



# Tasmanian Quilting Guild Inc

## Constitution

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## **NAME OF THE GUILD**

1. (1) The name of the Guild shall be the Tasmanian Quilting Guild Inc (hereinafter called "the Guild").
- (2) Use of the name, Tasmanian Quilting Guild Inc, is only to be used with written authorisation of the President and or Secretary and with notice in the Guild Newsletter.

## **INTERPRETATION**

2. (1) In these rules unless the contrary intention appears –
  - "Act" means the Associations Incorporation Act 1964
  - "Committee" means a Committee of Management as established in clause 23.
  - "Guild" means the Guild referred to in rule 1 (1).
  - "ordinary committee member" means a member of the committee to whom paragraph (a)(ii) of sub-rule (1) of rule 23 relates.
- (2) In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretations Act 1931 and the Act as in force on the date on which these rules are adopted by the Guild.

## **GUILD'S OFFICE**

3. The office of the Guild will be the home or place of business of the current Public Officer or any other place the committee may determine.

## **OBJECTS & PURPOSES OF THE GUILD**

4. (1) The basic objects of the Guild are -
  - (a) To promote the art and craft of patchwork and quilting.
  - (b) To bring members together from all parts of the State.
  - (c) To promote interest in membership, especially throughout the State.
  - (d) To encourage high standards of workmanship and design in both traditional, and contemporary patchwork, and quilting.
  - (e) To foster interest in the history of patchwork and quilting by arranging lectures and workshops.
  - (f) To organise exhibitions of patchwork and quilting.
  - (g) To publish and circulate amongst members a newsletter relating to patchwork and quilting activities.
- (2) In addition to the basic objects of the Guild, the objects and purposes of the Guild include -
  - (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Guild;
  - (b) the buying, selling and supplying of, and dealing in, goods of all kinds;
  - (c) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Guild;
  - (d) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Guild;
  - (e) the taking of such steps from time to time as the committee or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Guild, whether by way of donations, subscriptions, or otherwise;
  - (f) the printing and publishing of such newspapers, periodicals, books, leaflets or other documents as the committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Guild;
  - (g) the borrowing and raising of money in such a way and on such terms as the committee may think fit or as may be approved or directed by resolution passed at a general meeting;
  - (h) subject to the provisions of the Trustee Act 1898, the investment of any moneys of the Guild not immediately required for any of its objects or purposes in such manner as the committee may from time to time determine;
  - (i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which Section 78 (1) (a) of the Income Tax Assessment Act 1936 of the Commonwealth relates;
  - (j) the establishment and support, or aiding in the establishment and support, of guilds, institutions, funds, trusts, schemes, and conveniences calculated to benefit servants or past servants of the Guild and their dependants, and the granting of pensions, allowances, or other benefits to servants or past servants of the Guild and their dependants, and the making of payments towards insurance in relation to any of those purposes;
  - (k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Guild;
  - (l) the purchase or acquisition and undertaking, of all or any part of the property, assets, liabilities and engagements of any association with which the Guild may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Guild;
  - (m) the doing of all other such lawful things as are incidental or conducive to the attainment of the basic objects of the Guild or of any of the objects & purposes as specified in the foregoing provisions of this sub-rule.

