996, the Board may direct the payment of an entrance fee by all members admitted under Rule 5 (ADMISSION TO MEMBERSHIP OF AMIC) and determine the amount thereof from time to time.

## 29 - FUNDS

- 29.1 There shall be a fund, referred to as the Federal Fund, which shall be managed and controlled in accordance with the Rules relating to AMIC as a whole.
- 29.2 The Federal Fund shall consist of:
1. any real or personal property of which the Board, by the Rules or any established practice not inconsistent with the Rules, has, or in the absence of any limited term lease, bailment or arrangement would have, the right of custody, control or management;
  2. all property, including subscriptions, fines, fees or levies and entrance fees paid or payable by a member or associate to AMIC;

3. fees paid or payable;
4. the whole or part of any entrance fees, subscriptions, fines, fees or levies paid or payable;
5. any interest, rents, dividends or other incomes derived from the investment or use of the Federal Funds;
6. any superannuation or long service leave or other fund operated or controlled in accordance with rules relating to AMIC as a whole for the benefit of its officers or employees;
7. any sick pay fund, accident pay fund, funeral fund or like fund operated and controlled in accordance with rules relating to AMIC as a whole for the benefit of its members;
8. any property acquired wholly or mainly by expenditure of the monies of the Federal Fund or derived from other assets of the Federal Fund; and
9. the proceeds of any disposal of parts of the Federal Fund.

### **30 - ACCOUNTS OF AMIC**

- 30.1 The funds of AMIC and its income and property shall be under the control of the Board, which shall have the sole management thereof.
- 30.2 The Board shall cause to be kept:
  1. such accounting records as correctly record and explain the transactions and financial position of AMIC, including such records as are required to be kept by law;
  2. its accounting record in such a manner as will enable accounts and statements to be prepared from them in accordance with the requirements of the law; and
  3. its accounting records in such a manner as will enable the accounts of AMIC to be conveniently and properly audited in accordance with the requirements of the law.
- 30.3 The Board shall, as soon as reasonably practicable after the end of each financial year, cause to be prepared from the accounting records, kept by AMIC in respect of that financial year, such accounts and other statements, in respect of that financial year as are required by law to be prepared, including a financial report, a statement of revenue and expenditure and a balance sheet for that financial year, which after the approval by the Board shall be submitted to the auditors of AMIC as soon as reasonably practicable after the expiration of such financial year and prior to the Annual General Meeting held following the expiration of such financial year.
- 30.4 Cheques and negotiable instruments shall be signed by such persons as may from time to time be authorised by the Board.
- 30.5 All cheques, negotiable instruments and monies belonging to AMIC, shall forthwith, upon receipt thereof, be paid to the bankers nominated by the Board to the credit of AMIC.
- 30.6 It shall be the duty of the National Secretary/Treasurer to cause to have certified the correctness of accounts of AMIC, and no statement of receipts and expenditure or its balance sheet shall be submitted to any general meeting unless they have been caused by him to be certified as correct in accordance with law.
- 30.7 Any funds of AMIC and its income and property shall be under the control of the Board, which shall have the sole management thereof.
- 30.8 The expenditures and payments made from the funds of AMIC shall be authorised by the Board, or, subject to the instructions and directions of the Board, the expenditures and payments made from the funds of AMIC shall be authorised by the duly authorised employee of AMIC.
- 30.9 It shall be the duty of the National Secretary/Treasurer to cause to have delivered to the Board by not later than the first September of each year copies of such accounts and other statements required by law to cause to be prepared from its accounting records, including the statement of revenue and expenditure and the balance sheet for the financial year ended 30th June of that year, together with a report by the auditor as required by law and these Rules.
- 30.10 Such person or persons as the Board may from time to time appoint, shall be entitled at all reasonable times to full and free access to all accounts, records, documents and papers relating

directly or indirectly to the receipt or payment of monies, or to the acquisition, receipt, custody or disposal of assets and is entitled to seek from any officer such information and explanations as they desires for the purposes of the Board.

### **31 - BUDGETS OF AMIC**

- 31.1 The Board shall cause to be prepared an annual budget of AMIC after consultation with The Australian Processor Council, National Smallgoods Council and the National Retail and General Industry Council, and any major sub-groups within an industry group who seek special services for the sub-group concerned or any officers appointed by the respective councils or sub-groups for that purpose.
- 31.2 The annual budget of AMIC shall include overall funding for all of the industry groups and any major sub-groups within an industry group who seek special services for the sub-group concerned.
- 31.3 The Australian Processor Council, National Smallgoods Council and the National Retail and General Industry Council must operate within its specific funding irrespective of the source of that funding. There will be no cross subsidisation between these Councils unless all the Councils agree.
- 31.4 For the purposes of achieving the objectives of sub-rule 31.3, the income from the investment assets of AMIC will be directed to the National Retail and General Industry Council for an initial period of five years as and from when this sub-rule was first certified by the Industrial Registrar. The period will be extended to a second period of five years on the approval of the Board, approval that shall not unreasonably be withheld. Following the expiration of the second five-year period a further period will be negotiated by the Board and the National Retail and General Industry Council.

### **32 - AUDITOR**

- 32.1 The Board shall appoint from time to time a properly qualified auditor in relation to the funds.
- 32.2 The auditor (including any nominee thereof) shall for audit purposes only, at all reasonable times, have access to the books and accounts of AMIC, and shall be entitled to examine the members of the Board, members of National Industry Councils, members of The Australian Processor Council, members of Divisional Industry Councils or employees of AMIC, with regard thereto, and to require such information and explanation as to them may appear necessary and proper, and may report from time to time to the Board with regard to any such books and accounts or any matter arising there from.
- 32.3 The relevant auditor shall hold office from the time of appointment unless terminated by resolution passed at an appropriate Special General Meeting or he has died, resigned, retired or he ceases to be an auditor as defined in the Act. Any casual vacancy occurring in the office of auditor may be filled by resolution of the Board.
- 32.4 Subject to law a retiring auditor shall be eligible for re-appointment.

### **33 - THE SEAL OF AMIC AND AUTHENTICATION OF DOCUMENTS**

- 33.1 The Seal of AMIC shall be kept in the care and control of the National Secretary/Treasurer at the registered office of AMIC and shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of two Board Members or in the presence of a Board member/one other person or in the presence of two persons as the Board may appoint for the purpose generally or from time to time; and such persons as aforesaid shall sign every instrument to which the Seal of AMIC is so affixed in their presence.
- 33.2 The use of the Seal will be recorded in a Seal Register with the initials of the document signatories appearing against the record of use.
- 33.3 Any other instrument or document not required by law to be under Seal shall be executed by such person or persons as the Board may from time to time appoint, or in case of an emergency or an urgent need by such person or persons as the National Chairman may appoint.

### **34 - CONDITIONS FOR LOANS, GRANTS AND DONATIONS BY AMIC**

A loan, grant or donation of an amount exceeding one thousand dollars (\$1,000.00) shall not be made by AMIC unless the Board has satisfied itself:

1. that the making of the loan, grant or donation would be in accordance with the other Rules of AMIC;
2. in relation to a loan - that, in the circumstances, the security proposed to be given for the repayment of the loan is adequate and the proposed arrangements for the repayment of the loan are satisfactory;

and has approved the making of the loan, grant or donation. The provisions of this Rule shall not in any way limit or affect any Rules of AMIC providing for payments that may be made by AMIC by way of provision for, or reimbursement of, out-of-pocket expenses incurred by persons for the benefit of AMIC or the making of such payments.

### **35 - INDUSTRY GROUPS**

- 35.1 The industry groups of AMIC to which these Rules are applicable are the retail and general industry group, the export meatworks (beef) industry group, the meat processors industry group, the export lamb, sheep and goat industry group, the pork processor industry group, the smallgoods industry group as may be altered, varied, dissolved or divided by the Board from time to time, after consultation with the industry groups directly affected and any additional industry groups which may be established from time to time by the Board after consultation with all existing industry groups. Any additional industry groups that are established may be altered, varied, dissolved or divided by the Board from time to time after consultation with the industry groups directly affected.
- 35.2 The various industry groups shall consist of members of AMIC carrying on business in the respective industry groups, who have been assigned by the Board to one or more industry groups.

### **36 - NATIONAL INDUSTRY COUNCILS**

#### **National Industry Councils for each of the Industry Groups**

- 36.1 Subject to sub-rule 36.7 of this Rule, there shall be a National Industry Council for each industry group, as provided by these Rules or as hereinafter altered or established by the Board from time to time. Provided that no existing National Industry Council shall be modified or dissolved unless the relevant National Industry Council is consulted. No new National Industry Council shall be created except by the Board which, subject to the Rules, shall have power to do all things it may consider necessary, desirable or convenient in or in connection with the alteration, dissolution or establishment of any National Industry Councils, Divisional Industry Councils or industry groups as it may alter, dissolve or establish from time to time.
- 36.2 Each National Industry Council shall consist of twelve (12) National Industry Councillors unless the Board decides, at the request of the National Industry Council that it shall consist of some smaller or larger figure. Provided also that where the Board wishes to alter the number of members on a National Industry Council it cannot do so without first consulting the National Industry Council affected.
- 36.3 With the exception of sub-rule 36.4, the National Industry Councillors shall be elected every fourth year by and from the Divisional Industry Councillors for the industry group concerned within each Division of AMIC. Each Divisional Industry Council shall elect by and from its members in accordance with these Rules the number of members of the National Industry Council concerned, calculated in accordance with sub-rule 36.5 of this Rule.
- 36.4 Where there are no Divisional Industry Councils in existence for a particular industry group, the number of National Industry Council members to be elected every fourth year from each Division shall be elected by a direct voting system involving a method of election at which all fully paid up financial members assigned to the industry group concerned in the Division are eligible to vote for such number or numbers of Councillors from each Division calculated in accordance with sub-rule 36.6 of this Rule.

### **National Industry Councils where there exist Divisional Industry Councils**

36.5 In accordance with this Rule and sub-rule 64.4 of Rule 64 (RETURNING OFFICERS AND SCRUTINEERS) the number of National Industry Councillors that shall be elected by and from the members of the Divisional Industry Councils concerned shall be as nearly as may be in direct proportion to the respective sizes of the industry group concerned in each Division area as indicated by the simple or unweighted average of:

1. the percentage of the total number of members assigned to the industry group in AMIC who are deemed members of the Division concerned, and
2. the percentage of the total number of staff employed in the industry group by the members of AMIC assigned to that industry group who are so employed in the Division concerned.

which such average shall be known as the size indicator for that Divisional Industry Council, subject to the following over-riding provisos that:

- a) the number of National Industry Councillors to be elected every fourth year by and from the members of a Divisional Industry Council with a size indicator of twenty-five percent (25%) or more shall be one quarter of the total number of members for that National Industry Council and no more;
- b) the number of National Industry Councillors to be elected by and from the members of a Divisional Industry Council with a size indicator of less than twenty-five percent (25%) shall not exceed one-quarter of the total number of members for that National Industry Council; and
- c) the number of National Industry Councillors to be elected each fourth year by and from the members of a Divisional Industry Council shall not be less than one (1).
- d) For the purposes of this Rule, the size indicators shall be calculated in percentages to the nearest first decimal place. The size indicators to be applied shall be calculated as at 1st March of each year in which elections are held or such other date in such year as the Board may from time to time determine.

### **National Industry Councils where there do not exist Divisional Industry Councils.**

36.6 In each Division area, in accordance with this Rule and sub-rule 64.4 of Rule 64 (RETURNING OFFICERS AND SCRUTINEERS), members of the industry group concerned shall elect, from the group, the number of National Councillors as nearly as may be in direct proportion to the respective sizes of the industry group concerned in each Division area as indicated by the simple or unweighted average of:

1. the percentage of the total number of members assigned to the industry group in AMIC who are deemed members of the Division concerned, and
2. the percentage of the total number of staff employed in the industry group by the members of AMIC assigned to that industry group who are so employed in the Division concerned.

which such average shall be known as the size indicator for that Division area subject to the following over-riding provisos that:

- a) the number of National Industry Councillors to be elected every fourth year by and from the deemed members of a Division area with a size indicator of twenty-five percent (25%) or more shall be one quarter of the total number of members for that National Industry Council and no more;
- b) the number of National Industry Councillors to be elected by and from the deemed members of a Division area with a size indicator of less than twenty-five percent (25%) shall not exceed one-quarter of the total number of members for that National Industry Council; and
- c) the number of National Industry Councillors to be elected each fourth year by and from the deemed members of a Division area shall not be less than one (1).
- d) For the purposes of this Rule, the size indicators shall be calculated in percentages to the nearest first decimal place. The size indicators to be applied shall be calculated as

at 1st March of each year in which elections are held or such other date in such year as the Board may from time to time determine.

### **The Pork Processor Industry Group**

36.7 Unless otherwise decided in accordance with these rules, there will be no National Industry Council or Divisional Industry Councils for the Pork Processor Industry Group.

36.8 In the case of the Pork Processor industry group all the fully paid up financial members of AMIC assigned to this industry group in all the Division areas shall elect by a direct voting system, every fourth year, one member to The Australian Processor Council.

