

CONSTITUTION OF THE EMBROIDERERS GUILD, VICTORIA

The Embroiderers Guild, Victoria is a non-for-profit association registered with ASIC, with the ACN (Australian Company Number) of 005 116 263. It is a limited liability company, with liability limited to twenty dollars (\$20.00) per member – see page 5 of this document, Memorandum articles 5 and 6.

THIS CONSTITUTION IS IN TWO PARTS:

1. **The Memorandum of Association.** Pages 2-5 of this document. It covers the broad generalities of the company: its name, its aims, ways by which it may achieve those aims, its principles of financial management, the liability of members, and how the company may be wound up. There are 10 articles in the memorandum.
2. **The Articles of Association.** Pages 6 to 16 of this document. These provide more detail on the way the Guild may run. There are 72 articles of association, as follows:

Page number	Topic
6	Definitions of various terms (Article 1)
6-7	Types of members (Articles 2-3)
7	Annual subscriptions (Articles 4-5)
7-8	Termination of membership (dismissal procedures) (Articles 6-7)
8	Guild office bearers (articles 8-11)
9-10	The Board – composition of, how elected, removal of Board members, when Board members must resign (Articles 12-19)
10	Extraordinary General Meetings (Articles 20-23)
10-11	General Meetings, how to run, including voting (Articles 24-29)
11-12	Responsibilities and duties of the Board of Management (Articles 30-37)
12	Executive Committee (Article 38)
12	Sub-committees (Articles 39-41)
13	Branches (Articles 42-47)
13	Annual General Meetings (Article 48)
13	Extraordinary General Meetings (Article 49)
13-14	Minutes of the Board and all other committees (Articles 50-51)
14	Voting. (Articles 52-56)
14	Paid staff (Article 57)
14	Auditing (Article 58)
14	Altering the constitution (Article 59)
15	Notifying members of meetings (Article 60)
15	The company seal (Article 61)
15-16	Managing Guild finances (Articles 62-64 and 66-70)
15	By-laws (Article 65)
16	Winding up (Article 71)
16	Indemnity (Article 72)

CORPORATIONS ACT 2001
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION
OF
THE EMBROIDERERS GUILD, VICTORIA
ACN 005 116 263**

1. **THE NAME OF THE COMPANY IS** "The Embroiderers Guild, Victoria".
2. **DEFINITIONS:** In this memorandum unless there is something in the subject or context inconsistent therewith:
 - "Guild" means "The Embroiderers Guild, Victoria".
 - "Members" means the members for the time being of the Guild.
 - "Year" means calendar year.
 - "Month" means calendar month.
 - "In writing" and "written" means and includes printing, lithography and other modes of representing or reproducing words in visible form.
 - "Office" means the registered office of the Guild.
 - "Register" means the register of members to be kept pursuant to the Corporations Act.
 - "Board" means members elected annually to manage the statewide affairs of the Guild.
 - Words importing the singular number include the plural number and vice versa and words importing the masculine gender include the feminine and neuter genders and vice versa.
3. **THE OBJECTS FOR WHICH THE GUILD IS ESTABLISHED ARE:**
 - (a) To accept by way of gift the whole or any part of the real, personal and intellectual property belonging to an unincorporated society known as "The Embroiderers Guild, Victoria" whose principal office is now situated at 170 Wattletree Road, Malvern, Victoria, 3144.
 - (b) For public education purposes to promote and encourage the cooperation and interchange of ideas amongst those engaged or interested in embroidery in the State of Victoria and without limiting the generality of the foregoing:
 - (i) by maintaining a high standard of design and technique in embroidery;
 - (ii) by establishing a centre which may be used as a bureau of information regarding embroidery;
 - (iii) by promoting the training of teachers of the craft and skills of embroidery;
 - (iv) by establishing and conducting classes, schools, lectures, exhibitions, courses, seminars, and other forms of education;
 - (v) by conferring fellowships, diplomas, certificates and other awards;
 - (vi) by awarding scholarships, bursaries and other financial assistance;
 - (vii) to establish and maintain a code of ethics to apply to members of the company.

