

# **CONSTITUTION OF THE EMBROIDERERS' GUILD OF W. A. (INC)**

## **1. NAME**

The name of the Association is The Embroiderers' Guild of Western Australia (Inc).

## **2. DEFINITIONS**

"Admin Officer" is the Administration Officer employed by The Guild.

"Annual Budget" refers to an itemised estimate of expected income and expenditure for a year.

"Annual General Meeting" is the meeting convened under Rule 16.

"By-Laws" is the set of rules, in addition to the Constitution, that assist the Management Committee to manage the affairs of The Guild and is located in the Handbook.

"Committee Member" is a Member of the Management Committee.

"Commissioner" is the Commissioner for Fair Trading exercising powers under The Act.

"Constitution" is the Rules of governance, located in the *Embroiderers' Guild Handbook*.

"Duty Statement" is a list of duties and/or responsibilities required of Members and is located in the Handbook.

"*Embroiderers' Guild Handbook*" is the book containing the legal documents – including the Constitution, By-Laws and Duty Statements – as well as the principles and guidelines for the operation of The Guild.

"Executive" consists of the President, City Vice-President, Country Vice-President, Secretary and Treasurer.

"General Meeting" whether an Annual General Meeting or a Special General Meeting, is a meeting which all Members may attend.

"Handbook" refers to the *Embroiderers' Guild Handbook*.

"Member" is a Member of The Guild.

"Management Committee" is the governing body of The Guild.

"Register" is the list of the names of Members and their postal, electronic and residential addresses and telecommunications contacts.

"Special General Meeting" is a general meeting other than the Annual General Meeting.

"The Act" is the Associations Incorporation Act 1987.

"The Guild" is The Embroiderers' Guild of Western Australia (Inc).

## **3. AFFILIATION**

- 3.1. The Guild is an Associated Society overseas of The Embroiderers' Guild, London. The Guild may affiliate with other Societies from time to time, as approved by the Management Committee.

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- 3.2. Any Society or Association affiliated with The Guild shall be entitled to appoint two (2) delegates to represent that Affiliated Society or Association at the meetings of The Guild provided that no such delegate shall be entitled to vote at any meeting of The Guild except that they be a Member of The Guild.

### ***4. LOCALITY***

The Guild may operate throughout Western Australia.

### ***5. OBJECT OF THE GUILD***

- 5.1. The Object of The Guild is to encourage and foster needleart in Western Australia and in particular:
- 5.1.1. To foster the amicable exchange of ideas in the field of needleart.
  - 5.1.2. To teach needleart, and to attain and maintain a high standard by discussion and exhibition of work.
  - 5.1.3. To hold regular major exhibitions of members' work.

### ***6. POLICY***

The general policy of The Guild shall be as follows:

- 6.1. It is non-political.
- 6.2. It is non-sectarian.
- 6.3. No part of its property or income shall be devoted to the profit or gain of any of its Members directly or indirectly.
- 6.4. It shall not raise funds except to promote the Object of The Guild.

### ***7. PATRON***

The Guild may appoint one or more Patrons to The Guild as per the By-Laws.

### ***8. POWERS OF THE GUILD***

The powers of The Guild are conferred by Section 13 of The Act:

- 8.1. The Guild may
- 8.1.1. acquire, hold, deal with, and dispose of any real or personal property;
  - 8.1.2. open and operate bank accounts;
  - 8.1.3. invest its money, subject to the express terms of any trust, in any of the modes of investment prescribed by law for trust securities;
  - 8.1.4. borrow money upon such terms and conditions as The Management Committee thinks fit. However, a mortgage debenture or charge over the whole or any part of assets of the Guild shall not be granted, except with the assent of two-thirds ( $\frac{2}{3}$ ) of those present and voting (being eligible to vote) at a General Meeting of The Guild;

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- 8.1.5. give such security for the discharge of liabilities incurred by The Guild as The Guild thinks fit;
  - 8.1.6. appoint, employ and pay officers and servants, dismiss or suspend any officer or servant if warranted, and accept voluntary labour;
  - 8.1.7. apply the income and property solely to the promotion of The Guild's Object, and nothing shall preclude The Guild from applying for funding from any appropriate source for the purpose of promoting its Object;
  - 8.1.8. appoint agents to transact any business of The Guild on its behalf;
  - 8.1.9. enter into any other contract The Guild considers necessary or desirable.
- 8.2. The Guild shall ensure that no portion of the income or property be paid, transferred or distributed directly or indirectly to the Members of The Guild, provided that nothing shall prevent the payment in good faith of remuneration of any officer, employee or Member of The Guild, or to anyone other than a Member, in return for services rendered to The Guild or payment made in the name of The Guild.

