

**CONSUMER AFFAIRS VICTORIA
Associations Incorporation Reform Act 2012**

**MODEL RULES
For an
INCORPORATED
ASSOCIATION**

**(Gold & Silversmiths Guild of Australia Inc.)
Registered No. A0016997B (5 October 1988)
Associations Incorporation Reform Regulations 2012**

Part 3

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Model Rules for an Incorporated Association

Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is the ‘Gold & Silversmiths Guild of Australia Incorporated’. Registration Number-A00016997B (5 October 1988).

Note

Under section 23 of the Act, the name of the Guild and its registration number must appear on all its business documents.

2 Purposes

The purposes of the Guild are—

- i. To establish and maintain a system of marking precious metal objects through the use of protected ‘marks’ which will identify the maker as a member of the Guild and the date of manufacture.
- ii. To authorise the issue and use of the Guild punch bearing the Guild mark and the optional annual date punch.
- iii. To establish a register for historical purposes, of the marks of those persons or bodies manufacturing precious metal objects in Australia.
- iv. To represent its members in any forum where decisions may be made which affect the industry (Gold/Silversmithing, Jewellery Manufacture) in Australia.
- v. To support those systems of training which produce persons skilled in the use of precious metals.
- vi. To facilitate communication between members, enhancing their knowledge and skills.
- vii. To encourage the use by Guild members and industry of the current recognised Australian precious metal purity marks as per AS-2140-2008

3 Financial year

The financial year of the Guild is each period of 12 months ending on 31 December.

4 Definitions

In these Rules—

absolute majority, of the Guild Council, means a majority of the Guild Council members currently holding office and entitled to vote at the time (as distinct from a majority of Guild Council members present at a Guild Council meeting);

associate member/affiliate member means a member referred to in rule 14(1);

by-law means a regulation adopted by the Guild at a Special General Meeting;

Chairperson, of a general meeting or Guild Council meeting, means the person chairing the meeting as required under rule 46;

Guild Council means the Guild Council having management of the business of the Guild;

Guild Council meeting means a meeting of the Guild Council held in accordance with these Rules;

Guild Council member means a member of the Guild Council elected or appointed under Division 3 of Part 5;

date punch means the optional date mark/punch purchased by a current financial member for the commencement of each calendar year;

disciplinary appeal meeting means a meeting of the members of the Guild convened under rule 23(3);

disciplinary meeting means a meeting of the Guild Council convened for the purposes of rule 22;

disciplinary committee means the committee appointed under rule 20;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the Guild convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

Guild means the Gold & Silversmiths Guild of Australia Inc.;

Guild Council means the governing body of the Gold & Silversmiths Guild of Australia Inc. otherwise known under the Act as the Committee having management of the business of the Guild;

Guild mark means that its user is an authorised and financial Fellow or Full member of the Guild and they are marking their precious metal objects with the Guild's Trade Mark;

Guild punch means the metal punch bearing the Fellow or Full Member guild mark;

member means a member of the Guild and includes Fellow, Full Member, Affiliate (Associate) Member, Life Member and Honorary Member;

member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

precious metal; means alloys of gold, silver, platinum or palladium as set out in AS 2140-2008

precious metal object; means precious metal jewellery or holloware made by our members meeting the minimum Australian Standards AS 2140-2008

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy or by electronic technology, to vote in favour of the resolution;

touchplate means the fine silver plate(s) held by the Guild to record a member's mark;

Touchplate Magazine; the Guild's official publication to its members

the Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF GUILD

5 Powers of Guild

(1) Subject to the Act, the Guild has power to do all things incidental or conducive to achieve its purposes.

(2) Without limiting subrule (1), the Guild may—

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as it thinks fit;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf;
- (g) enter into any other contract it considers necessary or desirable.

(3) The Guild may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

(1) The Guild must not distribute any surplus, income or assets directly or indirectly to its members.

(2) Subrule (1) does not prevent the Guild from paying a member—

(a) reimbursement for expenses properly incurred by the member; or

(b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated Guild must not secure pecuniary profit for its members.

