



Knitters' Guild New South Wales Incorporated

CONSTITUTION

and

BY-LAWS

2019

Adopted by the members of the
Knitters' Guild New South Wales Incorporated
at the Special General Meeting held at the
Sydney Mechanics' School of Arts,
280 Pitt Street, Sydney,
on Saturday 23 March 2019.

To replace all earlier documents adopted by
the Knitters' Guild New South Wales Incorporated.

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Part 1 – Preliminary

1 Objects

The objects for which the Guild is formed shall be:

- a) To encourage and promote the Craft;
- b) To encourage and maintain high standards in design and techniques;
- c) To provide a forum for the exchange and provision of information;
- d) To provide the opportunity for education in the Craft;
- e) To encourage the exhibition of members' work;
- f) To do all things which are ancillary and incidental to the attainment of the Objects.

2 Definitions

a) In this Constitution:

Act means the *Associations Incorporation Act 2009* (NSW).

By-Laws mean the rules set out at Schedule 1 of this Constitution.

Craft means hand knitting, crochet and other associated crafts.

Director-General has the same meaning as the word 'Secretary' has in the Act which at the time of amendment of this Constitution means:

- (i) the Commissioner for Fair Trading, Department of Finance, Services and Innovation, or
- (ii) if there is no such position in the Department, the Secretary of the Department.

Executive Committee means the governing body of the Guild with powers as provided in clause 17.

Financial Year means the Guild's accounting period of 12 months, which begins on the first day of January and ends on the last day of December every year.

General Meeting means a meeting of Members and includes an Annual General Meeting.

Group means a local meeting of members formed in accordance with the By-Laws.

Guild means the Knitters' Guild New South Wales Incorporated described in this Constitution and established under the Act with registration number Y0514741 and ABN 16 503 416 506.

Member means a member of the Guild appointed in accordance with clause 5 and clause 6.

Membership fee means the annual fee set by the Executive Committee for each calendar year (as described in clause 8) and also referred to as an "annual membership fee".

Office-bearer refers to a person holding the office of President, Vice President, Secretary or Treasurer of the Guild.

Ordinary committee member means a member of the Executive Committee who is not an office-bearer of the Guild.

Public Officer has the same meaning as contained in the Act.

Publications means any newsletter, magazine, email update or other publications published by the Guild.

Regulation means the *Associations Incorporation Regulation 2016* (NSW).

Secretary means:

- (i) the person holding office under this Constitution as Secretary of the Guild, or
- (ii) if no such person holds that office - the Public Officer of the Guild.

b) In this Constitution:

- (i) a reference to a function includes a reference to a power, authority and duty;
- (ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
- (iii) a reference to a law includes regulations and instruments made under the law;
- (iv) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
- (v) a reference to a meeting includes a meeting occurring by use of technology where all participants can actively participate in the meeting;
- (vi) where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Committee; and
- (vii) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

- c) The provisions of the *Interpretation Act 1987* (NSW) apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

Part 2 – Membership

3 Membership generally

- a) Membership of the Guild shall be open to any person, firm or group who agrees to abide by the Constitution, and has a genuine interest in the objects and aims of the Guild and shall be defined as follows:
- (i) FULL MEMBERSHIP - See clause 4(a).
 - (ii) JUNIOR MEMBERSHIP – any child under 18 years of age, at the time of joining or renewal, who pays a reduced membership fee with reduced membership rights - See clause 4(b).
 - (iii) RETAIL MEMBERSHIP – any sole trader, firm or company with a commercial or professional interest in the Craft - See clause 4(c).
 - (iv) AFFILIATED ORGANISATION MEMBERSHIP – any non-commercial group interested in receiving Publications - See clause 4(d).
 - (v) LIFE MEMBERSHIP – any person who is elected as a Life Member - See clause 4(e).
 - (vi) HONORARY MEMBERSHIP – any person who is appointed by the Executive Committee to be an Honorary Member - See clause 4(f).
- b) The Guild shall maintain at least 5 members.

