



**The Wooden Boat Guild
of Tasmania Inc.**

Articles of Association



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THE RULES

1. NAME

The name of the association shall be The Wooden Boat Guild of Tasmania Inc. (in these rules called "the Guild")

2. INTERPRETATIONS

(1) In these rules, unless the contrary intention appears

"Committee" means the committee of management of the Guild;

"general meeting" means a general meeting of members convened in accordance with Rule 20;

references in the male or female gender shall be interpreted as meaning either

"ordinary Committeeman" means a member of the Committee to whom paragraph (b) of sub-rule (1) of Rule 30 operates;

"the Act" means the Associations Incorporation Act 1964, as amended;

"special resolution" means a resolution carried by at least a two thirds majority of those present, eligible to vote.

- (2) In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1931 and the Act as in force on the date on which these rules are adopted by the Guild.

3. GUILD'S OFFICE

The office of the Guild shall be at 6 St. George's Terrace, Battery Point or such other place as the Committee may, from time to time, determine.

4. OBJECTS

(1) The basic objects of the Guild are: -

- a) The recognition and furtherance of the art, craft and science of wooden boatbuilding in all its forms
- b) The preservation, development and recording of the skills, processes, tools and materials associated with the craft
- c) Through education and other appropriate means to promote and/or provide avenues for the passing on of the skills and processes involved to ensure that future generations will have the opportunity to experience the benefits of the craft of wooden boatbuilding
- d) to encourage the development of new methods of building wooden boats

- e) The research and recording of details associated with the building and use of wooden boats in Tasmania, and to endeavour to ensure that there is a register of boats, and a record of local design details and associated methods, practices and processes, available for posterity
 - f) To ensure that the materials required to enable viable continuance of the craft are able to be guaranteed into the future. In particular, to promote wooden boatbuilding as a priority user of Tasmania's unique but scarce specialty timbers, which have a world wide reputation for their suitability for boat building
 - g) To encourage the use of wooden boats and to promote their access and enjoyment particularly to young people
 - h) Towards the achievement of these objects, to provide a forum for discussion of matters relating to the objects of the Guild, to facilitate the social meeting of people who support these objects, and from time to time, to raise and expend such funds as may be required in pursuance of the objects, and to do all other things which are proper to the achievement of the objectives of the Guild
 - i) To endeavour at all times to ensure that these efforts are applied cooperatively with other organisations who share, in whole or in part, similar objectives, and wherever practicable, to support and liaise with such complimentary organisations in the achievement of mutual aims
- (2) In addition to the basic objects of the Guild, the objects and purposes of the Guild shall be deemed to include -
- a) The purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Guild;
 - b) the buying, selling and supplying of, and dealing in, goods of all kinds;
 - c) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Guild.;
 - d) the accepting of any gift, whether subject to special trust or not, for any one or more of the objects or purposes of the Guild;
 - e) the taking of such steps from time to time as the Committee or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Guild, whether by way of donations, subscription, or otherwise;
 - f) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Guild;
 - g) The borrowing and raising of money in such a manner and on such terms as the Committee may think fit or as may be approved or directed by resolution passed at a general meeting;
 - h) subject to the provisions of the Trustee Act 1898 the investment of any moneys of the Guild not immediately required for any of its objects or purposes in such a manner as the Committee may from time to time determine;
 - i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of subsection (1) of Section 78 of the Income Tax and Social Services Contribution Assessment Act 1936-64 of the Commonwealth relates;
 - j) the establishment and support, or aiding in the establishment and support, of Guilds, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Guild and their dependants and the granting of pensions, allowances, or other benefits to servants or past servants of the Guild and their dependants, and the making of payment towards insurance in relation to any of those purposes;
 - k) the establishment and support, or aiding in the establishment and support, of any other association formed for any of the basic objects of the Guild;

- l) the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any association with which the Guild may at any time become amalgamated in accordance with the provisions of the act and the rules of the Guild; and
- m) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Guild or of any of the objects and purposes specified in the foregoing provisions of this sub-rule

5. MEMBERSHIP

A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Guild on payment of the annual subscription prescribed in, or fixed under, these rules. All persons joining the Guild shall be held to consent and be bound by the rules of the Guild and the nomination form shall contain a clear undertaking to that effect.