## **MEMBERSHIP OF GUILD**

5. (1) Membership is open to all individuals and groups who accept the objectives and rules of the Guild and pay the joining fee and the annual subscription as hereinafter provided.
- (2) Groups who become Affiliated Group Members shall -
  - a) pay a joining fee the same as the adult joining fee,
  - b) pay an annual subscription the same as the adult annual subscription,
  - c) be entitled to one vote only at Guild meetings,
  - d) be entitled to nominate a representative to vote on behalf of the Group, and
  - e) be unable to hold office.
- (3) Members aged from 8 to 18 are classed as Junior Members. They shall -
  - a) pay a joining fee the same as the adult joining fee,
  - b) pay an annual subscription equal to half of that set for adult members, and
  - c) have no voting rights.
- (4) A member may at any time resign from the Guild by delivering or sending by post to the Secretary a written notice of resignation.
- (5) The name of a member who has died or resigned shall be removed from the register of members, whereupon that member ceases to be a member of the Guild.
- (6) A right, privilege, or obligation of a person by virtue of their membership of the Guild -
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of their membership, whether by death, resignation, or otherwise.
- (7) In the event of the Guild being wound up -
  - (a) every member of the Guild; and
  - (b) every person who within the period of twelve months immediately preceding the commencement of the winding up, was a member of the Guild;is liable to contribute -
  - (c) to the assets of the Guild for payment of the debts or liabilities of the Guild; and
  - (d) for the costs, charges, and expenses of the winding up; and
  - (e) for the adjustment of the rights of the contributories among themselves.
- (8) Any liability under sub-rule (7) will not exceed \$10.
- (9) A former member is not liable so to contribute under sub-rule (7) in respect of any debt or liability of the Guild contracted after they ceased to be a member.

## **INCOME & PROPERTY OF THE GUILD**

6. (1) The income and property of the Guild, however derived, shall be applied solely towards the promotion of the objects and purposes of the Guild.
- (2) No portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Guild.
- (3) The Guild shall not -
  - (a) appoint a person who is a member of the committee to any office in the gift of the Guild to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or
  - (b) pay to any such person any remuneration or other benefit in money or money's worth (other than the payment of out-of-pocket expenses).
- (4) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Guild of -
  - (a) remuneration in return for services actually rendered to the Guild by any servant or member or for goods supplied to the Guild by any servant or member in the ordinary course of business;
  - (b) interest at a rate not exceeding seven and one-quarter percent (7¼%) for moneys lent to the Guild by the servant or member; or
  - (c) a reasonable and proper sum for the use of any premises or other property made available to the Guild by any servant or member.

## **ACCOUNTS OF RECEIPTS, EXPENDITURE, ETC.**

7. (1) True accounts shall be kept -
  - (a) of all sums of money received and expended by the Guild and the matter in respect of which the receipt of expenditure takes place; and
  - (b) of the property, credits and liabilities of the Guild
- (2) The accounts shall be open to the inspection of the members of the Guild subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Guild.
- (3) The Treasurer of the Guild shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Guild in such form and manner as the committee may direct.

- (4) The accounts, books and records referred to in sub-rules (1) (2) and (3) of this rule shall be kept at the Guild's office or at such other place as the committee may decide.

### **BANKING & FINANCE**

8. (1) The Treasurer of the Guild shall, on behalf of the Guild, is to -
  - (a) receive all moneys paid to the Guild and
  - (b) forthwith after the receipt thereof issue official receipts.
- (2) The Committee shall cause to be opened with such bank, building society or credit union as the Committee selects a banking account in the name of the Guild into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.
- (3) The Committee may -
  - (a) receive from the Guild's bank or bankers for the time being the cheques drawn by the Guild on any of its accounts with the bank or bankers; and
  - (b) may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Guild.
- (4) Except with the authority of the Committee, no payment of a sum exceeding twenty-five (\$25) dollars shall be made from the funds of the Guild otherwise than by cheque drawn of the Guild's bank account
- (5) The Committee may provide the Treasurer and Secretary with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Committee may impose.
- (6) No cheques shall be drawn on the Guild's bank account except for the payment of expenditure that has been authorised by the committee.
- (7) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by two of the four Office Bearers.

