



**Constitution of
Craft ACT Craft and Design Centre
Incorporated**

April 2015

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Craft ACT Craft and Design Centre Incorporated

PART 1 – PRELIMINARY

1. Interpretation

(1) In these rules, terms are defined as follows.

“**Accreditation Criteria**” means the criteria and procedures determined from time to time by the Management Committee.

“**Act**” means the *Associations Incorporations Act 1991* as amended from time to time.

“**Auditor**” means a registered company auditor appointed pursuant to rule 38.

“**craft**” includes art, architecture, and design related disciplines.

“**Executive Director**” means a person appointed by the Management Committee to fulfil the role of Executive Director for the duration of his or her appointment in that position.

“**Management Committee**” means the committee of the association.

“**Member**” means a member of the association who has paid the relevant membership fee under rule 6.

“**Month**” means a calendar month.

“**Ordinary Committee Members**” means a member of the Management Committee who is not an office bearer.

“**President**” means the President of the association or any person authorised to act in that capacity.

“**Regulations**” means the Associations Incorporation Regulations as amended from time to time.

“**Secretary**” means the secretary of the association or any person authorised to act in that capacity.

“**Treasurer**” means the Honorary Treasurer of the association or any person authorised to act in that capacity.

“**Voting Member**” means a member entitled to vote as provided by rule 6.

“**Year**” and “**financial year**” means a calendar year.

- (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 an exercise of the power or authority or the performance of the duty.
- (3) The provisions of the *Legislation Act 2001* (ACT) 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.

2. Name

The name of the association is “Craft ACT Craft and Design Centre Incorporated”. It is referred to in this Constitution as “the association”.

3. Objects

- (1) The objects of the association are:
- (a) to represent, promote, foster and develop crafts, arts and related fields of design in Australia and in particular in the Australian Capital Territory and region;
 - (b) to encourage excellence in crafts, arts and related fields of design;
 - (c) to raise the profile of crafts, arts and related fields of design through appropriate means, including publications and electronic media;
 - (d) to encourage education in crafts, arts and related fields of design; and
 - (e) to work cooperatively with other crafts organisations and crafts people in Australia and overseas to promote Australian craft, arts and related fields of design.

4. Income and Property

- (1) The income and property of the association will be applied solely towards the promotion of the objects of the association. The profits of the association may not be distributed to the Members or any officer of the association. Nothing in this clause will prevent the payment in good faith of reasonable remuneration to any officers or employees of the association or to any Member in return for any services actually rendered to the association or for goods supplied in the ordinary and usual way of business.

- (2) Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Association and will only be used to further the Association's objects. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- (3) the fund will be administered by a management committee or a subcommittee of the management, a majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives in Craft ACT: Craft and Design Centre.
- (4) No monies/assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- (5) Receipts for gifts to the public fund must state:
 - a. the name of the public fund and that the receipt is for a gift made to the public fund
 - b. the Australian Business Number of the company
 - c. the fact that the receipt is for a gift: and
 - d. any other matter required to be included on the receipt pursuant to the requirements of the Income Tax assessment Act 1997.

PART 2 – MEMBERSHIP

5. Membership Qualifications

Persons or organisations with an interest in the crafts may apply for membership.

6. Application for Membership

- (1) A person or organisation may become a member of the association by:
 - (a) completing the relevant application, the form of which will be determined by the Management Committee from time to time;
 - (b) delivering the completed application to the association; and
 - (c) paying the relevant membership fee in accordance with rule 6.
- (2) The association must, following the successful application for membership, enter the applicant's name in the register of Members.

7. Membership Categories

- (1) The association will consist of Members in the following categories.
 - (a) **Accredited Professional Members:** practising crafts persons who:

- (i) demonstrate a significant commitment to and are considered leaders in their craft; and
 - (ii) satisfy the Accreditation Criteria.
 - (b) **Associate Members:** practising crafts persons who:
 - (i) demonstrate a commitment to their professional practice; and
 - (ii) satisfy the Accreditation Criteria.
 - (c) **Ordinary Members:** crafts persons and non-practitioners involved in the crafts industry and those interested in contemporary crafts in Australia.
 - (d) **Student Members:** persons who are:
 - (i) currently or who have in the last 12 months completed a course of study at a tertiary or secondary educational institution; or
 - (ii) apprenticed to or learning from a full-time practising crafts person.
 - (e) **Friends:** non-practising persons or organisations (such organisations include libraries, education and training institutions, government departments, art and design organisations, crafts guilds and groups).
 - (f) **Honorary Life Members:** members who in the opinion of the Management Committee have rendered distinguished service to the association.
- (2) Membership is not transferable and all rights and privileges and obligations terminate on cessation of membership.

