

ASSOCIATIONS INCORPORATION ACT, 1984

(SECTION 10)

OBJECTS

AND

RULES

OF

AUSTRALIAN TEXTILE ARTS & SURFACE DESIGN

ASSOCIATION INCORPORATED

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(SECTION 10)

OBJECTS

OF

AUSTRALIAN TEXTILE ARTS & SURFACE DESIGN

ASSOCIATION INCORPORATED

1. (a) The name of the Association shall be "Australian Textile Arts & Surface Design Association Inc."
- (b) The Association is an Australia-wide non-profit organisation linking artists working with textiles and fibre.
2. The objects for which the Association is established are:
 - (a) To promote, foster, develop and advance textile and fibre arts;
 - (b) To promote interaction and co-operation between textile artists and all artists using dyes, pigments, stitch and/or manipulative techniques for fibre and fabric decoration;
 - (c) To conduct and promote lectures, discussions, exhibitions, demonstrations and workshops or any other activity designed to instruct or promote textile art; and
 - (d) To do all other things as the Association may deem to be directly or indirectly conducive to the above objects or any of them.

ASSOCIATIONS INCORPORATION ACT, 1984

(SECTION 10)

RULES

OF

AUSTRALIAN TEXTILE ARTS & SURFACE DESIGN

ASSOCIATION INCORPORATED

PART 1

PRELIMINARY

1. Interpretation

- (1) In these rules, except in so far as the context or subject-matter otherwise indicates or requires:

"Approved Branch Activities" means those activities (including but not limited to guest lectures, workshops, seminars exhibitions, meetings and producing publications) approved by the Branch Committee in accordance with Rule 34.

"Approved Group Activities" means those activities to be conducted by a Group approved by the National Committee in accordance with Rule 41.

"Association" means the Australian Textile Arts & Surface Design Association Incorporated.

"Branch" means a branch of the Association approved by the National Committee in accordance with Rule 33.

"Branch and Group Application Form" means the application form to be completed by each individual member applying for membership of a Branch or Group in the form in Appendix 2.

"Branch Committee" means the managing committee of a Branch, elected in accordance with Rule 36(4).

"Committee Meeting" means a meeting of the National Committee for the purposes of Rule 19.

"Financial Member" means any person who holds one of the types of membership referred to in Rule 2(3).

"Group" means a group of the Association approved by a Branch (or, if Rule 40(1)(b) applies, the National Committee) in accordance with Rule 40.

"National Committee" means the managing committee of the Association as referred to in Rule 12(1).

"Ordinary Member" means a member of the National Committee who is not an office-bearer of the Association, as referred to in Rule 13 (2).

"Secretary" means:

- (a) the person holding office under these rules as secretary of the Association; or

(b) where no such person holds that office - the public officer of the Association.

"Membership Secretary" means the person responsible for the registering and updating of all membership information and shall report directly to the Secretary.

"Special Member" means any person who holds one of the types of membership referred to in Rule 2(4);

"the Act" means the *Associations Incorporation Act, 1984, NSW*.

"the Regulation" means the *Associations Incorporation Regulation, 1999, NSW*.

"the Director General" means the Director General of the Office of Fair Trading.

- (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, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act 1987 (NSW) 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.

PART II

MEMBERSHIP

2. Membership qualifications

- (1) Subject to Rule 4, a natural person is qualified to be a member of the Association if, but only if the person:
- (a) has applied for membership of the Association as provided by Rule 3; and
 - (b) has been approved for membership of the Association by the National Committee of the Association.
- (2) All Financial Members and Special Members of the Association are entitled to attend any meetings, or events, including branches, and groups within Australia.
- (3) Financial Membership types are:
- (a) **Single Membership:** Any one individual member is entitled to full membership benefits.
 - (b) **Concessional Membership:** Any individual member holding a valid Australian student or pensioner card and appropriate identification, shall be entitled to full membership benefits.
 - (c) **Family Membership:** Up to five (5) members of the same household, of whom at least one (1) member is over the age of eighteen (18), are entitled to full membership benefits, but with one copy of the journal, and one voting right only.
 - (d) **School Membership:** A Primary or Secondary School in which one (1) nominated person over the age of eighteen (18) has voting rights and one magazine is received. The above mentioned nominated member, up to 1 (one) other textile arts teacher and any student pursuing textile/art related studies is entitled to attend meetings and join in workshops at membership prices.