### **AUDITOR**

9. (1) The first Auditor of the Guild may be appointed by the Committee before the first Annual General Meeting, and if so appointed, shall hold office until the first Annual General Meeting, unless previously removed by a special resolution of the members at a General Meeting, in which case the members at that meeting may appoint an Auditor to act until the first Annual General Meeting.
- (2) At each Annual General Meeting of the Guild, the members present shall appoint a person as the Auditor of the Guild.
- (3) A person appointed as Auditor shall hold office until the Annual General Meeting next after that at which they are appointed, and is eligible for re-appointment
- (4) If an appointment is not made at an Annual General Meeting the Committee shall appoint an Auditor of the Guild for the then current financial year of the Guild
- (5) Except as provided in sub-rule (3) of this rule the Auditor may only be removed from office by special resolution
- (6) If a casual vacancy occurs in the office of Auditor during the course of a financial year of the Guild, the Committee may appoint a person as the Auditor and the person so appointed shall hold office until the next succeeding Annual General Meeting

### **AUDIT OF ACCOUNTS**

10. (1) Once at least in each financial year of the Guild, the accounts of the Guild shall be examined by the Auditor.
- (2) The Auditor shall certify as to the correctness of the accounts of the Guild and shall report thereon to the members present at the Annual General Meeting
- (3) In their report, and in certifying to the accounts, the Auditor shall state -
  - (a) whether they have obtained all information required of them;
  - (b) whether in their opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Guild according to the information at their disposal and the explanations given to them and as shown by the books of the Guild; and
  - (c) whether the rules relating to the administration of the funds of the Guild have been observed.
- (4) The Public Officer of the Guild shall cause to be delivered to the Auditor a list of all the accounts, books and records of the Guild.
- (5) The Auditor -
  - (a) has a right of access to the accounts, books, records, vouchers and documents of the Guild;
  - (b) may require from the servants of the Guild such information and explanations as may be necessary for the performance of their duties as Auditor;
  - (c) may employ persons to assist them in investigating the accounts of the Guild; and
  - (d) may, in relation to the accounts of the Guild, examine any member of the committee or any servant of the Guild.

### **ANNUAL GENERAL MEETING**

11. (1) The Guild shall hold an Annual General Meeting each year.
- (2) All financial members shall have a voice and a vote at all Annual General Meetings of the Guild.

- (3) The Annual General Meeting shall be held on a day, being not later than three months after the close of the financial year of the Guild, at a time and place determined by the Committee.
- (4) The Annual General Meeting shall be in addition to any other Special General Meetings that may be held in the same year.
- (5) The notice convening the Annual General Meeting shall specify the purpose of the meeting.
- (6) The ordinary business of the Annual General Meeting shall be as follows –
  - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
  - (b) to receive the Annual Report;
  - (c) to receive the Treasurer's Report, Financial Statement and Balance Sheet, duly audited, and the Auditor's report upon the transaction of the Guild during the last preceding financial year;
  - (d) to elect the Office Bearers of the Guild and the Committee members;
  - (e) to appoint the Auditor;
  - (f) to appoint the Public Officer;
  - (g) to confirm the position of Appointed Officers;
  - (h) to determine the joining fee for new members for the following financial year; and
  - (i) to determine the annual subscription for the following financial year
- (7) The Annual General Meeting may transact other special business of which twenty eight (28) days notice has been given in writing to the Secretary.
- (8) Copies of the Financial Report and Balance Sheet shall be made available to the members at the Annual General Meeting and printed in the first Newsletter published after the Meeting together with the Annual Report.

### **SPECIAL GENERAL MEETING**

12. (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Guild.
- (2) The Committee shall, on the requisition in writing of not less than ten members, convene a Special General Meeting of the Guild.
- (3) A requisition for a Special General Meeting
  - (a) shall state the objects of the meeting; and
  - (b) shall be signed by the persons making the requisition; and
  - (c) shall be deposited at the office of the Guild; and
  - (d) may consist of several documents, each signed by one or more of the requisitionists.
- (4) No other business than that specified in the notice of meeting shall be conducted at a Special General Meeting
- (5) If the committee does not cause a Special General Meeting to be held within twenty-one days from the date on which a requisition is deposited at the office of the Guild, the requisitionists, or any of them, may convene the meeting within three (3) months from the date of the deposit of the requisition.
- (6) A Special General Meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the committee.
- (7) All reasonable expense incurred in convening the meeting shall be refunded by the Guild to the persons incurring them.

