

Note: This is an annotated copy of the Rules of the Woodcraft Guild of the A.C.T. Inc. The annotations consist of footnotes and an annexure and do not form part of the rules themselves. They have been included in this document for ease of reference.

WOODCRAFT GUILD ACT INC.

RULES

(Associations Incorporation Act 1991)

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Part 1 Preliminary

1 Definitions and application of the *Legislation Act 2001*

(1) In these rules¹:

accounting records includes invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes, vouchers and other documents of prime entry, books and records which record documents of prime entry, and any working papers and documents that are necessary to explain the methods and calculations by which accounts are made up.

association means the Woodcraft Guild ACT Inc.

entrance fee means the amount payable to become a member of the association.

financial year means the year ending on 30 June.

member means a member, however described, of the association.

ordinary committee member means a member of the committee who is not an office-bearer of the association as mentioned in rule 12 (1) (a).

register of members means the register of members kept and maintained by the association pursuant to section 67(1) of the Act².

secretary means the person holding office under these rules as secretary of the association or, if no such person holds that office, the public officer of the association.

¹ Section 155 of the *Legislation Act* provides that a definition applies except so far as the contrary intention appears.

² Section 67(1) of the *Associations Incorporation Act 1991* provides:

(1) *An incorporated association must keep and maintain a register of its members, and must enter any prescribed particulars in the register.*

The “prescribed particulars” for the purposes of section 67(1) are set out in regulation 10 of the *Associations Incorporation Regulation 1991*, which provides:

For the Act, section 67 (1), the following particulars are prescribed for inclusion in the register of members:

- (a) *the name of the incorporated association;*
- (b) *the name and address of each member of the association;*
- (c) *the date each member became a member of the association;*
- (d) *the date (if any) each member ceased to be a member of the association.*

Territory means the Australian Capital Territory.

the Act means the *Associations Incorporation Act 1991*.

the regulation means the *Associations Incorporation Regulation 1991*.

- (2) The *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act³.

Part 2 Membership

2 Membership qualifications

No qualifications are a prerequisite to being admitted to membership of the association.

3 Application for membership

- (1) An application by a person for membership of the association –
- (a) must be made by the person in a form approved by resolution of the committee; and
 - (b) lodged with the association in the manner provided for in the application form.
- (2) As soon as is practicable after receiving an application, the committee must decide whether to approve or reject the application.
- (3) Where –
- (a) the committee decides to approve an application; and
 - (b) any sum payable under these rules as the entrance fee and the membership fee for the first year of membership has been paid to the association by the applicant,
- the applicant's name must be entered in the register of members and, upon the name being so entered, the applicant becomes a member of the association⁴.

³ Pursuant to section 1(1) 'the Act' is the *Associations Incorporation Act 1991*. Accordingly, the effect of this provision is that *the Legislation Act 2001* applies to these rules in the same way it would if these rules were an instrument made under the *Associations Incorporation Act 1991*.

⁴ Entry of the applicant's name in the register of members is required by regulation 10 of the *Associations Incorporation Regulation 1991* (see the footnote to the definition of 'register of members' in section 1(1)). In addition, that regulation also requires the address of the member and the date he or she became a member to be included in the register.

- (4) If a person –
- (a) ceased to be a member of the association pursuant to section 5; and
 - (b) wishes to again become a member of the association,
- the person must make an application for membership under this section.

4 Membership entitlements not transferable

A right, privilege or obligation that a person has because of being a member of the association –

- (a) cannot be transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

5 Cessation of membership

- (1) A person ceases to be a member of the association if the person –
- (a) dies or, for a corporation, is wound up; or
 - (b) resigns from membership of the association; or
 - (c) is expelled from the association; or
 - (d) fails to renew membership of the association by 31 August.

Note: Although subsection 7(3) provides that the annual membership fee is payable before 1 July in each calendar year, a member will not cease to be a member by reason of a failure to renew membership unless the member has failed to pay the annual membership fee by 31 August of that calendar year.

- (2) If a person ceases to be a member, the date the member ceased to be a member must be recorded in the register of members⁵.

6 Resignation of membership

- (1) A member is not entitled to resign from membership of the association except in accordance with this section.
- (2) A member who–

⁵ The recording in the register of members of the date a person ceases to be a member is also required by regulation 10 of the Associations Incorporation Regulation 1991 (see the footnote to the definition of 'register of members' in section 1(1)).