4 Benefits, Privileges and Rights of Membership

- a) Full Members – Receipt of Publications; Access to members area of the website; Attendance at group meetings; Discount from retail members as offered; Discounted attendance fees at workshops. May stand for election or appointment in accordance with clauses 18(e), 19 and 21 and under clause 1(b) of the By-Laws, nominate and vote at General Meetings.
- b) Junior Members – All as stated in clause 4(a) EXCEPT not eligible to stand for election or appointment under clauses 18(e), 19 and 21 and under clause 1(b) of the By-Laws, nominate or vote at General Meetings.
- c) Retail Members – Receipt of Publications; Access to members area of the website; Free listing in Publications and on the website. Not eligible to stand for election or appointment under clauses 18(e), 19 and 21 and under clause 1(b) of the By-Laws, nominate or vote at General Meetings.
- d) Affiliated Organisation Members – Receipt of Publications; Access to members area of the website.
- e) Life Members – Annual membership fee waived. All benefits, privileges and rights as stated in clause 4(a).
- f) Honorary Members – Annual membership fee waived. All benefits, privileges and rights as stated in clause 4(a) EXCEPT not eligible to stand for election or appointment under clauses 18(e), 19 and 21 and under clause 1(b) of the By-Laws, nominate or vote at General Meetings.
- g) Members may also be entitled to benefits that may arise in the future at the direction of the Executive Committee.
- h) All members of the Guild may attend all meetings and functions held by any Group.

5 Application for Membership of Full Members, Junior Members, Retail Members

- a) Shall take place at the duly convened meeting of the Executive Committee next following receipt of a signed Application for Membership form detailing such particulars and undertakings as the Executive Committee may from time to time determine, and accompanied by the joining fee and annual membership fee as from time to time determined by the Executive Committee.
- b) The Executive Committee shall proceed to consider the application and then to accept or reject the application which shall be by simple majority of members present and voting.
- c) The Executive Committee is not required to provide any reasons for rejection of an application.
- d) The applicants shall, as soon as possible after the determination, be notified of the Executive Committee's decision.

6 Appointment of Life Members

- a) Life Members may be appointed in recognition of outstanding service to the Guild.
- b) Nominations for appointment as a Life Member shall be forwarded to the Secretary in writing, proposed and seconded by two members of the Guild, setting out their comments in support of the nomination.
- c) The Executive Committee shall consider whether to refer the nomination to the next Annual General Meeting and will inform the nominators of their decision.
- d) The Executive Committee is not required to provide any reasons for deciding not to refer the nomination to the next Annual General Meeting.
- e) Appointment of Life Members shall be made at a duly convened Annual General Meeting and shall be conferred upon a resolution being passed in favour by three-quarters majority of those members present and entitled to vote.

7 Appointment of Honorary Members and Affiliated Members

- a) Honorary Membership may be offered to any person, firm or body if their presence would enhance the objectives and activities of the Guild.
- b) Affiliated Membership may be offered to any non-commercial group.
- c) Appointments shall be at the discretion of the Executive Committee and be reviewed at the first Executive Committee meeting of each financial year.

8 Membership fees

- a) The joining fee and annual membership fee to the Guild shall be as determined by the Executive Committee and reviewed annually.
- b) The annual membership fee shall fall due and payable in total on 1st January each year.
- c) Any person joining the Guild between 1st July and 31st October in any year shall pay the joining fee and only half the membership fee as prescribed herein. Any person joining the Guild after 1st November in any year shall be deemed to be a financial member until 31st December of the following year.

9 Cessation of membership

A member ceases to be a member of the Guild if the member:

- a) Dies, or in the case of a body corporate, of it ceasing to exist or being wound up.
- b) Resigns that membership.
- c) Has their membership of the Guild terminated.
- d) Is unfinancial as prescribed in clause 12.

10 Membership entitlements not transferable

A right, privilege or obligation which a member has by reason of being a member of the Guild:

- a) Is not capable of being transferred or transmitted to another person or entity, and
- b) Terminates on cessation of their membership.

11 Register of members

a) The Executive Committee of the Guild shall cause to be kept a Register of its members and therein shall be entered the following particulars:

- (i) The name, address, other contact details, such as email address, and membership type.
- (ii) The date upon which each member was accepted for membership or otherwise appointed.

b) The Register of members may be kept in written or electronic form. If kept in electronic form, a current hard copy has to be made available for any member to inspect at the Guild's official address.

c) The Register of members must be open for inspection, free of charge, by any member of the Guild at any reasonable hour and a member of the Guild may obtain a copy of any part of the Register on payment of a fee of not more than \$1 for each page copied.

d) If a member requests that any information contained in the Register about the member (other than the member's name) not be available for inspection, that information must not be available for inspection.

e) A member must not use information about a member obtained from the Register to contact or send material to the person, other than for:

- (i) the purposes of sending the person a notice in respect of a meeting or other event relating to the Guild or other material relating to the Guild, or
- (ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.

