

# HANDWEAVERS, SPINNERS AND DYERS GUILD OF TASMANIA INC.

## CONSTITUTION 2021

Rules as amended and passed on 27 March 2021

### 1. Name of Association

The Guild shall be called the “Handweavers, Spinners and Dyers Guild of Tasmania Inc.”.

### 2. Interpretation

In this constitution, unless the context otherwise requires -

**Guild** means the association defined in Clause 1;

**Executive** is defined in Clause 5a;

**Committee** comprises those members of the Guild as detailed in Clause 5(b);

**Membership** entails the payment of an annual subscription. Details and conditions of Guild membership are found in Clause 4;

**Attendance Record** is where each person must individually record their name at Guild events for public liability insurance purposes. See Clause 10;

**Financial Year** means the period 1 January to 31 December each year;

**Newsletter** is a publication produced by the Guild from time to time as determined by the Committee;

**Property** constitutes collections of resources and materials including, but not limited to, equipment, library, yarn-store contents, intellectual property such as data and website, held throughout the State of Tasmania for loan and or use by members;

**Yarn Store** is a source of materials and equipment used for handweaving, spinning, felting and dyeing operated by the Guild for Guild members and guests only. Small quantities of Yarn Store stock may be made available in regional centres;

**Groups** are regular gatherings of Guild members located throughout the State of Tasmania and approved from time to time by the Committee. See Clause 13;

**Public Officer** means the person appointed to act in the capacity detailed in the relevant legislation;

**Asset Register** is a register of property owned by the Guild for the ongoing benefit of members. This includes, but is not limited to, equipment, library stock, archives, items of historic value, intellectual property and all types of digital and other media;

**Model Rules** are the Statutory Rules in accordance with the *Associations Corporation Act 1964* and in force at the time of adoption of this Constitution.

### 3. Objects and purposes of Association

The objects and purposes of the Guild are to:

- (a) promote the crafts of handweaving, spinning, dyeing, felting and related skills in Tasmania;
- (b) facilitate discussion, workshops, exhibitions and demonstrations of the crafts;

- (c) maintain a range of resources to support the promotion of the crafts and acquisition of craft skills; and
- (d) adopt any other related purposes as the Guild hereafter determines.

#### **4. Membership of Association**

Membership of the Guild is open to all who are interested in furthering the aims of the Guild.

- (a) The following types of membership are available -
  - (i) Full membership; or
  - (ii) Concessional membership; or
  - (iii) Family membership; or
  - (iv) Life membership; and
- (b) Membership, other than Life membership, is current upon the payment of an annual subscription, which is due on 1 January each year. Payment is required by 31 January;
- (c) Annual subscription entitles members to one vote at Annual General Meetings and Statewide meetings, one annual subscription to the Guild newsletter, and attendance at any Guild group. One Family membership entitles one vote per member over the age of 18 years living in the same residence and one subscription to the Newsletter;
- (d) Annual subscription rates shall be reviewed from time to time by the Committee and its recommendation put to the members at the Annual General Meeting;
- (e) Life membership is conferred by the Committee. Eligibility is based on levels of service to the Guild throughout Tasmania. Nominations for Life membership must be submitted in writing to the Committee. Life members receive entitlements [see Clause 4(c)] and are not required to pay an annual subscription;
- (f) The Committee may disqualify membership of the Guild if, by majority decision of the Committee, a member is deemed to have acted contrary to the aims of the Guild or the member's conduct is deemed to be detrimental to the interests of the Guild; and
- (g) Membership etiquette considers each member to be of equal value to the Guild and members are expected to treat each other with mutual respect.

