



**THE CONSTITUTION  
OF THE AUSTRALIAN  
KNIFEMAKING GUILD  
Incorporated**

*As at the 17<sup>th</sup> December 2010*

# STATEMENT OF PURPOSES

The purpose and object of The Australian Knifemaker's Guild Incorporated shall be to promote, preserve, and develop the craftsmanship, design aspects, and techniques of all the various disciplines of knifemaking to the highest standard possible.

Supporting these aims include:

- (a) To provide means of communication between mature people with an interest in the craft of knife making, for the exchange of ideas, experience, techniques and information for their mutual benefit, by the publication of a regular newsletter.
- (b) To encourage the greater awareness of, and interest in, the application of the skills of knifemaking among collectors, sportsmen and the general public, and to provide links between Knifemakers and potential customers by means of exhibitions, demonstrations, and publications.
- (c) To act as the representative body of the interests of Australian Knifemakers, locally, nationally and internationally
- (d) To undertake community service, providing always that these services are within the comfortable limits of time, talents and costs that the Guild and individual members can afford.
- (e) To encourage communication and goodwill among knifemakers of all nations.

# RULES OF THE AUSTRALIAN KNIFEMAKER'S GUILD INCORPORATED

## 1. NAME.

The name of this Guild shall be the AUSTRALIAN KNIFEMAKER'S GUILD Inc. herein indicated as the Guild. The official abbreviation for this shall be A.K.G.

## 2. INTERPRETATION

1. In these rules, unless the contrary intention appears:-

'**Committee**' means the Committee of Management of the Guild.

'**Financial Year**' means the year ending on 31December.

'**General Meeting**' means a general meeting of members convened in accordance with Rule 8

'**Member**' means a member of the Guild.

'**The Act**' means the ASSOCIATIONS INCORPORATION ACT 1981.

'**The Regulations**' means regulations under the Act.

2. In these Rules, a reference to the secretary of an Association is a reference:-

- (a) where a person holds office under these Rules as secretary of the Guild- to that person; and
- (b) in any other case, to the public officer of the Guild.

3. Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the **Interpretation of Legislation Act 1984** and the Act as in force from time to time.

## 3. MEMBERSHIP.

The following shall be the categories of membership.

### 1. *Full members.*

Full membership shall be available to any knifemaker who:-

- (a) Has paid a full years subscription.
- (b) Has served a 12months probationary period.
- (c) Makes knives by the stock removal method or by forging, for sale to the public.

Financial members shall be entitled to receive the GUILD'S newsletter, and regular correspondence, and have full voting rights.

### 2. *Associate members.*

Associate membership is open to knife collectors, engravers, or any person with an interest in custom made knives. Associate members have the same rights as full members except the right to vote.

3. *Overseas members.*  
Membership is open to any person residing outside of Australia who has the same interest in the craft of knife making as local members. Overseas members do have the right to vote.
4. *Corporate members.*  
Will be available to organisations, museums, institutions, schools and colleges, and private firms. These members shall have the same rights as overseas members.
5. *Honorary members.*  
May be conferred on any person on the unanimous vote of the committee for no longer than one year. If a person is voted to honorary membership for longer than one year, that vote must be approved and carried at an Annual General Meeting.
6. A member may resign from the GUILD after having fulfilled all the obligations to it, by giving notice in writing to the committee of the GUILD.
7. Subject to the above rules, the committee may by resolution:-
  - (a) expel a member from the GUILD:
  - (b) suspend a member from membership of the GUILD for a specified period; or
  - (c) fine a member in accordance with the regulations, if the committee is of the opinion that the member-
    - (1.) has refused or neglected to comply with these rules; or
    - (2.) has been guilty of conduct unbecoming a member or prejudicial to the interests of the GUILD.
8. Members must be given a copy of this constitution upon joining the GUILD.
9. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer

#### **4. FINANCES.**

1. The financial year of the GUILD shall be from the 1st. January, until 31st. December.
2. The bankers of the GUILD shall be at the convenience of the Treasurer, all cheques shall be signed by any two nominated committee members of the GUILD.
3. An Auditor is to be recommended by the committee for appointment by election at the Annual General Meeting.

## **5. SUBSCRIPTIONS.**

1. The rates of member's Annual subscriptions shall be recommended by the committee, and approved at the Annual General Meeting.
2. Members subscriptions shall be payable in advance on the first day of each financial year. New members joining after the commencement of the financial year may pay a proportional amount of the full subscription as recommended by the committee.
3. The committee may recommend that new members pay a once only joining fee. This recommendation must be approved at an Annual General Meeting.
4. Where any member shall have failed to pay the full subscription due after a period of three months from the beginning of the new financial year, that member shall be deemed to have resigned and to have forfeited the right to vote and all other privileges until such time that membership is re-established by payment of the full subscription amount.
5. The source of funds for the GUILD shall be from subscriptions, levies and fund raising activities approved by the committee.