- (a) has paid all amounts payable by the member to the association; and
 - (b) has returned to the association all property that is owned by or in the care, custody or control of the association that had been in the member's possession,
- may resign from membership of the association by giving notice (of not less than 1 month or, if the committee has determined a shorter period, that shorter period) in writing to the secretary of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.

7 Entrance fee, annual membership fee etc

- (1) The committee may determine by resolution the amount of –
 - (a) the entrance fee to the association⁶; and
 - (b) the annual membership fee of the association; and
 - (c) the membership fee for the first year of membership of the association.
- (2) For the purposes of subsection (1) the committee may determine –
 - (a) different amounts for different categories of members; or
 - (b) that no amount is payable for a particular category of member.
- (3) The annual membership fee is payable before 1 July in each calendar year⁷.

8 Members' liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount (if any) unpaid by the member in relation to membership of the association as required by section 7.

⁶ For many years it has not been a requirement that an applicant for membership of the Guild pay an entrance fee as well as the annual membership fee. The authority conferred on the committee to require the payment of such a fee is permissive only, and the committee may determine, as it has in the past, that the approval of an application for membership is not dependant on the payment of an entrance fee. Paragraph 7(1)(a) has been included to provide a committee with the option of introducing such a fee in the future.

⁷ Hypothetical example: Maxine Jones became a member of the association on 9 August 2001. To renew her membership for the 2011/12 financial year Maxine must pay the annual membership fee by 30 June 2011.

9 Disciplining of members

- (1) If the committee is of the opinion that a member –
 - (a) has refused or persistently neglected to comply with a provision or provisions of these rules or resolutions of the committee relating to the use of property owned by, or in the custody or control of, the association; or
 - (b) has intentionally acted in a manner prejudicial to the interests of the association⁸;
the committee may, by resolution –
 - (c) expel the member from the association; or
 - (d) suspend the member from the rights and privileges of membership of the association that the committee may decide for a specified period.
- (2) A resolution of the committee under subsection (1) 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 subsection (3), confirms the resolution in accordance with this section.
- (3) If the committee passes a resolution under subsection (1), the secretary must, as soon as practicable, serve⁹ a written notice on the member –
 - (a) setting out the resolution of the committee and the grounds on which it is based;
and
 - (b) 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 the notice; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the purpose of the meeting is to decide whether the committee's resolution should be confirmed or revoked; and
 - (e) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the committee at or before the date of that meeting written representations relating to the resolution.

⁸ It must be established that the member's actions resulted in the interests of the association being prejudiced, and the member either meant to bring about that result or was aware that it would occur in the ordinary course of events.

⁹ See Annexure A for the rules relating to service on the member of a written notice under subsection (3).

- (4) Subject to section 50 of the Act¹⁰, at a meeting of the committee mentioned in subsection (2) the committee must –
 - (a) give to the member mentioned in subsection (1) an opportunity to make oral representations; and
 - (b) give due consideration to any written representations submitted to the committee by that member at or before the meeting; and
 - (c) by resolution decide whether to confirm or to revoke the resolution of the committee made under subsection (1).
- (5) If the committee confirms a resolution under subsection (4), the secretary must, within 7 days after that confirmation, by written notice inform¹¹ the member of that confirmation and of the member's right of appeal under section 10.
- (6) A resolution confirmed by the committee under subsection (4) does not take effect –
 - (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
 - (b) if within that period the member exercises the right of appeal – unless and until the association confirms the resolution in accordance with section 10(4).

10 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee that is confirmed under section 9(4), within 7 days after notice of the

¹⁰ Section 50 of the *Associations Incorporation Act 1991* provides:

If an incorporated association exercises any power that it has to adjudicate a dispute between its members, or between itself and a member or members, in relation to the rights given to the members by the rules of the association, any decision made by the association is not taken to be valid unless, in any proceedings in relation to the dispute, the rules of natural justice have been complied with.

The rules of natural justice have been developed to ensure that decision making is fair and reasonable. Decision makers are required to inform the person concerned of the case against them, to give the person a right to be heard before making the decision (which includes allowing the person adequate time to prepare his or her submissions), not to have a personal interest in the matter and to make their decision on the basis of appropriate evidence. While the rules of natural justice were developed to regulate the exercise of statutory power, section 50 of the Act applies the rules of natural justice to, amongst other things, the exercise of the powers of the committee and the association under sections 9 and 10 of the Rules. The procedures set out in these sections are designed to assist the committee and the association in complying with the rules of natural justice when taking disciplinary action under section 9 or deciding on an appeal under section 10.

