

Crochet Guild Australia



Crochet Guild Australia Inc

By-Laws

Adopted on 20 May 2019

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1. Purpose and application

1.1. Purpose of these By-Laws

The purpose of these By-Laws is to set out the standards of ethics and honesty of Members of the Crochet Guild Australia (*'the Guild'*).

1.2. Definitions used in these By-Law

'Act' means the *Incorporated Associations Act 1981* (Qld);

'By-Laws' means these by-laws and any other by-laws that may be in force from time to time.

'Committee Member' means a member of the Management Committee, as elected from time to time.

'Guild' means the Crochet Guild Australia Inc.

'Management Committee' means the management committee elected from time to time, in accordance with the Rules and the Act.

'Rules' means the Crochet Guild Australia Rules of Incorporation.

'Member' and *'Members'* means any person or persons admitted to any form of membership of the Guild.

1.3. Application of these By-Laws

1.4. These by-laws have been formed by the Management Committee in accordance the Crochet Guild Australia Rules.

1.5. It is a condition of all Members' membership that a Member comply with these by-laws, in accordance with the Rules.

2. Code of Conduct for all Members

2.1. All Members must:

- (a) Comply with all laws and regulations, as may be from time to time.
- (b) Comply with all the Rules and these By-Laws.
- (c) Not engage with or enter any activity that may be considered by the Management Committee as a conflict of interest.
- (d) Not receive and retain any personal or professional benefit because of any conflict of interest.
- (e) Not be dishonest in their dealings with members or non-members that may be involved with the Guild from time to time.
- (f) Always conduct themselves appropriately while attending any Guild event or liaising with any Guild member or non-member that may be involved with the Guild from time to time.
- (g) Respect others, including members and non-members, that may be involved with the Guild from time to time.

- (h) Not disclose any confidential information to any person who is not a Member of the Guild and properly maintain confidentiality and privacy of information received in their capacity as a Member of the Guild.
- (i) Not discriminate, either directly or indirectly, against any person, including Members and non-members, that may be involved with the Guild from time to time.
- (j) Not bring the Guild into disrepute or damage the Guild's reputation willingly or recklessly.
- (k) Always Conduct themselves in a way that is supportive of the best interests of the Guild.

3. Dispute Resolution Process

- 3.1. All Members must follow the following dispute resolution process for any dispute or grievance they are party to.
- 3.2. The Dispute Resolution Process includes the following steps:
 - (a) **Step 1** – The Member is to try to resolve the dispute or grievance with the person directly.
 - (b) **Step 2** – If the dispute or grievance could not be solved by Step 1, the Member is to discuss the dispute or grievance with the President of the Guild to see if they can resolve the matter. (If the President is involved in the dispute or grievance, the Member is to discuss the matter with another member of the Management Committee).
 - (c) **Step 3** – If step 1 and 2 have failed to resolve the dispute or grievance, the Member is to write a letter to the Management Committee asking that the Secretary add this item to the agenda for the Management Committee to discuss. The Secretary needs to receive the Member's letter at least one week prior to their next meeting so that relevant information can be ascertained and provide to the Management Committee before the discussion takes place.

4. Media

- 4.1. A Member must not make public statements, give interviews to media organisations or publish any material of any type to any media organisations in respect of any aspect of the Guild or the Guild's business, without the written approval of the Management Committee.

5. Roles and Responsibilities of Management Committee

- 5.1. The Management Committee is formed in accordance with the Rules and the Act.
- 5.2. The roles and responsibilities of Committee Members are set out in this clause 5.
- 5.3. The Management Committee may amend the roles and responsibilities in accordance with the Rules and the Act, as may be required from time to time.