12 Unfinancial members

Any member whose annual membership fee falls into arrears shall thereupon cease to be a member but shall be reinstated if the membership fee in arrears is paid within one month of the due date of that membership fee. Any member paying an annual membership fee after one month of the due date of that membership fee must also pay the current joining fee.

13 Members' liabilities

The liability of a member of the Guild 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.

14 Resolution of disputes

a) A dispute between a member and another member (in their capacity as members) of the Guild, or a dispute between a member or members and the Guild, is to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983* (NSW).

b) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

c) The *Commercial Arbitration Act 2010* (NSW) applies to any such dispute referred to arbitration.

15 Disciplining of members

a) A complaint may be made to the Executive Committee by any person that a member of the Guild:

- (i) has persistently refused or neglected to comply with a provision or provisions of this Constitution, or
- (ii) has wilfully acted in a manner prejudicial to the interests of the Guild.

b) (i) The Executive Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

- (ii) In the event of a complaint being made in relation to an Executive Committee office-bearer or ordinary member, that office-bearer or ordinary member must be excluded from discussions and deliberations in respect to the complaint.

c) If the Executive Committee decides to deal with the complaint, the Committee:

- (i) must cause notice of the complaint to be served on the member concerned, and
- (ii) must give the member at least 14 days from the time the notice is served within which to make submissions to the Executive Committee in connection with the complaint, and
- (iii) must take into consideration any submissions made by the member in connection with the complaint.

d) The Executive Committee may, by resolution, expel the member from the Guild or suspend the member from membership of the Guild if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

e) If the Executive Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 16.

f) The expulsion or suspension does not take effect:

- (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

- (ii) if within that period the member exercises the right of appeal, unless and until the Guild confirms the resolution under clause 16, whichever is the later.

16 Right of appeal of disciplined member

- a) A member may appeal to the Guild in General Meeting against a resolution of the Executive Committee under clause 15, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- b) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- c) On receipt of a notice from a member under clause 16(a), the Secretary must notify the Executive Committee which is to convene a General Meeting to be held within 28 days after the date on which the Secretary received the notice.
- d) At a General Meeting convened under clause 16(c):
 - (i) no business other than the question of the appeal is to be transacted, and
 - (ii) the Executive Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- e) The appeal is to be determined by a simple majority of votes cast by those members of the Guild present and entitled to vote.

Part 3 - The Executive Committee

17 Powers of the Executive Committee

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Guild in a General Meeting, the Executive Committee:

- a) Is to control and manage the affairs of the Guild, and
- b) May exercise all such functions as may be exercised by the Guild, other than those functions that are required by this Constitution to be exercised by a General Meeting, and
- c) Has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Guild, and
- d) May establish Sub-Committees and non-Executive positions deemed necessary for the conduct of the affairs of the Guild from time to time.

18 Composition and membership of the Executive Committee

- a) The Executive Committee is to consist of:
 - (i) the office-bearers of the Guild, each of whom is to be elected in accordance with clause 19 or appointed in accordance with clause 21,
 - (ii) 4 ordinary members, each of whom is to be elected in accordance with clause 19 or appointed in accordance with clause 21, and
 - (iii) any additional ordinary members as may be appointed and hold office in accordance with clause 18(e).
- b) The office-bearers of the Guild are as follows:
 - (i) the President,
 - (ii) the Vice-Presidents (2),
 - (iii) the Secretary,
 - (iv) the Treasurer.
- c) Each office-bearer and ordinary member of the Executive Committee, elected in accordance with clause 19 or appointed in accordance with clause 21, may hold office until the conclusion of the Annual General Meeting following the date of their election or appointment, but is eligible for re-election in accordance with clause 18(d).
- d) All office-bearers and ordinary members of the Executive Committee:
 - (i) may hold office for no more than 3 consecutive years in any one position, and
 - (ii) may hold office for no more than 2 consecutive terms of any duration in any position, and
 - (iii) are eligible for re-election as an office-bearer or ordinary member after the expiration of 12 months since office was last held.
- e) If a situation arises where the Executive Committee would be advantaged by additional ordinary members (including to fill a casual vacancy), such ordinary member(s) may be included in that committee by a simple majority vote of those members of the Executive Committee present and voting and to hold office for a length of time as determined by the Executive Committee or until the Annual General Meeting following the date of the member's or members' appointment.