- (c) Solely for the purpose of carrying out the aforesaid objects and not otherwise, the company has power:
- (i) to assist with the presentation of displays of embroidery by lending or giving money, by acting as surety, or in any other way whatever;
 - (ii) to take any gift or property whether subject to any special trust or not;
 - (iii) to take steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions, either to the general funds of the Guild or to any particular fund or funds of the Guild in the shape of donations, annual subscriptions or otherwise;
 - (iv) to arrange for, organise, cooperate with, and assist persons to obtain contributions of and generally to raise moneys, funds and all kinds of property to be used for all or any of the purposes of the Guild and for the purpose of this sub-clause but without limiting the generality of the foregoing to provide accommodation for any such persons in any property of the Guild;
 - (v) to purchase, take on, lease, or in exchange, take on, licence or concession, hire, hold, receive, accept, and whether by way of purchase, gift, or otherwise, or acquire any property whatsoever which may be deemed necessary or convenient for any of the purposes of the Guild and in such manner and on such terms as the Guild thinks fit;
 - (vi) to employ and engage officers whose service may be deemed necessary or advisable and to appoint experts upon such terms and conditions as the Guild shall think fit to advise the Guild on any matter relating to the objects of the Guild;
 - (vii) to borrow or raise money and secure the payment thereof with interest and other charges and also the payment of any past debt or obligation of the Guild with interest and other charges by the issue of debentures or otherwise (perpetual or otherwise) bonds, bills, or notes payable to bearer, or otherwise mortgage or charge or other securities of or upon or over the whole or any part of the property present or future of the Guild at once or from time to time upon such terms and in such manner as the Board shall think fit or without any such security and to purchase redeem or pay off any such securities;
 - (viii) to guarantee (either alone or jointly with any other person) or (either alone or jointly as aforesaid) to become liable for the payment of moneys or for the performance of any obligations by any person whatsoever or whomsoever and for the purpose of securing the payment of any moneys or the performance of any obligations for which this Guild has or may become liable under or by virtue of any guarantee or other contract entered into by this Guild pursuant to this or any other provision of this Memorandum of Association to mortgage or charge in such manner as the Guild may think fit all or any of the Guild's property (both present and future);
 - (ix) to purchase or otherwise acquire and obtain exclusive rights to or other interest in, copyrights, rights of representation and any other rights of or concerning the craft and skills of embroidery;
 - (x) to print and publish any newspapers, journals, bulletins, periodicals, books or leaflets that the Board may think desirable for the promotion of the Guild's objects;
 - (xi) to sell, manage, lease, licence, grant concessions over, mortgage, dispose of, or otherwise deal with, all or any part of the property of the Guild. Should any such property be subject to any trusts, the Guild shall only deal with the same in such manner as it is allowed by law having regard to such trusts;
 - (xii) to invest any moneys of the Guild not immediately required for any of its objects in such investments and in such manner as may from time to time be determined provided that any such moneys shall be invested only in such forms of investment as are authorised by law for the investment of trust funds;

- (xiii) to lend and advance money to any person without security, or upon such securities and terms and subject to such conditions as may seem expedient;
 - (xiv) to enter into any arrangements or contracts with any governments or other companies, corporations, public bodies, or other authorities municipal, local, or otherwise, that may seem conducive to the Guild's objects or any of them, and to obtain from any such government, company, corporation, public body, or authority, any rights privileges and concessions which the Guild may think desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges, and concessions;
 - (xv) to draw, make, accept, endorse, discount, execute, and issue, promissory notes, bills of exchange, bills of lading, warrants, debentures, bonds, and other negotiable or transferable instruments;
 - (xvi) to undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise;
 - (xvii) to obtain any provisional order or Act of Parliament for enabling the Guild to carry any of its objects into effect or for effecting any modification of the Guild's constitution or for any other purpose which may seem expedient;
 - (xviii) to establish or promote or concur or assist in establishing, forming, or promoting any other company or corporation whose objects shall in any manner be calculated to enhance either directly or indirectly the interest of this Guild, and to conduct, carry on, or liquidate, or wind up, any such company or corporation and to take or otherwise acquire and hold shares, stock, or securities by or under any obligations of any such company or corporation, provided that the Guild shall not establish or promote or concur in assisting in the formation or promotion of any company or corporation unless such company or corporation prohibits the distribution of its income and property to an extent at least as great as that provided in Clause 4 hereof;
 - (xix) to pay the costs, charges, stamp duties, and expenses, preliminary or incidental to the formation, establishment or registration of the Guild and the preparation and printing of the Memorandum and Articles of Association of the Guild;
 - (xx) to do all or any of the above things as principals, agents, directors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others;
 - (xxi) to do all such other lawful things as are incidental or conducive to the attainment of the above objects;
 - (xxii) to establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the Guild or of its predecessors in business or the dependents or connections of such persons, and to grant pensions and allowances and to make payment towards insurance or any fund and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful objects.
4. **The income and property of the Guild** whensoever and howsoever derived shall be applied solely towards the promotions of the objects of the Guild in Victoria as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Guild, provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officer of the Guild or to any member of the Guild or other person in return for any services actually rendered to the Guild or prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purposes of this paragraph by the Articles of Association upon moneys lent by any member of the Guild, or reasonable and proper rent for premises demised or let by any member of the Guild or governing body of the Guild shall be appointed to any salaried office of the Guild or any office of the Guild paid by fees

and that no remuneration or other benefit in money or money's worth shall be paid or given by the Guild to any member of such Board or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or lent to the Guild.

5. **The liability of the members** is limited.
6. **Every member of the Guild undertakes to contribute to the assets of the Guild** in the event of the same being wound up during the time that he or she is a member or within one year afterwards for payment of debts and liabilities of the Guild contracted before the time at which he ceased to be a member and of the costs charges and expenses of winding up the same and for the adjustment of or the rights of the contributories amongst themselves such amount as may be required *not exceeding the sum of twenty dollars*.
7. **If upon the winding up or dissolution of the Guild** there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Guild, but shall be given or transferred to some other institution or institutions in Victoria, having objects similar to the objects of the Guild, and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property amongst its or their members to an extent as great as is imposed on the Guild under or by virtue of Clause 4 hereof, such institution or institutions to be determined by members of the Guild at or before the time of dissolution, and in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.
8. **True accounts shall be kept** of the sums of moneys received and expended by the Guild and the matters in respect of which such receipts and expenditure takes place and of the property credits and liabilities of the Guild and subject to any reasonable restrictions as to the time and manner, of inspecting of the same that may be imposed in accordance with the regulations of the Guild for the time being shall be open to inspection of the members. Such accounts shall, upon the written request of the Attorney General be made available for inspection by him or by anyone authorised in writing by him for the purpose. Once at least every year the accounts of the Guild shall be audited by the Guild's auditor.
9. **No addition, alteration or amendment** shall be made to the objects of the Guild as set out in paragraph 3 of or to or in the regulations contained in the Memorandum of Association for the time being in force unless the same shall have been previously submitted to and approved by the Australian Securities and Investments Commission.
10. The fourth eighth and ninth articles of this Memorandum of Association contain conditions upon which a licence is granted by the Australian Securities and Investments Commission to the Guild in pursuance of the provisions of the Corporations Act. For the purpose of preventing any evasion of the provisions of the said paragraphs the Australian Securities and Investments Commission may from time to time on the application of any member of the Guild and on giving notice to the Guild of its intentions so to do and after affording the Guild an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Guild.

