

The Constitution for the WESTERN AUSTRALIAN FIBRE and TEXTILE ASSOCIATION INCORPORATED

1. Name of Association

The name of the Association is Western Australian Fibre and Textile Association Incorporated.

2. Objects of Association

The objects of the Association are:-

- 2.1. To increase understanding and appreciation of fibre and textiles through education, exhibitions and national and international exchange.
- 2.2. To encourage and to provide a means for free exchange of ideas and information between those concerned with fibres and textiles at all levels in Western Australia, nationally and internationally.
- 2.3. To encourage the highest standards of design and craftsmanship in the fibre and textile arts.
- 2.4. To facilitate and encourage the transition from student to practitioner within the fibre and textile field.
- 2.5. To encourage balanced and critical evaluation of and writing about fibre and textiles.
- 2.6. To solely apply the property and income of the Association towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects.

3. Powers of Association

- 3.1. To open and operate bank accounts
- 3.2. To invest and deal with the monies of the association not immediately required for the purposes of the Association in such a manner as may from time to time be determined.
- 3.3. To appoint and to dismiss agent/s to transact any business of the Association on its behalf
- 3.4. To enter into any contract it considers necessary or desirable.
- 3.5. To levy on and to collect from members of the Association the subscription and fees provided for by the rules and to accept donations.
- 3.6. To publish books, journals training manuals and other literature.
- 3.7. To conduct workshops, fieldtrips, conferences, lectures, seminars, exhibitions and disseminate media releases.
- 3.8. To do all such things as are incidental or conducive to the attainment of the objects of the Association.
- 3.9. To purchase, take on lease or hire or otherwise acquire and maintain any real or personal property and any rights and privileges in relation thereto.
- 3.10. To erect and to improve, repair, dismantle and rebuild buildings and other structures.
- 3.11. To sell, exchange, mortgage, lease, hire, dispose of, turn to account or otherwise deal with all or any part of the real or personal property of the Association.
- 3.12. To borrow or raise or secure the payment of money in such a manner as the Association thinks fit with the power to issue debentures, grant mortgages, charges of any other class of security upon charging all or any of the property, real or personal, (both present and future) of the Association and to redeem or pay off any existing or future security.

4. Membership

- 4.1. Membership shall be open to any person or organisation who wishes to further the objects of the Association.
- 4.2. Any person or organisation seeking membership shall make application in writing on the Association's application form
- 4.3. Each person or organisation admitted to the membership shall be
 - 4.3.1. Bound by the constitution and by-laws of the Association
 - 4.3.2. Liable for such fees, subscriptions and other amounts as may be fixed by the Association
 - 4.3.3. Entitles to all advantages and privileges of membership
- 4.4. The Management Committee shall appoint a member of the Management Committee to maintain an up to date register of members of the Association and their postal or residential address.
- 4.5. A member at any reasonable time may inspect the records and documents of the Association and the member may make a copy of or take an extract from the register of members but shall have no right to remove the register for that purpose.
- 4.6. Membership Categories:
 - 4.6.1. Ordinary Member/Practitioner – any person not included in any of the categories below.
 - 4.6.2. Commercial Member – Any business engaged in selling crafted fibre and textiles and/or materials for fibre and textile production
 - 4.6.3. Student or Concession Member – Any person holding a current student identification card from a recognised educational institution, or holding a current state or commonwealth concession card.
 - 4.6.4. Country Member – a person who resides more than 50 Km from the Perth General Post Office
 - 4.6.5. Association or Guild Member – Any association or guild having interests in promoting fibres and textiles in accordance with the objects of the Association. Each association or guild member may appoint one delegate as their representative to vote at meetings of the Association and to otherwise represent the interests of that association or guild member.
 - 4.6.6. Life Member – Any member who has given outstanding service to the Association may be proposed by the Management Committee as a Life Member at the Annual General Meeting. Any member may nominate any other member to the Management Committee for consideration for Life Membership.
- 4.7. The Association may, at its discretion, elect patron/s of the Association for such periods as may be deemed necessary. Such patron/s shall not be eligible to vote unless they are current members of the Association under another category of membership.

