

THE QUILTERS' GUILD OF NSW INCORPORATED

ABN 11 005 357 522

CONSTITUTION

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1 NAME

The name of the Association shall be “The Quilters’ Guild of NSW Incorporated”.

2 DEFINITIONS

- a) Capitalised terms used in this Constitution have the meaning given in this clause 2 unless otherwise indicated in this Constitution:

“Act” means the Associations Incorporation Act 2009.

“Committee” means the committee of the Guild as that term is defined in the Act.

“Director-General” has the meaning given in the Act.

“Financial Year” means the Guild’s financial year, which is the period from 1 July in one calendar year to 30 June in the immediately following calendar year.

“Guild” means The Quilters’ Guild of NSW Incorporated.

“Guild Manual” means the manual adopted by the Committee from time to time, which includes the duties of Committee members (as between themselves) and the functioning of any sub-committee of the Committee.

“Guild Office” means the Guild’s office at level 5, 276 Pitt Street Sydney or such other office as adopted by the Committee as the office of the Guild.

“Template” means the newsletter of the Guild issued by the Committee to all members.

- b) In this Constitution:

- i. a reference to person includes individuals, families, groups and incorporated and unincorporated associations;
- ii. a reference to an act of parliament includes any amendment, consolidation or replacement of that act;
- iii. the provisions of the Act 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; and
- iv. headings are inserted for convenience and do not affect the meaning of this Constitution.

3 OBJECTS

- a) To promote the art and craft of patchwork and quilting;
- b) To bring quilters together and encourage the establishment of quilting groups;
- c) To encourage and maintain high standards of craftsmanship and design in both traditional and contemporary quilting;
- d) To foster interest in the history of patchwork and quilting;
- e) To organise selective exhibitions; and
- f) To produce, distribute and share quilting related information for members and interested persons by means of print and/or electronic media.

4 MEMBERSHIP

- a) Application for membership

Membership shall be open to all persons who agree to be bound by this Constitution, including accepting the objects of the Guild.

- i. All applications for membership shall be submitted on the form approved by the Committee from time to time, available from the Guild Office, and be accompanied by the relevant joining and membership fees as set by the Committee from time to time and notified in Template and the application form.
- ii. All duly completed applications for membership will be processed by the Guild's membership secretary, and recorded in the Guild database and the Guild's register of members and on such recording, the person becomes a member of the Guild.
- iii. Member's details, name, address, contact details, membership number and date of joining the Guild will be recorded.

- b) Annual membership fees

A member must pay to the Guild an annual membership fee in the amount set by the Committee from time to time on or before the first day of the Guild's Financial Year in each calendar year. The amount payable will be notified in Template from time to time. If a member becomes a member on or after the first day of the Guild's Financial Year, the annual membership fee for that year will be due on joining and subsequently in accordance with this clause.

- c) Cessation of membership

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

- i. dies; or
 - ii. resigns membership by written notice to the secretary; or
 - iii. is expelled from the Guild in accordance with this Constitution; or
 - iv. fails to pay annual membership fees within three months after the fee is due.
- d) The Committee may award life Membership to current financial members of the Guild who have shown exceptional service to the Guild through Committee, and /or sub-committees and /or volunteering duties to promote and further the objects of the Guild. Once awarded, life members will not be required to pay annual membership fees, but will enjoy all benefits of full membership including voting rights. A life member must still pay any costs associated with a specific Guild activity (e.g. entrance fees or workshop fees).
- e) Register of Members

The Committee will maintain a register of members specifying the name and postal or residential address of each person who is a member of the Guild, together with the date on which the person became a member.

5 MEMBERS' LIABILITY

The liability of a member of the Guild to contribute towards the payments of 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 as required by clause 4 of this Constitution.

6 DISCIPLINING OF MEMBERS

- a) A complaint may be made to the Committee by any person or on its own motion 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.

Any such complaint must be in writing.

- b) The Committee may decide to deal with the complaint by:

- i. serving a notice of the complaint on the member and requesting a written response to the notice of complaint to the Committee to be made within 14 days from the date of service of the notice of complaint; or
- ii. taking no action having considered the complaint, including if the Committee decides that the complaint is trivial or vexatious in nature.

