

Constitution of The Embroiderers' Guild ACT Inc
November 2015

1. Definitions

- a. For the purpose of this Constitution all references to Embroidery should be taken as meaning Embroidery and related arts and crafts.
- b. Honorary Secretary means person acting in the position of Honorary Secretary.
- c. President means person acting in the position of President.
- d. 'In writing' includes by email or other electronic means.

1.A. Application of the Legislation Act 2001

The Legislation Act 2001 applies to this Constitution in the same way as it would if it were an instrument made under the Act.

2. Title

The Society shall be known as The Embroiderers' Guild, Australian Capital Territory Inc. and is hereinafter referred to as "The Guild".

3. Principal Purpose

The principal purpose of The Guild is to promote the practice, study and appreciation of the art of Embroidery and related arts and crafts in all their forms.

4. Objectives

The objects of The Guild are to:

- a. promote co-operation and interchange of ideas among those engaged in or interested in Embroidery;
- b. maintain a high standard of design and technique in Embroidery;
- c. provide a Centre, which may be used for meetings and a bureau of information;
- d. organise and participate in activities to promote the art of Embroidery such as exhibitions;
- e. undertake educational activities;
- f. maintain a collection of articles of historical, educational or other interest to members of The Guild and the general public; and
- g. do all such things as are incidental to or conducive to the above objects.

5. Policy

The Guild is a cultural organisation. It is non-profit, non-denominational and non-political.

6. Membership

- 6.1.** Membership is open to all persons interested in the art and craft of Embroidery and who agree to abide by the rules of this Constitution and The Guild's by-laws and regulations of The Guild.
- 6.2** The Guild shall consist of:
- a. Ordinary Members
 - b. Country Members
 - c. Junior Members
 - d. Honorary Life Members, and
 - e. Associate Members
- 6.3** Membership categories:
- a. An Ordinary Member means any person who has been accepted as a member of The Guild and who, in respect of the current membership year has contributed the prescribed subscription to the funds of The Guild.
 - b. A Country Member means any person accepted as a member of The Guild who lives outside the boundaries of the Australian Capital Territory, is unable to attend meetings regularly and who, in respect of the current membership year, has contributed the prescribed subscription to the funds of The Guild.
 - c. A Junior Member means a person under eighteen (18) years of age who has been accepted as a member of The Guild and who, in respect of the current membership year, has contributed the prescribed subscription to the funds of The Guild. Junior Members under the age of sixteen (16) years are not eligible to vote.
 - d. Honorary Life Member means any person who has contributed exceptional service to The Guild and has been nominated by the Committee and elected by a General Meeting as an Honorary Life Member.
 - e. The Committee shall have the right to grant Associate Membership to any organisation that the Committee approves. Such bodies shall pay an annual fee. Associate Membership does not confer voting rights. Associate Membership to an organisation does not grant individual Guild membership to the members of that organisation. Associate Membership gives a right of access to Guild premises specified in any written agreement between The Guild and the Associate Member.
- 6.4.** A register of members will be kept and contain:
- a. the name and address of each member
 - b. the date on which each member was admitted to The Guild; and
 - c. the type of membership and the financial status of each member.

6.5 Membership entitlements

All rights, privileges or obligations of a member of The Guild cannot be transferred to another person, and will terminate upon cessation of the person's membership.

6.6 Ceasing to be a member

Membership ceases

- a. with the resignation or expulsion of a member; or
- b. when a member fails to renew membership of The Guild by paying the annual fee.

6.7 Disciplining of members

- a. Where the Committee is of the opinion that a member:
 - i. has persistently refused and/or neglected to comply with a provision of this Constitution; or
 - ii. has persistently and/or wilfully acted in a manner prejudicial to the interests and/or reputation of The Guild, the Committee may, by resolution:
 - aa) expel the member from The Guild; or
 - bb) suspend the member from such rights and privileges of membership of The Guild as the Committee may determine for a specified period.
- b. A resolution of the Committee under subrule 6.7(a) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 35 days after service, by receipted mail, on the member of a notice under subrule 6.7(c) confirms the resolution in accordance with this rule.
- c. Where the Committee passes a resolution under subrule 6.7(a), the Secretary will, as soon as is practicable, cause a notice in writing to be served on the member by receipted mail:
 - i. setting out the resolution of the Committee and the grounds upon which it is based;
 - ii. stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 35 days after service of the notice;
 - iii. stating the date, place and time of that meeting; and
 - iv. informing the member that the member may do either or both of the following:
 - aa) attend and speak at the meeting; and/or
 - bb) submit to the Committee at or before the date of that meeting written representation relating to the resolution.
- d. Subject to section 50 of the Act, at a meeting of the Committee mentioned in sub-rule 6.7(b), the Committee will:
 - i. give to the member mentioned in sub-rule 6.7(a) an opportunity to make oral representation;

