

CRAFT+ DESIGN CANBERRA

Constitution of Craft + Design Canberra Incorporated

March 2024

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Craft + Design Canberra 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 Board of Management.

Act means the *Associations Incorporation Act 1991* (ACT) as amended from time to time.

ACT Law Society means the law society of the Australian Capital Territory established under the *Legal Profession Act 2006* (ACT).

Annual General Meeting or AGM means the Association's annual general meeting.

Association means Craft + Design Canberra Incorporated.

Auditor means a registered company auditor appointed pursuant to rule 44.

Board of Management means the committee established in accordance with section 60(1) of the Act that has the management of the Association.

Board Member means a member of the Board of Management and includes an office-bearer.

Chair means the Chair of the Association, or any person authorised to act in that capacity.

Chief Executive Officer means a person appointed by the Board of Management to fulfil the role of chief executive officer for the duration of their appointment in that position.

Craft includes art, architecture, and design related disciplines.

Member means a member of the Association as defined in rule 7.

Month means a calendar month.

Ordinary Board Members means a member of the Board of Management who is not an office-bearer.

Regulations means the *Associations Incorporation Regulation 2023* (ACT) as amended from time to time.

Secretary means the secretary of the Association, or any person authorised to act in that capacity.

Special Resolution means a resolution passed in accordance with section 70 of the Act.

Treasurer means the 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 8.

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.
 - (c) a requirement to provide written notice can be satisfied by post, email or other electronic means.
- (3) The provisions of the *Legislation Act 2001 (ACT)* and the *Electronic Transactions 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 + Design Canberra Incorporated”. It is referred to in these rules 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 and promote 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 of the Association

- (1) The Association’s funds may be derived from the following sources only:
 - (a) the joining fees and annual membership fees payable by Members;
 - (b) grants;
 - (c) self generated income;
 - (d) donations; and
 - (e) any other sources as determined by the Board of Management, subject to:
 - (i) section 114 of the Act; and

- (ii) a resolution passed by the Association at a general meeting.
- (2) As soon as practicable after receiving money, the Association must:
 - (a) deposit the money, without deduction, to the credit of the Association's authorised deposit-taking institution account, and
 - (b) issue a receipt for the amount of money received to the person from whom the money was received.
- (3) 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.
- (4) 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.
- (5) The fund will be administered by the Board of Management or a subcommittee of the Board of 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 of the Association.
- (6) 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.
- (7) 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 Association;
 - (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* (Cth).

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 Board of Management from time to time;
 - (b) delivering the completed application to the Association; and
 - (c) paying the relevant membership fee in accordance with rule 9.
- (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:

Voting Members

- (a) **Honorary Life Members:** Members who in the opinion of the Board of Management have rendered distinguished service to the Association;
- (b) **Accredited Professional Members:** practicing craft artists or designers who:
 - (i) demonstrate a significant commitment to and are considered leaders in their craft; and
 - (ii) satisfy the Accreditation Criteria;
- (c) **Maker Members:** practicing craft artists and designers involved in the craft and design industry;
- (d) **Board Members;**

Non-Voting Members

- (e) **Student Members (non-voting):** persons who are:
 - (i) currently undertaking, 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 practicing craftsperson or designer;
 - (f) **Organisational Members (non-voting):** organisations (such organisations include art and design organisations, crafts guilds and groups, libraries, education and training institutions and government department);
 - (g) **Friends (non-voting):** persons who are supporters of 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, Maker Members, Honorary Life

Members and Board Members may vote at any general or special meeting. Student Members, Organisational 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 Board of Management from time to time. Membership fees are payable by a date each year determined by the Board of Management from time to time.
- (2) Payment of the relevant membership fee entitles a Member to 12 months' membership of the Association from the date determined by the Board of Management 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. 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 the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to \$10.