### **Objects of the National Industry Councils**

36.9 The object of a National Industry Council shall be to:

1. discuss and consider industrial and business matters affecting or which may affect members assigned to the industry group concerned only (including matters concerning the participation of such members in the Federal or any other Industrial Conciliation and Arbitration system) and matters in or in connection therewith, and the making of policy in respect thereof;
2. to consult with any other National Industry Council or Councils of AMIC;
3. to confer with any Divisional Industry Council representing the same industry group;
4. to consult with any other organisation, body corporate or official body in relation to industrial or business matters which affect or may affect members of that industry group;
5. to exercise any power or duty delegated to the National Industry Council by the Board;
6. to make recommendations to the Board concerning industrial and business matters affecting or which may affect members of the industry group concerned;
7. to make recommendations to the Board concerning industrial and business matters affecting or which may affect members of the industry group and also affecting and which may affect members of any other industry group or groups;
8. to consider, approve and/or disapprove resolutions or decisions of Divisional Industry Councils covering members of the same industry group;
9. to recommend the establishment of advisory bodies in relation to any sub-group within the industry group and;
10. to decide, subject to any contrary decision under Rule 45 (CO-ORDINATION OF DECISIONS OF NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCIL) or any contrary decision of the Federal Court of Australia or the High Court of Australia, whether or not any industrial matter is or is not an industrial matter affecting or which may affect members of a Division area only, and whether or not any matter is a matter concerning or which may concern the participation of those members in any State Industrial Conciliation and Arbitration system.
11. to request the Board:
  - a) to bring any industrial disputes, claims or matters before any court, commissioner, committee, enquiry, board or any tribunal whatsoever, including any industrial tribunal of the Commonwealth of Australia, affecting any member or members within the industry group covered by the National Industry Council concerned or any matter which affects or may affect members of AMIC in one or more other National Industry Councils;
  - b) to give assistance to any member of AMIC covered by the National Industry Council charged with the breach of any law of the Commonwealth or a territory thereof, including any regulation, by-law, ordinance or any Federal award or any industrial agreement registered under the Commonwealth Conciliation and Arbitration Act, involving a question of principle or of any established custom or practice affecting or which may affect members covered by the National Industry Council generally or members of the same industry group or groups covered by any Divisional Industry Council;

- c) on behalf of any members of the industry group covered by the National Industry Council to make and take any legal steps to enforce any claims or demands relating to industrial matters upon any organisation or industrial or trade union of employees or employers, or upon any individual employees or employers, except in relation to industrial matters which affect or may affect members of AMIC in one or more other industry groups covered by one or more other National Industry Councils;
- d) to enter into Federal industrial agreements with any trade or industrial union or Council of employees or employers on industrial matters affecting or which may affect any members covered by that National Industry Council, including matters which affect or may affect members of AMIC generally or which affect or may affect members in one or more industry groups covered by one or more other National Industry Councils.

### **37 - THE AUSTRALIAN PROCESSOR COUNCIL**

37.1 There shall be a National Council named The Australian Processor Council which shall consist of persons elected in accordance with these Rules.

37.2 Subject to the Rules, The Australian Processor Council shall consist of nineteen (19) councillors to be elected every fourth year in accordance with these Rules by and from the members of the National Industry Processor Councils or, in the case of the Pork Processor industry group, a councillor elected by and from members of AMIC assigned to that industry group in all the Division areas.

37.3 The Australian Processor Council shall consist of:

1. Seven (7) representatives from the National Meat Processors Council;
2. Three (3) representatives from the National Export Lamb, Sheep and Goat Processor Council;
3. Eight (8) representatives from the National Export Meatworks (Beef) Processor Council;
4. One (1) representative of the Pork Processor industry group.

37.4 Where the Board wishes to alter the number of members on The Australian Processor Council it cannot do so without first consulting The Australian Processor Council.

#### **Objects of The Australian Processor Council**

37.5 The objects of the Australian Processor Council shall be to:

1. discuss and consider business matters affecting or which may affect members assigned to the industry groups being represented on the Council;
2. to consult with any other National Industry Council or Councils of AMIC;
3. to confer with any Divisional Industry Council representing the same industry groups;
4. to consult with any other organisation, body corporate or official body in relation to industrial or business matters which affect or may affect members of the industry groups;
5. to exercise any power or duty delegated to it by the Board;
6. to make recommendations to the Board concerning industrial and business matters affecting or which may affect members of the industry groups concerned;
7. to make recommendations to the Board concerning industrial and business matters affecting or which may affect members of the industry groups and also affecting and which may affect members of any other industry group or groups;
8. to consider, approve and/or disapprove resolutions or decisions of the National Industry Councils making up The Australian Processor Council;
9. to recommend the establishment of advisory bodies in relation to any sub-group within the industry groups.

**38 - ELIGIBILITY FOR ELECTION AS A MEMBER OF A NATIONAL INDUSTRY COUNCIL OR THE AUSTRALIAN PROCESSOR COUNCIL**

**National Industry Councils where there exist Divisional Industry Councils**

- 38.1 No person shall be eligible to be a candidate for election as a member of a National Industry Council unless the person is an individual member of AMIC who is a fully paid up financial member which has been assigned to the industry group concerned within a Division or is a representative of a member of AMIC who is a fully paid up financial member which has been assigned to the industry group concerned and is a member of a Divisional Industry Council: see Rule 48 (ELIGIBILITY OF A DIVISIONAL INDUSTRY COUNCIL MEMBER). For the purposes of this sub-rule, a fully paid up financial member is a member who, at the close of nominations for the election concerned, has fully paid up all subscriptions, levies, fees, dues and fines payable by him in respect of his membership of AMIC.
- 38.2 Under this head of the Rule no one representative of any member of AMIC, being a firm, partnership, company, corporation or trust shall be eligible to be a candidate for election to the office of a member of more than one National Industry Council at the same time.
- 38.3 Under this head of the Rule no member of AMIC, or members of a related corporation, can have more than one seat on any National Council.
- 38.4 Nothing under this head of the Rule shall prevent any member of AMIC, being a firm, partnership, company, corporation or trust, assigned to more than one industry group from nominating different representatives as candidates for election to the office of a member of a National Industry Council which covers an industry group to which the member is assigned.

**National Industry Councils where there do not exist Divisional Industry Councils**

- 38.5 No person shall be eligible to be a candidate for election as a member of a National Industry Council unless the person is an individual member of AMIC who is a fully paid up financial member which has been assigned to the industry group concerned or is a representative of an employer member of AMIC who is a fully paid up financial member which has been assigned to the industry group concerned within a Division. For the purposes of this sub-rule, a fully paid up financial member is a member who, at the close of nominations for the election concerned, has fully paid up all subscriptions, levies, fees, dues and fines payable by him in respect of his membership of AMIC.
- 38.6 Under this head of the Rule no one representative of any member of AMIC, being a firm, partnership, company, corporation or trust shall be eligible to be a candidate for election to the office of a member of more than one National Industry Council at the same time.
- 38.7 Under this head of the Rule no member of AMIC, or members of a related corporation, can have more than one seat on any National Council.
- 38.8 Nothing under this head of the Rule shall prevent any member of AMIC, being a firm, partnership, company, corporation or trust, assigned to more than one industry group from nominating different representatives as candidates for election to the office of a member of a National Industry Council which covers an industry group to which the member is assigned.

**The Australian Processor Council**

- 38.9 No person shall be eligible to be a candidate for election as a member of The Australian Processor Council unless:
1. an individual member of AMIC who is a fully paid up financial member that has been assigned to the industry group concerned or is a representative of a member of AMIC who is a fully paid up financial member that has been assigned to the industry group concerned; and
  2. is a member of one of the National Industry Processor Councils or, in the case of Pork Processor industry group, is a member assigned to that group: see Rule 37 (THE AUSTRALIAN PROCESSOR COUNCIL).

For the purposes of this sub-rule, a fully paid up financial member is a member who, at the close of nominations for the election concerned, has fully paid up all subscriptions, levies, fees, dues and fines payable by him in respect of his membership of AMIC.

38.10 For the purpose of this Rule, the words "member of AMIC" shall be deemed to refer to a group of related companies, within the meaning of the Corporations law or Codes, where a number of employer members of AMIC constitute such a group of related companies.

### **39 - OFFICE BEARERS OF NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCIL**

39.1 The office bearers of each Council covered by this Rule shall be a Chairman and a Deputy Chairman of each Council and such office bearers shall be elected every fourth year by and from the members of the Council concerned in accordance with these Rules. The duties of these office bearers shall not be duties that are of a full-time nature. They shall take office on the day of their election as soon as the result of the election has been declared and shall hold office thereafter until their successors are elected.

39.2 In the event of any casual vacancy occurring amongst the office bearers of a Council, such office shall thereupon become vacant and a vacancy shall be filled in accordance with the provisions of Rule 42 (CASUAL VACANCIES ON NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCILS).

39.3 Notwithstanding any other provision of this Rule nor of Rule 42 (CASUAL VACANCIES ON NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCIL), no person is entitled to be elected as an Office Bearer of a Council if that person had been consecutively elected in the same position as an Office Bearer in the three (3) previous General Elections of Office Bearers under this Rule. This restriction will take effect at the elections of 2005.

### **40 - PROCEEDINGS OF NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCIL**

40.1 A Council shall, unless it otherwise determines, meet at such time, day and place as the Chairman of the Council may from time to time determine and may adjourn and otherwise regulate its meetings and proceedings as it may from time to time determine. Provided further that any two (2) members of a Council may at any time requisition a meeting of the Council concerned. On receipt of such a requisition, the Chairman shall cause a meeting of the Council concerned to be convened not later than thirty (30) days from the receipt of such requisition.

40.2 Notwithstanding the provisions of the preceding sub-rule, the Chairman of a Council may call or arrange for meetings of the Council concerned otherwise than by way of personal attendance at such times and on such days as the Chairman or the Council, as the case may be, shall determine. Such meetings may be held by way of telephone, facsimile, letters, email or other documents or by other methods or by a combination of such means not requiring personal attendance, provided that all members of the Council concerned shall have such reasonable notice of such meeting as the Chairman or the Council, as the case may be, determines and further provided:

1. that a member of a National Industry Council elected by and from at least three (3) Divisional Industry Councils of AMIC shall participate in such a meeting other than by way of personal attendance; or
2. where no Divisional Industry Councils are established that at least three (3) members of a National Industry Council shall participate in such a meeting other than by way of personal attendance; or
3. in the case of The Australian Processor Council at least two (2) industry groups shall participate in such a meeting other than by way of personal attendance.

40.3 Notwithstanding the sub-rules of this Rule, an emergency meeting of a Council by personal attendance or otherwise may be called by the Chairman thereof at short notice of not less than two (2) hours or without prior notice if any five (5) members of the Council concerned agree. Provided that an emergency meeting shall only be held other than by way of personal attendance if it is not reasonably practicable, in the opinion of the Chairman of that Council, to hold the emergency meeting by way of personal attendance. An emergency meeting is subject to the same participation requirements as in sub-rule 40.2 of this Rule.

40.4 A meeting not being an emergency meeting of a Council held by way of personal attendance shall be convened by notice in writing of not less than fourteen (14) days given to each member of the

Council, provided that in the case of business deemed urgent by the Chairman, notice in writing of not less than four (4) days shall be given to each member of the Council concerned.

- 40.5 A quorum for a meeting of a National Industry Council shall be any five (5) members of each of the National Industry Councils, except as otherwise provided by sub-rule 40.2 of this Rule provided further that the quorum for an emergency meeting held by way of personal attendance pursuant to sub-rule 40.3 of this Rule shall be any three (3) members.
- 40.6 A quorum for a meeting of The Australian Processor Council shall be any ten (10) members of the Council, except as otherwise provided by sub-rule 40.2 of this Rule provided further that the quorum for an emergency meeting held by way of personal attendance pursuant to sub-rule 40.3 of this Rule shall be any five (5) members.
- 40.7 Questions arising at any meeting of a Council shall be decided by a majority of votes and in the case of an equality of votes, the Chairman shall have a second or casting vote. Each member of a Council shall have one vote except where the Chairman has a second or casting vote.
- 40.8 Notwithstanding anything contained in the foregoing sub-rules of this Rule, the Chairman of a Council may submit any question to a vote by the members of the Council concerned. He may cause such question to be submitted by letter, facsimile, telephone or e-mail and may direct that the replies shall be received by a specified and date from the members of that Council and shall be by letter, facsimile, telephone or e-mail. Any member who has not recorded a vote within the specified time and date shall be deemed to have abstained from voting on the question and deemed abstentions shall be disregarded in counting the votes. The decision of the majority of the members of a Council in such vote shall have the like force as a decision made by that Council as if it had been passed at a meeting of that Council held by way of personal attendance and duly called and constituted. Such decision shall be recorded in the Minutes of the Council concerned.

A majority of members of a Council may requisition the Chairman thereof to submit any question to a vote by the members of that Council in accordance with the foregoing provisions of this sub-rule. In such a case the Chairman shall submit the questions specified by the requisitions to a vote by the members of the Council concerned within twenty-four (24) hours. Any member who has not recorded a vote within forty-eight (48) hours of the question being submitted by letter, facsimile, telephone or e-mail or by such other later time as may have been determined by the Chairman, shall be deemed to have abstained from voting on the question and deemed abstentions shall be disregarded in counting the votes. Where a question has been submitted to a vote of the members of a Council in accordance with this sub-rule, the question shall be deemed to have been voted upon by the members of the Council concerned on the last day on which the reply by way of letter, facsimile, telephone or email, as the case may be, has been received, with the time allowed in accordance with the provisions of this sub-rule, by the Chairman of that Council, to whom all replies shall be directed.

