



**WOODCRAFT
GUILD·ACT**

WOODCRAFT GUILD ACT INC.

RULES

(Associations Incorporation Act 1991)

TABLE OF PROVISIONS

Part 1 Preliminary

1 Definitions and application of *Legislation Act 2001*

Part 2 Membership

- 2 Membership qualifications
- 3 Application for membership
- 4 Membership entitlements not transferable
- 5 Cessation of membership
- 6 Resignation of membership
- 7 Entrance fee, annual membership fee etc
- 8 Members' liabilities
- 9 Disciplining of members
- 10 Right of appeal of disciplined member

Part 3 Committee

- 11 Powers of committee
- 12 Constitution and membership
- 13 Election of committee members
- 14 Secretary
- 15 Treasurer
- 16 Vacancies
- 17 Removal of committee members
- 18 Committee meetings and quorum
- 19 Delegation by committee to subcommittee
- 20 Voting and decisions

Part 4 General meetings

- 21 Annual general meetings – holding of
- 22 Annual general meetings – calling of and business at
- 23 General meetings – calling of
- 24 Notice
- 25 General meetings – procedure and quorum
- 26 Presiding member
- 27 Adjournment
- 28 Making of decisions
- 29 Voting
- 30 No provision for voting by proxy

Part 5 Miscellaneous

- 31 Funds – source
- 32 Funds – management
- 33 Alteration of objects and rules
- 34 Common seal
- 35 Custody of books
- 36 Inspection of books
- 37 Surplus property

Part 1 Preliminary

1 Definitions and application of the *Legislation Act 2001*

(1) In these rules:

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 Act.

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.

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 Act.

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 association.
- (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
 - (a) resigns from membership of the association; or
 - (b) is expelled from the association; or

- (c) fails to renew membership of the association within two months following the anniversary date of their membership.

Note: Although subsection 7(3) provides that the annual membership fee is payable by members before the anniversary of their membership 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 within two months following the anniversary date of their membership.

- (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 members.

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—
 - (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 association; 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 different amounts for different categories of members.
- (3) The annual membership fee is payable by members on or before the anniversary date of their membership in each calendar year.

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.

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 association;
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, serve 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.
- (4) Subject to section 50 of the Act, 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 inform 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 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), must convene a general meeting of the association to be held as soon as possible.
- (3) Subject to section 50 of the Act, 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 resolution in favour of the confirmation of the resolution made under section 9 (4), that resolution is confirmed.

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 association; and
- (b) may exercise all functions 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 members;

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

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

- (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 committee, 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.
- (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 Act; 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, serve a written notice on the member –
 - (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 Act, 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 removed.
- (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 given 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.
- (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.
- (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 decisions

- (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 members.

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 Act.

- (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 Part.

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, send 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.

- (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 communicated 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.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give 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.

- (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 and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting and subject to section 114 of the Act, any other sources that the committee decides.
- (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.

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 Act.

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, 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.

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.

37 No distribution of surplus property and funds to members

- (1) No funds or assets of the Guild will be distributed to members or office bearers of the Guild, except as reimbursement of out-of-pocket expenses incurred on behalf of the Guild or proper remuneration for administrative services.
- (2) If upon the winding-up or dissolution of the Guild, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members. It shall be given or transferred by, special resolution, to some other association, fund, authority or institution having objects similar to the objects of the Guild, and whose rules shall prohibit the distribution of its or their income among its or their members. If the Guild does not nominate another association, fund, authority or institution, the surplus property will vest in the Australian Capital Territory registrar-general in accordance with paragraph 92(1)(c) of the *Australian Capital Territory Associations Incorporation Act 1991*.