13 Disciplining of Members

- (1) If the Board of Management 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;
 - (b) is convicted of any offence in the Australian Capital Territory or elsewhere which may be punishable by a term of imprisonment; or
 - (c) has persistently and wilfully acted in any other manner prejudicial to the interests of the Association,

the Board of Management may, by a simple majority, resolve to:

- (d) reprimand the Member;
 - (e) suspend the Member from such rights and privileges of membership of the Association as the Board of Management may determine for a specified period; or
 - (f) 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 Board of Management 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 Board of Management and the grounds on which it is based;
 - (b) stating that the Member may address the Board of Management 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 they may:
 - (i) attend and speak at the meeting; and/or
 - (ii) submit to the Board of Management at or prior to the date of that meeting written representations relating to the resolution.
- (3) At a meeting of the Board of Management pursuant to rule 13(2), the Board of Management must:
- (a) give to the Member an opportunity to make an oral representation; or
 - (b) give due consideration to any written recommendations submitted to the Board of Management by that Member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution of the Board of Management made under rule 13(1).
- (4) If the Board of Management 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 Board of Management 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 14(4).

- (6) A resolution of the Board of Management 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 Board of Management 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 Board of Management, 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 Board of Management 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) is to be confirmed or revoked.
- (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.

15 Dispute Resolution

- (1) The dispute resolution procedure in this clause applies to disputes (disagreements) under these rules between a Member or Board Member and:
 - (a) one or more Members
 - (b) one or more Board Members, or
 - (c) the Association.
- (2) A Member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under rule 13 until the disciplinary procedure is completed.
- (3) Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it, or within a timeframe agreed by those involved.
- (4) If those involved in the dispute do not resolve it under rule 15(3), they must within 10 days (or within a timeframe agreed by those involved):
 - (a) tell the Board of Management about the dispute in writing;
 - (b) agree or request that a mediator be appointed; and
 - (c) attempt in good faith to settle the dispute by mediation.

- (5) The mediator must:
 - (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - (i) for disputes between Members, a person chosen by the Board Members, or
 - (ii) for other disputes, a person chosen by the President of the ACT Law Society.
- (6) A mediator chosen by the Board Members under rule 15(5)(b)(i):
 - (a) may be a Member or former Member of the Association;
 - (b) must not have a personal interest in the dispute; and
 - (c) must not be biased towards or against anyone involved in the dispute.
- (7) When conducting the mediation, the mediator must:
 - (a) allow those involved a reasonable chance to be heard;
 - (b) allow those involved a reasonable chance to review any written statements;
 - (c) ensure that the mediation is conducted in a manner free from bias; and
 - (d) not make a decision on the dispute.

Part 3 The Board of Management

16 Powers of the Board of Management

- (1) Subject to the Act, the Regulation, these rules, and to any resolution passed by the Association in general meeting, the Board of Management:
 - (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 Board of Management to be necessary or desirable for the proper management of the affairs of the Association.

17 Constitution and Membership of the Board of Management

- (1) The Board of Management will be comprised of a minimum of 7 and maximum of 9 voting Members (as defined in rule 7) in a voluntary capacity and consists of:
 - (a) the office-bearers of the Association; and
 - (b) other Board Members who are not office-bearers of the Association, each of whom must be elected pursuant to rule 18 or appointed in accordance with rule 17(6).

- (2) The immediate past Chair (if that person is willing to serve) will be a Board Member for one year immediately following the end of that person's tenure as Chair but is not included in the minimum and maximum number of Board Members as set out in rule 17(1) and is not entitled to vote on Board of Management business.
- (3) The office-bearers of the Association will be:
 - (a) the Chair;
 - (b) the Deputy Chair;
 - (c) the Treasurer; and
 - (d) the Secretary.
- (4) Each office-bearer must be a voting Member as defined in rule 7.
- (5) Each Board Member 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 six successive years on the Board of Management will not be eligible to be nominated for election or be entitled to be appointed or co-opted to the Board of Management for a period of one year following their retirement from the Board of Management, except in the case of the immediate past Chair.
- (6) Subject to rule 18(3), in the event of a vacancy in the membership of the Board of Management, the Board of Management may appoint a voting Member to fill the vacancy and the Board 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 18(3), the Board of Management may co-opt any person to its membership for such periods as it thinks fit, but not exceeding the term of that Board of Management. A co-opted Member will be entitled to vote at a meeting of the Board of Management but will not form part of the quorum. The number of co-opted Members serving on the Board of Management at any time may not exceed the quorum.
- (8) The Board of Management will appoint a public officer for the Association at the first meeting immediately after the Annual General Meeting.