19 Election of Executive Committee members

- a) The election of office-bearers and 4 ordinary members of the Executive Committee shall take place at the Annual General Meeting in accordance with clause 19(d).
- b) Nominations for election shall be submitted on the appropriate form to the Returning Officer not less than 28 days prior to the date of the Annual General Meeting and no earlier than one calendar month after the due date of membership fees of members as per clause 12.
- c) Every nominee, nominator and seconder shall be a member of the Guild aged 18 years and over, whose membership fee has been paid for the current financial year, at the time of signing the nomination form.
- d) A nominee may nominate for only 1 of the 5 positions of office-bearer of the Guild and only 1 of 4 positions of ordinary member of the Executive Committee but may only be appointed to fill one of those positions.

- e) Members shall be notified in writing of the nominations for election not later than 14 days prior to the date of the Annual General Meeting.
- f) If insufficient nominations are received to fill each vacancy on the Executive Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting. If insufficient further nominations are received, any vacant positions remaining on the Executive Committee are taken to be casual vacancies. If the number of nominations received is equal to the number of vacancies to be filled, the candidates nominated are taken to be elected.
- g) If the number of nominations received exceeds the number of vacancies to be filled, then a ballot is to be held. The ballot is to be conducted at the Annual General Meeting in a manner as the Chair of the Annual General Meeting may direct.

20 Responsibilities and Duties of Officers and Executive Committee Members, and Auditor

- a) THE PRESIDENT of the Guild shall:
 - (i) Be an ex-officio member of all Sub-Committees.
 - (ii) Take the Chair at all General Meetings, meetings of the Executive Committee, and any Sub-Committee meeting.
 - (iii) Be responsible for the conduct and workings of the Executive Committee and the officers appointed by the Guild for the maintenance, preservation and adherence to the Constitution and By-Laws of the Guild and the interpretation thereof and for the maintenance and promotion of the objects of the Guild.
 - (iv) Be official spokesperson for the Guild and represent it at any function, meeting or occasion at which the representation of this Guild shall be deemed to be desirable by the Executive Committee.
- b) THE VICE PRESIDENTS of the Guild shall:
 - (i) At the request of the President or in her/his absence, act in her/his stead.
 - (ii) Take the Chair at any duly convened meeting of the Guild, if the President is unwilling or unable. Should a Vice President be unwilling or unable to do so, a member elected by the members present at the meeting shall take the Chair.
 - (iii) Use their best endeavours to maintain and promote the objects of the Guild.
- c) THE SECRETARY of the Guild shall:
 - (i) Summon all meetings of the Guild and of the Executive Committee in accordance with the Constitution.
 - (ii) Be responsible for the custody of and keep all records and papers of the Guild (other than those kept by the Treasurer and the Public Officer) and produce all or any of them as and when required by the Guild or by the Executive Committee or by statutory requirement.
 - (iii) Keep the Minutes of proceedings at all Executive, General and Annual General Meetings and shall present same for confirmation and adoption at the meeting next following.
 - (iv) Conduct correspondence on behalf of the Guild.
 - (v) Carry out all such other usual and proper secretarial work as may be rendered necessary for the affairs, management and operations of the Guild and of the Executive Committee.
 - (vi) The Secretary must, as soon as practicable after being appointed as Secretary, lodge notice with the Guild of their address.
- d) THE TREASURER of the Guild shall:
 - (i) Keep all books, papers and accounts relating to the finances of the Guild including its bank accounts and produce all or any of them as and when required by the Guild or by the Executive Committee or by statutory requirement.
 - (ii) Place or oversee all money received on behalf of the Guild in the bank account of the Guild as prescribed in clause 35.
 - (iii) Oversee all financial transactions undertaken by Groups and Sub-Committees on behalf of the Guild.
 - (iv) Keep proper accounts and books, showing the financial affairs of the Guild.
 - (v) Prepare and present to every Executive Committee meeting a statement of the financial position of the Guild as at the end of the previous month.
 - (vi) Present a statement of all accounts requiring payment to every Executive Committee meeting for approval of the expenditure.
 - (vii) Prepare the Annual Balance Sheet and Financial Statements of the Guild for presentation to the Annual General Meeting.
 - (viii) Carry out such other work of a financial nature as may be rendered necessary by the Constitution in regards to the financial affairs, management and operations of the Guild.
- e) THE ORDINARY MEMBERS OF THE EXECUTIVE COMMITTEE of the Guild shall:
 - (i) Use their best endeavours to maintain and promote the objects of the Guild.
 - (ii) Control and manage the affairs of the Guild within and in the spirit of this Constitution, and undertake such duties, inquiries and reports as shall be requested of them by the Executive Committee.
 - (iii) Perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Guild.
- f) THE PUBLIC OFFICER of the Guild:
 - (i) Shall be appointed by the Executive Committee within 28 days of the position becoming vacant by any means as defined by the Act.
 - (ii) May be an office-bearer of the Guild or an ordinary member of the Executive Committee, a member of the Guild or a person outside the Guild.
 - (iii) Must satisfy the eligibility requirements as prescribed under the Act.
 - (iv) Shall carry out the duties as required under the Act.