Section 4 of the Act sets out in more detail the circumstances under which an incorporated Guild is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Guild must have at least 5 members.

8 Who is eligible to be a member

Any person, partnership or company (applicant) working in precious metals, gemstones and jewellery industry who supports the purposes of the Guild and is over the age of 16 years, is eligible for membership.

9 Application for membership

(1) To apply to become a member of the Guild, the applicant must submit a written membership application to Guild Council stating that the applicant—

(a) wishes to become a member of the Guild; and

(b) satisfies the membership criteria; and

(c) supports the purposes of the Guild; and

(d) agrees to comply with these Rules.

(2) The application—

(a) must be signed by the applicant; and

(b) must be accompanied by the joining fee.

Note

The joining fee is determined by the Guild under rule 12(3c)

10 Consideration of application

(1) As soon as practicable after an application for membership is received, the Guild Council must decide by resolution whether to accept or reject the application.

(2) The Guild Council will determine the applicant's category of membership in accordance with the Guild's By-law 1- Membership.

(3) The Guild Council must notify the applicant in writing of its decision as soon as practicable after the decision is made.

(4) If the Guild Council rejects the application, it must return any money accompanying the application to the applicant.

(5) No reason need be given for the rejection of an application.

(6) In the event of a lapsed membership or a resignation from the Guild, a person must reapply to the Guild Council for re-instatement of their past position as stipulated in the by-laws.

11 New memberships

- (1) If an application for membership is approved by the Guild Council—
- (a) the resolution to accept the membership must be recorded in the minutes of the Guild Council meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Guild and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
- (a) the Guild Council approves the person's membership; or
 - (b) the person pays the joining fee.

12 Annual subscription and fee on joining

- (1) At each annual general meeting, the Guild must determine—
- (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The Guild may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
- (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Guild.
- (3) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 General rights of members

- (1) A member of the Guild who is entitled to vote has the right—
- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Guild as provided under rule 75; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
- (a) the member is a member other than an associate/affiliate member; and
 - (b) more than 10 business days have passed since he or she became a member of the Guild; and
 - (c) the member's membership rights are not suspended for any reason.

14 Associate/Affiliate members

(1) Associate members of the Guild include—

- (a) Student Affiliates (over the age of 16 years) and Corporate Affiliates
- (b) any other category of member as determined by special resolution at a general meeting.

(2) An associate member must not vote but may have other rights as determined by the Guild Council or by resolution at a general meeting.

15 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16 Ceasing membership

(1) The membership of a person ceases on resignation, expulsion or death.

(2) If a person ceases to be a member of the Guild, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17 Resigning as a member

(1) A member may resign by notice in writing given to the Guild.

Note

Rule 74(3) sets out how notice may be given to the Guild. It includes by post or by handing the notice to a member of the Guild Council.

(2) A member is taken to have resigned if—

- (a) the member's annual subscription is more than 12 months in arrears; or
- (b) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

18 Register of members

(1) The Secretary must keep and maintain a register of members that includes—

- (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is an associate member, a note to that effect;
 - (v) any other information determined by the Guild Council; and
- (b) for each former member, the date of ceasing to be a member.

(2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary procedures

19 Grounds for taking disciplinary action

The Guild may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Guild; or
- (c) has engaged in conduct prejudicial to the Guild.

20 Disciplinary committee

(1) If the Guild Council is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Guild must appoint a disciplinary committee to hear the matter and determine what action, if any, to take against the member.

(2) The members of the disciplinary committee—

- (a) may be Guild Council members, members of the Guild or anyone else; but
- (b) must not be biased against, or in favour of, the member concerned.

21 Notice to member

(1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

- (a) stating that the Guild proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary committee intends to consider the disciplinary action (the **disciplinary meeting**); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the disciplinary committee at that meeting;
 - (ii) give a written statement to the disciplinary committee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 23.
- (2) Notice must be given to the member facing disciplinary action with a maximum of 28 days and no less than 14 days prior warning to the disciplinary meeting being held.

22 Decision of committee

(1) At the disciplinary meeting, the disciplinary committee must—

- (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary committee may—
- (a) take no further action against the member; or
 - (b) subject to subrule (3)—
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Guild.
- (3) The disciplinary committee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary committee under this rule takes effect immediately after the vote is passed.

