

# **ACT Textile Arts Association Inc.**

## Constitution 2007

### **1. Interpretation**

1.1 In these rules, unless a contrary intention appears:

“financial year” means the year ending 31 October;

“member” means a member, however described, of the Association;

“the Executive” consists of the President, Vice President, Secretary and the Treasurer of the Association;

“ordinary Committee member” means a member of the Committee who is not an executive member of the Association;

“the Act” means the Associations Incorporation Act 1991;

“the Regulations” means the Associations Incorporation Regulations;

“the Group” or “the Association” means ACT Textile Arts Association Inc.

1.2 In these rules:

1.2.1 a reference to function includes a reference to a power, authority and duty; and

1.2.2 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 or the performance of duty.

1.3 The provisions of the Interpretation Act 1967 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## **2. Name**

- 2.1 The name of the association shall be ACT Textile Arts Association Inc. In this document it shall be referred to as the Group.

## **3. Objects**

- 3.1 The objects of the group shall be:
- 3.1.1 to promote textiles and interaction amongst artists and others of similar persuasion;
  - 3.1.2 to encourage and maintain standards of excellence in textiles and other forms of related works;
  - 3.1.3 to continually foster members to experiment, explore, discover and share a variety of techniques and mediums; and
  - 3.1.4 to promote the Group by organising exhibitions and participating in community activities related to textiles
  - 3.1.5 to provide a central body in the ACT for the dissemination of information concerning exhibitions, visiting craftspeople through a regular newsletter (for members) and website;

## **4. Constitution**

- 4.1 The Group shall be conducted in accordance with the constitution.
- 4.2 This constitution may be added to, repealed or amended by resolution of any Annual or Special General Meeting, provided that due notice has been given, and that the resolution is carried by a majority show of hands of the members present.
- 4.3 An alteration of the objects, purpose or rules is of no affect until a copy of the alterations is lodged with the Registrar of Associations in the ACT.

## **5. Income and property**

- 5.1 The income and property of the Group shall be applied solely to the promotion of its objects and no part thereof shall 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**

- 6.1 Membership is open to all who agree to abide by the rules of the Constitution.
- 6.2 A person shall become a member upon payment of the annual fee.
- 6.3 Subscriptions shall be paid annually by each member of the group at a rate determined by the Committee and approved by members at an Annual General Meeting or a Special General Meeting
- 6.4 Subscriptions shall be due on the 1st of January every year.

## **7. Disciplining of member**

- 7.1 Where the Committee is of the opinion that a member:
- 7.1.2 Has persistently refused or neglected to comply with a provision of this constitution; or
  - 7.1.3 Has persistently and willfully acted in a manner prejudicial to the interests of the Group,
- 7.2 The Committee may, by resolution:
- 7.2.1 Expel the member from the Group; or
  - 7.2.2 Suspend the member from such rights and privileges of the membership of the Group as the Committee may determine for a specified period
- 7.3 A resolution of the Committee under a Clause 7.1 is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later

then 28 days after service on the member of a notice under Clause 7.4 confirms the resolution in accordance with this rule.

- 7.4 Where the Committee passes a resolution under Clause 7.2, the Secretary shall, as soon as is practicable, cause a notice in writing to be served on the member:
  - 7.4.1 Setting out the resolution of the Committee and the grounds on which it is based;
  - 7.4.2 Stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of notice;
  - 7.4.3 Stating the date, place and the time of that meeting; and
  - 7.4.4 Informing the member that the member may do either or both of the following
    - 7.4.4.1 Attend and speak at the meeting; and/or
    - 7.4.4.2 Submit to the Committee at or prior to the date of that meeting written representation relating to the resolution.
- 7.5 Subject to **Section 50** of the Act, at the meeting of the Committee mentioned in **Clause 7.4**, the Committee shall:
  - 7.5.1 give the member mentioned in **Clause 7.1** an opportunity to make oral representation;
  - 7.5.2 give due consideration to any written representation submitted to the Committee by the member at or prior to the meeting; and
  - 7.5.3 by resolution, determine whether to confirm or revoke the resolution of the Committee made under **Clause 7.3**.
- 7.6 Where the Committee confirms a resolution made under **Clause 7.3**, the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the confirmation and of the member's right of appeal under **Clause 7.8**.