- (e) Overseas Membership: Any individual, who resides outside Australia, shall be entitled to full membership benefits, excluding coverage by the Association's public liability insurance whilst outside Australia.
- (4) Special Membership types are:
- (a) Life Membership: May be conferred upon a member who has made a long and significant contribution to the Association. A life member shall have full membership benefits and shall be exempt from membership fees.
 - (b) Honorary Membership: May be conferred on an individual who is not a member of the Association, in recognition of significant contributions to the Association or for outstanding achievement in a related field. An honorary member shall be entitled to full membership benefits for the period of one (1) year, but shall have no voting rights, and shall be exempt from paying the annual membership fee.

3. Application for membership

- (1) An application for membership of the Association:
- (a) must be made in writing using the appropriate form, as issued by the Association from time to time;
 - (b) must be lodged with the membership secretary of the Association; and
 - (c) must be accompanied by the appropriate membership admission fee (as provided by Rule 8(1)).
- (2) As soon as practicable after receiving an application for membership together with the membership admission fee, and upon approval of the National Committee, the membership secretary shall enter the member's name in the register of members.
- (3) The membership secretary must then notify the applicant, in writing, of the outcome of their application.

4. Cessation of membership

- (1) A person ceases to be a member of the Association if the person:
- (a) dies; or
 - (b) resigns that membership; or
 - (c) is expelled from the Association; or
 - (d) fails to pay their membership in accordance with clause (2).
- (2) Any member whose annual membership falls into arrears shall thereupon cease to be a member but shall be re-instated if the membership fee is paid within three months of the due date of the membership fee.

5. Membership entitlements not transferable

- (1) A right, privilege or obligation, which a person or organisation has by reason of being a member of the Association:
- (a) is not capable of being transferred or transmitted to another person or organisation, and
 - (b) terminates on cessation of the person's or organisation's membership.

6. Resignation of membership

- (1) A member of the Association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the Association who has paid all amounts payable by the member to the Association in respect of the membership may resign from the Association by first giving to the membership secretary written notice of at least one month (or such other lesser period as the National Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the Association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the membership secretary must make an appropriate entry in the register of members.

7. Register of members

- (1) The membership secretary of the Association must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the Association and subject to clause (3) must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (3) Any members wishing to inspect the register of members must give at least 10 business days' written notice to the membership secretary.

8. Fees and subscriptions

- (1) A member of the Association shall, upon admission to membership, pay to the Association a fee of \$5 or, where some other amount is determined by the National Committee, that other amount.
- (2) In addition to any amount payable by the member under clause (1) a member of the Association shall pay to the Association an annual membership fee of \$15 or, where some other amount is determined by the National Committee, that other amount:
 - (a) except as provided by paragraph (b), before 1st September in each calendar year; or
 - (b) where the member becomes a member on or after 1st September in any calendar year - upon becoming a member and before 1st September in each succeeding calendar year.

9. Members' liabilities

Subject to Rules 38 and 45, the liability of a member of the Association 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 respect of membership of the Association as required by Rule 8.

10. Disciplining of members

- (1) Where the National Committee is of the opinion that a member of the Association (which for the avoidance of doubt also includes a member or officer of a Branch or Group of the Association):
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association,

the National Committee may, at a committee meeting ("**First Committee Meeting**"), resolve to:-

- (c) expel the member from the Association; or
 - (d) suspend the member from membership of the Association for a specified period.
- (2) A resolution of the National Committee under clause (1) is of no effect until approved by the National Committee at a subsequent committee meeting ("**Second Committee Meeting**") convened in accordance with Rule 19 and held within 28 days of the First Committee Meeting.
- (3) The National Committee shall give the member the subject of a resolution under clause (1) at least 14 days notice of the Second Committee Meeting. This notice must:
- (a) state the resolution and the grounds on which it is based;
 - (b) state that the member may respond to the resolution by making oral representations at the Second Committee Meeting and written representations at or prior to the Second Committee Meeting; and
 - (c) set out the date, place and time of the Second Committee Meeting.
- (4) At the Second Committee Meeting, the National Committee shall:
- (a) give the member an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the National Committee by the member at or prior to the Second Committee Meeting;
 - (c) by resolution determine whether to confirm or to revoke the resolution made at the First Committee Meeting; and
 - (d) notify the member whether the First Committee Meeting resolution has been confirmed or revoked.