## **6. THE COMMITTEE OF MANAGEMENT.**

1. The committee of management shall consist of eleven officers: a President; a Vice President; a Secretary; a Treasurer; and seven State Representatives.  
Only full members shall be eligible for election to the committee except for the position(s) of Secretary/Treasurer which may be filled by either full member(s) or associate member(s).  
Where the position of Secretary/Treasurer is filled by an associate member(s), that member(s) shall be entitled to vote for the duration of their term of office. The office of Secretary/Treasurer may be combined in the event that the position of Treasurer is not filled at the Annual General Meeting.
2. The committee of Management shall be charged with all the executive business of the GUILD, but may appoint sub-committees to act on its behalf. The chairman of such sub committees shall be a member of the committee of management.
3. The President shall preside at all meetings of the GUILD. He/she will be an ex officio with a right to vote, at all sub-committees.
4. The Vice President shall act as Chairman in the event that the President is absent.
5. The Secretary. Shall give notice of and attend all meetings of the GUILD and shall keep a record of all their business. He/she shall conduct correspondence, keep a register of all members of the GUILD, and provide access by members for inspection of books and documents of the GUILD.
6. The Treasurer. Shall keep an account of all monies received and expended on behalf of the GUILD. He/she shall deposit all sums received, in a bank or banks, guaranteed by the Commonwealth or State Government when approved by the GUILD, and to report to the Annual General Meeting or when called upon to do so by the President.
7. The committee of management shall meet together when called upon by the President to do so.

8. A quorum shall consist of five members of the committee of management.
9. A member of the committee shall be nominated as the GUILD'S Public Officer to comply with the requirements of Incorporation.
10. A committee vacancy will occur in the event that a committee member is expelled, suspended or resigns.
11. Any committee vacancy, which occurs during the year, may be filled on a casual basis by approval of the remaining committee members until the next Annual General Meeting.
12. The committee of management shall be elected for a period of two years and positions of the committee of management shall become vacant on even numbered years.

## **7. ANNUAL GENERAL MEETING.**

1. The GUILD shall in each calendar year convene an Annual General Meeting of its members.
2. The Annual General Meeting shall be held on such day as the committee determines.
3. The Annual General Meeting shall be specified as such in the notice convening it. Such notice shall be given by means of the Newsletter at least thirty days prior to the Annual General Meeting.
4. The ordinary business of the Annual General Meeting shall be:-
  - (a) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
  - (b) to receive from the committee reports upon the transactions of the GUILD during the last preceding financial year;
  - (c) to elect officers of the GUILD and the ordinary members of the committee and on every even numbered year except where a vacancy occurs; and
  - (d) to receive and consider the statement submitted by the GUILD in accordance with section 30(3) of the Act.
5. The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
6. The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.
7. 10 members personally present constitute a quorum for the transaction of the business of the Annual General Meeting.
8. Members who are entitled to vote under these rules are entitled to vote by proxy on the prescribed form at Annual General Meetings.

## **8. GENERAL MEETINGS**

1. All general meetings other than the Annual General Meeting shall be called special general meetings.
2. General Meetings shall take place at a time and place determined by the committee of management for the benefit of members and to engage in the activities of the GUILD.
3. Members shall be given notice in writing of such meetings at least thirty days in advance.

## 9. PROCEEDINGS AT MEETINGS

1. All business that is transacted at a special general meeting and all 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. 5 members personally present ( being members entitled under these rules to vote at a general meeting ) constitute a quorum for the transaction of the business of a general meeting.
4. If within half an 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 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 the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members ( being not less than 3 ) shall be a quorum.
5.
  - 1) The President, or in his absence, the Vice President, shall preside as Chairman at each general meeting of the GUILD.
  - (2) If the President and the Vice President are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
6.
  - (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 the business left unfinished at the meeting at which the adjournment took place.
  - (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
  - (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

7. 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 show of hands a poll is demanded, a declaration by the Chairman that a resolution 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 on 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, that resolution.
8.
  - (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 or by proxy.
  - (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.
9.
  - (1) If at a meeting a poll on any question is demanded by not less than 3 members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
  - (2) A poll that is demanded on the election of a Chairman or on a question of an 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.
10. A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the GUILD have been paid.
11.
  - (1) Each member shall be entitled to appoint another member as his proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
  - (2) The notice appointing the proxy shall be in the form set out in Appendix 1.