### **NOTICES OF ANNUAL & SPECIAL GENERAL MEETINGS**

13. (1) Notices of such Meetings shall be advertised in either the Newsletter and/or by written notice to every member at least fourteen (14) days prior to the date appointed for such meeting.
  - (a) specifying the place, day, and time for the holding of the meeting; and
  - (b) the nature of the business to be transacted thereat.
- (2) The Secretary shall take the appropriate action to give to each member not less than fourteen (14) days notice of any Special General Meeting
- (3) Notice of motions for any Annual General Meeting or Special General Meeting shall be in writing to the Secretary at least twenty-eight (28) days prior to the date of that Meeting

### **BUSINESS & QUORUM OF ANNUAL & SPECIAL GENERAL MEETINGS**

14. (1) All business transacted at the Annual General Meeting and all business transacted at Special General Meetings, with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.
- (2) No item of business shall be transacted at an Annual General Meeting or a Special General Meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) A quorum for the transaction of the business of an Annual General Meeting and a Special General Meeting is twenty per cent (20%) of members present and entitled under these rules to vote.

- (4) If within one hour of the appointed time for the commencement of an Annual General Meeting or a Special General Meeting a quorum is not present, the meeting--
  - (a) if convened upon the requisition of members, shall be dissolved; or
  - (b) in any other case it shall stand adjourned to a date, not being later than 28 days from the date fixed for the original Meeting, of which due notice shall be given.
- (5) At an adjourned Annual General Meeting those members present shall form a quorum.

#### **PRESIDENT TO PRESIDE AT GENERAL MEETINGS**

15. (1) The President, or in their absence, the Vice-President, shall preside as chairman at every General Meeting of the Guild.
- (2) If the President and Vice-President are both absent from a General Meeting, the members present shall elect one of their number to preside as chairman.

#### **ADJOURNMENT OF GENERAL MEETING**

16. (1) The chairman of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen (14) days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### **DETERMINATION OF QUESTION ARISING AT GENERAL MEETINGS**

17. (1) A question arising at a General Meeting of the Guild shall be determined on a show of hands
- (2) Unless before or on the declaration of the result of the show of hands a poll is demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Guild is evidence of the matters stated in the entry, without further proof.

#### **VOTES**

18. (1) Upon any question arising at a meeting of the Guild, a member has one vote only.
- (2) All votes shall be given personally.
- (3) Voting at all meetings shall be by show of hands. Should a secret ballot be demanded by a simple majority of members in attendance, this majority shall be determined by a show of hands.
- (4) Decisions shall be made by a simple majority vote, except for those matters, which must be decided by special resolution where a seventy five per cent (75%) majority is required of those members present and eligible to vote.
- (4) In the case of an equality of voting on a question the question shall be decided in the negative except when the ballot for the election of an Office Bearer being equal, the current President shall have a casting vote.

#### **MAKING OF POLL(Counting Votes)**

19. If at a meeting a poll on any question is demanded -
  - (a) it shall be taken at that meeting in such manner as the chairperson may direct; and
  - (b) the result of the poll shall be deemed to be the resolution of the meeting on that question.

#### **WHEN POLL TO BE TAKEN**

20. (1) A poll that is demanded on the election of a chairperson, or on a question of adjournment, shall be taken immediately.
- (2) A poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.

#### **AFFAIRS OF THE GUILD TO BE MANAGED BY THE COMMITTEE**

21. (1) The affairs of the Guild shall be managed by a Committee of Management constituted as provided in rule 23.
- (2) The Committee -
  - (a) shall control and manage the day-to-day business and affairs of the Guild, (includes administration, control of general funds, general management and supervision of the affairs of the Guild);
  - (b) may, subject to these rules and associated by-laws, exercise all such powers and functions as may be exercised by the Guild, other than those powers and functions that are required by these rules to be exercised by the Annual General Meeting and Special General meetings of the Guild;
  - (c) subject to the Act and these rules, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Guild;
  - (d) arrange the archiving or other suitable preservation of the Annual Report, and such other documents and materials as the Committee from time to time may prescribe.