11. Right of appeal of disciplined member

- (1) A member may appeal to the Association in general meeting against a resolution of the National Committee at the Second Committee Meeting, within seven (7) days of the date of the Second Committee Meeting, by lodging with the Secretary a notice ("**Notice**") in writing to that effect.
- (2) Within 7 days of receipt of the Notice by the Secretary the National Committee must convene a special general meeting of the Association ("**Association Meeting**") in accordance with Part 4 of the Constitution, to be held no later than twenty-eight (28) days after the date of receipt of the Notice.
- (3) At the Association Meeting:
- (a) no business other than the question of the appeal is to be transacted;
 - (b) the member and a representative of the National Committee shall each be given the opportunity to make oral and written representations; and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) A special resolution of the Association is required to confirm the resolution made at the Second Committee Meeting. A special resolution to this effect will be final and binding on the member and the Association.

PART 3 -THE NATIONAL COMMITTEE

12. Powers and Responsibilities of the National Committee

- (1) Subject to the Act, the Regulation, this Constitution and any resolution passed by the Association in a general meeting, the National Committee:
 - (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 a general meeting of members of the Association (as set out in Schedule 1);
 - (c) has power to perform all such acts and do all such things as appear to the National Committee to be necessary or desirable for the proper management of the affairs of the Association;
 - (d) upon request by a Branch, Group or member of a Branch or Group, has the power to mediate any inter-Group, inter-Branch, intra-Group and intra-Branch disputes, and / or instigate disciplinary measures in relation to a Branch or Group (or a member of a Branch or Group), which it deems to be in violation of this Constitution; and
 - (e) may approve applications for the establishment of Branches of the Association.
- (2) Members of the National Committee and the National Committee
 - (a) must at all times act in accordance with the objects and rules and for the overall benefit of the Association
 - (b) must not at any time act or purport to act beyond its authority or do anything which will or may bring the name of the Association into disrepute
 - (c) must comply with these objects and rules and all applicable laws
 - (d) not do anything which would or may cause the Association to breach any applicable law or provision of these objects and rules.
- (3) The National Committee shall provide quarterly reports to members, in addition to the Annual General Meeting under 23 (2) (b), via the quarterly Branch meetings and any other means of communicating with members currently in use.
- (4) Reports from National Committee shall:
 - (a) Include any National activities during the relevant quarter
 - (b) Provide current financial statements of income and expenses
 - (c) Fully and frankly report on any failure by a member of the National Committee to comply with the obligations in 12 (2) above.
 - (d) Include reports on any Groups under National jurisdiction

13. Constitution and membership

- (1) Subject to section 21 of the Act, the National Committee shall consist of:
 - (a) the office-bearers of the Association;
 - (b) the public officer of the Association; and
 - (c) between 3 (three) and 6 (six) ordinary members, each of whom is to be elected at the annual general meeting of the Association under Rule 14 (one of whom may be the public officer).
- (2) The office bearers of the Association are to be:
 - (a) the president;
 - (b) the vice-president;
 - (c) the treasurer; and
 - (d) the secretary.

- (3) Each member of the National Committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election, pursuant to clause (5).
- (4) In the event of a casual vacancy occurring in the membership of the National Committee, the National Committee may by ordinary resolution appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- (5) All office bearers and ordinary members of the National Committee may hold office for no more than three (3) consecutive years in any one position, and no more than three (3) consecutive positions, but shall be eligible for re-election to those positions after the expiration of one (1) year following the last term of office.

14. Election of members

- (1) Nominations of candidates for election as office-bearers or as ordinary members of the National Committee:
 - (a) shall be made in writing, signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) shall be delivered to the secretary of the Association no less than seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the National Committee, the candidates nominated shall be taken to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the National committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are deemed to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office-bearers and ordinary members of the National Committee is to be conducted at the annual general meeting in such usual and proper manner as the National Committee may direct.
- (7) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.

15. Secretary

- (1) The secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office bearers and members of the National Committee;
 - (b) the names of members of the National Committee present at a National Committee meeting or a general meeting; and
 - (c) all proceedings at National Committee meetings and general meetings.

- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

16. Treasurer

- (1) It is the duty of the treasurer of the Association to ensure that:
- (a) all monies due to the Association are collected and received and that all payments authorised by the Association are made; and
 - (b) correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

17. Casual vacancies

- (1) For the purposes of these rules, a casual vacancy in the office of a member of the National Committee occurs if the member:
- (a) dies, or
 - (b) ceases to be a member of the Association, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001 (Cth)*, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under Rule 18, or
 - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (g) is absent without the consent of the National Committee from all meetings of the National Committee held during a period of 6 months.