¹¹ See Annexure A for the rules relating to how the member may be informed (a) that the committee has confirmed its earlier resolution and (b) of the member's right of appeal under section 10.

resolution is served on the member, by lodging with the secretary a notice to that effect.

- (2) Upon receipt of a notice under subsection (1), the secretary –
 - (a) must notify the committee of the receipt of the notice; and
 - (b) notwithstanding section 23(1)¹², must convene a general meeting of the association to be held as soon as possible¹³.
- (3) Subject to section 50 of the Act¹⁴, at a general meeting of the association called under subsection (2) –
 - (a) no business other than the question of the appeal may be transacted; and
 - (b) the committee and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present must vote by secret ballot on the question whether the resolution made under section 9 (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution¹⁵ in favour of the confirmation of the resolution made under section 9 (4), that resolution is confirmed.

¹² Section 23(1) requires that the committee may convene a general meeting of the association. In this instance, however, section 23(1) does not apply, and the secretary rather than the committee is required to convene the general meeting upon receipt of the notice of appeal. This is because the convening of a general meeting for the purposes of section 10 does not involve the exercise of a discretion; if notice of an appeal is received a general meeting must be convened, and accordingly no useful purpose would be served by requiring the committee to meet for the purpose of passing a resolution that such a general meeting be convened.

¹³ Section 10(4) of the Rules requires that confirmation of the resolution of the committee must be by special resolution. Section 70 of the *Associations Incorporation Act 1991* requires, amongst other things, that members of the association must be given at least 21 days notice of an intention to propose a resolution as a special resolution. As time will run from when the notice can be taken to have been received rather than when the notice was sent, and as it will probably be necessary to send the notice to some members by prepaid post rather than by email, in fixing the date of the general meeting of the association an allowance of 4 working days should be provided for to enable members to receive notice of the meeting by post (see also the general discussion relating to serving documents on members in Annexure A).

¹⁴ See the footnote to section 9.

¹⁵ Section 70 of the *Associations Incorporation Act 1991* provides:

A resolution of an incorporated association is taken to be a special resolution if—

- (a) *it is passed at a general meeting of the association, being a meeting of which at least 21 days notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given to the members of the association; and*
- (b) *it is passed by at least $\frac{3}{4}$ of the votes of those members of the association who, being entitled to vote, vote in person or, if the rules of the association permit voting by proxy, vote by proxy at the meeting.*

Part 3 Committee

11 Powers of committee

The committee, subject to the Act, the regulation, these rules, and to any resolution passed by the association in general meeting –

- (a) controls and manages the affairs, property and funds of the association¹⁶; and
- (b) may exercise all functions¹⁷ that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
- (c) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs, property and funds of the association.

12 Constitution and membership

(1) The committee consists of –

- (a) the office-bearers of the association; and
- (b) not less than 4 ordinary committee members¹⁸;

each of whom must be elected under section 13 or appointed in accordance with subsection (4).

(2) The office-bearers of the association are –

The practical effect of section 10(4) of the Rules read with section 70 of the Act is that the appeal will be successful unless at least $\frac{3}{4}$ of the votes are in favour of confirming the resolution of the committee.

¹⁶ See also section 60(2) of the *Associations Incorporation Act 1991* which provides:

(2) *The committee of an incorporated association has the management of the association.*

(3)

¹⁷ The Dictionary to the *Legislation Act 2001* provides that “**function** includes authority, duty and power” and “**exercise a function** includes perform the function”. Accordingly, paragraph 11(b) also authorises the committee to exercise what would be more accurately described as an authority, duty or power.

¹⁸ This paragraph provides for a flexible number of ordinary committee members, provided the number is not less than 4. Section 12(5) of the Rules provides that, at least 28 days before an annual general meeting, the committee must determine by resolution the number of ordinary committee members to be elected at that annual general meeting.

- (a) the president; and
 - (b) the vice-president; and
 - (c) the treasurer; and
 - (d) the secretary.
- (3) Each member of the committee holds office, subject to these rules, until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) If there is a vacancy in the membership of the committee¹⁹, the committee may appoint a member of the association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of the appointment.
- (5) For the purposes of paragraph (1)(b), the committee must determine by resolution, at least 28 days before the next annual general meeting, the number of ordinary committee members to be elected at that annual general meeting.