- 40.9 A duly convened meeting of members of a Council for the time being, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions by or under these Rules, for the time being vested in or exercisable by that Council generally.
- 40.10 A Council shall have power to allow any person or persons to attend and take part in its meetings as an observer or adviser; providing that any such person admitted as an observer or adviser shall not have the right to vote on questions arising at any such meeting.
- 40.11 If a meeting of a Council is called following the election of the members of that Council at the elections held every fourth year, but prior to the declaration of the election of the office bearers of that Council, the members of that Council concerned shall elect a Chairman for that meeting from amongst the Council members concerned present at that meeting. Notwithstanding any other provision contained in these Rules, as and from the date upon which the relevant Returning Officer declares the members of a Council duly elected and the date upon which the office bearers of the newly elected Council assume office the office bearers of the outgoing Council shall not be entitled to vote at any meeting of the relevant Council unless any office bearer shall have been re-elected to the Council in which case such person shall be entitled to vote in the capacity of a newly elected Councillor as the case may be.

- 40.12 Subject to any order of the Federal Court of Australia or the High Court of Australia to the contrary, all meetings, proceedings, determinations, decisions or resolutions of a Council held or made in

good faith shall be deemed valid notwithstanding any non-compliance that may be discovered afterwards with the provisions of the foregoing sub-rules of this Rule.

40.13 The provisions, of this Rule, other than the provisions of sub-rule 40.12 of this Rule, shall be directory only, and not mandatory.

#### **41 - ALTERNATES - NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCIL**

41.1 If any member of a National Industry Council is unable to attend any meeting or meetings thereof, the Divisional Industry Council to which the member belongs shall have power to appoint some other member of the Divisional Industry Council or the National Industry Council to represent the first mentioned officer.

41.2 Where there has not been established Divisional Industry Councils if any member of a National Industry Council is unable to attend any meeting or meetings thereof the replacement member attending such meeting or meetings shall be the candidate from the same Division area who would have been elected to the National Industry Council had not the member of the National Industry Council been a candidate.

41.3 If any member of The Australian Processor Council is unable to attend any meeting or meetings thereof, the relevant National Industry Council from which the member was elected, shall have power to appoint some other member of that National Industry Council to represent the first mentioned officer. In the case of the Pork Processor industry group the members of this group shall meet, at a meeting convened by the Chairman of The Australian Processor Council, to appoint some other member to represent the person unable to attend.

41.4 All acts performed by a duly appointed alternate of a member of the National Industry Council shall have the same force and effect as if they had been performed by such member of the National Industry Council.

#### **42 - CASUAL VACANCIES ON NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCIL**

42.1 Subject to other sub-rules of this Rule, in the event of any casual vacancy or vacancies on a National Industry Council occurring the Divisional Industry Council or Councils concerned shall elect forthwith by secret postal ballot in accordance with Rule 68 (ELECTION OF DIVISIONAL INDUSTRY COUNCIL OFFICE BEARERS AND NATIONAL INDUSTRY COUNCIL MEMBERS FROM DIVISIONAL INDUSTRY COUNCILS) one or more of its numbers to fill such vacant office, provided further that if so much of the expired term of the vacant office exceeds twelve (12) months, then the Divisional Industry Council concerned shall at its next meeting after the occurrence of the vacancy or vacancies appoint one or more of its members to fill such vacant office, as the case may require.

42.2 In the event of any casual vacancy or vacancies occurring on a National Industry Council where there are no Divisional Industry Councils established then the deemed members of the Division from where the vacancy occurred shall forthwith proceed to hold a secret postal ballot in accordance with Rule 67 (ELECTION OF DIVISIONAL INDUSTRY COUNCIL MEMBERS, NATIONAL INDUSTRY COUNCIL MEMBERS WHERE THERE ARE NO DIVISIONAL INDUSTRY COUNCILS AND PORK PROCESSOR INDUSTRY GROUP REPRESENTATIVE ON THE AUSTRALIAN PROCESSOR COUNCIL) to fill such vacant office, provided further that if so much of the expired term of the vacant office exceeds twelve (12) months, then the National Industry Council concerned shall at its next meeting after the occurrence of the vacancy or vacancies appoint one or more of the persons assigned to the industry group from the Division or Divisions concerned to fill such vacant office, as the case may require.

42.3 In the event of any casual vacancy or vacancies on The Australian Processor Council the National Industry Council concerned from which the vacancy or vacancies occurred shall elect forthwith by secret postal ballot in accordance with Rule 68 (ELECTION OF DIVISIONAL INDUSTRY COUNCIL OFFICE BEARERS AND NATIONAL INDUSTRY COUNCIL MEMBERS FROM DIVISIONAL INDUSTRY COUNCILS) one or more of its numbers to fill such vacant office, provided further that if so much of the expired term of the vacant office exceeds twelve (12) months, then the National Industry Council concerned shall at its next meeting after the occurrence of the vacancy or vacancies appoint one or more of its members to fill such vacant office, as the case may require. If the casual vacancy concerns the Pork Processor industry group representative on the

Council then members of AMIC assigned to that industry group shall elect forthwith by secret ballot in accordance with these Rules one of its number to fill such vacant office provided further that if so much of the expired term of the vacant office exceeds twelve (12) months, then The Australian Processor Council shall at its next meeting after the occurrence of the vacancy appoint a member of AMIC assigned to that industry group to fill such vacant office.

- 42.4 In the event of any casual vacancy occurring amongst the office bearers of a National Industry Council or The Australian Processor Council, then the Council shall elect forthwith by secret postal ballot in accordance with Rule 69 or 70 (ELECTION OF NATIONAL INDUSTRY COUNCIL OFFICE BEARERS AND AUSTRALIAN PROCESSOR COUNCIL MEMBERS OTHER THAN THE PORK INDUSTRY GROUP), (ELECTION OF OFFICE BEARERS OF THE AUSTRALIAN PROCESSOR COUNCIL) one of its number to fill such vacant office, provided further that if so much of the expired term of the vacant office exceeds twelve (12) months, then the Council shall at its next meeting after the occurrence of the vacancy appoint one of its members to fill such vacant office.

### **43 - POWERS OF NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCIL**

#### **Powers of the National Industry Councils**

- 43.1 Subject to these Rules and to the decisions and resolutions of members of the industry group or groups in general meeting:
1. the discussion and consideration of industrial and business matters affecting members of that industry group only (including matters concerning the participation of such members only in the Federal Industrial Conciliation and Arbitration system and the making of policy in respect thereof) shall be vested in the National Industry Council covering such members, and
  2. policies made by a National Industry Council in respect of industrial and business matters affecting members of that industry group only in more than one Division area of AMIC including matters concerning the participation of such members only in the Federal or any other Industrial Conciliation and Arbitration system shall be the policy of AMIC until altered, and
  3. a National Council covering such members shall also have the power to discuss and consider industrial and business matters affecting or which may affect members of that industry group and which also affect or may affect members of any other industry group or groups including matters concerning the participation of members of the industry group or groups concerned in the Federal or any other Industrial Conciliation and Arbitration system and to make decisions and pass resolutions in respect thereof, which decisions and resolutions, subject to the provisions of Rule 45 (CO-ORDINATION OF DECISIONS OF NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCIL) shall be the policy of AMIC until altered.
- 43.2 Without in any way limiting the general powers conferred by these Rules or otherwise on a National Industry Council it is hereby expressly declared that it shall have the following powers, namely:
1. to consult with any other National Industry Council or Councils of AMIC;
  2. to confer with any Divisional Industry Council representing the same industry group or groups;
  3. to consult with any other organisation, body, corporate or official body in relation to industrial or business matters which affect or may affect members of that industry group or groups;
  4. to exercise any power or duty delegated to the National Industry Council by the Board;
  5. to make recommendations to the Board concerning industrial and business matters affecting or which may affect members of the industry group or groups concerned;
  6. to make recommendations to the Board concerning industrial and business matters affecting or which may affect members of the industry group or groups and also affecting and which may affect members of any other industry group or groups;
  7. to consider, approve and/or disapprove resolutions or decisions of any Divisional Industry Councils covering members of the same industry group or groups;

8. to recommend the establishment of advisory bodies in relation to any sub-group within the industry group or groups; and
  9. to decide, subject to any contrary decision under Rule 45 (CO-ORDINATION OF DECISIONS OF NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCIL) or any contrary decisions of the Federal Court of Australia or the High Court of Australia, whether or not any industrial matter is or is not an industrial matter affecting or which may affect deemed members of a Division only, and whether or not any matter is a matter concerning or which may concern the participation of a Division in any State Industrial Conciliation and Arbitration system;
  10. to request the Board:
    - a) to bring any industrial disputes, claims or matters before any court, commissioner, committee, enquiry, board or any tribunal whatsoever, including any industrial tribunal, of the Commonwealth of Australia, or its territories affecting any member or members within the industry group covered by the National Industry Council concerned or any matter which affects or may affect members of AMIC in one or more other industry groups covered by one or more other National Industry Council;
    - b) to give assistance to any member of AMIC covered by the National Industry Council charged with the breach of any Federal law, regulation, or award, involving a question of principal or of any established custom or practice affecting or which may affect members covered by the National Industry Council generally or members of the same industry group or groups covered by any particular Divisional Industry Council;
    - c) on behalf of any members of the industry group or groups covered by the National Industry Council to make and take any legal steps to enforce any claims or demands relating to industrial matters upon any organisation or industrial or trade union of employees or employers, or upon any individual employee or employer except in relation to industrial matters which affect or may affect members of AMIC in one or more other industry groups covered by one or more other National Industrial Councils;
    - d) to enter into Federal industrial agreements with any trade or industrial union or Council of employees or employers on industrial matters affecting or which may affect any members covered by that National Industry Council, including matters which affect or may affect members of AMIC generally or which affect or may affect members in one or more industry groupings covered by one or more other National Industry Councils.
- 43.3 Subject to the provisions of Rule 45 (CO-ORDINATION OF DECISIONS OF NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCIL) a National Industry Council is subject to the valid decisions and resolutions of and the direction and control of the Board in all matters except industrial and business matters affecting or which may affect members assigned to the relevant industry group or groups only, including matters concerning or which may concern the participation of such members only in the Federal or any other Industrial Conciliation and Arbitration system and the making of policy in respect thereof.
- 43.4 For the purposes of this Rule the words "industrial and business matters".shall not be construed so as to extend to cover the administration, management or control of AMIC, its property or funds.
- 43.5 A National Industry Council or any member or office-bearer thereof shall not take any action on any industrial matter affecting or likely to affect members of AMIC covered by any other National Industry Council or Councils, (whether or not such members are covered by the National Industry Council concerned) without first arranging for consultations between representatives of the National Industry Council and the other National Industry Council or Councils concerned or, in the absence of agreement in such consultations, without first referring the matter to the Board. A National Industry Council or any member or office-bearer thereof shall not take any action on an Industrial matter which is inconsistent with any agreement with representatives of any other National Industry Council or National Industry Councils or is inconsistent with any decision or resolution made pursuant to Rule 45 (CO-ORDINATION OF DECISIONS OF NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCIL).

### **Powers of The Australian Processor Council**

- 43.6 Without in any way limiting the powers conferred by these Rules or otherwise on a National Industry Council it is hereby expressly declared that The Australian Processor Council shall have the following powers, namely:
1. to consult with any other National Industry Council or Councils of AMIC;
  2. to confer with any Divisional Industry Council representing processor industry group or groups;
  3. to consult with any other organisation, body, corporate or official body in relation to business matters which affect or may affect members of a processor industry group or groups;
  4. to exercise any power or duty delegated to the Council by the Board;
  5. to make recommendations to the Board concerning business matters affecting or which may affect members of the processor industry group or groups concerned;
  6. to make recommendations to the Board concerning business matters affecting or which may affect members of the processor industry group or groups and also affecting and which may affect members of any other industry group or groups;
  7. to consider, approve and/or disapprove resolutions or decisions of any Divisional Industry Councils covering members of the processor industry group or groups;
  8. to recommend the establishment of advisory bodies in relation to any sub-group within the processor industry group or groups; and
  9. to do and decide all things necessary to further the interests of processor industry group or groups.
- 43.7 Subject to the provisions of Rule 45 (CO-ORDINATION OF DECISIONS OF NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCIL) The Australian Processor Council is subject to the valid decisions and resolutions of and the direction and control of the Board in all matters except business matters affecting or which may affect members only that are assigned to the relevant processor industry group or groups.
- 43.8 For the purposes of this Rule the words "business matters" shall not be construed so as to extend to cover the administration, management or control of AMIC, its property or funds.
- 43.9 Notwithstanding any else contained in this Rule The Australian Processor Council shall have the power to appoint a sub-group from its members made up of four (4) export and four (4) domestic (beef and sheep) members, as a reference group for industrial award and related issues.

### **44 - DECISIONS OF NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCIL AND OF MEMBERS OF INDUSTRY GROUPS COVERED BY NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCIL IN GENERAL MEETINGS OF SUCH MEMBERS**

Subject to decisions and resolutions of members of AMIC in general meeting and subject to the provisions of Rule 45 (CO-ORDINATION OF DECISIONS OF NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCIL) a decision or resolution of a National Industry Council or the Australian Processor Council or of members of AMIC covered by an industry group at a general meeting of such members concerning industrial or business interests affecting or which may affect those members assigned to the industry group or groups concerned shall be the policy of AMIC on that matter and shall be binding on AMIC and each of the industry groups of AMIC and on the elected officers of AMIC, provided further that such decisions or resolutions shall be binding on other National Industry Councils.

### **45 - CO-ORDINATION OF DECISIONS OF NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCIL**

In the event that any decision or resolution, made by any National Council is or appears to be incompatible or in conflict with one or more decisions or resolutions of any one or more of the other National Councils, at the request of any one or more National Councils the Board may resolve the matter, if the Board considers the matter to be one which is or appears to be incompatible or in conflict with one or

more decisions or resolutions of any National Council. The Board will conduct a joint meeting with the Councils concerned to hear the nature of the conflict or incompatibility before fairly deciding the issue. A decision of the Board shall be the policy of AMIC and binding on all Councils and on all Divisional Industry Councils on that matter. Members of the Board, including National Chairman, will have one vote each.