8. Voting Rights

All Accredited Professional Members, Associate Members, Ordinary Members and Honorary Life Members may vote at any general or special meeting. Student Members and Friends are not eligible to vote at general or special meetings.

9. Membership Fees

- (1) Each Member must pay an annual membership fee at a rate determined for each category of membership by the Management Committee from time to time. Membership fees are payable by a date each year determined by the Management Committee from time to time.
- (2) Payment of the relevant membership fee entitles a Member to 12 months' membership in the association from the date determined by the Management Committee in rule 9(1).

10. Cessation of Membership

- (1) A person ceases to be a Member if the person:
 - (a) dies or, in the case of a body corporate, the body corporate is wound up;
 - (b) resigns from membership of the association;
 - (c) is expelled from the association; or
 - (d) fails to renew membership of the association.

11. Resignation of Membership

- (1) A Member may resign from membership of the association by first giving 7 days' notice in writing to the Secretary of the Member's intention to resign and, on the expiration of the period of the notice, the Member ceases to be a Member.
- (2) If a person ceases to be a Member, the Secretary will make an appropriate entry in the register of Members recording the date on which the member ceased to be a Member.

12. Members' Liabilities

The liability of a Member to contribute towards the payment of debts and liabilities of the association or the costs, charge and expenses of the winding up of the association is limited to \$10.

13. Disciplining of Members

- (1) If the Management Committee is of the reasonable opinion that a Member:
 - (a) has acted in a manner likely to bring the association into disrepute or lessen public confidence in it, or to reflect unfavourably on any other Member's reputation or practice, or who is convicted on any offence in the Australian Capital Territory or elsewhere which may be punishable by a term of imprisonment; or
 - (b) has persistently and wilfully acted in any other manner prejudicial to the interests of the association, the Management Committee may, by a simple majority, resolve to:
 - (i) reprimand the Member;
 - (ii) suspend the Member from such rights and privileges of membership of the association as the Management Committee may determine for a specified period; or
 - (iii) expel the Member from the association, and in addition, may bar the member from applying for membership for such period as it reasonably thinks fit.

- (2) If the Management Committee passes a resolution under rule 13(1), the Secretary must, as soon as practicable, cause a notice in writing to be served on the Member:
 - (a) setting out the resolution of the Management Committee and the grounds on which it is based;
 - (b) stating that the Member may address the Management Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the Member that the Member may:
 - (i) attend and speak at the meeting; and/or
 - (ii) submit to the Management Committee at or prior to the date of that meeting written representations relating to the resolution.
- (3) At a meeting of the Management Committee pursuant to rule 13(2), the Management Committee must:
 - (a)
 - (i) give to the Member an opportunity to make an oral representation; or
 - (ii) give due consideration to any written recommendations submitted to the committee by that Member at or prior to the meeting; and
 - (b) by resolution determine whether to confirm or to revoke the resolution of the Management Committee made under rule 13(1)
- (4) If the Management Committee confirms a resolution under rule 13(3), the Secretary must, within 7 days after that confirmation, by notice in writing inform the Member of that confirmation and of the Member's right of appeal.
- (5) A resolution confirmed by the Management Committee under rule 13(3) will not take effect:
 - (a) if the Member does not exercise his or her right of appeal within the period specified in rule 14 until the expiration of the period within which the Member is entitled to appeal against the resolution; or
 - (b) if the Member exercises his or her right of appeal within the period specified in rule 14, until the Members confirm the resolution in accordance with rule 11(3).
- (6) A resolution of the Management Committee under rule 13(1) will not be effective unless, all requirements and procedures set out in rule 13 are complied with.

