



Knitters' Guild New South Wales Incorporated

CONSTITUTION

and

BY-LAWS

2011

Adopted by the members of the
Knitters' Guild New South Wales Incorporated
at the Annual General Meeting held at the Powerhouse Museum,
Harris Street, Ultimo on Saturday 5 March 2011

as amended at the Annual General Meeting
held at the Powerhouse Museum, Harris Street, Ultimo
on Saturday 3 May 2014.

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

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Part 1 – Preliminary

1 Name

The name of the Guild shall be the Knitters' Guild New South Wales Incorporated, hereinafter referred to as "the Guild", a body incorporated in accordance with the *Associations Incorporation Act 2009*.

2 Objects

The objects for which the Guild is formed shall be:

- a) To encourage and promote hand knitting, crochet and other associated crafts (hereinafter singularly and collectively referred to as "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 may seem proper to further the interests of the craft.

3 Definitions

a) In this Constitution:

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.

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.

general meeting means a Special General Meeting or an Annual General Meeting of the Guild.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

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

b) In this Constitution:

- (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, if the function is a duty, a reference to the performance of the duty.

c) The provisions of the *Interpretation Act 1987* 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

4 Membership generally

Membership of the Guild shall be open to any person, firm or group with a genuine interest in the objects and aims of the Guild and shall be defined as follows:

- a) FULL MEMBERSHIP – See clause 5a).
- b) 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 5b).
- c) RETAIL MEMBERSHIP – any sole trader, firm or company with a commercial or professional interest in the craft - See clause 5c).
- d) AFFILIATED ORGANISATION MEMBERSHIP – any non-commercial group interested in receiving the newsletter - See clause 5d).
- e) LIFE MEMBERSHIP – any person who is elected as a Life Member - See clause 5e).
- f) HONORARY MEMBERSHIP – any person who is appointed by the Executive Committee to be an Honorary Member - See clause 5f).

5 Benefits, Privileges and Rights of Membership

- a) Full Members – Receipt of newsletter; Access to library; Access to website; Attendance at group meetings; Discount from retail members as offered; Discounted attendance fees at workshops. May stand for election, nominate and vote at General Meetings.
- b) Junior Members – All as stated in clause 5a) EXCEPT not eligible to stand for election, nominate or vote at General Meetings.
- c) Retail Members – Receipt of newsletter; Access to website; Free listing in the newsletter and on the website. Not eligible to stand for election, nominate or vote at General Meetings.
- d) Affiliated Organisation Members – Receipt of newsletter; Access to website.
- e) Life Members – Annual subscription fee waived. All benefits, privileges and rights as stated in clause 5a).
- f) Honorary Members – Annual subscription fee waived. All benefits, privileges and rights as stated in clause 5a) EXCEPT not eligible to stand for election, 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. Members will be accorded all Guild privileges at all meetings and workshops.

6 Election of Full Members, Junior Members, Retail Members and Affiliated 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 subscription as from time to time determined by the Executive Committee.
- b) The Executive Committee shall proceed to consider the application and then to the election or rejection of the applicant which shall be by simple majority of members present and voting.
- c) It shall not be incumbent upon the Executive Committee to reveal any reasons for rejection of any application.
- d) The applicants shall, as soon as possible after the determination, be notified of the Executive Committee's decision.

7 Election of Life Members

- a) Life Members may be elected in recognition of outstanding service to the Guild.
- b) Nominations for election 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 recommend the election to the next Annual General Meeting and will inform the nominators of their decision.
- d) Election of Life Members shall be made at a duly convened Annual General Meeting of the Guild and shall be upon a three-quarters majority of those members present and entitled to vote.

8 Appointment of Honorary 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) Appointments shall be at the discretion of the Executive Committee and be reviewed at the first Executive Committee meeting of the new financial year.

9 Subscriptions

- a) The joining fee and annual subscription to the Guild shall be as determined by the Executive Committee and reviewed annually, six months prior to its due date.
- b) The annual subscription 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 subscription 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.

10 Cessation of membership

A person ceases to be a member of the Guild if the person –

- a) Dies.
- b) Resigns that membership.
- c) Has her or his membership of the Guild terminated.
- d) Is declared unfinancial as prescribed in clause 13.