The Committee should, but is not required to, provide a response to the complainant following its consideration of the complaint.

- c) If the Committee decides to deal with the complaint, it may make a decision on the complaint or motion only after taking into consideration any submissions made by the member in response to the notice of complaint issued by the Committee. If the conduct complained of continues then the member may be requested to attend a meeting with the Committee.
- d) The Committee may, by resolution, expel or suspend the member from membership of the Guild for a period of time or permanently, if after considering the complaint or motion and any submissions made in connection with the complaint or motion, it is satisfied that the facts alleged in the complaint or motion to have been proved and the expulsion or suspension is warranted in the circumstances.
- e) The Committee must notify the member in writing of such a decision and the reasons for that decision within 7 days of such decision. The Committee must also advise the member of their appeal rights under clause 7 of this Constitution in writing at the time of notification of the decision.
- f) The expulsion or suspension under this clause 6 does not take effect:
 - i. until the expiration of the period within which the member is entitled to appeal against the resolution under clause 7; or
 - ii. If within that period the member exercises the right of appeal, unless or until the Guild confirms the resolution under clause 7, whichever is later.

7 RIGHT OF APPEAL

- a) A member may appeal to the Guild in general meeting against a resolution of the Committee under clause 6 by giving the Committee a notice to that effect within seven (7) days after receipt of the notice of the Committee's decision under clause 6(e) of the Constitution.
- b) A notice given under clause 7(a) must 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 this clause 7, the Committee must bring the question of the appeal to the next convened general meeting of the Guild and at that meeting:
 - i. the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both;
 - ii. the members present are to vote by secret ballot on the question of whether the resolution of the Committee should be confirmed or revoked.
- d) The resolution under sub-clause (c)(ii) is to be determined by a simple majority of votes cast at that meeting.

8 INTERNAL DISPUTES

- a) Where a dispute arises between members, upon notice to the Committee regarding such dispute, the dispute shall be heard by the Committee, giving the relevant members the opportunity to discuss the problem/s and seeking a resolution satisfactory to both parties.
- b) Where a dispute is unable to be resolved by the Committee within three (3) months of referral to the Committee, the dispute is to be referred to arbitration.
- c) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration and for such purpose the dispute will be taken to be a “commercial dispute”.
- d) This clause 8 does not apply to any dispute between a member or members and the Committee concerning an exercise by the Committee of its functions and duties.

9 THE COMMITTEE

- a) Powers of the Committee

Subject to the Act, the Regulation and this constitution, the Committee:

- i. is to control and manage the affairs of the Guild;
- ii. 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 the members of the Guild in general meeting; and

- iii. has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Guild.

b) Composition, membership and duties of the Committee

The Committee is to consist of the office-bearers of the Guild and up to six (6) other committee members but not less than two (2) ordinary committee members. The office bearers of the Guild shall be the President, the Vice President, Secretary and Treasurer. Each of these positions is unpaid (honorary). Together the office bearers will be known as the Executive.

c) Election of Committee members

- i. Nominations of candidates for election as office-bearers of the Guild or as ordinary Committee members must be made in writing to the Secretary signed by two members who at that time are entitled to vote at a general meeting of the Guild and be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination). The nomination must be delivered to the Secretary at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- ii. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected at the annual general meeting and further nominations are to be sought at the annual general meeting.
- iii. If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- iv. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected at the annual general meeting.
- v. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- vi. The ballot for the election of office bearers and ordinary members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- vii. Only members of the Guild who at the time of nomination are entitled to vote at a general meeting of the Guild may be nominated for a position on the Committee.
- viii. A member may not hold more than one position on the Committee at the same time.

