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Lodged in the office of the  
Commissioner for  
Consumer Protection on the

04 JAN 2010

# CONSTITUTION

## JMGA WA INC

This is the annexure of 11 pages  
marked "A" referred to in Form 5  
signed by me & dated 14 December 2009

*[Signature]*  
Secretary.  
JMGA WA Inc.

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## 1. Name

- 1.1 The name of the Association shall be JEWELLERS AND METALSMITHS GROUP OF AUSTRALIA - W A INCORPORATED (referred to in these rules as "the Association").

## 2. Objects

The objects of the Association are:

To be a group of jewellers and metalsmiths and others interested in jewellery and metal objects.

- (a) To promote the crafts of jewellery and metalsmithing in Australia.
- (b) To act as a vehicle by which jewellers and metalsmiths can communicate with each other, and those interested in these areas.
- (c) To support the advancement of craft in Australia.
- (d) To maintain an exchange of information with similar groups in Australia and overseas.
- (e) To publish newsletters and/or magazines which will be of benefit and promote members and membership.
- (f) To generate funds for the advancement of the crafts of jewellery and metalsmithing in Australia.
- (g) To become a lobbying force in such areas as legislation affecting jewellery and metalsmiths and exhibitions.
- (h) To consolidate the crafts of jewellery and metalwork in Australia as an art form.

- 2.2 The property and income of the Association shall be applied solely 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, except in good faith in the promotion of those objects.

## 3. Membership

- 3.1 Subject to these rules the membership shall comprise the members of the Association immediately prior to incorporation together with such other persons as the Committee admits to membership.

- 3.2 Membership is open to individuals, libraries and institutions that accept the objects and rules of the Association.
- 3.3 Honorary members shall be individuals who, in the opinion of the members of the Association, have given distinguished service to the advancement of jewellery and/or metalsmithing in Western Australia.

## **4. Fees and subscriptions**

- 4.1 Members shall pay such fees and subscriptions as are determined at a general meeting.
- 4.2 Membership shall cease upon resignation or failure to pay outstanding membership fees and subscriptions within three months of the due date for payment.
- 4.3 Membership fees and subscriptions shall fall due on the first day of each financial year of the Association and the financial year shall be from July 1 to June 30.

## **5. Register of Members**

- 5.1 The secretary, on behalf of the Association, shall keep and maintain in an up to date condition a register of the members of the Association and their postal or residential addresses.

## **6. Members liability**

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

## **7. Disciplining of members**

- 7.1 The procedure for disciplining members shall be determined by the Committee. Anyone who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them may do so at the next general meeting of the Association.

## **8. Powers of the Association**

- 8.1 The powers of the Association are those conferred upon it by Section 13 of the Associations Incorporation Act (No. S59 of 1987).

## **9. Management**

- 9.1 The affairs of the Association shall be managed exclusively by a Committee comprised of the following office-bearers:
  - (a) President;

- (b) Vice President;
- (c) Secretary.
- (d) Treasurer;
- (e) The immediate past President of the Association provided he or she is both willing and able to so act;
- (f) Not less than 2 other persons;

all of whom must be members of the Association.

9.2 The office bearers shall be elected at each biennial General Meeting of the Association.

9.3 Any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee.

9.4 Each member of the Committee shall hold office from the date of their election or appointment until the conclusion of the next biennial General Meeting.

9.5 Retiring Committee members are eligible for re-election.

**Casual vacancies in membership of Committee**

9.6 A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:
  - (i) 3 consecutive Committee meetings; or
  - (ii) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings;

of which meetings the member received notice, and the Committee has resolved to declare the office vacant;

- (f) ceases to be a member of the Association; or

- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

#### **Proceedings of Committee**

- 9.7 The Committee must meet together for the dispatch of business not less than once every 3 months and the Chairperson, or at least half the members of the Committee, may at any time convene a meeting of the Committee.
- 9.8 Each Committee member has a deliberative vote.
- 9.9 A question arising at a Committee meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.
- 9.10 At a Committee meeting 3 Committee members constitutes a quorum.
- 9.11 Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.

## **10. Office bearers**

#### **President**

- 10.1 The President shall act as chairman at each general meeting and committee meeting of the Association. In the absence of the President, the Vice President, shall act as chairman. In the absence of both the President and the Vice President a member appointed by the Committee shall act as chairman.

#### **Vice President**

- 10.2 The Vice President shall, in the absence of the President perform the duties of the President and at all other times assist the President as necessary.

#### **Secretary**

- 10.3 The Secretary shall have custody of and ensure that the Association keeps and maintains records of the business of the Association including without limitation the rules, register of members, minutes of all general and committee meetings and all correspondence of the Association. These records shall be available for inspection by any member of the Association at any reasonable hour upon reasonable notice unless the Committee determines that any given record is confidential or for any other good reason should not be disclosed to a member.

#### **Register of members of Association**

- 10.4 The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining-

- (a) in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (b) The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.
- (c) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule (1).

#### **Treasurer**

##### **10.5 Treasurer shall:**

- (a) ensure that all monies received by the Association are paid into an account in the Association's name, as soon as is practicable. Payments shall be made through a petty cash system or by cheque signed by two signatories authorised by the Committee. Major, or unusual, expenditures shall be authorised in advance by the Committee or a general meeting.
- (b) ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any member of the Association at any, reasonable hour upon reasonable notice and shall be held in the custody of the Treasurer;
- (c) place a statement of finances before each General Meeting and full financial statements as required *Associations Incorporation Act 1987 (Act)* at a General Meeting held within 4 months after the end of each financial year.