ARTICLES OF ASSOCIATION
OF
THE EMBROIDERERS GUILD VICTORIA

DEFINITIONS

1. In the construction of these articles of association, if not inconsistent with the subject or context:
 - (a) "the articles" means the articles of association of the Guild for the time being in force;
 - (b) "attorney" means and includes any person duly appointed by power of attorney and any duly appointed sub-attorney or substitute of any such attorney;
 - (c) "the Guild" means the Embroiderers Guild Victoria, hereinafter called "the Guild";
 - (d) "Board" means the whole or any number of the members elected annually to manage the statewide affairs of the Embroiderers Guild Victoria as directors of the Guild for the time being assembled at a meeting of the Board in accordance with the regulations of the Guild and not being less than a quorum. Each member of the Board shall be deemed to be a director of the company, exercising the functions and responsibilities conferred upon the directors by these articles and by the companies code.
 - (e) "the Executive Committee" means the Executive Committee of the Guild consisted as provided in these articles and not being less than a quorum;
 - (f) "act" means the Corporations Act as amended from time to time;
 - (g) "member" means any person admitted to membership of the Guild in whatsoever class;
 - (h) "month" means calendar month;
 - (i) "office" means the registered office for the time being of the Guild;
 - (j) "State President" means the State President for the time being of the Guild and includes the person acting as State President;
 - (k) "State Vice President" means the State Vice President for the time being of the Guild and includes the person acting as State Vice President. "Senior State Vice President" is nominated at the first board meeting after the Annual General Meeting;
 - (l) "Branch President" means the Branch President for the time being of a branch of the Guild and includes the person acting as the Branch President;
 - (m) "Branch Vice President" means the Branch Vice President for the time being of a branch of the Guild and includes the person acting as the Branch Vice President;
 - (n) "Secretary" includes the assistant or acting Secretary or any substitute for the time being for the Secretary;
 - (o) "Treasurer" means the Treasurer for the time being of the Guild and includes the person acting as Treasurer. And the Treasurer shall be the Public Officer;
 - (p) "financial member" means all members financial at the 31st January, with junior members excluded from voting;
 - (q) "register" means the register of members to be kept pursuant to the act and includes any branch register of members;
 - (r) "special resolution" has the meaning assigned thereto by the Corporations Act;
 - (s) "seal" means the common seal of the Guild, or where appropriate the duplicate seal, or the official seal for use in the place outside the state where the affixing of the seal is required to be done;
 - (t) "the state" means the State of Victoria;
 - (u) the words "printed", "in writing" and "written" shall include printed, word-processed, typewritten and such other modes of representing or reproducing words in a visible form;
 - (v) words importing the singular number include the plural and vice versa. Words importing any gender include the other gender. Words importing persons include companies and corporations.
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MEMBERS

2. The number of members with which the Guild proposes to be registered is twenty thousand (20,000) but the Board may from time to time register an increase in members.
3. All Guild members shall adhere to the memorandum and articles of association of the Guild, including the payment of fees.

- (i) There shall be the following classes of members, namely:
 - (a) Honorary Life members
 - (b) Ordinary members
 - (c) Country members
 - (d) Concession members
 - (e) Student members
 - (f) Junior members
 - (g) Reciprocal members
- (ii) Honorary Life members shall be those persons nominated by the Board in its absolute discretion and subsequently elected by a General Meeting and who accept the appointment. They shall retain appointment for life or until they resign in writing.
- (iii) The qualification for an Ordinary member shall be the payment to the Guild of the entrance fee and annual subscription provided for pursuant to Article 5 hereto.
- (iv) The qualification for a Student member shall be that the person is a full-time student over the age of 16 and under the age of 25 years as at January 1 and has paid to the Guild the appropriate annual subscription.
- (v) The qualification for a Junior member shall be that the person is under 16 years of age as at January 1 and has paid the appropriate annual subscription. A Junior member has no voting rights.
- (vi) The qualification for a Country member shall be a person who lives in an area outside a nominated radius of the Melbourne G.P.O. This radius will be determined from time to time and stated in the bylaws.
- (vii) The qualification for a Concessional member shall be that person who is in receipt of an Australian Government Social Security pensions, or similar government pension.
- (viii) Reciprocal membership allows the transferee all rights held by current financial Embroiderers Guild Victoria members until the end of the Embroiderers Guild Victoria's financial year.
- (ix) Application for membership shall be made in writing, shall be completed accurately and in full and shall be signed by the applicant and shall be in such form as the Board from time to time may prescribe.
- (x) Each application for membership shall be subject to approval by the Board.