### **9. MEMBERSHIP**

- 9.1. Membership shall be open to anyone who is of good character and reputation who has an interest in needleart.
- 9.2. Each applicant shall complete a Membership Application Form to be forwarded to the Admin Officer.
- 9.3. Each person admitted to Membership:
  - 9.3.1. shall be bound by the Object, Constitution and By-Laws of The Guild.
  - 9.3.2. shall pay fees and subscriptions as prescribed by The Guild, including renewals.
  - 9.3.3. shall be entitled to all advantages and privileges of Membership.
  - 9.3.4. shall be eligible to be nominated for any vacant position on committees within The Guild.
  - 9.3.5. may at any reasonable time inspect the records and documents of The Guild without charge.
- 9.4. Membership Fees
  - 9.4.1. Fees and subscriptions shall be determined by the Management Committee.
  - 9.4.2. The Annual Subscription falls due each year on 1 July.
  - 9.4.3. Honorary Life Members shall be exempt from the payment of Annual Subscription Fees.

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9.4.4. The Management Committee may, at its discretion, grant a Member a period of leave. During the period of leave, the Member shall not be obliged to pay the Annual Subscription Fee. The Member shall have no voting or other rights as a Guild Member during the period of leave.

### 9.5. Membership Categories

#### 9.5.1. ORDINARY MEMBER

Anyone aged 16 years and over.

#### 9.5.2. JUNIOR MEMBER

Anyone less than 16 years of age.

#### 9.5.3. STUDENT MEMBER

Anyone aged between 16 and 21 years and engaged in full-time study at a secondary or tertiary institution.

#### 9.5.4. PENSIONER MEMBER

Anyone in receipt of a Full Pension is entitled to be a Pensioner Member.

#### 9.5.5. COUNTRY MEMBER

Any Member living outside a radius of fifty (50) kilometres from the General Post Office Perth shall be known as a Country Member, unless eligible as a Pensioner, Student or Junior Member.

#### 9.5.6. TRANSFER OR TEMPORARY MEMBER

Anyone who is a financial Member of good standing in an organisation with which The Guild is affiliated may be entitled to the advantages and privileges of Membership and be bound by the Object, Constitution and By-Laws of The Guild for the duration of a temporary visit or may transfer their Membership. A Membership Application Form must be completed for consideration by The Management Committee.

#### 9.5.7. HONORARY LIFE MEMBER

The Guild may grant Honorary Life Membership to a Member who has given outstanding service to The Guild. Honorary Life Membership shall be made at the discretion of the Management Committee upon recommendation from the Awards Sub-Committee as per the By-Laws, and shall be conferred at an Annual General Meeting.

## ***10. TERMINATION OF MEMBERSHIP***

10.1. A person's Membership shall be terminated by the following events:

10.1.1. Resignation in writing.

10.1.2. Failure to pay the Subscription Fee by the due date.

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- 10.1.2.1. If a person whose Membership has terminated under Sub-rule (10.1.2) pays the Subscription Fee within two (2) months of it falling due then that person's Membership shall be deemed to have been continuous except that they shall not have rights of Membership until the fees are paid
- 10.1.2.2.. If the fees remain unpaid for more than two (2) months, the person may make a fresh application for Membership.
- 10.1.3. False or inaccurate statements made in the Member's Application for Membership.
- 10.1.4. Action by the Member that is inconsistent with the Object and Constitution of The Guild.
- 10.2. The Management Committee shall have the power to suspend or terminate the Membership of any Member of The Guild for any of the events in Sub-rule (10.1). The Member shall have written notice of such pending action in a submission from the Management Committee and be given the opportunity to appeal the action within fourteen (14) days of receipt of such notice. For termination of a Membership, a vote of no less than two-thirds ( $\frac{2}{3}$ ) of the Management Committee Members present at the Management Committee meeting is required. The Member may represent herself or himself at such a meeting.
- 10.3. Anyone whose Guild Membership has been terminated in any manner, shall forfeit any funds or other property belonging to The Guild.

