

THE CALLIGRAPHERS' GUILD OF WESTERN AUSTRALIA INC

CONSTITUTION

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1.0 NAME

The Calligraphers' Guild of Western Australia Inc (**Hereinafter to be called the Guild**)

2.0 OBJECTS

- a) To encourage, assist and extend the craft and art of calligraphy.
- b) To endeavour to maintain the highest standards of writing.
- c) To aim at holding exhibitions as desired by the membership.
- d) To provide a contact point for the interested public.
- e) To maintain a library of books on calligraphy for use of members.
- f) To encourage students of calligraphy to become members of the Guild.

3.0 POWERS

The Guild has power to do all such things as are necessary, incidental or conducive to the attainment of the objects of the Guild.

4.0 NON-PROFIT

The property and income of the Guild must be applied solely towards the promotion of the objects or purposes of the Guild and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the Guild, except in good faith in the promotion of those objects or purposes.

5.0 MEMBERSHIP

5.1 General

Membership of the Guild shall be open to any person who is interested in calligraphy.

5.2 Applications

Applications for membership shall be in writing on the prescribed form.

5.3 Categories of Membership

The categories of membership shall be as follows:

- Ordinary member
- Life member

5.3.1 Ordinary member

Ordinary member is any person over the age of 16 years who fulfils section 5.1

5.3.2 Life member

Life membership may be conferred upon any member in recognition of outstanding service to the Guild. The decision for the awarding of life membership shall be made at the AGM and follow the recommendation of the management committee, according to the prescribed guidelines. The recommendation may only be approved by 75% of the financial members by secret ballot at the AGM. There will not be more than five (5) life memberships in operation at any one time and no more than one (1) life membership can be awarded each year.

5.4 Annual Fees

Annual subscription fees fall due on the 1st March each year.

If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.

Annual subscription fees will be decided at The Annual General Meeting each year. Persons joining the Guild after the 31st August will pay a half-yearly subscription.

6.0 REGISTER OF MEMBERS

The Membership Secretary shall keep and maintain in an up-to-date condition a register of the members of the Guild and their postal or residential addresses and, upon the request of a member of the Guild, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

The register must be so kept and maintained at the Membership Secretary's place of residence, or at such other place as the members at a general meeting decide.

The Membership Secretary must cause the name of a person who dies or who ceases to be a member to be deleted from the register of members.

7.0 COMMITTEE OF MANAGEMENT

7.1 Elected Members

At the Annual General Meeting all elected positions shall be declared vacant and the Guild shall elect a Committee of Management (hereinafter called "the Committee") from the members. The Committee shall comprise:

- Chairperson
- Secretary
- Treasurer

7.1.1 Co-opted Members

The Committee may co-opt any member of the Membership for other duties as required.

7.2 Powers of Committee

The Committee shall have and exercise the sole control, direction and management of the Guild, its premises and equipment.

7.2.1 Sale of Assets

Notwithstanding section 7.2 the Committee may not enter into any transaction or undertaking or sale that will affect 25% or more of the Guild's assets without the approval of 50% of the Guild members attending a specially convened Extraordinary General Meeting.

7.3 Duties of the Members of the Committee

7.3.1 Chairperson

The Chairperson is responsible for coordinating the Guild's activities.

The Chairperson may delegate specific tasks to the membership as required.

The Chairperson shall preside at the Annual General Meeting, Extraordinary General Meeting and designated Committee Meetings as required.

The Chairperson shall present to the members at the Annual General Meeting a written report covering the activities of the Guild for the past year.

The Chairperson may not hold office for more than two consecutive years.

7.3.2 Secretary

The Secretary shall at all times keep or cause to be kept, an up-to-date register of members, a register of attendance at all meetings, also a full and complete record of all proceedings at Annual General Meetings, Extraordinary General Meetings and Committee Meetings, a record of official correspondence received and sent and any other records and duties which may be required. All correspondence received will be actioned by the Committee

7.3.3 Treasurer

The Treasurer shall keep a full and complete record of all financial transactions, pay all monies received into the appropriate bank account of the Guild within 14 days of receiving same, and shall pay all accounts duly passed for payment by the Management Committee and generally ensure that the accounts are properly conducted and presented to the members at the Annual General Meeting.

7.4 Duties of Appointed Officers

The Management Committee may appoint the following additional positions:

- Membership Secretary
- Newsletter Editor
- Librarian

7.4.1 Membership Secretary

The Membership Secretary shall keep a register of members as per section 6, shall receive and process new applications and membership renewals and ensure that monies received are passed directly to the Treasurer or banked directly into the Guild account.