5. Termination of Membership of the Association

- 5.1. Any membership may be terminated if false or inaccurate statements were made in that member's application for membership of the Association, or if that member breaches any rule or by-law of the Association or commits any act detrimental to the Association.
- 5.2. The Management Committee shall have the power to terminate the membership of any member of the Association on any of the grounds set out in 5.1
- 5.3. Any member who has had their membership terminated shall have the right to appeal against the termination by presenting their grounds for appeal to the General Meeting

called for such purpose, and the decision of the General Meeting shall be final. No appeal shall be heard unless a request to hold a General Meeting to consider the termination is received by the Management Committee within thirty (30) days after the notice of termination was given to the member.

6. Management Committee

- 6.1. Management of the Association shall be vested in the Management Committee elected by the members at the Annual General Meeting and consisting of:
 - (a) a Chairperson;
 - (b) a Secretary;
 - (c) a Minutes Secretary;
 - (d) a Treasurer; and
 - (e) five (5) committee members,
- 6.2. The maximum term of office of any member of the Management Committee will be two (2) consecutive terms of two(2) years unless the members of the Association agree otherwise by special resolution. Elections for the positions on the Management Committee will be arranged so that one half of the positions or as near as practical thereto will become vacant during each calendar year. Retiring members of the Management Committee will be eligible for re-election after twelve (12) months from the date of their retirement except as specified in the by-laws or as agreed by special resolution of the members of the Association.
- 6.3. The Management Committee shall appoint a member of the Management Committee to maintain an up to date register of members of the Association and their postal or residential address.
- 6.4. A quorum of the Management Committee shall be five (5) members.
- 6.5. If the Chairperson is unable to attend any meeting of the Management Committee, then a member nominated by the Committee shall chair the meeting
- 6.6. The grounds on which, or reasons for which, the office of a Committee member of the Management Committee shall become vacant are by
 - Resignation
 - Termination of membership
 - Death
 - Or
 - Non-attendance at five (5) consecutive Committee Meetings.

7. Powers of the Management Committee

- 7.1. The Management Committee will carry out the day to day running of the association and shall have the power to:
 - 7.1.1. Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close and such an account, with approval of the membership at a General Meeting.
 - 7.1.2. Fix the manner in which such banking accounts shall be operated upon, providing all payments are approved by the Management Committee.
 - 7.1.3. Propose fees and subscriptions and other amounts payable by members to be approved by the membership at a General Meeting, and to enforce payment thereof.
 - 7.1.4. Adjudicate all matters brought before it which in any way affects the Association

- 7.1.5. Cause minutes to be made of all proceedings at meetings of the Management Committee and General Meetings and Annual General Meetings of members.
- 7.1.6. Propose any changes to the rules or by-laws for the approval of the membership at the Annual General Meeting.
- 7.1.7. Form and appoint any subcommittee/s as required for specific purpose.
- 7.1.8. Employ a person or persons to carry out certain duties required by the Association at salaries or remunerations for such period of time as may be deemed necessary
- 7.1.9. Should a vacancy occur on the Management Committee during the year, appoint a successor until the next Annual General Meeting
- 7.1.10. Appoint an officer or agent of the Management Committee to have custody of the Association's records, books, documents and securities.

8. General meetings

8.1. Annual General Meeting

- 8.1.1. The Annual General Meeting of the Association shall be held as soon as may be convenient after the thirtieth day of June in each year, but in any case not later than the thirtieth day of September of the same year.
- 8.1.2. The Secretary shall give at least twenty-one (21) days notice in writing of the holding of the Annual General Meeting to members.
- 8.1.3. All financial members may attend the Annual General Meeting.
- 8.1.4. The quorum at the Annual General Meeting shall be eleven (11) 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 will stand adjourned for one week. If at such adjourned Annual General Meeting there is no quorum those members present shall be competent to discharge the business of meeting.

