

ACT Textile Arts Association Inc.
Constitution 2009

1 Interpretation

1.1 In these rules, unless a contrary intention appears:

1.1.1 “financial year” means the year ending 31 December;

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

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

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

1.1.5 “the Act” means the Associations Incorporation Act 1991;

1.1.6 “the Regulations” means the Associations Incorporation Regulations;

1.1.7 “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 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

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 among 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 media;

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 Australian Capital Territory for the dissemination of information concerning exhibitions and visiting craftspeople through a regular newsletter (for members) and website.

4 Constitution

4.1 The Group shall be conducted in accordance with this 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4.2 This Constitution may be added to, repealed or amended by resolution of any Annual or Special General Meeting, provided that due notice has been given, and that the resolution is carried by a majority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 effect until a copy of the alterations is lodged with the Registrar of Associations in the Australian Capital Territory.

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 this 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 first of January every year.

7 Disciplining of Members

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 wilfully 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 Clause 7.2 is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 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 will:

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 will, 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 will notify the Committee which will 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 will be transacted;

7.8.3.2 the Committee and the member will be given the opportunity to make the representations in relation to the appeal orally or in writing, or both;

7.8.3.3 the members present will vote by secret ballot on the question of whether the resolution made under Clause 7.5.3 will 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 a minimum of seven members, the Office Bearers a President, Vice President, Secretary, Treasurer, and a minimum of three 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 before the Annual General Meeting. A member may be nominated for, but not elected to, more than one position on the Committee.

8.3 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 the positions are received by the due date those people so nominated will be deemed 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.

8.4 Committee members shall be elected at the Annual General Meeting and shall hold office until the next succeeding Annual General Meeting.

8.5 Vacancies on the Committee may be filled temporarily by the Committee until the next Annual General Meeting and such temporary Committee members will exercise all rights and privileges of elected members.

8.6 The duties of the Committee members are:

8.6.1 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 persons or organisations and before any Court or Government department. The President will present a report at the Annual General Meeting.

8.6.2 if the President is absent, the Vice President will temporarily fill the position.

8.6.3 the Secretary will keep and attend to all correspondence and records on behalf of the Group.

8.6.4 The Treasurer will be responsible for all the 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 sheet of income and expenditure.

8.6.5 Members of the Committee will perform such other duties as the Committee from time to time determines.

8.6.6 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, will report thereon to the next meeting of the Committee for ratification.

8.7 There will be regular Committee meetings at a time designated by the active Committee. Minutes will be taken of all the proceedings of the Committee and will be open to the inspection of any member upon application to the Secretary.

8.8 A quorum at a Committee meeting will be five Committee members.

8.9 Voting at Committee meetings:

8.9.1 voting at a Committee meeting will be by a show of hands. If the need arises a secret ballot may be held. A simple majority of the Committee members present will be sufficient for a resolution, unless otherwise provided for by this constitution;

8.9.2 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;

8.9.3 subject to Clause 8.8, the Committee may act notwithstanding any vacancy on the Committee.

8.9.4 any 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.

8.10 The office of a Committee member shall become vacant if:

8.10.1 by notice in writing, a member resigns or refuses to act as a member of the Committee;

8.10.2 a member fails to pay an annual subscription or other debt due to the Group within the prescribed period;

8.10.3 for any reason, a member ceases to be a member of the Group;

8.10.4 a resolution declaring a member's office to be vacant is passed by a majority show of hands at a Special General Meeting; or

8.10.5 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.

8.11 Any member of the Committee absent for three consecutive meetings, without leave of absence from the Committee, will thereupon vacate their place on the Committee.

8.12 Suspension of Committee Members

8.12.1 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 right or privileges of the Committee member if, in their opinion, any suspension is in the interest of the Group.

8.12.2 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.

9. Powers of the Committee

9.1 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:

9.1.1 generally manage the affairs of the Group so as to carry out its objects;

9.1.2 pay the charges and expenses incidental to the conduct and management of the Group;

9.1.3 set up sub-committees to deal with such matters as may be referred to them by the Committee. All such sub-committees will be chaired by a member of the Group approved for that purpose by the Committee. 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;

9.1.4 interpret any questions arising out of this constitution;

9.1.5 prescribe fees and subscriptions payable by Group members;

9.1.6 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;

9.1.7 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

9.1.8 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 a successor is appointed by the Committee.

10 Meetings

Annual General Meeting

10.1 The Committee will determine the date, time and place of the Annual General Meeting of the Group.

10.2 The notice convening the Annual General Meeting must specify the meeting is an Annual General Meeting.

10.3 The ordinary business of the Annual General Meeting will be:

10.3.1 to confirm the minutes of the previous Annual General Meeting;

10.3.2 to receive from the Committee reports upon the transactions of the Group during the last preceding financial year;

10.3.3 to elect a new Committee; and

10.3.4 to receive and consider the statement submitted by the Group in accordance with Section 30(3) of the Act.

10.4 The Annual General Meeting may conduct any special business of which notice has been given in accordance with these rules.

Special General Meeting

10.5 In addition to the Annual General Meeting, any other general meeting may be held in the same year.

10.6 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Group.

10.7 The Committee will, 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.

10.8 The request for a Special General Meeting must:

10.8.1 state in full detail the objects of the meeting;

10.8.2 be signed by the members requesting the meeting; and

10.8.3 be sent to the address of the Secretary.

10.9 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.

10.10 No business other than that set out in the notice convening the meeting may be conducted at the Special General Meeting.

10.11 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

10.12 Financial members only will be entitled to vote at any Annual General Meeting or Special General Meeting.

10.13 Resolutions at all Special General Meetings will 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 will be 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 and voting thereon.

Proxy votes

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

11 Finances

11.1 All ordinary 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 of January unless otherwise determined by the Committee.

11.2 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 the Treasurer.

12. Members' Liabilities

12.1 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.

13. Auditor

13.1 The accounts of the Group will 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.

13.2 The Committee will appoint the Auditor at its first meeting. The Auditor will hold office until the next succeeding Annual General Meeting and is eligible for re-appointment.

13.3 The Auditor's report, and in certifying to the accounts, the Auditor will state:

13.3.1 whether the information required has been obtained;

13.3.2 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

13.3.3 whether rules relating to the administration of the funds of the Group have been observed.

13.4 The appointment of the Auditor may be revoked by a vote carried by two-thirds of the Committee members present at a Committee meeting

14. Seal of the Group

14.1 The seal of the Group will be in the form of a rubber stamp, inscribed with the name of the Group.

14.2 The seal of the Group will 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.

14.3 The Seal will remain in the custody of the Secretary.

15. Custody of the Books

15.1 All records and other documents will be kept under control of the Secretary, with the exception of the financial ledger and the Auditor's report which will stay under control of the Treasurer.

16. Inspection of the Books

16.1 The records, books and other documents of the Group will be open to inspection at a place in the Australian Capital 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.

17. Dissolution of the Group

17.1 The Group may dissolve at a Special General Meeting called for that purpose by a resolution passed by two-thirds of the members present and voting thereon.

17.2 The Committee will thereupon, or at such a 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.

17.3 The remaining property of the Group, either in kind or converted into money, as the Committee thinks fit, will 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.

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