18. Removal of member from office

- (1) The Association in a general meeting may by resolution remove any member of the National Committee from the office held by that member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Where a member of the National Committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

19. Meetings and quorum

- (1) The National Committee must meet at least four (4) times in each period of twelve (12) months at such place and time as the National Committee may determine.
- (2) Additional meetings of the National Committee may be convened by the president or by any member of the National Committee.
- (3) Oral or written notice of a meeting of the National Committee must be given by the secretary to each member of the National Committee at least forty-eight (48) hours (or such other period as

many be unanimously agreed by the members of the National Committee) before the time appointed for the holding of the meeting.

- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business, which the National Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any five (5) members of the National Committee, including at least two office bearers, constitute a quorum for the transaction of the business of a meeting of the National Committee.
- (6) No business is to be transacted by the National Committee unless a quorum is present and if within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand 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 of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the National Committee:
 - (a) the president or, in the president's absence, the vice president is to preside; or
 - (b) if the president and the vice- president are absent or unwilling to act, such one of the remaining members of the National Committee as may be chosen by the members present at the meeting is to preside.

20. Delegation by National committee to sub-committee

- (1) The National Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the National Committee thinks fit and which includes a Branch Committee) the exercise of such of the functions of the National Committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function, which is a duty, imposed on the National Committee by the Act or by any other law.
- (2) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains un-revoked, be exercised from time to time by the Branch Committee or sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section 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.
- (4) Notwithstanding any delegation under this rule, the National Committee may continue to exercise any function delegated.
- (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 National Committee.
- (6) The National Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) Subject to Rule 36(5), a sub-committee may meet and adjourn, as it thinks proper.

21. Voting and decisions

- (1) Questions arising at a meeting of the National Committee or of any sub-committee appointed by the National Committee are to be determined by a majority of the votes of members of the National Committee or sub committee present at the meeting or by proxy.
- (2) Each member present at a meeting of the National Committee or of any sub-committee appointed by the National 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.
- (3) Subject to Rule 19 (5), the National Committee may act notwithstanding any vacancy on the National Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the National Committee or by a sub-committee appointed by the National Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the National Committee or sub-committee.

PART 4

GENERAL MEETINGS

22. Annual general meetings - holding of

- (1) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (2) The Association must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and
 - (b) within the period of 2 months after the expiration of the first financial year of the Association.
 - (c) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director General under section 26(3) of the Act.

23. Annual general meetings - calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to Rule 22; to be convened on such date and at such place and time as the National Committee thinks fit.
- (2) In addition to any other business, which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the National Committee, Groups and Branches, reports on the activities of the Association during the last preceding financial year,

- (c) to elect office-bearers of the Association and ordinary members of the National Committee,
 - (d) to receive and consider the statement, which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.
 - (4) Subject to Rule 30, questions arising at a meeting of the Association are to be determined by a majority of votes of members of the Association present at the meeting or by proxy.

24. Special general meetings - calling of

- (1) The National Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The National Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
 - (a) shall state the purpose or purposes of the meeting; and
 - (b) shall be signed by the members making the requisition; and
 - (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.
- (4) If the National Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, anyone or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the National Committee and any member who consequently incurs expenses is entitled to be reimbursed by the Association for any expense so incurred.

25. 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 fourteen (14) days before the date fixed for the holding of the general meeting, give a notice to each member 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 twenty - one (21) days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Rule 23(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing 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.

26. Procedure

- (1) No item of business is to 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.
- (2) Five (5) members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

27. Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.
- (2) If the president and the vice- president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

28. Adjournment

- (1) The chairperson of 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 is to 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 clauses (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.

29. Making of decisions

- (1) Subject to this Constitution, a question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
 - (a) immediately in the case of a poll which relates to the election of the chairperson of 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 chairperson directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

30. Special resolution of Association

- (1) A special resolution of the Association is required in relation to any decision regarding a matter specified in Schedule 1.
- (2) A resolution of the Association is a special resolution:
- (a) if it is passed by a majority which comprises at least three-quarters of such members of the Association as the case may be, as being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Director General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director General.

31. Voting

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies, with the exception of the chairperson.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (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.

32. Appointment of proxies

- (1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 1 to these rules.