### *11. THE MANAGEMENT COMMITTEE*

- 11.1. Management of The Guild shall be vested in The Management Committee, consisting of seven (7) Office Bearers and six (6) Ordinary Committee Members. These Committee Members are elected by Members at the Annual General Meeting or appointed under Sub-rule (11.8). Elections are held in the following sequence, but only if the position is vacant:
  - 11.1.1. President
  - 11.1.2. City Vice-President
  - 11.1.3. Country Vice-President
  - 11.1.4. Secretary
  - 11.1.5. Treasurer
  - 11.1.6. Newsletter Editor
  - 11.1.7. Public Relations Officer
  - 11.1.8. Six (6) Ordinary Management Committee Members
- 11.2. In addition:
  - 11.2.1. The Immediate Past President shall be invited to attend in an advisory capacity with no voting rights.

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- 11.2.2. The Administration Officer may be invited to attend Management Committee Meetings as required and may be required to record true and correct Minutes of such Meetings as required with no voting rights.
- 11.3. Subject to Sub-rule (11.8), a Management Committee Member's term will be from her or his election at an Annual General Meeting until the second Annual General Meeting after her or his election and is eligible for re-election.
- 11.4. An Office Bearer who has held a particular office for four (4) consecutive years shall not be eligible for re-election to that office by an Annual General Meeting except on the recommendation of the Management Committee.
- 11.5. Except for nominees under Sub-rule (11.7), a person is not eligible for election to Membership of the Management Committee unless a Member has nominated him or her for election by giving notice in writing of that nomination, signed by-
- 11.5.1. two Members of The Guild; and
- 11.5.2. the nominee to signify her or his willingness to stand for election and delivered to the Secretary not less than forty (40) days before the day on which the Annual General Meeting concerned is to be held.
- 11.5.3. If the number of nominations for any office exceeds the number of vacancies voting shall be by post, on a ballot paper initialled by the returning officer, in an envelope endorsed "Ballot Paper". This shall be posted out to all Members at least thirty (30) days before the Annual General Meeting. The ballot shall close at 5 pm seven (7) days before the Annual General Meeting.
- 11.6. If the number of people nominated in accordance with Sub-rule (11.5) for election to Membership of the Management Committee does not exceed the number of vacancies in that Membership to be filled -
- 11.6.1. the Secretary must report accordingly; and
- 11.6.2. the Chairperson must declare those persons to be duly elected as Members of the Management Committee at the Annual General Meeting concerned.
- 11.6.3. Once a person is elected to a position, her or his name shall be removed from all other nominations.
- 11.7. If vacancies remain on the Management Committee after the declaration under Sub-rule (11.6), additional nominations of Committee Members may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as Members of the Management Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Management Committee, elections for those positions must be conducted by secret

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- ballot. There shall be two (2) scrutineers at the counting of the secret ballot.
- 11.8. If a vacancy remains on the Management Committee after the application of Sub-rule (11.7), or a casual vacancy occurs, the Management Committee may appoint a Member to fill that vacancy and that Member shall hold office until the next Annual General Meeting at which time she or he shall be eligible for election to the Management Committee.
  - 11.9. No Member may be elected or appointed to more than one position.
  - 11.10. The Management Committee shall generally meet on a monthly basis, at such times and places as determined by the Management Committee.
  - 11.11. A quorum of the Management Committee shall be one half of the Committee.
  - 11.12. A Member of the Management Committee may lose their seat on the Committee if they are absent from three (3) consecutive meetings without leave of absence.

### *12. POWERS OF THE MANAGEMENT COMMITTEE*

The Management Committee shall be responsible for the day-to-day running of The Guild and shall have the power to:

- 12.1. 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;
- 12.2. fix the manner in which such banking accounts shall be operated upon, providing all payments are passed or ratified by the Management Committee;
- 12.3. fix fees and subscriptions payable by Members and decide such levies, fines and charges as are deemed necessary;
- 12.4. control all officers, servants, volunteers, Members and Committees and, for good cause, may declare any Office vacant;
- 12.5. make the final decision in all Guild matters, subject only to any decision being consistent with the Constitution and By-Laws. This decision may be overturned by a majority vote of all Members present at a Special General Meeting as per Sub-rule (16.2.2);
- 12.6. adjudicate on all matters brought before it which in any way affect The Guild;
- 12.7. cause minutes to be kept of all proceedings at meetings of the Management Committee and General Meetings of Members;
- 12.8. make, amend and rescind By-Laws;
- 12.9. form and appoint any Sub-committee/s as required for specific purposes;
- 12.10. employ a person or persons at their discretion;

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- 12.11. appoint an officer/s or agent of the Management Committee to have custody of The Guild's records, documents and securities.
- 12.12. 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.
  - 12.12.1. The Management Committee may in writing revoke, or impose or vary any conditions and limitations of a delegation made under Sub-rule (12.12) and may continue to exercise any function so delegated.

