



South Australian Registered Association 7048

The Handspinners and Weavers Guild of South Australia

ABN: 88025 513346

196 South Road, Mile End SA 5031

(PO Box 196, Torrensville Plaza, SA 5031)

CONSTITUTION

of The Handspinners and Weavers Guild of SA, Inc.

Approved 7/10/2000.

To take effect from 3 Feb 2001.

Copy lodged with the Department of Business and Consumer Affairs,
3/11/2000

1. Name

The name of the association shall be the Handspinners & Weavers Guild of SA Inc. and shall be referred to throughout this Constitution as “the Guild”.

2 Definitions

- (a) “Committee” means Committee of Management of the Guild duly elected in accordance with this Constitution.
- (b) “General Meeting” means a general meeting of members of the Guild.
- (c) “Member” means a member of the Guild who shall abide by this Constitution and other policies and rules as may be agreed from time to time by the Guild.
- (d) “Act” means the Associations Incorporation Act, 1985 (South Australia) as amended.
- (e) “Public Officer” means the person appointed under Section 56 of the Act.

3 Objects and purposes

- 3.1 To bring together persons to practice the crafts of handspinning, weaving, dyeing, and associated crafts for their mutual benefit;
- 3.2 To advance these crafts by instruction, discussion and exhibition of works; and
- 3.3 To do all such other things as may be conducive to the attainment of these objects in accordance with this Constitution and the Act.

4. Powers

- 4.1 The Guild shall have all the powers conferred by Section 25 of the Act as amended.
- 4.2 The Committee shall administer and manage said powers.
- 4.3 The Guild may support, subscribe to and/or affiliate with other bodies or organisations provided that their objects are similar or complementary to the objects of the Guild and provided that the independence of the Guild shall not be impeded or compromised.
- 4.4 The Committee shall manage and control the affairs of the Guild except in matters which under this Constitution shall be dealt with by the membership at a general meeting.
- 4.5 The Committee may make, repeal or amend By-laws as may be considered necessary, provided such By-laws are consistent with the Constitution

5. Membership

- 5.1 A member of the Guild shall be a person(s) who has applied for membership on a form approved by the Committee, paid the approved subscription fee for the current financial year and agreed to abide by this Constitution and By-laws.
- 5.2 The classes of membership shall be as follows unless otherwise agreed at a Special General Meeting:

- 5.2.1 Individual membership
- 5.2.2 Family membership
- 5.2.3 Affiliated Group membership
- 5.2.4 Life membership
- 5.3 Membership fees. Annual and other fees for the various classes of membership shall be recommended by the Committee from time to time and confirmed at a Special General Meeting.
- 5.4 Membership shall be considered to have ceased if:
 - 5.4.1 any fees or subscriptions due have lapsed, or
 - 5.4.2 resignation in writing has been received, or
 - 5.4.3 expulsion has occurred.
- 5.5 Renewal fees (other than fees payable on initial admittance to membership) are due and payable by 31st October.
- 5.6 An up to date register of all members shall be kept.
 - 5.6.1 Each member shall notify the Guild in writing of any change of address or other contact details.
 - 5.6.2 All notices to be given may be given by prepaid letter to the member at the last address furnished to the Secretary (refer Section 5.6) and shall be deemed to have been given on the day following the posting thereof. The accidental omission to give notice to any member shall not invalidate the meeting convened by such notice or any decision made thereat.
- 5.7 Discipline and Expulsion
 - 5.7.1 If any member shall be guilty of an act or omission which in the opinion of the Committee is detrimental to the interests of the Guild, contrary to this Constitution or any By-Law hereunder, the Committee shall inform the member of the particulars of the grounds of the charge in writing within seven days of the Committee decision and offer the member an opportunity to respond. The Committee may, after hearing the member's response, impose such fines or take such other action including the expulsion of such member as the Committee may determine.
 - 5.7.2 The member shall be given an opportunity to appeal (to be heard alone, or to be accompanied by an independent advocate or to make a written submission) to an Appeal Panel. The intention to appeal shall be communicated to the Secretary or Public Officer in writing within fourteen (14) days after the determination of the Committee has been communicated to the member. The notice of appeal shall state the grounds of the appeal.
 - 5.7.3 An Appeal Panel shall be convened and shall conduct a hearing within fourteen (14) days of receipt of the notice of appeal. The majority decision of the Appeal Panel shall be final and shall be communicated to the member in writing within seven (7) days of the Appeal Panel hearing.
 - 5.7.4 In the event of the Appeal Panel making a determination to expel the member, the member shall, subject to Section 4, cease to be a member fourteen (14) days after the Appeal Panel has communicated its determination to the member.

6. Office Bearers and Committee

6.1 The Office Bearers of the Guild shall be:

6.1.1 President

6.1.2 Vice President

6.1.3 Secretary

6.1.4 Treasurer

6.2 The Committee of Management shall consist of the office bearers plus five (5) committee members all of whom shall be elected annually in accordance with Section 7.

