

CONSTITUTION OF NOVOCASTRIAN QUILTERS INC

1. NAME

The name of the organisation shall be the “Novocastrian Quilters Incorporated” (hereinafter referred to as the Quilters).

2. OBJECTS

- a) To promote the art and craft of patchwork and quilting
- b) To bring quilters together
- c) To encourage high standards of craftsmanship and design in both traditional and contemporary quilting
- d) To foster interest in the history of patchwork and quilting
- e) To organise selective exhibitions
- f) To produce, distribute and share quilting related information for members and interested persons by means of a newsletter in print and/or via electronic media and
- g) To foster local community engagement.

3. MEMBERSHIP

a) Application for membership

Membership shall be open to all persons who agree to be bound by this Constitution, including accepting the objects of Quilters

- i Applications for membership shall be submitted on the form approved by the Committee from time to time, and be accompanied by the relevant joining and membership fees as set by the Committee from time to time and notified in the Newsletter and application form
- ii All duly completed applications for membership will be processed by Quilters membership secretary and recorded in Quilters database and Quilters register of members and on such recording, the person becomes a member of Quilters
- iii Member’s details, name, address, contact details, date of joining will be recorded. If relevant, Quilters Guild of NSW membership number will also be recorded.

b) Annual membership fees

A member must pay to Quilters an annual membership fee in the amount set by the Committee from time to time, on or before the first day of Quilters Financial Year in each calendar year. If a member becomes a member on or after the first day of Quilters Financial Year, the annual membership fee for that year will be due on joining and subsequently in accordance with this clause.

c) Cessation of membership

A person ceases to be a member of Quilters if the person:

- i dies; or
- ii resigns membership by written notice to the secretary; or
- iii is expelled from Quilters in accordance with this Constitution; or
- iv fails to pay annual membership fees within 3 months after the fee is due

- d) The Committee may award life Membership to current financial members of Quilters who have shown exceptional service to Quilters through Committee and/or sub-committees and/or volunteering duties to promote and further the objects of Quilters. Once awarded, life members will not be required to pay annual membership fees, but will enjoy all benefits of full membership including voting rights. A life member must still pay any costs associated with a specific Quilters activity (eg entrance fees or workshop fees).

4. FEES

- a) The financial year of the Quilters shall run from July 1 to June 30
- b) Members shall pay an annual membership fee before the conclusion of the financial year and prior to the expiration of two (2) months

- c) The joining fee and membership fee shall be set by the Management Committee no later than April of each year
- d) When a person lodges an application for membership (see Section 3b) the prescribed fee shall be deemed to be the current annual fee for memberships lodged July to December then half the annual fee for memberships lodged January to June plus the prescribed joining fee
- e) No refund of membership fees can be made, however a discretionary payment may be made in special circumstances.

5. MEMBERS LIABILITY

The liability of a member of Quilters to contribute towards the payments of debts and liabilities of Quilters or the costs, charges and expenses of the winding up of Quilters is limited to the amount, if any, unpaid by the member in respect of membership of Quilters as required by clause 4 of this Constitution.

6. DISCIPLINING OF MEMBERS

- a) A complaint may be made to the Committee by any person or on its own motion that a member of Quilters
 - i has refused or neglected to comply with a provision or provisions of this Constitution; or
 - ii has wilfully acted in a manner prejudicial to the interests of Quilters

Any such complaint must be in writing

- b) The Management Committee may decide to deal with the complaint by:
 - i serving a notice of the complaint on the member and requesting a written response to the notice of complaint to the Committee to be made within 14 days from the date of service of the notice of complaint; or
 - ii taking no action having considered the complaint, including if the Committee decides that the complaint is trivial or vexatious in nature.

The Committee should, but is not required to, provide a response to the complainant following its consideration of the complaint.

- c) If the Committee decides to deal with the complaint, it may make a decision on the complaint or motion only after taking into consideration any submissions made by the member in response to the notice of complaint issued by the Committee. If the conduct complained of continues then the member may be requested to attend a meeting with the Committee.
- d) The Committee may, by resolution, expel or suspend the member from membership of Quilters for a period of time or permanently, if after considering the complaint or motion and any submissions made in connection with the complaint or motion, it is satisfied that the facts alleged in the complaint or motion to have been proved and the expulsion or suspension is warranted in the circumstances.
- e) The Committee must notify the member in writing of such a decision and the reasons for that decision within 7 days of such decision. The Committee must also advise the member of their appeal rights under clause 7 of this Constitution in writing at the time of the notification of the decision.
- f) The expulsion or suspension under this clause 6 does not take effect:
 - i Until the expiration of the period within which the member is entitled to appeal against the resolution under clause 7; or
 - ii If within that period the member exercises the right of appeal, unless or until Quilters confirms the resolution under clause 7, whichever is later.

