



***SYDNEY MODERN QUILT GUILD INCORPORATED  
CONSTITUTION***

*Under the Associations Incorporation Act 2009*

***THIS VERSION PROPOSED & PASSED***

*12 October, 2025*

*Amendments prepared by the  
Guild committee, to sections 16 & 44*

*Approved by special resolution at  
the Guild's AGM on 12 October, 2025*

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# Contents

<b>PART 1 PRELIMINARY</b>	<b>3</b>
1 DEFINITIONS .....	3
<b>PART 2 MEMBERSHIP</b>	<b>4</b>
2 MEMBERSHIP GENERALLY .....	4
3 APPLICATION FOR MEMBERSHIP .....	4
4 CESSATION OF MEMBERSHIP .....	4
5 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE .....	5
6 MEMBER RESIGNATION .....	5
7 REGISTER OF MEMBERS .....	5
8 FEES AND SUBSCRIPTIONS .....	6
9 MEMBERS' LIABILITIES .....	6
10 RESOLUTION OF INTERNAL DISPUTES .....	6
11 DISCIPLINARY ACTION AGAINST MEMBERS .....	7
12 RIGHT OF APPEAL AGAINST DISCIPLINARY ACTION.....	7
<b>PART 3 COMMITTEE</b>	<b>9</b>
13 FUNCTIONS OF COMMITTEE .....	9
14 COMPOSITION OF COMMITTEE.....	9
15 ELECTION OF COMMITTEE MEMBERS .....	9
16 TERMS OF OFFICE .....	10
17 VACANCIES IN OFFICE .....	10
18 REMOVAL OF COMMITTEE MEMBERS .....	11
19 SECRETARY .....	11
20 TREASURER.....	11
21 DELEGATION TO SUBCOMMITTEES .....	11
22 COMMITTEE MEETINGS .....	12
23 NOTICE OF COMMITTEE MEETINGS .....	12
24 QUORUM.....	12
25 PRESIDING COMMITTEE MEMBER .....	13
26 VOTING .....	13
27 ACTS VALID DESPITE VACANCIES OR DEFECTS.....	13
28 TRANSACTION OF BUSINESS OUTSIDE MEETINGS OR BY TELEPHONE OR OTHER MEANS .....	13
<b>PART 4 GENERAL MEETINGS OF THE GUILD</b>	<b>14</b>
29 ANNUAL GENERAL MEETINGS.....	14
30 SPECIAL GENERAL MEETINGS .....	14
31 NOTICE OF GENERAL MEETING .....	15
32 QUORUM .....	15
33 ADJOURNED MEETINGS.....	15
34 PRESIDING MEMBER .....	16
35 VOTING.....	16
36 POSTAL OR ELECTRONIC BALLOTS.....	17
37 TRANSACTION OF BUSINESS OUTSIDE MEETINGS OR BY TELEPHONE OR BY OTHER MEANS .....	17
38 SPECIAL RESOLUTIONS .....	17
<b>PART 5 MISCELLANEOUS</b>	<b>18</b>
39 CHANGE OF NAME, OBJECTS AND CONSTITUTION .....	18
40 FUNDS .....	18
41 INSURANCE .....	18
42 NON-PROFIT STATUS .....	18
43 SERVICE OF NOTICES .....	18
44 CUSTODY OF RECORDS AND BOOKS .....	19
45 INSPECTION OF RECORDS AND BOOKS .....	19
46 FINANCIAL YEAR.....	20
47 DISTRIBUTION OF PROPERTY ON WINDING UP OF THE GUILD .....	20

## Part 1 Preliminary

### 1 Definitions

(1) In this constitution:

**the Guild** is Sydney Modern Quilt Guild Incorporated

**electronic means** includes email, text message and posts on social media sites approved by the committee for use by the Guild.

**ordinary committee member** means a member of the committee who is not an office-bearer of the Guild.

**secretary** means:

(a) the person holding office under this constitution as secretary of the Guild, or

(b) if no person holds that office - the public officer of the Guild.

**special general meeting** means a general meeting of the Guild other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2022*.

**the Code of Conduct** means the Guild's Code of Conduct which will be issued to all new members, and made available online, once it has been approved by the membership.