PART 5

BRANCHES

33. Approval and Composition of Branches

- (1) A member of the Association may apply to the National Committee to establish a state Branch.
- (2) The National Committee retains sole discretion to approve or reject an application for the establishment of a Branch.
- (3) The National Committee may not approve an application for the establishment of a Branch unless:
- (a) the application is made in writing on an approved form available from the Secretary;

- (b) the application is made on behalf of at least 20 Financial Members residing in the same state or territory in which the Branch is to be located;
 - (c) the application is accompanied by individual applications from each applicant in the form set out in Appendix 2 (the **Branch and Group Application Form**);
 - (d) the National Committee has not previously approved the establishment of a Branch (that remains a current Branch of the Association) located in that state or territory; and
 - (e) the application meets any other reasonable criteria that the National Committee may determine from time to time.
- (4) Once approved, the Branch will be known as the Australian Textile Arts & Surface Design Association Inc., [name of state or territory] Branch.
- (5) The location of a Branch is deemed to be that state or territory where the applicant members predominately reside.

34. Approved Branch Activities

The Branch Committee may approve any activities provided that:

- (a) the nature of the activities is consistent with the objects of the Association; and
- (b) the cost of the activities does not exceed the actual amount of funds standing to the credit of the Branch's bank account at the time any liability in respect of the activities is incurred.

35. Branch Powers and Obligations

- (1) A Branch has the power to carry out Approved Branch Activities.
- (6) Members of a Branch and the Branch Committee:
- (a) must at all times act in accordance with the objects and for the overall benefit of the Association;
 - (b) must not at any time act or purport to act beyond its authority or do anything which will or may bring the name of the Association into disrepute;
 - (c) must comply with this Constitution, all applicable laws and any directions issued by the National Committee from time to time;
 - (d) must execute the Branch and Group Application Form prior to becoming a member of that Branch; and
 - (e) must not do anything which would or may cause the Association to breach any applicable law or provision of this Constitution.
 - (f) maintain a Branch membership of at least 20 members.
- (7) A Branch shall hold Branch Meetings at least four times a year and at any other times as deemed necessary and set by the Branch Committee.
- (4) The Branch Committee must provide a report to members at each Branch meeting, which report must:
- (a) Describe the business transacted by the Branch Committee and its sub—committees during the relevant quarter
 - (b) Include a current bank statement
 - (c) Include a full financial statement of income and expenses
 - (d) Fully and frankly report on any failure by a member of the Branch Committee to comply with the obligations in Rule 35 and

- (e) Report on any Groups under its jurisdiction.
- (5) Questions arising at a Branch Meeting will be determined by a majority of votes of Members of the Branch present at the Meeting or by Proxy.

36. Management of the Branch

- (1) Each Branch shall, at its first Branch Meeting, elect a Branch Committee, to be comprised of a minimum of the three (3) office bearers, being the Branch President, Branch Secretary and Branch Treasurer, with an additional maximum of four (4) ordinary members, who shall all hold office in accordance with Association rules.
- (2) The Branch Committee shall be responsible for the management of all matters vested in the Branch, and conduct its affairs in accordance with the objects and rules of the Association.
- (3) No decision of a Branch Committee will bind the Association or the National Committee as between the Association and a Branch member.
- (8) Each Branch member shall indemnify each other member of the Association and the Association as a whole against all liability, loss, damage, cost or expense incurred or suffered by any of them arising out of:
 - (a) a breach by that member of the provisions of the Constitution of the Association;
 - (b) a failure by that member to uphold the objects of the Association; or
 - (c) any debts, liabilities or obligations incurred by that member on behalf of the relevant Branch without the prior written approval of the Branch Committee.

in accordance with the indemnity contained in the Branch and Group Application Form.

- (9) Within 14 days of each Branch Meeting, the Branch Committee must provide a written report to the National Committee, which report must:
 - (a) describe the business transacted at the Branch Meeting and the activities of the Branch during the relevant quarter;
 - (b) include a current Branch bank statement;
 - (c) include a full financial statement of income and expenses; and
 - (d) fully and frankly report on any failure by a member or the Branch Committee to comply with the obligations in Rule 35; and
 - (e) include the Group Reports (in respect of the most recent group meetings held) as is required to be submitted to the Branch pursuant to Rule 43(4).
- (6) Only Branch members are eligible to hold positions on the Branch Committee and sub-committees or vote at Branch meetings on Branch business.
- (7) The Branch Committee shall hold Branch Committee meetings at least four times a year and at any other times as deemed necessary and set by the Branch Committee, under Rule 19, with the exception of 36 (7) below.
- (8) Any four members of the Branch Committee, including at least two office bearers, constitute a quorum for a Branch Committee meeting.
- (9) The Branch Committee may, by instrument in writing, as allowed under Rule 20, delegate to one or more sub-committees (consisting of such member or members of the Branch as the Branch Committee thinks fit) the exercise of such of the functions of the Branch Committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function, which is a duty, imposed on the Branch Committee by the Act or by any other law.