18 Composition of Board of Management

- (1) A Board Member 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 Board of Management must be constituted by at least one Member from each of the areas of skills set out in rule 18(1)

- (3) If the Board of Management:
 - (a) appoints a new Member pursuant to rule 17(6); or
 - (b) co-opts a person pursuant to rule 17(7),
- (4) that new Member must satisfy rule 18(1) and the appointment or co-option must result in the skills-base required under rule 18(2).

19 Election of Board of Management Members

- (1) Nomination of candidates for election as office-bearers of the Association or as other Board 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 Board of Management will be taken to be vacant.
- (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 Board Members will be completed at the Annual General Meeting in such manner as the Board of Management may direct.

20 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:
 - (a) keeping of minutes of:
 - (i) all elections and appointments of office-bearers and Board Members and must lodge the notice required under section 62(1) of the Act (Notice of changes in committee);
 - (ii) the names of Board Members present at a Board of Management meeting or a general meeting; and
 - (iii) all proceedings at Board of Management meetings and general meetings;
 - (b) exercising any other function given to the secretary under the Act or these rules; and
 - (c) exercising any function given to the secretary by the Board of Management or the Members to achieve the Association's objects.
- (3) Minutes of proceedings at a meeting must be confirmed by at least 2 Board Members presiding at that meeting or presiding at the next

meeting.

- (4) The Secretary will give oral or written notice to all Board Members 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 Board 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.

21 Treasurer

- (1) The Treasurer will be responsible for, and will oversee, the financial management of the Association including:
 - (a) collecting and receiving all moneys due to the Association and making payments authorised by the Association;
 - (b) keeping 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, regularly made accessible and available to the Board of Management;
 - (c) keeping the accounting records required under section 71 of the Act;
 - (d) preparing the statement of accounts required under section 72 of the Act; and
 - (e) presenting the documents required under section 73 of the Act at the Annual General Meeting;
 - (f) lodging with the registrar-general any documents as may be required under section 79 of the Act;
 - (g) exercising any other function given to the Treasurer:
 - (i) under the Act or these rules; or
 - (ii) by the Board of Management or the Members to achieve the Association's objects
- (2) The Treasurer may delegate any of his or her functions or duties under these rules to another Board Member or an employee of the Association other than:
 - (a) this power of delegation: and
 - (b) a function imposed on the Treasurer by the Act, by any other law of the Territory or by resolution of the Association in general meeting.

22 Vacancies

- (1) For the purposes of these rules, a vacancy in the office of a Board Member occurs if the Board Member:
 - (a) dies;

- (b) does not pay their Membership fee;
- (c) ceases to be a Member;
- (d) resigns from office;
- (e) is removed from office pursuant to rule 23;
- (f) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
- (g) suffers from mental or physical incapacity;
- (h) is disqualified from office under section 63 of the Act; or
- (i) is absent without the consent of the Board of Management for 3 successive meetings.

23 Removal of Board of Management

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

24 Board of Management Meeting and Quorum

- (1) The Board of Management will meet not less than once in every 2 months in each year, or as close to once every 2 months as is reasonable, at such place and time as the Board of Management may determine.
- (2) Additional special meetings of the Board of Management may be called by any Board Member.
- (3) Oral or written notice of a special meeting of the Board of Management will be given by the Secretary to each Board Member at least 48 hours (or such other period as may be unanimously agreed upon by the Board Members) before the time appointed for the holding of the meeting.
- (4) Notice of a special meeting given under rule 24(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 Board Members present at the meeting unanimously agree to treat as urgent business.
- (5) Not less than 4 Board Members constitute a quorum for the transaction of the business of a meeting of the Board of Management.
- (6) No business may be transacted by the Board of Management 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 Board 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 Board of Management:
 - (a) the Chair will chair the meeting, or in the absence of the Chair, the

- Deputy Chair will preside; or
- (b) if the Chair and Deputy Chair are absent, 1 of the remaining Members of the Board of Management may be chosen by the Members present to preside.

25 Delegation by Board of Management to Sub-Committee

- (1) The Board of Management may, delegate to one or more sub-committees (consisting of such Member or Members of the Association as the Board of Management thinks fit) the exercise of much of the functions of the Board of Management as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a function imposed on the Board of Management 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 25, the Board of Management 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 Board of Management.
- (6) The Board of Management 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.
- (9) A sub-committee must keep minutes of meetings in accordance with rule 27 and report to the Board of Management.

26 Voting and Decisions

- (1) Questions arising at the meeting of the Board of Management or of any sub-committee appointed by the Board of Management must be determined by a majority of the votes of voting members of the Board of Management 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 Board of Management or sub-committee present at the relevant meeting.
- (3) Each voting member present at the meeting of the Board of Management

or of any sub-committee appointed by the Board of Management (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 Board of Management may act, notwithstanding any vacancy on the Board of Management.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board of Management or by the sub-committee appointed by the Board of Management, is valid and effective, notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board of Management or sub-committee.

27 Board of Management Meetings - Minutes

- (1) The Board of Management must ensure that minutes are taken and kept for each Board of Management meeting.
- (2) The following must be recorded in the minutes:
 - (a) the names of the Board Members at the meeting;
 - (b) whether the Board of Management agreed that the minutes of the previous meeting are correct;
 - (c) a description of the business conducted at the meeting;
 - (d) if a Board Member makes a disclosure of a material personal interest as required by section 65(1) of the Act:
 - (i) the nature and extent of the interest; and
 - (ii) the relation of the interest to the Association's activities; and
 - (e) any motion on which a vote is taken at the meeting and the outcome of the vote.
- (3) The Board of Management must keep the following records for each Board of Management meeting:
 - (a) Board of Management meeting notices;
 - (b) minutes of Board of Management meetings; and
 - (c) copies of documents considered at Board of Management meetings.

28 Accreditation Panel

- (1) An accreditation panel of 5 Members who have a demonstrated expertise or commitment to the crafts will be appointed by the Board of Management. 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.

29 Transaction of business outside meetings or by telephone or other means

- (1) The Board of Management may transact its business by the circulation of papers, including by electronic means, among all Board Members.
- (2) If the Board of Management transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Board Members, is taken to be a decision of the Board of Management made at a meeting of the Board of Management.
- (3) The Board of Management may transact its business at a meeting at which 1 or more Board Members participate by telephone or other electronic means, provided a Board Member who speaks on a matter can be heard by the other Board Members.
- (4) The Board Member presiding at the meeting and each other Board Member have the same voting rights as they would have at an ordinary meeting of the Board of Management for the purposes of:
 - (a) the approval of a resolution under rule 29(2), or
 - (b) a meeting held in accordance with rule 29(3).
- (5) A resolution approved under rule 29(2) must be recorded in the minutes of the meetings of the Board of Management.

Part 4 General Meetings of Association

30 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.

31 The Annual General Meeting (AGM)

- (1) The Annual General Meeting (AGM) of the Members will be held not later than the last day in March each year, or at such other date as the Board of Management may determine. Notice of the AGM must be given to the Members no later than 14 days prior to the proposed date of the AGM.
- (2) In addition to other business which may be transacted, the business of the AGM will be:
 - (a) to confirm the minutes of the last preceding AGM and of any general meeting held since that meeting;
 - (b) to receive from the Board of Management reports on the activities of the Association during the last preceding Financial Year;
 - (c) to elect Board Members , 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.

32 Convening of General Meetings

- (1) The Board of Management may, whenever it considers appropriate, convene a general meeting of the Association.
- (2) The Board of Management must, on written request of at least 5% of the total number of voting Members, or written request of at least 3 Board Members, 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 Board of Management 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 32(4) will be conducted as nearly as is practicable in the same manner as general meetings are convened by the Board of Management.

33 Notification

- (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 written notice to each Member, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Notice to Members of a general meeting or other matter may be included with or as 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 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 rule 33(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 31(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.

34 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) Fifteen Voting Members present constitutes a quorum for the transaction of the business of the general meeting and AGM.
- (3) If within 30 minutes 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 30 minutes after the time appointed for the commencement of the meeting, the Members present (being not less than 3) will constitute a quorum.

35 Presiding Member

The Chair, or if the Chair is not present the Deputy Chair, 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 Chair nor the Deputy Chair is present and willing to act, the voting Members present will elect a Member to preside at the meeting. While the position of chair is vacant no business other than the election of chair will be dealt with at a general meeting.

36 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 36(2) notice of an adjournment of a general meeting is not required to be given.

37 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.

38 Voting

- (1) Upon any question arising at a general meeting of the Association a Member entitled to vote under rule 8 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.

39 Appointment of Proxies

- (1) Each Member will be entitled to appoint the chair of the general meeting 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.

40 General Meetings - Minutes

- (1) The secretary, or another person authorised by the Board of Management, must take and keep minutes of each general meeting.
- (2) The following must be recorded in the minutes:
 - (a) the names of the Members present at the meeting;
 - (b) any authorisation of a proxy accepted by the Board of Management under rule 39;
 - (c) a description of the business conducted at the meeting;
 - (d) if a vote is taken at the meeting:

- (i) the motion on which the vote is taken; and
 - (ii) the outcome of the vote; and
 - (iii) whether the vote was taken orally, in writing, by a show of hands or by ballot; and
 - (iv) the number of votes by proxy.
- (3) The chair must review the minutes and approve them if they are correct.
- (4) The outcome of a vote on a matter at a general meeting is taken to be the resolution of the general meeting of the Members of the Association on the matter.

41 Virtual

- (1) A general meeting may be held in person or virtually or by a combination of methods that allows a Member to participate, engage or communicate with other Members present, if the Board of Management decides.
- (2) A Member who takes part in a general meeting conducted under rule 41(1)) is taken, for all purposes, to be present at the meeting.

42 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 Board of Management 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 Board of Management may determine, may give their opinion in writing.
- (3) The decision of the majority of Members will be taken to be for all purposes to be a resolution of voting Members carried at a general meeting.

Part 5 Miscellaneous

43 Finance

- (1) The financial year of the Association shall be the period beginning on the first day of January in each year and ending on the thirty-first day of December the same year.
- (2) All money received by or on behalf of the Association must be paid into an Australian banking, building society or credit union account in the name of the Association, or if the Board of Management so directs, placed on interest bearing deposit with a reputable financial institution providing that facility.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two Board Members or employees of the Association, being Board Members or employees authorised to do so by the Board of Management.

- (4) 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.
- (5) The Association will, as soon as practicable after receiving any money, issue an appropriate receipt.
- (6) 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 Board of Management determines.
- (7) Proper accounts must be kept of funds received and expended by the Association, and of the assets and liabilities of the Association. The accounts must be accessible and available in a form approved by the Board of Management. The accounts of the Association must be audited at least one month prior to the AGM each year.
- (8) The Board of Management must:
 - (a) ensure that it is provided with monthly financial reports for the Association; and
 - (b) endorse or approve or query those reports at the next available general meeting of the Board of Management.

44 Audit

- (1) At the AGM 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 AGM or if a casual vacancy occurs in the office of the auditor, the Board of Management must appoint an auditor for the balance of the term of that Board of Management.
- (3) The auditor must certify the correctness of the accounts of the Association and will report on those accounts to the AGM.

45 Custody and Inspection of Books

- (1) Subject to the 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.
- (2) The audited records, books and other documents of the Association must be open to inspection at a place in the Australian Capital Territory, free of charge, by a Member of the Association at any reasonable time.

46 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 Member's address or email address shown in the register of Members.
- (2) Unless the contrary is proved, for the purposes of these rules a notice is taken to have been served on a Member:
 - (a) in the case of a notice posted to the Member's address, at the time at which the notice would have been delivered in the ordinary

course of post, or

- (b) in the case of a notice emailed to the Member, on the date the email was sent.

47 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 the Association, 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* (Cth) and listed on the Register of Cultural Organisations maintained under that 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.

48 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 + Design Canberra Incorporated" and the words "Common Seal". The seal of the Association will not be affixed to any instrument except by the authority of the Board of Management and affixing must be attested by the signature of one Board Member or any person authorised by the Board of Management in writing to do so.

49 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 any 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.

50 Amendment to these rules

Any amendment to these rules will only be effective, if both approved by two thirds of the Members of the Board of Management and ratified by a Special Resolution.

51 Public Officer

- (1) The Board of Management 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 Board of Management 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 1

CRAFT + DESIGN CANBERRA INCORPORATED

FORM OF APPOINTMENT OF PROXY

Rule 39(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 (AGM or other General or Special Meeting, as the case may be) to be held on.....day 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 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