- ii. give due consideration to any written representation submitted to the Committee by the member at or before the meeting; and
 - iii. by resolution, determine whether to confirm or revoke the resolution of the Committee made under sub-rule 6.7(a).
- e. Where the Committee confirms a resolution made under sub-rule 6.7(d), the Secretary will, within seven days after that confirmation, by notice in writing inform the member of the confirmation and of the member's right of appeal under sub-rule 7(g).
- f. A resolution confirmed by the Committee under sub-rule 7(d) does not take effect until expiration of the period within which the member is entitled to appeal against the resolution:
- i. where the member does not exercise the right of appeal within that period; or
 - ii. where, within that period, the member exercises the right of appeal, unless and until The Guild confirms the resolution in accordance with sub-rule 6.7(g)(iv).
- g. Right of Appeal of Disciplined Member
- i. A member may appeal to The Guild against a resolution of the Committee, which is confirmed under sub-rule 7(d) within 7 days after notice of the resolution being served on the member, by lodging with the Secretary a notice to that effect.
 - ii. Upon receipt of a notice under sub-rule 6.7(g) (i), the Secretary will notify the Committee, which will convene a Special General Meeting of The Guild to be held within 28 days after the date upon which the Secretary received the notice, or as soon as possible after that date.
 - iii. Subject to section 50 of the Act, at a Special General Meeting of The Guild convened under sub-rule 6.7(g)(ii):
 - aa) no business other than the question of the appeal will be transacted;
 - bb) the Committee and the member will be given the opportunity to make representation in relation to the appeal orally or in writing, or both; and
 - cc) the members present will vote by secret ballot on the question of whether the resolution made under sub-rule 6.7(d)(iii) will be confirmed or revoked.
 - iv. If the meeting passes a special resolution in favour of confirming the resolution under sub-rule 6.7(d)(iii) that resolution is confirmed.

7. Subscriptions

7.1 The membership year shall be from 1 April to 31 March in the following year.

7.2 The subscription fees for membership shall be such as recommended from time to time by the Committee and endorsed at the AGM or a General Meeting called for that purpose.

8. Liability of Members

The liability of a member to contribute towards the payment of the debts and liabilities of The Guild or the costs, charges and expenses of the winding up of The Guild is limited to the amount, if any, unpaid by the member in respect of membership of The Guild as required by clause 7.

9. Office-Bearers and Committee

9.1. The Office-Bearers of The Guild shall be:

President
 Two Vice-Presidents
 Honorary Secretary
 Honorary Assistant Secretary
 Honorary Treasurer
 Honorary Assistant Treasurer
 Website Co-ordinator
 Exhibitions Coordinator
 Newsletter Editor
 Classes Coordinator

who together with three (3) Committee Members shall be elected at the Annual General Meeting and shall retire from office at the next succeeding Annual General Meeting but shall be eligible for re-election. The Office-Bearers and the Committee Members shall be members of the Committee, in which the management of The Guild shall be vested.

9.2. Casual vacancies during the year may be filled by election at an ordinary meeting of The Guild. If more nominations are received than required for any one position, the election shall be by ballot.

9.3. The Committee shall have power to co-opt further members, subject to confirmation at the next succeeding ordinary meeting.

9.4. No Office-Bearer may hold the same office for more than three (3) consecutive years.

9.5. A member having served as an Office-Bearer on the Committee for three (3) consecutive years, other than a Committee Member, as determined in Paragraph 9.1, standing for President, will be ineligible for election to any Committee position for a period of one (1) year.

Following a break of (1) year a member may be elected to any Committee position including a position previously held.

9.6. The Guild in general meeting may by resolution, subject to the Act, Section 50, remove any member of the Committee from the office of member of the Committee before the end of the member's term of office.

10. Duties of the Committee

10.1. The duties of the Committee are to:

- a. manage the affairs of The Guild;
 - b. appoint such sub-committees as it considers necessary. The President shall be an ex-officio member of all sub-committees;
 - c. appoint a Public Officer in accordance with and subject to the provisions of the Associations Incorporation Act 1991, as amended from time to time;
 - d. make any necessary rules, consistent with the Constitution, for the internal management of The Guild.
- 10.2.** Where the duties of an office bearer are not described in this Constitution, they will be set out in writing by the Committee.