7. RIGHT OF APPEAL

- a) A member may appeal to Quilters in general meeting against a resolution of the Committee under clause 6 by giving the Committee a notice to that effect within 7 days after receipt of the notice of the Committee's decision under clause 6(e) of the Constitution

- b) A notice given under clause 7(a) must be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- c) On receipt of a notice from a member under this clause 7, the Committee must bring the question of the appeal to the next convened general meeting of Quilters and at that meeting:
 - i The Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both;
 - ii The members present are to vote by secret ballot on the question of whether the resolution of the Committee should be confirmed or revoked
- d) The resolution under sub-clause (c)(ii) is to be determined by a simple majority of votes cast at that meeting.

8. INTERNAL DISPUTES

- a) Where a dispute arises between members, upon notice to the Committee regarding such dispute, the dispute shall be heard by the Committee, giving the relevant members the opportunity to discuss the problem/s and seeking a resolution satisfactory to both parties.
- b) Where a dispute is unable to be resolved by the Committee within three months of referral to the Committee, the dispute is to be referred to arbitration
- c) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration and for such purpose the dispute will be taken to be a “commercial dispute”.
- d) This clause 8 does not apply to any dispute between a member or members and the Committee concerning an exercise by the Committee of its functions and duties.

9. THE COMMITTEE

a) Powers of the Committee

Subject to the Act, the Regulation and this Constitution, the Committee:

- i Is to control and manage the affairs of Quilters
- ii May exercise all such functions as may be exercised by Quilters, other than those functions that are required by this Constitution to be exercised by the members of Quilters in general meeting, and
- iii Has power to perform all such acts and do all such things as appears to the Committee to be necessary or desirable for the proper management of the affairs of Quilters

b) Composition, membership and duties of the Committee

The Committee is to consist of the office-bearers of Quilters and other committee members as deemed necessary, but not less than 2 ordinary committee members. The office bearers of Quilters shall be the President, Secretary and Treasurer. Each of these positions is unpaid (honorary). Together the office bearers will be known as the Executive.

c) Election of Committee Members

- i Nominations of candidates for election as office-bearers of Quilters or as ordinary Committee members must be made in writing to the Secretary signed by two members who at that time entitled to vote at a general meeting of Quilters and be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination). The nomination must be delivered to the Secretary at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- ii If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected at the annual general meeting and further nominations are to be sought at the annual general meeting.
- iii If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies
- iv If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected at the annual general meeting

- v If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- vi The ballot for the election of office bearers and ordinary members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- vii Only members of Quilters who at the time of nomination are entitled to vote at a general meeting of Quilters may be nominated for a position on the Committee.
- viii A member may not hold more than one position on the Committee at the same time.
- ix A member may not nominate to be elected as a Committee member if following their election, that member would be a Committee member for more than 5 years in a 7 year period. The Secretary is not required to accept a nomination that could lead to a contravention of this subclause. The office bearers and other members of the Committee shall be elected at each annual general meeting of Quilters with the election taking effect at the conclusion of that annual general meeting.
- x Each member of the Committee is, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election subject to this clause 9(c).
- xi Where there are no nominations for any committee position, the position may be filled by a current committee member even when the maximum period of 5 years in a 7 year period has been exceeded subject to the passing of the resolution by the members present at a general meeting.

d) Casual vacancy on the Committee

The Committee may fill any casual vacancy occurring on the Committee. A member so appointed will serve in the position until the next annual general meeting. The term of the casual appointment will be taken to be 12 months for the purposes of this clause 9 irrespective of the actual date of appointment. The Committee may not appoint a member to the Committee if as a result of that appointment, the member would be a Committee member for more than 5 years in a 7 year period or if the member is already a member of the Committee at that time. A member appointed under this subclause must, at the time of appointment, be entitled to vote at a general meeting of Quilters

e) Cessation of a Committee member

A member of the Committee shall cease to hold office:

- i Upon resignation in writing given to the Secretary; or
- ii On cessation of their Quilters membership; or
- iii On absence without prior leave of absence being granted by the Committee from 2 consecutive Committee meetings or from 3 Committee meetings in any one financial year; or
- iv Becomes a bankrupt under the Bankruptcy Act 1966 (Cth) or an insolvent under administration within the meaning of the Corporations Act 2001 (Cth) or the legislation under which the member is formed; or
- v Becomes a mentally incapacitated person; or
- vi Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
- vii Is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

When a member ceases to hold a position on the Committee they must return all Quilters records and/or Quilters property to a Committee member or to the member elected/appointed to that position within 14 days after vacating office.

f) Committee meetings and quorum

- i The Committee must meet at least 10 times in each period of 12 months at such place and time as the Committee may determine.
- ii Notice of Committee meetings shall be given at the previous Committee meeting; in special circumstances, the date time and venue of a meeting may be changed provided 48 hours notice of such change shall be given to the Committee by phone or electronic transmission by a member of the Executive. The Committee may in its discretion decide to hold a Committee meeting at one or more

venues simultaneously provided that each venue can hear and participate in the proceedings of the Committee at each other venue using technology existing from time to time. Committee members participating in a Committee meeting through technological means are to be included in the quorum for that Committee meeting.

iii Notice of a meeting given under subclause (ii) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business the Committee members present at the meeting unanimously agree to treat as urgent business.

iv In addition to the business which may be transacted at Committee meetings under subclause 9(f), the business of a Committee meeting is to include the following:

- Confirmation of the minutes of the previous Committee meeting;
- Acceptance of any correspondence
- Presentation of Committee members reports covering both current and planned activities;
- Presentation of financial accounts and acceptance of same;
- Approval of any accounts for payment;
- Any general business relating to the objects of Quilters; and
- Acceptance of sub-committee reports

v The quorum for meetings of the Committee is 5 Committee members. If a quorum is not present after 30 minutes of the time notified for the meeting, the meeting shall be adjourned to a date not later than 14 days and the quorum at that adjourned meeting will be the same as set out in this subclause.

vi The Committee may function validly provided its number is not reduced below the quorum. Should the number of Committee members fall below the quorum the remaining Committee members may only act to appoint new Committee members.

vii Voting at Committee meetings will be by simple majority. All votes must be given personally, ie proxy votes will not be allowed. In the case of an equality of votes, the person presiding (the Chair) will have a second or casting vote.

g) Conflict of Interest

A Committee member must comply with section 31 of the Act with regard to any interest in a matter before the Committee

h) Duties of specific Committee members

- Honorary President

The Honorary President shall

- i) Preside at all Management Committee Meetings, General Meetings and Annual General Meetings. If the Honorary President is unable to preside at a meeting for any reason a member of the Management Committee may carry out these duties by consensus or agreement of the Management Committee members
- ii) Act as an ex-officio member of all sub-committees
- iii) Call such meetings as required under terms of Section 10
- iv) Provide an Annual Report to the General Meeting
- v) Ensure the Quilters are represented at appropriate functions

- Honorary Secretary

The Honorary Secretary shall

- i) Maintain a Register of Members and Life Members
- ii) Attend to all correspondence and maintain a file of correspondence
- iii) Ensure notices to members are distributed at the appropriate times of the year
- iv) Carry out additional duties according to the resolutions of the Management Committee

- Honorary Assistant Secretary

The Honorary Assistant Secretary shall

- i) Record minutes of all General Meetings and Management Committee Meetings and maintain a Minute Register
- ii) Distribute minutes to all members of the Management Committee
- iii) Assist the Honorary Secretary as required
- iv) Carry out additional duties according to the resolutions of the Management Committee

- Honorary Treasurer

The Honorary Treasurer shall

- i) Maintain all financial records of the Quilters
- ii) Present a financial report to each Management Committee and General Meeting
- iii) Present the Annual Financial Statements to the Annual General Meeting
- iv) Ensure all monies received by the Quilters are receipted and deposited in an account approved by the Management Committee
- v) Maintain a petty cash account for reimbursement of minor expenses
- vi) Ensure all payments made are related to activities of the Quilters and by resolution of the Management Committee
- vii) Prepare all financial records for submitting to a Qualified Accountant prior to each Annual General Meeting

- Other Management Committee Members

The duties and responsibilities of each member of the Management Committee, other than the Office Bearers, shall be carried out in accordance with the decisions of the Management Committee and may vary from time to time. Each member will be expected to present a report, verbal or written, to each Management Committee Meeting.