13 Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members –
- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) must be given to the secretary of the association not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.

¹⁹ Paragraph 16(h) of the Rules makes it clear that a vacancy in the office of a member of the committee includes the situation where at the annual general meeting insufficient nominations were received to fill all vacancies on the committee. Accordingly, following the annual general meeting it is open to the committee to exercise the power under section 12(4) to appoint a member or members to fill such a vacancy or vacancies.

- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of office-bearers and ordinary committee members must be conducted at the annual general meeting in the way the committee may direct.
- (7) A person is not eligible to simultaneously hold more than 1 position on the committee.

14 Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of his or her address.
- (2) The secretary must keep minutes of –
 - (a) all elections and appointments of office-bearers and ordinary committee members; and
 - (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

15 Treasurer

- (1) The treasurer of the association must –
 - (a) collect and receive all amounts owing to the association and make all payments authorised by the association; and
 - (b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

16 Vacancies

- (1) For these rules, a vacancy in the office of a member of the committee happens if the member—
 - (a) dies; or
 - (b) ceases to be a member of the association; or

- (c) resigns from office by notice in writing given to the secretary; or
- (d) is removed from office under section 17 (Removal of committee members); or
- (e) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (f) is disqualified from office under the section 63(1) or (2) of the Act²⁰; or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months; or
- (h) insufficient nominations are received to fill all vacancies on the committee.

(2) A resignation under paragraph (1)(c) takes effect at –

- (a) the time the notice is received by the secretary; or
- (b) if a later time is stated in the notice – that later time.

17 Removal of committee members

(1) Where the committee convenes a general meeting for the purpose of proposing a resolution at the meeting that a member of the committee be removed from office before the expiration of the member's term, the secretary must, as soon as practicable, serve²¹ a written notice on the member –

²⁰ Sections 63 (1) and (2) of the *Associations Incorporation Act 1991* provide:

(1) *A person who has been convicted, whether in or outside the ACT, of—*

(a) an indictable offence in relation to the promotion, formation or management of a body corporate;
or

(b) an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more;

must not, within the period of 5 years after the person was convicted or released from imprisonment for the offence, whichever is later, without leave of the Supreme Court, accept an appointment or act as the public officer or a member of the committee of an incorporated association.

Maximum penalty: 50 penalty units, imprisonment for 6 months or both.

(2) *A person who is an insolvent under administration within the meaning of the Corporations Act must not, without leave of the Supreme Court, accept an appointment or act as the public officer or a member of the committee of an incorporated association.*

Maximum penalty: 50 penalty units, imprisonment for 6 months or both.

²¹ See annexure A for the rules relating to serving a written notice on a committee member under section 17(1).

- (a) informing the member that the general meeting has been convened and the purpose for which it has been convened; and
 - (b) stating the date, time and place of that meeting; and
 - (c) informing the member that the member may attend and speak at the meeting.
- (2) The general meeting convened under subsection (1) must be held not earlier than 14 days and not later than 28 days after service of the notice.
- (3) Subject to section 50 of the Act²², at the general meeting of the association convened under subsection (1) -
- (a) no business other than the question of the removal of the member from office shall be transacted; and
 - (a) the member must be given the opportunity to make oral representations; and
 - (b) any other member present may make oral representations; and
 - (c) the members present shall vote by secret ballot on the question whether the member should be removed²³.
- (4) Where a general meeting for the purpose referred to in subsection (1) is convened pursuant to section 23(4) one of the members who made the requisition must serve the written notice referred to in subsection (1) on the member of the committee

18 Committee meetings and quorum

- (1) The committee must meet at least 3 times in each calendar year at the place and time that the committee may decide.
- (2) Additional meetings of the committee may be called by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given²⁴ by the secretary to each member 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 appointed for the holding of the meeting.

²² See the footnotes to section 9.

²³ Note that only a simple majority is required.

²⁴ See annexure A for the rules relating to giving written notice of a committee meeting under section 18(3). However, in addition notice of a committee meeting may be given orally.