11. Meetings of the Committee

- 11.1.** The Committee shall meet at least once a month except during December and January.
- 11.2.** The quorum for the Committee meetings shall be a simple majority of the members of the Committee.

12. Duties of the President

- 12.1.** The President shall preside at the Annual General Meeting, all General Meetings of The Guild and at meetings of the Committee at which she or he is present.
- 12.2.** In the absence of the President, a Vice-President shall preside or, if both of them are absent, a member of the Committee appointed by the President or, if none has been appointed, elected by the Committee shall preside.
- 12.3.** The President shall be responsible to the Committee for seeing that the decisions of the Committee are put into effect.

13. Duties of the Honorary Secretary

- 13.1.** The Honorary Secretary must keep minutes of:
- a. all elections and appointments of office bearers and ordinary Committee members;
 - b. the names of members of the Committee present at a Committee meeting or a General Meeting; and
 - c. all proceedings at Committee meetings and General Meetings.
- 13.2.** The minutes of proceedings at a meeting must be signed by the person presiding at the next meeting and the Honorary Secretary.

14. Duties of the Honorary Treasurer

The Honorary Treasurer must:

- a. collect and receive all amounts owing to The Guild and make all payments authorised by The Guild; and
- b. keep the correct accounts and books showing the financial affairs of The Guild with full details of all receipts and expenditure connected with the activities of The Guild.

15. Financial Administration

- 15.1.** The financial year shall run from 1 July to 30 June and the funds of The Guild shall be lodged with a Bank approved by the Committee.
- 15.2.** The books of account shall be examined and audited yearly by the Auditor appointed by the Annual General Meeting.
- 15.3.** Funds held by The Guild may be invested by the Committee with the consent of a two-thirds majority of the Committee members present at a Committee meeting, subject to the decision being ratified by a General Meeting.
- 15.4.** All accounts for payment above a sum recommended from time to time by the Committee and endorsed at the Annual General Meeting or a General Meeting called for the purpose, must be approved by at least two Office-Bearers detailed in clause 15.5. All accounts shall be paid by the most efficient and/or cost-effective method available.
- 15.5.** The Office-Bearers who can approve payments by cheque or other means shall be
 - a. President
 - b. Honorary Secretary
 - c. Honorary Treasurer
 - d. Honorary Assistant Treasurer

16. Insurance

- 16.1.** Insurance of goods and textiles belonging to or lent to The Guild must be taken out and maintained.
- 16.2.** Liability insurance for the Committee, officials, volunteer workers and The Guild must be taken out and maintained.

17. Annual General Meeting

- 17.1.** The Annual General Meeting shall be held within five months of the end of the Financial Year on a date fixed by the Committee which date shall be notified to members not less than twenty eight (28) days in advance by letter or announcement at a prior meeting.
- 17.2.** All nominations for the positions of Office-Bearers and Committee Members must be in writing and must be in the hands of the Honorary Secretary seven (7) days before the date of the Annual General Meeting.
- 17.3.** All nominations must be signed by the Nominee as a token of acceptance of the nomination.

- 17.4.** If more nominations are received than required for any one position, the election shall be by ballot. If insufficient nominations are received prior to the date of the Annual General Meeting, nominations may be called for from amongst those members present at the Annual General Meeting.
- 17.5.** Only financial members of The Guild shall be entitled to vote at Annual General Meetings.
- 17.6.** The quorum for the Annual General Meetings shall be ten (10) per cent of the members.
- 17.7.** The business of the Annual General Meeting shall be:
- a. Confirmation of the Minutes of the previous Annual General Meeting and of any General Meetings held since the previous Annual General Meeting, but no discussion shall be permitted thereon except as to their accuracy;
 - b. Election of Office-Bearers and members of the Committee for the ensuing year;
 - c. Endorsement of annual fees;
 - d. Receipt of reports and audited statements of receipts and expenditure for the year;
 - e. Appointment of a qualified and independent Auditor;
 - f. Notices of Motion, if any have been received. A Notice of Motion must be in writing and must be in the hands of the Honorary Secretary fourteen (14) days before the date of the Annual General Meeting.

