

**CONSTITUTION OF THE  
EMBROIDERERS' GUILD OF WESTERN AUSTRALIA INC 2018**

## 1. Name of Association

The name of the Association is the Embroiderers' Guild of Western Australia Inc.

## 2. Definitions

In these rules, unless the contrary intention appears-

"Annual General Meeting" means the meeting convened under rule 23;

"Committee" means the Committee of Management referred to in rule 16;

"Committee meeting" means a meeting referred to in rule 22;

"Committee member" means person referred to in rule 16;

"convene" means to call together for a formal meeting;

"department" means the government department with responsibility for administering the *Associations Incorporation Act* (2015);

"financial year" means each period commencing 1 July and ending on 30 June in the following year;

"general meeting" means a meeting to which all members are invited;

"grievance procedure" means the procedures set out in rule 10;

"member" means member of the Guild;

"ordinary resolution" means resolution other than a special resolution;

"party to a dispute" includes a person (a) who is a party to the dispute; and (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute;

"poll" means voting conducted in written form (as opposed to a show of hands);

"special general meeting" means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 51 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members who are entitled under the Constitution to vote and vote in person or, where proxies or postal votes are allowed by the Constitution by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with the Constitution. At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the Constitution.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Act" means the *Associations Incorporation Act* 2015;

"the City Vice-President and the Country Vice-President" means the Vice-Presidents referred to in paragraphs (b) and(c) of rule 16.1;

"the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;

"the Committee" means the Committee of Management referred to in rule 16.1;

"the Guild" means the Association referred to in rule 1;

"the President" means-

the person referred to in paragraph (a) of rule 16.1;

"the Secretary" means the Secretary referred to in paragraph (d) of rule 16.1;

"the Treasurer" means the Treasurer referred to in paragraph (e) of rule 16.1;

## 3. Objects of the Guild

3.1 The object of the Guild is to encourage and foster needle art in Western Australia and in particular:

(a) To foster the amicable exchange of ideas in the field of needle art.

(b) To teach needle art and to attain and maintain a high standard by discussion and exhibition of work.

(c) To hold regular major exhibitions of members' work.

3.2 The property and income of the Guild shall be applied solely towards the promotion of its objects and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

#### 4. Powers of the Guild

The powers conferred on the Guild are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Guild may do all things necessary or convenient for carrying out its objects and in particular may –

- (a) Acquire, hold, deal with, and dispose of any real or personal property;
- (b) Open and operate bank accounts;
- (c) Invest its money in any security in which trust monies may lawfully be invested or in any other manner authorised by the Constitution;
- (d) Borrow money upon such terms and conditions as the Guild thinks fit
- (e) Give such security for the discharge of liabilities incurred by the Guild as the Guild thinks fit;
- (f) Appoint agents to transact any business of the Guild on its behalf;
- (g) Enter into any other contract it considers necessary or desirable; and
- (h) Act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the Constitution;

Provided however that no mortgage debenture charge or other security shall be granted over the whole or any part of the property of the Guild without the assent of a two-thirds majority of members present and voting at an annual or special general meeting.

#### 5. Qualifications for membership

5.1 Membership of the Guild is open to anyone who is of good character and reputation who has an interest in needle art.

5.2 Any person or organisation who or which subscribes to the objects of the Guild and who wishes to become a member must apply for membership to the Committee in writing and in such form as the Committee from time to time directs.

5.3 The Committee may determine classes of membership from time to time.

5.4 Subject to rules 5.5 and 5.6, any person who submits the prescribed application form accompanied by payment of the appropriate fee and any arrears of membership fees to the Secretary becomes a member of the Guild upon receipt of the form and payment.

5.5 If a person's membership fee is paid by cheque which is dishonoured, or by electronic means or credit card which for any reason is not processed into the Guild's account, the Secretary shall advise the person accordingly and the person's membership ceases upon the issuing of the notification.

5.6 No person who has been expelled from the Guild shall be eligible to reapply without the written approval of the President on behalf of the Committee.