i) *Delegation by Committee to sub-committee*

- i The Committee may, by appointment in writing, delegate to one or more sub-committees (consisting of such member or members of Quilters as the Committee thinks fit) the exercise of such functions of the Committee as are specified at the time of the appointment.
- ii A function the exercise of which has been delegated to a sub-committee under this sub-clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- iii A delegation under this subclause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation. Functioning and reporting requirements of sub-committees will be as detailed by the Executive.
- iv Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this subclause has the same force and effect as it would have if it had been done or suffered by the Committee.
- v Despite any delegation under this subclause, the Committee may continue to exercise any function delegated.
- vi The Committee may, by instrument in writing, revoke wholly or in part any delegation under subclause.
- vii The power of delegation under this subclause cannot be transferred to a sub-committee
- viii Any function of the Committee that is a duty imposed on the Committee by the Act or by any other law cannot be delegated to a sub-committee.

j) *Removal of Committee members*

- i The Quilters in general meeting may by resolution remove any member of the Committee from the office of Committee member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Committee member so removed.
- ii If a member of the Committee to whom a proposed resolution referred to in subclause (i) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of Quilters, the Secretary or

the President may send a copy of the representations to each member of Quilters or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

10. GENERAL MEETINGS

a) Annual general meetings

- i The Quilters must hold its annual general meeting within 6 months after the close of Quilters Financial Year or within such later time as may be allowed by the Director-General or prescribed by the Act.
- ii Notice of Quilters annual general meeting will be given to members at least 21 days before the meeting together with a call for nominations for all Committee positions and subject to this subclause, the annual general meeting is to be convened on such date and such place and time as the Committee thinks fit. The Committee may in its discretion decide to hold the annual general meeting at one or more venues simultaneously provided that each venue can hear and participate in the proceedings of the annual general meeting at each other venue using technology existing from time to time. Members participating in a meeting through technological means are to be included in the quorum.
- iii In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting.
 - To receive from the Committee reports on the activities of Quilters during the last preceding financial year, including reports of any sub-committees of the Committee and presentation of any life memberships granted by the Committee
 - To elect office bearers of Quilters and ordinary Committee members
 - To receive and consider any financial statement or report required to be submitted to members under the Act as well as any auditor's report of Quilters financial situation
 - To nominate an auditor for the next financial year
 - To present any special resolutions circulated to members at least 21 days prior to the annual general meeting
- iv No business is to be transacted at the annual general meeting other than that specified in the notice convening the annual general meeting or which may be transacted at the annual general meeting under subclause (iii)

b) Special general meetings

- i The Committee may, whenever it thinks fit, convene a special general meeting of Quilters by notice to all members.
- ii The Committee must convene a special general meeting of Quilters on receipt of a written request to convene a special general meeting signed by 25% of membership of Quilters. This written request must state the purpose or purposes of the meeting, must be signed by the members making the request, must be lodged with the Secretary and may consist of several documents in a similar form, each signed by one or more of the members making the request.
- iii If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a written request is lodged with the Secretary, any one or more of the members who made the request may convene a special general meeting to be held not later than 3 months after that date.
- iv A special general meeting convened under subclause (iii) must be convened as nearly as practicable in the same manner as general meetings are convened by the Committee. The Committee may in its discretion decide to hold the special general meeting at one or more venues simultaneously provided that each venue can hear and participate in the proceedings of the special general meeting at each other venue using technology existing from time to time. Members participating in a meeting through technological means are to be included in the quorum.

c) Other general meetings

- i General meetings of Quilters will be held at least 5 times per year on such dates and at such place and time as the Committee thinks fit. The Committee will establish the schedule for General meetings for a Financial Year and include notice of the general meetings in the Newsletter. The Committee may in its discretion decide to hold one or more of these general meetings at one or more venues simultaneously

provided that each venue can hear and participate in the proceedings of the special general meeting at each other venue using technology existing from time to time. Members participating in a meeting through technological means are to be included in the quorum.

ii The purpose of these general meetings of Quilters is, in addition to any specific matters set out in the notice of the meeting, to foster the activities of Quilters consistent with the objects of Quilters. The Committee will organise social and special activities for such meetings that promote and further the objects of Quilters.

iii In addition to any other business which may be transacted at such a general meeting, the business of this general meeting is to:

- Update members following Committee Meeting including such items as events, proposed activities, and financial reports.

d) Quorum for general meeting

i No item of business is to be transacted at any general meeting of Quilters unless a quorum of members entitled to vote at that general meeting is present during the time the meeting is considering that item.

ii 25% of members present (being members entitled to vote at a general meeting) constitute a quorum for the transaction of business of a general meeting.

iii If within 30 minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- If convened on the requisition of members, is to be dissolved, and
- In any other case, is to stand adjourned to the same day in the following month at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

iv If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

e) Presiding member

i If the President is absent the members present must elect one of their number to preside as chairperson at the meeting.

f) Minutes

Minutes of all general meetings must be taken and retained in a minute register held by the Secretary

g) Making of decisions

i Decisions shall be made by a simple majority, except in the case of special resolutions where a $\frac{3}{4}$ majority is required.

ii A question arising at a general meeting of Quilters is to be determined by either:

- A show of hands; or
- If on the motion of the chairperson or if a majority of members present at the meeting decide that the question should be determined by a written ballot – a written secret ballot.

iii If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of Quilters is evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

iv If the question is to be determined by a written secret ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

11. SPECIAL RESOLUTIONS

a) A special resolution may only be passed by Quilters in accordance with section 39 of the Act.

b) A Special Resolution must be passed at a special general meeting or at an annual general meeting of Quilters to effect any of the following changes:

- i A change of the Quilters names

- ii A change in the Quilters Constitution
- iii A change in the Quilters objects
- iv An amalgamation with another Incorporated Association
- v To voluntarily wind up the Quilters
- vi To apply for registration as a Company or Co-Operative

12. VOTING

- a) On any question arising at any general meeting of Quilters a member has one vote only
- b) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- c) A member is not entitled to vote at any general meeting of Quilters unless all money due and payable by the member of Quilters has been paid.

13. FINANCES

- a) *Source of funds*
 - i The funds of Quilters are to be derived from members' fees, entrance fees, donations, advertising revenue, product sales, grants and any fund raising activities authorised by the Committee.
 - ii Membership fees, joining fees, workshops fees and any entrance fees to events run by Quilters shall be set by the Committee from time to time and shall be notified to the members via membership forms, renewal forms, application forms, electronic media and/or published in the Newsletter.
- b) *Management of funds*

All money received by Quilters must be deposited as soon as practicable and without deduction to the credit of Quilters bank account and/or other account held with an authorised deposit taking institution approved by the Committee. The Committee must, as soon as practicable after receiving any money, issue an appropriate receipt.
- c) *Expenditure*
 - i The Committee must approve all expenditure of Quilters before the liability for the expenditure is incurred and subject to resolution passed by the Committee, the funds of Quilters are to be used to promote and further the objects of Quilters as set out in Clause 3 of this Constitution
 - ii where recurrent payments eg hall hire, hall setup, etc are known, the Committee may give pre approval to the Treasurer to pay these as they become due. All such payments are to be reported to the next Committee meeting for ratification.
- d) *Authorised signatories and payments*
 - i The Committee must nominate four members of the Committee as authorised signatories and one member of Quilters as an authorised signatory provided that any two such signatories may sign documents, cheques or contracts on behalf of Quilters, subject to resolution of the Committee or Quilters as the matter requires.
 - ii Payments on behalf of Quilters may be made by cheque signed by two authorised signatories.
- e) *Annual budget*

The Committee must prepare and approve an annual budget document allocating funds to the activities of Quilters to promote and further the objects of Quilters as set out in clause 3 of this Constitution.
- f) *Financial records*

The Treasurer elected in accordance with clause 9 of the Constitution must ensure that correct books and accounts are kept showing the financial affairs of Quilters and must ensure that these records are audited annually according to the Australian Accounting Standards by an accountant nominated by the membership at the previous annual general meeting.
- g) *Not for Profit*
 - i the Association must not distribute any surplus, income or assets directly or indirectly to its members.
 - ii Subrule (i) does not prevent the Association from paying a member reimbursement for expenses properly incurred by the member, if this is done in good faith on terms no more favourable than if the member was not a member.

14. CUSTODY OF BOOKS AND RECORDS

All current records, books and other documents relating to Quilters must be held in appropriate storage and maintained by the relevant Committee member. All previous records, books and other documents are to be archived at appropriate venue as agreed by Committee.