The National Retail or Smallgoods Council or The Australian Processor Council may refer any matter on which two or all of the Councils cannot agree or reach consensus to the Board for decision.

#### 46 - DIVISIONS OF AMIC

The States of New South Wales, Queensland, Victoria, South Australia, Western Australia and Tasmania shall be the Divisions of AMIC for the purpose of these Rules, until otherwise determined by the Board, which may alter the number of the Divisions and their boundaries after consultation with the Industry Councils directly affected. For the purposes of this sub-rule the Australian Capital Territory shall be deemed to be included in the territory of the New South Wales Division, and the Northern Territory shall be deemed to be included within the territory of the South Australian Division. For the purposes of this sub-rule, all other Territories of the Commonwealth of Australia shall be deemed to be a part of the Australian Capital Territory and shall, for the time being, as a consequence, be deemed to be included within the territory of the New South Wales Division.

#### 47 - DIVISIONAL INDUSTRY COUNCILS

47.1 A Divisional Industry Council for each industry group may exist as provided for by these rules or as hereinafter altered or established by the Board from time to time, provided that:

1. no existing Divisional Industry Council shall be modified or dissolved without the consent of the corresponding National Industry Council;
2. no new Divisional Industry Council shall be established unless a corresponding National Industry Council is established or unless the national industry group concerned decide otherwise and approval is obtained from the Board.

47.2 Where Divisional Industry Councils exist, they shall consist of not more than twelve (12) Divisional Industry Council members or such lesser number as may be determined from time to time by the Board, elected every fourth year in accordance with these Rules by a direct voting system involving a method of election at which all fully paid up financial members and no other members of AMIC in the Division concerned who have been assigned to the industry group concerned are eligible to vote. Subject to alterations in the numbers of Divisional Industry Council members for each industry group within each Division and to alterations as a result of the establishment, dissolution or modification of industry groups by the Board from time to time, the number of Divisional Industry Council members elected to the respective Divisional Industry Councils in the respective Divisions shall be as hereinafter set out:

	Divisional Retail & General Industry Council	Divisional Export Meatworks (Beef) Processor Council
NSW	12 Members	12 Members
VIC	12 "	12 "
QLD	12 "	12 "
SA	7 "	5 "
WA	7 "	5 "
TAS	7 "	5 "

	Divisional Meat Processors Council	Divisional Export Lamb, Sheep and Goat Council
NSW	12. Members	5 Members
VIC	12 "	5 "
QLD	12 "	5 "
SA	5 "	5 "
WA	5 "	5 "
TAS	5 "	5 "

provided further that any alteration in the number of Divisional Industry Council members to be elected for a Divisional Industry Council of a Division shall be subject to the prior approval of the Board.

47.3 Members of Divisional Industry Councils shall be elected every fourth year in accordance with these Rules. They shall hold office immediately following the declaration of the election concerned by the Divisional Returning Officer and thereafter until their successors are elected in the elections held in the fourth year thereafter.

47.4 Subject to these Rules, the objects of a Divisional Industry Council shall be to:

1. to consult with any other Divisional Industry Council or Councils within the Division;
2. to consult with other corresponding Divisional Industry Councils in other Divisions of AMIC covering members of the same industry group provided that such consultation is under the control of the National Industry Council concerned and is with its consent;
3. to exercise any power or duty delegated to the Divisional Industry Council by the National Industry Council concerned;
4. to make recommendations to the National Industry Council concerned in relation to industrial and business matters affecting deemed members of the Division covered by the Divisional Industry Council;
5. to make recommendations to the National Industry Council concerned in relation to industrial and business matters affecting deemed members of the Division covered by the Divisional Industry Council and also affecting deemed members of the Division covered by any other Divisional Industry Council or Councils of that Division;
6. to make recommendations to the National Industry Council concerned in relation to the establishment of advisory bodies in relation to any sub-group within the deemed members of the Division covered by the Divisional Industry Council;
7. to make recommendations to a joint meeting of any one or more Divisional Industry Councils in that Division in relation to any industrial matter affecting or which may affect members of the Division only, or in relation to the participation of the Division in any State Industrial Conciliation and Arbitration system;
8. to consult with any other organisation Council or body corporate or official body in relation to the industrial or business matters which affect or may affect deemed members of the Division assigned to that industry group.

47.5 A sub-group within a particular industry group or groups, not having fewer than 5 members, may request a Chairman of a Divisional Industry Council, or his nominee, to convene a meeting for a particular time and place. The said Chairman will ensure that all members who have advised that they are of that particular industry sub group are appropriately informed of the meeting.

#### **48 - ELIGIBILITY OF A DIVISIONAL INDUSTRY COUNCIL MEMBER**

48.1 No person shall be eligible to be elected or remain as a member of a Divisional Industry Council unless:

1. the person is a member of AMIC or a representative of such member who is a fully paid up financial member; and
2. the person is either:
  - a) a deemed member of the Division in their own right; or
  - b) a member of a partnership which is a deemed member of the Division; or
  - c) a director or an employee, being an executive officer of such a deemed member in their own right or of such a partnership; or
  - d) a director or an employee, being an executive officer of a company, corporation or trust which is a deemed member of the Division; and
3. the deemed individual member, partnership, firm, company, corporation or trust has been assigned to the industry group covered by the Divisional Industry Council concerned.

For the purposes of this Rule, a fully paid financial member is a member who, at the close of nominations for the election concerned, has fully paid up all subscriptions, levies, fees, dues and fines payable by him in respect of his membership of AMIC.

- 48.2 A person eligible as a member of a Divisional Industry Council who is an individual member of AMIC or is a representative of a member of AMIC shall be eligible to be a candidate for election, at the same time, to the office of a member of more than one Divisional Industry Council within a Division of which the member of AMIC is a deemed member, provided the member has been assigned to each industry group concerned.
- 48.3 Nothing in this Rule shall prevent a member of AMIC, not being an individual member, from nominating different representatives of the member to be candidates for election to the office of a member of a Divisional Industry Council within a Division of AMIC, or within any other Division of AMIC of which the member of AMIC is a deemed member.
- 48.4 For the purposes of sub-rules 48.2 and 48.3 of the Rule, the words "member of AMIC, being a company" shall be deemed to refer to a group of related companies, within the meaning of the Corporations law and Codes, where a number of employer members of AMIC constitute such a group of related companies.

#### **49 - DIVISIONAL INDUSTRY COUNCIL OFFICE BEARERS**

- 49.1 The Divisional Industry Council office bearers shall be elected in accordance with these Rules in every fourth year by and from the members of the Divisional Industry Council and shall hold office immediately following the declaration of the election concerned and thereafter until their successors are elected.
- 49.2 Office bearers of each Divisional Industry Council shall be a Chairman and a Deputy Chairman.
- 49.3 Notwithstanding any other provision of this Rule nor of Rule 51 (CASUAL VACANCIES - DIVISIONAL INDUSTRY COUNCILS), no person is entitled to be elected as an office bearer of a Divisional Industry Council if that person had been consecutively elected in the same position as an Office Bearer in the three (3) previous General Elections of Office Bearers under this Rule. This restriction will take effect at the elections of 2005.

#### **50 - PROCEEDINGS OF A DIVISIONAL INDUSTRY COUNCIL**

- 50.1 A Divisional Industry Council shall, unless it shall otherwise determine, meet at least once each year and at such other times on such day or days as the Divisional Industry Council or its Chairman shall from time to time determine and may otherwise meet for the despatch of business and may adjourn and otherwise regulate all meetings and proceedings as it may from time to time determine provided further that any five (5) members of the Divisional Industry Council may at any time requisition a meeting of the Divisional Industry Council. On receipt of such a requisition, the Chairman of the Divisional Industry Council concerned shall convene a meeting of the Divisional Industry Council not later than thirty (30) days from the receipt of such requisition. A meeting of a Divisional Industry Council shall be convened by notice in writing of not less than fourteen (14) days given to each member of the Divisional Industry Council concerned, provided that in the case of business deemed

- urgent by the Chairman of the Divisional Industry Council concerned, notice in writing of not less than four (4) days shall be given to each member of the Divisional Industry Council concerned.
- 50.2 Notwithstanding the provisions of the sub-rule 50.1 of this Rule, an emergency meeting of a Divisional Industry Council may by personal attendance or otherwise be called by the Chairman of the Divisional Industry Council at short notice of not less than two (2) hours or without prior notice if one third of the members (or the next whole number down) of the Divisional Industry Council so agree. Provided further that an emergency meeting of a Divisional Industry Council may be requisitioned by one third (1/3) of the members (or the next whole number down) if the business to be dealt with at the requisitioned meeting is such as to require an emergency meeting on short notice of not less than two (2) hours to all members of the Divisional Industry Council concerned. In such a case, on receipt of such a requisition and provided that in the opinion of the Chairman of the Divisional Industry Council concerned there exists an emergency, all other members of the Divisional Industry Council where reasonably practicable shall be advised urgently of the meeting and the decisions taken at such emergency meeting.
- 50.3 A quorum for a Divisional Industry Council will be one third of its members. Questions arising at any meeting of a Divisional Industry Council shall be decided by a majority of votes and in the case of an equality of votes, the Chairman shall have a second or casting vote. Each member of a Divisional Industry Council shall have one vote except where the Chairman has a second or casting vote.
- 50.4 A duly convened meeting of members of a Divisional Industry Council for the time being, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers and discretions by or under these Rules, for the time being vested in or exercisable by a Divisional Industry Council concerned generally.
- 50.5 A Divisional Industry Council shall have power to allow any person or persons to attend and take part in its meetings as an observer or adviser providing that any such person admitted as an observer or adviser shall not have the right to vote on questions arising at any such meeting.
- 50.6 If a meeting of a Divisional Industry Council is called following the election of the members of the Divisional Industry Council at the elections held every fourth year, but prior to the declaration of the election of the office bearers of the Divisional Industry Council concerned, the meeting shall elect a Chairman for that meeting from amongst the Divisional Industry Councillors present at that meeting. Notwithstanding any other provision contained in these Rules, as and from the date upon which the relevant Returning Officer declares the members of a Council duly elected and the date upon which the office bearers of the newly elected Council assume office the office bearers of the outgoing Council shall not be entitled to vote at any meeting of the relevant Council unless any office bearer shall have been re-elected to AMIC in which case such person shall be entitled to vote in the capacity of a newly elected Councillor as the case may be.
- 50.7 The provisions of this Rule other than the provisions of sub-rule 50.6 shall be directory only, and not mandatory.

#### **51 - CASUAL VACANCIES - DIVISIONAL INDUSTRY COUNCILS**

- 51.1 In the event of any casual vacancy or vacancies occurring on a Divisional Industry Council, the deemed members of the Division assigned to the industry group concerned shall elect by secret postal ballot in accordance with Rule 67 (ELECTION OF DIVISIONAL INDUSTRY COUNCIL MEMBERS, NATIONAL INDUSTRY COUNCIL MEMBERS WHERE THERE ARE NO DIVISIONAL INDUSTRY COUNCILS AND PORK PROCESSOR INDUSTRY GROUP REPRESENTATIVE ON THE AUSTRALIAN PROCESSOR COUNCIL) one of their number to fill the vacancy, provided that if so much of the expired term of the vacant office exceeds twelve (12) months, then the Divisional Industry Council shall proceed at its next meeting to appoint a deemed member of the Division assigned to that industry group to fill the vacancy.
- 51.2 In the event of any casual vacancy occurring amongst the office bearers of a Divisional Industry Council then the Divisional Industry Council shall elect forthwith by a secret ballot in accordance with Rule 68 (ELECTION OF DIVISIONAL INDUSTRY COUNCIL OFFICE BEARERS AND NATIONAL INDUSTRY COUNCIL MEMBERS FROM DIVISIONAL INDUSTRY COUNCILS), one of its members to fill such vacant office, provided further that if so much of the expired term of the vacant office exceeds

twelve (12) months, then the Divisional Industry Council concerned shall proceed at its next meeting by a resolution to appoint one of its members to fill such vacant office.

## 52 - POWERS OF DIVISIONAL INDUSTRY COUNCILS

52.1 Subject to these Rules, and to:

1. the decisions and resolutions and the direction and control of the Board on corporate governance;
2. the decisions and resolutions of members of AMIC in general meeting;
3. the decisions and resolutions and the direction and control of the National Industry Council concerned;
4. the decisions and resolutions of members of AMIC assigned to the industry group concerned in a general meeting of such members;
5. the decision and resolutions of deemed members of the Division assigned to the industry group concerned in a general meeting of such deemed members;

in respect of matters (other than matters affecting or which may affect deemed members of the Division only, which shall be deemed to include matters concerning the participation in any State Industrial Conciliation and Arbitration system in the area covered by the Division), the Divisional Industry Council, in addition to the powers and authorities by these Rules specially conferred upon it, may exercise all such powers and do all such acts and things as may be exercised and done by the National Industry Council in respect of the deemed members of the Division assigned to the industry group concerned, and which are not hereby especially directed or required to be exercised or done in a general meeting of the deemed members of the Division assigned to the industry group concerned.