7.4.2 Newsletter Editor

The Newsletter Editor shall coordinate the regular publication of the Guild's newsletter.

7.4.3 Librarian

The Librarian shall be responsible for the control of the Guild's Library. This includes the maintenance of an Accession Book recording the book's title, author, publisher, supplier, cost and date of purchase and the recording and control of books on loan.

7.4.4 Subcommittees

Subcommittees may be formed, when necessary, for specific or special purposes. These subcommittees will be coordinated by an appropriate member of the Committee and will be responsible to the Committee.

7.5 Election of the Committee

Members of the committee shall be elected by ballot at the Annual General Meeting in the order listed above (Section 7.1). These ballots shall be decided by simple majority and in the event of a tie another ballot shall be held to decide between the tying candidates. A returning officer for the ballot shall be appointed at the meeting. Nominations shall be in writing or by verbal proposal and the nominee's acceptance thereof must be made in the same way.

Elected members shall take office immediately after the declaration of the result of the ballot. Any committee member absent from three consecutive committee meetings without reasonable excuse shall be deemed to have vacated the position. Any committee member may be removed from the position by vote of a Special General Meeting. Vacancies arising during a term of office of the committee shall be filled by vote of the committee.

8.0 MEETINGS

8.1 Annual General Meeting

The Annual General Meeting shall be held within two (2) months after the month of January for the election of officers, appointment of auditors, submission of the Treasurer's report, submission of the Chairperson's report and any business that may be subject to a Notice of Motion.

Fourteen (14) day's notice in writing shall be given to all financial members. Nominations for officers of the Guild may be given in writing to the Secretary prior to the AGM, or taken verbally at the AGM.

Quorum for the AGM shall be 20% of the financial members. If a quorum is not present then a general meeting will automatically be called seven (7) days later at the same time and will be valid irrespective of how many members attend.

8.2 Extraordinary General Meeting

An Extraordinary General Meeting will be convened if 10% of the financial members request it in writing, or if over 50% of the Committee request it. Fourteen (14) days notice in writing will be required for an Extraordinary General Meeting. Quorum for an EGM will be the same as for the AGM.

8.3 Committee Meetings

Committee Meetings shall be held as required by the Chairperson. The Secretary or an appointed officer of the Guild, shall advise all committee members of the time and place of such meetings at least seven days before the date fixed, unless it is decided otherwise by mutual agreement of all committee members. Half the elected members of the committee shall comprise a quorum.

8.4 Voting

Voting at all meetings will be by show of hands except in the case of elections of officers where a position is contested when a secret ballot will be held. In the event of equality of votes the Chairperson of any meeting shall have a second or casting vote.

8.5 Minutes

The Secretary shall keep, or cause to be kept, detailed minutes of proceedings of every Annual General Meeting, Extraordinary General Meeting and every meeting of the Committee in a book and such book shall be signed by the Chairperson of the meeting in question and shall be conclusive evidence of the proceedings minuted at that meeting, and shall be binding on all members.

The book in which the minutes are so entered shall be kept by the Secretary and shall be available for inspection by financial members of the Guild on application to the Secretary.

If records shall be stored electronically, there shall be in place an appropriate security system that does not allow alteration of the records, and also allows accessibility for retrieval and inspection by members.

9.0 AUDIT

There is no requirement for the accounts submitted to the members at the Annual General Meeting to be audited.

10.0 PROXY

Any financial member being absent from an Annual General Meeting or Extraordinary General Meeting may appoint in writing another financial member attending as his or her proxy to make his or her views known to the meeting and to vote on his or her behalf.

11.0 COMMON SEAL

The Common Seal of the Guild engraved with the name of the Guild shall be kept in the care of the Chairperson.

The seal shall not be used or affixed to any deed or document except pursuant to the resolution of the Committee, and two members of the Committee both of whom shall subscribe their names as witnesses.

12.0 FINANCE

12.1 Financial Year

The Financial Year for the Guild is the period from 1st January until 31st December.

12.2 Financial Management

All monies received shall be banked intact and all payments from the Guild shall be made by cheque or Electronic Funds Transfer (EFT). All cheques issued on behalf of the Guild shall be signed by any two (2) members of the Committee. All EFT payments shall be electronically authorised by any two (2) delegated members of the Committee. All accounts relating to the routine running of the Guild shall be presented to and passed for payment by the Committee. Items of a capital nature which will form part of the fixed assets of the Guild require the approval of the majority of financial members at a convened Meeting.