6.3 The Committee may recommend the co-option of up to two (2) extra members from the general membership with full voting rights should this be deemed necessary and approved at a general meeting.

6.4 The Committee shall meet between general meetings at which six (6) people, two (2) of whom shall be office bearers, shall constitute a quorum.

6.5 No person shall seek or accept nomination for any office bearer or committee position unless they have been a financial member of the Guild for a period of not less than one (1) year.

6.6 If a casual vacancy shall occur between annual general meetings, the Committee may appoint a member to fill the office bearer or committee position until the next election.

6.7 If at any meeting of the Committee there is not a quorum within thirty (30) minutes of the time appointed for the meeting, then a majority of committee members present shall have the option to adjourn the meeting to a date set by those present which shall not exceed thirty-one (31) days or the option to conduct an informal meeting and make recommendations for ratification at the next formal meeting.

6.8 All members of the Committee shall be given notice of meeting arrangements not less than seven (7) days prior to each committee meeting.

6.9 The Committee may appoint sub-committees for specific purposes which shall operate and report as directed by the Committee.

6.10 No member shall hold the same office bearer position (Section 6.1) for more than three (3) successive terms.

6.11 An office bearer or member of the Committee shall cease to hold office upon:

6.11.1 Resignation in writing

6.11.2 Expulsion as a member of the Guild

6.11.3 Absence from three consecutive meetings without explanation acceptable to the majority of the Committee

6.11.4 Permanent incapacity or reasons of ill health

6.12 The Committee shall appoint a public officer as required by Section 56 of the Act. The public officer shall hold this office until the Committee appoints another person to the position. The public officer may be a member other than an office bearer or member of the Committee.

7. Election of Office Bearers and Committee of Management

- 7.1 A Returning Officer shall be appointed by the Committee prior to the due date of the election. Each year, all office bearers and committee positions shall be declared vacant. The Returning Officer shall receive nominations from members of the Guild, conduct the poll for all positions and announce the results at the Annual General Meeting.
- 7.2 The poll shall proceed as follows:
- 7.2.1 A nomination form shall be included in the Guild newsletter issued at least two months prior to the Annual General Meeting. All completed nomination forms shall be forwarded to the Returning Officer by a date to be determined by the Committee but by a date set at least one calendar month prior to the Annual General Meeting. A list of all nominations received shall be published in the Guild newsletter issued prior to the Annual General Meeting.
 - 7.2.2 In the case of one nomination only being received for any position, the Returning Officer shall declare the nominee duly elected.
 - 7.2.3 In any contested election at an Annual General Meeting, the Returning Officer shall conduct a secret ballot and the nominee receiving the highest number of votes shall be declared elected, after which all ballot papers shall be destroyed.
 - 7.2.4 If the required number of Office Bearers and members of the Committee are not elected at the Annual General Meeting, the Returning Officer may call for nominations from the floor.

8. President

- 8.1 The President shall ensure the safekeeping of the Common Seal which shall be affixed only by resolution of the Committee or a majority of voting members at a General Meeting and in the presence of two Committee members including at least one office bearer.
- 8.2 The President shall chair General Meetings, the Annual General Meeting, Special General meetings and Committee meetings except, in the absence of the President, another member shall be elected as Chairperson for that meeting by a majority of members present.
- 8.3 The President may attend meetings of any sub-committee created by the Committee.

9. Treasurer

- 9.1 The Treasurer shall ensure that all monies received are paid into a banking account authorised by the Committee and held in the name of the Guild. Payments from this account shall be by cheque signed by two (2) authorised signatories of whom there shall be no more than four (4) appointed by the Committee. Major or unusual expenditure shall be authorised in advance by the Committee or at a General meeting.
- 9.2 The Treasurer shall ensure that accurate records are kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any member and shall be subject to at least an annual audit.
- 9.3 The Treasurer shall ensure that financial budgets and statements are prepared and shall submit a report on the finances to each Committee meeting
- 9.4 The Treasurer shall present audited accounts to the Annual General Meeting.

- 9.5 At the Annual General Meeting, the auditor for the forthcoming year shall be appointed.

10. Secretary

- 10.1 The Secretary shall ensure that notice of meetings is given in accordance with the provision of this Constitution.
- 10.2 The Secretary shall ensure that records are kept of the Guild including the Constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence and records of submissions or reports made by or on behalf of the Guild.
- 10.3 In the absence of the Secretary or at the request of the Secretary or of a majority of the meeting, another member shall be elected as Minute Secretary.