### ***13. RESPONSIBILITIES OF THE EXECUTIVE***

- 13.1. The President and the Vice-Presidents:
  - 13.1.1. The President and the Vice-Presidents shall ensure that the Policies, By-Laws and Constitution of The Guild are adhered to by the Members of The Guild.
  - 13.1.2. The President shall be one (1) of two (2) Sealholders of The Guild.
  - 13.1.3. The President, if present, shall chair all meetings.
    - 13.1.3.1. If the President is absent or chooses not to act, then the City Vice-President shall chair. If both are absent or choose not to act, then the Country Vice-President shall chair.
    - 13.1.3.2. If all three (3) are absent or choose not to act, then a Chairperson nominated by the meeting shall chair that meeting.
- 13.2. The Secretary is responsible for:
  - 13.2.1. overseeing and managing all administrative reporting and other secretarial functions of The Guild as described, in a timely fashion. The Secretary, working with the President, may delegate any or all of the administrative, reporting and other secretarial functions as required;
  - 13.2.2. being one (1) of two (2) Sealholders of The Guild;
  - 13.2.3. the co-ordination of the correspondence of The Guild;
  - 13.2.4. the recording of full and correct minutes of the proceedings of the Management Committee and of Annual General Meetings and Special General Meetings;
  - 13.2.5. compliance on behalf of The Guild with respect to -
    - 13.2.5.1. section 27 of The Act with respect to a Register of current Members of The Guild;
    - 13.2.5.2. section 28 of The Act by keeping the Rules of The Guild up-to-date; and
    - 13.2.5.3. section 29 of The Act by maintaining a Register of the Management Committee;

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- and the Secretary must, upon the request of a Member of The Guild, make available these records for the inspection of the Member who may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- 13.2.6. the custody of all books, documents, records and registers of The Guild, including those referred to in Sub-rule (13.2.3) but other than those required by Sub-rule (13.3) which are to be kept and maintained by, or in the custody of, the Treasurer unless the Members resolve otherwise at an Annual General Meeting;
  - 13.2.7. the supervision and management of any staff as per Sub-rule (8.1.6); and
  - 13.2.8. the performance of such other duties as are imposed by these Rules on the Secretary.
- 13.3. The Treasurer is responsible for:
- 13.3.1. all matters pertaining to finance as described under the duties of the Treasurer in these Rules and the Duty Statements as prepared by the Management Committee.
  - 13.3.2. the receipt of all monies paid to or received by or on behalf of The Guild and must issue receipts for those monies in the name of The Guild;
  - 13.3.3. the current insurance and maintenance budget of The Guild's property and resources;
  - 13.3.4. paying all monies referred to in Sub-rule (13.3.1) into such account or accounts of The Guild as the Management Committee may from time to time direct;
  - 13.3.5. making payments from the funds of The Guild with the authority of a General Meeting or of the Management Committee and in so doing ensure that all cheques are signed by any two (2) of the five (5) Executive signatories as authorised by the Management Committee;
  - 13.3.6. complying on behalf of The Guild with sections 25 and 26 of The Act with respect to the accounting records of The Guild by-
    - 13.3.6.1. keeping such accounting records as a correct record of the financial transactions and financial position of The Guild;
    - 13.3.6.2. keeping The Guild's accounts in such manner as will enable true and fair accounts to be prepared and conveniently and properly audited;
  - 13.3.7. submitting to Members at each Annual General Meeting the audited accounts showing the financial position of The Guild at the end of the immediately preceding financial year.

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- 13.3.8. submitting to the Management Committee such reports, balance sheets or financial statements together with projections versus the annual budget as it shall determine;
  - 13.3.9. maintaining the custody of all securities, books and documents of a financial nature and accounting records of The Guild, including those referred to in Sub-rule (13.3.6) and (13.3.7), unless the Members resolve otherwise at an Annual General Meeting; and
  - 13.3.10. performing such other duties as are imposed by these Rules on the Treasurer.
- 13.4. Further responsibilities of Management Committee Members may be specified in the By-Laws.

