

Picture Framers Guild of Australia Incorporated

CONSTITUTION

1. Name

- 1.1. The name of the organisation shall be “Picture Framers Guild of Australia Incorporated” (here in after referred to as “the Guild”).

2. Incorporation

- 2.1. The Guild shall be incorporated under the provisions of Associations Incorporation Act 1985 (SA). (Herein after referred to as the Act).

3. Objects

- 3.1. To promote professional framing standards within the industry and encourage members to follow appropriate framing practices and workmanship.
- 3.2. To enhance awareness of professional framing practice by preparing and making literature available to educate framers and the public.
- 3.3. To undertake such educational and administrative activities consistent with (i) and (ii)

4. Policy

- 4.1. The general policy of the Guild shall be as follows
 - 4.1.1. It is non-political
 - 4.1.2. It is non-denominational
 - 4.1.3. No part of its property or income shall be devoted to the profit or gain of any of its members.
 - 4.1.4. It shall not raise funds except to promote the objects of the Guild.

5. Powers of the Guild

- 5.1. The Guild shall have all the powers conferred by section 25 of the Act.

6. Affiliation

- 6.1. The Guild may affiliate with such other Societies that have similar aims. Affiliation must be approved by an Annual General Meeting or Special Meeting called for the purpose.

7. Membership

- 7.1. The Guild shall offer two types of membership.
 - 7.1.1. Full Membership – This membership is available to picture framing businesses (having a registered business name and an ABN) that apply for membership of the Guild. The application for membership shall be made in writing and signed by the applicant. Upon acceptance of the application by the committee and upon payment of the first annual subscription and joining fee (if applicable) the applicant shall be a Full Member of the Guild.
 - 7.1.2. Associate Membership – This membership is available to any other related business, organization or individual that applies for membership of the Guild. The application for membership shall be made in writing and signed by the applicant. Upon acceptance of the application by the committee and upon payment of the first annual subscription and joining fee (if applicable) the applicant shall be an Associate Member of the Guild.

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8. Subscriptions

- 8.1. The subscription fee for membership shall be such sum set by National Executive and approved by the membership at the Annual General Meeting.
- 8.2. The subscription fee shall be payable annually on 1 July or at such other time as the National Executive Committee shall determine.
- 8.3. Members joining part way through the year shall pay pro rata for the appropriate number of full months leading up to the annual subscription due date.
- 8.4. Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Guild, provided always that the committee may reinstate such a person's membership as it thinks fit.
- 8.5. A joining fee shall be such sum set by National Executive and approved by the membership at the Annual General Meeting. The joining fee is payable when applying for membership. If membership lapses for a period greater than two years the joining fee will apply if new membership is applied for.
- 8.6. The membership fee and joining fee shall be collected by the National Executive. The joining fee shall be retained in the Guild's national accounts.
- 8.7. State or Territory Branches of the Guild shall receive capitation funds, being a percentage of the membership fee. This percentage shall be determined from time to time by the National Executive and paid to State or Territory Branches as soon as practicable after the member has paid their fees. Membership fees paid by members who reside in States or Territories that have no Guild Branch shall be retained in the Guild's national accounts.

9. The Seal and Sealholders

- 9.1. The Guild shall have a common seal upon which its corporate name shall appear in legible characters.
- 9.2. The seal shall not be used without the express authorization of the National Executive committee, and every use of the seal shall be recorded in the minute book of the Guild. The affixing of the seal shall be witnessed by the Sealholders of the Guild who shall be the National President, National Vice President and National Treasurer. Any two of the Sealholders may exercise all powers given by the Act or the General Law or by these rules.
- 9.3. On the death, mental incapacity or resignation of a Sealholder the surviving Sealholders shall until the vacancy is filled exercise all powers given by the Act or Law or by these rules to the Sealholders. The Guild may for good cause shown remove a Sealholder and appoint another in his or her stead.

10. National Executive Committee

- 10.1. On national matters the National Executive committee shall have full power to represent and act on behalf of members of the Guild, to manage the affairs of the Guild generally, to carry into effect the objectives of the Guild and take such action as it may deem necessary for the purposes of the Guild.

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10.2. The management of the Guild shall be vested in a National Executive Committee consisting of the following namely a National President, National Vice President, Honorary National Secretary, Minute Secretary, Honorary National Treasurer and six committee members being the president (or nominee) of each State or Territory Branch. Should there be insufficient State or Territory Branches the remaining committee members shall be elected from the membership. Office bearers and committee members shall hold office until the next Annual General Meeting and be eligible for re-election unless such member has already served a period of two consecutive years in that particular office. Such member may not be re-elected to that particular office again until the Annual General Meeting following the date of his or her retirement. If more nominations are received than required for any one position the election shall be by secret ballot. The National Executive Committee shall have the power to make any necessary rules consistent with constitution for the internal management of the Guild. No person having a paid position with the Guild may be a member of the National Executive Committee.