#### 6. Register of members

6.1 The Secretary, on behalf of the Guild, must comply with section 53 of the Act by keeping and maintaining in an up to date condition a register of the members and their postal or residential addresses and, upon the request of a member, shall make the register available for their inspection. The member may make a copy of or take an extract from the register but shall have no right to remove the register.

6.2 The register must be kept and maintained at such place as the Committee decides.

6.3 The Secretary must cause the name of a person who dies or who ceases to be a member to be deleted from the register.

#### 7. Subscriptions

7.1 The Committee shall determine the amount of any subscriptions to be paid by members or classes of members.

7.2 Each member must pay the amount of the subscription to the Guild annually on or before 1 July or such other date as the Committee from time to time determines.

7.3 A member whose subscription is not paid within 3 months after the due date ceases to be a member, unless the Committee decides otherwise.

7.4 A person exercises all the rights and obligations of a member for the purposes of the Constitution if his or her subscription is paid on or before or within 3 months of the due date, or such other time as the Committee allows.

## 8. Termination of membership

Membership may be terminated upon -

- (a) Receipt of a member's resignation in writing. Such person remains liable for the amount of any subscription due and payable but unpaid at the date of resignation; or
- (b) Non-payment by a member of his or her subscription within three (3) months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise.
- (c) Expulsion of a member.

## 9. Expulsion of members

9.1 If the Committee considers that a member should be expelled because his or her continued membership is or is likely to be detrimental to the interests of the Guild, the Committee must provide, either orally or in writing, to the member-

- (a) 30 days' notice of the time, date and place of the Committee meeting at which the question of expulsion will be decided; and
- (b) Particulars of the matters which led the Committee to the view that the member's continued membership is or is likely to be detrimental to the interests of the Guild.

9.2 At the Committee meeting at which expulsion is considered, the Committee may, having afforded the member a reasonable opportunity to be heard by or to make representations in writing to the Committee, expel with a 2/3 majority of Committee members, or decline to expel that member from membership and must communicate that decision in writing to that member as soon as practicable.

9.3 A member ceases to be a member 14 days after he or she is advised of their expulsion.

9.4 A member who is expelled must, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within 14 days.

9.5 When notice is given to appeal an expulsion -

- (a) A special general meeting of the Guild may set aside the decision of the Committee to expel the member,
- (b) After having afforded that member a reasonable opportunity to be heard by or to make representations in writing to the general meeting; and
- (c) The relevant member ceases to be a member unless the decision of the Committee is set aside under this sub-rule.

9.6 Upon expulsion, a former member must return all funds and property of the Guild in their possession to the Guild.

## 10. Resolving Disputes

The grievance procedure set out applies to disputes (a) between members; or (b) between one or more members and the Guild.

10.1 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

10.2 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 10.1, any party to the dispute may start the grievance procedure by giving written notice to the secretary of (a) the parties to the dispute; and (b) the matters that are the subject of the dispute.

10.3 Within 28 days after the secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.

10.4. The secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

10.5 The notice given to each party to the dispute must state (a) when and where the Committee meeting is to be held; and (b) that the party, or the party's representative, may attend the meeting and will be given a

reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

10.6 If (a) the dispute is between one or more members and the Guild; and (b) any party to the dispute gives written notice to the secretary stating that the party (i) does not agree to the dispute being determined by the Committee; and (ii) requests the appointment of a mediator under rule 13, the Committee must not determine the dispute.

## 11. Determination of dispute by Committee

11.1 At the committee meeting at which a dispute is to be considered and determined, the Committee must (a) give each party of the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and (b) give due consideration to any submissions so made; and (c) determine the dispute.

11.2 The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee meeting at which the determination is made.

11.3 A party to the dispute may, within 14 days after receiving notice of the Committee's determination under sub-rule 11.1 (c), give written notice to the secretary requesting the appointment of a mediator under rule 10.6.

11.4 If notice is given under sub-rule 11.3, each party to the dispute is a party to the mediation.

## 12. Mediation

12.1 If written notice has been given to the secretary requesting appointment of a mediator (a) by a member under rule 9.4; or (b) by a party to a dispute under rule 10.6(b)(ii) or 11.3, a mediator must be chosen or appointed under rule 13.