### ***14. AUDITOR***

- 14.1. The Annual General Meeting shall elect or appoint an Auditor or Auditors.
- 14.2. The Auditor/s shall examine and audit all the books and accounts of The Guild, and have the power to call for all books, papers, accounts, receipts etc. of The Guild and shall report thereon to the Annual General Meeting.

### ***15. COMMON SEAL***

- 15.1. The Guild must have a Common Seal on which its corporate name appears in legible characters.
- 15.2. The Common Seal of The Guild shall be in the custody of the President and shall be affixed to any document only in accordance with a resolution of the Management Committee. Every use of that Common Seal must be recorded in the Minute Book.
- 15.3. The impression of the Common Seal shall be witnessed jointly by the President and the Secretary.

### ***16. GENERAL MEETINGS AND THEIR PROCEDURES***

- 16.1. Annual General Meeting
  - 16.1.1. The Annual General Meeting of The Guild shall be held as soon as convenient after the end of the financial year.
  - 16.1.2. Notice of the Annual General Meeting shall be advised to Members via the Newsletter.
  - 16.1.3. Notice of the Agenda for the Annual General Meeting (as determined by the Executive) shall be posted to Members at least thirty (30) days before the determined date. Postal and Proxy voting forms shall be included with this notice.
  - 16.1.4. Any notice of motion for consideration at the Annual General Meeting must be in writing and moved and seconded by Members. The motion must be in the hands of the Secretary forty (40) days

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before the date of the Annual General Meeting and be advised to Members as per the Agenda.

16.1.5. The agenda for an Annual General Meeting shall be:

- Opening of Meeting
- Apologies
- Confirmation of Minutes of the previous Annual General Meeting
- Confirmation of Minutes of any Special General Meetings held since the previous Annual General Meeting
- Presentation of an Annual Report by the President
- Adoption of Annual Report
- Presentation of Treasurer's Report
- Adoption of Treasurer's Report
- Appointment of Auditor
- Presentation and Adoption of other Reports as required
- Elections
- Vote of Thanks to outgoing Management Committee
- Motions on Notice
- Presentations and Announcements
- Closure

16.2. Special General Meetings

16.2.1. Special General Meetings may be called at the request of the President at any time.

16.2.2. A Special General Meeting shall be held on the written request of ten (10) Members of The Guild. The request must include the proposed business for discussion and delivered to the Management Committee.

16.2.3. Notice of a Special General Meeting shall be given, in writing, to Members at least thirty (30) days prior to the date of the proposed meeting. Notice of Special General Meetings shall set out clearly the business for which the meeting has been called.

16.3. Annual General Meetings and Special General Meetings

16.3.1. The quorum at an Annual General Meeting or Special General Meeting shall be fifteen (15) Members. If at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting there be no quorum, the Meeting shall stand adjourned for one week. If on resumption of that Meeting there is no quorum

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those Members present shall be competent to discharge the business of the Meeting.

- 16.3.2. There must not be transacted at an adjourned Annual General Meeting or Special General Meeting any business other than business left unfinished or on the agenda at the time when the Annual General Meeting or Special General Meeting was adjourned.
- 16.3.3. Except as provided in this Constitution, resolutions shall be carried by a simple majority of Members present and eligible to vote, together with the proxy and postal votes received.

### *17. MINUTES OF MEETINGS – MANAGEMENT MEETINGS, ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS*

- 17.1. Minutes of all meetings shall be entered within 30 days after the holding of each meeting, as the case requires, in a minute book kept for that purpose.
- 17.2. The President must ensure that the minutes taken of a meeting under Sub-rule (17.1) are checked and signed as correct by the Chairperson of the next succeeding Meeting.
- 17.3. When minutes have been entered and signed as correct under this Rule, they are, until the contrary is proved, evidence that-
  - 17.3.1. the Annual General Meeting or Special General Meeting or Management Committee Meeting to which they relate (in this Sub-rule called “the meeting”) was duly convened and held;
  - 17.3.2. all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - 17.3.3. all appointments or elections purporting to have been made at the meeting have been validly made.