- ix. A member may not nominate to be elected as a Committee member if following their election, that member would be a Committee member for more than three (3) years in a five (5) year period. The Secretary is not required to accept a nomination that could lead to a contravention of this subclause. The office bearers and other members of the Committee shall be elected at each annual general meeting of the Guild with the election taking effect at the conclusion of that annual general meeting.
- x. Each member of the Committee is, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election subject to this clause 9(c).
- xi. A member may be re-elected to the Committee at sequential annual general meetings twice so that a member is not a Committee member for longer than three (3) consecutive years.

d) Casual vacancy on the Committee

The Committee may fill any casual vacancy occurring on the Committee. A member so appointed will serve in the position until the next annual general meeting. The term of the casual appointment will be taken to be 12 months for the purposes of this clause 9 irrespective of the actual date of appointment. The Committee may not appoint a member to the Committee if, as a result of that appointment, the member would be a Committee member for more than three (3) years in a five (5) year period or if the member is already a member of the Committee at that time. A member appointed under this subclause must, at the time of appointment, be entitled to vote at a general meeting of the Guild.

e) Cessation of a Committee member

A member of the Committee shall cease to hold office:

- i. upon resignation in writing given to the Secretary; or
- ii. on cessation of their Guild membership; or
- iii. on absence without prior leave of absence being granted by the Committee from two (2) consecutive Committee meetings or from three (3) Committee meetings in any one (1) Financial Year; or
- iv. becomes a bankrupt under the Bankruptcy Act 1966 (Cth) or an insolvent under administration within the meaning of the Corporations Act 2001 (Cth) or the legislation under which the member is formed; or
- v. becomes a mentally incapacitated person; or

- vi. 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
- vii. 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.

When a member ceases to hold a position on the Committee they must return all Guild records and/or Guild property to the Guild Office or to the member elected/appointed to that position within 14 days after vacating office.

f) Committee meetings and quorum

- i. The Committee must meet at least ten (10) times in each period of 12 months at such place and time as the Committee may determine.
- ii. Notice of Committee meetings shall be given at the previous Committee meeting; in special circumstances, the date, time and venue of a meeting may be changed provided forty eight (48) hours notice of such change shall be given to the Committee members by phone or electronic transmission by a member of the Executive.
- iii. Notice of a meeting given under subclause (ii) 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 the Committee members present at the meeting unanimously agree to treat as urgent business.
- iv. In addition to the business which may be transacted at Committee meetings under subclause 9(f), the business of a Committee meeting is to include the following:
 - Confirmation of the minutes of the previous Committee meeting;
 - Acceptance of any correspondence.
 - Presentation of Committee members reports covering both current and planned activities;
 - Presentation of financial accountants and acceptance of same;
 - Approval of any accounts for payment;
 - Any general business relating to the objects of the Guild; and
 - Acceptance of sub-committee reports

- v. The quorum for meetings of the Committee is five (5) Committee members. If a quorum is not present after one half hour of the time notified for the meeting, the meeting shall be adjourned to a date not later than fourteen (14) days and the quorum at that adjourned meeting will be the same as set out in this subclause.
- vi. The Committee may function validly provided its number is not reduced below the quorum. Should the number of Committee members fall below the quorum the remaining Committee members may only act to appoint new Committee members.
- vii. Voting at Committee meetings will be by simple majority. All votes must be given personally, i.e. proxy votes will not be allowed. In the case of an equality of votes, the person presiding (the chair) will have a second or casting vote.

g) Conflict of interest

A committee member must comply with section 31 of the Act with regard to any interest in a matter before the Committee.

- h) Duties of specific Committee members will be detailed in The Guild Manual, including the duties of the office bearers of the Guild. The Committee is responsible for the content of the Guild Manual and will review and update its content from time to time.

i) Delegation by Committee to sub-committee

- i. The Committee may, by appointment in writing, delegate to one or more sub-committees (consisting of such member or members of the Guild as the Committee thinks fit) the exercise of such functions of the Committee as are specified at the time of the appointment.
- ii. A function the exercise of which has been delegated to a sub-committee under this subclause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- iii. A delegation under this subclause 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 in the instrument of delegation. Functioning and reporting requirements of sub-committees are detailed in the Guild Manual.
- iv. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this subclause has the same force and effect as it would have if it had been done or suffered by the Committee.