11. Sub Committees

11.1. The National Executive Committee may from time to time appoint Sub-Committees either for short or long-term duration. Following the Annual General Meeting the newly elected National Executive Committee must approve the Membership of each Sub-Committee and appoint its Convenor. Each Sub-Committee shall keep proper books of account and record of Meetings. The National Executive Committee must approve proposed expenditure by a Sub-Committee from the general funds of the Guild in excess of \$50 before any payment is made.

11.2. A Sub-Committee may make payments in excess of \$50 from funds raised by that Sub-Committee without prior approval of the National Executive Committee however the nature of the expenditure must be approved by the National Executive Committee. Every Sub-Committee shall give an account of its activities and a financial statement to the National Executive Committee.

12. Formation of State or Territory Branches

12.1. Each State or Territory Branch shall be known as a branch of the Picture Framers Guild of Australia Incorporated. Its name shall be "Picture Framers Guild of Australia Incorporated" followed by the name of the State or Territory in respect of which it has been established followed by the word "Branch".

12.2. Each branch is incorporated within the National Guild and all branch functions must be carried out in accordance with the Constitution and subject to the provisions of the Corporations Act.

12.3. There shall be six State or Territory Branches namely;

- 12.3.1. Picture Framers Guild of Australia Incorporated – QLD Branch
- 12.3.2. Picture Framers Guild of Australia Incorporated - NSW/ACT Branch
- 12.3.3. Picture Framers Guild of Australia Incorporated – VIC Branch
- 12.3.4. Picture Framers Guild of Australia Incorporated – TAS Branch
- 12.3.5. Picture Framers Guild of Australia Incorporated – SA/NT Branch
- 12.3.6. Picture Framers Guild of Australia Incorporated – WA Branch

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- 12.4. Each State or Territory branch shall register its name with the relevant State Authority in accordance with the Business Name Act 1996.
- 12.5. Where a State or Territory Branch does not exist Guild members from that State or Territory may request permission in writing from the Guild's National Executive Committee to form a State or Territory Branch. The National Executive Committee shall vote on the request. Written notification of the decision shall be provided to the members that made the request. If the motion is passed the written notification will be deemed to constitute a letter of acceptance. All members of that State or Territory shall then be notified by the Guild's National Secretary that an Interim State or Territory Branch committee shall be elected no more than three months from the date of the letter of acceptance.
- 12.6. The interim State or Territory Branch committee shall consist of at least a president, treasurer, and secretary.
- 12.7. Capitation shall be paid on membership from the date that the Interim State or Territory Branch Committee is formed.
- 12.8. The Interim State or Territory Branch committee shall be constituted until the next State or Territory Annual General Meeting when a formal election for all committee positions shall be conducted. The newly elected persons then form the State or Territory Branch committee.

13. Operation of State or Territory Branches

- 13.1. Each State or Territory Branch:
 - 13.1.1. Shall be bound by the Guild's constitution;
 - 13.1.2. Shall have a bank account for operation of State finances that is a sub-branch of the Guild's bank account;
 - 13.1.3. Shall use and display the Guild's Australian Registered Body Number (ARBN) in all business activities and communications;
 - 13.1.4. Shall provide the National Executive committee with an annual business plan for the following calendar year on or before 30 June;
 - 13.1.5. Shall provide a copy of the minutes of each State or Territory Branch committee meeting, including a full copy of the State or Territory Branch treasurer's report to the National Executive committee;
 - 13.1.6. Shall have their accounts examined and approved by the independent for the State or Territory Annual General Meeting and a copy of the auditors report shall be forwarded to the National Treasurer within one month of the State or Territory Branch Annual General Meeting.
- 13.2. Each State or Territory Branches shall be free to conduct its own affairs provided there is no conflict with the Guild's constitution.
- 13.3. On Branch matters the State or Territory Branch committee shall have full power to represent and act on behalf of members of the State or Territory Branch, to manage the affairs of the State or Territory Branch generally, to carry into effect the objectives of the Guild, to investigate complaints by members of the State or Territory and take action as it may deem necessary for the purposes of the State or Territory Branch.

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14. Committee Meetings

- 14.1. Five (5) National Executive Committee Meetings shall be held in any one financial year one meeting of which shall be the Annual General Meeting and shall be called by either the National President or National Secretary. A quorum shall be National President, National Secretary and four other Executive Committee Members. The President shall be entitled to vote and in the event of an equality of votes shall also be entitled to a casting vote.
- 14.2. Ten (10) State or Territory Branches meetings shall be held in any one financial year one meeting of which shall be the Annual General Meeting and shall be called by either the Branch President or Branch Secretary. A quorum shall be Branch President, Branch Secretary and four other Executive Committee Members. The President shall be entitled to vote and in the event of an equality of votes shall also be entitled to a casting vote.

