

# CANBERRA QUILTERS INCORPORATED

## Constitution

April 2009

### 1. INTERPRETATION

- a) In these rules, unless a contrary intention appears:
- (i) 'financial year' means the year ending 31 December;
  - (ii) 'member' means a member, however described, of the Association;
  - (iii) 'the Executive' consists of the President, Vice-President, Secretary and Treasurer of the Association;
  - (iv) 'ordinary Committee member' means a member on the Committee who is not an executive member of the Association;
  - (v) 'Secretary' means the person holding office under these rules as secretary of the Association or, where no such person holds office, the Public Officer of the Association;
  - (vi) 'the Act' means the *Associations Incorporation Act 1991* (ACT);
  - (vii) 'the regulations' means the Associations Incorporation Regulations;
  - (viii) the 'Association' means Canberra Quilters Inc.;
  - (ix) 'term of office' means the period between one Annual General Meeting and the next, or part of that period.
- b) In these rules:
- (i) a reference to a function includes a reference to a power, authority and duty; and
  - (ii) a reference to the exercise of a function includes where the function is a power, authority or duty, a reference to the exercise of the power or the authority of the performance of duty.
- c) The *Legislation Act 2001* (ACT) applies to these rules in the same way as it would if those rules were an instrument made under the Act.

### 2. NAME

- a) The name of the Association will be known as Canberra Quilters Inc. hereinafter referred to as the Group.

### 3. OBJECTS

- a) The objects of the Group will be:
- (i) to promote the art and craft of patchwork and quilting;
  - (ii) to bring together people interested in patchwork and quilting;

- (iii) to encourage and maintain high standards of workmanship and design in both traditional and contemporary patchwork and quilting;
- (iv) to organise exhibitions; and
- (v) to publish a newsletter.

#### **4. CONSTITUTION**

- a) The Group will be conducted in accordance with this Constitution.
- b) This Constitution may be added to, repealed or amended by resolution of any Annual or Special General Meeting, provided that due notice has been given, and that the resolution is carried by a majority of at least 75% of the members present voting thereon. In the case of any resolution adding to, repealing or amending provisions relating to objects or committee powers by a majority of at least 90% of the members present voting thereon.
- c) An alteration of the objects, purpose or rules is of no effect until a copy of the alteration is lodged with the Registrar of Associations in the ACT.

#### **5. INCOME AND PROPERTY**

- a) The income and property of the Group will be applied solely to the promotion of its objects and no part thereof will be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of pecuniary profit to the members, provided that remuneration may be paid in good faith to officers and servants of the Group or other persons in return for services actually rendered to the Group.

#### **6. MEMBERSHIP QUALIFICATIONS**

- a) Membership is open to all persons interested in the art and craft of patchwork and quilting and who agree to abide by the rules of this Constitution and the Group's by-laws and regulations of the Group.
- b) The Group will consist of Ordinary Members and Honorary Life Members and Junior Members.

##### **c) Ordinary Members**

- (i) Ordinary membership is open to all persons aged 18 years and over.
- (ii) A person will become an ordinary member upon payment of the annual subscription.
- (iii) Each member of the Group will pay subscriptions annually at a rate determined by the Committee and approved by members at an Annual General Meeting or Special General Meeting.
- (iv) Subscriptions will be due on 1 January each year.

##### **d) Honorary Life Members**

- (i) An Honorary Life Member is a person who, upon recommendation of the Committee, and upon written nomination signed by not fewer than five members, is elected by resolution passed at an Annual General Meeting by a majority of not less than 67% of members present voting thereat, and who, in the opinion of such meeting, has rendered outstanding service to

the Group. The Committee must have received such nomination at least one calendar month before the Annual General Meeting and the nomination must be accompanied by a statement to support the nomination.

- (ii) An Honorary Life Member will not be required to pay the annual subscription, but will be entitled to all the benefits and privileges of ordinary membership for the remainder of his or her life.

**e) Junior Members**

- (i) A person, who is under the age of 18, will become a junior member upon payment of the annual subscription.
- (ii) Each Junior Member of the Group will pay subscriptions annually at a rate determined by the Committee and approved by members at an Annual General Meeting or Special General Meeting.
- (iii) Subscriptions will be due on 1 January each year.
- (iv) Junior Members have no voting rights, nor can they hold office.