52.2 Without in any way limiting the general powers conferred by these Rules or otherwise on the Divisional Industry Council, it is hereby expressly declared that it shall have the following powers provided always that the exercise of such powers is not inconsistent with or in conflict with any of the decisions or resolutions of the kinds referred to in sub-rule 52.1 of this Rule that is to say, powers in respect of industrial and business matters affecting the deemed members of the Division assigned to the industry group concerned and in respect of the participation of such members in any State Industrial Conciliation and Arbitration system:

1. to consult with any other Divisional Industry Council or Councils within the Division;
2. to consult with other corresponding Divisional Industry Councils in other Divisions of AMIC covering members of the same industry group provided that such consultation is under the control of the National Industry Council concerned and with its consent;
3. to exercise any power or duty delegated to the Divisional Industry Council by the National Industry Council concerned;
4. to make recommendations to the National Industry Council concerned in relation to industrial and business matters affecting deemed members of the Division covered by the Divisional Industry Council;
5. to make recommendations to the National Industry Council concerned in relation to industrial and business matters affecting deemed members of the Division covered by the Divisional Industry Council and also affecting deemed members of the Division covered by any other Divisional Industry Council or Councils of that Division;
6. to make recommendations to the National Industry Council concerned in relation to the establishment of advisory bodies in relation to any sub-group within the deemed members of the Division covered by the Divisional Industry Council;
7. to make recommendations to a joint meeting of any one or more Divisional Industry Councils in that Division in relation to any industrial matter affecting or which may affect members of the Division only, and in relation to the participation of the Division in any State Industrial Conciliation and Arbitration system;

8. to consult with any other organisation, Council or body corporate or official body in relation to the industrial or business matters which affect or may affect deemed members of the Division assigned to that industry group.
  9. from time to time and by clear resolution in writing to be able to instruct members of the Divisional Industry Council who have been elected onto a National Industry Council from that Divisional Industry the view and recommendation of that Divisional Industry Council on an issue affecting members of that Council and how the member should vote when the issue is being discussed, considered and voted upon at a meeting of the National Industry Council.
- 52.3 It shall be competent for a Divisional Industry Council, by resolution of at least seventy-five percent (75%) of its members present and voting at a meeting by way of personal attendance, to remove a member of a National Industry Council elected or appointed from that Divisional Industry Council if the member or where the member is a representative of a member, that member has been found to have committed an offence of one or more of the following:
1. a substantial breach of the Rules of AMIC; or
  - 2, gross misbehaviour by the member of the Divisional Industry Council in or in connection with the performance of any office held by him within AMIC; or
  3. gross neglect of duty by the member of the committee or council in or in connection with his duties as an officer or office bearer within AMIC.
- 52.4 The procedure to be followed by the Divisional Industry Council when considering a matter as outlined in sub-rule 52.3 shall be that as is outlined in Rule 55 (OFFENCES) of these Rules but noting that the Divisional Industry Council does not have the power to deal with any matter concerning the alleged misappropriation of any funds of AMIC by any person.
- 52.5 If a member of a Divisional Industry Council is removed from a National Industry Council, in accordance with sub-rules 52.3 and 52.4 of this Rule the position on the National Industry Council shall be filled by the procedure in Rule 51(CASUAL VACANCIES - DIVISIONAL INDUSTRY COUNCILS).
- 52.6 A Divisional Industry Council or any member or office-bearer thereof shall not take any action on an industrial matter affecting or likely to affect members of AMIC covered by any other Divisional Industry Council, whether or not they are covered by the Divisional Industry Council concerned, without first arranging for consultations between representatives of the Divisional Industry Council and the other Divisional Industry Council or Councils concerned as provided in sub-rule 52.2(2) of this Rule and, without obtaining the consent of the National Industry Council covering the industry group covered by the Divisional Industry Council. A Divisional Industry Council or any member or office bearer thereof shall not take any action on any industrial matter which is inconsistent with any agreement with representatives of any other Divisional Industry Council or Councils or is inconsistent with any agreement made between representatives of any National Industry Councils or is inconsistent with any decision or resolution made pursuant to Rule 45 (CO-ORDINATION OF DECISIONS OF NATIONAL COUNCILS).

### **53 - DECISIONS OF DIVISIONAL INDUSTRY COUNCILS AND OF MEMBERS OF INDUSTRY GROUPS COVERED BY DIVISIONAL INDUSTRY COUNCILS IN GENERAL MEETINGS OF SUCH MEMBERS**

The provisions of Rule 44 (DECISIONS OF NATIONAL INDUSTRY COUNCILS AND OF MEMBERS OF INDUSTRY GROUPS COVERED BY NATIONAL INDUSTRY COUNCILS IN GENERAL MEETINGS OF SUCH MEMBERS AND THE AUSTRALIAN PROCESSOR COUNCIL) shall apply, mutatis mutandis.

### **54 - CO-ORDINATION OF DECISIONS OF DIVISIONAL INDUSTRY COUNCILS**

The provisions of Rule 45 (CO-ORDINATION OF DECISIONS OF NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCIL) shall apply, mutatis mutandis.

### **55 - OFFENCES**

- 55.1 The Board may impose a penalty not exceeding \$1,000 or terminate a member from membership of AMIC or dismiss a person from office, if the member is found to have committed any of the following:

1. misappropriation of any funds of AMIC whatsoever; or
2. a substantial breach of the Rules of AMIC; or
3. gross misbehaviour by the member of the committee or council in or in connection with the performance of any office held by him within AMIC; or
4. gross neglect of duty by the member of the committee or council in or in connection with his duties as an officer or office bearer of AMIC.

55.2 A member of AMIC may charge any other member with any of the offences specified in this Rule. Any charge shall be made in writing and addressed to the National Chairman. The National Chairman, if directed by the Board after an initial consideration of the written charge, may ask the member charged to come before a meeting of the Board but only on no less than fourteen (14) day's notice.

55.3 For the guidance of the Board and without in any way being mandatory, the following is suggested as a way in which an investigation and/or hearing of the matter under this Rule may be carried out:

1. inform the member of the charge laid against the person and that a rule book is available for the person if so requested;
2. read the charge to the member in the presence of the Board;
3. ask the person how he pleads to the charge;
4. ask the person laying the charge to state the case against the member charged;
5. give the member charged an opportunity to question the person laying the charge;
6. give the person laying the charge and the member charged an opportunity to call witnesses, question each witness and to address the Board on the whole case;
7. discuss the whole of the evidence and submissions and decide whether the charge against the person is proven;
8. if the case is proven give the person charged an opportunity to address the Board in person or in writing on the question of penalty that may be imposed;
9. the Board members discuss the question of penalty and decide on penalty (if any) and then inform the person charged of any penalty.

## **56 - INDEMNIFICATION**

Every member of the Board, National Industry Council, The Australian Processor Council, Divisional Industry Council, member, trustee, or office bearer of AMIC, at whatever level, and the staff of AMIC, shall be indemnified against, and it shall be AMIC's duty, out of its funds, to pay all costs, losses, charges, and expenses which any such person may in good faith incur or become liable for by reason of any contract entered into or act or deed done by him as such member of the Board, each National Industry Council, each Divisional Industry Council, member, trustee, or other office bearer of AMIC, at whatever level, or any employee of AMIC, in accordance with these Rules and any such person entitled to such indemnity shall, on the establishment of his claim therefore have a lien on the property of AMIC for the amount thereof. Every member of the staff of AMIC, at whatever level, shall be an employee of AMIC, which shall be responsible for taking out Workers' Compensation Insurance or other kinds of insurance in respect of every such employee, whether or not the insurance premiums are funded by AMIC, and the Board shall be responsible, directly or by way of delegation, for determining the terms and conditions of employment of every employee, at whatever level, whether or not the salary of a particular employee is funded by AMIC and whether or not the employee performs work for AMIC

## **57 - NOTICES**

Subject to these Rules a notice may be given by AMIC to any member, either personally or by post, to an address supplied by him to AMIC for the giving of notices to him. Such notice may be given in any official publication of AMIC or any appropriate newspaper. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the letter, journal,

newspaper, or periodical, as the case may be, containing the notice, and to have been effected at the time at which the letter, journal, newspaper, or periodical would be delivered in the ordinary course of post.

### **58 - DISSOLUTION OF AMIC**

For the dissolution of AMIC the affirmative vote of three-fourths (3/4ths) of the financial members on the list of members, including those voting by proxy or voting papers, shall be requisite, such vote to be taken by poll or ballot at a Special General Meeting of members duly called by circular, stating the object of such meeting or, should the number of members at any time fall below twenty-five (25), AMIC shall then be defunct.

### **59 - DISPOSAL OF FUNDS**

Upon the dissolution of AMIC, or should it become defunct, as provided by Rule 58 (DISSOLUTION OF AMIC), the meeting deciding upon such dissolution or a meeting of the remaining members of AMIC, may, after providing for payment of all debts then due provide that the property remaining shall be either given, divided between or transferred to some other registered organisation, society or institution having objects similar, to the objects of AMIC or shall be devoted to such charitable, educative or patriotic purposes as shall be determined by such meeting but provided always that not any of such remaining property shall be paid to or distributed amongst the members of AMIC.

### **60 - AMIC MAY SUE OR BE SUED IN ITS REGISTERED NAME**

Subject to any relevant provisions of the Workplace Relations Act as amended from time to time, and without in anyway affecting or derogating from the other provisions of these Rules, AMIC may sue or be sued in its registered name.

### **61 - LEAVE OF ABSENCE**

The Board, a National Industry Council, The Australian Processor Council or a Divisional Industry Council may at any time grant leave of absence to any of its officers and/or office bearers for such period and upon such grounds as it deems fit.

### **62 - ALTERATION OF CONSTITUTION AND RULES**

- 62.1 No new Rule shall be made, nor shall any part of the Constitution or any of the Rules herein contained or hereinafter to be made, be altered, or rescinded, unless by a majority of at least seventy-five percent (75%) of the votes cast at a poll or ballot taken at a Special General Meeting of members called for that purpose by the National Chairman at the request of the Board or on a requisition signed by at least twenty-five (25) members or a National Industry Council or The Australian Processor Council and of which one (1) month's notice in writing shall have been posted to the last known address of each member containing full particulars of all proposed amendments. A quorum shall be five percent (5%) of all members entitled to vote provided that In determining whether there is the required quorum, proxies shall be counted as a member entitled to vote.
- 62.2 Notwithstanding the provisions of sub-rule 62.1 of this Rule where as a consequence of the specific requirements of the Workplace Relations Act as amended from time to time or any other Act, or of any Regulations made pursuant to any Act, any new Rule is to be made, or any existing Rule of the Constitution is to be altered or rescinded, such new Rule may be made, or such existing Rule may be altered or rescinded by a majority of at least seventy-five percent (75%) of the votes at a poll or ballot taken at a duly convened meeting of the Board, of which at least fourteen (14) days notice in writing shall have been given to all members of such committee containing full particulars of all proposed amendments.
- 62.3 The provisions of this Rule shall be mandatory, and not directory. Any alteration not made in accordance with the provisions of this Rule shall be null and void and of no effect.

**63 - ELECTIONS WITHIN AMIC**

- 63.1 Elections for the Board, National Industry Councils, The Australian Processor Council, and Divisional Industry Councils, along with elections for Office Bearers of these bodies under the Rules will take place every four years.
- 63.2 The election process, as provided for in these Rules, will commence with the appointment of Returning Officers by the Board and be completed with the final declaration of the persons elected to office in that year.
- 63.3 The timetable for the elections will be published by the Board and will resemble as close as possible the timetable provided for in the table in the next sub-rule of this Rule. This timetable will be published in any official publication of AMIC no later than June in the election year so that all members of AMIC are informed of the forthcoming elections.
- 63.4 The timetable for the election process shall be established by the Board and will typically resemble the following:

PROCESS	INDICATIVE DATE
Appointment of Returning Officers	15 August
Closing of voters' roll (8 days prior to Nominations being called for Divisional Industry Councils, National Smallgoods Council and Pork Processor member of The Australian Processor Council.)	17 August
Notice of nominations – Advertisement	18 August
Nominations called by Returning Officer for: Divisional Industry Councils, National Smallgoods Council, and Pork Processor member of The Australian Processor Council	25 August
Nominations Close	15 September
Declaration of Nominations	20 September
Ballot Papers Distributed for elections for: Divisional Industry Councils, National Smallgoods Council and Pork Processor member of the Australian Processor Council	30 September
Ballot Closes	20 October
Ballot Declared – members elected	27 October
Divisional Industry Councils meet and Nominations called for: Office Bearers of Divisional Industry Councils, and Members of National Industry Councils	10 November
Nominations Close	10 November
Ballot for: Office Bearers of Divisional Industry Councils and National Industry Council Members	10 November
Ballot Declared – members elected	10 November

National Processor Industry Councils meet and Nominations called for: Office Bearers The Australian Processor Council Members	21 November
Nominations Close	21 November
Ballot for: Office Bearers of National Processor Industry Councils The Australian Processor Council Members	21 November
Ballot Declared – members elected	21 November
The Australian Processor Council, National Retail and General Industry Council and the National Smallgoods Council meet and Nominations called for: Office Bearers Board Members	30 November
Nominations Close	30 November
Ballot for: Office Bearers of The Australian Processor Council, National Retail and General Industry Council and National Smallgoods Council Board Members	30 November
Ballot Declared	30 November
Board meets and Nominations called for: Office Bearers	14 December
Nominations Close	14 December
Ballot for: Office Bearers	14 December
Ballot Declared	14 December
Election of Board Member to fill vacancy created by the election of the Chairman	20 December

## 64 - RETURNING OFFICERS AND SCRUTINEERS

### 64.1 Appointment of Returning Officers and scrutineers:

1. By about the first working day in July each election year the Board shall, by resolution, appoint Returning Officers, who shall not be the holder of any office in, nor be an employee or agent of, AMIC for the conduct of such elections as may be held for the election of:
  - a) members of the Divisional Industry Councils under Rule 67 (ELECTION OF DIVISIONAL INDUSTRY COUNCIL MEMBERS, NATIONAL INDUSTRY COUNCIL MEMBERS WHERE THERE ARE NO DIVISIONAL INDUSTRY COUNCILS AND PORK PROCESSOR INDUSTRY GROUP REPRESENTATIVE ON THE AUSTRALIAN PROCESSOR COUNCIL);