15. Special Meetings

- 15.1. A special meeting of the Guild shall be convened upon written request to the National Secretary signed by no less than 5% of the total financial Full Member membership and accompanied by motion or motions to be proposed which will constitute the business of the meeting. The National Secretary shall hold such a special meeting within 60 days of the receipt of the request.
- 15.2. A special meeting of a State or Territory Branch shall be convened upon written request to the National Secretary signed by no less than 5% of the total financial Full Member membership of the State or Territory Branch and accompanied by motion or motions to be proposed which will constitute the business of the meeting. The Branch Secretary shall hold such a special meeting within 30 days of the receipt of the request.
- 15.3. The National Executive Committee and Branch Committee may call a special general meeting of the Guild at any time. The quorum requirements are as at an AGM.
- 15.4. If a special general meeting is not convened within the specified time, as required, the requisitionists, or at least 50% of their number, may convene a special general meeting. The committee shall convene such a meeting, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Guild.

16. Annual General Meeting

- 16.1. The Annual General Meeting of the Guild shall be held between 1st July and 31 August each year. The National Executive Committee shall give notice of such Annual General Meeting to all financial members one month prior to the date decided upon.
- 16.2. The Annual General Meeting of State or Territory Branches shall be held between 1 March and 14 April each year. Branch Committee shall give notice of such Annual General Meeting to all financial members within the Branch one month prior to the date decided upon.
- 16.3. All offices including Sealholders shall fall vacant at an Annual General Meeting.

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- 16.4. The Business of the Annual General Meeting shall be:
- 16.4.1. To receive the minutes of the previous annual and any other general meetings;
 - 16.4.2. To receive the annual report of the National Executive Committee or the State or Territory Branch Committee;
 - 16.4.3. To receive the accounts and balance sheet for the previous financial year, a current financial statement and the auditor's report;
 - 16.4.4. To announce election results;
 - 16.4.5. Election or appointment of competent and independent auditor;
 - 16.4.6. Special general business as set out in the notice of meeting.
- 16.5. The quorum at the Annual General Meeting shall consist of not less than 8 financial members.
- 16.6. Notices of motion or motions for consideration at the Annual General Meeting must be in writing and in the hands of the National Secretary or Branch Secretary 21 days before the date of the Annual General Meeting.

17. General Branch Meetings

- 17.1. Each State or Territory Branch shall hold at least four general business meetings in any calendar year. These meeting shall be open for any Branch member to attend.
- 17.2. The President shall, if present, take the Chair at all meetings. If the President is absent or vacates the Chair the Vice President shall take the Chair. If the Vice President is absent the meeting shall elect a chairperson. The chairperson shall be entitled to vote and have in addition a casting vote in the case of an equal division
- 17.3. Every Motion of Amendment shall be moved and seconded.
- 17.4. Except as provided in the Constitution resolutions shall be carried by a simple majority.
- 17.5. Voting shall be by a show of hands except where a division is called for or as otherwise provided by this Constitution.
- 17.6. The quorum for a General Meeting shall consist of not less than 5 financial members

18. Disqualification of Committee Members

- 18.1. The office of a committee member shall become vacant if a committee member is:
- 18.1.1. Disqualified from being a committee member by the Act;
 - 18.1.2. Expelled as a member under these rule;
 - 18.1.3. Permanently incapacitated by ill health;
 - 18.1.4. Absent without apology from more than four meetings in a financial year.

19. Declaration of Pecuniary Interest

- 19.1. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose to Executive Committee the nature and extent of his or her interest in the contract in writing immediately it becomes known.

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20. Election of Officers

20.1. Nomination papers for officers of the Guild and members of the Committee shall be forwarded to members with the notice of the Annual General Meeting. Nominations signed by two financial members must be in the hands of the Secretary at least seven days before the Annual General Meeting. The consent of the Nominee must be shown by his or her signature on the nomination paper. In the event of no written nomination being received for any one or more of the offices of the Guild nominations may be called for from the floor of the meeting. Members of National Executive Committee and the State or Territory Branch Committee must be full financial members of the Guild.

21. Casual Vacancy

21.1. Where a casual vacancy occurs in any office the National Executive Committee or the State or Territory Branch Committee may appoint a member who shall hold office for the balance of the term of the original holder of the office.

22. President

22.1. The President shall ensure that the policy of the Guild as set out in this Constitution is carried out.

23. Vice President

23.1. The Vice President shall deputise for the President in his or her absence or at such time and in such instances as set out in accordance with the constitution.