## 13. Appointment of mediator

13.1 The mediator must be a person chosen (a) if the appointment of a mediator was requested by a member under rule 9.4 by agreement between the Member and the committee; or (b) if the appointment of a mediator was requested by a party to a dispute under rule 10.6(b)(ii) or 11.3 – by agreement between the parties to the dispute.

13.2 If there is no agreement for the purpose of sub-rule 1(a) or (b), then, subject to sub-rules 3 and 4, the committee must appoint the mediator.

13.3 The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by (a) by a member under rule 9.4 or (b) by a party to a dispute under rule 10.6(b)(ii); or (c) a party to a dispute under rule 11.3 and the dispute is between one or more members and the Guild.

13.4 The person appointed as mediator by the committee may be a member or former member of the Guild but must not (a) have a personal interest in the matter that is the subject of the mediation; or (b) be biased in favour of or against any party to the mediation.

## 14. Mediation process

14.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

14.2 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

14.3 In conducting the mediation, the mediator must – (a) give each party to the mediation every opportunity to be heard; and (b) allow each party to the mediation to give due consideration to any written statement given by another party; and (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

14.4 The mediator cannot determine the matter that is the subject of the mediation.

14.5 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

14.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Note for this rule:

Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated association's rules.

#### 15. If mediation results in decision to suspend or expel being revoked

If – (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 9.4 and (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

#### 16. Committee of Management

16.1 Subject to any delegation made under rule 16.3, the affairs of the Guild will be managed exclusively by a Committee of Management consisting of-

- (a) President
- (b) City Vice-President;
- (c) Country Vice-President;
- (d) Secretary;
- (e) Treasurer;
- (f) The Guild's Newsletter Editor, or equivalent;
- (g) The Guild's Public Relations Officer, or equivalent; and
- (h) Up to six other persons, all of whom must be members

16.2 Subject to 17.7, a Committee member's term will be from his or her election at an annual general meeting until the third Annual General meeting following his or her election, at which time their membership of the Committee terminates. Such members are eligible for nomination to the Committee for two further consecutive terms but are then ineligible for nomination for 12 months.

16.3 The Committee may delegate, in writing any of its functions other than the power of delegation and a function which is a duty imposed on the Committee by the Act or any other law.

16.4 A delegation is subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.

16.5 The Committee may revoke wholly or in part any delegation in writing.

#### 17. Election of Committee Members

17.1 Committee members must be elected to the Committee at an annual general meeting or appointed under 17.7

17.2 Except for nominees under 17.5, a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice to the Guild in writing, including electronically, of that nomination signed by the nominator and the nominee not less than 40 days before the annual general meeting is to be held.

17.3 If the number of nominations for the Committee exceeds the number of vacancies, voting shall be –  
(a) By post on a ballot paper initialled by the returning officer in an envelope endorsed "Ballot Paper", which shall be posted to members with the notice of the Annual General Meeting; or  
(b) Electronically, in a form emailed by the Guild to members at the email addresses provided by them.  
The ballot, by post or electronically, closes at 5 p.m. seven (7) days before the annual general meeting.

17.4 If the number of persons nominated for election to the Committee does not exceed the number of vacancies to be filled-

- (a) The Secretary must report accordingly to; and

(b) The President must declare those persons to be duly elected as members of the Committee.

17.5 If vacancies remain on the Committee after the President's declaration, additional nominations may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies, elections for those positions must be conducted by ballot.

17.6 A person who is eligible for election to the Committee may propose or second himself or herself for election and vote for himself or herself.

17.7 If a vacancy remains on the Committee following an AGM or when a casual vacancy occurs in the membership of the Committee-

(a) The Committee may appoint a member to fill that vacancy; and

(b) A member appointed under this sub-rule will hold office until the election at the next annual general meeting and be eligible for election to the Committee at that annual general meeting.

## 18. President and Vice-Presidents

18.1 Subject to this rule, the President shall preside over all general meetings and Committee meetings.

18.2 Where the President is absent from a general meeting, then the City Vice-President will preside, or in his or her absence, the Country Vice-President. If the President and Vice-Presidents are absent, a member elected by the other members present at the general meeting must preside at the general meeting.

