

CONSTITUTION OF THE NEWCASTLE CREATIVE EMBROIDERERS AND TEXTILE ARTISTS INC.

1. NAME

The name of the Association shall be Newcastle Creative Embroiderers and Textile Artists Incorporated. (NCEATA)

2. OBJECTS

The objects of the Association shall be to:

- (i) Bring together people interested in textile arts;
- (ii) Promote textile arts;
- (iii) Provide opportunities for exhibiting textile arts; and
- (iv) Develop skills in textile arts.

3. MEMBERSHIP

- (a) Membership is open to all individuals who accept the objects and rules of the Association.
- (b) Application for membership shall be made in writing on the Association's application form and be lodged with the Secretary and/or Treasurer, together with the annual subscription fee.
- (c) Members shall pay such fees as are determined by the Association at a Special General Meeting or an Annual General Meeting.
- (d) A register of members shall be kept by the Secretary, showing the name, contact details and date of joining the Association. Provision for noting the date of cessation of membership shall also be contained in the register.
- (e) Membership fees shall fall due on the first day of each financial year of the Association. The financial years of the Association shall run from July 1 to June 30 or such period as is determined by the Committee.
- (f) Life membership may be conferred on any member for outstanding service to the Association. Life membership shall be voted on by members. Life members shall have all the rights of membership but she or he shall be exempt from payment of annual dues.
- (g) Membership of the Association shall cease upon resignation, expulsion or failure to pay outstanding membership fees within two months of the due date.

4. MEMBERS' LIABILITY

The members of the Association shall have no liability to contribute towards the payment of debts and/or liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

5. MANAGEMENT

- (a) The Association shall have its affairs controlled and managed by the Elected Office bearers and other members known as the Committee.
- (b) The Elected Office bearers shall be:
 - President
 - Secretary
 - Treasurer
- (c) In addition to the Elected Office bearers, the Committee shall include up to 5 other members
- (d) Retiring Committee Members are eligible for re-election. There is no maximum number of consecutive terms for which a committee member can hold office.
- (e) The Committee shall meet as often as necessary to conduct the business of the Association.

(f) Any three members of the Committee, provided that one is an Elected Officer, shall constitute a quorum for a Committee meeting.

(g) Sub Committees

- (i) From time to time sub-committees may be formed to carry out specific tasks on behalf of the association
- (ii) One of the Elected Office bearers is to be an ex-officio member of any such sub-committee;
- (iii) Such sub committees must report to the association membership; and
- (iv) At the conclusion of the sub committee's task it must present a final report, in writing, to the next monthly meeting.

6. GENERAL MEETINGS

In NCEATA there are three forms of meeting:

- (i) The Annual General Meeting [AGM]
- (ii) Special General Meeting
- (iii) Monthly Association Meeting [commonly referred to as General Meetings]

- (a) An Annual General Meeting of the Association shall be held in July each year or rescheduled in special circumstances.
- (b) The Committee may convene a Special General Meeting or must do so at the request of at least 5 per cent of the total number of members of the Association. Such a request must be lodged with the Secretary in writing and be signed by the members making the request
- (c) At least 14 days' notice of the Annual General Meeting and any Special General Meeting and notices of motion(s) shall be given to members. In the case of such General Meetings where a special resolution is to be proposed, notice of the resolution shall be given to members at least 14 days before the meeting.
- (d) No business other than that specified in the notice convening a Special General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under (e) below
- (e) In the case of the Annual General Meeting, the following business shall be transacted:
 - (i) confirmation of the minutes of the last Annual General Meeting and any Special General Meeting held since the last Annual General Meeting;
 - (ii) receipt of the Committee's report of the activities of the Association in the last financial year;
 - (iii) election of the Office Bearers and other members of the Committee;
 - (iv) receipt and consideration of an annual financial statement, ratification of membership fees; and
 - (v) any other business of which notice has been given to the members.
- (f) The quorum for a Special General Meeting shall be five members present in person, one of whom must be an elected Office Bearer.
- (g) Voting at General Meetings shall be by a show of hands unless a secret ballot is demanded by the membership or by the Committee. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three quarter majority is required.
- (h) A quorum at a General Meeting will be 10% of the association membership.

- (i) A proxy vote may be sent to the secretary to arrive 4 days prior to the meeting.
- (j) In the case of a tied vote the person appointed to chair the General Meeting shall have a second or casting vote.
- (k) Nomination of candidates for election as Office Bearers or other Committee members may be made at the Annual General Meeting.
- (l) Written notice of all General Meetings shall be given to members either personally, by post or by electronic means.