The function of such delegation shall take place under the provisions of Rule 20.

34. Branch Funding

- (1) All annual Association membership fees paid by the members of a Branch are to be paid to the National Committee.
- (2) Each Branch shall forward to the Association all funds held on behalf of the Association, upon request by the National Committee.
- (3) The Branch shall hold all funds and property acquired for and on behalf of the Branch, above, on trust for the members, and may use the funds in any manner at the discretion of the Branch Committee, but only for Approved Branch Activities.
- (4) Each Branch will open and maintain in its name a bank account to which all money received by the Branch shall be deposited as soon as practicable.
- (5) After receiving money, the Branch will issue an appropriate receipt in the name of the Branch.
- (6) Members of a Branch and the Branch Committee must not enter into any arrangements or understandings that require the Branch or the Association to pay an amount of money that is greater than the amount standing to the credit of the Branch's bank account at the time the arrangement or understanding is to be entered into.

35. Liabilities

- (1) The Association will not be liable for:
 - (a) any loss, damage, cost or expense arising out of a breach by a Branch member of the provisions of this Constitution;
 - (b) a failure of a Branch member to uphold the objects of the Association; or
 - (c) a debt incurred by a Branch or Branch member that is unpaid as at the date it becomes due and payable.

36. Dissolution of a Branch and Disciplinary Action

- (1) If the member of a Branch or the Branch Committee fails to comply with any obligation in Rule 35, the National Committee may in its absolute discretion:
 - (a) dissolve the Branch; or
 - (b) if requested pursuant to Rule 12(d), discipline the members of the Branch by following the same procedure for the disciplining of members of the Association as provided by Rule 10.
- (2) Branch members have the right to appeal against dissolution or disciplinary action. For the purposes of this clause, Rule 11 should be read as applying to members of a Branch.
- (3) If the National Committee decides to dissolve a Branch and a member of the Branch does not successfully appeal this decision pursuant to clause (2):
 - (a) the members of the Branch must not, and shall ensure that the Branch does not, make any further use of the name of the Association or the name of the Branch for any purpose whatsoever;
 - (b) the Branch will be deemed to have been dissolved; and
 - (c) the members of the Branch will return all funds, property, and records held by the Branch, accompanied by a full written report, to the Association.

37. Approval and Composition of Groups

- (1)
 - (a) A member of the Association may apply to the Branch Committee of a Branch located in the same state or territory as the member to establish a Group.
 - (b) If there is no Branch located in that State or territory, a member of the Association may apply to the National Committee to establish a Group.
- (2) The Branch Committee (or, if Rule 40(1)(b) applies, the National Committee) retains sole discretion to approve or reject an application for the establishment of a Group.
- (3) The Branch Committee (or, if Rule 40(1)(b) applies, the National Committee) may not approve an application for the establishment of a Group unless:
 - (a) the application is made in writing on an approved form available from the Secretary;
 - (b) the application is made on behalf of at least 5 Financial Members residing predominately in the same state or territory in which the Group is to be located;
 - (c) the application is accompanied by individual Branch and Group Application Forms from each applicant; and
 - (d) the application meets any other reasonable criteria that the Branch Committee (or, if Rule 40(1)(b) applies, the National Committee) may determine from time to time.
- (4) Once approved, the Group will be known as the Australian Textile Arts & Surface Design Association Inc., [name of location] Group.
- (5) The location of a Group is deemed to be that state or territory or area within a state or territory where its applicant members predominately reside.

38. Approved Group Activities

- (1) A Group may engage in any activities approved by the Branch Committee (or, if Rule 40(1)(b) applies, the National Committee). The Branch Committee (or, if Rule 40(1)(b) applies, the National Committee) may approve any activities provided that:
 - (a) the activities are consistent with the objects of the Association; and
 - (b) the cost of the activities does not exceed the actual amount of funding allocated to a Group at the time any liability in respect of those activities is incurred.

39. Group Powers and Obligations

- (1) The Group has the power to carry out Approved Group Activities;
- (2) Members of a Group:
 - (a) must not incur debts or liabilities or obligations under any contract or arrangement or engage in any fundraising activities without the prior written approval of the Branch Committee (or, if Rule 40(1)(b) applies, the National Committee);
 - (b) must at all times act in accordance with the objects and for the overall benefit of the Association;

- (c) must not at any time act or purport to act beyond its authority or do anything which will or may bring the name of the Association into disrepute;
- (d) must comply with this Constitution, all applicable laws and any directions issued by the Branch Committee (or, if Rule 40(1)(b) applies, the National Committee) from time to time;
- (e) must execute the Branch and Group Application Form prior to becoming a member of that Group; and
- (f) must not do anything which would or may cause the Association or a Branch to breach any applicable law or a provision of this Constitution.