6. FOUNDATION MEMBERS

All persons who were on the register of members of the Guild prior to incorporation, and who were financial on the date of incorporation shall be considered to be financial members of the incorporated Guild, subject to the continued payment of such subscriptions as may be properly determined for successive years of operation. Such persons shall be regarded as “Foundation Members” of the Guild.

7. REGISTER OF MEMBERS,

The Committee shall keep and maintain a register of members in which shall be entered the full name and address and date of entry of the name of each member and the register shall be available for inspection by members at the Guild’s address.

8. APPLICATIONS FOR MEMBERSHIP

- (1) Every candidate for membership shall be nominated by any two members in writing, the nomination form shall be correctly completed and signed by the candidate and delivered to the Secretary with the prescribed Entrance Fee and the candidates first annual subscription not less than 14 days before election.
- (2) As soon as practicable after the receipt of a duly completed nomination form, the secretary shall refer the nomination to the Committee. The Committee shall then determine whether to approve or reject the nomination. The election shall be by ballot of members of the Committee at a meeting duly convened for that purpose, one adverse vote in four to exclude.
- (3) Upon a nomination being approved by the Committee the Secretary of the Guild shall with as little delay as possible, notify the nominee in writing that they have been approved for membership of the Guild, and shall enter the nominee’s name and details in the register of members to be kept by the Secretary of the Guild whereupon the nominee becomes a member of the Guild.
- (4) Upon a nomination being rejected, the Secretary shall, with as little delay as possible, notify the nominee in writing and refund the first year’s annual subscription.

9. RESIGNATION FROM GUILD

- (1) A Member of the Guild may at any time resign from the Guild by delivering or sending by post to the Secretary of the Guild a written notice of resignation, but no such resignation shall relieve any member from the payment of any subscriptions or other moneys due and payable by the member at the time of such resignation.
- (2) Upon receipt of a notice under sub-rule (1) of this rule, the Secretary shall after confirmation by the Committee remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Guild.

10. MEMBERSHIP RIGHTS

A right, privilege, or obligation of a person by virtue of his membership of the Guild:

- a) is not capable of being transferred or transmitted to another person; and
- b) terminates upon the cessation of his membership whether by death, resignation, or otherwise.

11. LIABILITY OF MEMBERS

In the event of the Guild being wound up -

- a) every member of the Guild; and
- b) every person who, within the period of twelve months immediately preceding the commencement of the winding up, was a member of the Guild,

is liable to contribute to the assets of the Guild for payment of the debts or liabilities of the Guild and for the costs, charges, and expenses of the winding up and for the adjustment of the rights of the contributories among themselves such sum, not exceeding one year's subscription as may be required, but a former member is not liable so to contribute in respect to any debt contracted after he ceased to be a member.

12. INCOME AND PROPERTY OF GUILD

- (1) The income and property of the Guild, however derived, shall be applied solely towards the promotion of the objects and purposes of the Guild and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Guild
- (2) The Guild shall not -
 - a) appoint a person who is a member of the Committee to any office in the gift of the Guild to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or
 - b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).

- (3) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Guild of -
- a) remuneration in return for services actually rendered to the by the servant or member in the ordinary course of business;
 - b) interest at the rate to be determined from time to time by the General Committee on moneys lent to the Guild by the servant or member; or
 - c) a reasonable and proper sum by way of rent for premises let to the Guild by the servant or member.

13. ACCOUNTS OF RECEIPTS, EXPENDITURE ETC

- (1) True accounts shall be kept: -
- a) of all the sums of money received and expended by the Guild and the matter in respect of which the receipt or expenditure takes place; and
 - b) of the property, credits and liabilities of the Guild.
 - c) and subject to any reasonable restrictions s to time and manner of inspecting them that may be imposed by the Guild for the time being, those accounts shall be open to the inspection of the members of the Guild.
- (2) The Treasurer of the Guild shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Guild in such a form and manner as the Committee may direct.
- (3) The accounts, books and records referred to in sub-rules (1) and (2) of this rule shall be kept at the Guild's office or at such other place as the Committee may decide, and shall be available for inspection by members.