7. SPECIAL RESOLUTIONS

- (a) A special resolution must be passed by a Special General Meeting of the Association to effect the following changes:
 - (i) the Association's constitution ;
 - (ii) an amalgamation with another incorporated association;
 - (iii) to voluntarily wind up the Association and distribute its property;
- (b) A special resolution shall be passed when at least three quarters of the valid vote must be in favour of the resolution.

8. OFFICE BEARERS

- (a) The **President** or other committee member shall act as a chairperson at each meeting
- (b) The **Secretary** shall ensure that records of the business of the Association including the rules, register of members, minutes of all Monthly, General and Committee Meetings and a file of correspondence are kept in written or electronic form. These records shall be available for inspection by any member and shall be held in the custody of the Secretary.
- (c) The **Treasurer** shall ensure that all money received by the Association is paid into an account in the Association's name.
- (d) Payments shall be made electronically and authorised by the Committee. Major or unusual expenditure, as determined by the Treasurer, shall be authorised by the Committee or a General Meeting.
- (e) The Treasurer shall ensure that correct records of accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any members and shall be held in the custody of the Treasurer.
- (f) The Committee shall ensure that a person is appointed as Public Officer.
 - (i) The Public Officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances: appointment (within 14 days); a change of residential address (within 14 days); a change in the Association's objects or rules (within one month); a change in the Association's financial affairs (within one month after the Annual General Meeting) and a change in the Association's name (within one month).
 - (ii) The Public Officer may be an Office Bearer, Committee member, or any other person regarded as suitable for the position by the Committee.
 - (iii) The Public Officer shall keep a register of members of the Committee which must;
 - (i) contain the name and residential address of each Committee member and the date on which they became a member of the Committee;

- (ii) be updated within one month of any change taking place;
- (iii) be made available for inspection by any person within a reasonable timeframe.

9. RESOLUTION OF INTERNAL DISPUTES

- (a) Disputes between members (in their capacity as members) of the Association and disputes between members and the Association are to be referred, in writing, to the Committee.
- (b) A process of negotiation, arbitration or formal mediation shall be instituted by the Committee or its delegated officers.
- (c) The Committee may, by resolution, expel a member from the Association or suspend the member from membership if, after considering a complaint and any submissions made in connection with a complaint, it determines that a member has persistently and willfully acted in a manner prejudicial to the interests of the Association.

10. MISCELLANEOUS

- (a) The Association shall effect and maintain insurance as required under the Associations Incorporation Act, together with any other insurance which may be required by law or regarded as necessary by the Association.
- (b) The funds of the Association shall be derived from membership fees, donations, grants and such other sources as may be approved by the Association.

11. ADDITIONAL

Any matter arising that is not covered by the rules of **The Constitution of the Newcastle Creative Embroiderers and Textile Artists Inc.** will be dealt with according to the **Association Incorporation Regulation September 2016**, provided by the Department of Fair Trading.

OPERATING PROCEDURES AND BI-LAWS OF THE NEWCASTLE CREATIVE EMBROIDERERS AND TEXTILE ARTISTS INC.

The following rules and procedures may be altered at the discretion of the Committee as deemed appropriate

1. Meetings

- (a) Monthly Association Meetings will be held a Monday and Saturday of each month as determined by the Committee at a venue and time organised by the Committee. All such Meetings are deemed Incorporated Meetings.
- (b) Minutes of the preceding meetings are available to members on the NCEATA website and any motions put to the subsequent meetings.

2. Decisions

- (b) Motions arising from general business at either of the monthly meetings may be submitted to the Committee for consideration either at the meeting or beforehand.
- (c) Committee decisions will be consistent with the decisions of the members at the monthly meetings.
- (d) In special circumstances decisions requiring immediate action can be made at any meeting with a quorum.
- (e) Decisions at Committee meetings will be presented to general meetings for ratification.

3. Workshops

- (f) Monthly meetings may include a workshop or demonstration, in which case an amount of up to \$10 can be paid to the workshop leader by each member participating in the workshop.
- (g) An additional fee may be charged for a workshop kit.
- (h) A workshop leader will receive a maximum of \$200 with any surplus going to NCEATA general fund.
- (i) Extraordinary workshops are, from time to time, organised for the benefit of the Association by a subcommittee or a member, at additional cost.

4. Exhibitions

- (j) The entry fee for each exhibition shall be determined by the Committee in conjunction with the Exhibition Coordinator.

5. Miscellaneous

- (k) A monthly newsletter is provided to each member with notifications of all future meetings and events. The minutes of the previous monthly meetings will be published on the website.
- (l) A social media presence will be maintained for NCEATA as well as a members' only group.