- b) members to the National Industry Councils where there are no Divisional Industry Councils under Rule 67 (ELECTION OF DIVISIONAL INDUSTRY COUNCIL MEMBERS, NATIONAL INDUSTRY COUNCIL MEMBERS WHERE THERE ARE NO DIVISIONAL INDUSTRY COUNCILS AND PORK PROCESSOR INDUSTRY GROUP REPRESENTATIVE ON THE AUSTRALIAN PROCESSOR COUNCIL);
- c) a member of the Pork Processing Industry Group to The Australian Processor Council under Rule 67 (ELECTION OF DIVISIONAL INDUSTRY COUNCIL MEMBERS, NATIONAL INDUSTRY COUNCIL MEMBERS WHERE THERE ARE NO DIVISIONAL INDUSTRY COUNCILS AND PORK PROCESSOR INDUSTRY GROUP REPRESENTATIVE ON THE AUSTRALIAN PROCESSOR COUNCIL);
- d) office bearers of the Divisional Industry Councils under Rule 68 (ELECTION OF DIVISIONAL INDUSTRY COUNCIL OFFICE BEARERS AND NATIONAL INDUSTRY COUNCIL MEMBERS FROM DIVISIONAL INDUSTRY COUNCILS);
- e) representatives of Divisional Industry Councils to the National Industry Councils under Rule 68 (ELECTION OF DIVISIONAL INDUSTRY COUNCIL OFFICE BEARERS AND NATIONAL INDUSTRY COUNCIL MEMBERS FROM DIVISIONAL INDUSTRY COUNCILS);
- f) the office bearers of the National Industry Councils under Rule 69 (ELECTION OF NATIONAL INDUSTRY COUNCIL OFFICE BEARERS AND AUSTRALIAN PROCESSOR COUNCIL MEMBERS OTHER THAN THE PORK INDUSTRY GROUP);
- g) representatives of the National Industry Processor Councils to The Australian Processor Council under Rule 69 (ELECTION OF NATIONAL INDUSTRY COUNCIL OFFICE BEARERS AND AUSTRALIAN PROCESSOR COUNCIL MEMBERS OTHER THAN THE PORK INDUSTRY GROUP);
- h) office bearers of The Australian Processor Council under Rule 70; (ELECTION OF OFFICE BEARERS OF THE AUSTRALIAN PROCESSOR COUNCIL);
- i) representatives of The Australian Processor Council, National Retail and General Industry Council and National Smallgoods Council to the Board under Rule 71 (ELECTION OF BOARD MEMBERS);
- j) office bearers of the Board under Rule 72 (ELECTION OF OFFICE BEARERS OF THE BOARD);
- k) the eighth representative of the relevant Council to the Board under Rule 73 (ELECTION OF FURTHER BOARD MEMBER FROM NATIONAL INDUSTRY COUNCIL);

as the case may be to take office as a result of such election.

2. A person may be appointed Returning Officer to conduct one or more of the elections.
3. For any election under these Rules the Board may, at any time, by resolution revoke any such appointment of a Returning Officer if the person, in the opinion of the Board, is not fulfilling or cannot fulfill the duties referred to in these Rules. The Board shall forthwith appoint such other person or persons to the position.

64.2 In any such election under these Rules each candidate duly nominated shall be entitled to appoint by writing under his signature, addressed and delivered to the appointed Returning Officer and at any time after his nomination and before the declaration of the election, a member of AMIC to act as scrutineer on the candidate's behalf at the election.

A Returning Officer and scrutineer shall not, while holding any such position, be candidates for any office at any election within AMIC.

#### 64.3 Powers of Returning Officers:

1. In addition to the powers and duties of the Returning Officers herein contained, a Returning Officer shall take such action and give such directions as are reasonably necessary in order to ensure that no irregularities occur in or in connection with such an election or in order to remedy any procedural defects and no persons shall refuse or fail to comply with any such directions or obstruct or hinder a Returning Officer or any other person in the conduct of such an election or in the taking of any such action.

2. If a Returning Officer conducting an election finds a nomination to be defective, in any respect, including the fact that a nominator, a nominee or the member of AMIC who is a nominator or a nominee is not a fully paid up financial member, he shall, before rejecting the nomination, notify the person concerned of the defect and, where it is practicable to do so, give him the opportunity of remedying the defect within not less than seven ( 7) days after his being so notified.
3. The decision of a Returning Officer shall be final and binding with regard to any matter touching the validity or formality of any nomination or vote or any matter touching or concerning such an election and the conduct thereof.
4. If an irregularity should occur in the conduct of such an election and if in the opinion of the Returning Officer such irregularity may have affected or may affect the result of the election, then the Returning Officer may declare the election, or any step in or in connection with the election, to be null and void and may declare that a person purporting to have been elected not to have been elected and may declare another person to have been elected, and shall make arrangements, in the case of an uncompleted election, for any step in or in connection with the election (including the submission of nominations) to be taken again and for the uncompleted steps in the election to be taken, or in the case of a completed election, for any step in or in connection with the election (including the submission of nominations) to be taken again or for a new election to be held and may give directions incidental or supplementary to, or consequential upon, any other declaration or direction given by him. Any person holding an office immediately prior to an election for such office that is null and void, in whole in respect of any step, shall remain in office until his successor is declared elected.
5. Where another election is to be held, or a step or steps in an election is or are to be taken again, under paragraph 4 of this sub-rule or under any other relevant Rule, any times fixed in the Rules for the conduct of such an election whether by reference to a date or not, shall be as from the date upon which such election became necessary or such other date within fourteen (14) days thereof as may be decided by the Returning Officer.

64.4 Number of Council members or representatives to be determined by the Returning Officer:

Following appointment the relevant Returning Officer shall, in consultation with the Board, determine each year in which any election is to be held other than an election to fill a casual vacancy, the respective number of representatives to be elected to the various Councils in accordance with the formulae provided in the various Rules for the respective Councils. In the event of any dispute the decision of the Returning Officer shall be final and binding.

64.5 Closing of the voter rolls

Eight (8) days prior to the calling of nominations for Divisional Industry Councils, National Smallgoods Council and the Pork Processor member of The Australian Processor Council the Returning Officer appointed to conduct any of these elections shall instruct the National Secretary/Treasurer to close the roll of voters for any subsequent ballot in relation to these elections.

64.6 Scrutineers in Elections conducted by Returning Officers:

Subject to any direction of the Returning Officer to always preserve the secrecy of any ballot in accordance with these Rules, all scrutineers shall in the case of a ballot, so far as is possible having regard to the time of their appointment, be entitled to observe the admission and counting of votes and the conduct of and determination of the election by lot and the declaration of the poll. In every case the scrutineer shall observe any direction given by the Returning Officer and the Returning Officer shall take all reasonable steps by notification or otherwise to enable each scrutineer to exercise his rights, but no election shall be vitiated by reason of the fact that a scrutineer does not in fact exercise any or all of such rights if he has had reasonable opportunity so to do. A scrutineer shall do all things necessary so that the conduct of the election shall conform to the Rules and so that the secrecy of the ballot shall be preserved. Subject to the provisions of this Rule, a scrutineer appointed under this Rule may:

- a) be present while the Returning Officer carries out his functions;

- b) direct the attention of the Returning Officer to any irregularity concerning the admission of a ballot paper as formal, the rejection of a ballot paper as informal or the counting of the votes; and otherwise carry out the functions of a scrutineer.

Provided that where a scrutineer appointed under these rule:

- i. interrupts the scrutiny otherwise than in accordance with these Rules; or
- ii. fails to carry out a lawful request by the Returning Officer, the Returning Officer may direct the scrutineer to leave the place where the scrutiny is being conducted. A scrutineer appointed under these Rules shall comply with the direction by the Returning Officer under these rules.

## **65 - NOMINATIONS FOR ELECTIONS**

65.1 The Returning Officer conducting the elections for:

- a) members of the Divisional Industry Councils under Rule 67 (ELECTION OF DIVISIONAL INDUSTRY COUNCIL MEMBERS, NATIONAL INDUSTRY COUNCIL MEMBERS WHERE THERE ARE NO DIVISIONAL INDUSTRY COUNCILS AND PORK PROCESSOR INDUSTRY GROUP REPRESENTATIVE ON THE AUSTRALIAN PROCESSOR COUNCIL);
- b) members to the National Industry Councils where there are no Divisional Industry Councils under Rule 67 (ELECTION OF DIVISIONAL INDUSTRY COUNCIL MEMBERS, NATIONAL INDUSTRY COUNCIL MEMBERS WHERE THERE ARE NO DIVISIONAL INDUSTRY COUNCILS AND PORK PROCESSOR INDUSTRY GROUP REPRESENTATIVE ON THE AUSTRALIAN PROCESSOR COUNCIL);
- c) a member of the Pork Processing Industry Group to The Australian Processor Council under Rule 67 (ELECTION OF DIVISIONAL INDUSTRY COUNCIL MEMBERS, NATIONAL INDUSTRY COUNCIL MEMBERS WHERE THERE ARE NO DIVISIONAL INDUSTRY COUNCILS AND PORK PROCESSOR INDUSTRY GROUP REPRESENTATIVE ON THE AUSTRALIAN PROCESSOR COUNCIL);

shall, as required by the election timetable, cause to be published in any official publication of AMIC or any newspaper deemed appropriate by him a notice indicating that he is intending to call for nominations from qualified members for the election of the offices on those Councils. All financial members will receive the appropriate nomination form for the purposes of nominating candidates in such election. The Returning Officer shall forward to each deemed member of the Division, as the case may be, who is entitled to vote at the election a nomination form with a notification, thereon or therewith, of the closing date of nominations which is to be no later than 4.00pm on the date fixed by the Returning Officer. Each such deemed member who is a fully paid financial member may nominate one or more candidates who is a fully paid up financial member up to the number of candidates to be elected.

65.2 The Returning Officers conducting the elections for:

- a) office bearers of the Divisional Industry Councils under Rule 68 (ELECTION OF DIVISIONAL INDUSTRY COUNCIL OFFICE BEARERS AND NATIONAL INDUSTRY COUNCIL MEMBERS FROM DIVISIONAL INDUSTRY COUNCILS);
- b) representatives of Divisional Industry Councils to the National Industry Councils under Rule 68 (ELECTION OF DIVISIONAL INDUSTRY COUNCIL OFFICE BEARERS AND NATIONAL INDUSTRY COUNCIL MEMBERS FROM DIVISIONAL INDUSTRY COUNCILS);
- c) the office bearers of the National Industry Councils under Rule 69 (ELECTION OF NATIONAL INDUSTRY COUNCIL OFFICE BEARERS AND AUSTRALIAN PROCESSOR COUNCIL MEMBERS OTHER THAN THE PORK INDUSTRY GROUP);
- d) representatives of the National Industry Processor Councils to The Australian Processor Council under Rule 69 (ELECTION OF NATIONAL INDUSTRY COUNCIL OFFICE BEARERS AND AUSTRALIAN PROCESSOR COUNCIL MEMBERS OTHER THAN THE PORK INDUSTRY GROUP);
- e) office bearers of The Australian Processor Council under Rule 70; (ELECTION OF OFFICE BEARERS OF THE AUSTRALIAN PROCESSOR COUNCIL);
- f) representatives of the National Retail and Smallgoods Councils and The Australian Processor Council to the Board under Rule 71 (ELECTION OF BOARD MEMBERS);

- g) office bearers of the Board under Rule 72 (ELECTION OF OFFICE BEARERS OF THE BOARD);
- h) the eighth representative of the relevant Council to the Board under Rule 73 (ELECTION OF FURTHER BOARD MEMBER FROM NATIONAL INDUSTRY COUNCIL);

shall deliver by hand or forward by post to each member of the Council or Board, entitled to vote in accordance with these Rules, nomination forms for the positions of office bearers, councillors or Board members, as the case may be, to be elected by and from members on the respective Councils or Board with a notification, thereon or therewith, of the closing date of nominations which shall be no later than fifteen minutes after the actual commencement time of the first meeting of the newly elected members of the Council or Board to be held after the taking up of office by the newly elected Council or Board in that year in accordance with the election timetable.

- 65.3 The notifications, referred to in the forgoing sub-rules of this Rule, shall also state:
- 1. that nominations will not be received by him after the closing dates as fixed;
  - 2. that a nomination will not be valid unless a signed consent of the nominee is received by him before the closing date;
  - 3. the address to which the nominations and consents are to be forwarded;
  - 4. that a nomination shall be addressed and delivered, by post or otherwise, by the nominator to the Returning Officer at an address which shall be specified in the notification by the Returning Officer.
- 65.4 A nomination shall in every case be in writing and shall be signed by the nominator and shall be consented to in writing signed by the nominee.
- 65.5 Nominations and consents shall be forwarded to the Returning Officer so as to reach him not later than the time and date specified in this Rule.
- 65.6 The Returning Officer shall inspect the nominations received and satisfy himself as far as he reasonably can that each of them is in order in accordance with the Rules.
- 65.7 If the number of valid nominations received does not exceed the number of positions to be filled in any election, the Returning Officer shall declare those persons validly nominated as being elected unopposed and shall certify accordingly to the National Chairman. Such persons shall take office on a date in accordance with the election timetable. Any positions remaining to be filled shall be deemed to be casual vacancies and shall be filled by the holding of a fresh election in accordance with the procedures prescribed by the provisions of this Rule, mutatis mutandis. Provided further that, notwithstanding the provisions of any other Rule of these Rules, if the number of persons declared elected unopposed is less than the number of persons that would ordinarily constitute a quorum under these Rules, then the number elected unopposed shall be the quorum for the Board or National Industry Council or The Australian Processor Council or Divisional Industry Council until sufficient numbers of persons have been declared elected as Board or Council members, as the case may be, so as to constitute the ordinary quorum for the said Board or Council.