SUBSCRIPTIONS

- 4. The joining fee and annual subscription payable by Honorary Life, Ordinary, Country, Concession, Student or Junior members shall be those amounts as the Board from time to time may determine.
- 5.
 - (i) All annual subscriptions shall become due and payable in advance on the first day of January in every year.
 - (ii) Any person who has not paid their subscription by January 31 shall be unfinancial and not able to vote at the following Annual General Meeting.
 - (iii) Any person who wishes to rejoin shall pay the entrance fee and the appropriate fee. The Board in its discretion may reinstate an unfinancial member and restore their name to the register, provided that the payment of all arrears has been made.

TERMINATION OF MEMBERSHIP

- 6. If the Board is of the opinion that a member has persistently refused or neglected to comply with the Memorandum and Articles of Association of the Guild, or has been guilty of any conduct detrimental or prejudicial to the interests of the Guild, the Board may after a secret ballot, by resolution, expel the member from the Guild.
- 7. Before confirmation of the resolution for the expulsion of the member and for removal under article 6, that member shall be given right of appeal to the Guild.
 - (a) Notice shall be sent to the member in writing, by certified mail as soon as practicable stating notice of:
 - (i) the meeting;
 - (ii) what is alleged against them and the grounds upon it is based, and
 - (iii) the intended resolution, and
 - (iv) advising the member that they may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been sent to the member, and
 - (b) informing the member that they

- (i) may attend the meeting, and
 - (ii) may give to the Board, before the date of that meeting, a written statement seeking revocation of the resolution.
- (c) If the member elects to appeal the decision, notice to be sent stating, date, place and time of the meeting with the Board as per article 7(i).
- (d) At the Board meeting convened to hear the appeal to revoke or confirm the resolution as passed in article 6, the Board must:
- (i) give the member the opportunity to be heard, and
 - (ii) give due consideration to the written statement submitted by the member, and
 - (iii) determine by resolution whether to confirm or revoke the resolution.
- (e) If, at the meeting of the Board, the Board confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary notice in writing to the effect that they wish to appeal to the Guild at an Extraordinary General Meeting against the resolution.
- (f) If the Secretary receives such notice under article 7(e) she must notify the Board and the Board must convene an Extraordinary General Meeting to be held at the Guild not less than 21 days after the Secretary has received the notice.
- (g) At the Extraordinary General Meeting of the Guild convened under article 7(f):
- (i) No other business other than the question of the appeal may be conducted
 - (ii) the Board may place before the meeting details of the grounds for the resolution and the reasons for passing the resolution, and
 - (iii) the member must be given the opportunity to be heard and
 - (iv) the members present must vote by secret ballot on the question whether the resolution shall be confirmed or revoked.
- (h) A resolution is confirmed if, at the Extraordinary General Meeting, no less than two thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case the resolution is revoked.
- (i) If the resolution is confirmed, the member shall be expelled and removed from the register of members and cease to be a member.
- (j) No membership revoked under article 7 of the Articles of Association shall be readmitted to the Guild.

OFFICE BEARERS

- 8.** The office bearers of the Guild shall be:
- (i) The State President, who has been a member of the Guild for seven (7) years prior to their election.
 - (ii) The State Vice-Presidents (2) who have been members of the Guild for six (6) years prior to their election.
 - (iii) All office bearers of the Guild shall be elected by postal vote (subject to article 16) and shall hold office until the conclusion of the ensuing Annual General Meeting.
- 9.** Subject to these articles all office bearers of the Guild shall be eligible for re-election.
- 10.** The State President of the Guild shall be Chairman of the Executive Committee, the General Council and the General Meetings of members.
- 11.** In the absence of the State President from a meeting a State Vice-President shall be elected by the meeting to be the Acting Chairman, and this State Vice President shall act as the Chairman for that meeting. If a State Vice-President is not present then the meeting may elect a Chairman from the representatives present.

12. BOARD

- (i) There shall be a Board consisting of a State President, two State Vice Presidents, an appointed Treasurer, an appointed Secretary, and seven (7) other Directors elected by the Guild members. These seven (7) other Directors elected by the Guild must have been members for more than two (2) years.
- (ii) The past State President can attend as an advisory non-voting member of the Board for the term of one year. All presidents of country branches may attend Board meetings in an advisory capacity.

13. The State President and each Branch President serve a maximum of three (3) consecutive terms (of one year each) except in exceptional circumstances when the State President or a Branch President may serve one (1) additional term.

14. The members of the Board shall be elected annually by the Guild and at the Annual General Meeting of the Guild each year they shall be declared Directors and shall hold office until the next Annual General Meeting.

15. At each Annual General Meeting

- (i) all members of the Board shall retire from office;
- (ii) the retiring Directors of the Board shall retain office until the conclusion of the meeting;
- (iii) the retiring Directors of the Board shall be eligible for re-election, subject to clause 13.

16. The election of Directors, including State President and State Vice Presidents shall take place in the following manner:

- (i) A nomination shall be in writing signed by a proposer and a seconder, and by the nominee. It shall be lodged with the Secretary at least forty-two (42) days before the Annual General Meeting at which the nomination is considered.
- (ii) An alphabetical list of the candidates' names and their proposed office, also showing the names of the proposers and seconds, shall be posted in a conspicuous place at the registered office of the Guild for at least twenty-eight (28) days before the relevant Annual General Meeting.
- (iii) Voting for State President, two State Vice Presidents and seven (7) other Directors shall be by postal vote only, and shall be posted to all members at least 28 days prior to the Annual General Meeting (see appendix 1).
- (iv) Voting lists shall be prepared by the Secretary containing the names of candidates in order determined by a ballot.
- (v) Postal votes must be received by Embroidery House at least forty-eight (48) hours prior to the Annual General Meeting.
- (vi) The Board shall appoint a Returning Officer, who will supervise the counting of votes.
- (vii) Each candidate may nominate one (1) scrutineer.
- (viii) Ballot papers and a summary of candidates' details, limited to six (6) lines each, shall be posted to all financial members excluding Junior members.
- (ix) Each financial member, excluding Junior members, shall be entitled to vote for any number of candidates for the required number of positions.
- (x) If insufficient number of candidates is nominated, the Board may appoint member(s) to the total number of Board vacancies.

