

CANBERRA SPINNERS AND WEAVERS INCORPORATED

RULES OF THE ASSOCIATION

(to be read in conjunction with ACT Rules and Regulations of Incorporated Associations)

1. NAME

- 1.1 The name of the organisation is "Canberra Spinners & Weavers Incorporated" referred to in these rules as "the association".

2. OBJECTIVES

2.1 *The objects of the association are:*

- a) To bring together people interested in spinning and/or weaving and related activities.

- b) To encourage and promote the art or craft of spinning and weaving in the Australian Capital Territory and its surrounding regions.

- c) To offer to the community at the Australian Capital Territory and its surrounding regions opportunity to advance skills and develop appreciation of the craft.

- d) The assets and income of the association shall be applied solely in furtherance of its above mentioned objectives and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expense incurred on behalf of the association.

3. MEMBERSHIP

3.1 *Membership Qualifications:*

- a) A member of the association shall be a person or group of persons who have applied for membership on the form prescribed by the committee, paid the entrance fee and subscription of the current financial year and has agreed to abide by the rules as set out herein. Persons are accorded membership in their private capacities only. A group of persons must appoint a delegate.

- b) At the discretion of the committee, Life Members may be appointed for outstanding services rendered.

- c) A person who becomes a member will have his or her name entered in the Register of Members.

3.2 *Membership entitlements not transferable:*

A right, privilege or obligation which a person has by reason of being a member of the association:

- a) is not capable of being transferred or transmitted to another person; and
- b) terminates upon cessation of the person's membership.

3.3 *Cessation of membership*

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

- a) dies or, in the case of a body corporate, is wound up.
- b) resigns from membership of the association.
- c) is expelled from the association; or
- d) fails to renew membership by 1st March in each calendar year.

3.4 *Resignation of Membership*

- a) A member is not entitled to resign from membership of the association except in accordance with this rule.
- b) A member who has paid all amounts payable by the member to the association may resign from membership of the association by first giving notice (being not less than one 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, upon the expiration of the period of notice, the member ceases to be a member.
- c) The annual membership fee is due to be paid by 1 January in each calendar year. Should a person become a member after the 31st October, the full payment by the member will cover membership of the following year. (Amended 17/04021)

3.5 *Membership fees*

- a) The entrance fee to the association shall be that determined by resolution of the committee, or if any other amount is determined by resolution of the committee, such other amount.

- b) The annual membership fee of the association shall be that amount determined by resolution of the committee, or if any other amount is determined by the committee that other amount.
- c) The annual membership fee is due to be paid by 1 January in each calendar year but if a person becomes a member between 1 July and 31 October in any calendar year, that person only pays half the prescribed membership fee. Should a person become a member after 31 October, the full payment by the member will cover the following year.
- d) Any person who ceases to be a member is not entitled to the return of any part of his/her membership fee.

3.6 *Members' liabilities*

The liability of a member to contribute to:

- a) the payment of the debts and liabilities of the association; and
- b) the costs, charges and expenses of the winding up of the association.

is limited to the amount, if any, that is unpaid by the member in respect of his/her membership as required by sub-rule 3.5.

4. DISCIPLINING OF MEMBERS

4.1 *Where the committee is of the opinion that a member.*

- a) has persistently refused or neglected to comply with a provision of these rules; or
- b) has persistently and wilfully 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 such rights and privileges of membership of the association as the committee may determine for a specified period.

4.2 A resolution of the committee under sub-rule 4.1 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 sub-rule 4.3 confirms the resolution in accordance with this rule.

4.3 Where the committee passes a resolution under sub-rule 4.1 the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:

- a) setting out the resolution of the committee and the grounds on which it is based.
- 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.
- c) stating the date, place and time of the meeting; and
- d) 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 prior to the date of that meeting written representations relating to the resolution.