14. Right of Appeal of Disciplined Member

- (1) A Member may appeal to the association in a general meeting against a resolution of the Management Committee which is confirmed under rule 13(3), within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a written notice to that effect.
- (2) Within 14 days of receipt of a notice under rule 14(1), the Secretary must notify the Management Committee, which will convene a general meeting of the association to be held within 28 days after the date on which the Secretary received the notice or as soon as possible after that date.
- (3) At a general meeting of the association convened under rule 14(2):
 - (a) no business other than the question of the appeal will be transacted;
 - (b) the Management Committee and the Member will be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the Members present will vote by secret ballot on the question of whether the resolution made under rule 13(3), that the resolution is confirmed.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under rule 13(3), the resolution is confirmed.

PART 3 – THE MANAGEMENT COMMITTEE

15. Powers of the Management Committee

- (1) Subject to the Act, the Regulation, these rules, and to any resolution passed by the association in general meeting, the Management Committee:
 - (a) will manage the affairs of the association;
 - (b) may exercise all 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 Management Committee to be necessary or desirable for the proper management of the affairs of the association.

16. Constitution and membership of the Management Committee

- (1) The Management Committee will be comprised of a minimum of 7 and a maximum of 9 voting Members and consist of:
 - (a) the office-bearers of the association;
 - (b) Members, each of whom must be elected pursuant to rule 17 or appointed in accordance with rule 16(6); and
- (2) The Executive Director and the immediate past president (if that person is willing to serve) will be non-voting members of the Management Committee.
- (3) The office-bearers of the association will be:
 - (a) the President;
 - (b) the Vice President;
 - (c) the Treasurer; and
 - (d) the Secretary.
- (4) Each office-bearer must be a voting Member.
- (5) Each member of the Management Committee will, 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, except that a member who has served 6 successive Management Committees will not be eligible to be nominated for election or be entitled to be appointed or co-opted to the Committee for a period of one year following the retirement of the Committee on which he or she last served.
- (6) Subject to rule 17(3), in the event of a vacancy in the membership of the Management Committee, the Management Committee may appoint a voting Member to fill the vacancy and the Member appointed will hold office, subject to these rules, until the conclusion of the annual general meeting following the date of the appointment.
- (7) Subject to rule 17(3), the Management Committee may co-opt any person to its membership for such periods as it thinks fit, but not exceeding the term of that Management Committee. A co-opted member will be entitled to vote at a meeting of the Management Committee, but will not form part of the quorum. The number of co-opted members serving on the Management Committee at any time may not exceed the quorum.
- (8) The Management Committee will appoint a public officer for the association at the first meeting immediately after the annual general meeting.

17. Composition of Management Committee

- (1) A member of the Management Committee must have skills in, or at least 2 years experience in, one or more of the following areas:
 - (a) professional practitioners of the crafts; arts and related fields of design;
 - (b) arts or public sector administration;
 - (c) business management; or
 - (d) accounting or law
- (2) To the extent that it is reasonably practicable, the Management Committee must be constituted by at least one member from each of the areas of skills set out in rule 17(1).
- (3) If the Management Committee:
 - (a) appoints a new Member pursuant to rule 16(6); or
 - (b) co-opts a person pursuant to rule 16(7),

that new Member must satisfy rule 17(1) and the appointment or co-option must result in the skills-base required under rule 17(2).

18. Election of Management Committee Members

- (1) Nomination of candidates for election as office bearers of the association or as Ordinary Management Committee members must:
 - (a) be made in writing, signed by 2 voting Members and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) be delivered to the Secretary before the annual general meeting at which the election is to take place.
- (2) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be taken to be elected.
- (3) If insufficient nominations are received, any vacant positions remaining on the Management Committee will be deemed to be vacancies.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot will be held.

- (5) The ballot for the election of office bearers and Ordinary Management Committee members will be completed at the annual general meeting in such manner as the Management Committee may direct.

19. Secretary

- (1) The Secretary will, as soon as practicable after being appointed as Secretary, notify the association of his or her address.
- (2) The Secretary will be responsible for and oversee the keeping of minutes of:
 - (a) all elections and appointments of office-bearers and Ordinary Management Committee members;
 - (b) the names of members of the Management Committee present at a Management Committee meeting or a general meeting; and
 - (c) all proceedings at Management Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be confirmed by at least 2 Management Committee members presiding at that meeting or presiding at the next meeting.
- (4) The Secretary will give oral or written notice to all members of the Management Committee at least 48 hours before the time appointed for the holding of the meeting.
- (5) The Secretary may delegate any of his or her functions or duties under these rules to another Management Committee member or an employee of the association other than:
 - (a) this power of delegation: and
 - (b) a function imposed on the Secretary by the Act, by any other law of the Territory or by resolution of the association in general meeting.