23 Appeal rights

(1) A person whose membership rights have been suspended or who has been expelled from the Guild under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

(2) The notice must be in writing and given—

(a) to the disciplinary committee immediately after the vote to suspend or expel the person is taken; or

(b) to the Secretary not later than 48 hours after the vote.

(3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Guild Council as soon as practicable, but in any event not later than 21 days, after the notice is received.

(4) Notice of the disciplinary appeal meeting must be given to each member of the Guild who is entitled to vote as soon as practicable and must—

(a) specify the date, time and place of the meeting; and

(b) state—

(i) the name of the person against whom the disciplinary action has been taken; and

(ii) the grounds for taking that action; and

(iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24 Conduct of disciplinary appeal meeting

(1) At a disciplinary appeal meeting—

(a) no business other than the question of the appeal may be conducted; and

(b) the Guild Council must state the grounds for suspending or expelling the member and the reasons for taking that action;

(c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

(2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

(3) A member may not vote by proxy at the meeting.

(4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25 Application

(1) The grievance procedure set out in this Division applies to disputes under these Rules between—

(a) a member and another member;

(b) a member and the Guild Council;

(c) a member and the Guild.

(2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

26 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27 Appointment of mediator

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—

- (a) notify the Guild Council of the dispute; and
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

(2) The mediator must be—

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Guild Council; or

- (ii) a person appointed by the relevant State or Territory Branch Council; or

- (iii) if the dispute is between a Guild member and a member of the National Guild Council—a person appointed or employed by the Dispute Settlement Centre of Victoria.

(3) A mediator appointed by the Guild Council may be a member or former member of the Guild however they must not be a person who—

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

28 Mediation process

(1) The mediator to the dispute, in conducting the mediation, must—

- (a) give each party every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

(2) The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE GUILD

30 Annual general meetings

(1) The Guild Council must convene an annual general meeting of the Guild to be held within 5 months after the end of the Guild's financial year.

(2) Despite subrule (1), the Guild may hold its first annual general meeting at any time within 18 months after its incorporation.

(3) The Guild Council may determine the date, time and place of the annual general meeting.

- (4) The ordinary business of the annual general meeting is as follows—
- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Guild Council on the activities of the Guild during the preceding financial year; and
 - (ii) the financial statements of the Guild for the preceding financial year submitted by the Guild Council in accordance with Part 7 of the Act;
 - (c) to biennially elect the members of the Guild Council;
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 Special general meetings (Guild Council meetings)

- (1) Any general meeting of the Guild, other than an annual general meeting, or a disciplinary appeal meeting, is a special general meeting.
- (2) give 7 days notice of the upcoming meeting to serving councillors
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting
- (3) The Guild Council may convene a special general meeting whenever it thinks fit.
- (4) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.
Rules 34 – 67 set out the nature and scope of Guild Council meetings

32 Special general meeting (held at request of members)

- (1) The Guild Council must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of Fellow and Full members.
- (2) A request for a special general meeting must—
- (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Guild Council does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under subrule (3)—
- (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.

(5) The Guild must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

Note:

(Reasonable expenses could include; a venue to conduct the meeting, general stationary, phone and communication costs to assemble the meeting. Airfares and accommodation costs are not considered 'reasonable expenses')

33 Notice of general meetings

(1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Guild—

(a) at least 21 days' notice of a general meeting **if a special resolution is to be proposed at the meeting**; or

(b) at least 14 days' notice of a general meeting in any other case.

(2) The notice must—

(a) specify the date, time and place of the meeting; and

(b) indicate the general nature of each item of business to be considered at the meeting; and

(c) if a special resolution is to be proposed—

(i) state in full the proposed resolution; and

(ii) state the intention to propose the resolution as a special resolution; and

(d) comply with rule 34(5).

(3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34 Proxies

(1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.

(2) The appointment of a proxy must be in writing and signed by the member making the appointment.

(3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any manner as he or she sees fit.