- (4) Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee provided that at least one of the members is an office-bearer of the association.
- (6) No business may be transacted by the committee unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- (8) At meetings of the committee –
 - (a) the president or, in the absence of the president, the vice-president presides; or
 - (b) if the president and the vice-president are absent – 1 of the remaining members of the committee may be chosen by the members present to preside.

19 Delegation by committee to subcommittee

- (1) The committee may, in writing, delegate to 1 or more subcommittees (consisting of the member or members of the association that the committee considers appropriate) the exercise of the functions of the committee that are specified in the instrument, other than –
 - (a) this power of delegation; and
 - (b) a function that is a function imposed on the committee by the Act, by any other Territory law, or by resolution of the association in general meeting.
- (2) A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that may be specified in the instrument of delegation.
- (4) Despite any delegation under this section, the committee may continue to exercise any function delegated.

- (5) Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, in writing, revoke wholly or in part any delegation under this section.
- (7) A subcommittee may meet and adjourn as it considers appropriate.

20 Voting and decisions²⁵

- (1) Questions arising at a meeting of the committee or of any subcommittee appointed by the committee are decided by a majority of the votes of members of the committee or subcommittee present at the meeting.
- (2) Each member present at a meeting of the committee or of any subcommittee appointed by the committee (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

Part 4 General meetings

21 Annual general meetings – holding of

Subject to the powers of the registrar-general under section 120 of the Act in relation to extensions of time, the association must, at least once in each calendar year and within 5 months after the end of each financial year of the association, convene an annual general meeting of its members²⁶.

²⁵ Section 20 in the former Rules of the Guild provided:

(3) Subject to sub-rule 18 (5), the committee may act notwithstanding any vacancy on the committee.

(4) Any act or thing done or suffered, or purporting to have been 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.

Sections 20(3) and (4) were omitted from the current rules as section 199(5) of the *Legislation Act* provides that the exercise of a function of a body is not affected only because of vacancies in the body's membership, while section 212 of the *Legislation Act* provides that an appointment, or anything done under an appointment, is not invalid only because of a defect or irregularity in the appointment.

²⁶ Section 21 of these rules reproduces the requirement in section 69 of the *Associations Incorporation Act 1991*, which provides:

22 Annual general meetings – calling of and business at

- (1) The annual general meeting of the association must, subject to the Act, be called on the date and at the place and time that the committee considers appropriate.
- (2) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is –
 - (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports on the activities of the association during the last financial year; and
 - (c) to elect members of the committee, including office-bearers; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under section 73(1) of the Act²⁷.
- (3) An annual general meeting must be specified as such in the notice calling it in accordance with section 24.
- (4) An annual general meeting must be conducted in accordance with the provisions of this Part²⁸.

An incorporated association must, in addition to any other meeting it holds, hold an annual general meeting, once in each calendar year, within the period of 5 months beginning at the end of the association's most recently ended financial year.

²⁷ Section 73(1) of the *Associations Incorporation Act 1991* provides:

- (1) *At each annual general meeting of an incorporated association the following documents must be presented by the committee for the consideration of the meeting:*
 - (a) *the audited statement of the association's accounts for the most recently ended financial year of the association;*
 - (b) *a copy of the auditor's report to the association in relation to the association's accounts for that financial year;*
 - (c) *a report signed by 2 members of the committee stating—*
 - (i) *the name of each member of the committee of the association during the most recently ended financial year of the association and, if different, at the date of the report; and*
 - (ii) *the principal activities of the association during the most recently ended financial year and any significant change in the nature of those activities that occurred during that financial year; and*
 - (iii) *the net profit or loss of the association for the most recently ended financial year.*
 - (iv)

²⁸ 'this Part' is Part 4, and 'the provisions of this Part' are sections 21 to 30.

23 General meetings – calling of

- (1) The committee may, whenever it considers appropriate, call a general meeting of the association.
- (2) The committee must, on the requisition in writing of not less than 5% of the total number of members, call a general meeting of the association.
- (3) A requisition of members for a general meeting—
 - (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the members making the requisition; and
 - (c) must be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the committee fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- (5) A general meeting called by a member or members mentioned in subsection (4) must be called as nearly as is practicable in the same way as general meetings are called by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

24 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, send²⁹ to each member a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, send a notice to each member specifying, in addition to the matter required under subsection (1), the intention to propose the resolution as a special resolution.

²⁹ See annexure A for the rules relating to sending notice of a general meeting to members under section 24(1). See also the footnotes for section 10 of the Rules.