20. Treasurer

The Treasurer will be responsible for and will oversee the financial management of the association by which the association:

- (1) collects and receives all moneys due to the association and makes payments authorised by the association; and
- (2) keeps 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.

21. Vacancies

For the purposes of these rules, a vacancy in the office of a member of the Management Committee occurs if the member:

- (1) dies;
- (2) ceases to be a Member;
- (3) resigns from office;
- (4) is removed from office pursuant to rule 22;
- (5) becomes an insolvent under administration within the meaning of the *Corporations Act 2001*;
- (6) suffers from mental or physical incapacity;
- (7) is disqualified from office under section 63(1) of the Act; or
- (8) is absent without the consent of the Management Committee for 3 successive meetings.

22 Removal of Committee Members

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

23. Committee Meeting and Quorum

- (1) The Management Committee will meet not less than once in every 2 months in each year at such place and time as the Management Committee may determine.
- (2) Additional special meetings of the Management Committee may be convened by any Member of the Management Committee.
- (3) Oral or written notice of a special meeting of the Management Committee will be given by the Secretary to each member of the Management Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Management Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a special meeting given under rule 23(3) will specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business which the Management Committee members present at the meeting unanimously agree to treat as urgent business.

- (5) Not less than 4 members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- (6) No business may be transacted by the Management Committee unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the meeting stands adjourned until a date time and place to be determined by the Management Committee members attending the adjourned meeting.
- (7) If at the adjourned meeting, a quorum is not present within half an hour after the time appointed for the meeting, the meeting will be dissolved.
- (8) At meetings of the Management Committee:
 - (a) the President will chair the meeting; or in the absence of the President, the Vice President will preside; or
 - (b) if the President and Vice President are absent, 1 of the remaining members of the Management Committee may be chosen by the members present to preside.

24. Delegation by Management Committee to sub-committee

- (1) The Management Committee may, delegate to one or more sub-committees (consisting of such member or members of the association as the Management Committee thinks fit) the exercise of much of the functions of the Management Committee as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a function imposed on the Management 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 limitation as to the exercise of any function, or as time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule 24, the Management 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 done or suffered by the Management Committee.

- (6) The Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) A register of sub-committees must be maintained by the Secretary.

25. Voting and Decisions

- (1) Questions arising at the meeting of the Management Committee or of any sub-committee appointed by the Management Committee must be determined by a majority of the votes of voting members of the Management Committee or sub-committee present at the meeting.
- (2) Unless expressed to the contrary, any decision or resolution required under these rules must be made by a majority of the votes of voting members of the Management Committee or sub-committee present at the relevant meeting.
- (3) Each voting member present at the meeting of the Management Committee or of any sub-committee appointed by the Management 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 motion will be decided in the negative.
- (4) Subject to there being a quorum, the Management Committee may act notwithstanding any vacancy on the Management Committee.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by the sub-committee appointed by the Management Committee, is valid and effective notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-committee.

26. Accreditation Panel

- (1) An accreditation panel of 5 persons who have a demonstrated expertise or commitment to the crafts will be appointed by the Management Committee. Two reserve panellists will also be similarly appointed.
- (2) The accreditation panel will assess all applications for accreditation as an Accredited Professional Member in accordance with the Accreditation Criteria.

PART 4 – GENERAL MEETINGS

27. General Meetings

At any general meeting, Members who are not entitled to vote under rule 8 are entitled to be present and may speak to any question before the chair as the chair of the meeting may permit.

28. The Annual General Meeting

- (1) The annual general meeting of the Members will be held not later than the last day in March each year, or at such other date as the Management Committee may determine. Notice of the annual general meeting must be given to the Members no later than 14 days prior to the proposed date of the annual general meeting.
- (2) In addition to other business which may be transacted, the business of the annual general meeting will 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 Management Committee reports on the activities of the association during the last preceding financial year;
 - (c) to elect members of the Management Committee, including office-bearers; and
 - (d) to receive and consider the statement of account and the reports that are required to be submitted to Members pursuant to section 73(1) of the Act.