18.3 Where the President is absent from a Committee meeting, then the City Vice-President will preside, or in his or her absence, the Country Vice-President. If the President and Vice-Presidents are absent, a member elected by the other members present shall preside.

## 19. Secretary

The Secretary must

19.1 Co-ordinate the Guild's correspondence.

19.2 Keep full and correct minutes of the proceedings of the Committee and the Guild.

19.3 Ensure compliance on behalf of the Guild with –

(a) Section 53 of the Act with respect to the register of members;

(b) Section 22 of the Act by keeping and maintaining in an up to date condition the Constitution and, upon the request of a member, making the Constitution available for inspection by the member and the member may make a copy of or take an extract from the Constitution but will have no right to remove the Constitution; and

(c) Section 58 of the Act by maintaining a record of -

(i) the names and residential or postal addresses of all office bearers of the Guild, including all offices held by the persons who constitute the Committee and persons who are authorised to use the Guild's common seal under rule 29; and

(ii) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Guild, and

(iii) the Secretary must, upon the request of a member, make the record available for inspection by the member and the member may make a copy of or take an extract from the record but will have no right to remove the record.

19.4 Unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Guild other than those required by rule 14 to be kept and maintained by, or in the custody of, the Treasurer; and

19.5 Perform such other duties as are imposed by the Constitution on the Secretary or are delegated by the Committee to the Secretary.

## 20. Treasurer

The Treasurer must -

20.1 Be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of the Guild and must issue receipts for those moneys in the name of the Guild.

20.2 Pay all moneys to the Guild into such Guild account or accounts as the Committee may from time to time direct.

20.3 Make payments from the Guild's funds with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed or electronic authorities provided by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee.

20.4 Comply on behalf of the Guild with sections 66, 67, 68, 69 of the Act with respect to the Guild's accounting records by -

- (a) Keeping such accounting records as correctly record and explain the financial transactions and financial position of the Guild;
- (b) Keeping its accounting records in such manner as will enable true and fair accounts of the Guild to be prepared from time to time;
- (c) Keeping its accounting records in such manner as will enable true and fair accounts of the Guild to be conveniently and properly audited; and
- (d) Submitting to members at each annual general meeting Guild accounts showing the Guild's financial position at the end of the immediately preceding financial year.

20.5 Whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction.

20.6 Unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Guild.

20.7 Perform such other duties as are imposed by the Constitution on the Treasurer.

## 21. Termination of membership of Committee

Membership of the Committee is terminated if the Committee member:

- (a) Dies;
- (b) Resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-Presidents;
- (c) Is convicted of an offence under the Act;
- (d) Is permanently incapacitated by mental or physical ill-health;
- (e) Is absent from more than-
  - (i) 3 consecutive Committee meetings; or
  - (ii) 3 Committee meetings in the same financial year;
  - (iii) without tendering an apology to the person presiding at each of those Committee meetings and the Committee has resolved to declare the office vacant;
- (f) Ceases to be a member of the Guild; or
- (g) Is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

## 22. Proceedings of Committee

22.1 The Committee must meet for the dispatch of business not less than 3 times in each year and the President, or at least half the members of the Committee, may at any time convene a meeting of the Committee.

22.2 Presence of a member at a Committee meeting includes electronic means such as by telephone or the internet with permission of the Committee.

22.3 On the agreement of Committee members, and provided no member of the Committee dissents from dealing with the business by electronic means, specific business of the Committee may be undertaken by electronic means, including but not limited to email, phone or Voice Over Internet Protocols and including but not limited to the approval of reports, delegations and the making and passing of resolutions.

22.4 Each Committee member has a deliberative vote. A question arising at a Committee meeting must be decided by a majority of votes, but, if there is no majority, the person presiding over the meeting will have a casting vote in addition to his or her deliberative vote.

22.5 Five (5) Committee members constitute a quorum.

22.6 Subject to the Constitution, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.

22.7 As required under sections 42 and 43 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract or proposed contract made by or in the contemplation of, the Committee

(except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Guild is established) must-

(a) As soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and

(b) Not take part in any deliberations or decision of the Committee with respect to that contract.