4.4 Subject to section 50 of the Act, at a meeting of the committee mentioned in sub-rule 4.2 the committee shall:

- a) give to the member mentioned in sub-rule 4.1 an opportunity to make oral representations.
- b) give due consideration to any written representations submitted to the committee by that member at or prior to the meeting; and
- c) by resolution determine whether to confirm or to revoke the resolution of the committee made under sub-rule 4.1.

Where the committee confirms a resolution under sub-rule 4.4 the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under rule 5.

A resolution confirmed by the committee under sub-rule 4.4 does not take effect:

- a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution in accordance with sub-rule 5.4.

5. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 5.1 A member may appeal to the association in a general meeting against a resolution of the committee which is confirmed under sub-rule 4.4, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 5.2 Upon receipt of a notice under sub-rule 5.1, the secretary shall notify the committee which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice or as soon as possible after that date.

- 5.3 Subject to section 50 of the Act, at a general meeting of the association convened under sub-rule 5.2:
- a) no business other than the question of the appeal shall be transacted.
 - b) the committee and the member shall be given the opportunity to make representation in relation to the appeal orally or in writing, or both; and
 - c) the members present shall vote by secret ballot on the question of whether the resolution made under sub-rule 4.4 should be confirmed or revoked.
- 5.4 If the meeting passes a special resolution in favour of the confirmation of the resolution ~~in~~ made under sub-rule 4.4 that resolution is confirmed.

6. THE COMMITTEE

6.1 Powers of the committee

- 6.1.1 The committee, subject to the Act, the Regulations, these rules, and to any resolution passed by the association in general meeting.
- a) shall control and manage the affairs of the association.
 - b) may exercise all such functions as 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 such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

6.2 Constitution and membership

- 6.2.1 The committee shall consist of.
- a) the office-bearers of the association; and
 - b) at least 4 and up to 11 committee members each of whom shall be elected pursuant to rule 6.3 or appointed in accordance with sub-rule 6.2.4.
- 6.2.2 The office-bearers of the association shall be:
- a) the president.
 - b) the vice president.
 - c) the treasurer; and
 - d) the secretary.
- 6.2.3 Each member of the committee shall hold office until the election of new members at the annual general meeting and are eligible for re-election.

- 6.2.4 A member shall not be re-elected to the office of President for more than three consecutive terms.
- 6.2.5 In the event of a vacancy in membership of the committee the committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the annual general meeting next following the date of the appointment.

6.3 Election of committee members

- 6.3.1 Nominations of the candidates for election as office-bearers of the association or as ordinary committee members:
- a) shall 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) shall be delivered 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.
- 6.3.2 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 6.3.3 If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be vacancies.
- 6.3.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- 6.3.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 6.3.6 The ballot for the election of office-bearers and ordinary committee members shall be conducted at the annual general meeting in such manner as the committee may direct.
- 6.3.7 A person is not eligible to simultaneously hold more than one position on the committee.

6.4 Secretary

- 6.4.1 The secretary of the association shall, as soon as practicable after being appointed as secretary, notify the association of his/her address.
- 6.4.2 The secretary shall keep minutes of:
- a) all elections and appointments of office-bearers and ordinary committee members.
 - 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.

6.4.3 Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting at the next succeeding meeting.

6.5 Treasurer

6.5.1 The treasurer of the association shall:

- a) collect and receive all moneys due 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.

6.6 Vacancies

6.6.1 For the purposes of these rules, a vacancy in the office of a member of the committee occurs if the member:

- a) dies;
- b) ceases to be a member of the association.
- c) resigns the office.
- d) is removed from office pursuant to rule 6.7.
- e) becomes an insolvent under administration within the meaning of the Corporations Law;
- f) suffers from mental or physical incapacity.
- g) is disqualified from office under subsection 63(1) of the Act; or
- h) is absent without the consent of the committee from all meetings of the committee held during a period of 3 months.

6.7 Removal of committee members

The association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the committee from the office of member of the committee before the expiration of the member's term of office.

6.8 Committee meetings and quorum

6.8.1 The committee shall meet at least 10 times in each calendar year at such place and time as the committee may determine.