11 Membership entitlements not transferable

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

- a) is not capable of being transferred or transmitted to another person, and
- b) terminates on cessation of the person's membership.

12 Register of members

- a) 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 and classification of each member.
 - (ii) The date upon which each member was accepted for membership.
 - (iii) The amount of annual subscription paid by the member and the date on which it was received in each year.
- b) The Register of members must be kept in New South Wales 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.
- d) 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.
- e) 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.
- f) 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 newsletter, 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.

13 Unfinancial members

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

14 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.

15 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 JusticeCentres Act 1983*.
- 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 1984* applies to any such dispute referred to arbitration.

16 Disciplining of members

- a) A complaint may be made to the Executive Committee by any person that a member of the Guild:
 - (i) has 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) The Executive Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 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 17.
- 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 17, whichever is the later.

17 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 16, 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 17 a), the Secretary must notify the Executive Committee which is to convene a General Meeting of the Guild to be held within 28 days after the date on which the Secretary received the notice.
- d) At a General Meeting of the Guild convened under clause 17 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

18 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 of members of the Guild, 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.

19 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 clauses 20 and 22, and
 - (ii) at least 4 ordinary committee members, each of whom is to be elected in accordance with clauses 20 and 22.
- 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 member of the Executive Committee may hold office until the conclusion of the Annual General Meeting following the date of their election, but is eligible for re-election in accordance with clause 19 e).
- d) All office-bearers and members of the Executive Committee may hold office for no more than three (3) consecutive years in any one position and no more than two (2) consecutive positions, with eligibility for re-election after the expiration of twelve (12) months.
- e) If a situation arises where the Executive Committee would be advantaged by additional members, such 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' election.

20 Election of Executive Committee members

- a) The election of office-bearers and four (4) members of the Executive Committee shall take place at the Annual General Meeting of the Guild.
- b) Nominations for election shall be submitted on the appropriate form to the Returning Officer not less than twenty-eight (28) days prior to the date of the Annual General Meeting and no earlier than one calendar month after the due date of subscription of members as per clause 13.
- c) Every nominee, nominator and seconder shall be a member of the Guild aged 18 years and over, whose subscription fee has been paid for the current financial year, at the time of signing the nomination form.
- d) A nominee may nominate for only one (1) of the five (5) positions of office-bearer of the Guild and only one (1) of four (4) positions of ordinary member of the Executive Committee.
- e) Members shall be notified in writing of the nominations for election not later than fourteen (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 persons nominated are taken to be elected. If the number of nominations received exceeds the number of vacancies to be filled, a postal ballot is to be held by the Returning Officer in accordance with Schedule 3 to the Regulation.
- g) Election to the Executive Committee shall be by simple majority.

21 Responsibilities and Duties of Officers and Executive Committee Members

- a) THE PRESIDENT of the Guild shall –
 - (i) Take the Chair at all meetings, and may be ex-officio a member of all Sub-Committees.
 - (ii) 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.
 - (iii) 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.
- 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 37.
 - (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 twenty-eight (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.
- g) THE AUDITOR of the Guild 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.

22 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) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (iv) resigns office by notice in writing given to the Secretary, or
 - (v) is removed from office under clause 23, or
 - (vi) becomes a mentally incapacitated person, or
 - (vii) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (viii) 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
 - (ix) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

23 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 23a) 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.

24 Executive Committee meetings and quorum

- a) Executive Committee meetings must be held as determined by the Executive Committee no fewer than six (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 24 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 five (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.

25 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.

26 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 24e), 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.

Part 4 - General meetings

27 Annual General Meetings – holding of

The Annual General Meeting of the Guild shall be held within six (6) months of the end of each Financial Year at such place and time as the Executive Committee shall think fit.

28 Annual General Meetings – calling of and business at

- a) An Annual General Meeting must be specified as such in the notice convening it.
- b) In addition to any other business, as per item (vi), 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, Sub-Committees and Groups 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.
 - (v) To appoint the Patron of the Guild.
 - (vi) To deal with any other business, due notice thereof having been given in accordance with the provisions of this Constitution.

29 Special General Meetings - calling of

- a) The Executive Committee may, whenever it thinks fit, convene a Special General Meeting of the Guild.
- b) The Executive Committee must on the requisition in writing of at least twenty-five (25) members convene a Special General Meeting of the Guild.
- c) 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.
- d) 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.
- e) A member is not entitled to request a Special General Meeting of the Guild unless all money due and payable by the member to the Guild has been paid.