**f) Membership entitlements**

- (i) All rights, privileges or obligations of a member of the Group cannot be transferred to another person, and will terminate upon cessation of the person's membership.

**g) Ceasing to be a member**

- (i) Membership ceases with the resignation or expulsion of a member; or
- (ii) when a member fails to renew membership of the Group by paying the annual fee.

**h) Record of Membership**

- (i) The Group will compile and keep a register of members' names and addresses. Any member who changes address will notify the Group in writing as soon as possible. No person will be entitled to exercise the rights and privileges of a member unless that person's name appears on the register of financial members.

**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 Group,

the Committee may, by resolution:

- (aa) expel the member from the Group; or
- (bb) suspend the member from such rights and privileges of membership of the Group as the Committee may determine for a specified period.

- b) A resolution of the Committee under subrule 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 7(c) confirms the resolution in accordance with this rule.
- c) Where the Committee passes a resolution under subrule 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 subrule 7(b), the Committee will:
  - (i) give to the member mentioned in subrule 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 subrule 7(a).
- e) Where the Committee confirms a resolution made under subrule 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 subrule 7(g).
- f) A resolution confirmed by the Committee under subrule 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 Group confirms the resolution in accordance with subrule 7(g)(iv).
- g) Right of Appeal of Disciplined Member**
  - (i) A member may appeal to the Group against a resolution of the Committee, which is confirmed under subrule 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 subrule 7(g)(i), the Secretary will notify the Committee, which will convene a Special General Meeting of the Group 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 Group convened under subrule 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 subrule 7(d)(iii) will be confirmed or revoked.
- (iv) If the meeting passes a special resolution in favour of confirming the resolution under subrule 7(d)(iii) that resolution is confirmed.

## **8. COMMITTEE**

- a) The Committee of the Group will consist of eleven members – a President, Vice-President, Secretary, Treasurer and seven ordinary members.
- b) Every candidate for office will be nominated by a Group member and seconded by another Group member on the prescribed form, which must be signed by the candidate and handed to the Secretary before the Annual General Meeting. A member may be nominated for, but not elected to, more than one office on the Committee at the same election.
- c) A member of the Committee will be eligible for re-election. However office bearers can serve for no more than three consecutive terms in any one Executive position. If sufficient written nominations to fill all positions are received by the due date, those people so nominated will be deemed to be elected. In the event that multiple nominations are received for a position, a vote will be required at the Annual General Meeting to determine the successful candidate. Oral nominations to fill those positions not filled by prior nominations may be made at the Annual General Meeting.
- d) Committee members will be elected at the Annual General Meeting and will hold office until the next succeeding Annual General Meeting.
- e) Committee vacancies may be filled by members appointed by the existing Committee until the next Annual General Meeting and such Committee members will exercise all rights and privileges of elected members.
- f) **Duties of the Committee**
  - (i) The President will chair all Committee and general meetings, and when necessary, speak on behalf of the Group and represent it in relations with other people or organisations and before any Court or government

department. The President will present a report to the Annual General Meeting.

- (ii) If the President is absent, the Vice-President will temporarily fill the position.
  - (iii) The Secretary will attend to all correspondence on behalf of the Group and maintain records in accordance with legal requirements.
  - (iv) The Treasurer will be responsible for all money and will keep the financial records and books of the Group. The Treasurer will present a report to the Annual General Meeting together with an audited balance sheet and statement of income and expenditure.
  - (v) Members of the Committee will perform such other duties as the Committee from time to time determines.
  - (vi) The Executive may issue instruction in matters of urgency connected with managing the affairs of the Group during the intervals between meetings of the Committee and, where any such instructions are issued, will report thereon to the next meeting of the Committee for ratification.
  - (vii) A person is not eligible to hold more than one position simultaneously on the Executive Committee.
- g) There will be a Committee meeting at least once in each two months. Minutes will be taken of all the proceedings of the Committee and will be open to inspection by any member upon application to the Secretary and at a negotiated time.
- h) A quorum at a Committee meeting will be six Committee members.
- i) Voting at Committee meetings**
- (i) Voting at Committee meetings will be by a show of hands. If the need arises, a secret ballot may be held. A simple majority of Committee members present will be sufficient for a resolution, unless otherwise provided for by this Constitution.
  - (ii) Each member present at a Committee meeting (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.
  - (iii) Subject to subrule 8(h), the Committee may vote notwithstanding any vacancy on the Committee.
  - (iv) Any thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.
- j) The office of a Committee member will become vacant if:
- (i) by notice in writing, a member resigns or refuses to act as a member of the Committee;