6.8.2 Additional meetings of the committee may be convened by any member of the committee.

- 6.8.3 Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- 6.8.4 Notice of a meeting given under sub-rule 6.8.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- 6.8.5 Any 4 members of the elected committee, including at least one member of the executive (President, Vice President, Secretary or Treasurer), constitute a quorum for the transaction of the business of a meeting of the committee. (Amended 17/04/21)
- 6.8.6 No business shall 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.
- 6.8.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- 6.8.8 At meetings of the committee:
- a) the president or in the absence of the president, the vice-president shall preside; or
 - b) if the president and the vice-president are absent, one of the remaining members of the committee may be chosen by the members present to preside.

6.9 Delegation by committee to sub-committee

- 6.9.1 The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
- a) this power of delegation; and
 - b) a function which is a function imposed on the committee by the Act, by any other law of the Territory, or by resolution of the association in general meeting.
- 6.9.2 A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 6.9.3 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

- 6.9.4 Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- 6.9.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- 6.9.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 6.9.7 A sub-committee may meet and adjourn as it thinks proper

6.10 Voting and decisions

- 6.10.1 Matters for decision at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- 6.10.2 Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 6.10.3 Subject to sub rule 6.8.5, the committee may act notwithstanding any vacancy on the committee.
- 6.10.4 Any act or thing done or suffered, or purporting to have done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

7. GENERAL MEETINGS

7.1 Annual general meetings –holding of

- 7.1.1 The association shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- 7.1.2 Sub rule 7.1.1 has effect subject to the powers of the Registrar of Incorporated Associations under section 120 of the Act in relation to the extension of time.

7.2 Annual general meetings –calling of and business at

- 7.2.1 The annual general meeting of the association shall, subject to the Act, be convened on such date and at such place and time as the committee thinks fit.
- 7.2.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -

- a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting.
- b) to receive from the committee reports of the activities of the association during the last preceding financial year.
- c) to elect members of the committee, including the office-bearers; and
- d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to subsection 73 (1) of the Act.

7.2.3 An annual general meeting shall be specified as such in the notice convening it in accordance with rule 7.4.

7.2.4 An annual general meeting shall be conducted in accordance with the provisions of this part.

7.3 General meetings – calling of

7.3.1 The committee may, whenever it thinks fit, convene a general meeting of the association.

7.3.2 The committee shall on the requisition in writing of not less than 5 percent of the total number of members, convene a general meeting of the association.

7.3.3 A requisition of members for a general meeting –

- a) shall state the purpose or purposes of the meeting.
- b) shall be signed by members making the requisition.
- c) shall be lodged with the secretary: and
- d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

7.3.4 If the committee fails to convene a general meeting within one month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a general meeting to be held not more than 3 months after that date.

7.3.5 A general meeting convened by a member or members referred to in sub rule 7.3.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

7.4 Notice

7.4.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post or

by electronic dissemination to each member at the member's postal or email address appearing in the register of members, a notice specifying the place date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- 7.4.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in sub rule 7.4.1 specifying, in addition to the matter required under that sub rule, the intention to propose the resolution as a special resolution.
- 7.4.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to sub rule 7.2.2.
- 7.4.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after the receipt of the notice from the member.

7.5 General Meetings – procedure and quorum

- 7.5.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 7.5.2 Ten percent of members present in person (being members entitled to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 7.5.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 7.5.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for commencement of the meeting, the members present (being not less than 5 percent of financial members) shall constitute a quorum.

7.6 Presiding Member

- 7.6.1 The president, or in the absence of the president, the vice-president, shall preside at each general meeting of the association.
- 7.6.2 If the president and vice president are absent from a general meeting, the members present shall elect one of their number to preside at the meeting.

7.7 Adjournment

- 7.7.1 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 shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.