- (v) The Executive Committee, within 28 days of an office-bearer or other person taking office as Public Officer, must notify the Director-General, in the appropriate form of fact that the person has taken office as Public Officer; the person's full name and date of birth; and an address within New South Wales:
 - (A) at which the person can generally be found, and
 - (B) at which documents can be served on the association by post.

- g) THE AUDITOR of the Guild, if one is required under the Act, shall:
 - (i) Be a suitably qualified person as required by the Act, and not be a member of the Guild.
 - (ii) Be appointed by the Executive Committee.

21 Casual vacancies

- a) In the event of a casual vacancy occurring in the membership of the Executive Committee, the Committee may appoint a member of the Guild to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.
- b) A casual vacancy in the office of a member of the Executive Committee occurs if the member:
 - (i) dies, or
 - (ii) ceases to be a member of the Guild, or
 - (iii) resigns office by notice in writing given to the Secretary, or
 - (iv) is removed from office under clause 22, or
 - (v) becomes a mentally incapacitated person, or
 - (vi) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (vii) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (viii) is prohibited from managing a corporation under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth).

22 Removal of Executive Committee members

- a) The Guild in a General Meeting may by resolution remove any office-bearer or ordinary member of the Executive Committee before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- b) If a member of the Executive Committee to whom a proposed resolution referred to in clause 22(a) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Guild, the Secretary or the President may send a copy of the representations to each member of the Guild or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23 Executive Committee meetings and quorum

- a) Executive Committee meetings must be held as determined by the Executive Committee no fewer than 6 times in each period of 12 months at such place and time as the committee may determine.
- b) Additional meetings of the Executive Committee may be convened by the President or by any member of the Executive Committee.
- c) Oral or written notice of an additional meeting of the Executive Committee must be given by the Secretary to each member of the committee at least 7 days before the time appointed for the holding of the meeting.
- d) Notice of a meeting given under clause 23(c) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Executive Committee members present at the meeting unanimously agree to treat as urgent business.
- e) Any 5 members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.
- f) No business is to be transacted by the Executive Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week. In the event that the same place is not available a suitable location may be substituted.
- g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- h) At a meeting of the Executive Committee:
 - (i) the President or, in the President's absence, a Vice-President is to preside, or
 - (ii) if the President and Vice-Presidents are absent or unwilling to act, such one of the remaining members of the Executive Committee as may be elected by the members present at the meeting is to preside.

24 Delegation by Executive Committee to Sub-Committee

- a) The Executive Committee may delegate to one or more Sub-Committees the exercise of such of the functions of the Executive Committee as the Executive Committee sees fit, other than:
 - (i) this power of delegation, and
 - (ii) a function which is a duty imposed on the Executive Committee by the Act or by any other law.
- b) A Sub-Committee shall consist of such member or members of the Guild as the Executive Committee deems necessary to carry out the function.
- c) A function, the exercise of which has been delegated to a Sub-Committee under this clause, may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- d) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified by the Executive Committee.
- e) Despite any delegation under this clause, the Executive Committee may continue to exercise any function delegated.

- f) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Executive Committee.
- g) The Executive Committee may revoke wholly or in part any delegation under this clause.
- h) A Sub-Committee may meet and adjourn as it thinks proper.