(2) In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) 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**

### **2 Membership generally**

- (1) A person is eligible to be a member of the Guild if:
  - (a) the person is a natural person, and
  - (b) the person has applied and been approved for membership of the Guild in accordance with clause 3.

### **3 Application for membership**

- (1) An application by a person for membership of the Guild must be:
  - (a) made in writing, and
  - (b) in the form determined by the committee, and
  - (c) lodged (including by electronic means, if the committee so determines) with the secretary of the Guild.
- (2) The committee may determine that an application may be made or lodged by email or other electronic means.
- (3) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee, which is to determine whether to approve or to reject the application.
- (4) As soon as practicable after the committee makes that determination, the secretary must:
  - (a) give the applicant written notice of the decision (including by email or other electronic means, if determined by the committee), and
  - (b) if the application is approved – inform the applicant that the applicant is required to pay the entrance fee and annual subscription fee payable under clause 8 within 28 days of the day the applicant receives the notice.
- (5) The secretary must enter the applicant's name in the register of members as soon as practicable after the applicant pays the entrance fee & annual subscription fee in accordance with subclause (4) (b).
- (6) The applicant becomes a member of the Guild once the applicant's name is entered into the register.

### **4 Cessation of membership**

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

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Guild, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

## 5 Membership entitlements not transferable

A right, privilege or obligation that a person has because the person is a member of the Guild:

- (a) cannot be transferred to another person, and
- (b) terminates once the person ceases to be a member of the Guild.

## 6 Member resignation

- (1) A member of the Guild may resign from being a member of the Guild by giving to the secretary written notice and on that date, the member ceases to be a member.
- (2) If a member of the Guild ceases to be a member under subclause (6)(1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date when the member ceased to be a member.

## 7 Register of members

- (1) The secretary must maintain a register of members of the Guild (whether in written or electronic form), specifying the name and postal, residential or email address of each person who is a member of the Guild together with the date on which the person became a member.
- (2) The register:
  - (a) may be in writing or in electronic form, and
  - (b) must include for each member
    - (i) the member's full name, and
    - (ii) a residential or postal and email address, and
    - (iii) the date on which the person became a member, and
    - (iv) if the person ceases to be a member – the date on which the person ceased to be a member, and
  - (c) must be kept in New South Wales:
    - (i) at the main premises of the Guild, or
    - (ii) if the Guild has no premises, at the Guild's official address, or
    - (iii) in electronic form or on secure server, in the custody of the treasurer or the public officer, and
  - (d) must be available for inspection, free of charge, by members of the Guild at a reasonable time, and
  - (e) if kept in electronic form – must be able to be converted to hard copy.
- (3) 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.
- (4) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.

- (5) A member must not use information about a person obtained from the register to contact or send material to the person, unless:
  - (a) the information is used to send the member:
    - (i) a newsletter, or
    - (ii) a notice for a meeting or other event relating to the Guild, or
    - (iii) other material relating to the Guild, or
  - (b) it is necessary to comply with a requirement of the Act or the Regulation.

## **8 Fees and subscriptions**

- (1) The entrance fee to be paid to the Guild by a person whose application to be a member of the Guild has been approved is a fee of \$10 or, if some other amount is determined by the committee, that other amount.
- (2) In addition, a member of the Guild must pay to the Guild an annual subscription fee of \$20 or, another amount determined by the committee:
  - (a) except as provided by paragraph (b), before the first day of the financial year of the Guild in each calendar year, or
  - (b) if the member becomes a member on or after the first day of the financial year of the Guild in any calendar year — on becoming a member and before the first day of the financial year of the Guild in each succeeding calendar year.
- (3) When a person becomes a member during the three months prior to the end of the financial year, the annual subscription fee will cover membership to the end of the following financial year.