- (3) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under section 22(2).
- (4) A member desiring to bring any business before a general meeting may give written notice of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

25 General meetings – procedure and quorum

- (1) No item of business may be transacted at a general meeting unless a quorum of members is present during the time the meeting is considering that item.
- (2) Five members present in person constitute a quorum for the transaction of the business of a general meeting.
- (3) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated³⁰ by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 3) constitute a quorum.

26 Presiding member

- (1) The president, or in the absence of the president, the vice-president, presides at each general meeting of the association.
- (2) If the president and the vice-president are absent from a general meeting, the members present must elect 1 of their number to preside at the meeting.

27 Adjournment

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

³⁰ See annexure A for the rules relating to communicating a written notice to members under section 25(3) of another place at which an adjourned general meeting will be held.

- (2) If a general meeting is adjourned for 14 days or more, the secretary must give³¹ written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subsections (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

28 Making of decisions

- (1) A question arising at a general meeting of the association shall be determined on a show of hands unless a poll is demanded before or on the declaration of the show of hands.
- (2) Either –
 - (a) a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost; or
 - (b) an entry to that effect in the minute book of the association,is evidence of the determination referred to in subsection (1) without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present in person at the meeting.
- (4) If the poll is demanded at a general meeting, the poll must be taken –
 - (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case – in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

29 Voting

- (1) Subject to subsection (3), on any question arising at a general meeting of the association a member has 1 vote only.

³¹ See annexure A for the rules relating to giving written notice under section 27(2) of the place, date and time of an adjourned general meeting. However, such notice may also be given orally.

- (2) All votes must be given personally.
- (3) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.

30 No provision for voting by proxy

Members are not entitled to vote by proxy at a general meeting of the association.

Part 5 Miscellaneous

31 Funds – source

- (1) The funds of the association must be derived from entrance fees, membership fees for the first year of membership, annual subscription fees, donations, government grants and, subject to any resolution passed by the association in general meeting and subject to section 114 of the Act³², any other sources that the committee decides³³.

³² Section 114 of the *Associations Incorporation Act 1991* provides:

- (1) *An incorporated association must not, without the written approval of the registrar-general, invite a person other than a member or applicant for membership of the association to invest money with the association nor receive money from such a person for investment with the association.*

Maximum penalty: 50 penalty units.

- (2) *If an incorporated association receives money from a person in contravention of subsection (1)—*
 - (a) *the transaction is taken to be void; and*
 - (b) *the money, any interest on the money paid or payable to the association, and any profit derived from use of the money by the association, is recoverable by the person from the association as a debt due to the person.*
- (3) *An incorporated association may, subject to the rules, invite a member or applicant for membership of the association to deposit money with or lend money to the association, and may receive money from a member or applicant for membership.*
- (4) *The registrar-general may grant an incorporated association approval to invite a person referred to in subsection (1) to invest money with the association and approval to receive money from such a person for investment, and may make the grant subject to any conditions the registrar-general thinks fit.*
- (5) *An association that does not comply with a condition specified in a grant of approval given to the association under subsection (4) commits an offence.*

Maximum penalty: 50 penalty units.

³³ Thus, the committee may decide to fund the activities of the Guild by, for example, the sale of timber or second hand tools or receiving commissions on the sale of items made by members.

- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

32 Funds – management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association must be used for the objects of the association in the way that the committee decides.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members of the committee or employees authorised to do so by the committee.
- (3) All electronic funds transfers are to be effected in the manner determined by the committee.

33 Alteration of objects and rules

Neither the objects of the association mentioned in section 29 of the Act nor these rules may be altered except in accordance with the Act³⁴.

34 Common seal

- (1) The common seal of the association must be kept in the custody of the secretary.
- (2) The common seal must not be attached to any instrument except by the authority of the committee and the attaching of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the secretary.

35 Custody of books

Subject to the Act, the regulation and these rules –

- (a) the secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the association, other than records, books and other documents that are accounting records; and

³⁴ Sections 30 and 33 of the *Associations Incorporation Act 1991* provide that an alteration of the objects and Rules respectively of the association require a special resolution. Further, a special resolution to alter the objects or Rules is of no effect until a notice in the approved form setting out the particulars of the alteration is lodged with the registrar-general.

- (b) the treasurer must keep in his or her custody or under his or her control all records, books, and other documents relating to the association that are accounting records.