29. General Meetings – calling of

- (1) The Management Committee may, whenever it thinks fit, convene a general meeting of the association.
- (2) The Management Committee must, on written request of not less than 5% of the total number of voting Members, or in writing of 3 members of the Management Committee, convene a general meeting of the association.
- (3) A request by Members for a general meeting:
 - (a) will state the purpose or purposes of the meeting;
 - (b) must be signed by the Members making the requisition;
 - (c) must 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 request.
- (4) If the Management Committee fails to convene a general meeting within 1 month after the date on which a requisition of Members for the meeting is lodged with

the Secretary, any 1 or more of the Members who made the request may convene a general meeting to be held not more than 3 months after that date.

- (5) A general meeting convened by a Member or Members referred to in rule 29(4) will be conducted as nearly as is practicable in the same manner as general meetings are convened by the Management Committee.

30. 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 must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by post to each Member at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Notice to Members of a general meeting or other matter may be included with or for a part of the association's newsletter or other publication (including electronic publications) of the association provided that the newsletter or publication contains a prominent reference to the fact that it contains such notice.
- (3) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in rule 31(1) specifying, in addition to the matter required under that rule, the intention to propose the resolution as a special resolution.
- (4) No business other than that specified in the notice convening a general meeting may be transacted at the meeting except, in the case of an annual general meeting, businesses which may be transacted pursuant to rule 28(2).
- (5) A Member wishing to bring any business before a general meeting may give notice in writing of that business to the Secretary who will include that notice from the Member.

31. General Meetings – procedure and quorum

- (1) No item of business may be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time of the meeting is considering that item.
- (2) 10% of the voting Members present in person not being less than 6 in number constitute a quorum for the transaction of the business of the general meeting.
- (3) If within half an hour after the appointment time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of the Members will be dissolved and in any other case will 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 not less than 3 will constitute a quorum).

32. Presiding Member

The President, or if the President is not present the Vice President, will preside at every general meeting of the association. If within 15 minutes of the time appointed for the holding of the meeting neither the President nor the Vice President is present and willing to act, the voting Members present will choose one of the Members of their number to be chair. While the chair is vacant no business other than the election of chair will be dealt with at a general meeting.

33. Adjournment

- (1) The Members presiding at a general meeting at which a quorum is present may, with the consent of the majority of the Members present at the meeting, adjourn the meeting from time to time and place to place, but no business will 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 stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting. This period of notice will not be less than 3 days.
- (3) Except as provided in rules 33(1) and 33(2) notice of an adjournment of a general meeting is not required to be given.

34. Making of decisions

- (1) A question arising at a general meeting of the association will be determined on a show of hands by the Members and unless a poll is demanded, a declaration by the person presiding that a resolution has on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (2) At a general meeting of the association, a poll or secret ballot may be demanded by the person presiding or by not less than 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 person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case, in such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter will be the resolution of the meeting in that matter.

35. Voting

- (1) Upon any question arising at a general meeting of the association a Member has one vote only.
- (2) All votes must be given personally or by proxy to the chair.
- (3) In the case of an equality of votes on a question at a general meeting the motion must be decided in the negative.
- (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 current year.
- (5) All non-Members will only be entitled to be present and may speak to any question before the chair as the chair may permit.

36. Appointment of Proxies

- (1) Each Member will be entitled to appoint the chair as a proxy by notice given to the Secretary no later than immediately prior to the commencement of the meetings in respect of which the proxy is appointed.
- (2) The notice appointing the proxy will be in the form of the Appendix to these rules, as amended from time to time.

37. Resolution of Business Without Convening a General Meeting

- (1) If any matter arises affecting the association, apart from a proposal to amend these rules or wind up or dissolve the association, the Management Committee

instead of convening a general meeting may give to voting Members written notice of the nature of the matter and request their opinion on it.

- (2) The voting Members, within 14 days of sending the notice or such longer period that the Management Committee may determine, may give their opinion in writing.
- (3) The decision of the majority of Members will be deemed for all purposes to be a resolution of voting Members carried at a general meeting.