- (3) The Committee may make determinations of an urgent nature that cannot conveniently await a determination by a General Meeting, provided such determination and such reasons therefore shall be reported and ratified at the next General Meeting.

### **OFFICERS OF THE GUILD**

22. (1) The officers of the Guild shall be –
  - (a) a President;
  - (b) a Vice-President;
  - (c) a Treasurer; and
  - (d) a Secretary.
- (2) The provisions of sub-rules (2), (3) and (4) of rule 24, so far as they are applicable and with the necessary modifications, apply in relation to the election of persons to any of the offices mentioned in sub-rule (1) of this rule.
- (3) Each officer of the Guild shall hold office until the end of the Annual General Meeting next after the date of their election but are eligible for re-election subject to the provision of sub-rule (3) of rule 25.
- (4) In the event of a casual vacancy in any office mentioned in sub-rule (1) of this rule, the committee may appoint one of its members or a member of the Guild to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of their appointment.

### **CONSTITUTION OF THE COMMITTEE OF MANAGEMENT**

23. (1) The Committee shall consist of the following-
  - (a) members elected at the Annual General Meeting of the Guild each year -
    - (i) President, Vice President, Secretary and Treasurer;
    - (ii) three other members, comprising one member resident in each of the current telephone regions (South, North, North West);
    - (iii) Newsletter Editor
    - (iv) Exhibition Convenor, and
    - (v) Such other position/s as the Committee of Management deems necessary to efficiently manage the affairs of the guild.
- (2) Each member shall, subject to these rules, hold office until the conclusion of the Annual General Meeting next after the date of their election, but is eligible for re-election, subject to the provision of sub-rules (3) and (4) of rule 25.
- (3) In the event of a casual vacancy occurring in the office of other Committee Members, the Committee may appoint a member of the Guild to fill the vacancy, and the member so appointed shall hold office, subject to these rules until the conclusion of the Annual General Meeting next following the date of their appointment.
- (4) No one person shall hold more than one position on the Committee contemporaneously
- (5) The Committee shall have the right to call on Chairpersons of any Sub-Committees and/or Ad Hoc Committees to attend meetings as required provided two weeks notice is given.

### **ELECTIONS OF MEMBERS OF COMMITTEE**

24. (1) Nominations of candidates for election as officers of the Guild or as members of the Committee shall be -
  - (a) made in writing signed by two members of the Guild and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the Secretary of the Guild at least twenty-one (21) days before the date fixed for the holding of the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Committee -
  - (a) the candidates nominated shall be deemed to be elected; and
  - (b) further nominations for the vacant positions shall be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected..
- (4) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be held.
- (5) The positions of Returning Officer and Scrutineer shall be appointed by the Committee and shall determine the ballot.
- (6) The result of the ballot is to be declared at the Annual General Meeting.
- (7) The committee shall appoint a member to conduct the election of the committee at the Annual General Meeting. That person shall not be a nominee for any position on the committee

### **ELIGIBILITY AND TENURE**

25. (1) All Office Bearers and members of the Committee, except the Exhibition Convenor, shall be elected annually and shall take office at the conclusion of the Annual General Meeting.
- (2) Any member who is financial at the date of the Annual General Meeting is eligible for election to the office of President, Vice President, Secretary and Treasurer or as a committee member.
- (3) All Office Bearers and members of the committee, except the Newsletter Editor and the Exhibition Convenor, may be elected for a further term of office but may not hold the same position for more than three consecutive terms (3 years).
- (4) The Newsletter Editor and the Exhibition OCnvenor may serve up to five consecutive terms (5 years).