- (ii) a member fails to pay an annual subscription or other debt due to the Group within the prescribed period;
  - (iii) for any reason, a member ceases to be a member of the Group;
  - (iv) a resolution declaring a member's office to be vacant is passed by 75% of the members present at a duly convened Special General Meeting; or
  - (v) a member becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors with his or her creditors.
- k) Any member of the Committee absent for three consecutive meetings without leave of absence from the Committee will thereupon vacate the member's place on the Committee.
- l) Suspension of Committee members**
- (i) Subject only to the provisions of this clause, the Committee will have power to suspend any member of the Committee for any period and to abrogate, during such period, any of the rights or privileges of a Committee member if, in their opinion, any such suspension is in the interests of the Group.
  - (ii) Each member expressly waives any compensation or other claim against the Group or Committee or any member arising out of the exercise of any powers conferred by subrule 8(l)(i).

## **9. POWERS OF THE COMMITTEE**

The business of the Group will be managed by the Committee, which will have the following powers, subject to any direction by a Special General Meeting. They will:

- a) generally manage the affairs of the Group so as to carry out its objects;
- b) pay the charges and expenses incidental to the conduct and management of the Group;
- c) set up sub-committees to deal with such matters as may be referred to them by the Committee. A member of the Group, approved for that purpose by the Committee, will chair all such sub-committees. This Chair will report all relevant matters from the sub-committee back to the Committee. The President will have the ex officio right to attend all sub-committee meetings;
- d) interpret any questions arising out of this Constitution;
- e) prescribe fees, other than subscriptions, payable by Group members;
- f) bind the Group through signature of legal instruments, all such instruments to be signed by the President, and either the Vice-President, the Secretary or the Treasurer;
- g) make, amend or repeal by-laws and regulations (not inconsistent with this Constitution) for the proper conduct of the Group activities and the internal management of the Group;
- h) appoint a member to be the Public Officer who will be a resident of the Australian Capital Territory. The Public Officer will act until resignation or the Committee appoints a successor.

## **10. GENERAL MEETINGS**

### **Annual General Meetings**

- a) The Annual General Meeting will, subject to the Act, be convened on such a date within the first four months of the financial year, and at such a place and time as the Committee thinks fit.
- b) In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting will be to:
  - (i) confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
  - (ii) receive from the Committee reports on the Group's activities during the previous financial year;
  - (iii) elect members of the Committee including the Executive; and
  - (iv) receive and consider the statement of accounts and the reports that are required to be submitted to members.
- c) A quorum for the Annual General Meeting is 25% of the membership.
- d) Only financial Ordinary and Honorary Life members are entitled to vote at Annual General Meetings.
- e) Voting at Annual General Meetings will be carried by simple majority by a show of hands, except in the case of election of Committee members, when voting will be by secret ballot, and must be carried by a majority of at least 75% of the members present.

### **Special General Meetings**

- f) The Committee may, whenever it considers appropriate, call a special general meeting of the Group.
- g) The Committee must, on the requisition in writing of not less than 5% of the total number of members, call a Special General meeting of the Group.
- h) The written request, as outlined in subrule 10(g):
  - (i) must state the purpose or purposes of the meeting;
  - (ii) must be signed by the members making the requisition;
  - (iii) must be lodged with the Secretary;
  - (iv) must be posted to members not less than 21 days before the meeting; and
  - (v) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- i) If the Committee fails to convene a Special General Meeting within 35 days after the date upon which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three months after that date.