#### **66 - ELECTION PROCESS WHERE A BALLOT IS REQUIRED**

- 66.1 Sub-rules 66.2 to 66.5 of this Rule apply to all elections where a ballot is required.
- 66.2 In any election conducted under these Rules if more than the required number of valid nominations is received a secret ballot shall be conducted.
- 66.3 No voter shall vote for a greater or lesser number of candidates than the number to be elected, and any vote contrary to this rule or which otherwise fails to observe the directions contained on the ballot paper or accompanying directions to the voter shall be deemed informal.
- 66.4 Where envelopes are sent or delivered to a voting member in an election under these Rules, neither the Returning Officer nor any other person shall include in any envelope sent or delivered for the purpose of issuing the voting member with a ballot paper or ballot papers any material prepared by or in respect of any candidate in the election concerned. This sub-rule shall not be construed so as to prevent a candidate or any other person on his behalf publishing or distributing material prepared by or in respect of the candidate.

66.5 No ballot paper issued in any election conducted by the Returning Officer shall contain any indication thereon as to whether or not a candidate in the election concerned has held or holds any office in AMIC.

**Elections under Rule 67 (ELECTION OF DIVISIONAL INDUSTRY COUNCIL MEMBERS, NATIONAL INDUSTRY COUNCIL MEMBERS WHERE THERE ARE NO DIVISIONAL INDUSTRY COUNCILS AND PORK PROCESSOR INDUSTRY GROUP REPRESENTATIVE ON THE AUSTRALIAN PROCESSOR COUNCIL)**

66.6 In the case of required ballots for elections under Rule 67, the Returning Officer shall conduct the ballot in accordance with sub-rules 66.7 to 66.19 (inclusive) of this Rule.

66.7 The Returning Officer shall prepare sufficient number of ballot papers on which appear the names of the candidates in order that is determined by ballot conducted by the Returning Officer and directions to the voter:

1. to place a cross alongside the name or names of the candidate or candidates for whom he wishes to vote along with further directions;
2. that each voter must vote for the number of candidates to be elected and that if any direction on the ballot paper is not complied with the votes will be informal;
3. thereafter that the ballot paper is to be folded so that the marking thereon is not visible until unfolded.

66.8 No deemed member entitled to vote shall be entitled to more than one ballot paper in respect of an election although one ballot paper may contain provision for voting in more than one election.

66.9 The Returning Officer shall advise all voters of the closing date for the receipt of returned ballot papers which he shall fix in accordance with the election timetable.

66.10 The Returning Officer shall, in accordance with the election timetable, forward to every deemed member of a Division, entitled to vote in the election, a ballot paper in respect of the election for the members or representatives referred to in the Rules which shall, show the time and date of the close of the ballot and be initialled by the Returning Officer or bearing a facsimile of his initials. The Returning Officer shall forward the said ballot paper together with an Outer Envelope and a Declaration Envelope as follows:

1. The Outer Envelope is a pre-paid envelope and must be large enough to have a Declaration Envelope placed in it for return to the Returning Officer and the return address of the Returning Officer printed on the Outer Envelope so that it may be posted;
2. The Declaration Envelope is an envelope in which the completed ballot paper must be placed and which must be a smaller envelope able to fit inside the the pre-paid Outer Envelope without needing to be folded;
3. The Declaration Envelope must contain on it a removable flap or label with the following printed details:
  - (i) the name and address of the voter;
  - (ii) the declaration mentioned in paragraph 4 of this sub-rule;
  - (iii) a place for the signature of the voter.
4. The declaration referred to in paragraph 3(ii) of this sub-rule must state that the voter:
  - (i) is the voter named on the envelope; and
  - (ii) has voted on the ballot on the ballot paper contained in the envelope; and
  - (iii) has not voted before in this ballot .

66.11 The ballot paper or papers shall be completed by the voter putting a cross opposite the names of those candidates for whom he desires to vote and by placing the ballot paper or papers in the Declaration Envelope referred to in sub-rule 66.10 of this Rule without in any way marking the ballot paper so that the paper can be identified with the voter and then sealing the said Declaration Envelope containing the ballot paper or papers. The voter shall then complete the voter's declaration contained on the flap or label of the Declaration Envelope, place the Declaration

Envelope inside the Outer Envelope and send the pre-paid envelope to the Returning Officer so as to be received by him not later than the date and time on which the ballot will be closed.

- 66.12 The Returning Officer shall provide to each voter sufficient details concerning the procedure outlined in sub-rules 66.10 and 66.11 of this Rule.
- 66.13 If the Returning Officer is satisfied that any such ballot paper has been destroyed, lost, damaged or misused and in the case of a damaged or misused ballot paper on receipt thereof, he shall supply to the person to whom the original ballot paper was supplied a substitute ballot paper.
- 66.14 The Returning Officer shall arrange for the use of a post office box or other receptacle to which ballot papers may be returned to him and arrange for the same not to be opened by any other person.
- 66.15 The Returning Officer shall after the closing date for the receipt of returned ballot papers collect the returned envelopes from the post office box or receptacle provided and before opening each Declaration Envelope check whether the declaration has been completed and if so, remove the flap or label containing the declaration and keep it in the Returning Officer's safekeeping so as to preserve the secrecy of the ballot. Any Declaration Envelope that does not contain a completed declaration shall not be counted by the Returning Officer.
- 66.16 The Returning Officer shall count the votes indicated upon the ballot papers which are properly marked.
- 66.17 As between candidates receiving an equal number of votes in any case in which it is necessary to determine which of such candidates shall be elected, the Returning Officer shall determine which candidate or candidates shall be elected by lot and thereupon shall certify such candidate or candidates to have been elected.
- 66.18 The Returning Officer shall declare the result of the ballot, in accordance with the election timetable or in the case where he has certified that the candidates have been elected unopposed, declare them elected. Thereupon the candidates so declared to have been elected shall assume office in place of the retiring members.
- 66.19 At the conclusion of all counts the Returning Officer shall certify forthwith and shall convey the results to the National Chairman.

**Elections under Rules 68 TO 73 (inclusive) where a ballot is required**

- 66.20 In the case of all other elections, than those elections under Rule 67, the Returning Officer shall conduct a secret ballot in accordance with sub-rules 66.21 to 66.25 (inclusive) of this Rule.
- 66.21 The Returning Officer shall prepare sufficient ballot papers with candidates names set out on them. The Returning Officer shall mark each ballot paper with his initials or a facsimile thereof, provide voting instructions and do all things necessary to ensure that the ballot is a secret ballot.
- 66.22 The Returning officer shall distribute ballot papers to those Council or Board members entitled to vote and provide voting directions to voters:
1. to place a cross alongside the name or names of the candidate or candidates for whom he wishes to vote;
  2. that each voter must vote for the number of candidates to be elected and that if any direction on the ballot paper is not complied with the votes will be informal;
  3. thereafter that the ballot paper is to be folded so that the marking thereon is not visible until unfolded. One ballot paper may contain provision for voting in more than one election.
- 66.23 The Returning Officer shall provide a receptacle into which all ballot papers shall be placed by the voters by the voters when voting. On completion of the ballot the Returning Officer shall count all formal votes and immediately declare the result of the ballot. In the event of a tie the Returning Officer shall determine the result by lot. Thereupon the candidates so declared to have been elected shall assume office in place of the retiring members.
- 66.24 Any member of the Council or Board who will not be present at the meeting at which an election is to be held may lodge with the Returning Officer a request for an absentee vote, together with an address where the person can receive communication in which case the Returning Officer shall not

**68 - ELECTION OF DIVISIONAL INDUSTRY COUNCIL OFFICE BEARERS AND NATIONAL INDUSTRY COUNCIL MEMBERS FROM DIVISIONAL INDUSTRY COUNCILS**

declare the result of the election until the absentee person is given a reasonable opportunity to vote, provided that the ballot paper shall be delivered to the Returning Officer within seven (7) days of dispatch of the ballot paper to the absentee voter.

66.25 At the conclusion of all counts the Returning Officer shall certify the results forthwith and shall convey the results to the National Chairman.

**67 - ELECTION OF DIVISIONAL INDUSTRY COUNCIL MEMBERS, NATIONAL INDUSTRY COUNCIL MEMBERS WHERE THERE ARE NO DIVISIONAL INDUSTRY COUNCILS AND PORK PROCESSOR INDUSTRY GROUP REPRESENTATIVE ON THE AUSTRALIAN PROCESSOR COUNCIL**

**Divisional Industry Councils**

67.1 The Council members of a Divisional Industry Council who are to be elected shall be elected by secret postal ballot by the deemed members of that Division of AMIC assigned to the industry group covered by the Divisional Industry Council concerned and who are entitled to vote in accordance with these Rules. The Returning Officer shall conduct the election as required by the Rules and the scrutineers shall observe them and the relevant deemed members respectively.

67.2 Nominations for Council members will be called for as provided in Rule 65 (NOMINATIONS FOR ELECTIONS) hereof.

67.3 Any ballot for the election of Council members ballot will be conducted as provided in Rule 66 (ELECTION PROCESS WHERE A BALLOT IS PROVIDED) hereof.

**National Industry Councils where there are no Divisional Industry Councils**

67.4 Where there exist no Divisional Industry Councils, the Council members of a National Industry Council who are to be elected from each Division shall be elected by secret postal ballot by the deemed members of that Division of AMIC assigned to the industry group in the Division and who are entitled to vote in accordance with these Rules. The Returning Officer shall conduct the election as required by the Rules and the scrutineers shall observe them and the relevant deemed members respectively.

67.5 Nominations for Council members will be called for as provided in Rule 65 (NOMINATIONS FOR ELECTIONS) hereof.

67.6 Any ballot for the election of Council members will be conducted as provided in Rule 66 (ELECTION PROCESS WHERE A BALLOT IS PROVIDED) hereof.

**Pork Processor member on The Australian Processor Council**

67.7 A Pork Processor industry group member, assigned to that industry group from any Division, shall be elected directly to The Australian Processor Council. The member shall be elected by secret postal ballot from the members of AMIC assigned to that industry group and who are entitled to vote in accordance with these Rules. The Returning Officer shall conduct the election as required by the Rules and they shall be observed by the scrutineers and the relevant members respectively.

67.8 Nominations for the member will be called for as provided in Rule 65 (NOMINATIONS FOR ELECTIONS) hereof.

67.9 Any ballot for the election of the member will be conducted as provided in Rule 66 (ELECTION PROCESS WHERE A BALLOT IS REQUIRED) hereof.

**68 - ELECTION OF DIVISIONAL INDUSTRY COUNCIL OFFICE BEARERS AND NATIONAL INDUSTRY COUNCIL MEMBERS FROM DIVISIONAL INDUSTRY COUNCILS**

68.1 The Divisional Industry Council office bearers under Rule 49 (DIVISIONAL INDUSTRY COUNCIL OFFICE BEARERS) and the National Industry Council members under sub-rule 36.5 of Rule 36 (NATIONAL INDUSTRY COUNCILS) shall be elected by secret ballot by and from members of each newly elected Divisional Industry Council which shall be conducted by the Returning Officers as provided by these Rules and which shall be complied with by the Returning Officers, the scrutineers and the members of the Councils respectively.

**69 - ELECTION OF NATIONAL INDUSTRY COUNCIL OFFICE BEARERS AND AUSTRALIAN PROCESSOR COUNCIL MEMBERS OTHER THAN THE PORK INDUSTRY GROUP MEMBER**

- 68.2 Such elections shall take place at the first meeting of the respective Councils to be held after the declaration of the election of the newly elected members of the Divisional Industry Councils in the elections in that year in accordance with the election timetable. The meeting shall be convened by the National Chairman.
- 68.3 Nominations for office bearers and National Industry Council members from the Divisional Industry Councils will be called for as provided under Rule 65 (NOMINATIONS FOR ELECTIONS) hereof.
- 68.4 Any ballot for the election of office bearers or National Industry Council members will be conducted as provided in Rule 66 (ELECTION PROCESS WHERE A BALLOT IS REQUIRED) hereof.
- 68.5 In the event of a candidate being elected (whether unopposed or not) to more than one position of office bearer of the office of the Divisional Industry Council as defined in Rule 49 (DIVISIONAL INDUSTRY COUNCIL OFFICE BEARERS) of these Rules the candidate shall be deemed to have been elected to the more important office which shall be determined by the following order of importance, namely, Chairman of the Council or Deputy Chairman of the Council, and the less important office shall not be filled by him but by the candidate who would have been elected if the election for such office had been conducted disregarding the nomination of or voting for the first abovementioned candidate. If there be no candidate who would have been so elected then a further election shall be held for that office in accordance with these Rules.
- 68.6 Notwithstanding anything herein provided in the event that an election is required to be held to fill a casual vacancy of any office to which this rule applies then in such case the Returning Officer concerned shall fix such timetable as he may determine from time to time for the conduct of such elections.
- 68.7 In the case where a member of AMIC has been elected to more than one Divisional Industry Council that member may not have more than one position on a National Industry Council.