- (5) The Exhibition Convenor shall be elected at a General Meeting at least 12 months prior to the Exhibition and will not be required to retire at the Annual General Meeting.
- (6) No member of the Committee of Management may serve for more than 6 years in any 8-year period. This period commences from the date of their first election to the Committee

### **VACATION OF AN OFFICE**

26. For the purposes of these rules, the office of an officer of the Guild or of an ordinary committee member becomes vacant if the officer or committeeman –
  - (a) dies
  - (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors, or makes an assignment of their estate for their benefit;
  - (c) becomes of unsound mind;
  - (d) resigns their office by writing under their hand addressed to the Committee;
  - (e) ceases to be resident in the State;
  - (f) is absent from two (2) Committee meetings without due cause;
  - (g) ceases to be a member of the Guild; or
  - (h) fails to pay all arrears of subscription owed within fourteen (14) days after they have received a notice in writing signed by the Treasurer stating that they have ceased to be a financial member of the Guild.

### **MEETINGS OF THE COMMITTEE**

27. (1) The Committee shall meet at such place and at such times as the Committee may determine but shall hold a minimum of four (4) Committee Meetings each year.
- (2) A Special Meeting of the Committee may be called from time to time by the President or shall be called by the Secretary on receipt of a requisition signed by any three members of the Committee.
- (3) Notice shall be given to members of the Committee of any Special Meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.
- (4) Six members, one of whom must be the President or Vice President, shall form a quorum
- (5) No business shall be transacted unless a quorum is present
- (6) If within an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned for not more than two (2) weeks unless the meeting was a Special Meeting, in which case it lapses
- (7) At meetings of the Committee the President, or in their absence the Vice-President shall preside
- (8) Questions arising at meetings of the Committee shall be determined -
  - (a) on a show of hands; or
  - (b) if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (9) Each member present at a meeting of the Committee (including the person presiding at the meeting) is entitled to one vote.
- (10) In the event of an equality of votes on any question, the question shall be decided in the negative.
- (11) Written notice of each committee meeting shall be served on each member of the Committee by the Secretary.

### **DISCLOSURE OF INTEREST ON CONTRACTS**

28. (1) A member of the Committee who is interested in any contract or arrangement made or proposed to be made with the Guild shall disclose their interest -
  - (a) at the first meeting of the Committee at which the contract or arrangement is first taken into consideration, if their interest then exists; or
  - (b) in any other case, at the first meeting of the Committee after the acquisition of their interest.
- (2) If a member of the Committee becomes interested in a contract or arrangement after it is made or entered into they shall disclose their interest at the first meeting of the Committee after they becomes so interested.
- (3) No member of the Committee shall vote as a member of the Committee in respect of any contract or arrangement in which they are interested and if they do so their vote shall not be counted.

### **GENERAL MEETINGS**

29. (1) All members shall have a voice and A vote at all General Meetings of the Guild.
- (2) The Guild shall hold a minimum of four Meetings per year, one of which shall be held immediately prior to the Annual General Meeting.
- (3) A quorum for the transaction of the business at General Meeting is twenty per cent (20%) of members present and entitled under these rules to vote.
- (4) In the absence of both the President and the Vice President, the meeting shall elect one of its members as Acting Chairperson, who shall have all the powers of the President for that meeting.
- (5) In the absence of the Secretary from any Meeting of the Guild, the meeting shall elect an Acting Secretary to take minutes of the business of that meeting.

### **SUB-COMMITTEES**

30. (1) The Committee may -
- (a) at any time form a Sub-Committee from the Committee and/or the members as it may think fit and
  - (b) shall prescribe the powers and functions thereof.
- (2) All Sub-Committees shall comprise of financial members of the Guild only.
- (3) The Committee shall appoint a member to form a Sub-Committee from those members expressing an interest in such committees, the member appointed by the Committee to act as Chairperson of such committees.
- (4) The Sub-Committee shall elect from its members a Minute Secretary and Cashier as required.
- (5) The minutes, financial statements and progress reports shall be presented to Committee of Management meetings by the Chairperson of the Sub-Committee.
- (6) The Sub-Committee may co-opt a member to fill a role if and when necessary and the person so co-opted shall be entitled to vote.
- (7) The Guild President shall be ex-officio member of all such committees with full voting rights.
- (8) The Sub-Committees may make rules for carrying out their objectives. Such rules shall be consistent with the Constitution and approved by the Committee of Management.
- (9) The conduct and business of Sub-Committees shall be consistent with the Constitution of the Guild.
- (10) The Chairperson of a Sub-Committee shall have a deliberative vote but not a casting vote. In the event of the voting being equal the question shall be decided in the negative.
- (11) At the end of the financial year, the Sub-Committee shall -
- (a) provide a written report; and
  - (b) account for all income and expenditure to the Committee of Management.
- (12) A quorum at a meeting of a Sub-Committee shall be half the number of the members of the Sub-Committee.
- (13) The Chairman of the Sub-Committee is responsible for calling meetings of a Sub-Committee.