22.8 The Secretary must cause every disclosure of interest to be recorded in the minutes of the meeting at which it is made.

### 23. Annual General Meetings

23.1 The Committee must convene annual general meetings within the time limits provided for the holding of such meetings by section 50 of the Act, that is, in every calendar year within 4 months after the end of the Guild's financial year or such longer period as may in a particular case be allowed by the Commissioner.

23.2 The Secretary must give all members not less than 21 days' notice of an annual general meeting and that notice must specify -

(a) When and where the annual general meeting is to be held;

(b) The particulars and order in which business is to be transacted, as follows -

(i) The consideration of the accounts and reports of the Committee;

(ii) The election of Committee members to replace outgoing Committee members;

(iii) Appointment of the auditor; and

(iv) Any other business requiring consideration by the Guild at the general meeting.

23.3 A special resolution may be moved at an annual general meeting, but in that case the Secretary must, in addition to the matters in 23.2 give notice of the intention to move a special resolution setting out the text of the proposed resolution.

23.4 The Secretary must give a notice under 23.2, 23.3, 24.6, 25.6 and 25.7 by;

(a) Serving it on a member personally; or

(b) Sending it by post to a member at the address of the member appearing in the register of members; or

(c) Sending it electronically to the member's nominated email address.

### 24. Special General Meetings

24.1 The Committee may at any time convene a special general meeting.

24.2 The Committee must convene a special general meeting within 30 days of:

(a) Receipt of a request to do so from not less than 2% of the membership, signed by those members and stating the purpose for which the meeting is requested or

(b) Receipt by the Secretary of a notice under rule 9.4.

24.3 A meeting convened under rule-24.2 must be held within 4 months of the receipt of the request or notice.

24.4 A special general meeting may be held on the same day as an annual general meeting.

24.5 A special general meeting is not convened within the period of 30 days referred to in 24.2 then the member or members who gave notice under rule 24.2 may convene a special general meeting as if that member or those members were the Committee, and the Guild must pay the reasonable expenses of convening and holding the meeting.

24.6 The Secretary must give all members not less than 21 days' notice of a special general meeting and the notice must specify:

(a) When and where the special general meeting is to be held;

(b) Particulars of the business to be transacted at the special general meeting; and

(c) If a special resolution is to be proposed at the meeting, the intention to move a special resolution and the text of the proposed resolution.

24.7 The Secretary must give notice of a special general meeting by any of the means specified in rule 23.4.

24.8 Subject to rule 24.6 a special resolution may be moved at a special general meeting.

### 25. Quorum and proceedings at annual and special general meetings

25.1 At an annual or special general meeting 2% members present in person constitute a quorum.

25.2 If within 30 minutes after the time specified for the holding of an annual or special general meeting there is no quorum present, the meeting stands adjourned to the same time on the same day in the following week and to the same venue.

25.3 If within 30 minutes of the time appointed for the resumption of an adjourned annual general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

25.4 If within 30 minutes of the time appointed for the resumption of an adjourned special general meeting there is no quorum present, the general meeting lapses.

25.5 The President may, with the consent of an annual or special general meeting at which a quorum is present, and must, if so directed by such a meeting, adjourn that meeting from time to time and from place to place.

25.6 There must not be transacted at an adjourned annual or special meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

25.7 When an annual or special general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 23.2; 23.3; or 24.6 as the case may be of the adjourned meeting as if that general meeting were a fresh annual or special meeting.

25.8 At an annual or special general meeting-

(a) An ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to 25.10, 25.11. and 25.12.

(b) A special resolution put to the vote will be decided in accordance with section 51 of the Act, and, if a poll is demanded, in accordance with sub-rule 25.10 and section 52 of the Act.

25.9 A declaration by the person presiding over an annual or special general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with 25.10.

25.10 At an annual or special general meeting, a poll may be demanded by the person presiding over the meeting or by three or more members present in person or by proxy and if so demanded must be taken in such manner as the person presiding directs.

25.11 If a poll is demanded and taken in respect of an ordinary resolution, a declaration by the person presiding of the result of the poll is evidence of the matter so declared.