## **9 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 as required by clause 8.

## **10 Resolution of internal disputes**

- (1) The following disputes must be referred to a Community Justice Centre, within the meaning of the *Community Justice Centres Act 1983*, for mediation:
  - (a) a dispute between 2 or more members of the Guild, but only if the dispute is between members in their capacity as members, or
  - (b) a dispute between one or more members and the Guild.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute must be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## **11 Disciplinary action against members**

- (1) A complaint may be made to the committee by any person that a member of the Guild:
  - (a) has failed to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a way prejudicial to the interests of the Guild, or
  - (c) has refused or neglected to comply with the Guild's Code of Conduct, if applicable.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious.
- (3) If the committee decides to deal with the complaint, the committee must:
  - (a) serve notice of the complaint on the member concerned, and
  - (b) give the member at least 14 days from the day the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) must consider any submissions made by the member in connection with the complaint.
- (4) The 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:
  - (a) the facts alleged in the complaint have been proved, and
  - (b) the expulsion or suspension is warranted.
- (5) If the committee expels or suspends the member, the secretary must, within 7 days of that the action being taken, give the member written notice of:
  - (a) the action taken, and
  - (b) of the reasons given by the committee for taking that action, and
  - (c) of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect until the later of the following:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the Guild confirms the resolution under clause 12,

## **12 Right of appeal against disciplinary action**

- (1) A member may appeal to the Guild against a resolution of the committee under clause 11, by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.
- (2) 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.
- (3) The secretary must notify the committee that the secretary has received a notice of appeal.
- (4) If notified that a notice has been received, the committee must call a general meeting of the Guild to be held within 28 days of the day the notice was received.

- (5) At a general meeting of the Guild convened under subclause (4):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Guild.

## **Part 3 Committee**

### **13 Functions of committee**

Subject to the Act, the Regulation, this constitution and any resolution passed by the Guild in general meeting, the committee:

- (a) is to control and manage the affairs of the Guild, and
- (b) may exercise all the functions that 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 do all things that are necessary or convenient to be done for the proper management of the affairs of the Guild.

### **14 Composition of committee**

- (1) The committee is to consist of members as elected in accordance with clause 15, consisting of:
  - (a) the following office-bearers of the Guild,
    - (i) the president,
    - (ii) the vice-president,
    - (iii) the treasurer,
    - (iv) the secretary, and
  - (b) 3 ordinary committee members,each of whom is to be elected at the annual general meeting of the Guild under clause 15.
- (2) The total number of committee members is to be no less than 5, and no more than 7.
- (3) A committee member may hold up to 2 offices (other than both the offices of president and vice-president).

### **15 Election of committee members**

- (1) Any member of the Guild:
  - (a) may be nominated as a candidate for election as an ordinary committee member
  - (b) who has been a member for at least 2 years may be nominated for election as an office-bearer – see clause 14(1)(a).
- (2) The nomination must be:
  - (a) made in writing, and
  - (b) signed by 2 members of the Guild, not including the candidate, and
  - (c) accompanied by the written consent of the candidate, and
  - (d) given to the secretary of the Guild, in hard copy or by electronic means, at least 7 days before the date fixed for the annual general meeting at which the election is to take place.

- (3) If insufficient nominations are received to fill all vacancies:
  - (a) the candidates nominated are taken to be elected, and
  - (b) a call for further nominations must be made at the annual general meeting.
- (4) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.
- (5) Vacancies that remain after a call for further nominations are taken to be casual vacancies.
- (6) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (7) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held at the annual general meeting in the way directed by the committee.

## 16 Terms of Office

- (1) Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting.
- (2) A member is eligible, if otherwise qualified, for re-election.
- (3) The maximum number of consecutive terms for which a committee member may hold any single office is 3, commencing from the dates of approval and registration of this version of the constitution, unless approval is given at an AGM for one or more committee members to continue to hold an office for an additional term or terms.

## 17 Vacancies in office

- (1) A casual vacancy in the office of a member of the committee occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the Guild, or
  - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the secretary, or
  - (e) is removed from office under clause 19, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for at least 3 months, or
  - (i) 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.
- (2) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Guild, who is qualified subject to the terms of this constitution, to fill the vacancy.

- (3) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

## **18 Removal of committee members**

- (1) The Guild in general meeting may, by resolution:
  - (a) remove a committee member from office at any time, and
  - (b) appoint another member of the Guild to hold office for the balance of the removed committee member's term of office.
- (2) A committee member to whom a proposed resolution referred to in subclause (2) relates may:
  - (a) give a written statement of reasonable length, to the president or secretary, and
  - (b) request that the committee send a copy of that statement to each member of the Guild at least 7 days before the general meeting at which the proposed resolution will be considered.