40. Management of the Group

- (1) Each Group shall be responsible for the management of its Approved Group Activities, and shall conduct its affairs in accordance with the objects and rules of the Association.
- (2) Each Group shall elect a Group Convenor, who shall hold office in accordance with Association rules.
- (3) Each Group shall hold group meetings as required by the Group members, and shall provide at least fourteen (14) days notice of meetings to the state or territorial Branch, (or, if Rule 40(1)(b) applies, the National Committee).
- (4) Within 14 days of each group meeting, the Group must provide a written report to the Branch Committee (or, if Rule 40(1)(b) applies, the National Committee) which must:
 - (a) describe the business transacted at the group meeting and the activities of the Group during the relevant period;
 - (b) fully and frankly report on any failure by a member of the Group to comply with the obligations in Rule 42(2).
- (5) Questions arising at a group meeting are to be determined by a majority of votes of members of the Group present at the Meeting or by Proxy.
- (6) The Group Convenor, or in the absence of the Group Convenor, a nominated Group member shall:
 - (a) chair all group meetings and be responsible for the co-ordination and management of all matters according to Association rules;
 - (b) cause a written annual report to be sent to the Branch Committee (or, if Rule 40(1)(b) applies, to the National Committee) by July 31 each year; and
 - (c) promote the Group through meetings, workshops, exhibitions, and publicity.

41. Fundraising, Activities and Property

- (1) A Group may apply to the Branch Committee of its state or territorial Branch (or, if Rule 40(1)(b) applies, to the National Committee) for funding to conduct Approved Group Activities.
- (2) The Branch has the power to allocate funds to Groups located within the same state or territory provided that:
 - (a) the Group's application for funding is made on the prescribed form;
 - (b) the funding will be used only for certain specified Approved Group Activities; and

- (c) the Group's application satisfies any other reasonable criteria that the Branch Committee (or, if Rule 40(1)(b) applies, the National Committee) may determine from time to time.
- (3) All annual Association membership fees paid by the members of a Group are to be paid to the National Committee.
- (4) All property acquired for and on behalf of a Group shall be held on behalf of the state or territorial Branch, or (if Rule 40(1)(b) applies) the National Committee.
- (5) All moneys collected, or evidence of expenses incurred, for and on behalf of a Group, will be forwarded to the state or territorial Branch Committee, or in the absence of a state or territorial Branch Committee, to the National Committee.

42. Liabilities

- (1) The Association will not be liable for:
 - (a) any loss, damage, cost or expense arising out of a breach by a member of the provisions of this Constitution;
 - (b) a failure of the member to uphold the objects of the Association, as is provided for in the Branch and Group Application Form set out in Appendix 2; or
 - (c) a debt incurred by a Group or a Group member that is unpaid as at the date it becomes due and payable.
- (2) Each Group member shall indemnify each other member of the Association and the Association as a whole against all liability, loss, damage, cost or expense incurred or suffered by any of them arising out of:
 - (a) a breach by that member of the provisions of the Constitution of the Association;
 - (b) a failure by that member to uphold the objects of the Association; or
 - (c) any debts, liabilities or obligations incurred by that member on behalf of the relevant Group without the prior written approval of the Branch Committee (or, if Rule 40(1)(b) applies, the National Committee),

in accordance with the indemnity contained in the Branch and Group Application Form.

43. Termination and Dissolution of a Group and Disciplinary Action

- (1) If a member of a Group breaches fails to comply with any obligation in Rule 42(2), the Branch Committee (or if Rule 40(1)(b) applies the National Committee) may in its absolute discretion:
 - (a) dissolve the Group; or
 - (b) if requested pursuant to Rule 12(d), discipline the member by following the same procedure for disciplining a member of the Association as provided by Rule 10.
- (2) A Group, or member of a Group may appeal a decision of the Branch Committee (or, if Rule 40(1)(b) applies or if requested pursuant to Rule 12(d), the National Committee) pursuant to Rule 46(1) to the National Committee by following the same procedure as is provided by Rule 11.
- (3) If the Branch Committee (or, if Rule 40(1)(b) applies, the National Committee) terminates a Group and a member of the Group does not successfully appeal this decision:

- (a) the members of the Group shall, and shall ensure that the Group does not, make any use of the name of the Association or the name of the Group for any purpose whatsoever;
- (b) the Group will be deemed to have been dissolved; and
- (c) the members of the Group will return all funds, property, and records held by the Group, accompanied by a full written report, to the Association.