- v. Despite any delegation under this subclause, the Committee may continue to exercise any function delegated.
 - vi. The Committee may, by instrument in writing, revoke wholly or in part any delegation under this subclause.
 - vii. The power of delegation under this subclause cannot be transferred to a sub-committee.
 - viii. Any function of the Committee that is a duty imposed on the Committee by the Act or by any other law cannot be delegated to a sub-committee.
- j) Removal of Committee members
- i. The Guild in general meeting may by resolution remove any member of the Committee from the office of Committee member 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 Committee member so removed.
 - ii. If a member of the Committee to whom a proposed resolution referred to in subclause (i) 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.

10 GENERAL MEETINGS

- a) Annual general meetings
- i. The Guild must hold its annual general meeting within 6 months after the close of the Guild's Financial Year or within such later time as may be allowed by the Director-General or prescribed by the Act.
 - ii. Notice of the Guild's annual general meeting will be made in the Template together with a call for nominations for all Committee positions and subject to this subclause, the annual general meeting is to be convened on such date and at such place and time as the Committee thinks fit. The Committee may in its discretion decide to hold the annual general meeting at one or more venues simultaneously provided that each venue can hear and participate in the proceedings of the annual general meeting at each other venue using technology existing from time to time. Members participating in a meeting through technological means are to be included in the quorum.

- iii. In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - To receive from the Committee reports on the activities of the Guild during the last preceding financial year, including reports of any sub-committees of the Committee and presentation of any life memberships granted by the Committee;
 - To elect office bearers of the Guild and ordinary Committee members;
 - To receive and consider any financial statement or report required to be submitted to members under the Act as well as any auditor's report of the Guild's financial situation;
 - To nominate an auditor for the next financial year;
 - To present any special resolutions circulated to members at least twenty-one (21) days prior to the annual general meeting.
- iv. No business is to be transacted at the annual general meeting other than that specified in the notice convening the annual general meeting or which may be transacted at the annual general meeting under subclause (iii) above.

b) Special general meetings

- i. The Committee may, whenever it thinks fit, convene a special general meeting of the Guild by notice to all members, including in Template.
- ii. The Committee must convene a special general meeting of the Guild on receipt of a written request to convene a special general meeting signed by 50 members of the Guild. This written request must state the purpose or purposes of the meeting, must be signed by the members making the request, must be lodged with the secretary and may consist of several documents in a similar form, each signed by one or more of the members making the request.
- iii. If the Committee fails to convene a special general meeting to be held within one (1) month after that date on which a written request is lodged with the secretary, any one or more of the members who made the request may convene a special general meeting to be held not later than three (3) months after that date.

- iv. A special general meeting convened under subclause (iii) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

c) Other general meetings

- i. General meetings of the Guild will be held at least five (5) times per year on such dates and at such place and time as the Committee thinks fit. The Committee will establish the schedule for General meetings for a Financial Year and include notice of the following general meetings in each Template.
- ii. The purpose of these general meetings of the Guild is, in addition to any specific matters set out in the notice of meeting, to foster the activities of the Guild consistent with the objects of the Guild. The Committee will organise social and special activities for such meetings that promote and further the objects of the Guild.
- iii. In addition to any other business which may be transacted at such a general meeting, the business of this general meeting is to include the following:
 - To receive and consider a financial report given by the treasurer of the Guild at the meeting on the financial position of the Guild;
 - To confirm the minutes of the last preceding general meeting; and
 - To receive from the Committee and its sub-committees reports on the activities of the Guild since the last general meeting and proposed activities for the remainder of the year to the next annual general meeting.
- iv. No business is to be transacted at the general meeting other than that specified in the notice convening a general meeting or which may be transacted at the general meeting under subclause (iii) above.

d) Quorum for general meetings

- i. No item of business is to be transacted at any general meeting of the Guild unless a quorum of members entitled to vote at that general meeting is present during the time the meeting is considering that item.
- ii. Twenty (20) members present (being members entitled to vote at a general meeting) constitute a quorum for the transaction of business of a general meeting.
- iii. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- if convened on the requisition of members, is to be dissolved, and
 - in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- iv. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

e) Presiding member

- i. The President, or in the President's absence, the Vice President shall act as chairperson of each general meeting of the Guild.
- ii. If the President and the Vice President are absent, or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

f) Minutes

Minutes of all general meetings must be taken and retained in a minute register held at the Guild Office.