## **10. ELECTION OF OFFICERS AND VACANCY**

1. Nominations of candidates for election of the GUILD or as state representatives:-
  - (a) shall be made in writing, seconded by a full member of the GUILD and accompanied by the written consent of the candidate ( which may be endorsed on the form of nomination ); and
  - (b) shall be delivered to the secretary of the GUILD not less than 30 days before the date fixed for the holding 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 number of nominations exceeds the number of vacancies, a ballot shall be held.
5. The ballot for the election of offices and state representatives shall be conducted at the Annual General Meeting in such usual and proper manner as the committee may direct.

6. A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.
7. For the purpose of these rules, the office of an officer of the GUILD or a state representative becomes vacant:-
  - (a) ceases to be a member of the GUILD;
  - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
  - (c) resigns his office by notice in writing to the secretary.

## **11. ASSETS**

A register of assets shall be maintained by the GUILD, i.e., Tools and equipment, books, materials, Real Estate, buildings etc. The treasurer or another member as may be nominated from time to time by the GUILD, will be responsible for this register.

## **12. AMENDMENTS TO THE CONSTITUTION**

1. This constitution and purposes may be amended, repealed or altered in part or in all by a three quarters majority vote of financial members of the GUILD at any duly organised meeting of the GUILD.
2. The proposed changes shall be mailed to the last recorded address of each member at least twenty-one days prior to the meeting, to consider these changes.

## **13. COMMON SEAL OF THE GUILD**

1. The Guild shall have a common seal on which its incorporated name shall appear in legible characters. This seal shall not be used without the expressed authority of the committee of management and its use shall be witnessed by any two members of the committee of management or of one member of the committee and of the Public Officer of the GUILD.
2. The Seal shall be kept in the custody of the secretary.

## **14. DISSOLUTION**

The Guild may be dissolved by resolution in favour thereof carried by three quarters of the financial members. In the event of dissolution, the assets of the GUILD may be disposed of as nearly as possible to the purposes of the GUILD as stated in the Constitution. In no event shall the assets be distributed to any individual member.

## **15. BY-LAWS**

Subject always to the Associations Incorporation Act, and these Rules, members in the Annual General Meeting by resolution passed by a majority of not less than two thirds of the members present and voting in person may make By-Laws and may from time to time amend such By-Laws by variation, deletion or addition as they shall think fit in respect of:

- (a) the holding and conducting of Shows and Exhibitions by the Guild;
- (b) any matter the members consider necessary
- (c) the publication of a Newsletter or Journal.

## **16. NON PROFIT CLAUSE**

The assets and income of the organisation shall be solely in furtherance of its above mentioned objects and purposes and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expense incurred on behalf of the organisations.

## **17. DISSOLUTION CLAUSE**

In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

The Guild may be dissolved by resolution in favour thereof carried by three quarters of the financial members.

# **BY-LAWS TO THE CONSTITUTION OF THE AUSTRALIAN KNIFEMAKERS GUILD INC.**

## **BY-LAW NO. 1 -SHOW RULES**

1. Only financial members to exhibit under Guild banner.
2. All knives or related items must be the work of the member (embellishments excepted). Knife collectors are permitted to sell custom knives at Guild Shows.
3. Firearms or firearm parts may not be displayed.
4. No. switchblades, ballistic knives, sword canes to be displayed or offered for sale.
5. Maximum of two people per table.
6. No member to interfere with or in any way encroach on another makers sale.
7. No member to obstruct the table frontage or encroach on another makers table in any way.
8. Comply with directions that may be given by any member of the committee of management or nominees in pursuit of their duties.
9. No member to remove another members knives without his express permission.
10. Table fees to be paid with booking.
11. Unethical conduct and or conduct which brings discredit upon the GUILD shall be considered a major offence and shall constitute:
  - (i) Quarrelling and or fighting in any area of the display hall or pertinent area.
  - (ii) Knowingly spreading false and libellous rumors and making other statements intended to demean or harass another member.
  - (iii) Using speech or engaging in actions which bring discredit upon the GUILD or its members. Or those actions and or speech which create a situation so as to place the GUILD and its members in a situation where financial loss will occur.

Appendix 1

**AUSTRALIAN KNIFEMAKER'S GUILD INCORPORATED**  
**FORM OF APPOINTMENT OF PROXY**

I ..... OF .....

being a member of .....

(Name of Incorporated body)

hereby appoint .....of .....

being a member of the Australian Knifemaker's Guild Inc., as my proxy, to vote for me, on my behalf, at the Annual General Meeting or special general meeting,( as the case may be ) to be held on the ..... day of ..... 20..... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details)

Signed .....

The ..... day of ..... 20.....