PART 5 – MISCELLANEOUS

38. Finance

- (1) All money received by or on behalf of the association must be paid into a banking, building society or credit union account in the name of the association, or if the Management Committee so directs, placed on interest bearing deposit with a reputable financial institution providing that facility.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Management Committee or employees of the association, being members of the Management Committee or employees authorised to do so by the Management Committee.
- (3) Money received by the association on behalf of or which is to be wholly or partly paid to another person may be deposited in any account operated by the association.
- (4) The association will, as soon as practicable after receiving any money, issue an appropriate receipt.
- (5) Subject to any resolution passed by the association in general meeting, the funds of the association must be used in pursuance of the objects of the association in such a manner as the Management Committee determines.
- (6) Proper accounts must be kept of funds received and expended by the association, and of the assets and liabilities of the association. The accounts of the association must be audited at least one month prior to the annual general meeting each year.
- (7) The Management Committee must:
 - (a) ensure that it is provided with monthly financial reports for the association; and
 - (b) endorse or approve those reports at the next available general meeting of the Management Committee.

39. Audit

- (1) At the annual general meeting of the association the voting Members must appoint a person who is not a Member, as auditor.
- (2) If an appointment is not made at the annual general meeting or if a casual vacancy occurs in the office of the auditor, the Management Committee must appoint an auditor for the balance of the term of that committee.
- (3) The auditor must certify the correctness of the accounts of the association and will report on those accounts to the annual general meeting.

40. Custody of Books

Subject to this Act, the Regulations and these rules, the Secretary will be responsible for and oversee the keeping of all records, and other documents or securities relating to the association.

41 Service of Notices

- (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any Member at the Members address shown in the register of Members.
- (2) If a document is sent to a person by properly addressing, preparing and posting to the person a letter containing the document, the document will, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

42. Surplus property

- (1) If upon the winding up or dissolution of the public fund, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 (the Act) and listed on the Register of Cultural Organisations maintained under the Act.
- (2) Any proposed amendments or alterations to provisions for the public fund will be notified to the Department responsible for the administration of the Register of Cultural Organisations to assess the effect of any amendments of the public fund's continuing deductible gift recipient status.

43 Provision for the Common Seal

The common seal of the association will be in the form of a rubber stamp inscribed with the name “Craft ACT Craft and Design Centre Incorporated” and the words “Common Seal”. The seal of the association will not be affixed to any instrument except by the authority of the Management Committee and affixing must be attested by the signature of 1 Member of the Management Committee or any person authorised by the Management Committee in writing to do so.

44. Winding up

- (1) If more than 51% of the voting Members determine at a general meeting at which due notice of the winding up has been given, the association will be wound up.
- (2) If on winding up or dissolution of the association there remains after the satisfaction of all debts and liabilities and money or property whatsoever, that money or property must not be paid or distributed among the Members but must be given or transferred to some other association or institution in the Australian Capital Territory or elsewhere in Australia which has objects similar to the objects of the association and which prohibits the distribution of its income and property among its members upon its winding up or dissolution.
- (3) In the event of its being wound up or dissolved, every Member will contribute such amount as may be required, but not exceeding \$10, to the assets of the association for payment of the debts and liabilities of the association and costs, charges and expenses of winding up.

45 Amendment to Constitution

Any amendment to the Constitution of the association will only be effective, if both approved by two thirds of the members of the Management Committee and ratified by a simple majority of voting Members present and voting at a subsequent general meeting.

46 Public Officer

- (1) The Management Committee must appoint a person of at least 18 years of age and who resides in the Australian Capital Territory to be the Public Officer in accordance with the Act.
- (2) If the office of Public Officer becomes vacant the Management Committee must within 14 days after the vacancy occurred, appoint some other person to be the Public Officer in his or her place in accordance with the Act.

APPENDIX

CRAFT ACT CRAFT AND DESIGN CENTRE INCORPORATED

FORM OF APPOINTMENT OF PROXY

Rule 36(2)

I,
(full name)

of
(address)

appoint the chair of the general meeting as my proxy to vote for me on my behalf at the general meeting of the association (Annual General Meeting or other General or Special Meeting, as the case may be) to be held on.....day of.....200.... and at any adjournment of that meeting.

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

.....
(signature of member appointing proxy)

.....
(name in capital letters)

(** to be inserted if desired)

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