

## **The Wine Guild of South Australia Incorporated** **Constitution and Rules**

- Name.** (1) The name of the incorporated association is The Wine Guild of South Australia Incorporated, abbreviated as, Wine Guild of S.A. Inc., and referred to herein as The Guild.
- Definition.** (2) The Act, means the Associations Incorporation Act 1985.
- Objects.** (3) The objects of The Guild are :
- (3-1) To promote wine knowledge and all related activities concerned with the understanding and appreciation of wine and the exchange of information and ideas about wine.
- (3-2) To encourage, stimulate, support and promote the dissemination of information about grapegrowing, winemaking and health aspects of wine consumption.
- (3-3) To promote the consumption of wine in moderation.
- (3-4) To promote social communication, preserve, foster and encourage good fellowship, friendship and comradeship between members and kindred societies.
- (3-5) To adopt all lawful means of increasing the status and prestige of The Guild and furthering its objectives.
- (3-6) To promote, conduct and carry out entertainment or amusements or to co-operate with any body or persons corporate or incorporate to further the objectives of The Guild.
- (3-7) To diffuse or disseminate knowledge and information, or otherwise further these objectives, by the printing, publication, issuing and circulation of circulars, brochures and other literary matter.
- (3-8) To establish and administer funds for carrying out the objectives of The Guild.
- (3-9) To admit and recognise as members of The Guild only such persons as shall conform to the rules and regulations.
- Powers of the Association.** (4) The association shall have all the powers conferred by section 25 of the Act.
- Membership.** (5-1) Membership of The Guild consists of Members and Honorary Life Members but excludes Guests.
- (5-2) A Member is any person who supports the objects of the association and is financial.  
Any person may apply for membership provided that such a person is proposed and seconded by financial members of the Guild not under suspension.  
The Committee shall have the power to approve, reject, suspend or terminate Membership.
- (5-3) An Honorary Life Membership may be bestowed upon a member or ex-member by resolution carried by a majority of not less than three quarters of those members present at an annual general meeting of The Guild for which due notice has been given.  
An individual is eligible for Honorary Life Membership after having been a member of The Guild for a minimum of 15 years and having rendered outstanding and meritorious services to The Guild.  
Honorary Life Members shall be considered as financial members exempt from paying annual fees, and shall enjoy all the rights and privileges of members.
- Subscriptions.** (6-1) The amount of the annual subscription to the Guild shall be such amount as the Committee shall from time to time determine.
- (6-2) The subscription fees shall be payable annually on 1st July for the ensuing year.
- Resignations.** (7-1) A resignation will occur in one of three ways, as follows:
- (a) Where a current Member notifies a member of the Committee that they will not be continuing with their Membership, in which case their Membership will cease as at the date they specify they wish to cease Membership or at the date of the AGM, whichever is the earlier.
- (b) Where a Member passes away, in which case the Membership will cease as at the date the Committee becomes aware of their passing.

(c) Where a Member fails to pay their annual subscription, in full, by a date set by the Committee and advised to members when calling for subscription renewals.

(7-2) A member who has resigned shall be liable for any outstanding subscriptions or payments, with one exception: a member who is deemed to have resigned under rule (7-1)(c) will not be liable for the payment of the subscription.

(7-3) The Committee may waive any liabilities due under rule (7-2) if it sees fit to do so.

**Register.**

(8-1) A register must be kept and contain the name and contact details of each member. The contact details shall include any contact information supplied by the member for the purpose of receiving official notices from the Guild..

**Committee.**

(9-1) The affairs of The Guild shall be managed and controlled by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.

(9-2) The committee has the management and control of the funds and other property of The Guild.

(9-3) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.

(9-4) The committee shall appoint a Public Officer as required by the Act.

(9-5) The committee shall be elected from members at the Annual General Meeting and comprise president, vice/president, secretary, treasurer and three committee members.

(9-6) All Committee members must retire from the Committee at the AGM. Retiring Committee members may stand for election at the AGM to any Committee position without being nominated and seconded by members.

(9-7) A member who wishes to stand for election to a Committee position and is not a retiring Committee member, must be nominated and seconded by members.

(9-8) If more candidates are nominated than are required to fill the vacancies an election will be held at the Annual General Meeting.

(9-9) If any member of the Committee shall be absent from three meetings of the Committee without the leave of the Committee which leave may be given prior to or after any such absence his or her seat shall become vacant and, if also an officer, his or her office shall become vacant.

(9-10) The committee may appoint a person to fill a casual vacancy.

(9-11) The Committee may from time to time appoint sub-committees and may delegate to any such sub-committee any power or duty of the Committee.

**Meetings.**

(10-1) Annual General Meeting

In July of each year or as soon thereafter as is practicable the annual general meeting of The Guild shall be held, and all members shall be given not less than fourteen days notice thereof. At such meetings a duly audited statement of accounts and committee reports for the previous year shall be submitted, the office bearers and auditor for the ensuing year shall be elected and any other business of which notice has been given at least seven days prior shall be transacted.

(10-2) Special General Meetings

The President or the Committee may, whenever they think fit, and the Secretary shall, upon a requisition made in writing by any five or more members, convene a special general meeting for the purpose specified in the requisition. Notice shall be given not less than fourteen days thereof.

(10-3) Committee Meetings

The Committee shall meet when necessary at such time and date as the Committee shall appoint.

(10-4) Executive Committee Meetings

Urgent decisions may be made in the absence of a Committee Meeting.

(10-5) Notice

Notices may be served on any member personally or by any other means using the member's contact information as recorded in the register of members. The non-receipt of any such notice shall not invalidate the proceedings of any meeting.

(10-6) Chairman

The President shall preside at every general meeting or committee meeting. If the President is not present at any meeting, the members may choose any financial

member to preside at such a meeting. The chairman of any general or committee meeting shall have a casting as well as a deliberative vote.

- (10-7) Quorums  
No business shall be transacted at any annual or general meeting or at any committee meeting unless a quorum is present at the commencement of such meeting. A quorum for any annual or general meeting shall be 15 financial members. A quorum for any Committee meeting shall be a simple majority of Committee members. A quorum for any Executive Committee meeting shall be 3 members, one of whom shall be either the President or the Secretary. Questions arising at any meeting shall be decided by a majority of votes. Each financial member shall have one vote and this may be by proxy. The proxy shall be appointed in writing under the hand of the appointer for a specified meeting. A member shall not hold more than one proxy.

- (10-8) Adjournment of Meetings  
The Chairman may, with the consent of the meeting, adjourn any meeting.

- (10-9) Minutes  
Proper minutes of all proceedings of general meetings of the association and meetings of the committee shall be kept and confirmed at a subsequent meeting.

### **Finance.**

- (11-1) The financial year of the association shall be the period of 12 months commencing on 1 July and ending on 30 June of each year.
- (11-2) The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and position of the association in accordance with the Act.
- (11-3) The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.
- (11-4) No member of the Guild may in any capacity whatsoever incur any liability on behalf of the Guild without the previous approval of the Committee, and any member who should do so or purport to do so shall be solely responsible for payment of any such liability to the exclusion of the Guild.
- (11-5) The association may be wound up in the manner provided for in the Act.
- (11-6) After winding up of the association surplus assets shall be distributed to any organisation which has similar objects and rules which prohibit the distribution of assets and income to its members and is eligible for tax deductibility of donation under Section 78 (1) (a) of the Income Tax Assessment Act 1936.

### **Rules.**

- (12-1) These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescision or replacement by substitute rules.
- (12-2) The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance branch, as required by the Act.
- (12-3) The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.