36 Inspection of books

The records, books and other documents of the association must be open to inspection at a place in the ACT, free of charge, by a member of the association at any reasonable hour.

Annexure A: Service of notices etc on members

Section 1(2) of the Rules provides:

(1) The Legislation Act 2001 applies to these rules in the same way as it would if they were an instrument made under the Act.

The provisions of the *Legislation Act 2001* that are applied pursuant to section 1(2) of the Rules include the provisions of Part 19.5 of that Act, which are concerned with the service of documents.

It is important to bear in mind that the application of these provisions is not limited to the service of what is described under the relevant rule as a “document” or, for that matter, to what is described as “serving” something. A “document” is defined in section 246 of the *Legislation Act* to include “a notice, an article that may be sent by post or anything else”. Further, section 245 of the *Legislation Act* provides that Part 19.5 “applies to a document that is authorised or required under a law to be served (whether the word ‘serve’, ‘give’, ‘notify’, ‘send’ or ‘tell’ or any other word is used).” Accordingly, the provisions of Part 19.5 will apply in the following circumstances:

- (c) serving a written notice on a member under section 9(3),
- (d) informing a member by written notice as required by section 9(5),
- (e) serving a written notice on a committee member under section 17(1),
- (f) giving notice of a committee meeting under section 18(3) – insofar as section 18(3) provides for such a notice to be written,
- (g) sending notice of a general meeting to members under section 24(1),
- (h) communicating a written notice to members under section 25(3) of another place at which an adjourned general meeting will be held,
- (i) giving notice under section 27(2) of the place, date and time of an adjourned general meeting, insofar as section 27(2) provides for such a notice to be written.

Section 247 of the *Legislation Act* provides:

247 Service of documents on individuals

(1) A document may be served on an individual—

(a) by giving it to the individual; or

(b) by sending it by prepaid post, addressed to the individual, to a home or business address of the individual; or

(c) by faxing it to a fax number of the individual; or

(d) by emailing it to an email address of the individual; or

(e) by leaving it, addressed to the individual, at a home or business address of the individual with someone who appears to be at least 16 years old and to live or be employed at the address.

...

(2) This section applies to service of a document outside the ACT in the same way as it applies to service of the document in the ACT.

“**email address**”, “**fax number**” and “**home address**” are defined in section 246 of the *Legislation Act* as follows:

email address, of an individual, corporation or agency in relation to anything done or to be done under a law, includes the latest email address of the individual, corporation or agency (if any) recorded in a register or other records kept by the administrator of the law.

fax number, of an individual, corporation or agency in relation to anything done or to be done under a law, includes the latest fax number of the individual, corporation or agency (if any) recorded in a register or other records kept by the administrator of the law.

home address, of an individual in relation to anything done or to be done under a law, includes the latest home address, or address for service of notices (however described), of the person (if any) recorded in a register or other records kept by the administrator of the law.

Section 250 of the *Legislation Act* provides, so far as is relevant for present purposes:

250 When document taken to be served

- (1) A document served by post under this part is taken to be served when the document would have been delivered in the ordinary course of post.
- (2) ...
- (3) If the sender has no reason to suspect that a document served by fax or email under this part was not received by the recipient when sent, the document is presumed to be served when sent unless evidence sufficient to raise doubt about the presumption is given.
- (4) For subsection (3), the sender has reason to suspect that a document served by fax or email under this part was not received by the recipient when sent only if, on the day the document was sent or on the next working day, the equipment the sender used to send the document indicated by way of a signal or other message that—
 - (a) the equipment did not send the document when the equipment was used to send the document; or
 - (b) for a fax—the number to which the fax was sent to the recipient was not a fax number of the recipient; or
 - (c) for an email—the address to which the email was sent was not an email address of the recipient.

(5) *A document addressed to the recipient, and left for the recipient as mentioned in section 247 (e) ... is taken to be served when it was left.*

(6) *In this section:*

recipient, *for a document, means the individual, corporation or agency on whom the document is intended to be served.*

sender, *for a document served, or to be served, by fax or email, means the person sending, or seeking to send, the document.*

For the purposes of section 250(1) of the *Legislation Act* in its application to these Rules, it may be appropriate to adopt a cautious approach and proceed on the basis that a notice etc that is posted to a member will be delivered within 4 working days of the notice having been posted.