14. BANKING AND FINANCE

- (1) The Treasurer of the Guild shall, on behalf of the Guild, receive all moneys paid to the Guild and forthwith, after the receipt thereof, issue official receipts therefor.
- (2) The Committee shall cause to be opened with such bank as the Committee selects a banking account in the name of the Guild into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.
- (3) The Committee may receive from the Guild's bank or bankers for the time being the cheques drawn by the Guild on any of its accounts with the Bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Guild.
- (4) Except with the authority of the Committee, no payment of a sum exceeding fifty dollars shall be made from the funds of the Guild otherwise than by cheque drawn on the Guild's bank account, but the Committee may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Committee may impose.



- (5) No cheques shall be drawn on the Guild's bank account except for the payment of expenditure that has been authorised by the Committee.
- (6) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the Bank signatories approved by the Committee.

15. AUDITOR

- (1) At each annual general meeting of the Guild the members present shall appoint a person as the auditor of the Guild.
- (2) A person so appointed shall hold office until the annual general meeting next after that at which he is appointed, and is eligible for re-appointment.
- (3) The first auditor of the Guild may be appointed by the Committee before the first annual general meeting, and, if so appointed, shall hold office until the first annual general meeting, unless previously removed by resolution of the members at a general meeting, in which case the members at that meeting may appoint an auditor to act until the first annual general meeting.
- (4) If an appointment is not made at an annual general meeting the Committee shall appoint an auditor of the Guild for the then current financial year of the Guild.
- (5) Except as provided in sub-rule (3) of this rule, the auditor may only be removed from office by special resolution.
- (6) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Guild, the Committee may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual general meeting.

16. AUDIT OF ACCOUNTS

- (1) Once at least in each financial year of the Guild the accounts of the Guild shall be examined by the auditor.
- (2) The auditor shall certify as to the correctness of the accounts of the Guild and shall report thereon to the members present at the annual general meeting.
- (3) In this report, and in certifying to the account, the auditor shall state -
 - a) whether he has obtained the information required by him;
 - b) whether, in his opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Guild according to the information at his disposal and the explanation given to him and as shown by the books of the Guild; and
 - c) whether the rules relating to the administration of the funds of the Guild have been observed.
- (4) The Secretary of the Guild shall cause to be delivered to the auditor a list of all the accounts, books, and records of the Guild.

(5) The auditor -

- a) has a right of access to the accounts, books, records, vouchers, and documents of the Guild;
- b) may require from the servants of the Guild such information and explanations as may be necessary for the performance of his duties as auditor;
- c) may employ persons to assist him in investigating the accounts of the Guild; and
- d) may, in relation to the accounts of the Guild, examine any member of the Committee or any servant of the Guild.

17. ORDINARY GENERAL MEETINGS

Towards the achievement of the basic objects of the Guild, ordinary general meetings shall be conducted, where practicable, in each month of the year, at such time and place as the Committee may determine.

18. ANNUAL GENERAL MEETING

- (1) The Guild shall, in each year, hold an annual general meeting.
- (2) The annual general meeting shall be held on such day (being not later than three months after the close of the financial year of the Guild) as the Committee may determine.
- (3) The annual general meeting shall be in addition to any other general meetings that may be held during the year.
- (4) The annual general meeting shall be specified as such in the notice convening it.
- (5) The ordinary business of the annual general meeting shall be -
 - a) to confirm the minutes of the last preceding annual general meeting and any of general meetings since that meeting.
 - b) to receive from the Committee, auditor and servants of the Guild reports upon the transactions of the Guild during the last preceding financial year.
 - c) to elect officers of the Guild and Ordinary Committee
 - d) to appoint the auditor and determine his remuneration.