### **AD HOC COMMITTEES**

31. (1) The Committee may -
- (a) at any time form an Ad Hoc Committee from the Committee and/or the members as it may think fit and
  - (b) shall prescribe the powers and functions thereof.
- (2) All Ad Hoc Committees shall comprise of financial members of the Guild only.
- (3) The Committee shall appoint a member to form an Ad Hoc Committee from those members expressing an interest in such committees, the member appointed by the Committee to act as Chairperson of such committees.
- (4) The Ad Hoc Committee shall elect from its members a Minute Secretary and Cashier as required.
- (5) The minutes, financial statements and progress reports shall be presented to the Committee of Management meetings by the Chairperson of the Ad Hoc Committee.
- (6) The Ad Hoc Committee may co-opt a member to fill a role if and when necessary and the person so co-opted shall be entitled to vote.
- (7) The Guild President shall be ex-officio member of all such committees with full voting rights.
- (8) The Ad Hoc Committees may make rules for carrying out their objectives. Such rules shall be consistent with the Constitution and approved by the Committee of Management.
- (9) The conduct and business of Ad Hoc Committees shall be consistent with the Constitution of the Guild.
- (10) The Chairperson of an Ad Hoc Committee shall have a deliberative vote but not a casting vote. In the event of the voting being equal the question shall be decided in the negative.
- (11) At the end of the financial year, the Ad Hoc Committee shall -
- (a) provide a written report; and
  - (b) account for all income and expenditure to the Committee of Management.
- (12) A quorum at a meeting of an Ad Hoc Committee shall be half the number of the members of the ad hoc committee.
- (13) The Chairman of the Ad Hoc Committee is responsible for calling meetings of a sub-committee.
- (14) On the completion of the work of the Ad Hoc Committee, all monies, financial statements, minutes of meetings and other records shall be handed to the Guild Secretary.

### **EXECUTIVE COMMITTEE**

32. (1) The President, the Vice-President, the Treasurer, and the Secretary constitute the Executive Committee.
- (2) The Executive Committee may issue instructions to the Secretary and the servants of the Guild in matters of urgency connected with the management of the affairs of the Guild during the intervals between meetings of the Committee of Management.
- (3) When any such instructions are issued under sub-rule (2), the Executive Committee shall report thereon to the next meeting of the Committee of management.

### **ANNUAL SUBSCRIPTION**

33. (1) Each member shall -
- (a) pay an annual subscription to the Guild;
  - (b) be issued with a receipt and membership card authorised by the Committee on payment of the subscription; and
  - (c) be entitled to receive a copy of each issue of the newsletter.
- (2) New members shall -
- (a) pay a joining fee;
  - (b) pay the annual subscription;
  - (c) be entitled to a copy of the Constitution; and
  - (d) be entitled to receive a Guild Badge.
- (3) The amount of the annual subscription and joining fee payable by members shall be determined annually by the members at the Annual General-Meeting.
- (4) The annual subscription of a member is due and payable on or before the first day of the financial year of the Guild.
- (5) Any member who has failed to pay the annual subscription before the date of the Annual General Meeting shall be deemed to be unfinancial.
- (6) An unfinancial member is no longer a member after twenty-eight (28) days from the Annual General Meeting.
- (7) When a person becomes a member during the three months prior to the end of the financial year, the subscription shall cover membership to the end of the following financial year.

