

# CONSTITUTION OF CANBERRA REGION FELTMAKERS INCORPORATED

## PART I – PRELIMINARY

### 1. Name

The name of the Incorporated Association is Canberra Region Feltmakers Incorporated and is hereafter referred to as “The Association”.

### 2. Interpretation

- (1) In these Rules, unless the contrary intention appears:
  - “financial year” means the year ending on October 31;
  - “member” means a member, however described, of the Association;
  - “general committee member” means a member of the committee who is not an office-bearer of the association as referred to in Subrule 14(1)(a) hereof;
  - “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;
  - “committee” means the committee of management of the Association;
  - “the Act” means the *Associations Incorporation Regulations*;
- (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, authority or the performance of the duty.
- (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.
- (4) Policy  
The Association is a purely cultural organisation. It is non-profit, non-denominational and non-political.

### 3. Objectives

- (1) To provide a forum for the promotion of feltmaking.
- (2) To promote co-operation and interchange of ideas about feltmaking through regular meetings and newsletters.
- (3) To provide a centre which may be used for meetings and as a bureau of information.
- (4) To promote feltmaking to the general public through exhibitions, demonstrations and workshops.
- (5) To encourage standards of excellence in the craft of feltmaking.
- (6) To liaise with similar organisations throughout Australia and other countries to encourage greater interaction between craftspeople in this and related fields.
- (7) To do all such things as are incidental to, or conducive to, the above objectives.

## PART II – MEMBERSHIP

### 4. Membership Qualifications

A person is qualified to be a member if:

- (a) the person is a person referred to in Paragraph 21(2)(a) or (b) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; or
- (b) the person:
  - (i) has applied for membership in accordance with Subrule 5(1) hereof; and
  - (ii) has been approved for membership of the Association by the committee of the Association.

### 5. Application for Membership

- (1)
  - (a) shall be made either in writing on the applicable form or in such other manner as may, from time to time, be prescribed by the committee; and
  - (b) shall be lodged with the Association’s Treasurer or the Treasurer’s delegate; and
  - (c) the registration fee shall be paid to the Association’s Treasurer or the Treasurer’s delegate at the time of lodging the application described in Subrule 5(1)(a) hereof.
- (2) Upon payment of the applicable membership and/or joining fee within the period referred to in Rule 9(2) hereof, the nominee’s name shall be entered in the register of members and, upon the name being so entered, the nominee shall become a member of the Association.

- (3) Membership shall be open to anyone who practices or is interested in feltmaking.
- (4) Honorary Life Membership is available at the discretion of the committee. Honorary Life Membership means any person who has contributed exceptional service to the Association and has been nominated by the Committee and elected by a general meeting as an Honorary Life Member.
- (5) A condition of membership shall be agreement by the member to:
  - (a) abide by copyright laws as they affect all members of the Association; and
  - (b) acknowledge and respect the creative ideas of other members of the Association which are made known by reason of their membership of the Association.
- (6) A member of the Association shall not use the name of the Association or their connection with the Association in any way for their own pecuniary gains or interests.

**6. Membership Entitlements are not Transferrable**

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 to another person; and
- (b) terminates upon the cessation of the person's membership.

**7. 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; or
- (b) resigns from membership of the Association; or
- (c) is expelled from the Association; or
- (d) fails to renew membership of the Association.

**8. Resignation of Membership**

- (1) A member is not entitled to resign from membership of the Association except in accordance with this Rule.
- (2) 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.

**9. Fees, Subscriptions, etc.**

- (1) The annual subscription fee or fees shall be set at the Annual General Meeting on the recommendation of the Treasurer after consultation with the committee.
- (2)
  - (a) The annual membership fee is payable before 30<sup>th</sup> June each calendar year.
  - (b) Members who join after 31<sup>st</sup> December will pay six months' membership for that subscription year.
  - (c) A member is deemed unfinancial if membership is unpaid by 31<sup>st</sup> August in that year.

**10. Members' Liability**

The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 9 hereof.

**11. Disciplining of Members**

- (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:
    - (i) expel the member from the Association; or
    - (ii) suspend the member from such rights and privileges of membership of the Association as the committee may determine for a specified period.
- (2) A resolution of the committee under Subrule 11(1) hereof 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 Subrule 11(3) hereof, confirms the resolution in accordance with this Rule.
- (3) Where the committee passes a resolution under Subrule 11(1) hereof, 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; and
  - (b) stating that the member may address to the committee at a meeting held not earlier than 14 days and not later than 28 days after the service of the notice; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting; and/or

- (ii) submit to the committee, at or prior to the date of that meeting, written representations relating to the resolution.
- (4) Subject to Section 50 of the Act, at a meeting of the committee mentioned in Subrule 11(2) hereof, the committee shall:
  - (a) give to the member mentioned in Subrule 11(1) hereof an opportunity to make oral representations; and
  - (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 Subrule 11(1) hereof.
- (5) Where the committee confirms a resolution under Subrule 11(4) hereof, the Secretary shall, within seven days after that confirmation, by Notice in writing, inform the member of that confirmation and of the member's rights of appeal under Rule 12 hereof.
- (6) A resolution confirmed by the committee under Subrule 11(4) hereof 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 Subrule 12(4) hereof.