19. SPECIAL GENERAL MEETINGS

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Guild.
- (2) The Committee shall on the requisition in writing of not less than 10% of the members, entitled to vote, convene a special general meeting of the Guild.
- (3) A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Guild and may consist of several documents of like form, each signed by one or more of the requisitionists.



- (4) If the Committee does not call a special general meeting to be held within thirty days from the date on which a requisition therefore is deposited at the office of the Guild, the requisitionists or any of them may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.
- (5) A special general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Guild to the persons incurring them.

20. NOTICE OF GENERAL MEETINGS

The Secretary of the Guild shall, at least fourteen days before the date fixed for holding the Annual General Meeting or any Special General Meeting cause to be advertised in a suitable newspaper, or newspapers, published in Tasmania, an advertisement specifying the place, day and time for the holding of the meeting, and the nature of the business to be transacted thereat. Ordinary General Meetings of the Guild may be called by informal newspaper advertisement or by notice in the Guild Newsletter.

21. BUSINESS AND QUORUM AT GENERAL MEETINGS

- (1) All business that is transacted at special general meetings and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) Ten percent of members or seven members, whichever is the greater, personally present and being members entitled under these rules to vote thereat shall constitute a quorum for the transaction of the business of a general meeting.
- (4) If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

22. PRESIDENT TO PRESIDE AT MEETINGS

- (1) The President, or in his absence, the Senior Vice President, or in the absence of both the President and the Senior Vice President, the other Vice President shall preside as chairman at every general meeting and meeting of the Committee of the Guild.
- (2) If the President and both Vice Presidents are absent from a general meeting, the members present shall elect one of their number to preside as chairman thereat.

23. MINUTES OF MEETINGS

The Secretary shall keep minutes of all resolutions and proceedings of each formal general meeting and each committee meeting of the Guild, in books provided for that purpose, together with a record of the names of persons present.

24. ADJOURNMENT OF GENERAL MEETING

- (1) The chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in the foregoing provisions of this rule it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

25. DETERMINATION OF QUESTIONS AT GENERAL MEETINGS

A question arising at a general meeting of the Guild shall be determined on a show of hands and unless before or on the declaration of the result of a show of hands a poll is demanded, a declaration by the chairman that a result has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Guild is evidence of the fact; without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

26. VOTING AT GENERAL MEETINGS

- (1) Upon any question arising at a general meeting of the Guild, a member has one vote only.
- (2) All votes shall be given personally.
- (3) In the case of an equality of voting on a question the chairman of the meeting is entitled to exercise a second or casting vote.

27. POLL

- (1) If at a meeting a poll on any question is demanded it shall be taken at that meeting in such a manner as the chairman may direct and the result of the poll shall be deemed to be the resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairman may direct.

28. AFFAIRS OF GUILD TO BE MANAGED BY A COMMITTEE

- (1) The affairs of the Guild shall be managed by a Committee of management constituted as provided in Rule 30.
- (2) The Committee, subject to these Rules: -
 - a) shall control and manage the business and affairs of the Guild.
 - b) may exercise all such powers and functions as may be exercised by the Guild, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Guild, and
 - c) subject to the Act and these rules, has power to perform all tasks and things as appear to the Committee to be reasonable for the proper management of the business and affairs of the Guild.
- (3) A decision of the Committee may only be overruled by Special Resolution of a properly convened Annual or Special General Meeting.

29. OFFICERS

- (1) The Officers of the Guild shall be -
 - a) a President;
 - b) two Vice Presidents;
 - c) a Treasurer; and
 - d) a Secretary, who shall be the Public Officer of the Guild.
- (2) One of the Vice Presidents shall be known as the Senior Vice President.
- (3) The provisions of sub-rules (2), (3) and (4) of Rule 31, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-rule (1) of this rule.
- (4) Each officer of the Guild shall hold office until the annual general meeting next after the date of his election but is eligible for re-election, provided always that no person shall hold any one Guild Officer position for more than three successive years.
- (5) In the event of a casual vacancy in any office mentioned in sub-rule (1) of this rule, the Committee may appoint a member to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.