25.12 A poll must be taken immediately on that demand being made.

25.13 The Secretary must cause proper minutes of all proceedings of all annual and special general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each meeting in a minute book kept for that purpose.

25.14 The President must ensure that the minutes are checked and signed as correct by the President or other person presiding over the meeting to which those minutes relate or by the person presiding over of the next succeeding general meeting or Committee meeting as the case requires.

25.15 When minutes have been entered and signed as correct, they are until the contrary is proved evidence that-

(a) The meeting to which they relate was duly convened and held;

(b) All proceedings recorded as having taken place at the meeting did in fact take place; and

(c) All appointments or elections purporting to have been made at the meeting have been validly made.

## 26. Voting rights of members

26.1 Subject to the Constitution, each member present in person or by proxy at an annual or special general meeting is entitled to a deliberative vote.

26.2 A member which is not a natural person may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular meeting or at all meetings until that appointment is revoked by the member.

## 27. Proxies of members

A member may appoint in writing another member who is a natural person to be their proxy and to attend and vote on their behalf at any general meeting.

## 28. Constitution

28.1 The Guild may alter or rescind its Constitution in accordance with the procedure set out in sections 30, 31, 32 and 33 of the Act, which is as follows -

- (a) Subject to 26.1(d) and (e), the Guild may alter its rules by special resolution but not otherwise;
- (b) Within one month of the passing of a special resolution altering its Constitution, or such further time as the Commissioner may in a particular case allow (on written application by the Guild), the Guild must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the Constitution as so altered conforms to the requirements of the Act;
- (c) An alteration of the Constitution does not take effect until 28.1(b) is complied with;
- (d) An alteration of the Constitution changing the name of the Guild does not take effect until sub-rules

28.1(a) to (c) are complied with and the approval of the Commissioner is given to the change;

(e) An alteration of the Constitution altering the objects of the Guild does not take effect until 28.1(a) to (c) are complied with and the approval of the Commissioner is given to the alteration.

28.2 The Constitution binds every member and the Guild to the same extent as if every member and the Guild had signed and sealed the Constitution and agreed to be bound by all its provisions.

## 29. Common seal

29.1 The Guild must have a common seal on which its corporate name appears in legible characters.

29.2 The common seal must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book.

29.3 The affixing of the common seal must be witnessed by any two of the President, the Secretary and the Treasurer.

29.4 The common seal must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

## 30. Keeping and Inspection of records, etc.

30.1 The books and records of the Guild are to be kept at such places as the Committee directs.

30.2 A member may at any reasonable time inspect without charge the books, documents and records of the Guild unless such records contain confidential employee or client information.

## 31. Groups

31.1 A Group is any group of members which is approved by the Committee and which meets for the purpose of fostering any of the objects of the Guild.

31.2 Only members of the Guild may be Group members.

31.3 The Committee may approve for each Group a Group Leader and a Group Treasurer.

31.4 If a Group charges or collects any form of fee or subscription from Group members, the Group Treasurer shall present to the Committee as soon as practicable following the end of each financial year a financial statement.

31.5 The Committee may make such rules for the operation of the Groups as it thinks fit, and may make different rules for different Groups.

31.6 Subject to this rule, a Group may conduct its proceedings as the members of the group decide.

## 32. Distribution of surplus property on winding up

If upon the winding up or dissolution of the Guild there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. Any surplus monies must be given or transferred to another association incorporated under the Act which has similar objects which is not carried out for the purposes of profit or gain to its individual members. Any books or textiles which are not required to be sold to satisfy the debts and liabilities of the Guild may be transferred either to another association incorporated under the Act which has similar objects or to any charitable organisation in Australia which is willing to use the books or textiles to further its charitable

purposes; but if any books or textiles are not so transferred they must be sold and the proceeds dealt with in accordance with this rule.

### 33. Affiliation

33.1 The Guild is an Associated Society overseas of the Embroiderers' Guild London. The Guild may affiliate with other Societies from time to time as approved by the Committee.

33.2 Any society or association affiliated with the Guild shall be entitled to appoint two (2) delegates to represent them at general meetings provided that no such delegate shall be entitled to vote unless they are a member of the Guild.