g) Making of decisions

- i. Decisions shall be made by a simple majority, except in the case of special resolutions where a three quarters (3/4) majority is required.
- ii. A question arising at a general meeting of the Guild is to be determined by either:
 - a show of hands; or
 - if on the motion of the chairperson or if a majority of members present at the meeting decide that the question should be determined by a written ballot – a written secret ballot.
- iii. 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 that fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- iv. If the question is to be determined by a written secret ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

11 SPECIAL RESOLUTIONS

- a) A special resolution may only be passed by the Guild in accordance with section 39 of the Act.
- b) A Special Resolution must be passed at a special general meeting or at an annual general meeting of the Guild to effect any of the following changes:
 - i. A change of the Guild's name;
 - ii. A change of the Guild's Constitution;
 - iii. A change of the Guild's objects;
 - iv. An amalgamation with another incorporated association;
 - v. To voluntarily wind up the Guild; and
 - vi. To apply for registration as a company or a cooperative.

12 VOTING

- a) On any question arising at any general meeting of the Guild a member 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) Subject to this clause, a member of the Guild entitled to attend and vote at a meeting of the Guild may appoint a proxy. A proxy has the same right as the member to speak and vote at the meeting and may be appointed in respect of more than one meeting.
- d) To be effective a completed document (in substantially the form set out in Appendix 1 of this constitution) appointing a proxy under this clause must be received by the Committee at least 48 hours before the meeting together with any authority under which the document was signed or a certified copy of the authority.
- e) A member is not entitled to vote at any general meeting of the Guild, whether personally or by proxy, unless all money due and payable by the member of the Guild has been paid.

13 FINANCES

a) Source of funds

- i. The funds of the Guild are to be derived from member's fees, entrance fees, donations, advertising revenue, product sales, grants and any fund raising activities authorised by the Committee.
- ii. Membership fees, joining fees, workshops fees and any entrance fees to events run by the Guild shall be set by the Committee from time to time and shall be notified to the members via membership forms, renewal forms, application forms, electronic media and /or published in Template.

b) Management of funds

All money received by the Guild must be deposited as soon as practicable and without deduction to the credit of the Guild's bank account and /or other account held with an authorised deposit taking institution approved by the Committee. The Committee must, as soon as practicable after receiving any money, issue an appropriate receipt.

c) Expenditure

- i. The Committee must approve all expenditure of the Guild before the liability for the expenditure is incurred and subject to resolution passed by the Committee, the funds of the Guild are to be used to promote and further the objects of the Guild as set out in clause 3 of this Constitution.
- ii. Where recurrent payments, e.g. phone, rates etc. are known, the Committee may give pre approval to the Treasurer to pay these as they become due. All such payments are to be reported to the next Committee meeting for ratification.
- iii. The Committee may employ and remunerate a person as an employee or consultant to perform such administrative, financial management and corporate governance tasks that the Committee resolves would be most effectively undertaken on this basis.

d) Authorised signatories and payments

- i. The Committee must nominate four members of the Committee as authorised signatories and one member of the Guild as an authorised signatory provided that any two such signatories may sign documents,

cheques or contracts on behalf of the Guild, subject to resolution of the Committee or the Guild as the matter requires.

- ii. Payments on behalf of the Guild may be made by cheque signed by two authorised signatories or by direct debit, credit card, online transfer or other electronic transmission only after resolution of the Committee.

e) Annual budget

The Committee must prepare and approve an annual budget document allocating funds to the activities of the Guild to promote and further the objects of the Guild as set out in clause 3 of this Constitution.

f) Financial records

The Treasurer elected in accordance with clause 9 of this Constitution must ensure that correct books and accounts are kept showing the financial affairs of the Guild and must ensure that these records are audited annually according to Australian Accounting Standards by an accountant nominated by the membership at the previous annual general meeting.