### **FINANCIAL YEAR**

34. The financial year of the Guild is the period beginning on the 1<sup>st</sup> July in each calendar year, and ending on the 30 June the following year.

### **NOTICES**

35. A notice may be served by or on behalf of the Guild upon any member by -
- (a) delivering it to them personally or
  - (b) sending it by post in a prepaid letter addressed to them at their usual or last-known place of abode, or
  - (c) emailing it to them at their usual or last-known email address.

### **DISPUTES**

36. Subject to this rule, a dispute between a member of the Guild, in their capacity as a member, and the Guild shall be determined in such manner as the parties in the dispute may agree and in default of agreement by arbitration in accordance with the provisions of the Commercial Arbitration Act 1986.

### **AMENDMENTS TO THE CONSTITUTION**

37. (1) Amendments to the constitution shall be made only at an Annual General Meeting or a Special General Meeting provided that notice of the proposed amendments has been given to members
- (2) Amendments to the constitution shall only be passed by a majority of not less than three-quarters of those members present and entitled to vote.
- (3) Any member of the Guild wishing to amend the Constitution shall lodge the amendments in writing with the Committee at least twenty-eight (28) days prior to the holding of the Annual General meeting or any Special General Meeting
- (4) All members shall be notified in writing of the proposed amendments fourteen (14) days before the Annual or Special General Meeting is held.

### **PUBLIC OFFICER**

38. (1) The first Public Officer shall be a person appointed by the Guild at a General Meeting.
- (2) The Public Officer shall be the Secretary of the day.
- (3) The Public Officer shall be deemed to have vacated their position in the following circumstances -
- (a) Death
  - (b) Resignation
  - (c) Removal by a special resolution at a General Meeting
  - (d) Bankruptcy or financial insolvency
  - (e) Completion of their term as Secretary
- (4) The Public Officer of the Guild shall cause to be delivered to the Auditor a list of all accounts, books and records of the Guild.
- (5) The Public Officer is required to notify the Corporate Affairs Commission of the following circumstances -
- (a) Their own appointment within fourteen (14) days;
  - (b) Any change of their residential address within fourteen (14) days;
  - (c) Any change in the Guild's aims, objectives or rules within twenty-eight (28) days;

- (d) The Guild's financial affairs following the Annual General Meeting within six (6) months of the end of the financial year;
- (e) A signed original of the Auditor's Report;
- (f) A list of the names and residential addresses of the Guild's Committee signed by the Auditor within six (6) months of the end of the financial year;
- (g) Any other information regarded by the Corporate Affairs Commission; and
- (h) Any change in the Guild's name within twenty-eight (28) days.

**THE SEAL**

- 39. (1) The seal of the Guild shall be in the form of a rubber stamp inscribed with the name of the Guild encircling the word "Seal".
- (2) The seal of the Guild shall be not affixed to any instrument except by the authority of the Committee
- (3) The affixing of the Seal shall be attested by the signatures of -
  - (a) two members of the Committee; or
  - (b) of one member of the Committee and the Public Officer of the Guild or such other person as the membership may appoint for that purpose.
- (4) Attestation under sub-rule (3) is sufficient for all purposes that the seal was affixed with the authority of the Guild.
- (5) The seal shall remain in the custody of the Public Officer.

**BY-LAWS**

- 40. (1) The Guild may from time to time make or amend any by-laws that are consistent with the provisions of the Constitution for the conduct of meetings and/or the regulation of Guild business.
- (2) These by-laws shall not have any effect until they have been submitted to a General Meeting at which a quorum comprising a number not less than twenty percent (20%) of the total membership entitled to vote are present, and are passed by seventy-five (75%) of those members present and eligible to vote.

**WINDING UP OF THE GUILD**

- 41. (1) Subject to Section 33 of the Associations Incorporation Act 1964, any property remaining upon the winding up or dissolution of the Guild shall not be distributed among members, but shall be transferred to some other Association having objectives similar to the objectives of the Guild.

Signed .....President

Signed.....Secretary

Date.....

In the custody of the Secretary