(4) If the Guild Council has approved a form for the appointment of a proxy, the member is encouraged to use the Guild's form or use a form that they supply, that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

(5) Notice of a general meeting given to a member under rule 33 must—

(a) state that the member may appoint another member as a proxy for the meeting; and

(b) include a copy of any form that the Guild Council has approved for the appointment of a proxy.

(6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

(7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Guild no later than 48 hours before the commencement of the meeting.

35 Use of technology

(1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

(2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36 Quorum at general meetings

(1) No business may be conducted at a general meeting unless a quorum of members is present.

(2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of 10% of the members entitled to vote.

(3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—

(a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

(b) in any other case—

(i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
(ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

(4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37 Adjournment of general meeting

(1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(2) Without limiting subrule (1), a meeting may be adjourned—

(a) if there is insufficient time to deal with the business at hand; or

(b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Guild Council at an annual general meeting.

(3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

(4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38 Voting at general meeting

(1) On any question arising at a general meeting—
(a) subject to subrule (3), each member who is entitled to vote has one vote; and
(b) members may vote personally or by proxy; and
(c) except in the case of a special resolution, the question must be decided on a majority of votes.

(2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

(3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

(4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a Guild Council member from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the Guild.

40 Determining whether resolution carried

(1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

- (a) carried; or
- (b) carried unanimously;
- (c) carried by a particular majority; or
- (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

(2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—

- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- (b) the Chairperson must declare the result of the resolution on the basis of the poll.

(3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

(4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41 Minutes of general meeting

- (1) The Guild Council must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - (d) the certificate signed by two Guild Council members certifying that the financial statements give a true and fair view of the financial position and performance of the Guild; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—GUILD COUNCIL

Division 1—Powers of Guild Council

42 Role and powers

- (1) The business of the Guild must be managed by or under the direction of a Guild Council.
- (2) The Guild Council may exercise all the powers of the Guild except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Guild.
- (3) The Guild Council may—
 - (a) appoint and remove staff;
 - (b) establish committees consisting of members with terms of reference it considers appropriate.

43 Delegation

- (1) The Guild Council may delegate to a member of the Guild Council, a committee or staff, any of its powers and functions other than—
 - (a) this power of delegation;
 - (b) a duty imposed on the Guild Council by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Guild Council considers appropriate.
- (3) The Guild Council may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Guild Council and duties of members

44 Composition of Guild Council

The Guild Council consists of the following executive positions -

- (1) (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer;

Non -executive positions -

- (2) (e) a Membership Officer; and
- (f) a Keeper of the Punches; and
- (g) ordinary members (if any) elected under rule 53.

45 General Duties

(1) As soon as practicable after being elected or appointed to the Guild Council, each Guild Council member must become familiar with these Rules and the Act.

(2) The Guild Council is collectively responsible for ensuring that the Guild complies with the Act and that individual members of the Guild Council comply with these Rules.

(3) Guild Council members must exercise their powers and discharge their duties with reasonable care and diligence.

(4) Guild Council members must exercise their powers and discharge their duties—

- (a) in good faith in the best interests of the Guild; and
- (b) for a proper purpose.

(5) Guild Council members and former Guild Council members must not make improper use of—

- (a) their position; or
- (b) information acquired by virtue of holding their position—
so as to gain an advantage for themselves or any other person or to cause detriment to the Guild.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated Guild.

(6) The Guild Council must-

- (a) maintain a register of members who use the Guild mark;
- (b) maintain a register of Guild marks and a touch plate record of Members Maker's marks in accordance with the Guild's By-laws; 7) In addition to any duties imposed by these Rules, a Guild Council member must perform any other duties imposed from time to time by resolution at a general meeting.

46 President and Vice-President

(1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Guild Council meetings.

(2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—

- (a) in the case of a general meeting—a member elected by the other members present; or
- (b) in the case of a Guild Council meeting—a Guild Council member elected by the other Guild Council members present.

47 Secretary

(1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated Guild.

Example

Under the Act, the secretary of an incorporated Guild is responsible for lodging documents of the Guild with the Registrar.

