

1. Name

The name of the organisation shall be 'Quilters' Guild Of South Australia Inc.' hereinafter referred to in this document as 'the Guild'.

2. Objects

The objects of the organisation shall be:

- (a) to promote the art of patchwork and quilting
- (b) to provide a forum for quilters in South Australia
- (c) to encourage the formation and maintenance of quilters' groups within South Australia
- (d) to seek, encourage and maintain a high standard of design and technique in both traditional and contemporary quilt making
- (e) to foster and maintain an interest in the history of patchwork and quilting
- (f) to hold, organise and take part in exhibitions and workshops whether in South Australia or elsewhere
- (g) to provide information, knowledge and skills with regard to quilt making in South Australia or elsewhere
- (h) to do such other acts and things as are in the opinion of the organisation ancillary or conducive to the achievement of any one or more of the above objects.

3. Powers

For the purpose of carrying out its objects this association may, subject to the Associations Incorporation Act 1985 and its rules:

- (a) acquire, hold, deal with, and dispose of, any real or personal property; and
- (b) administer any property on trust; and
- (c) open and operate ADI [Authorised Deposit Taking Institution] accounts; and;
- (d) invest its moneys-
 - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
 - (ii) in any other manner authorised by the rules of the association; and
- (e) borrow money upon such terms and conditions as the association thinks fit; and
- (f) give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
- (g) appoint agents to transact any business of the association on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.

4. Management

- (a) The organisation shall be managed by an Executive Committee consisting of the following
 - (i) a President and
 - (ii) two Vice-Presidents and
 - (iii) a Secretary and
 - (iv) a Membership Secretary and
 - (v) a Treasurer and
 - (vi) a minimum of five Members of the organisation.
- (b) The Executive Committee shall have power to appoint subcommittees and to co-opt such additional members as it shall see fit.

5. Meetings

- (a) The Executive Committee shall meet at least four times a year.
- (b) **General Meetings**
General Meetings shall be held at such times and places as the Executive Committee shall appoint.
Only financial members shall be entitled to vote at a General Meeting.
- (c) **Annual Meeting**
An Annual General Meeting shall be held in the second quarter of each financial year.
 - (i) Only financial members shall be entitled to vote at an Annual General Meeting
 - (ii) The President and Executive Committee shall be elected at each Annual General Meeting and shall take office at the conclusion of the Annual General Meeting.
 - (iii) Unless otherwise agreed voting shall be by a show of hands by those present and entitled to vote.
 - (iv) Voting for the office of President shall be by secret ballot where more than one (1) nomination is received.
 - (v) The Vice-Presidents the Secretary the Membership Secretary and the Treasurer shall be appointed by the Executive Committee from their number at the first Executive Committee meeting following the Annual General Meeting.
 - (vi) An auditor shall be appointed at the Annual General Meeting.
- (d) Nominations for election shall be received by the Secretary 14 days before the day set for the Annual General Meeting.
 - (i) All nominations shall be proposed and seconded by financial members in writing and endorsed with the consent of the candidate to stand for election
- (e) **Special General Meeting**
All notified meetings other than the Annual General Meeting shall be called Special General Meetings.

6. Quorum

- (a) For an Executive Committee meeting a quorum shall consist of 50% plus one member.
- (b) For an Annual General Meeting or Special General Meeting a quorum shall consist of 15% of the financial membership.

7. **Membership**

- (a) Membership fees shall be set from time to time by the Executive Committee. All fees shall be payable at the commencement of the Guild's financial year.
- (b) **Individual Membership**
 - (i) **Full member**

A full member shall be entitled to all privileges and benefits of the Guild.
 - (ii) **Associate Member residing at same address as a Full Member**

Such Associate Member shall not have voting rights and may have limited privileges.
- (c) **Group Membership**

Groups shall be entitled to one vote.
- (d) **Junior Membership**

A junior member shall be aged up to 18 years and shall not be entitled to vote.
- (e) **Life Membership**

Life Membership shall be nominated by the Executive Committee for exceptional service of at least 10 years and ratified at the Annual General Meeting. Life members shall be entitled to vote.
- (f) **Honorary Membership**

Honorary Membership shall be awarded at the discretion of the Executive Committee for exceptional service to the Guild. Honorary Members shall not be entitled to vote.

8. **Termination of Membership**

Membership of the Guild shall cease if in the opinion of the Executive Committee the conduct of a member is such as to be prejudicial to the interests of the Guild or its members. Such member has the right of appeal to a Special General Meeting within 14 days.

9. **The President**

The President shall take the chair at all meetings and shall be entitled to both a deliberative and casting vote. If the President is absent the Vice-President shall preside.

10. **The Secretary**

The Secretary shall attend to all correspondence. The Secretary shall keep a record of all proceedings in a minute book and these minutes shall be duly confirmed and signed as a correct record of proceedings.

11. **Membership Secretary**

The Membership Secretary shall keep a record of names and addresses of all members.

12. **The Treasurer**

- (a) The Treasurer shall open and maintain bank accounts in the name of the organisation and any two of the following: the President, Secretary and Treasurer, and an appointed ordinary Executive Committee member, may be the authorised signatories.

- (b) The Treasurer shall keep proper records of monies received and disbursed and all securities held and shall present a statement thereof to the Annual General Meeting duly certified by the auditor. (c) All accounts must be passed for payment by a committee meeting.

13. Public Officer

A Public Officer shall be appointed by the Guild to carry out duties as required by the Associations & Incorporations Act, 1985.

14. Casual Vacancy

Where a casual vacancy occurs in any office the Executive Committee may appoint a member who shall hold office for the balance of the term of the original holder of that office.

15. Amendment

This constitution may only be amended at an Annual General Meeting or a Special General Meeting by a resolution of at least two-thirds of those present and/or entitled to vote

- (a) Notice of motion of any such amendment must be forwarded to the Secretary at least 10 weeks before the date set for the Annual General Meeting.
- (b) The Executive Committee shall decide whether such notice of amendment shall be circulated to all financial members
- (c) The Executive Committee shall advise whether such members shall be entitled to vote by post or proxy on such amendment and make the necessary arrangements ensuing.

16. Non-Profit Clause

The assets and income of the Guild shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Guild.

17. Dissolution

The Guild may be dissolved by a resolution passed at a Special General Meeting of members of the Association called for that purpose.

- (a) Written notice of such meeting must be forwarded to all financial members at least 21 days prior to the meeting, specifying the intention to propose the resolution, to dissolve the Guild, as a special resolution.
- (b) The special resolution shall be passed by a majority of not less than three quarters of such members of the Guild as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting.
- (c) The Executive Committee shall advise such members that they are entitled to vote by post or proxy on such special resolution and make necessary arrangements ensuing.
- (d) If upon dissolution there remains after satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members but shall be given or transferred to non-profit organisations which further and promote artistic endeavours.