17. REMOVAL OF BOARD MEMBERS

- (i) The members of the Guild at an Extraordinary General Meeting may, by resolution, remove any member of the Board before expiration of the member's term of office and appoint another member in their place to hold office until the expiration of the term of the first-mentioned member.
- (ii) Any member who is the subject of a proposed resolution referred to in 17(i) may make representations in writing to the Secretary or State President of the Guild (not exceeding a reasonable length of time) and may request that the representations be provided to the members of the Guild.
- (iii) The Secretary or State 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 next General Meeting.

18. A State President, State Vice President or Board member shall vacate office if they:
- (a) hold an office of profit under the Guild, or
 - (b) become bankrupt, or
 - (c) become prohibited from being an Office Bearer or Board member by reason of the Act, or
 - (d) are found to be incapacitated, or
 - (e) resign their office by notice in writing to the Guild, or
 - (f) are indirectly or directly interested in any contract with the Guild and fails to declare the nature of their interest in manner required by the Act, or
 - (g) cease to be a member of the Guild, or
 - (h) are absent from three (3) consecutive meetings of the Board without having obtained leave.
19. An Office Bearer or a Board member shall not vote in respect of any contract in which she is interested or any manner arising therefrom, and if she does so vote then her vote shall not be counted.

EXTRAORDINARY GENERAL MEETINGS

20. The Annual General Meetings of the Guild shall be held in accordance with the Act. In addition general meetings shall be held at least once every calendar month, except January, and all other general meetings shall be called "Extraordinary General Meetings".
21. The Board may, whenever it thinks fit, convene Extraordinary General Meetings. Upon a requisition of at least ten (10) members in accordance with the Act, the Board shall convene an Extraordinary General Meeting.
22. Subject to the provisions of the Act about special resolutions and about agreement for shorter notice, at least twenty-one (21) days notice shall be given to such persons as are entitled to receive notices. The notice shall state:
- (a) the place of the meeting;
 - (b) the day and hour of the meeting; and
 - (c) if any special business is proposed, the general nature of that business
23. Only special business is transacted at an Extraordinary General Meeting. Any business transacted at an Annual General Meeting other than consideration of the accounts, balance sheets and reports of the Committee and auditors, the election of officers and the appointment and remuneration of the auditors, shall also be deemed special business.

PROCEEDINGS AT GENERAL MEETINGS

24. No business shall be transacted at any General Meeting unless a quorum of forty (40) members is present when meeting proceeds to business.
25. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may appoint but, if at the adjourned meeting a quorum is not present within half an hour from the time appointed, the members present, if not less than ten, shall constitute a quorum.
26. The State President of the Board or in her absence the State Vice President, if any, shall be entitled to take the chair at every General Meeting. If there be no State President or State Vice President, or if neither of them is present within fifteen (15) minutes after the time appointed for the meeting, or if neither of them is willing to act, the members present may choose a chairman.

27. VOTING AT GENERAL MEETINGS

- (i) At a General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or on the declaration of the result of the show of hands, demanded by:
 - (a) by the chairman;
 - (b) or at least five (5) financial members, excluding Junior members, present in person or by notice in writing.
- (ii) In this instance, a poll may be a counted show of hands

- (iii) Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been:
 - (a) carried;
 - (b) carried unanimously;
 - (c) carried by a particular majority; or
 - (d) lost
- (iv) and an entry to that effect in the book containing the minutes of the proceedings shall be conclusive evidence of that fact without proof of the proportion of the votes recorded.
- (v) A demand for a poll may be withdrawn.

- 28.**
- (i) Subject to sub-clause 28 (ii) if a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the chairman of the meeting directs. It may be taken at once, after an interval or adjournment or otherwise as the chairman directs.
 - (ii) A poll demanded on the election of the chairman or on a question of adjournment shall be taken forthwith.
 - (iii) Subject to sub-clause 28 (ii) the demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

29. ADJOURNING A MEETING

- (i) The chairman, may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (ii) If a meeting is adjourned for more than thirty (30) days, notice of the adjourned meeting shall be given as if it were the original meeting but otherwise it shall not be necessary to give any notice relating to an adjourned meeting.