25 Voting and decisions

- a) Questions arising at a meeting of the Executive Committee or of any Sub-Committee appointed by the Executive Committee are to be determined by a majority of the votes of members of the Executive Committee or Sub-Committee present at the meeting.
- b) Each member present at a meeting of the Executive Committee or of any Sub-Committee appointed by the Executive Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- c) Subject to clause 23(e), the Executive Committee may act despite any vacancy on the committee.
- d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a Sub-Committee appointed by the Executive Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or Sub-Committee.
- e) The Executive Committee or Sub-Committee may pass a resolution without a committee meeting being held if a majority of the members of that committee entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by committee members if the wording of the resolution and statement is identical in each copy.

Part 4 - General meetings

26 Annual General Meetings – holding of and business at

- (a) The Annual General Meeting shall be held within 6 months of the end of each Financial Year at such place and time as the Executive Committee shall think fit.
- (b) In addition to any other business, which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - (i) To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meetings held since that meeting.
 - (ii) To receive from the Executive Committee and Sub-Committees reports on the activities of the Guild during the last preceding financial year.
 - (iii) To receive and consider any financial statement or report required to be submitted to members under this Constitution and the Act.
 - (iv) To elect the office-bearers of the Guild and ordinary Executive Committee members.

27 Special General Meetings - calling of

- a) The Executive Committee may, whenever it thinks fit, convene a Special General Meeting.
- b) A Special General Meeting shall be called by the Secretary within 14 days of the receipt of a requisition by members in accordance with clauses 28(a) and (c) and shall be held no sooner than 21 days from the issue of the Notice of Meeting and no later than 35 days from the issue of notice of meeting.
- c) The Executive Committee must on the requisition in writing of at least 5 per cent of members convene a Special General Meeting.
- d) A requisition of members for a Special General Meeting:
 - (i) must state the purpose or purposes of the meeting, and
 - (ii) must be signed by the members making the requisition, and
 - (iii) must be lodged with the Secretary, and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- e) If the Secretary fails to convene the Special General Meeting so requisitioned, any one or more of the members who made the requisition may convene the meeting.
- f) A Special General Meeting convened by a member as referred to in clause 27(d) must be convened as far as is practicable in the same manner as General Meetings are convened by the Executive Committee and any member who consequently incurs expenses, in relation to convening the Special General Meeting, is entitled to be reimbursed by the Guild for any expense so incurred.
- g) A member is not entitled to request a Special General Meeting unless all money due and payable by the member to the Guild has been paid.

28 Notice

- a) Not less than 60 days' notice of the Annual General Meeting shall be given in writing to all members of the Guild, and the notice must specify that the meeting is an Annual General Meeting.
- b) A notice of motion to be brought before the Annual General Meeting shall be proposed and seconded by two members of the Guild and shall be forwarded in writing to the Secretary not less than 28 days prior to the date of the Annual General Meeting and no earlier than one calendar month after the due date of membership fees of members as per clause 12. Members shall be notified in writing of the notice of motion not less than 14 days prior to the date of the Annual General Meeting.
- c) A notice of motion as described in clause 28(b) cannot be a Special Resolution as set out at clause 33.
- d) No business other than that specified in the notice convening a General Meeting, is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 26(b).

- e) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.
- f) A member is not entitled to lodge a notice of motion, under clause 28(b) unless all money due and payable by the member to the Guild has been paid.

29 Quorum for General Meetings

- a) No item of business is to be transacted at a General Meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- b) 30 members present (being members entitled under this Constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- c) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
 - (i) if convened on the requisition of members, is to be dissolved, and
 - (ii) in any other case, is to stand adjourned to a date no later than 35 days hence.
- d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

30 Making of decisions

- a) A question arising at a General Meeting, unless otherwise specified in this Constitution, is to be determined by either:
 - (i) a show of hands, or
 - (ii) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot, a written ballot.
- b) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Guild, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- c) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

31 Voting

- a) On any question arising at a General Meeting a member entitled to vote as defined in clause 4 has one vote only.
- b) In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- c) A member is not entitled to vote at any General Meeting unless all money due and payable by the member to the Guild has been paid.
- d) Members shall be informed of notices of motion in clause 28(b) and these shall be decided by a three-quarters majority of those members present and entitled to vote.

32 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of any meeting of the Guild.

33 Special resolutions

A special resolution, including any changes to the Constitution of the Guild, may only be passed by the Guild in accordance with Section 39 of the Act and must be passed by at least three-quarters of the votes cast by members of the Guild who are entitled to vote on the proposed resolution.

Part 5 – Miscellaneous

34 Insurance

The Guild may maintain and effect insurance.