- 7.7.2 Where a general meeting is adjourned for 14 days or more, the secretary shall give notice written or orally or by electronic dissemination 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.
- 7.7.3 Except as provided in sub-rules 7.7.1 and 7.7.2 notice of an adjournment of a general meeting or of business to be transacted at an adjourned meeting is not required to be given.

7.8 Making of decisions

- 7.8.1 A question arising at a general meeting of the association shall be determined on the show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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 an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 7.8.2 At a general meeting of the association, a poll may be demanded by the person presiding or by not less than three members present in person or by proxy at the meeting.
- 7.8.3 Where the poll is demanded at a general meeting, the poll shall be taken –
- a) immediately in the case of a poll which 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 such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

7.9 Voting

- 7.9.1 Subject to sub-rule 7.9.3, upon any question arising at a general meeting of the association a member, whether individual or group, has one vote only.
- 7.9.2 All votes shall be given personally or by proxy, but no member shall hold more than five proxies.
- 7.9.3 In the case of equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- 7.9.4 A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.
- 7.9.5 A member or proxy is not entitled to vote at the Annual General Meeting of the association unless all money due and payable by the member or proxy to the association has been paid.

7.10 Appointment of proxies

- 7.10.1 Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 7.10.2 The notice appointing the proxy shall be in the form set out in Appendix 2 to these rules.

8 MISCELLANEOUS

8.1 Funds – source

- 8.1.1 The funds of the association shall 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, such other sources as the committee determines.
- 8.1.2 All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- 8.1.3 The association shall as soon as practicable after receiving any money, issue an appropriate receipt.

8.2 Funds – management

- 8.2.1 Subject to any resolution passed by the association in general meeting, the funds of the association shall be used in pursuance of the objects of the association in such manner as the committee determines.
- 8.2.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the committee or employees of the association, being members of the committee or employees authorized to do so by the committee.

8.3 Alteration of objects and rules

Neither the objects of the association referred to in section 29 of the Act nor these rules shall be altered except in accordance with the Act.

8.4 Common seal

- 8.4.1 The common seal of the association shall be kept in the custody of the secretary.
- 8.4.2 The common seal shall not be affixed to any instrument except by the authority of the committee and the fixing of the common seal shall be attested by the signatures of either two members of the committee or of one member of the committee and of the secretary.

8.5 Custody of books

Subject to the Act, the Regulations and these rules, the secretary shall keep a list of where all records, books and other documents relating to the association are kept, in a central place.

8.6 Inspection of books

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

8.7 Service of notices

8.7.1 For the purpose of these rules, a notice may be served by or on behalf of the association on any member either personally or by sending it by pre-paid post or by electronic dissemination to the member at the member's postal or email address shown in the register of members.

8.7.2 Where a notice is sent to a member by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

8.8 Property

8.8.1a) No part of any property, assets or income of the association, wherever derived, may be transferred either directly or indirectly by way of dividend, bonus or profit to any member of the association.

b) The committee may make payment to any member or servant of the association for services rendered.

c) If the association ceases to function, any member or person holding money or property on behalf of the association must return that money or property to the committee.

8.8.2 In the event of the association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the committee in accordance with their powers to any fund, institution or authority which is an non-profit organisation and has objects similar to the association.

8.8.3 In the absence of an organisation mentioned in sub-rule 8.8.2, to a charitable organisation determined by the committee or the Registrar in accordance with section 95 of the Act.

9. INTERPRETATION

9.1 In these ruled, unless a contrary intention appears –

“Financial year” means the year ending 31 December.

“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 referred to in paragraph 6.2.1(a).

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

“The Act” means the Associations Incorporation Act 1991;

"the Regulations" means the Associations Incorporation Regulations.

9.2 In these rules –

- 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, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.

9.3 The provisions of the Interpretation Act 1967 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PLEASE NOTE:

These rules for the Canberra Spinners and Weavers Incorporated were transcribed in March 2017 and include amendments made by the Extraordinary General Meetings; on

18th February 1992

18th February 2004

20th February 2010

20th March 2010

17th April 2021