RESPONSIBILITIES AND DUTIES OF THE BOARD OF MANAGEMENT

- 30.**
1. The Board shall be responsible for the day-to-day running of the Guild and have the power to:
 - (a) administer the finances, appoint bankers and insurers and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
 - (b) fix the manner in which such banking accounts shall be operated, providing all payments are passed or ratified by the board;
 - (c) fix fees and subscriptions payable by members and decide such levies, fines and charges as are deemed necessary;
 - (d) control all officers, contractors, volunteers, members and committees and, for good cause, may declare any office vacant;
 - (e) make the final decision in all Guild matters, subject only to any decision being consistent with the constitution and bylaws. This decision may be overturned by a majority vote of all members present at an Extraordinary General Meeting (article 49);
 - (f) adjudicate on all matters brought before it which in any way affect the Guild;
 - (g) cause minutes to be kept of all proceedings at meetings of the Board, sub- committees and general meetings of members;
 - (h) make, amend and rescind bylaws and submit the bylaws to general meetings for approval or variation;
 - (i) form and appoint any sub-committee/s as required for specific purposes;
 - (j) employ a person or persons at their discretion;
 - (k) appoint any officer/s or agent of the Board to have custody of the Guild's records, documents and securities;
 - (l) delegate in writing any of its functions except the power of delegation and any function that is a duty imposed on it by the act or by any other law.
 2. The Board may in writing revoke, or impose or vary any conditions and limitations of a delegation made under this sub-article and may continue to exercise any function so delegated.
- 31.** The Board may meet together for the conduct of business and may adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the State President shall have a second or casting vote. The State President may, and the Secretary on the requisition of three directors shall, at any time summon a meeting of the Board.

32. The quorum necessary for the transaction of the business of the Board may be fixed by the directors in the bylaws.
33. The Board may act to fill any vacancy if their number is reduced below quorum. The names of the proposed new Board members are to be presented at the next general meeting for endorsement.
34. The State President shall be Chairman of every meeting at which she is present and in her absence the Senior State Vice President shall be Chairman. If at any meeting the State President or failing her a State Vice President is not present within fifteen (15) minutes after the time appointed for holding the same, the members of the Board present may choose one of their number to be Chairman of the meeting.
35. Any members of the Board or Executive Committee absent from any meeting shall be entitled to record her vote on any matter prior to the meeting by letter signed by her and delivered to any member of the Board present either before or at the meeting. The vote so recorded shall be accepted and recognised by the members present at such meeting if delivered before the said matter is dealt with.
36. There shall be an Honorary Secretary and Treasurer of the Guild who shall be appointed by the Board. The Board may define and regulate their respective duties and may remove any appointee from office during the currency of any such term
37. The Honorary Secretary and Treasurer so appointed pursuant to article 36 shall attend meetings of the Board and Executive Committee and annual general meetings and extraordinary general meetings, but only the Treasurer shall be entitled to vote
38. **EXECUTIVE COMMITTEE.**

The Board shall appoint annually a committee to be called the Executive Committee consisting of the State President, as Chairman, a State Vice President, and at least one but not more than three Board members. The Executive Committee shall deal with matters referred to it by the Board, handle the general business of the Guild between Board meetings and make recommendations of policy to the Board but shall have no power to decide matters of policy or of major importance without reference and approval of the Board. In the absence of express notice to the contrary any person or company bona fide dealing with the Executive Committee shall be entitled to assume that it is authorised and empowered to exercise all rights and powers of the Board.
39. **SUBCOMMITTEES OF THE GUILD.**
 - (a) The Board may in its absolute discretion, establish such forums, policy advisory committees, subcommittees, working parties etc. as it considers necessary, and appoint the chair or convenor of each group;
 - (b) The Board will determine all powers, functions and duties of such group. Such groups shall have members as the board determines, and:
 - (i) the State President or her nominee is entitled to attend and vote at all such meetings;
 - (ii) all members of such groups must be financial members of the Guild;
 - (iii) however, if all the subcommittee is agreeable, they may request the approval of the Board to include up to two non-members as non-voting advisors.
 - (iv) if, at any meeting, the chairman is not present within fifteen (15) minutes after the time appointed for holding same, the members present may choose one of their members to be chairman of the meeting.
40. A subcommittee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in case of an equality of votes, the chairman shall have a second or casting vote.
41. All acts done by any meeting of the Board or subcommittee of the Board or by any person acting as a member of the Board shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any members of the Board or persons acting aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a member of the Board.

42. BRANCHES.

A branch may be formed by at least 40 members stating their desire in writing and sent to the Board for approval. A new branch must be at least 40 kilometres from an existing branch.

43. Each branch shall be managed by a committee known as the "Branch Committee" elected annually by and from the members of that branch eligible to hold office, and consisting of a Branch President and Branch Vice Chairman and such officers as may be deemed necessary. The Board shall appoint an interim Branch Committee for each branch to hold office and to exercise all powers and functions of the Branch Committee of the branch until the election of the Branch Committee of the branch under this article. The Branch is also responsible for presenting audited accounts each financial year to the Embroiderers Guild Victoria.

44. The Board shall entrust a Branch Committee with the organisation and management of the affairs of the branch and with the carrying out or giving effect to the objects and purposes of the Guild.

45. A Branch Committee shall be responsible to the Board who shall make bylaws to ensure the proper functioning of the Branch within the objects of the Guild and the requirements of the Committee.

- 46.** (i) The Branch Committee may make, vary and repeal by-laws for the election and appointment of the branch and subcommittees and officers of the branch as it shall think fit, but only after having received the approval of the board for such proposed bylaws or any variation or repeal thereof.
- (ii) The Branch Committee may make, vary and repeal by-laws for the general organisation and management of the branch, but only after having received the approval of the Board for such proposed by-laws or any variation or repeal thereof.

47. If the Board is of the opinion that a Branch Committee has acted or proposed to act in any manner in disregard of its express instructions and in contravention of the Memorandum and Articles of the Guild, the Board may forthwith by notice dissolve such Branch Committee and appoint another Branch Committee to carry out its duties for such term or terms as the Guild considers proper.