35 Funds - source

- a) The funds of the Guild are to be derived from joining fees and annual membership fees of members, donations and, subject to any resolution passed by the Guild in a General Meeting, such other sources as the Executive Committee determines.
- b) All money received by the Guild must be deposited as soon as practicable and without deduction to the credit of the Guild's bank or other authorised deposit-taking institution account.

36 Application of income for objects only

- a) Subject to any resolution passed by the Guild in a General Meeting, the funds of the Guild are to be used in pursuance of the objects of the Guild in such manner as the Executive Committee determines.
- b) The assets and income of the Guild shall be applied solely in furtherance of the objects of the Guild and no portion shall be distributed directly or indirectly to the members of the Guild except as bona fide compensation for services rendered or expenses incurred on behalf of the Guild.
- c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer and one other member of the Executive Committee, authorised to do so by the Executive Committee.

37 Service of Notices

- a) For the purpose of this Constitution, a notice may be served on or given to a person:

- (i) by delivering it to the person personally, or
 - (ii) by sending it by pre-paid post to the address of the person, or
 - (iii) by sending it by facsimile transmission or some other form of electronic transmission (including by email) to an address specified by the person for giving or serving the notice.
- b) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

38 By-Laws

The By-Laws appended to this Constitution form part of this Constitution.

39 Winding up and cancellation

- a) The Guild may be wound up by Special Resolution.
- b) In the event of the winding up or the cancellation of the incorporation of the Guild, the surplus assets of the Guild must not be distributed to any members or former members.
- c) Subject to the Act and any court order made under section 63 of the Act, the surplus assets must be given or transferred to one or more funds or institutions:
 - (i) that has objects similar to, or inclusive of, the Association; and
 - (ii) is a not-for-profit entity whose rules or governing document prohibit the distribution of its income and assets among its members to an extent at least as great as imposed on the Guild under this Constitution.
- d) The funds or institutions to which the surplus assets are to be given must be decided by Special Resolution at or before the time of dissolution.

40 Custody of books etc

Except as otherwise provided by this Constitution, the Public Officer must keep in her or his custody or under her or his control all records, books and other documents relating to the Guild as required under the Act, which must be kept in New South Wales:

- (a) at the premises of the Guild in the custody of the Secretary or a member (as the Executive Committee determines); or
- (b) if the Guild has no premises, at the Guild's official address, in the custody of the Public Officer.

41 Inspection of books etc

- a) The following documents must be open to inspection, free of charge, by a member of the Guild at any reasonable hour:
 - i) records, books and other financial documents of the Guild
 - ii) this Constitution
 - iii) minutes of all committee meetings and General Meetings.
- b) A member of the Guild may obtain a copy of any of the documents referred to in clause 41(a) on payment of a fee of not more than \$1 for each page copied.
- c) Despite clause 41(a) and (b), the Executive Committee may refuse to permit a member to inspect or obtain a copy of records of the Guild that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Guild.

42 Alteration of Constitution

- a) This Constitution may be altered, rescinded or added to only by a Special Resolution of the Guild.
- b) The members must not pass a Special Resolution that amends this Constitution if passing it causes the Guild to no longer be a not-for-profit.

Schedule 1

BY-LAWS

1. Groups

a) Group Membership and Voting

- (i) Guild Members must register a Group affiliation at the time of application for membership of the Guild. Members subsequently wishing to change their Group affiliation must do so in writing with one month's notice to the Guild Membership Secretary who will advise the Group Secretaries of the affected Groups.
- (ii) Members may only vote at the Group AGM or on other matters as may arise within the Group to which they are affiliated. Members visiting other Groups may not vote at the Group AGM of that Group or on other matters as may arise in respect of the Group being visited.

b) Group Office Bearers

- (i) A Group shall appoint the following Officers:
 - Convenor
 - Secretary
 - Treasurer

and other such officers as the Group deems necessary from time to time for the efficient conduct of their affairs. All officers must be financial members of the Guild as per clause 12.