- 7.7 A resolution confirmed by the Committee under **Clause 7.5.3** does not take effect until the expiration of the period within which the member is entitled to appeal against the resolution:
- 7.7.1 Where the member does not exercise the right to appeal within that period; or
  - 7.7.2 Where within that period the member exercises the right of appeal, unless and until the Group confirms the resolution in accordance with **Clause 7.8**.
- 7.8 Right of Appeal of the Disciplined Member
- 7.8.1 A member may appeal to the Group in a general meeting against a resolution of the Committee, which is confirmed under **Clause 7.5.3** within 7 days after notice of the resolution being served on the member by lodging with the Secretary a notice to that effect
  - 7.8.2 Upon receipt of a notice under **Clause 7.8.1**, the Secretary shall notify the Committee which shall convene a Special General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.
  - 7.8.3 Subject to Section 50 of the Act, at a Special General Meeting of the Group convened under **Clause 7.8.2**:
    - 7.8.3.1 No business other than that question of the appeal shall be transacted;
    - 7.8.3.2 The Committee and the Member shall be given the opportunity to make the representations in relation to the appeal orally or in writing, or both; and
    - 7.8.3.3 The members present shall vote by secret ballot on the question of whether the resolution made under **Clause 7.5.3** shall be confirmed or revoked.
    - 7.8.3.4 If the meeting passes a special resolution in favour of the confirmation of the resolution under **Clause 7.5.3** that resolution is confirmed.

## 8. Committee

- 8.1 The Committee of the group shall consist of at least eleven members, a President, Vice President, Secretary, Treasurer, and at least seven ordinary members
- 8.2 Every candidate for the office shall be nominated by a Group member and seconded by another Group member on the prescribed form which shall be signed by the candidate and handed to the Secretary at least 7 days before the Annual General Meeting. A member may be nominated for more than one position at the same election but can except only one on the Executive Committee. A member of the Committee shall be eligible for re-election; however office bearers can serve for no more than three consecutive terms in any one Executive position. If insufficient written nominations to fill the positions are received by the due date those people so nominated shall be deemed elected. Oral nominations to fill those positions not filled by prior nominations may be made at the Annual General Meeting.
- 8.3 Committee members shall be elected at the Annual General Meeting and shall hold office until the next succeeding Annual Meeting.
- 8.4 Vacancies on the Committee may be filled temporarily by the Committee until the next Annual General Meeting and such temporary Committee members shall exercise all rights and privileges of elected members.
- 8.5 The duties of the Committee members are:
  - 8.5.1 The President shall chair all Committee and general meetings, and when necessary, speak on behalf of the group and represent it in relations with other persons or organisations and before any Court or Government department. The President shall present a report at the Annual General Meeting.
  - 8.5.2 If the President is absent, the Vice President will temporarily fill the position.
  - 8.5.3 The Secretary shall keep and attend to all correspondence and records on behalf of the Group.

- 8.5.4 The Treasurer shall be responsible for all the money and shall keep the financial records and books of the Group. The Treasurer shall present a report to the Annual General Meeting together with an audited balance sheet and statement sheet of income and expenditure.
- 8.5.5 Members of the Committee shall perform such other duties as the Committee from time to time determines.
- 8.5.6 The President, Vice President, Treasurer and the Secretary constitute an Executive Committee, which may issue instructions to the Public Officer in matters of urgency connected with the management of the affairs of the Group during the intervals between meetings of the Committee and, where any such issued, shall report thereon to the next meeting of the Committee for ratification.
- 8.6 There shall be regular Committee meetings at a time designated by the active Committee. Minutes shall be taken of all the proceedings of the Committee and shall be open to the inspection of any member upon application to the Secretary.
- 8.7 A quorum at a Committee meeting shall be five Committee members.
- 8.8 Voting at Committee meetings
  - 8.8.1 Voting at a Committee meeting shall be by a show of hands. If the need arises a secret ballot may be held. A simple majority of the Committee members present shall be sufficient for a resolution, unless otherwise provided for by this Constitution.
  - 8.8.2 Each member present at a meeting of the Committee (including the person presiding at the meeting) is entitled to one vote, but, in the event of an equality of votes on the question, the person presiding may exercise a second casting vote.
  - 8.8.3 Subject to Clause 8.7, the Committee may act notwithstanding any vacancy on the Committee.
  - 8.8.4 Any act or thing done or suffered, or purporting to have 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.