## **19 Secretary**

- (1) As soon as practicable after being elected as secretary, the secretary must lodge notice with the Guild of their address and contact details.
- (2) The secretary must keep minutes of:
  - (a) all elections of office-bearers and members of the committee, and
  - (b) the names of committee members present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) The minutes must be:
  - (a) kept in written or electronic form, and
  - (b) for minutes of proceedings at a meeting – be signed by the member presiding at the meeting, or by the member presiding at the subsequent meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

## **20 Treasurer**

The treasurer of the Guild must ensure:

- (a) all money owed to the Guild is collected, and
- (b) all payments authorised by the Guild are made, and
- (c) correct books and accounts are kept showing the financial affairs of the Guild, including full details of all receipts and expenditure relating to the Guild's activities.

## **21 Delegation to subcommittees**

- (1) The committee may:
  - (a) establish 1 or more subcommittees to assist the committee to exercise the committee's functions, and

- (b) appoint 1 or more members of the association to be the members of the subcommittee.
- (2) The committee may delegate to the subcommittee the exercise of the committee's functions specified in the instrument, other than:
  - (a) this power of delegation, or
  - (b) a duty imposed on the committee by the Act or another law.
- (3) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (4) Any act 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 by the committee.
- (5) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (6) A sub-committee may meet and adjourn as it thinks proper.

## **22 Committee meetings**

- (1) The committee must meet at least 3 times in each period of 12 months at the place and time determined by the committee.
- (2) Additional meetings of the committee may be called by any member of the committee.

## **23 Notice of committee meetings**

- (1) The secretary must give each committee member oral or written notice of a meeting of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time the meeting is due to commence.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.
- (3) The only business that may be transacted at the meeting is:
  - (a) the business described in the notice, and
  - (b) business which the committee members present at the meeting unanimously agree is urgent business.

## **24 Quorum**

- (1) The quorum for a meeting of the committee is 3 committee members.
- (2) No business is to be transacted by the committee unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned to:
  - (a) to the same place, and
  - (b) the same hour of the same day in the following week.
- (4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- (5) If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members

- may appoint a sufficient number of members of the Guild as committee members to enable the quorum to be constituted.
- (6) A member of the committee appointed is to hold office, subject to this constitution, until the next annual general meeting.
  - (7) This clause does not apply to the filling of a casual vacancy to which clause 17 applies.

## **25 Presiding committee member**

- (1) At a meeting of the committee:
  - (a) the president or, in the president's absence, the vice-president is to preside, or
  - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee chosen by the members present at the meeting is to preside.
- (2) The member presiding at the meeting has:
  - (a) a deliberative vote, and
  - (b) in the event of an equality of votes – a second or casting vote.

## **26 Voting**

A decision supported by a majority of votes cast at a meeting or the committee at which a quorum is present is the decision of the committee or subcommittee.

## **27 Acts valid despite vacancies or defects**

- (1) Subject to clause 23(1), the committee may act despite any vacancy on the committee.
- (2) An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or a subcommittee.

## **28 Transaction of business outside meetings or by telephone or other means**

- (1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- (2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (3) The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
  - (a) the approval of a resolution under subclause (2), or
  - (b) a meeting held in accordance with subclause (3).

- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

## **Part 4 General meetings of the Guild**

### **29 Annual general meetings**

- (1) The Guild must hold its annual general meetings:
  - (a) within 6 months after the close of the Guild's financial year, or
  - (b) the later period that may be allowed or prescribed under section 37(2)(b) of the Act.
- (2) Subject to the Act and to subclause (1), the Annual General Meeting is to be held on the date and at the place and time determined by the committee.
- (3) The business that may be transacted at an annual general meeting includes the following:
  - (a) confirming the minutes of the previous annual general meeting and of any special general meetings held since that meeting,
  - (b) receiving reports from the committee on the activities of the Guild during the previous financial year,
  - (c) electing office-bearers of the Guild and ordinary committee members,
  - (d) receiving and considering financial statements or reports required to be submitted to members of the Guild under the Act.
- (4) An annual general meeting must be specified as that type of meeting in the notice convening it.