- j) A Special General Meeting convened by a member or members referred to in subrule 10(i) must be convened as early as practicable in the same manner as Special General Meetings are convened by the Committee; any member who thereby incurs expense is entitled to be reimbursed by the Group for any reasonable expense so incurred.
- k) Any member wishing to move a resolution at any Special General Meeting must give notice thereof in writing to the Secretary not less than 14 days before the date of such a meeting, provided that motions proposed within a shorter time than required by this rule may be resolved if the Special General Meeting so decides.
- l) The quorum at any Special General Meeting is 10 financial members or 10% of the financial membership whichever is the greater. In the absence of a quorum, the Chair will convene another Special General Meeting to take place within 35 days. At such a meeting, resolutions may be passed notwithstanding the absence of the prescribed quorum.
- m) Only Honorary Life members and financial Ordinary members are entitled to vote at any Special General Meeting. Resolutions at all Special General Meetings will be by simple majority of those members present, except in the case of:
  - (i) a motion for an amendment to the Constitution;
  - (ii) the confirmation of a conditional suspension; or
  - (iii) dismissal of members of the Committee.

In the case of m(i) when voting will be by a show of hands and must be carried by a majority of at least 75% of the members present.

In the case of m(ii) and m(iii) when voting will be by secret ballot, and must be carried by a majority of at least 75% of the members present.
- n) The decisions of any Special General Meeting of the Group will be final and will remain in force unless and until duly varied, amended or annulled at a subsequent Special General Meeting.

### **Proxy votes**

- o) Proxy votes will not be accepted at either the Annual General Meeting or any Special General Meeting.

## **11. FINANCES**

- a) All Ordinary and Junior members of the Group will pay such annual subscriptions as determined at the Annual General Meeting or Special General Meeting. Such subscriptions will be due on the first day of January unless otherwise determined by the Committee.
- b) The Group will have such bank accounts as the Committee may determine. Cheques drawn on these accounts will be signed by any two of the President, Vice-President, Secretary or Treasurer.

## **12. MEMBERS' LIABILITIES**

- a) The liability of a member to contribute towards payment of the debts and liabilities of the Group or costs, charges and expenses of the winding up of the

Group is limited to the amount, if any, unpaid by the member in respect of membership of the Group.

### **13. AUDITOR**

- a) A qualified accountant appointed by the Committee will audit the Group's accounts annually. The Auditor will not be a member of the Group. The audit will be carried out after the end of the financial year for presentation of the accounts to the Annual General Meeting.
- b) The Committee will appoint the Auditor at its first meeting and the Auditor will hold office until the next Annual General Meeting, at which time the Auditor will be eligible for re-appointment.
- c) Appointment of the Auditor may be revoked by a vote carried by 67% of the Committee members present at a Special Committee Meeting duly called for that purpose.

### **14. SEAL OF THE GROUP**

- a) The Seal of the Group will be in the form of a rubber stamp, inscribed with the name of the Group, encircling the word 'Seal'.
- b) The Seal of the Group will not be affixed to any instrument except by the Committee's authority, and the affixing thereof will be attested by the signatures of either two members of the Committee or one member of the Committee and of the Public Officer of the Group or such other person as the Committee may appoint for that purpose.
- c) Attestation according to subrule 14(b) is sufficient for all purposes that the Seal was affixed by authority of the Committee.
- d) The Seal must remain in the custody of the Secretary.

### **15. CUSTODY OF BOOKS**

- a) All records and other documents will be kept under the Secretary's control, except the financial ledger and the Auditor's reports, which will stay under the Treasurer's control.

### **16. INSPECTION OF BOOKS**

- a) The books and any other documents of the Group will be open to inspection by any member on request at a negotiated time.

### **17. DISSOLUTION OF THE GROUP**

- a) The Group may dissolve at a Special General Meeting called for that purpose by a resolution passed by a majority of 67% of the members present and voting thereon.
- b) The Committee will thereupon, or at such further date as will be specified in such resolution, proceed to realise the property of the Group as far as is necessary to discharge all liabilities. The remaining property of the Group, either in kind or converted into cash, as the Committee thinks fit, will be given to and vested in such organisations, institutions, clubs or associations in Australia which have as, or include in, their objectives promotion of similar aims and objects as the Group.

- c) Upon completion of the dissolution of the property as provided by this rule the Group will be dissolved.