- 8.9 The office of a Committee member shall become vacant:
- 8.9.1 if, by notice in writing, a member resigns or refuses to act as a member of the Committee;
  - 8.9.2 if a member fails to pay an annual subscription or other debt due to the Group within the prescribed period;
  - 8.9.3 if, for any reason, a member ceases to be a member of the Group;
  - 8.9.4 if a resolution declaring a member's office to be vacant is passed by a majority show of hands at a Special General Meeting; or
  - 8.9.5 if a member becomes bankrupt or applies to take or takes advantage of the law relating to bankrupt or insolvent debtors or compounds with his creditors.
- 8.10 Any member of the Committee absent for three consecutive meetings, without leave of absence from the Committee, shall thereupon vacate their place on the Committee.
- 8.11 Suspension of the Committee Members
- 8.11.1 Subject only to the provisions of this clause, the Committee shall 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 the Committee member if, in their opinion, any suspension is in the interest of the Group.
  - 8.11.2 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 this clause/Constitution.

### **Powers of the Committee**

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

- 8.12.1 Generally manage the affairs of the Group so as to carry out its objects;
- 8.12.2 Pay the charges and expenses incidental to the conduct and management of the Group;
- 8.12.3 Set up sub-Committees to deal with such matters as may be referred to them by the Committee. All such sub-Committees shall be chaired by a member of the Group approved for that purpose by the Committee. This Chair shall report all relevant matters from the sub-Committee back to the Committee. The President shall have the ex officio right to attend all sub-Committee meetings;
- 8.12.4 interpret any questions arising out of this Constitution;
- 8.12.5 prescribe fees and subscriptions payable by Group members;
- 8.12.6 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;
- 8.12.7 make, amend or repeal by-laws and regulations (not inconsistent with the Constitution) for the proper conduct of the Group activities and the internal management of the Group; and
- 8.12.8 shall appoint a member to be the Public Officer who shall be a resident of the Australian Capital Territory. The Public Officer shall act until resignation or a successor is appointed by the Committee.

## **9. Meetings**

### **Annual General Meeting**

- 9.1 The Committee shall determine the date, time and place of the Annual General Meeting of the Group.
- 9.2 The notice convening the Annual General Meeting must specify the meeting is an Annual General Meeting.
- 9.3 The ordinary business of the Annual General Meeting shall be:

- 9.3.1 to confirm the minutes of the previous Annual General Meeting;
  - 9.3.2 to receive from the Committee reports upon the transactions of the Group during the last preceding financial year;
  - 9.3.3 to elect a new Committee; and
  - 9.3.4 to receive and consider the statement submitted by the Group in accordance with Section 30(3) of the Act.
- 9.4 The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

### **Special General Meeting**

- 9.5 In addition to the Annual General Meeting, any other General Meeting may be held in the same year.
- 9.6 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Group.
- 9.7 The Committee shall, on the request in writing of not less than 20% of Members of the Group, convene a Special General Meeting, where the business of the request is of major significance and of an urgent nature.
- 9.8 The request for a Special General Meeting must:
- 9.8.1 state in full detail the objects of the meeting;
  - 9.8.2 be signed by the Members requesting the meeting; and
  - 9.8.3 be sent to the address of the Secretary.
- 9.9 Members must be informed at least 14 days before the date fixed for holding a Special General Meeting, by notice stating the time, date, place and business of the meeting.
- 9.10 No business other than that set out in the notice convening the meeting may be conducted at the Special General Meeting.
- 9.11 If the Committee fails to convene a Special General Meeting within one month after the date on 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 no later than three months after that date.