- (2) The Secretary must—
- (a) maintain the register of members in accordance with rule 18; and
 - (b) *keep custody of the common seal (if any)* of the Guild and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Guild in accordance with rules 72 and 75; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48 Treasurer

- (1) The Treasurer must—
- (a) receive all monies paid to or received by the Guild and issue receipts for those monies in the name of the Guild; and
 - (b) ensure that all monies received are paid into the account of the Guild within 5 working days after receipt; and
 - (c) make any payments authorised by the Guild Council or by a general meeting of the Guild from the Guild's funds; and
 - (d) ensure cheques and electronic payments are signed or authorised by at least 2 Guild Council members.
- (2) The Treasurer must—
- (a) ensure that the financial records of the Guild are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Guild and their certification by the Guild Council prior to their submission to the annual general meeting of the Guild.
- (3) The Treasurer must ensure that at least one other Guild Council member has access to the accounts and financial records of the Guild.

Division 3—Election of Guild Council members and tenure of office

49 Who is eligible to be a Guild Council member

A member is eligible to be elected or appointed as a Guild Council member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

50 Positions to be declared vacant

- (1) This rule applies to—
- (a) the first annual general meeting of the Guild after its incorporation; or
 - (b) any subsequent biennial general meeting of the Guild, after the annual report and financial statements of the Guild have been received.
- (2) The Chairperson of the meeting must declare all positions on the Guild Council vacant and hold elections for those positions in accordance with rules 51 to 54.

51 Nominations

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Guild may—
 - (a) nominate himself or herself; or
 - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

52 Election of President etc.

- (1) At each biennial annual general meeting, separate elections must be held for each of the following positions—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer;
 - (e) Membership Officer;
 - (f) Keeper of the Punches;
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

53 Election of ordinary members

- (1) Each biennial annual general meeting must by resolution decide the number of ordinary members of the Guild Council (if any) it wishes to hold office for the following two years
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary Guild Council member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.

(3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.

(4) The election must be by secret ballot.

(5) The returning officer must give a blank piece of paper to—

(a) each member present in person; and

(b) and one blank ballot paper for each proxy vote appointed to that member.

Example

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

(6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

(7) If the ballot is for more than one position—

(a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

(b) the voter must not write the names of more candidates than the number to be elected.

(8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.

(9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

(10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

(11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—

(a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or

(b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

55 Term of office

(1) Subject to subrule (3) and rule 56, a Guild Council member holds office until the positions of the Guild Council are declared vacant at the next biennial general meeting.

(2) A Guild Council member may be re-elected.

(3) A general meeting of the Guild may—

(a) by special resolution remove a Guild Council member from office; and

(b) elect an eligible member of the Guild to fill the vacant position in accordance with this Division.

(4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Guild (not exceeding a reasonable length) and may request that the representations be provided to the members of the Guild.

(5) The Secretary or the President may give a copy of the representations to each member of the Guild or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

56 Vacation of office

(1) A Guild Council member may resign from the Guild Council by written notice addressed to the Guild Council.

(2) A person ceases to be a Guild Council member if he or she—

(a) ceases to be a member of the Guild; or

(b) fails to attend 3 consecutive Guild Council meetings (other than special or urgent Guild Council meetings) without leave of absence under rule 67; or

(c) otherwise ceases to be a Guild Council member by operation of section 78 of the Act.

Note

A Guild Council member may not hold the office of secretary if they do not reside in Australia.

57 Filling casual vacancies

(1) The Guild Council may appoint an eligible member of the Guild to fill a position on the Guild Council that—

(a) has become vacant under rule 56; or

(b) was not filled by election at the last biennial general meeting.

(2) If the position of Secretary becomes vacant, the Guild Council must appoint a member to the position within 14 days after the vacancy arises.

(3) Rule 55 applies to any Guild Council member appointed by the Guild Council under subrule (1) or (2).

(4) The Guild Council may continue to act despite any vacancy in its membership.

Division 4—Meetings of Guild Council

58 Meetings of Guild Council

(1) The Guild Council must meet at least 6 times in each year at the dates, times and places determined by the Guild Council.