24. Honorary Secretary

24.1. The Honorary Secretary shall keep an accurate register of members in accordance with Clause 33 and shall attend to correspondence and generally perform such other duties as the Executive Committee shall prescribe

25. Minute Secretary

25.1. The Minute Secretary shall be responsible for taking the minutes at Executive Committee Meetings, the Annual General Meeting and General Meetings. The minutes shall be entered within 21 days of the relevant meeting.

25.2. The Minute Secretary shall be responsible for keeping a complete record of the above meetings in the appropriate minute book in an approved manner. The minute books shall be kept by the Minute Secretary and be made available at all relevant meetings.

26. The Honorary Treasurer

26.1. The Honorary Treasurer shall be responsible for the receipt of all monies and issuing of receipts and shall pay all accounts. All cheques, Bills of Exchange and other Negotiable Instruments shall until the Guild otherwise directs be signed by any two of the following namely, President, Treasurer, and one other Executive Committee member and may be endorsed for banking by any two of them. Proper records of monies received and disbursed and of all securities held shall be kept by the Treasurer who shall present an Annual Statement there of to the Annual General Meeting duly certified by the Author. The Treasurer shall also present a Statement of receipts and expenditure at each General Meeting. All accounts must be passed for payment by Executive Committee. All accounts of fifty dollars or over shall be paid by cheque.

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27. Minutes

- 27.1. Minute books must be kept of all proceedings of the General Branch Meetings, the Annual General Meeting, Special Meetings and Committee meetings of the Guild. These minutes shall be entered within 21 days after the relevant meeting.
- 27.2. The minutes kept pursuant to this rule must be confirmed by the members of the guild or the members of the committee (as relevant) at a subsequent meeting.
- 27.3. The minutes kept pursuant to this rule shall be signed by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 27.4. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held and that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

28. Alteration

- 28.1. The constitution shall not be altered except at the National Annual General Meeting or at a special meeting called for the purpose. However notice of a proposed amendment signed by at least five financial members must be given to the secretary at least twenty one days before such Annual or Special Meeting. No alteration shall be effective unless it receives the assent of at least two thirds of those present and voting. At such a Meeting amendments may be made to a proposed amendment.

29. Property

- 29.1. The assets of the Guild may, subject to the express terms of any trust, be invested in any one of the modes of investment prescribed by law for trust securities. A mortgage debenture or charge over the whole or any part of the assets shall not be granted except with the assent of two thirds of the financial members, present and voting at a special meeting of the Guild held for the purpose.

30. Dissolution

- 30.1. The Guild shall not be dissolved except by the consent of three-quarters of financial members present at a special meeting called for that purpose. Any and all assets remaining after settlement of just debts and liabilities incurred by the Guild shall be disposed of in accordance with the resolution named by a majority of members present at such a meeting to an organisation or fund that is exempt from income tax.

31. Income

- 31.1. All income on property of the Guild shall be applied towards the object of the Guild and no portion there of shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise, howsoever by way of profit to the members of the Guild, provided that nothing herein contained shall prevent payment in good faith or remuneration to any officers or servant of the Guild or to any member of the Guild for any service actually rendered to the Guild.

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32. Insurance

- 32.1. Insurance of property belonging to or lent to the Guild shall be taken out by the Guild and premiums therefore paid by the Guild. No member of the Guild shall be held liable for loss of funds or goods by theft or in any way if reasonable care has been taken.

33. Register of Members

- 33.1. A register of members shall be kept by the National Secretary and contain:
- 33.1.1. The name and address of each member;
 - 33.1.2. The date on which each member was admitted to the guild; and
 - 33.1.3. If applicable, the date of, and reason(s) for, termination of membership.

34. Expulsion of a Member

- 34.1. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the guild.
- 34.2. Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- 34.3. The decision of the committee shall be communicated to the member, and in the event of an adverse decision the member shall, cease to be a member 14 days after the committee has communicated its decision to the member.
- 34.4. It shall be open to a member to appeal to the guild in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the guild within 14 days after the decision of the committee has been communicated to the member.
- 34.5. In the even of an appeal, the appellant's membership shall be terminated unless the decision of the committee to expel the member is upheld by the members of the guild in general meeting after the appellant has been heard by the members of the guild. In such event membership will be terminated at the dated of the general meeting at which the decision of the committee is upheld.

35. Dispute Resolution

- 35.1. The dispute resolution procedure set out in this rule applies to disputes under these Rules between;
- 35.1.1. A financial member and another financial member
 - 35.1.2. A financial member and the guild
- 35.2. Executive Committee is to be advised in writing that a dispute exist and shall within 14 days convene a meeting of all parties involved in an effort to resolve all issues relevant to the dispute.