48. ANNUAL GENERAL MEETINGS

- (a) The Annual General Meeting of the Guild shall be held once every year at such time and place as the Board shall determine, not more than fifteen (15) months after the holding of the previous Annual General Meeting.
- (b) The business of the Annual General Meeting shall be to:
- confirm the minutes of the previous Annual General Meeting;
 - declare as duly elected the representatives appointed to the Board by the members;
 - receive and consider the report of the Board and the balance sheet and statement of income and expenditure of the preceding year;
 - appoint an auditor if there is a vacancy in the office of auditor;
 - appoint a solicitor if there is a vacancy in the office of solicitor;
 - transact any other business that may be brought before it of which due notice has been given by the president in writing to all members as per article 22.

49. EXTRAORDINARY GENERAL MEETINGS

- (i) Extraordinary General Meetings may be convened by the State President by giving not less than twenty-one (21) days notice in writing to all members.
- (ii) An Extraordinary General Meeting shall also be convened by the State President at the written request of ten or more members specifying the nature of the special business.
- (iii) Upon receipt of such request the State President shall give notice to all members specifying the general nature of the special business and such Extraordinary General Meeting shall be held not less than twenty-one (21) days after the receipt of such request.
- (iv) The only business to be dealt with shall be that of which notice shall have been given.

50. MINUTES OF THE BOARD AND ALL COMMITTEES

The minutes of all meetings shall be entered into books provided for that purpose within fourteen (14) days of any meeting being held. The minutes will also contain:

- (a) the names of all persons present at each meeting;
- (b) all declarations made or notices given by any Board member or subcommittee member (either generally or specified) of their interest in any contract or proposed contract or of their holding of any office or property whereby any conflict of interest or duty may arise;
- (c) all directions given by the Board and subcommittees; and
- (d) all resolutions and proceedings of general meetings and of meetings of the Board and subcommittees.

51. The President will ensure that minutes of any general meeting or meeting of the Board or any other committee are checked and signed as correct by the chairman of the next succeeding meeting.

VOTING

52. (a) Voting for the positions of State President, two State Vice Presidents and Directors prior to the Annual General Meeting is by postal vote only.
- (b) At Board meetings all elected directors shall have one vote plus the vote of the appointed Treasurer, but excluding branch representation. (See article 12 (2).)
53. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

54. PROXY VOTES:

- (a) Every member appointing a proxy for a specified meeting shall be in the form attached in Appendix (2).
- (b) No member may hold more than ten (10) proxy votes except the State President, who may hold more than ten (10).
- (c) Voting at Board meetings shall be by a show of hands or in writing as per article 35.
- (d) Voting at General Meetings shall be by a show of hands unless requested otherwise. If a proxy is required, every member appointing a proxy, for a specified meeting shall use the proxy form as given in Appendix 2, or in such form as the Board may from time to time prescribe or accept.

55. A proxy must be a financial member of the Guild.

56. (a) The member appointing a proxy shall use the designated proxy form, which shall be written and signed by the appointer.
- (b) The proxy form is to be received at the registered office of the Guild not less than seven (7) days before the time of the meeting or adjourned meeting.

57. PAID STAFF

- (a) There shall be paid staff of the Guild who shall be appointed by the Board on such terms and conditions as it may think fit.
- (b) The Board shall have power to suspend or remove paid staff.
- (c) The Board may vest in the paid staff such powers and authorities as it may from time to time determine and the paid staff shall exercise all such powers and authorities subject at all times to the control of the Board.
- (d) Paid staff shall not be members of the Board of the Guild but shall on the request of the Board attend Board meetings and at the discretion of the Board shall be heard on any matter but shall not in any event be entitled to vote.

58. **FINANCE AND AUDIT.** The auditor will be appointed at the Annual General Meeting. The Guild shall pay all the reasonable fees and expenses of the auditor. No person being a current representative of a member at any meeting of the Guild shall be eligible to act as auditor.

59. ALTERATIONS TO ARTICLES.

These Articles of Association may be altered by special resolution at an Extraordinary General Meeting of all members conducted in accordance with Article 49, provided that notice in writing setting forth fully the nature of any proposed alteration has been posted to each member of the Guild at her registered address at least twenty-one (21) days before the date of the holding of the meeting at which such alterations are to be considered. Such resolutions shall be voted on in a manner determined by the Board either by a postal vote, or by a show of hands of members entitled to vote present at a meeting, or proxies. No such resolution shall be made without the consent of three-quarters of those entitled to vote. Postal votes must be received at Embroidery House at least 48 hours prior to the Extraordinary General Meeting. All postal votes are to be declared at the meeting.

60. NOTICES

1. Notice may be given by the Guild to any financial member personally or by sending it by post to the member's registered address as supplied by the member. Where the notice is sent by post, the notice shall be deemed to be received on the seventh (7th) day after posting. In the case of a member whose address is outside Australia, the notice shall be sent by airmail or electronic transmission.
2. Notice of every General Meeting shall be given to:
 - (a) every member who has supplied an address to the Guild, and
 - (b) the auditor or auditors for the time being of the Guild.
 - (c) No other person shall be entitled to receive notices of General Meeting.
3. The signature to any notice to be given by the Guild or the Board may be written or printed.

61. THE SEAL

The Board shall provide for the safe custody of the Common Seal, which shall not be used except by the authority of the Board. Every instrument to which the seal is affixed shall be signed by the State President or a State Vice President, and shall be countersigned by the Secretary or some other person appointed by the Board.