11. Meetings

- 11.1 General Meetings. Members of the Guild shall meet regularly. The Committee may recommend major changes to the regular schedule of meetings in response to the changing needs of the Guild, for approval at a Special General Meeting. The following shall be the order of business:
- 11.1.1 President's remarks and welcome to any new members
 - 11.1.2 Minutes of the previous General Meeting
 - 11.1.3 Business arising from the Minutes
 - 11.1.4 Correspondence
 - 11.1.5 Business arising from the Correspondence
 - 11.1.6 General Business
- 11.2 Notice of General Meetings shall be given in the Guild newsletter.
- 11.3 The Committee shall convene a Special General Meeting for the following purposes:
- 11.3.1 Amendments to the Constitution (refer Section 16)
 - 11.3.2 Consideration of major issues of policy, procedure and activity
 - 11.3.3 Appeals against decisions made by the Committee
 - 11.3.4 In response to receipt of a request in writing and signed by not less than 20 members (or such other minimum number of members as shall be agreed at a Special General Meeting) clearly stating the purpose and business of a Special General Meeting
 - 11.3.5 Exceptional business
 - 11.3.6 Dissolution of the Guild (refer Section 13)
- 11.4 Notice of a Special General Meeting shall be given in a Guild newsletter and displayed at the Guild meeting place at least one month before the due date specifying the purpose of the meeting.

- 11.5 The Annual General Meeting shall be held in the month of October or not more than four months after the date of the end of the financial year as may from time to time be agreed at a Special General Meeting. Notice of the Annual General Meeting shall be given in the Guild newsletter and displayed at the Guild meeting place at least one month before the due date.
- 11.6 The following shall be the order of business at the Annual General Meeting:
- 11.6.1 President's remarks and welcome to any new members
 - 11.6.2 Minutes of Special General Meeting (s) (if any) to be read for confirmation
 - 11.6.3 Minutes of the previous Annual General Meeting to be read for confirmation
 - 11.6.4 President's report
 - 11.6.5 Secretary's report
 - 11.6.6 Treasurer's report and audited statements to financial year end
 - 11.6.7 Other reports
 - 11.6.8 Adoption of reports
 - 11.6.9 Correspondence pertaining to the year's work
 - 11.6.10 Election of Office Bearers and other Committee members
 - 11.6.12 General Business
 - 11.6.13 Appointment of auditor in accordance with any legal requirements. The Auditor appointed may or may not be a member but shall be entitled to attend and speak at any meeting at which the audited accounts are considered. He/she shall not, however, be a Committee member nor entitled to vote otherwise than as a member should he/she be such.
- 11.7 Procedure at meetings. The following procedures shall apply at General Meetings, Special General meetings and the Annual General Meeting:
- 11.7.1 All eligible members shall be permitted to vote at meetings and each shall be entitled to one vote only.
 - 11.7.2 All eligible members shall be present plus at least four members of the Committee including two Office Bearers shall be a quorum.
 - 11.7.3 Voting on business shall be by a show of hands unless the Committee deems fit to conduct a secret ballot.
 - 11.7.4 Motions shall be carried by a single majority of members present and voting except in the case of a Special General Meeting at which motions shall be carried by 75% of members present and voting.
 - 11.7.5 The Chairperson at any meeting shall not have a personal deliberative vote but shall have a casting vote if votes are equal to maintain the status quo.
 - 11.7.6 The Chairperson together with the Secretary shall prepare the agenda.
 - 11.7.7 The Chairperson of a meeting shall encourage full and balanced participation by all members and shall decide on matters or order.

12. Finance

- 12.1 The Guild shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Guild. (Refer Section 9. Treasurer)

13. Liability, property and dissolution

- 13.1 Persons who with the authority of the Committee incur any debt or other liability on behalf of the Guild shall have liability met by the Guild and shall incur no personal loss.
- 13.2 The income, property and funds of the Guild shall be used solely toward the promotion of the objects and purposes of the Guild and shall not be paid or transferred to any members or relatives of members provided tht nothing herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the purposes and objects of the Guild and without undue preference.
- 13.3 The Guild shall not be dissolved except by the Committee notifying all members in writing of the proposed dissolution of the Guild.
- 13.4 The dissolution shall be approved by 75% of the votes cast in a secret ballot and received in writing within one month of notification or by a date set by the Committee.
- 13.5 On dissolution all property remaining after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Guild provided that:
- 13.5.1 Such organisation shall also prohibit the distribution of income and property to the extent stated herein
 - 13.5.2 Such organisation shall be identified and determined by approval of not less than three quarters of the members present and voting at a Special General Meeting called for the purpose of dissolution.

14. Patron

The Committee may recommend for approval at a General Meeting the appointment of a Patron for a period to be determined by the Committee.

15. Interpretation

The interpretation of this Constitution or any question arising out of or not provided for in this Constitution shall be at the discretion of the Committee whose decision thereon shall be final and binding on all members.

16. Amendment of the Constitution

This Constitution shall not be altered or repeated except by resolution of a Special General Meeting called for this purpose and conducted in accordance with procedures outlined in Section 11 of this Constitution.

17. Repeal and saving clause

17.1 This Constitution repeals all previously existing constitutions.

17.2 Any appointment made or motion passed under any constitution hereby repealed in force at the commencement of this constitution shall continue in force as far as practicable as if made or passed under this constitution and shall be effective so long as the same is not expressly or by necessary implication excluded altered or otherwise modified.