#### **5. Management of the Guild**

Management of the Guild occurs through a range of structures and positions -

- (a) The Executive shall comprise the President, Vice President, Secretary and Treasurer.
  - (i) The President shall -
    - A. chair meetings of the Guild (Vice or immediate past president if President absent); and
    - B. act as spokesperson and actively promote the aims of the Guild; and

- C. ensure clear and effective communication of Guild matters with all members and act to ensure inclusion of all members in Guild activities when possible; and
  - D. prepare and submit a report on the past year's activities to each Annual General Meeting; and
  - E. occupy the position for any two successive years. A third consecutive year is permissible at the discretion of an Annual General Meeting. See also Clause 5 (b)(iii).
- (ii) The Secretary shall -
    - A. prepare agendas, keep minutes of meetings and distribute to Committee members as required; and
    - B. attend to official correspondence of the Guild; and
    - C. ensure archiving of minutes, correspondence and other relevant material; and
    - D. undertake any other agreed duties.
  - (iii) The Treasurer shall -
    - A. account for and report to the Committee (in the format requested) on all financial transactions through bank accounts and investments approved by the Committee; and
    - B. prepare an annual financial report for tabling at each Annual General Meeting; and
    - C. arrange for financial records of the Guild to be audited annually and submit an audit report to the Annual General Meeting; and
    - D. account for all revenue derived from and expenditure incurred by the Yarn Store and other activities; and
    - E. account annually for all assets belonging to the Guild (excluding that in Clause 13) in a stocktake report to the Annual General Meeting; and
    - F. pay all accounts in a timely manner; and
    - G. undertake such activities and delegations for data collection as the Committee requires to ensure best financial practice in the Guild's affairs.
  - (iv) The Executive shall have the power to transact any business requiring immediate attention. Such activities to be ratified at the next Committee meeting.
- (b) Management of the Guild shall include a Committee.
    - (i) Committee shall comprise the Executive and (where practicable) the following positions -
      - A. Immediate Past President,
      - B. Assistant Treasurer,
      - C. Librarian,
      - D. Yarn Store Officer,

- E. Membership Officer,
  - F. Equipment Officer,
  - G. Workshops Officer,
  - H. Exhibition Officer,
  - I. Communications Officer (which may be shared by 2 or more Committee members), and
  - J. Three additional Guild members.
- (ii) All Committee positions (except Immediate Past President) shall be elected at the Annual General Meeting;
  - (iii) A member who has held the position of President in the past may nominate as President only if three full years have elapsed since they last filled the position;
  - (iv) The Committee can appoint a replacement to a Committee position in the event of a vacancy occurring between two Annual General Meetings; and
  - (v) The Committee, either in its own right or through sub-committees, shall carry out all the ordinary business of the Guild; and
  - (vi) The Committee may seek advice as it deems necessary from within and outside Guild membership to further the aims and good governance of the Guild; and
- (c) Management of the Guild must include a Public Officer. The Public Officer shall attend to lodgement of all documentation with appropriate regulatory bodies and is appointed at the Annual General Meeting or by the Committee as necessary.

## **6. Meetings**

Guild governance occurs through following meeting types -

- (a) The Annual General Meeting shall be held by 31 March each year and shall transact the following business -
  - (i) accept minutes from previous Annual General Meeting, receive reports from President, Treasurer and any other reports as required; and
  - (ii) conduct the election of Executive and Committee positions. All candidates to be nominated and seconded either on the published nomination form or from the floor of the meeting. In the event of more than one nominee, election shall be by secret ballot (first past the post) and presided over by a member not nominated; and
  - (iii) appoint the Public Officer and the Auditor; and
  - (iv) determine annual membership subscriptions and re-set annual subscriptions when required; and
  - (v) table any new or amended policies in the Policy Register of the Guild; and
  - (vi) transact any other business properly brought to the Annual General Meeting i.e. matters of governance which have been notified in advance in accordance with Clause 7;

- (b) A Statewide Meeting to be held at least once annually, usually following the Annual General Meeting;
- (c) An Extraordinary General Meeting may be held as necessary. Such meetings can be called by the Committee or by no less than fifteen financial members. In the absence of the Executive, actions agreed at an Extraordinary General Meeting must be conveyed in writing by email and or post to the Executive within seven working days; and
- (d) A Committee Meeting to be held monthly or as required and any member is able to attend a Committee Meeting as an observer at the discretion of the President or meeting chair. Observers have no voting rights.