(2) The date, time and place of the first Guild Council meeting must be determined by the members of the Guild Council as soon as practicable after the annual general meeting of the Guild at which the members of the Guild Council were elected.

(3) Special Guild Council meetings may be convened by the President or by any 4 members of the Guild Council.

59 Notice of meetings

(1) Notice of each Guild Council meeting must be given to each Guild Council member no later than 7 days before the date of the meeting.

(2) Notice may be given of more than one Guild Council meeting at the same time.

(3) The notice must state the date, time and place of the meeting.

(4) If a special Guild Council meeting is convened, the notice must include the general nature of the business to be conducted.

(5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

60 Urgent meetings

(1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each Guild Council member by the quickest means practicable.

(2) Any resolution made at the meeting must be passed by an absolute majority of the Guild Council.

(3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61 Procedure and order of business

(1) The procedure to be followed at a meeting of a Guild Council must be determined from time to time by the Guild Council.

(2) The order of business may be determined by the members present at the meeting.

62 Use of technology

(1) A Guild Council member who is not physically present at a Guild Council meeting may participate in the meeting by the use of technology that allows that Guild Council member and the Guild Council members present at the meeting to clearly and simultaneously communicate with each other.

(2) For the purposes of this Part, a Guild Council member participating in a Guild Council meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

63 Quorum

(1) No business may be conducted at a Guild Council meeting unless a quorum of 5 councillors is present.

(2) The quorum for a Guild Council meeting is the presence (in person or as allowed under rule 62) of a majority of the Guild Council members holding office.

(3) If a quorum is not present within 30 minutes after the notified commencement time of a Guild Council meeting—

(a) in the case of a special meeting—the meeting lapses;

(b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59

64 Voting

(1) On any question arising at a Guild Council meeting, each Guild Council member present at the meeting has one vote.

(2) A motion is carried if a majority of Guild Council members present at the meeting vote in favour of the motion.

(3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Guild Council.

(4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

(5) Voting by proxy is not permitted.

65 Conflict of interest

(1) A Guild Council member who has a material personal interest in a matter being considered at a Guild Council meeting must disclose the nature and extent of that interest to the Guild Council.

(2) The member—

(a) must not be present while the matter is being considered at the meeting; and

(b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient Guild Council members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

(3) This rule does not apply to a material personal interest—

(a) that exists only because the member belongs to a class of persons for whose benefit the Guild is established; or

(b) that the member has in common with all, or a substantial proportion of, the members of the Guild.

66 Minutes of meeting

(1) The Guild Council must ensure that minutes are taken and kept of each Guild Council meeting.

(2) The minutes must record the following—

(a) the names of the members in attendance at the meeting;

(b) the business considered at the meeting;

(c) any resolution on which a vote is taken and the result of the vote;

(d) any material personal interest disclosed under rule 65.

67 Leave of absence

- (1) The Guild Council may grant a Guild Council member leave of absence from Guild Council meetings for a period not exceeding 3 months.
- (2) The Guild Council must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Guild Council member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

68 Source of funds

The funds of the Guild may be derived from joining fees, annual subscriptions, leave of absence fees, commissions from activities such as exhibitions and workshops, commissions from sales of related materials to members, donations, fund-raising activities, grants, interest and any other sources approved by the Guild Council.

69 Management of funds

- (1) The Guild must open an account with a financial institution from which all expenditure of the Guild is made and into which all of the Guild's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Guild, the Guild Council may approve expenditure on behalf of the Guild.
- (3) The Guild Council may authorise the Treasurer to expend funds on behalf of the Guild (including by electronic funds transfer) up to a specified limit without requiring approval from the Guild Council for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Guild Council members.
- (5) All funds of the Guild must be deposited into the financial account of the Guild no later than 5 working days after receipt.
- (6) With the approval of the Guild Council, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70 Financial records

- (1) The Guild must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Guild must retain the financial records for 7 years after the transactions covered by the records are completed.

- (3) The Treasurer must keep in his or her custody, or under his or her control—
- (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Guild Council.

71 Financial statements

(1) For each financial year, the Guild Council must ensure that the requirements under the Act relating to the financial statements of the Guild are met.