### **30 Special general meetings**

- (1) The committee may call a special general meeting of the Guild, whenever it thinks fit.
- (2) The committee must call a special general meeting of the Guild if it receives a request made by at least 5% of the total number of members of the Guild.
- (3) The request by members for a special general meeting:
  - (a) must be in writing, and
  - (b) must state the purpose of the meeting, and
  - (c) must be signed by the members making the request, and
  - (d) may consist of several documents in a similar form, signed by one or more of the members making the request.
  - (e) must be lodged with the secretary, and
  - (f) may be in electronic form and signed and lodged by electronic means.
- (4) If the committee fails to call a special general meeting to be held within 1 month of the request being lodged, any one or more of the members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.
- (5) A special general meeting held under subclause (4) must be conducted as far as practicable in the same way as a general meeting called by the committee.

### **31 Notice of general meeting**

- (1) The secretary must give each member notice of a general meeting:
  - (a) if a matter at the meeting requires a special resolution – at least 21 days before the meeting, or
  - (b) otherwise – at least 14 days before the meeting.
- (2) The notice must specify:
  - (a) the place and time at which the meeting will be held, and
  - (b) the nature of the business to be transacted at the meeting, and
  - (c) if a matter at the meeting requires a special resolution – that a special resolution will be proposed, and
  - (d) for an annual general meeting – that the meeting to be held is the annual general meeting of the Guild.
- (3) The only business that may be transacted at the meeting is:
  - (a) the business specified in the notice, and
  - (b) for an annual general meeting, business referred to in clause 29(3)
- (4) A member may give written notice to the secretary of business the member wishes to raise at the annual general meeting.
- (5) If the secretary receives a notice under subclause (4), the secretary must specify the nature of that business in the next notice calling a general meeting.

### **32 Quorum**

- (1) The quorum for a general meeting is 5 members of the Guild entitled to vote under this constitution.
- (2) No business may be transacted at a general meeting unless a quorum is present.
- (3) If a quorum is not present within half an hour after the appointed time the general meeting commences, the meeting:
  - (a) if called on the request of members – is dissolved, or
  - (b) otherwise – is adjourned:
    - (i) to the same time of the same day in the following week, and
    - (ii) to the same place, unless another place is specified at the time of the adjournment by the member presiding at the meeting, or in a written notice to members given to members at least 1 day before the adjourned meeting.
- (4) If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least 3 members present, the members present constitute a quorum.

### **33 Adjourned meetings**

- (1) The member presiding at a general meeting may, with the consent of the majority of members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.

- (3) If a general meeting is adjourned for 14 days or more, the secretary must give each member written or oral notice, at least 1 day before the adjourned meeting, of:
  - (a) the time and place at which the adjourned meeting will be held, and
  - (b) the nature of the business to be transacted at the adjourned meeting.

### **34 Presiding member**

- (1) The following member presides at a general meeting:
  - (a) The president
  - (b) if the president is absent, the vice-president,
  - (c) if both the president and the vice-president are absent or unwilling to act – one of the other members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
  - (a) a deliberative vote, and
  - (b) in the event of an equality of votes – a second or casting vote.

### **35 Voting**

- (1) A member is not entitled to vote at a general meeting unless the member:
  - (a) is at least 18 years of age, and
  - (b) has paid all money as owed by a member to the association.
- (2) Each member has 1 vote, except as provided by clause 34(2)(b)
- (3) A question raised at a general meeting of the Guild must be decided by:
  - (a) a show of hands or,
  - (b) if clause 37 applies – an appropriate method as determined by the committee, or
  - (c) a written ballot, but only if:
    - (i) The member presiding at the meeting moves that the question be decided by ballot, or
    - (ii) at least 5 members present agree the question should be determined by ballot.
- (4) If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
  - (a) a declaration by the member presiding at the meeting,
  - (b) an entry in the Guild's minute book
- (5) A written ballot must be conducted in accordance with the directions of the member presiding.
- (6) A member cannot cast a vote by proxy.

### **36 Postal or electronic ballots**

- (1) The Guild may hold a postal or electronic ballot, as determined by the committee, to decide any matter other than an appeal under clause 12.
- (2) A postal or electronic ballot must be conducted in accordance with Schedule 2 of the Regulation.