**69 - ELECTION OF NATIONAL INDUSTRY COUNCIL OFFICE BEARERS AND AUSTRALIAN PROCESSOR COUNCIL MEMBERS OTHER THAN THE PORK INDUSTRY GROUP MEMBER**

- 69.1 The National Industry Council office bearers under Rule 39 (OFFICE BEARERS OF NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCIL) and the members of The Australian Processor Council under Rule 37 (THE AUSTRALIAN PROCESSOR COUNCIL) shall be elected by secret ballot by and from members of the newly elected National Industry Councils which shall be conducted by the Returning Officer as provided by these Rules which shall be complied with by the Returning Officer, the scrutineers and the members of the Councils respectively.
- 69.2 Such elections shall take place at the first meeting of the respective Councils to be held after the declaration of the National Industry Councils in the elections in that year in accordance with the election timetable. The National Chairman shall convene the meeting.
- 69.3 Nominations for office bearers of the National Industry Councils and members of The Australian Processor Council will be called for as provided in Rule 65 (NOMINATIONS FOR ELECTIONS) hereof.
- 69.4 Any ballot for the election of office bearers or members of The Australian Processor Council will be conducted as provided in Rule 66 (ELECTION PROCESS WHERE A BALLOT IS REQUIRED) hereof.
- 69.5 In the event of a candidate being elected (whether unopposed or not) to more than one position of office bearer of the office of the National Industry Council as defined in Rule 39 (OFFICE BEARERS OF NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCIL) of these Rules the candidate shall be deemed to have been elected to the more important office which shall be determined by the following order of importance, namely, Chairman of the Council or Deputy Chairman of the Council, and the less important office shall not be filled by him but by the candidate who would have been elected if the election for such office had been conducted disregarding the nomination of or voting for the first abovementioned candidate. If there be no candidate who would have been so elected then a further election shall be held for that office in accordance with these Rules.
- 69.6 Notwithstanding anything herein provided in the event that an election is required to be held to fill a casual vacancy of any office to which this rule applies then in such case the Returning Officer

concerned shall fix such timetable as he may determine from time to time for the conduct of such elections.

### **70 - ELECTION OF OFFICE BEARERS OF THE AUSTRALIAN PROCESSOR COUNCIL**

- 70.1 The office bearers of The Australian Processor Industry Council shall be elected by secret ballot by and from the newly elected members of The Australian Processor Council which shall be conducted by the Returning Officers in accordance with these Rules and which shall be complied with by the Returning Officers, the scrutineers and the members of the Council respectively.
- 70.2 Such elections shall take place at the first meeting of The Australian Processor Council to be held after the declaration of the election of The Australian Processor Council members in the elections in that year in accordance with the election timetable. The National Chairman shall convene the meeting.
- 70.3 Nominations for office bearers of The Australian Processor Council will be called under Rule 65 (NOMINATIONS FOR ELECTIONS) hereof.
- 70.4 Any ballot for the election of office bearers of The Australian Processor Council will be conducted under Rule 66 (ELECTION PROCESS WHERE A BALLOT IS REQUIRED) hereof.
- 70.5 In the event of a candidate being elected (whether unopposed or not) to more than one position of office bearer of The Australian Processor Council as defined in Rule 39 (OFFICE BEARERS OF NATIONAL INDUSTRY COUNCILS AND THE AUSTRALIAN PROCESSOR COUNCIL) he shall be deemed to have been elected to the more important office which shall be determined by the following order of importance, namely, Chairman of the Council or Deputy Chairman of the Council, and the less important office shall not be filled by him but by the candidate who would have been elected if the election for such office had been conducted disregarding the nomination of or voting for the first abovementioned candidate. If there be no candidate who would have been so elected then a further election shall be held for that office in accordance with these Rules.
- 70.6 Notwithstanding anything herein provided in the event that an election is required to be held to fill a casual vacancy of any office to which this rule applies then in such case the Returning Officer concerned shall fix such timetable as he may determine from time to time for the conduct of such elections.

### **71 - ELECTION OF BOARD MEMBERS**

- 71.1 The members of the Board of AMIC shall be elected by secret ballot by and from the newly elected members of The Australian Processor Council, the National Retail and General Industry Council and the National Smallgoods Council which shall be conducted by the Returning Officer as provided in these Rules and which shall be complied with by the Returning Officer, the scrutineers and members of the Councils respectively.
- 71.2 Such elections shall take place at the first meeting of each of the named Councils to be held after the declaration of the elections of the named Councils. The meetings shall be convened by the National Chairman.
- 71.3 Nominations for Board members will be called for as provided in Rule 65 (NOMINATIONS FOR ELECTIONS) hereof.
- 71.4 Any ballot for the election of Board members will be conducted as provided Rule 66 (ELECTION PROCESS WHERE A BALLOT IS REQUIRED) hereof.
- 71.6 Notwithstanding anything herein provided in the event that an election is required to be held to fill a casual vacancy of any office to which this rule applies then in such case the Returning Officer concerned shall fix such timetable as he may determine from time to time for the conduct of such elections.

### **72 - ELECTION OF OFFICE BEARERS OF THE BOARD**

- 72.1 The office bearers of the Board shall be elected by secret ballot by and from members of the newly elected Board which shall be conducted by the Returning Officers as provided by these Rules, which

- shall be complied with by the Returning Officers, the scrutineers and the members of the Board respectively.
- 72.2 Such elections shall take place at the first meeting of the Board to be held after the declaration of the election of the Board members in accordance with the election timetable. The meeting shall be convened by the National Chairman.
- 72.3 Nominations for office bearers of the Board will be called as provided in Rule 65 (NOMINATIONS FOR ELECTIONS) hereof.
- 72.4 Any ballot for the election of office bearers will be conducted as provided in Rule 66 (ELECTION PROCESS WHERE A BALLOT IS REQUIRED) hereof.
- 72.5 In the event of a candidate being elected (whether unopposed or not) to more than one position of office bearer of the Board as defined in Rule 22 (OFFICE BEARERS OF THE BOARD) the candidate shall be deemed to have been elected to the more important office which shall be determined by the following order of importance, namely, Chairman of the Board, Deputy Chairman of the Board or National Secretary/Treasurer, and the least important office shall not be filled by him but by the candidate who would have been elected if the election for such office had been conducted disregarding the nomination of or voting for the first abovementioned candidate. If there be no candidate who would have been so elected then a further election shall be held for that office in accordance with these Rules.
- 72.6 Notwithstanding anything herein provided in the event that an election is required to be held to fill a casual vacancy of any office to which this rule applies then in such case the Returning Officer concerned shall fix such timetable as he may determine from time to time for the conduct of such elections.
- 72.7 The results of the election will be advised by the Returning Officer to the retiring and newly elected Chairman of the Board

### **73 - ELECTION OF FURTHER BOARD MEMBER FROM THE NATIONAL INDUSTRY COUNCIL**

- 73.1 Following the election of the National Chairman of the Board under Rule 72 (ELECTION OF OFFICE BEARERS OF THE BOARD) hereof the Council from which the newly elected National Chairman was elected to the Board shall be entitled to another representative onto the Board in accordance with Rule 20 (BOARD).
- 73.2 The new member to the Board from the Council to which the National Chairman was elected to the Board will be the candidate who attracted the most votes other than the successful candidate or candidates in the original election for the Board conducted under Rule 71 (ELECTION OF BOARD MEMBERS).
- 73.3 If there be no candidate who would have been so elected in accordance with sub-rule 73.2 hereof then a further election shall be held for the election of this Board member by secret ballot by and from members of the Council to be conducted by the Returning Officer as provided in these Rules and which shall be complied with by the Returning Officer, the scrutineers and the members of the Council.
- 73.4 Such election shall take place at a meeting convened by the Chairman of the relevant Council after the declaration of the election of the office bearers of the Board in Rule 72 (ELECTION OF OFFICE BEARERS OF THE BOARD) in accordance with the election timetable.
- 73.5 Nominations for Board members will be called for as provided in Rule 65 (NOMINATIONS FOR ELECTIONS) hereof.
- 73.6 Any ballot for the election of Board members will be conducted as provided Rule 66 (ELECTION PROCESS WHERE A BALLOT IS REQUIRED) hereof.
- 73.7 Notwithstanding anything herein provided in the event that an election is required to be held to fill a casual vacancy of any office to which this rule applies then in such case the Returning Officer concerned shall fix such timetable as he may determine from time to time for the conduct of such elections.

#### **74 - POWERS AND DUTIES OF OFFICER BEARERS**

74.1 In addition to the powers and authorities by these Rules especially conferred on them or duties imposed on them, the respective officer bearers of AMIC shall have the powers and duties set out in this Rule.

74.2 National Chairman:

1. The National Chairman shall preside at all meetings of the Board and all general meetings of AMIC at which the Chairman is present;
2. The National Chairman shall carry out such other duties and have such powers as outlined in these Rules and such other powers as shall be determined from time to time by the Board.

74.3 National Deputy Chairman:

1. A National Deputy Chairman shall preside at all meetings of the Board and general meetings of AMIC at which the National Chairman is unable to be present, if the National Deputy Chairman is able to be present;
2. A National Deputy Chairman shall have such other powers and perform such other duties as may be determined from time to time by the Board;
3. If the National Chairman has been granted leave of absence, the National Deputy Chairman appointed by a resolution of the Board shall act as the National Chairman and carry out the duties and exercise the powers of the National Chairman.

74.4 Chairman and Deputy Chairman of The Australian Processor Council:

The provisions of sub-rules 74.2 and 74.3 of this Rule shall apply, mutatis mutandis.

74.5 Chairman and Deputy Chairman of National Industry Councils:

the provisions of sub-rules 74.2 and 74.3 of this Rule shall apply, mutatis mutandis.

74.6 Chairman and Deputy Chairman of Divisional Industry Councils:

the provisions of sub-rules 74.2 and 74.3 of this Rule shall apply, mutatis mutandis.

74.7 National Secretary/Treasurer:

The National Secretary/Treasurer shall carry out all the duties as provided in these Rules in addition to any other duties and the exercise of powers as may be determined from time to time by the Board.

#### **75 - INTERPRETATION**

75.1 The headings of these Rules shall be deemed to be part of the Rules.

75.2 In the interpretation of these Rules, a construction that would promote the purposes or objects underlying the registration of AMIC, whether those purposes or objects are expressly stated in the Rules or not, shall be preferred to a construction that would not promote those purposes or objects.

75.3 In these Rules, unless the contrary intention appears:

1. words importing the masculine gender shall include the feminine gender;
2. words in the singular shall include the plural, and the words in the plural shall include the singular;
3. "employees" shall include all employees of AMIC, whether bound by an award or not, and whether or not described as "officers" or "staff" or "employees", and shall include the Chief Executive Officer of AMIC and the Executive Directors;
4. "AMIC" means Australian Meat Industry Council;
5. "Board" means the Board of AMIC;
6. "Division" or "Division area" shall have the meaning as in Rule 46;
7. a "financial member" shall mean:

- a) a member of AMIC who has fully paid up all subscriptions, levies, fees, dues and fines due and payable by him to AMIC as the case may require; or
  - b) a member of AMIC who is less than one hundred and twenty (120) days in arrears in the payment of any subscription, levy, fee, due or fine due and payable by him to AMIC after the due date for payment thereof;
8. "financial year" shall mean the period of twelve (12) months commencing 1 July and ending on 30 June;
9. "industry group" means any industry group or groups recorded on the register of members of AMIC in respect of that member, or if the registration is in respect of a group of related companies, it shall mean the industry group or groups recorded in respect of that group of related companies;
10. "National Industry Council" shall mean any of the:  
National Export Meatworks (Beef) Processor Council  
National Meat Processors Council  
National Export Lamb, Sheep and Goat Processor Council  
National Retail and General Industry Council  
National Smallgoods Council, or  
any other National Industry Council created and/or established under the Rules.
11. "National Industry Processor Councils' " means the:  
National Export Meatworks (Beef) Processor Council  
National Meat Processors Council  
National Export Lamb, Sheep and Goat Processor Council, or  
any other National Industry Processor Council created and/or established under the Rules.
12. "The Australian Processor Council" means the Council formed under these Rules from members of the :  
National Export Meatworks (Beef) Processor Council  
National Meat Processors Council  
National Export Lamb, Sheep and Goat Processor Council  
Pork Processor industry group, or  
any other processor industry group or National Processor Industry Council created or established under the Rules.
13. "office" means an "office" as defined in the Workplace Relations Act, as amended, and "officer" shall have a corresponding meaning, and includes members (including office bearers) of the Board of AMIC, the National Industry Councils of AMIC, The Australian Processor Council and the Divisional Industry Councils of the Divisions thereof;
14. "office bearer" means a member of AMIC holding the office of National Chairman, Deputy Chairman or Secretary/Treasurer of the Board of AMIC or a member of AMIC holding the office of Chairman or Deputy Chairman of a National Industry Council or The Australian Processor Council or a Divisional Industry Council of any Division thereof. References to any office bearer or office bearers in these rules shall be deemed to include a reference to any member acting in the office or offices concerned;
15. "person" shall include a body politic or corporate as well as an individual;
16. "postal ballot" means a ballot for the purposes of which a ballot paper is to be sent by pre-paid post to each person entitled to vote and facilities are to be provided for the return of the completed ballot paper by post by the voter without expense to him;

- 75.4 Every Rule of these Rules shall be read and construed subject to law, and so as to comply with the law, to the intent that where any Rule hereof, would, but for this sub-rule, have been construed as being unlawful or invalid, it shall nevertheless be construed as a valid Rule to the extent to which it is not in breach of any law
- 75.5 In the interpretation of these Rules the words "Division" or "Division area" shall be construed so that a Division of AMIC has no separate legal existence as a juristic person and is simply used for the purpose or purposes contained in the Rules.

**\*\*\*END OF RULES\*\*\***