14 CUSTODY OF BOOKS AND RECORDS

All records, books and other documents relating to the Guild must be held at the Guild Office and maintained by the Committee.

15 INSPECTION OF BOOKS AND RECORDS

- a) Records, books and financial documents of the Guild including the register of members, the Guild Manual and the minutes of Committee and general meetings are open for inspection by any member of the Guild during Guild Office hours and only by appointment with the Committee.
- b) Where possible the relevant Committee member must be present during any access to books, records or minutes. Where the relevant Committee member is unavailable, a member of the Executive must be present.
- c) No records can be removed from the Guild Office without the approval of the Committee.
- d) A member of the Guild may obtain a copy of any part of the register of members on payment of a fee of not more than \$1.00 for each page copied.

- e) If a member of the Guild requests that any information contained on the register about that member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- f) A member of the Guild must not use information accessed under this clause 15, including any information about a member from the register of members to contact or send material to the person, other than:
 - i. the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Guild; or
 - ii. any other purpose necessary to comply with a requirement of the Act.

16 PUBLIC OFFICER

- a) The Committee must appoint a Public Officer and must fill any vacancy in the office of Public Officer within twenty eight (28) days after the vacancy occurs.
- b) The Public Officer must be a person who is aged 18 years or more and is ordinarily resident in New South Wales.
- c) The position of Public Officer may, but not need to be, held by a Committee member.
- d) Service of documents on the Guild is effected by serving them on the Public Officer.
- e) The Public Officer shall be an Authorised Signatory of the Guild for the purpose of Guild documents other than financial documents.
- f) Within twenty eight (28) days after taking office as the Guild's Public Officer, the person must notify the Director General in the approved form of:
 - i. The person's full name and date of birth; and
 - ii. The person's address for service of notices, either the residential address or the address where the person can usually be found.
- g) If there is a change in the address of the Public Officer, they must notify the Director General in the approved form within twenty eight (28) days after the change.
- h) The Public Officer vacates the office in the following circumstances:
 - i. He or she dies; or

- ii. he or she resigns the office in writing addressed to the Committee; or
- iii. He or she is removed from office by resolution of the Committee; or
- iv. he or she becomes a bankrupt; or
- v. he or she becomes a mentally incapacity person; or
- vi. he or she ceases to reside in New South Wales.

Within fourteen (14) days after vacating office, the former Public Officer must ensure that all documents belonging to the Guild are delivered to the Committee.

17 DISSOLUTION

If a special resolution is passed for the dissolution of the Guild, the following procedure shall be followed:

- a) Property and assets shall not be distributed amongst the members of the Guild;
- b) The Public Officer must hold all records for a minimum period of two (2) years;
- c) The Committee in place at the time of the passing of the special resolution and the Public Officer must negotiate the dispersal of assets including any surplus funds with the Director General to another incorporated association or not-for-profit organisation with objects consistent with the Guild's objects and which prohibits the distribution of income and property to its members; and
- d) Any debts or liabilities of the Guild may only be paid at the direction of the Director General.

18 MISCELLANEOUS

- a) Insurances

The Guild shall effect and maintain insurances regarded as necessary by the Committee.

- b) Service of notices

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

- i. If permitted by this Constitution, by notice in Template; or
- ii. By delivering it to the person personally; or
- iii. By sending it by pre-paid post to the address of the person; or
- iv. 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.

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, including Template, 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.

Note: This Constitution complies with the Associations Incorporation Act 2009.

Adopted on:

Appendix 1

Form for appointing a proxy

..... (Name of person appointing the proxy)

..... (Address)

being a member of The Quilters Guild of NSW Incorporated (Guild) hereby appoint

..... (Print Full Name or Position of proxy)

as my proxy to vote for me at the general meeting of the Guild to be held on

at (Address)

and at any adjournment of that meeting.

My proxy can vote [on all matters / only on the following issues]*:

1

2

3.....

4

* ~~strikeout~~ whichever is inapplicable

..... Signed

..... Date

..... Witness

..... Date