30. COMMITTEE

- (1) The Committee shall consist of -
 - a) The Officers of the Guild and,
 - b) Two other members,

all of whom shall be elected at the Annual General Meeting of the Guild in each year.

- (2) Each ordinary Committeeman shall, subject to these rules, hold office until the annual general meeting next after the date of his election, but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in the office of ordinary Committeeman, the Committee may appoint a member of the Guild to fill the vacancy, and the member so appointed shall hold office, subject to these rules until the conclusion of the annual general meeting next following the date of his appointment.

31. NOMINATIONS

- (1) Nominations of candidates for election as Officers of the Guild or as ordinary Committeemen:
 - a) shall be made in writing signed by two members of the Guild and accompanied by the written consent of the candidate (which may be endorsed on the form for nomination); and
 - b) shall be delivered to the Secretary of the Guild before the commencement of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of officers and ordinary Committeemen shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

32. CASUAL COMMITTEE VACANCIES

For the purposes of these rules, the office of an officer of the Guild or of an ordinary Committeeman becomes vacant if the officer or Committeeman: -

- a) dies;
- b) becomes bankrupt or applies to take advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors, or makes any assignment of his estate for their benefit;
- c) becomes of unsound mind
- d) resigns his office by writing under his hand addressed to the Committee;
- e) ceases to be resident in the State;
- f) fails, without leave granted by the Committee, to attend three consecutive meetings of the Committee;
- g) ceases to be a member of the Guild; or
- h) fails to pay all arrears of subscription due by him within fourteen days after he has received a notice in writing signed by the Secretary of the Guild stating that he has ceased to be a financial member of the Guild;

33. MEETINGS OF COMMITTEE

- (1) The Committee shall meet at least four times each year at such place and at such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President, or any four of its members.
- (3) Notice shall be given to members of the Committee of any special meeting, specifying the general nature of the business to be transacted, and no other business may be transacted at such meeting.
- (4) Any four members of the Committee shall constitute a quorum for the transaction of the business of a meeting of the Committee.
- (5) No business shall be conducted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.
- (6) Questions arising at meetings of the Committee or any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (7) Each member present at a meeting of the Committee or of any subcommittee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote, and in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

34. PECUNIARY INTEREST

- (1) A member of the Committee who is interested in any contract or arrangement made or proposed to be made with the Guild shall disclose his interest at the first meeting of the Committee at which the contract or arrangement is first taken into consideration, if his interest then exists, or, in any other case, at the first meeting of the Committee after the acquisition of his interest.
- (2) If a member of the Committee becomes interested in a contract or arrangement after it is made or entered into he shall disclose his interest at the first meeting of the Committee after he becomes so interested.
- (3) No member of the Committee shall vote as a member of the Committee in respect of any contract or arrangement in which he is interested and if he does his vote shall not be counted.



35. SUB-COMMITTEES

- 1) The Committee may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Guild, but a person who is not a member and is so co-opted is not entitled to vote.
- 2) Three appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.
- 3) The Committee may at any time appoint a subcommittee from the Committee as it may think fit and shall prescribe the powers and functions thereof.
- 4) The Secretary of the Guild is responsible for calling meetings of a subcommittee.
- 5) Written notice of each sub-committee meeting shall be served on each member of the sub-committee by delivering it to him at a reasonable time before the meeting or sending it by post in a pre paid letter addressed to him at his usual or last known place of abode in time to reach him in due course of post before the date of the meeting.

36. EXECUTIVE COMMITTEE

The President, the Vice Presidents, The Treasurer, and the Secretary constitute and executive committee, which may issue instructions to the Secretary of the Guild and the servants of the Guild in matters of urgency connected with the management of the affairs of the Guild during the intervals between meetings of the Committee, and where any such instructions are issued shall report thereon to the next meeting of the Committee.

37. BY-LAWS

The committee shall have the power, from time to time to make such ByLaws as h deems required for the good government and regulation of the affairs of the Guild. Such By-Laws shall be consistent with the provisions of these Rules and the Act and shall be binding on all members.