12.3 Payment of Members

A payment to a member out of the funds of the Guild is authorised if it is the payment in good faith to the member as reasonable remuneration for any services provided to the Guild, or for goods supplied to the Guild, in the ordinary course of business; or the reimbursement of reasonable expenses properly incurred by the member on behalf of the Guild.

13.0 INSURANCE

The Committee shall maintain current Public Liability Insurance for the Guild as required.

14.0 EXPULSION OF MEMBERS

Any member acting in a manner contrary to the objects of the Guild, or stealing from the Guild, may be expelled by decision of the majority of the Committee of Management.

The Committee shall issue a written notice to such member specifying the grounds for expulsion within seven days of the Committee decision. The member so affected shall have the right of written reply to the Committee and shall have the right to appeal to an Annual General Meeting or Extraordinary General Meeting called for the purpose, if the Committee rejects the appeal. The member so affected will be reinstated if a majority of members at the specially convened meeting

so decide. Notice of such meeting will be subject to 14 days notice in writing. Any such appeal must be made within the particular financial year.

15.0 DISPUTE RESOLUTION

Any dispute between Members, or one or more Members and the Committee, must be attempted to be resolved within 14 days after such dispute has come to the attention of each party.

15.1 Determination by Committee

If the dispute cannot be resolved within 14 days,

- a) Written notice must be given to the Secretary of the details of the parties to the dispute and the subject matter.
- b) The Committee shall meet within 28 days of such notice. Seven (7) days written notice of such meeting must be given to the parties stating when and where the meeting will be held, and must state that the party or the party's representative will have the opportunity to make written or oral (or both written and oral) submissions.
- c) The Committee must consider any submissions and determine the dispute.
- d) Written notice of this determination, with reasons, must be given to each party within 7 days after such determination. A party may within 14 days of receiving such notice request the appointment of a mediator. Each party to the dispute is a party to the mediation.

15.2 Need for Mediation

If the dispute is between one or more Members and the Guild, or any party to the dispute gives written notice to the Secretary stating it does not agree with the dispute being determined by the Committee, or requests the appointment of a mediator, the Committee must not determine the dispute.

16.0 MEDIATION

The mediator must be a person chosen by agreement between the Member and the Committee (under Clause 15.2), or by agreement of the parties under dispute, under 15.1 (b).

If there is no agreement the Committee must appoint a mediator. If the mediator is appointed by the Committee the mediator must be a person who acts as a mediator for another not-for-profit Association; or the mediator may be a member or former member of the Guild, but must not have a personal interest in the subject of the mediation, or bias for or against any party to the mediation.

16.1 Mediation Process

- a) Each party of the mediation must attempt in good faith to settle the matter that is the subject of the mediation. Each party must give written statements to the mediator at least five days before the mediation takes place.
- b) The mediator must give each party every opportunity to be heard; allow each party due consideration to any written statement given by another party; ensure natural justice is given to the parties to the mediation through the process.
- c) The mediator cannot determine the matter that is the subject of the mediation.
- d) The mediation must be confidential

- e) The costs of the mediation are to be paid by the party or parties that requested the appointment of the mediator
- f) If mediation results in a suspension or expulsion being revoked it does not affect the validity of any decision made at a Committee meeting or General meeting during the period of suspension or expulsion.

17.0 AMENDMENTS TO THE CONSTITUTION

The Constitution of the Guild may be altered, added to, or appealed at any Annual General Meeting or Extraordinary General Meeting of the Guild by resolution passed by not less than seventy five percent of the financial members of the Guild present at that meeting. Any proposed amendments to the Constitution shall be submitted in writing to the Members one (1) month prior to the Annual General Meeting or Extraordinary General Meeting.

Members will be advised of the approved changes via the Guild newsletter after ratification.

18.0 DISSOLUTION

If upon the winding up of the Guild there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members, or former members, but shall be given or transferred

- a) to another association incorporated under the act which has similar objects; or b)
for charitable purposes

Which association or purposes, as the case requires, shall be determined by resolution of the members.

19.0 RECORDS

All current books, records and documents of the Guild shall be held and maintained by the Officer elected by the Guild to carry out the duties recorded in such books, records or documents. All other books, records and documents are to be stored at a location determined by the Committee.

A member may at any reasonable time inspect the books, documents and records of the Guild.