### **Voting at Meetings**

- 9.12 Financial members only shall be entitled to vote at any Annual General Meeting or Special General Meeting.
- 9.13 Resolutions at all Special General Meetings shall be a simple majority of those members present and voting thereon except in the case of a motion for an amendment to the Constitution and the confirmation of a conditional suspension or dismissal of members of the Committee, which shall be by a show of hands, except in the case of election of Committee members, when voting shall be by secret ballot, and must be carried by a majority of at least 75% of the members present and voting thereon.

### **Proxy Votes**

- 9.14 Proxy votes will not be accepted at either an Annual General Meeting or any Special General Meeting.

## **10. Finances**

- 10.1 All ordinary members of the Group shall pay such annual subscriptions as determined at the Annual General Meeting or Special General Meeting. Such subscriptions shall be due on the first of January unless otherwise determined by the Committee.
- 10.2 The Group shall have such bank accounts as the Committee may determine. Cheques drawn on these accounts shall be signed by any two of the President, Vice President, Secretary or the Treasurer.

### **Members' Liabilities**

- 10.3 The liability of a member to contribute towards the payment of the debts and liabilities of the Group or the costs, charged and expenses of the winding up of the Group is to the amount, if any, unpaid by the members in respect of the membership of the Group.

### **Auditor**

- 10.4 The accounts of the Group shall be audited annually by a person who complies with Section 74 of the ACT. The report will be completed at least 14 days before the presentation of accounts to the Annual General Meeting.
- 10.5 The auditor shall be appointed by the Committee at its first meeting and shall hold office until the next succeeding Annual General Meeting and is eligible for re-appointment.
- 10.6 The Auditor's report, and in Certifying to the accounts, the Auditor shall state:
- 10.6.1 whether the information required has been obtained;
  - 10.6.2 whether in the auditor's opinion, the accounts are properly drawn up to show a true and correct view of the financial position of the Group according to the information at the Auditor's disposal and the explanations given to the Auditor as shown by the books of the Group; and
  - 10.6.3 whether rules relating to the administration of the funds of the Group have been observed.
- 10.7 The appointment of the Auditor may be revoked by a vote carried by two-thirds of the Committee members present at a Committee meeting

### **Seal of the Group**

- 10.8 The seal of the Group shall be in the form of a rubber stamp, inscribed with the name of the Group.
- 10.9 The seal of the Group shall not be used except by the authority of the Committee and the affixing thereof shall be accompanied 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, and that attestation is sufficient for all purpose that the Seal was affixed by the authority of the Committee.
- 10.10 The Seal shall remain in the custody of the Secretary.

### **Custody of the books**

- 10.11 All records and other documents shall be kept under control of the Secretary, with the exception of the financial ledger and the auditor's report which shall stay under control of the Treasurer.

### **Inspection of the books**

- 10.12 The records, books and other documents of the Group shall be open to inspection at a place in the Territory, free of charge, by a member of the Group at a reasonable hour a list of record holders will be available on the website and on request of the Secretary.

## **11. Dissolution of the group**

- 11.1 The Group may dissolve at a Special General Meeting called for that purpose by a resolution passed of two-thirds of the members present and voting thereon.
- 11.2 The Committee shall thereupon, or at such a further date as shall be specified in such resolution, proceed to realise the property of the Group as far as is necessary to discharge all liabilities.
- 11.3 The remaining property of the Group, either in kind or converted into money, as the Committee thinks fit, shall be given to and vested in such organisations, institutions, clubs or associations in Australia which have as, or included in, their objects the promotion of similar aims and objects as the Group.
- 11.4 Upon the completion of the dissolution of the property as provided by this rule the Group shall be dissolved.