18. Special General Meetings

- 18.1.** The Committee may, whenever it thinks fit, convene a Special General Meeting of The Guild, giving fourteen days' notice.
- 18.2.** The Committee shall, on the request in writing of not less than 5 per cent of the total number of members, convene a General Meeting of The Guild.
- 18.3.** A request of members for a General Meeting -
- a. shall state the purpose or purposes of the meeting;
 - b. shall be signed by the members making the request;
 - c. shall be lodged with the Honorary Secretary; and
 - d. may consist of several documents in a similar form, each signed by one (1) or more of the members making the request.
- 18.4.** If the Committee fails to convene a General Meeting within one (1) month after the date on which a request of members for the meeting is lodged with the Honorary Secretary, any one (1) or more of the members who made the request may convene a General Meeting to be held not later than three (3) months after that date.

- 18.5.** A General Meeting convened by a member or members referred to in 18.4 shall be convened as nearly as practicable in the same manner as General Meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by The Guild for any reasonable expense so incurred.

19. Ordinary meetings

Each month, except during December and January, there will be at least one meeting at a time fixed by the Committee.

20. Voting

- 20.1.** Subject to subsection (2), at any question arising at a General Meeting of The Guild, a member has one (1) vote only.
- 20.2.** If the votes on a question at a General Meeting are equal, the person presiding is entitled to exercise a second or casting vote.

21. Funds

- 21.1.** The funds of The Guild shall be derived from the annual subscriptions of members, donations and, subject to any resolution passed by The Guild in General Meeting and subject to section 114 of the Associations Incorporation Act 1991, such other sources as the Committee determines.
- 21.2.** All money received by The Guild shall be deposited as soon as practicable and without deduction to the credit of The Guild's bank account.
- 21.3.** The Guild shall, as soon as practicable after receiving any money, issue an appropriate receipt.

22. Common Seal

- 22.1.** The Common Seal of The Guild shall be kept in the custody of the Honorary Secretary.
- 22.2.** The Common Seal of The Guild shall not be affixed to any instrument except by authority of a resolution of the Committee and it shall be in the presence of and affected by two (2) members of the Committee and the Public Officer or such other person who shall be so nominated by the Committee for this purpose.

23. Amendment of the Constitution

- 23.1.** A proposal to amend this Constitution must be submitted in writing to the Honorary Secretary and shall, in not less than twenty-eight (28) days nor more than fifty-six (56) days be submitted to an Annual General Meeting or a General Meeting called for the purpose of which not less than twenty-one (21) days' notice in writing shall be given to every member.
- 23.2.** Such amendments must receive the assent of not less than three-quarters of the members present at the meeting.

24. No Advantage

- 24.1.** No member may advertise or publish for purposes of financial gain or personal advantage that she or he is connected with The Guild.

25. Custody of Books

- 25.1.** Subject to the provisions of the Associations Incorporation Act 1991, the Regulations and this Constitution, the Honorary Secretary shall keep in her custody or under her control all records, books, and other documents relating to The Guild.

26. Inspection of Books

- 26.1.** The records, books and other documents of The Guild shall be open for inspection at a place in the Territory, free of charge, by a member of The Guild at any reasonable hour.

27. Dissolution

- 27.1.** The Guild shall not be dissolved except by the consent of three-quarters of those financial members present at a General Meeting called for the purpose, of which not less than twenty-one (21) days' notice in writing shall be given to every member.
- 27.2.** Assets remaining after settlement of just debts and liabilities incurred by The Guild shall be disposed of to a similar body or charity by decision of a majority of at least three-quarters of the members of The Guild.

28. Affiliated Groups

- 28.1.** Any group involved in Embroidery shall on the consent of the Committee and following payment of an annual per capita fee be accepted as an affiliated group of The Guild.
- 28.2.** The Guild shall endeavour to assist any affiliated group in the furthering of Embroidery.

Amended

cl. 14.3	at GM May 1995
cl. 7	at GM 24 July 1995
cl. 4	at GM 25 March 1996
cl. 7, 16	at AGM 18 July 1998
cl. 7	at GM 17 November 1999
cl. 4, 19	at GM 2 June 2002
cl. 7, 20, 28	at GM 14 September 2003
cl. 7.1, 7.4, 7.5, 15, 14 and 16	at AGM 18 September 2005
cl. 19.1	at GM 2 April 2007
cl. 1, 1.A, 3, 4.d, 4.e, 4.f, 6.4, 7, 9.6, 10.2, 13, 14, 15.4, 15.5, 16.2, 17.2, 17.7.a, 17.7.c, 17.7.f, 18.1, and 20	at GM 18 November 2012
cl. 6.3, 6.5, 6.6, 6.7, 7.1	at GM 18 February 2013
cl 17.1	at AGM 15 November 2015