15. INSPECTION OF BOOKS AND RECORDS

- a) Records, books and financial documents of Quilters including the register of members, the Quilters manual and the minutes of Committee and general meetings are open for inspection by any member of Quilters only by appointment with the Committee
- b) Where possible the relevant Committee member must be present during any access to books, records or minutes. Where the relevant Committee member is unavailable, a member of the Executive must be present
- c) No record can be removed without the approval of the Committee
- d) If a member of Quilters requests that any information contained on the register about that member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- e) A member of Quilters must not use information accessed under this clause 15, including any information about a member from the register of members to contact or send material to that person, other than:
 - i the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to Quilters; or
 - ii any other purpose necessary to comply with a requirement of the Act.

16. PUBLIC OFFICER

- a) The Committee must appoint a Public Officer and must fill any vacancy in the office of Public Officer within 28 days after the vacancy occurs
- b) The Public Officer must be a person who is aged 18 years or more and is ordinarily resident in NSW
- c) The position of Public Office may, but not need to be, held by a Committee member
- d) Service of documents on Quilters is effected by serving them on the Public Officer
- e) The Public Officer shall be an Authorised Signatory of Quilters for the purpose of Quilters documents other than financial documents
- f) Within 28 days after taking office as Quilters Public Officer, the person must notify the Director General in the approved form of:
 - i The person's full name and date of birth; and
 - ii the person's address for service of notices, either the residential address or the address where the person can usually be found.
- g) If there is a change in the address of Public Officer, they must notify the Director General in the approved form within 28 days after the change
- h) The Public Officer vacates the office in the following circumstances
 - i he or she dies; or
 - ii he or she resigns the office in writing addressed to the Committee ; or
 - iii he or she is removed from office by resolution of the Committee; or
 - iv he or she becomes a bankrupt; or
 - v he or she becomes a mentally incapacitated person; or
 - vi he or she ceases to reside in NSW

Within 14 days after vacating office, the former Public Officer must ensure that all documents belonging to Quilters are delivered to the Committee

17. DISSOLUTION

If a special resolution is passed for the dissolution of the Quilters the following procedure shall be followed

- a) Property and assets shall not be distributed among the members of Quilters
- b) All records shall be held by the Public Officer for a minimum of two (2) years
- c) The Committee in place at the time of the passing of the special resolution and the Public Officer must negotiate the dispersal of assets including any surplus funds with the Director General to another

- incorporated association or not-for-profit organisation with objects consistent with Quilters objects and which prohibits the distribution of income and property to its members; and
- d) Any debts or liabilities of Quilters may only be paid at the direction of the Director General.

18. MISCELLANEOUS

- a) Insurances
Quilters shall effect and maintain insurances as necessary by the Committee
- b) Service of notices
For the purposes of this Constitution, a notice may be served on or given to a person:
- I if permitted by this Constitution, by notice in the Newsletter: or
 - li by delivering it to the person personally; or
 - lii by sending it by pre-paid post to the address of the person; or
 - lv by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- i in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- ii in the case of a notice sent by pre-paid post, including the Newsletter, on the date when it would have been delivered in the ordinary course of post, and
- iii in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

19. ADDITIONAL PROVISIONS

- a) A Group attendance register will be maintained for each venue where members meet
- b) The Common Seal of the Quilters shall be kept in the custody of the Public Officer and shall be affixed to a document only with the approval of the Management Committee
- c) The Quilters may from time to time support a recognised charity group with fund raising. This activity must be approved by the Management Committee
- d) All property, income and assets of the Quilters wherever derived shall be applied towards the promotion of the objects of the Quilters
- e) A copy of the Quilters Constitution will be made available to each new member of the Quilters
- f) Service of documents on the Quilters is effected by serving them on the Public Officer
- g) The Management Committee may promulgate by-laws governing activities of the Quilters outside the matters detailed in the Constitution
- h) The Management Committee shall have the authority to delegate any of its powers to a sub-committee to deal with any particular matter. All sub-committees shall be answerable to, and under the control of, the Management Committee

20. INTERPRETATIONS

In the event of any situation not provided for in the Constitution, then the provisions of the Model Rules of the Department of Fair Trading shall apply in relation to the matter.

Note: This Constitution complies with the Associations Incorporation Act 2009

Proposed: 15 November 2014

Submitted to Registry Services, NSW Fair Trading: 26 November 2014

Registered by NSW Fair Trading: 4 December 2014.

Amended 16 November 2024.