#### **Auditor**

- 10.6 An Auditor shall be appointed at each biennial General Meeting to audit the Accounts of the Association and he/she will not be a member of the Committee. The Auditor, if not a member of the Association, may attend the biennial General Meeting and take part in discussions.

## **11. Disclosure of interest**

- 11.1 As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must:

- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee (**Disclosure Rule**); and
  - (b) not take part in any deliberations or decision of the Committee with respect to that contract.
- 11.2 The Disclosure Rule does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
- 11.3 The Secretary must cause every disclosure made under the Disclosure Rule by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

## 12. General meetings

- 12.1 A General Meeting shall be held monthly from February to November inclusive and a Biennial General Meeting every two years.

### **Notice of Meeting and Motions**

- 12.2 At least seven (7) days written notice shall be given to all members for all general meetings and notices of motion. In the case of general meetings where a special resolution is to be proposed, notice of the resolution shall be given to members at least fourteen (14) before the meeting. Notices shall be given either personally or by post.

### **Business**

- 12.3 In the case of Biennial General Meetings the following business shall be transacted:
- (a) confirmation of the minutes of the previous biennial General Meeting and all subsequent Special General Meetings and matters arising;
  - (b) presentation of the President's report
  - (c) presentation of Treasurer's report and Audited Financial Statement for the preceding two years;
  - (d) presentation of any other reports;
  - (e) appointment of an Auditor.

### **Nomination of Office Bearers**

- 12.4 Nominations of candidates for election as office bearers for the Committee shall:
- (a) Close three weeks before the date set for the Biennial General Meeting;
  - (b) Be notified in writing to all members prior to the Biennial General Meeting.



### **Voting**

- 12.5 Voting at General Meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution (where a three quarters majority is required). In the case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote. All votes shall be given personally or by proxy but no member may hold more than one (1) vote

### **Appointment of proxies**

- 12.6 Each member shall be entitled to appoint another member as proxy prior to the meeting. The notice appointing the proxy shall be in the form set out in Appendix 1 to these rules.

### **Quorum**

- 12.7 The quorum for a general meeting of the Association shall be ten (10) members present in person or by proxy. If within thirty (30) minutes of the time appointed for a general meeting a quorum is not present the meeting shall be adjourned to the same day, time and place in the following week. If the meeting was convened by the requisition of members, the meeting will be dissolved.

## **13. Special General Meetings**

- 13.1 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 13.2 The Committee shall, on the requisition in writing of not less than one quarter of the total number of members, convene a Special General Meeting of the Association.
- 13.3 A written request for a Special General Meeting shall state the purpose or purposes of the meeting, shall be signed by all the members requesting the meeting and shall be lodged with the Secretary.
- 13.4 A Special General Meeting shall be convened in the same manner as General Meetings.

## **14. Special resolutions**

- 14.1 A special resolution must be passed by a general meeting of the Association to effect the following:
- (a) A change of name of the Association;
  - (b) A change of the rules of the Association;
  - (c) An amalgamation with another incorporated association;
  - (d) The voluntary winding up of the Association and distribution of its property;
  - (e) an application for Registration as a Company or Co-operative

14.2 A special resolution shall be passed in the following manner:

- (a) A written notice shall be sent to each member advising that a general meeting is to be held to consider a special resolution;
- (b) The notice must give at least fourteen (14) days notice of the meeting and details of the date, time and place of the meeting and of the proposed special resolution(s);
- (c) a quorum must be present at the meeting;
- (d) at least three quarters of those present at the meeting must vote in favour of the special resolution;
- (e) for situations where it is not possible, or practicable for a special resolution to be passed as described above, a request may be made to the Commissioner as defined in the Act for permission to pass the resolution in some other way.

## 15. Funds - source

- 15.1 The funds of the Association shall be derived from the fees of the members, annual subscriptions, donations, grants and such other sources approved by the Association.
- 15.2 All monies received by the Association shall be deposited as soon as practicable to the credit of the Association's bank account.
- 15.3 The Association shall as soon as practicable after receiving any monies issue an appropriate receipt.

## 16. Funds management

- 16.1 The funds of the Association shall be used only in the pursuance of the objects of the Association in such manner as the Committee determines.
- 16.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two authorised members of the Committee

## 17. Common seal

- 17.1 The Common Seal of the Association shall be kept in the custody of the Secretary.
- 17.2 The Common Seal shall only be affixed to a document with the approval of the Committee.
- 17.3 The stamping of the Common Seal shall be witnessed by the signatures of any two members of the Committee.

## 18. Custody of documents

- 18.1 Except as otherwise provided by these rules, all records, books and other documents relating to the Association shall be kept in the custody of the Secretary.

## 19. Inspection of documents

The records, books and other documents relating to the Association shall be available for inspection, free of charge, by any member of the Association at any reasonable hour upon reasonable notice unless the Committee determines that any given document is confidential or for any other good reason should not be disclosed to a member.

## 20. Surplus property

If upon the winding up or dissolution of the Association 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.

Must add Appendix 1

APPENDIX 1  
RULE 12.6(b)  
FORM OF APPOINTMENT OF PROXY

I.....  
(Full name)

of.....  
(Address)

being a member of the:

**JEWELLERS & METALSMITHS GROUP OF AUSTRALIA - WA INC**

hereby appoint.....  
(Full name of proxy)

of.....  
(Address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the Association (biennial general meeting or special general meeting, as the case may be)

to be held on the..... day of..... 19.....

and at any adjournment of that meeting.

My proxy is authorised to vote: **IN FAVOUR OF / AGAINST**  
(delete as appropriate)

the resolution (insert details).....  
.....  
.....

.....  
(Signature of member appointed proxy)

.....  
(Name - please print)

Date.....

Note: A proxy vote may not be given to a person who is not a member of J.M.G.A. - W.A.

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