- (ii) Group Officers shall be elected annually at a Group Meeting in November by the Groups' Members as per By-Law 1(a). Officers so elected may hold office in that position for no more than 3 consecutive years but shall be eligible for re-election to that position after the expiration of 12 months following the last term of office.
- (iii) Members may hold office in only one Group at a time but may also hold a position on the Executive Committee and/or a Sub-Committee.

c) Management of Group Finances and Assets

- (i) Each Group may hold an account with a recognised financial institution in the name of "The Knitters' Guild NSW Inc. – x.... Group".
- (ii) Any Group with cash assets of more than \$200 must deposit the funds into an account with a recognised financial institution in the name of "The Knitters' Guild NSW Inc. – x.... Group".
- (iii) Where an account is held all cash must be deposited at the end of the financial year or declared if an account is not held.
- (iv) Any funds/property acquired by a Group shall be deemed to have been acquired for and held for the Guild and is subject to clause 36 of the Constitution.
- (v) In the event of a Group disbanding, all assets (monetary or otherwise), together with all records acquired by the Group, are to be accounted for and returned to the Guild Secretary and Treasurer accordingly. All members of the Group are to be notified in writing by the Guild Executive of the Group disbanding.
- (vi) Any monetary transactions undertaken for Group affairs or events, including Group organised workshops and excursions, must be conducted through the Account referred to in By-Law 1(c)(i).
- (vii) No money is to be collected by any Group or member thereof for fees in relation to Guild membership and Guild-run events, functions or activities, including Certificates of Achievement.

d) Conduct of Group Meetings

- (i) The time, place and frequency of Group meetings will be determined by the Group, providing that there are no fewer than 6 meetings per year.
- (ii) Each Group shall be responsible for the conduct of their own affairs within the guidelines and spirit of the Constitution, particularly in regard to the Objects of the Guild as per clause 1 and the use of income and assets as per clause 36.

e) Use of Guild Logo

- (i) Each Group may use the Guild approved logo for general correspondence and promotional purposes only and in conjunction with the Group name. Official correspondence must use the official Guild approved letterhead.
- (ii) The logo must not be used in a way that implies an endorsement of a product or service.

f) Reporting

- (i) Each Group shall provide a report on its meetings and events, in writing, to the Executive Committee quarterly or at such frequency and in such manner as the Executive Committee determines.
- (ii) Each Group shall provide quarterly financial statements, in writing, to the Executive Committee, that is, for quarters ending March, June, September and December of the Financial Year.

g) New Groups

- (i) A new Group may be established by one member, with the prior approval of the Executive Committee.
- (ii) A new Group may be given assistance, financial or otherwise, as determined by the Executive Committee.

2. Sub-Committees

a) Formulation and appointments

- (i) The Executive Committee may form Sub-Committees, consisting of one or more members, in accordance with clause 24.
- (ii) Convenors and members of Sub-Committees are to be appointed by the Executive Committee. The appointment of Convenors and members of Sub-Committees shall take place on the first Executive Committee meeting after the Guild's Annual General Meeting. Any interim appointments of Sub-Committee Convenors or Sub-Committee members as the need may arise shall take place at an Executive Committee meeting. All members of Sub-Committees must be financial Members of the Guild as per clause 12.
- (iii) Convenors of Sub-Committees may hold that position for 3 years from the time of first appointment but become eligible for re-appointment after the expiration of 12 months since their appointment ceased.
- (iv) Where a Sub-Committee consists of one member only that member shall be deemed to be the Convenor.

b) Meetings

Meetings of Sub-Committees are to be held as often as deemed necessary by the Sub-Committee or as directed by the Executive Committee in order to fulfil the function as delegated by the Executive Committee.

c) Reporting

- (i) All summary correspondence undertaken by a Sub-Committee shall be forwarded to the Secretary for tabling at the next Executive Committee meeting and for inclusion in Guild records.
- (ii) Sub-Committees shall submit a report to the Executive Committee monthly and shall submit an annual report for tabling at the Annual General Meeting.

d) Financial Dealings

- (i) Any funds/property acquired by a Sub-Committee shall be deemed to have been acquired for and held for the Guild and is subject to clause 36 of the Constitution.
- (ii) The Convenor of a Sub-Committee shall be responsible for the proper management of all money necessary to be received or expended in the fulfilment of their function.
- (iii) Any monetary transactions shall be conducted through the main Guild account and reported to the Sub-Committee by the Treasurer in a timely fashion to enable efficient management of the Sub-Committee's function.
- (iv) In the event of a Sub-Committee disbanding, all assets, together with all records acquired by the Sub-Committee, are to be accounted for and returned to the Guild Secretary. All members of the Sub-Committee are to be notified in writing by the Guild Executive of the Sub-Committee disbanding.

e) Use of Guild logo

Is to be in accordance with By-Law 1(e).