**12. Right of Appeal of Disciplined Member**

- (1) A member may appeal to the Association in general meeting against a resolution of the committee which is confirmed under Subrule 11(4) hereof, within seven days after Notice of the resolution is served on upon the member by lodging, with the Secretary, a Notice to that effect.
- (2) Upon receipt of a Notice under Subrule 12(1) hereof, 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.
- (3) Subject to Section 50 of the Act, at a general meeting of the Association convened under Subrule 12(2) hereof:
  - (a) no business other than the question of the appeal shall be transacted; and
  - (b) the committee and the member shall be given the opportunity to make representations 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 Subrule 11(4) hereof should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under Subrule 11(4) hereof, that resolution is confirmed.

**PART III – THE COMMITTEE**

**13. Powers of the Committee**

- (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 the 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.

**14. Constitution and Membership**

- (1) The committee of the Association shall consist of:
  - (a) the executive office-bearers being the President, the Vice-President, the Treasurer and the Secretary;
  - (b) the other office-bearers being comprised of such positions as are, from time to time, required by the Association for the effective and proper conduct of its business, such positions to be outlined and specified prior to the relevant Annual General Meeting;
  - (c) general committee members being a maximum of four in number.
- (2) Each member of the 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.
- (3) In the event of a vacancy in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

15. **Election of Committee Members**

- (1) Nomination of candidates for election as office-bearers of the Association or as general committee members:
  - (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form) or in such other manner as the committee may, from time to time, direct; and
  - (b) shall be delivered to the Secretary of the Association before the time fixed for the Annual General Meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed 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 committee shall be deemed to be vacancies.
- (4) If the number of the nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken 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 general committee members shall be conducted at the Annual General Meeting in such manner as the committee may direct.
- (7) A person is eligible to simultaneously hold more than one position on the committee.
- (8) An officer of the Association may not hold the same office for more than three consecutive years and may not hold any office for more than six consecutive years.

16. **Secretary**

The Secretary of the Association shall:

- (a) ensure that Minutes are kept of all elections and appointments of the office-bearers of the Association;
- (b) record, in the Minutes, the names of members of the committee present at a committee meeting or a general meeting;
- (c) ensure that Minutes are kept of all proceedings at committee meetings and general meetings; and
- (d) ensure that the Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

17. **Treasurer**

The Treasurer of the Association shall:

- (a) be finally responsible for 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.

18. **Vice-President**

The Vice-President of the Association shall:

- (a) act as deputy for the President when required;
- (b) be available to assist any member of the committee in their duties; and
- (c) shall assist the President in all matters pertaining to the Association.

19. **President**

The President of the Association shall:

- (a) preside at the Annual General Meeting, all general meetings of the Association and at meetings of the committee at which she/he is present; and
- (b) be responsible to the committee for seeing that the decisions of the committee of the Association are put into effect.

20. **Vacancies**

For the purpose 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 20 hereof;
- (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 six months.

21. **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.

22. **Committee Meetings and Quorum**

- (1) The committee shall meet at least three times in each calendar year at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by any member of the committee.
- (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.
- (4) Notice of a meeting given under Subrule 22(3) hereof 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.
- (5) Any five members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business shall be transacted by the committee unless a quorum is present and remains present for the entirety of the meeting.
- (7) Business of the committee may be conducted using any technology that is agreed to by a majority of the members of the committee.
- (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.

23. **Delegation by Committee to Sub-Committee**

- (1) The committee may, by instrument of 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) the 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.
- (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.
- (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.
- (4) Notwithstanding any delegation under this Rule, the 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 committee.
- (6) The committee may, by instrument of writing revoke wholly, or in part, any delegation under this Rule.
- (7) A sub-committee may meet and adjourn as it sees fit.

24. **Voting and Decisions**

- (1) Questions arising 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 the members of the committee or sub-committee present at the meeting.
- (2) Each member present at 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.
- (3) Subject to Subrule 22(5) hereof the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or 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.
- (5) All financial members shall have voting rights to any meeting and may be elected to the committee.