(2) Without limiting subrule (1), those requirements include—

- (a) the preparation of the financial statements;
- (b) if required, the review or auditing of the financial statements;
- (c) the certification of the financial statements by the Guild Council;
- (d) the submission of the financial statements to the annual general meeting of the Guild;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

72 Common seal

(1) The Guild may have a common seal.

(2) If the Guild has a common seal—

- (a) the name of the Guild must appear in legible characters on the common seal;
- (b) a document may only be sealed with the common seal by the authority of the Guild Council and the sealing must be witnessed by the signatures of two Guild Council members;
- (c) the common seal must be kept in the custody of the Secretary.

73 Registered address

The registered address of the Guild is:

GAA House Melbourne, 380 -382 Spencer Street, West Melbourne. 3003.

- (a) the address may change as determined from time to time by resolution of the Guild Council; or
- (b) if the Guild Council has not determined an address to be the registered address—the postal address of the Secretary.

74 Notice requirements

1) Any notice required to be given to a member or a Guild Council member under these Rules may be given—

- (a) by handing the notice to the member personally; or
- (b) by sending it by post to the member at the address recorded for the member on the register of members; or
- (c) by email

(2) Subrule (1) does not apply to notice given under rule 60.

- (3) Any notice required to be given to the Guild or the Guild Council may be given—
- (a) by handing the notice to a member of the Guild Council; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Guild Council determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Guild or the Secretary.

75 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
- (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Guild, including minutes of Guild Council meetings.

Note

See note following rule 18 for details of access to the register of members.

(2) The Guild Council may refuse to permit a member to inspect records of the Guild that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Guild.

(3) The Guild Council must on request make copies of these rules available to members and applicants for membership free of charge.

(4) Subject to subrule (2), a member may make a copy of any of the other records of the Guild referred to in this rule and the Guild may charge a reasonable fee for provision of a copy of such a record.

(5) For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Guild and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Guild.

76 State and Territory Branches

(1) The Guild will make provision for Branches, based on one in each State and Territory of Australia. Until such time as a Branch is established in any State or Territory, the Guild will nominate a State or Territory representative as a channel of communication between those State and Territory Members and the National Office, located in Melbourne.

(2) A Branch will be established in any State or Territory by the National Authority when:

- (a) That authority deems the number of members in any State or Territory sufficient to form a viable Branch;
- (b) When application to form a State or Territory Branch comes from a group of members in any Jurisdiction, subject to the approval of the National Authority.
- (c) State and Territory Branches must be incorporated under the Act relating to Incorporation of Societies in that Jurisdiction and will have appropriate insurance, and will have a Public Officer.
- (d) The inaugural meeting of a Branch, when nominated by the National Council, will hold an election for the positions of State or Territory Council by way of secret ballot.

(e) The State or Territory Council shall consist of at least five members, and will elect their own committees to affect the business of their Branches and shall contain a President, Secretary and Treasurer as its executive officers, with a non-executive position of State or Territory Membership Officer.

(f) Established State and Territory Branches will be responsible for seeking and processing Memberships in that Jurisdiction in return retaining the joining fee, as determined by the National Council from time to time, and a portion of the Annual Fee, as determined in consultation with the National Council. All determinations will be subject to annual review.

(g) Branches may conduct fund raising activities in their own right without obligation to pass any portion of funds raised or debt incurred to the National Body.

(h) Branch Councils shall, in all matters, be bound by the same rules as pertain to the National Council.

(i) State and Territory Branches will be subject to the Constitution of the National Authority and any variation of this Constitution desired by any Branch must be subject to the approval of the National Authority, as well as the majority of members in that State or Territory Branch.

77 Winding up and cancellation

(1) The Guild may be wound up voluntarily by special resolution.

(2) In the event of the winding up or the cancellation of the incorporation of the Guild, the surplus assets of the Guild must not be distributed to any members or former members of the Guild.

(3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Guild and which is not carried on for the profit or gain of its individual members.

(4) The body to which the surplus assets are to be given must be decided by special resolution.

78 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Guild.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Guild is taken to have adopted its own rules, not the model rules.