### *18. VOTING*

Voting powers at the Annual General Meeting and Special General Meetings:

- 18.1. All Members shall be eligible to vote provided that they have paid all fees and subscriptions due at the time of voting.
- 18.2. Voting shall be by a show of hands, unless otherwise stated elsewhere in The Constitution (i.e. 11.5.3) and include proxy and postal votes. If the vote appears tied, the Chairperson may call for a division.
- 18.3. The Chairperson shall be entitled to a deliberative vote; and in the event of a tied vote, the Chairperson shall exercise a casting vote.
- 18.4. Each individual Member present shall have one (1) vote, subject to Sub-rule (18.3).

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- 18.5. The Admin Officer of The Guild, being a paid employee of The Guild, shall not have a vote.
- 18.6. Members who are unable to attend an Annual General Meeting or Special General Meeting may forward a vote by post on a signed authorised voting paper to reach the Secretary by a date to be specified prior to the meeting.
- 18.7. A Member may appoint in writing another Member to be her or his proxy at any General Meeting. Any Member who has been appointed proxy by another Member shall give written evidence of that appointment to the Secretary not less than one (1) hour before the commencement of each General Meeting at which they propose to act as proxy.

### Voting powers at Management Committee Meetings:

- 18.8. The Chairperson shall be entitled to a deliberative vote; and in the event of a tied vote the Chairperson shall exercise a casting vote.
- 18.9. Each individual Management Committee Member present shall have one (1) vote.

## **19. GROUPS**

- 19.1. Members may form Groups of not less than six (6) Members of The Guild.
- 19.2. All members of a Group must be Members of The Guild.
- 19.3. Each Group shall elect a Group Leader and should hold not less than four (4) meetings each year in places and at times to be arranged by the Group Leader in consultation with Group Members.
- 19.4. Each Group shall keep proper books of account and a record of meetings as laid out in the By-Laws.
  - 19.4.1. The Group Leader shall ensure that a report of the Group's finances is presented to the Group at least four (4) times each year.
  - 19.4.2. The Group Leader shall ensure that an annual financial report is submitted to The Guild's Treasurer as soon as is practicable after the end of the financial year and before the Annual General Meeting.
- 19.5. Each Group is required to adhere to the Constitution and By-Laws.
- 19.6. If upon the winding up or dissolution of a Group there remains after satisfaction of all its debts and liabilities any property or assets whatsoever, the same must not be paid to or distributed among the Members, or former Members of that Group. The surplus property and assets shall be given to The Guild.

## **20. NEWSLETTER**

The Guild shall publish a Newsletter.

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### *21. AMENDMENTS TO THE CONSTITUTION*

- 21.1. The Guild may alter, rescind or replace the Rules, or make additional Rules in accordance with the procedure set out in sections 17, 18 and 19 of The Act.
- 21.2. No amendment shall be effective unless it receives the assent of at least seventy-five per cent (75%) of Members present and voting, including postal and proxy votes as outlined in Sub-rules (18.6) and (18.7), at any Annual General Meeting or a Special General Meeting called for that purpose.
- 21.3. Within one month of the passing of a special resolution altering its Rules, The Guild must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a Member of the Management Committee certifying that the resolution was duly passed as a special resolution and that the Rules of The Guild as so altered conform to the requirements of The Act.
- 21.4. The Constitution is located in the Handbook.

### *22. AMENDMENTS TO THE BY-LAWS*

- 22.1. The Guild may adopt additional By-Laws consistent with the Constitution.
- 22.2. Such By-Laws may be amended by the Management Committee from time to time as therein provided.
- 22.3. Members shall be notified in writing of any changes to the By-Laws. The By-laws are located in the Handbook.

### *23. DISSOLUTION OF THE GUILD*

- 23.1. The Guild shall be wound up or dissolved if seventy-five per cent (75%) of the Members present including proxy and postal votes, at a Special General Meeting called for that purpose, make a resolution to that effect.
- 23.2. If upon the winding up or dissolution of The Guild there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus property must be given or transferred to another association incorporated under The Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual Members, and which association shall be determined by resolution of the Members.
- 23.3. Historical articles owned by or on loan to The Guild, shall be offered to a selection of bodies for reference and/or exhibition purposes, on condition that they be returned to The Guild should it be reformed at a future date. The owners of such articles that have been loaned to The Guild are to be informed by letter of The Guild's intention. If any of those owners wishes to reclaim any or all of the articles on loan, they have the right to do so.