8.2. General Meetings

- 8.2.1. General Meetings may be called by the Management Committee, the Chairperson or the Secretary or on the written request of ten (10) members of the Association.
- 8.2.2. There shall be no less than two (2) General Meetings a year, determined by the Management Committee.
- 8.2.3. The Secretary shall give at least fourteen (14) days notice in writing of the holding of a General Meeting to the members. Notice of General Meeting shall set out clearly the business for which the meeting has been called
- 8.2.4. The quorum at the General Meeting shall be twelve (12) members.
- 8.2.5. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 8.2.6. The Chairperson of the Management Committee shall preside as the Chairperson at every General Meeting of the Association. In the absences of the Chairperson, a chairperson shall be elected from the members present.

8.3. Extraordinary General Meetings

- 8.3.1. Extraordinary General Meetings may be called by the Management Committee, the Chairperson or the Secretary or on the written request of ten (10) members of the Association.
- 8.3.2. The Secretary shall give at least fourteen (14) days notice in writing of the holding of an Extraordinary General Meeting to the members. Notice of the Extraordinary General Meeting shall set out clearly the business for which the meeting has been called
- 8.3.3. The quorum at the Extraordinary General Meeting shall be eleven (11) members.

9. Voting

- 9.1. Unless otherwise resolved by the meeting, questions arising at any Annual General Meeting, General Meeting or Extraordinary General Meeting shall be decided by a show of hands, and in the case of equal votes the Chairperson of the Meeting shall have the deciding vote. Members of the Association shall be able to cast their vote on any proposed resolution of an Annual general Meeting and/or election of Members of the Management Committee by way of a postal vote.

10. Auditor

- 10.1. The Annual General Meeting shall elect or appoint an Auditor or Auditors.
- 10.2. The Auditor/s shall examine and audit all the accounting records of the Association annually, and have the power to call for all necessary documents of the association and report thereon to the Annual General Meeting.

11. Finance

- 11.1. All funds of the Association shall be deposited into the Association's accounts at the bank or recognised financial institution determined by the Management Committee
- 11.2. All accounts due by the association shall be paid by cheque after having been passed for payment at the Management Committee Meeting and when immediate payment is necessary, accounts shall be paid and action endorsed at the next Management Committee Meeting
- 11.3. The Secretary shall not spend more than fifty dollars (\$50.00) of Petty Cash without the consent of the Management Committee and shall keep a record of such expenditure in a Petty Cash Book.
- 11.4. A statement showing the financial position shall be tabled at each General Meeting by the Treasurer.
- 11.5. Accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year shall be submitted to the Annual General Meeting. The accounts, books and all financial records of the Association shall be audited each year. The Auditor's report shall be attached to such financial report.
- 11.6. The financial year of the Association shall commence on 1 July each year.
- 11.7. The signatories to the bank accounts of the Association shall be the Chairperson, Treasurer, Secretary, and Minute Secretary. Any two of these account signatories shall be able to operate the bank accounts of the Association.

12. Common Seal

The common seal of the Association must be kept in the care of the Secretary. The seal cannot be affixed to any deed or document except pursuant to the resolution of the Management Committee and in the presence of at least the Chairperson and two members of the Management Committee, all of whom shall subscribe their names as witness.

13. Alterations to the Constitution and By –Laws

- 13.1. No alteration, repeal or addition shall be made to the Constitution and its by-laws except at the Annual General Meeting or Extraordinary General Meeting called for the purpose and notice of all intentions to propose motions to alter, repeal or add to the Constitution shall be given to members twenty-one (21) days prior to the Annual General Meeting or fourteen (14) days prior to an Extraordinary General Meeting called for that purpose
- 13.2. Such motions shall be passed by a 75% majority of those present and entitled to vote.

14. Dissolution

If, on winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the cost, charges and expenses of that winding up, that property shall be distributed to

- A) another incorporated association incorporated having objects similar to those of the Association or
- B) for charitable purposes

such resolution to also direct the Management Committee to prepare a distribution plan for the distribution of the surplus property of the Association to which incorporated association or for which purposes shall be determined by resolution of the members.