PART 7

MISCELLANEOUS

44. Insurance

- (1) The Association shall effect and maintain Public Liability insurance covering all the activities of the Association within Australia (including Approved Branch Activities and Approved Group Activities), at an appropriate sum insured and with a reputable insurer.
- (2) In addition to the insurance required under clause (1), the National Committee of the Association may decide to effect and maintain other insurance, at an appropriate sum insured and with a reputable insurer.

45. Funds - Source

- (1) The funds of the Association shall be derived from admission fees and annual subscription of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the National Committee determines.
- (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.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt in the name of the Association.

46. Funds - management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the National Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) members of the National Committee or employees of the Association, being members or employees authorised to do so by the National Committee.

47. Alteration of objects and rules

- (1) The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.
- (2) Only after the Association has passed a special resolution may the public officer of the Association make an application to the Director General for the alteration of its objects and rules.

48. Common seal

- (1) The common seal of the Association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the National Committee and the affixing of the common seal must be attested by the signatures either of 2 members of the National committee or of 1 member of the National Committee and the public officer or secretary.

49. Custody of books

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

50. Inspection of books

- (1) The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.
- (2) Any member wishing to inspect the records, books or other documents of the Association must give 10 business days' written notice to the Secretary.

51. Service of notices

- (1) For the purpose of these rules, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

52. Surplus Property

- (1) At the final general meeting of the Association, the Association shall pass a special resolution nominating an incorporated Association as the Association in which to vest its surplus property pursuant of section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the Association.
- (2) The incorporated Association so nominated shall be one which fulfils the requirements specified in section 53(2A)(a) - (c) of the Act.

Schedule 1 - Matters to be the subject of a special resolution of the Association

1. Alteration of Constitution
2. Alteration of Objects of Association
3. Winding up of the Association (whether voluntarily or for the purpose of seeking a court to do so).
4. Application to Director General to have the incorporation of the Association cancelled.
5. Distributing surplus property of the Association following winding up of the Association or voluntary cancellation of incorporation of Association.
6. Expulsion or suspension of a member of the Association from the Association pursuant to Rule 11(4).
7. Acquisitions, disposals or other dealings with real property.
8. A resolution to expel or suspend a member's membership pursuant to Rule 11
9. Matters having a large scale financial impact on the Association. For the purposes of this paragraph, a large scale financial impact is taken to mean **10%** of the average of moneys raised over the last three of the Associations' financial years. Such an expenditure can only be made once in the Association's financial year.

FORM OF APPOINTMENT OF PROXY

I,.....
(full name)

of.....
.....
(address)

being a member of Australian Textile Arts & Surface Design Association Incorporated ("Association")

hereby appoint.....
(full name of proxy)

of.....
.....
(address)

being a member of that incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on theday of....., 20.... and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

* to be inserted if desired.

Signature of member appointing proxy.....

Date

NOTE: A proxy vote may not be given to a person who is not a member of the Association.

APPLICATION FOR MEMBERSHIP OF A BRANCH OR GROUP OF "AUSTRALIAN TEXTILE ARTS & SURFACE DESIGN ASSOCIATION INCORPORATED"

I, [] Applicant name

of [] Applicant address

apply to become a Member of the [] Title of Branch/Group

Branch/Group of the Australian Textile Arts & Surface Design Association Incorporated.

In consideration of the approval by the National Committee of my application for membership of the

[] Branch/Group [delete whichever not applicable], Title of Branch/Group

on and from the date that my application for membership is approved, I acknowledge and agree as follows:

- (1) I acknowledge that I have received and read a copy of the Constitution of the Association and agree to be bound by the Constitution and to act in accordance with the objects of the Association.
(2) I further agree to indemnify each other member of the Association and the Association as a whole against all liability, loss, damage, cost or expense incurred or suffered by any of them arising out of:
(a) a breach by me of the provisions of the Constitution of the Association;
(b) a failure by me to uphold the objects of the Association; or
(c) any debts, liabilities or obligations incurred by me on behalf of the [insert name of Branch/ Group] Branch or Group without the prior written approval of the Branch Committee or the National Committee, as the case may be in accordance with the provisions of the Constitution.

Signed:

Name:

Date: