

PREAMBLE

The purpose of these amendments is to arrange for each of the present ten Branches of the Sydney Woodturners Guild Inc. (Guild)

- to incorporate separately,
- have the assets being lathes, saws, loose tools, books and magazines and any and all similar assets presently owned by the Guild and presently in possession of each of those Branches be listed and valued at their current resale value (not replacement value). Upon receipt of this valuation by the Guild and immediately after the Branch's incorporation and the opening of the incorporated entity's bank account the Guild shall make a grant of money to each such incorporated entity of a sum equivalent to the valuation referred to above to enable each incorporated entity to purchase those listed assets by paying such sum immediately to the Guild.
- for the Guild to be the peer entity for each of those incorporated Branches and other Clubs with similar woodturning ideals for the advancement and promotion of the craft of woodturning and related activities to the community at large,
- for those new incorporated Branches to become the first of the affiliated entities of the Guild
- The Guild will pay for all necessary costs associated with the incorporation of each Branch pursuant to the Associations Incorporations Act 1984.
- The Branches to be incorporated are
 - Bankstown
 - Eastern
 - Hawkesbury
 - Hornsby
 - Macarthur
 - Menai
 - Peninsula
 - Southern
 - Southern Highlands
 - Western & Blue Mountains
- Each Branch upon incorporation pursuant to these writings shall undertake to become affiliated with the Guild and remain affiliated for a minimum of 3 years from the date of the Branch's incorporation by signing the "Application for Affiliation Membership".
- The Guild is presently the lessee of any and all properties used by the respective Branches. Upon incorporation it shall be incumbent upon the respective incorporated

Branches to negotiate a transfer of the lease from the Guild to themselves or the cancellation of the present lease with the Guild in favour of a lease directly with themselves. To ensure these negotiations do not delay the implementation of these presents the Guild will continue to be the Lessee until a transfer or cancellation occurs and shall give the incorporated Branch a sub lease and/or right of occupancy for the remainder of the term of the lease provided they remain an affiliate and provided that those incorporated Branches undertake to pay and do pay all rents and outgoings on a timely basis and conform to the respective lease conditions applicable to each Branch's occupancy. In the alternative and where appropriate the Guild will sign a bare deed of trust with respect to the property in favour of the appropriate incorporated affiliated entity.

- Monies currently held by each Branch at the date of their incorporation whether in a bank or similar account or in hand shall be granted by the Guild to each respective incorporated Branch and upon each Branch's incorporation that entity shall immediately open a Bank or similar account in the name of the new entity and transfer all such grant monies previously referred to that account closing all other accounts.
- The Guild is the current owner of a number of intellectual property rights including but not limited to the badge, the design inherent in that badge and the masthead of "By Hand & Eye" and this entity shall remain the owner of those intellectual property rights providing reasonable usage of those rights to the affiliated clubs. If a club ceases to be affiliated then any right to use any of those rights shall be immediately cancelled.

Objectives:

1. To promote the craft of woodturning directly or via affiliated clubs.
2. To be the peer entity for any and all affiliated clubs.
3. To bring together individuals interested in woodturning.
4. To exchange woodturning ideas and knowledge among members through such avenues as:
 - Discussions
 - Seminars
 - Scholarship
 - Demonstrations
 - Recurring education
 - Competitions
5. To encourage interest in the craft of woodturning through the display of wood turned articles at exhibitions, shows, fairs, etc.
6. To inform members of the availability of turnery timbers and associated items, and where possible arrange purchase prices advantageous to members.
7. To seek a progressive influence in the design and techniques of the craft of woodturning.

- 8 To provide administrative assistance in any way appropriate to affiliated Clubs including but not limited to group insurance coverage and formation of new incorporated clubs.
- 9 To publish the magazine “By Hand & Eye” or any successor or affiliated publications and to provide it to all members of affiliated clubs
- 10 These objectives should be construed in the broadest sense and should cover all facets of wood and other materials crafting.

RULES

Part 1 Preliminary

1 Definitions

- (1) In these rules:

Commissioner means the Commissioner of the Office of Fair Trading.

ordinary member means a member of the committee who is not an office-bearer of the association, as referred to in rule 14 (2).

secretary means:

- (a) the person holding office under these rules as secretary of the association, or
- (b) if no such person holds that office—the public officer of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the Associations Incorporation Act 1984.

the Regulation means the Associations Incorporation Regulation 1999.

- (2) In these rules:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (c) A reference to this Association shall be referred to as “the Guild”

- (3) The provisions of the Interpretation Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Part 2 Membership

2 Membership qualifications

A person is qualified to be a member of the Guild if, but only if:

- (a) the person is a person referred to in section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a member of the Guild at any time after incorporation of the Guild under the Act, or
- (b) the person is a natural person:
 - (i) who has been nominated for membership of the Guild as provided by rule 3, and
 - (ii) who has been approved for membership of the Guild by the committee of the Guild.

3 Nomination for membership

- (1) Each affiliated association pursuant to Rule (43) shall nominate up to three persons for membership of the Guild who are members of their affiliated association:
 - (a) must be made in writing in the form setout in Appendix 1 to these rules and
 - (b) must be lodged with the secretary of the Guild.

all other members of that association to be known as affiliated members of the Guild.

- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the committee makes that determination, the secretary must notify the nominee and the nominating affiliated association, in writing, that the committee approved or rejected the nomination (whichever is applicable).
- (4) The secretary must within 7 days enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Guild.

4 Cessation of membership

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

- (a) dies, or
- (b) resigns membership from the Guild or the nominating affiliated association,
- (c) is expelled from the Guild or the nominating affiliated association, or
- (d) is replaced by the nominating affiliated association

5 Membership entitlements not transferable

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

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

6 Resignation of membership

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

7 Register of members

- (1) The public officer and/or the Secretary of the Guild must establish and maintain a register of members of the Guild specifying the name and address of each person who is a member of the Guild together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the Guild and must be open for inspection, free of charge, by any member of the Guild at any reasonable hour.
- (3) A member of the Guild may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

8 Fees and subscriptions

- (1) An association must, on admission to affiliation membership, pay to the Guild a fee of \$1 per member of the affiliated association or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the affiliated association under clause (1), an affiliated association must pay to the Guild an annual affiliation fee of \$2 per member of that affiliated association as determined by that affiliated associations Register of Members on 30 June each year or, if some other amount is determined by the committee, that other amount before 31 July in each calendar year. Failure to comply will mean the association and its members are un-financial and no longer affiliated members of the Guild.
- (3) An affiliated association who has a member become a financial member after 30 June must pay the amount determined by the Committee to the Guild within one (1) month of the member becoming a financial member of the affiliated association.
- (4) For members who join after 31st March, the Affiliated Associations are exempt from paying an affiliation fee in the ensuing year.

9 Members' liabilities

The liability of a member of the Guild to contribute towards the payment of the debts and liabilities of the Guild or the costs, charges and expenses of the winding up of the Guild is

limited to the amount, if any, unpaid by the affiliated associations in respect of which membership of the Guild as required by rule 8. Affiliated association nominated members pursuant to 3 above shall not be liable to contribute personally towards the payment of the debts and liabilities of the Guild or the costs, charges and expenses of the winding up of the Guild.

10 Resolution of internal disputes

- (1) Disputes between members (in their capacity as members) of the Guild, disputes between affiliated associations of the Guild, and disputes between members, affiliated associations and the Guild, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

11 Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the Guild, a member of an affiliated association and/or an affiliated association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Guild.
- (2) On receiving such a complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member and/or affiliated association concerned, which notice shall include full details, with copies of correspondence and documents relative to the matter, (Provided however the name(s) of the complainant(s) may be withheld at the discretion of the committee), and
 - (b) must give the member and/or the affiliated association at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member and/or affiliated association in connection with the complaint.
- (3) The committee may, by resolution, expel the member and/or affiliated association from the association or suspend the member and/or affiliated association from membership of the Guild if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a member and/or affiliated association, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member and/or affiliated association of the action taken, of the reasons given by the committee for having taken that action and of the member's and/or affiliated association's right of appeal under rule 12.
- (5) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member and/or affiliated association is entitled to appeal against the resolution concerned, or

- (b) if within that period the member and/or affiliated association exercises the right of appeal, unless and until the association confirms the resolution under rule 12 (5),
whichever is the later.

12 Right of appeal of disciplined member and/or affiliated association

- (1) A member and/or affiliated association may appeal to the Guild in general meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the member and/or affiliated association, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member and/or affiliated association intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member and/or affiliated association under clause (1), the secretary must notify the committee which is to convene a general meeting of the Guild to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member and/or affiliated association must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the Guild passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 The committee

13 Powers of the committee

The committee is to be called the committee of management of the Guild and, subject to the Act, the Regulation and these rules and to any resolution passed by the Guild in general meeting:

- (a) is to control and manage the affairs of the Guild, and
- (b) may exercise all such functions as may be exercised by the Guild, other than those functions that are required by these rules to be exercised by a general meeting of members of the Guild, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Guild.

14 Constitution and membership

Subject in the case of the members of the committee to section 21 of the Act, the committee is to consist of:

- (1) The office-bearers of the Guild,

each of whom is to be elected at the annual general meeting of the Guild under rule 15 and one nominated member from each affiliated association.
- (2) The office-bearers of the association are to be:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary,
 - (e) the number of general committee members to bring the total number on the committee to that defined in Rule 14(1) above.
- (3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Guild to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

15 Election of members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:
 - (a) must be made in writing, signed by 2 members of the Guild and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the Guild at least 21 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held. However if a nominated member for a position which is contested has been in that position for the immediate 3 preceding term of office then that nominated member shall withdraw his or her nomination.
- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

16 Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the committee,
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) In conjunction with the Public Officer maintain the Register of Members in the prescribed manner

17 Treasurer

It is the duty of the treasurer of the Guild to ensure:

- (a) that all money due to the Guild is collected and received and that all payments authorised by the Guild are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Guild, including full details of all receipts and expenditure connected with the activities of the Guild.

18 Casual vacancies

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

- (a) dies, or
- (b) ceases to be a member of the Guild and/or affiliated association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

19 Removal of member

- (1) The Guild in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by

resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

- (2) If a member of the committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Guild, the secretary or the president may send a copy of the representations to each member of the Guild or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20 Meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (c) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

21 Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
 - (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
 - (4) Despite 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 in writing, revoke wholly or in part any delegation under this rule.
 - (7) A sub-committee may meet and adjourn as it thinks proper.

22 Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 20 (5), the committee may act despite 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 by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 General meetings

23 Annual general meetings—holding of

- (1) With the exception of the first annual general meeting of the Guild, the Guild must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Guild, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act, and

- (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26 (3) of the Act.

24 Annual general meetings—calling of and business at

- (1) The annual general meeting of the Guild is, subject to the Act and to rule 23, to 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 is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the Guild during the last preceding financial year,
 - (c) to elect office-bearers of the Guild and ordinary members of the committee,
 - (d) to receive and consider the statement which is required to be submitted to members under section 26 (6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

25 Special general meetings—calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Guild.
- (2) The committee must, on the requisition in writing of nominated members from at least 3 affiliated associations convene a special general meeting of the Guild.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (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 requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are

convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by the Guild for any expense so incurred.

26 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Guild, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Guild, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27 Procedure

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

28 Presiding member

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

29 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30 Making of decisions

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

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

31 Special resolution

A resolution of the association is a special resolution:

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

32 Voting

- (1) On any question arising at a general meeting of the Guild a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.

- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the Guild unless all money due and payable by the member's nominating affiliated association or proxy to the Guild has been paid, other than the amount of the annual subscription payable in respect of the then current year.

33 Appointment of proxies

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

Part 5 Miscellaneous

34 Insurance

The Guild may effect and maintain insurance for itself and for each affiliated association .

35 Funds—source

- (1) The funds of the Guild are to be derived from entrance fees and annual subscriptions of affiliated associations, donations and other income derived from undertaking the objectives of the Guild, subject to any resolution passed by the Guild in general meeting, such other sources as the committee determines.
- (2) All money received by the Guild must be deposited as soon as practicable and without deduction to the credit of the Guild's bank account.
- (3) The Guild must, as soon as practicable after receiving any money, issue an appropriate receipt.

36 Funds—management

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

37 Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Guild.

38 Common seal

- (1) The common seal of the Guild must be kept in the custody of the public officer.

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

39 Custody of books

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

40 Inspection of books

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

41 Service of notices

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

42 LIFE MEMBERSHIP

The committee, *"by notice of motion at the previous committee meeting"*, confirmed by ordinary resolution at an Annual General Meeting, where it is deemed fitting, may bestow life membership on a member who has 10 years of membership and who has rendered meritorious service to the Guild over that period. Such Life Member shall be entitled to be present at any General Meeting of the Guild and, unless being a member appointed by an Affiliated Association pursuant to Rule 3, shall not be entitled to vote.

43 AFFILIATED ASSOCIATIONS

1. Each of the ten regions of the former Sydney Woodturners Guild Inc. once incorporated pursuant to these Rules and upon signing of the Application for Membership of the Guild (Appendix 1) shall be the first affiliated associations of the Guild.
2. The Committee may invite any incorporated association which has objectives the same as or similar to the objectives of this Guild to apply to become an affiliated association of this association and set down the rules and parameters for such association may be offered affiliation. Within 2 months of the Committee receiving such request for affiliation the secretary shall call a special general meeting of members for the purpose of seeking the members approval for such acceptance. Acceptance shall be by simply majority of members voting in person or by proxy.
3. In furtherance of the Objectives of the Guild the committee may incorporate additional associations pursuant to the Associations Incorporation Act 1984 and provide such assistance both financial and otherwise as the committee deems necessary for such new associations to become affiliated associations.
4. Appendix 3 sets out the standard objectives and rules for an affiliated association.

Appendix 1

(Rule 3 (1))

APPLICATION FOR MEMBERSHIP OF THE GUILD

We,
 Incorporated. (An association incorporated under the Associations Incorporated Act 1984) hereby apply for affiliation membership of the Guild. Pursuant to a resolution of our Association we nominate the three persons listed below to be appointed as members of the Guild representing our Association.

#1 Name:

Address:.....

#2 Name:

Address:.....

#3 Name:

Address:.....

In executing this application for affiliation we herby agree:

1. To promote the craft of woodturning.
2. To be and remain an affiliate member of the Woodturners Guild of NSW Inc. for a period of at least 3 years
3. To bring together individuals interested in woodturning.
4. To exchange woodturning ideas and knowledge among members through such avenues as:

- (i) Discussions
 - (ii) Seminars
 - (iii) Scholarship
 - (iv) Demonstrations
 - (v) Recurring education
 - (vi) Competitions
5. To encourage interest in the craft of woodturning through the display of wood turned articles at exhibitions, shows, fairs, etc.
 6. To inform members of the availability of turnery timbers and associated items, and where possible arrange purchase prices advantageous to members.
 7. To seek a progressive influence in the design and techniques of the craft of woodturning.
 8. To publish a newsletter, magazine or any such publications and to provide it to all members of the association
 9. These objectives should be construed in the broadest sense and should cover all facets of wood and other materials crafting.
 10. To promptly pay affiliation fees when they fall due
 11. Maintain insurance cover for members at least to that offered by the guild from time to time.
 12. To be an active participant in the activities of the guild

The common seal ofInc
 was hereunto affixed by order of the committee
 this.....day of.....month in.....year in the presence of

President..... Secretary.....

Nominated members:

We hereby accept the nomination for membership of the Guild

#1.....

#2.....

#3.....

Appendix 2

FORM OF APPOINTMENT OF PROXY

I, of
.....
(full name) (address)
being a member of
.....
(name of incorporated association)
hereby appoint of
.....
(full name of proxy) (address)
being a member of that incorporated association, as my proxy to vote for me on my behalf at the
general meeting of the Guild (annual general meeting or special general meeting, as the case may
be) to be held on the
..... day of,
(month and year)
and at any adjournment of that meeting.
* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert
details).

* To be inserted if desired.

.....
.....
Signature of member appointing proxy
Date

NOTE:

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

Appendix 3

STANDARD OBJECTIVES AND RULES FOR AFFILIATED ASSOCIATIONS.

Objectives:

To bring together persons with a common interest in the craft of woodturning for their education and enjoyment.

RULES:

The Model Rules pursuant to Schedule 1 of the Associations Incorporation Regulation 1999