38. MEMBERSHIP SUBSCRIPTIONS

- (1) Until otherwise fixed in pursuant to sub-rule (2) of this rule, the annual subscription payable by members shall be the sum of \$25.00
- (2) The amount of annual subscription may be altered from time to time by the members by special resolution.
- (3) The annual subscription of a member is due and payable on or before the first day of the financial year of the Guild.

39. FINANCIAL YEAR

The financial year of the Guild is the period beginning on 1 May in each year and ending on 30 April next following.

40. NOTICES

A notice may be served by or on behalf of the Guild upon any member either personally or by sending it through the post to the member at his usual or last-known place of abode.

41. EXPULSION OF MEMBERS

- (1) Subject to this rule, the Committee may expel a member from the Guild if, in the opinion of the Committee the member has been guilty of conduct detrimental to the interests of the Guild.
- (2) The expulsion of a member pursuant to sub-rule (1) of this rule does not take effect:
 - a) until the expiration of fourteen days after the service on the member of a notice under sub-rule (3) of this rule or
 - b) if the member exercises his right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal, which ever is the later date.
- (3) Where the Committee expels a member from the Guild, the Secretary of the Guild shall, without undue delay, cause to be served on the member a notice in writing:-
 - a) stating that the Committee has expelled the member;
 - b) specifying the grounds of the expulsion; and
 - c) informing the member that if he so desires he may, within fourteen days after the service of the notice on him, appeal against the expulsion as provided in this rule.
- (4) A member on whom a notice under sub-rule (3) of this rule is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the Secretary of the Guild, within fourteen days after the service of that notice a requisition in writing demanding the convening of such a meeting for the purpose of hearing his appeal.
- (5) Upon receipt of a requisition under sub-rule (3) of this rule, the Secretary of the Guild shall forthwith notify the Committee of its receipt and the Committee shall thereupon cause a special general meeting of members to be held within twenty-one days after the date on which the requisition is received by the Secretary of the Guild.
- (6) At a special general meeting convened for the purpose of this rule -
 - a) no business other than the question of the expulsion shall be transacted
 - b) the Committee may place before the meeting details of the grounds of the expulsion and the Committees reasons for the expulsion
 - c) the expelled member shall be given an opportunity to be heard; and
 - d) the members present shall vote by secret ballot on the question of whether the expulsion should be lifted or confirmed
- (7) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue his membership of the Guild.
- (8) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion the expulsion takes effect, and the expelled member ceases to be a member of the Guild.

42. DISPUTES

- (1) Subject to this rule, a dispute between a member of the Guild, in his capacity as a member and the Guild shall be determined by arbitration in accordance with the provisions of the Arbitration Act 1892.
- (2) Nothing in this rule affects the operation or effect of Rule 40.

43. DISSOLUTION OF GUILD

- (1) On application in writing made to the Committee by twenty members signifying their desire that the Guild should be dissolved, a Special General Meeting shall be called to consider the question. Such Special General Meeting and its objects shall be advertised by notice sent to every member forthwith, providing at least one month clear advice of the meeting and its objects. At the meeting, votes by proxy will be received and the votes of at least two thirds of the members shall be necessary to carry the proposal for dissolution. The quorum at such meeting shall consist of fifty-one percent of the members in person.
- (2) In the event of the Guild being dissolved, the amount which remains after such dissolution and satisfaction of all debts and liabilities, shall be paid and applied by the Committee in accordance with their powers, to any fund, institution or authority which is a non-profit organisation.

44. SEAL

- (1) The seal of the Guild shall be in the form of a rubber stamp inscribed with the name of the Guild encircling the word "Seal".
- (2) The seal of the Guild shall not be affixed to any instrument except by authority of the Committee, and the affixing thereof shall be attested by the signatures of either two members of the Committee or of one member of the Committee and of the Secretary of the Guild or other such person as the Committee may appoint for the purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the Committee.
- (3) The seal shall remain in the custody of the Secretary of the Guild.