30 Notice

- a) Not less than sixty (60) days' notice of the Annual General Meeting shall be given in writing to all members of the Guild.
- 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 twenty-eight days (28) prior to the date of the Annual General Meeting and no earlier than one calendar month after the due date of subscription of members as per clause 13. Members shall be notified in writing of the Notice of Motion not less than fourteen (14) days prior to the date of the Annual General Meeting.
- c) A Special General Meeting shall be called by the Secretary within fourteen (14) days of the receipt of a requisition by members in accordance with clauses 29b) and c) and shall be held no sooner than fourteen (14) days from the issue of the Notice of Meeting and no later than thirty-five (35) days from the issue of Notice of Meeting.
- 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 28 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 unless all money due and payable by the member to the Guild has been paid.

31 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) Thirty 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 thirty-five (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 three) are to constitute a quorum.

32 Making of decisions

- a) A question arising at a General Meeting of the Guild 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.

33 Voting

- a) On any question arising at a General Meeting of the Guild a member entitled to vote as defined in clause 5 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 of the Guild unless all money due and payable by the member to the Guild has been paid.
- d) The Guild may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 16).
- e) Postal ballots will be conducted in accordance with Schedule 3 to the Regulation.
- f) Members shall be informed of Notices of Motion as in clauses 29c) and 30b) and these shall be decided by a three-quarters majority of those members present and entitled to vote or, in the case of postal voting, by at least three-quarters of the votes cast by members of the Guild who are entitled to vote on the proposed resolution.

34 Proxy votes not permitted

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

35 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 supported 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

36 Insurance

The Guild may maintain and effect insurance.

37 Funds - source

- a) The funds of the Guild are to be derived from joining fees and annual subscriptions 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.
- c) The Guild must, as soon as practicable after receiving any money, issue an appropriate receipt.

38 Funds - management

- 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.

39 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 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.

40 By-Laws

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

41 Financial Year

The financial year of the Guild shall end on 31st December in each year, to which date the annual accounts of the Guild shall be finalised, presented to the Annual General Meeting next following and distributed to all members.

42 Dissolution

- a) The Guild may not be dissolved except at a Special General Meeting called for the purpose and by a resolution carried by a majority of four-fifths of the votes cast.
- b) If, upon the dissolution of the Guild, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be transferred to another organisation with similar purposes, which is not carried on for the profit or gain of its individual members. This is to be done in a manner determined by the members on or before the time of dissolution and voted upon as in clause 42 a).

43 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.

44 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 of the Guild.
- b) A member of the Guild may obtain a copy of any of the documents referred to in clause 44 a) on payment of a fee of not more than \$1 for each page copied.

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 relevant Group Secretaries.
- (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 AGM 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 13.

- (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 three (3) consecutive years but shall be eligible for re-election to that position after the expiration of twelve (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", and shall submit an account quarterly to the Executive Committee.
- (ii) An amount of not more than \$100 may be held as petty cash and all cash must be banked at the end of the financial year for auditing purposes.
- (iii) Any funds/property acquired by a Group shall be deemed to have been acquired for and held in trust for the Members of the Guild.
- (iv) 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.
- (v) Any monetary transactions undertaken for Group affairs or events, including Group organised workshops and excursions, must be conducted through the Group or Guild Bank Account.
- (vi) No money is to be collected by any Group or Guild Member thereof for fees in relation to Guild membership, Guild-run events or functions, including workshops, camps and Achievement Certificates.

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 six (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 (clause 2).

e) Use of Guild Logo

- (i) Each Group may use the Guild logo for general correspondence and display purposes only. The wording on the logo should read "Knitters' Guild NSW Inc." and be used in conjunction with the Group name.
- (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 supply 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 supply quarterly financial statements, in writing, to the Executive Committee, that is, for quarters ending March, June, September and December for the financial year as per clause 31.

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 25.
- (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 13.
- (iii) Convenors of Sub-Committees may hold that position for three (3) years from the time of first appointment but become eligible for re-appointment after the expiration of twelve (12) months.
- (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 in trust for the Members of the Guild.
- (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.

e) Use of Guild logo

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