## **PART IV – MEETINGS**

### **25. Annual General Meetings – Holding of**

- (1) With the exception of the first Annual General Meeting of the Association, the Association shall, at least once in each calendar year and within the period of five months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
- (2) The Association shall hold its first Annual General Meeting:
  - (a) within the period of 18 months after its incorporation under the Act; and
  - (b) within five months after the expiration of the first financial year of the Association.
- (3) Rules 25(1) and (2) hereof have effect subject to the powers of the Registrar General under Section 120 of the Act in relation to extension of time.

### **26. Annual General Meetings – Calling of and Business at**

- (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.
- (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 on the activities of the Association during the last preceding financial year;
  - (c) to elect members of the committee, including office-bearers; and
  - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to Subsection 73(1) of the Act.
- (3) An Annual General Meeting shall be specified as such in the Notice convening it in accordance with Rule 28 hereof.
- (4) An Annual General Meeting shall be conducted in accordance with the provision of this Paragraph.

### **27. General Meetings – Calling of**

- (1) The committee may, whenever it thinks fit, convene a general meeting of the Association.
- (2) The committee shall, on the requisition in writing of not less than five per cent of the total number of members, convene a general meeting of the Association.
- (3) A requisition of members for a general meeting:
  - (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the 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.
- (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 later than one month after that date.
- (5) A general meeting convened by a member or members referred to in Subrule 27(4) hereof shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

### **28. Notice**

- (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 seven days before the date fixed for the holding of the general meeting, cause to be forwarded by email to each member at the member's email address appearing in the register of members, a Notice specifying the date, place and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (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 Subrule 28(1) hereof, in addition to the matter required under that Subrule, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the Notice convening a general meeting shall be transacted at the meeting except business which the majority of members present at the meeting agree to treat as urgent business.

- (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 receipt of the Notice from the member.

**29. General meetings – procedure and quorum**

- (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.
- (2) Seven members 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, if convened upon the requisition of members, shall be dissolved and, in any other case, shall stand adjourned to a day, time and place specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned.
- (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 not less than five) shall constitute a quorum.

**30. Presiding member**

- (1) The President or, in the absence of the President, the Vice-President shall preside at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside at the meeting.

**31. Adjournment**

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the Secretary shall 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 Subrules 31(1) and (2) hereof, 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.

**32. Making of Decisions**

- (1) A question arising at a general meeting of the Association shall 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 person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, 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 person presiding or by not less than five members present in person or by proxy at the meeting.
- (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 the 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, the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

**33. Voting**

- (1) Subject to Subrule 33(3) hereof, 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 five proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the person presiding 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, other than the amount of the annual subscription payable in respect of the then current year.
- (5) An individual who is not a member is not entitled to attend more than two general meetings.

34. **Appointment of Proxies**

- (1) Each member shall be entitled to appoint another member as proxy by Notice given to the Secretary before the time of the meeting in respect of which the proxy is appointed.
- (2) The Notice appointing the proxy shall be made either in writing on the applicable form or in such other manner as may be, from time to time, prescribed by the committee.

**PART V – MISCELLANEOUS**

35. **Funds – Source**

- (1) The funds of the Association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to Section 114 of the Act, such other sources as the committee determines.
- (2) All moneys received by the Association whether manually or electronically shall be deposited as soon as practicable to the credit of the Association's financial institution account.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

36. **Funds – Management**

- (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.
- (2) All banking and electronic financial transactions shall be conducted by the Treasurer and/or, at the direction and with the authority of the committee, one other member of the committee who has access to the internet.

37. **Alterations 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.

38. **Common Seal**

- (1) The common seal of the Association shall be kept in the custody of the Public Officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of two members of the committee or of one member of the committee and the Secretary.

39. **Custody 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.

40. **Service of Notice**

- (1) For the purpose of these Rules, a Notice may be served by or on behalf of the Association upon any member either personally or by sending it by email to the member at the member's email address shown in the register of members.
- (2) Where a document is emailed to a member at the email address provided by the member, the document shall, unless the contrary is proved, be deemed, for the purposes of these Rules, to have been served on the member at the time at which the email was sent.

41. **Surplus Property**

- (1) At the first general meeting of the Association, the Association shall pass a special resolution nominating:
  - (a) another Association for the purpose of Paragraph 92(1)(a) of the Act; or
  - (b) a fund, authority or institution for the purpose of Paragraph 92(1)(b) of the Act in which it is to vest its surplus property in the event of the dissolution or winding up of the Association.
- (2) An Association nominated under Subrule 41(1)(a) hereof must fulfil the requirements specified in Subsection 92(2) of the Act.

42. **Logo**

The logo of the Association shall not be used for any purpose except by the authority of the committee.