### **37 Transaction of business outside meetings or by telephone or by other means**

- (1) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.
- (2) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting.
- (3) The association may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:
  - (i) the approval of a resolution under subclause (2), or
  - (ii) a meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the association.

**Note:** The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

### **38 Special resolutions**

A special resolution may only be passed by the Guild in accordance with section 39 of the Act.

## **Part 5    *Miscellaneous***

### **39 Change of name, objects and constitution**

An application for registration of a change in the Guild's name, objects or constitution made under the Act, section 10 must be made by:

- (a) the public officer, or
- (b) a committee member.

### **40 Funds**

- (1) Subject to a resolution passed by the Guild, the Guild's funds may be derived from the following sources only:
  - (a) the entrance fees and annual subscription fees payable by members,
  - (b) donations,
  - (c) other sources as determined by the committee.
- (2) Subject to a resolution passed by the Guild, the Guild's funds and assets must be used to pursue the Guild's objects in the way that the committee determines.
- (3) As soon as practicable after receiving money, the Guild must:
  - (a) deposit the money, without deduction, to the credit of the association's authorised deposit-taking institution account, and
  - (b) issue a receipt, or similar acknowledgement as determined by the committee, for the amount of money received to the person from whom the money was received.
- (4) A cheque or other negotiable instrument must be signed by 2 authorised signatories.

**Note:** The Act, section 36 provides for the appointment of authorised signatories.

### **41 Insurance**

The Guild may take out and maintain insurance, as appropriate for the Guild's assets and liabilities

### **42 Non-profit status**

Subject to the Act and the Regulation the Guild must not conduct its affairs in a way that provides a pecuniary gain for any of its members.

**Note:** see the Act, section 40.

### **43 Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person by:
  - (a) delivering it to the person personally, or
  - (b) sending the notice by pre-paid post to the address of the person, or

- (c) by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) A notice is taken to have been given to or served on a person, unless the contrary is proved:
  - (a) for a notice given or served personally, on the date on which it is received by the person, or
  - (b) for a notice sent by pre-paid post – on the date on which it would have been delivered in the ordinary course of post, or
  - (c) for a notice sent by electronic transmission:
    - (i) on the date the notice was sent or,
    - (ii) if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on the later date.

#### **44 Custody of records and books**

Except as otherwise provided by this constitution, all records, books and other documents relating to the Guild must be kept in New South Wales:

- (a) at the Guild's main premises, in the custody of the public officer or a member of the Guild (as the committee determines), or
- (b) if the Guild has no premises, at the Guild's official address, in the custody of the public officer, or
- (c) in electronic form or on secure server, in the custody of the treasurer or the public officer.
- (d) at all times at least 2 office-bearers must have access to all records, books and other documents.

#### **45 Inspection of records and books**

- (1) The following documents must be available for inspection, free of charge, by members of the Guild at any reasonable time:
  - (a) this constitution,
  - (b) minutes of committee meetings and general meetings of the Guild
  - (c) records, financial books and other documents relating to the Guild .
- (2) A member of the Guild may inspect a document referred to in subclause (1):
  - (a) in hard copy, or
  - (b) in electronic form, if available.
- (3) A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (3) The committee may refuse to allow a member of the Guild to inspect or obtain a copy of a document under this clause:
  - (a) that relates to confidential, personal, commercial, employment or legal matters, or
  - (b) if the committee considers it would be prejudicial to the interests of the Guild for the member to do so.

## **46 Financial year**

The financial year of the Guild is:

- (a) the period of time commencing on the date of incorporation of the Guild and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Guild, commencing on 1 July and ending on the following 30 June.

## **47 Distribution of property on winding up of the Guild**

- (1) Subject to the Act and the Regulation, in a winding up of the Guild, any surplus property of the Guild must be transferred to another organisation:
  - (a) with similar objects, and
  - (b) which is not carried on for the profit or gain of the organisation's members.
- (2) In this clause, a reference to '*surplus property*' has the same meaning as in the Act, section 65: a reference to that property of the association remaining after satisfaction of the debts and liabilities of the Guild and the costs, charges and expenses of the winding up of the Guild.