CHEQUES AND NEGOTIABLE INSTRUMENTS

62. All cheques, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Guild, shall be signed, drawn, accepted, endorsed or otherwise executed (as the case may be) by any two (2) directors or in such other manner as the Board may from time to time resolve.
63. Receipt for moneys payable to or receivable by the Guild be signed by a director or the Secretary or Treasurer or by any other person authorised by the Board to receive money either generally or any particular sum of money on behalf of the Guild and such receipt shall be deemed as valid.

64. BORROWING POWERS

- (a) The Board may from time to time raise or borrow any sum or sums of money. The Board may raise or secure the repayment of such moneys in such manner and upon such terms and conditions as it thinks fit, including by mortgage of all or any part of the property, rights and undertakings of the Guild or by the issue of debentures or debenture stock of the Guild charged upon all or any part of the property of the Guild (both present and future).
- (b) Every debenture or other security created by the Guild may be so framed that the same shall be assignable free from any equities between the Guild and the original or any intermediate holders.
- (c) Any debentures, bonds or other securities may be issued at a discount premium or otherwise.

65. BYLAWS

- (a) The Board shall have power from time to time but not so as to be inconsistent with the Memorandum and Articles of Association of the Guild, to make amend or repeal such bylaws as the Board may deem necessary for effectively carrying out the objectives of the Guild, and all bylaws so made and from the time being in force shall be binding on all members of the Guild.
- (b) A member of the Guild shall be entitled upon request to have access to a copy of the Memorandum and Articles of Association and the bylaws of the Guild.

ACCOUNTS

66. The Board shall cause proper accounts to be kept with respect to:
 - (a) all sums of money received and expended by the Guild and the matter in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Guild; and
 - (c) the assets and liabilities of the Guild.
67. The accounts and other financial records of the Guild shall be kept as at the registered office of the Guild or at such other place or places as the Board thinks fit and shall always be open to the inspection of the directors.
68. The Board shall, subject to Clause 8 of the Memorandum of Association, from time to time determine at what times and places and under what conditions or regulations the accounts and other financial records of the Guild shall be open to the inspection of members who are not directors.

- 69. The Board shall, in accordance with article 58, prepare and present to the Guild at the Annual General Meeting such profit and loss accounts, balance sheets and reports as are referred to in that section.
- 70. A copy of every balance sheet (including every document required by law to be annexed or attached thereto), presented to the Guild at the Annual General Meeting, shall be sent to all financial members not less than fourteen (14) days before the date of the Annual General Meeting.
- 71. **WINDING UP.** The provisions of Clause 7 of the Memorandum of Association shall be deemed to be incorporated in these Articles and shall have effect and shall be observed accordingly.
- 72. **INDEMNITY.** Subject to the Act:
 - (a) Every Board member, Secretary and any other officer for the time being of the Guild and its auditor or auditors, shall be indemnified out of the assets of the Guild against any liability incurred by her in defending any proceedings (whether civil or criminal) in which judgment is given in her favour or in which she is acquitted or in connection with any application under the Act in which relief is granted to her by the court in respect of any negligence, default, breach of duty or breach of trust.
 - (b) No representative or member of the Board or other member of the Guild shall be liable for:
 - the acts, receipts, neglects or defaults of any other representative or member of the Board or employee, or for
 - the joining in any receipt or other act for conformity or for
 - any loss or expense happening to the Guild through the insufficiency or deficiency of the title to any property acquired by order of the Guild, for or on account of the Guild or for
 - the insufficiency or deficiency of any securities in or upon which any of the moneys of the Guild shall be invested or for
 - any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person with whom any moneys, securities or effects shall be deposited or for
 - any other loss, damage or misfortune, whatever which shall happen in the execution of the duties of office, or in relation thereto unless the same happen through his own wilful act or default.

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Delivery address: 170 Wentworth Rd, MALVERN 3144	No Stamp Required
Attention: Returning Officer The Embroiderers Guild of Victoria P.O. Box 508 MALVERN Vic 3144	

APPENDIX 1, (a)

Envelope 1.

BALLOT PAPER

- Enclose ballot paper
- Seal
- Sign on reverse of this envelope

Place in Envelope 1.

Envelope 2.

Please print:

Member name.....

Member number.....

Sign.....

Envelope 2

Reverse side.

Appendix 1 (b)

BALLOT PAPER

Please mark seven (7) selected boxes.

<input type="checkbox"/>	_____

Ballot Paper – Place in Envelope 2.

Candidates names in Ballot order.

APPENDIX 2 – PROXY FORM
The Embroiderers Guild Victoria

PROXY FORM

I (your full name)

of (your address)

member number, being a financial member of the EGV hereby appoint:

(print full name) :.....

of (address)

member number

OR the State President of the EGV

as my proxy to vote for me at the Extraordinary General Meeting to be held on the day of (*month, year*) and at any adjournment thereof in the manner indicated below, or in the absence of this direction as he/she thinks fit.

<p>Resolution number</p> <p>Mark one only:</p> <p><input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain</p>
<p>Resolution number</p> <p>Mark one only:</p> <p><input type="checkbox"/> For <input type="checkbox"/> Against <input type="checkbox"/> Abstain</p>

Signed this day of *month and year*

Signed by (your signature).....

In the presence of witness (witness signature)

Witness name (print)

***This form must be in the hands of the Secretary
seven (7) days before the meeting cited is due to commence.
Place in envelope marked "Proxy"***

*Post: PO Box 508, Malvern, Vic. 3144.
By hand: 170 Wattletree Rd, Malvern, Vic, 3144.*