## **7. Notice of meetings**

Notice of meetings shall be given by the Committee -

- (a) For an Annual General Meeting of at least thirty days. Notice is to be given annually in the Newsletter or by any other reasonable means. Full written notice of any motions for an Annual General Meeting must be given to the Committee twenty-one (21) days prior to the meeting;
- (b) For an Extraordinary General Meeting of at least fourteen days. Notice may be given by email and, if possible, by the Newsletter or by any other reasonable means. Notice of any motions must be given to the Committee seven days prior to the meeting;
- (c) For a Statewide Meeting of at least thirty days. Notice may be given by email and/or the Newsletter or by any other reasonable means. Notice of any motions must be given to the Committee twenty-one days prior to the meeting; and
- (d) For monthly Committee meetings, notice shall be given by the Secretary through the Minutes of the previous Meeting or at least three working days prior for any additional Committee Meetings.

## **8. Quorums**

The following quorums shall apply -

- (a) Annual General Meeting – fifteen financial members;
- (b) Extraordinary General Meeting – fifteen financial members;
- (c) State-wide Meetings – fifteen financial members; and
- (d) Committee Meeting – five committee members.

## **9. Presence at meetings**

The Guild may hold meetings either through technology and/or face to face.

## **10. Attendance Records**

An Attendance Record shall be maintained by each convenor of an approved Group [see Clause 2]. All records are to be returned to the Committee in the event of dissolution of the Group.

## **11. Auditing**

Auditing of Guild accounts (excluding those assets cited in Clause 13) shall be undertaken each Financial Year. The auditor shall be appointed by the Annual General Meeting or Committee as necessary.

## **12. Insurances**

The Guild shall at all times maintain a Certificate of Currency for Public Liability and Property Insurance at a level determined by the Committee on an annual basis.

## **13. Groups**

Groups may be formed under the Incorporation of the Guild, where -

- (a) A group shall be approved by the Committee under criteria determined from time to time by the Committee and tabled at an Annual General Meeting, Extraordinary General Meeting or Statewide Meeting; and
- (b) Management responsibility and accountability for financial and equipment assets held in Groups remain the responsibility of the Group, to the members of that Group.

## **14. Conflict Resolution**

In the event of a conflict between members, the Committee will delegate a person or persons to arbitrate between the parties and endeavour to reach a consensus solution. If no consensus is attainable, any necessary decision, whether made by the Committee or a party to whom the matter has been delegated, will be binding.

## **15. Amending the Constitution**

The Constitution shall be amended only at an Annual General Meeting, or Extraordinary General Meeting called for that purpose, where -

- (a) Motions of amendment needs a seventy-five percent majority support of those financial members present to succeed; and
- (b) A notice of motion stating the nature of and reason(s) for the proposed alteration(s) must be circulated through Groups and published in the Newsletter at least three months prior to the Annual General Meeting or Extraordinary General Meeting.

## **16. Dissolution**

Dissolution of the Guild shall occur at an Extraordinary General Meeting of which financial members have been given at least three months' notice by notification in the Newsletter or some other means deemed appropriate at the time. A successful motion of dissolution will require support from at least seventy-five percent of those financial members present.

#### **17. Settlement of Assets and Records**

The settlement of assets and records in the event of dissolution shall be as follows -

- (a) Assets shall be transferred to a Government agency or to an appropriate not-for-profit organisation according to the Asset Register or as otherwise agreed by the members.
- (b) For records, Government agencies shall be contacted to establish which items of property are of historical importance and need to be retained in public ownership.

#### **18. Policy Register**

A Policy Register will list policies that have been approved by the Committee and tabled at an Annual General Meeting or Extraordinary General Meeting.

#### **19. Asset Register**

An Asset Register will list assets of the Guild and be maintained by the Committee and tabled at the Annual General Meeting or Extraordinary General Meeting.

#### **20. Application of Model Rules**

In so far as the rules contained in this Constitution are not inconsistent with or do not exclude or modify the Model Rules as in force at the date of adoption of this Constitution, the Model Rules shall be deemed to form part of the rules of the Guild in the same manner and to the same extent as if they were contained in this Constitution.