5.4. Management Committee Collective Responsibilities

- (a) Group Responsibilities

The role of the Management Committee is to manage the guild in accordance with its purposes, objects and mission statement as stated in the Rules. In undertaking its role, the Management Committee must fulfil several legal responsibilities, including collectively ensuring that the Guild complies with:

- The Guild's legal responsibilities to Members, volunteers and any clients or customers who may engage with the Guild and/or its services.
- Any assessment that has been made whether insurance cover is required and to what extent.
- Any relevant State or Commonwealth legislation, or regulations, as may be from time to time.
- Specific financial responsibilities, including ensuring that the Guild:
 - complies with any financial, auditing and reporting requirements as required by all laws and regulations.
 - can pay its expenses.
 - complies with any conditions of any funding agreement the Guild may enter.
 - has accounts audited and reviewed as required by the Rules, the By-Laws, or any applicable funding agreements.
 - has appropriate governance and risk management procedures documented and enforced.
- its fundamental objective to be supportive of its members and the purposes, objects and mission of the Guild.

(b) Duties of officers of the Management Committee

When Committee Members exercise their powers and responsibilities to act on behalf of the Guild, they must:

- Exercise their powers with due care and diligence.
- Ensure they do not disclose any confidential information to any person who is not an officer of the Management Committee and properly maintain confidentiality and privacy of information received in their capacity as an officer of the Management Committee both during their term of office and as a member thereafter;
- Ensure that any decisions are made in good faith and in the best interests of the Guild and members.
- Not make improper use of information or their position for personal profit.
- Take all reasonable steps to avoid any conflicts of interest and where any potential conflict may arise, bring it to the attention of the Management Committee as soon as may be practicable.
- Exercise powers in accordance with the Rules of the Guild.
- Not allow the Guild to incur a debt when the guild is insolvent or there are reasonable grounds to believe that by incurring the debt the Guild will become insolvent.

(c) Duty of care and diligence

While discharging their duty of care and diligence, a Committee Member should:

- Be prepared for meetings (reading any meeting agendas, previous meeting minutes, papers, and the financial statements).
- Broadly understand the financial position of the Guild.
- Follow up on action items.
- Keep informed about the Guild's operations and activities.
- Ask questions.
- Take steps to ensure that the Guild meets its obligations under the Rules, the Act and any other relevant laws or regulations; and
- To have read and maintain knowledge and understanding of the Rules and By-Laws of the Guild.

(d) Completion of tasks and commitments

Any Committee Member who holds a particular role within the Management Committee should understand that it is okay if they cannot fulfil a commitment or task in situations where an unforeseen circumstance has occurred. If this occurs the Committee Member should advise the President promptly and within a reasonable time before the task is due, so that the task can be appropriately delegated and completed by another Committee Member.

5.5. Individual Committee Members' Responsibilities

(a) Complying with the Rules

The Management Committee is responsible for implementing the Guild's rules and ensuring that it meets its obligations. Committee Members must always comply with and act within the Rules.

All Committee Members should obtain and retain a current copy of the Guild's Rules and By-Laws and be familiar with its contents. It may also be beneficial for Committee Members to bring the Rules and By-Laws with them to every meeting. As a minimum, the Secretary should ensure that a copy of the Rules is on the table at each meeting.

(b) Conflicts of interest

Committee Members must not put themselves in a position where there is a conflict between their duties and responsibilities to the guild and their personal or professional interests.

Committee Members are to disclose any material personal or professional interest they may have in any contract, or proposed contract, entered or being considered by the Management Committee. A Committee Member has a material personal interest when that member has a personal interest in a matter which could be seen to compromise their ability to act in the interests of the guild and make an impartial decision. The interest may be financial or non-financial.

Examples of material personal and professional interests include:

- the Committee Member owns a business the Guild is seeking to contract with to supply it with goods or services.
- a relative of the Committee Member applies for employment with the Guild; and

- the Committee Member serves on the Management Committee for two guilds that are competing for the same tender or grant or other financial interest or incentive.

It must be remembered that not all personal interests are 'financial' in the context of the decision being made and common sense should apply.

Disclosures provided under these By-Laws must explain the nature and extent of the interest and be made as soon as the Committee Member becomes aware of it.

A useful way to help Committee Members comply with these requirements is to make 'disclosures of interest' a standard item on the Committee Meeting agenda. In most cases there will be nothing to note and will serve as a reminder to members of the need to remain aware of conflicts of interest.

If a conflict of interest is recognised by the Management Committee the person should remove themselves from all discussions and voting relating to this conflict of interest.

(c) Compensation, Reimbursement and Remuneration

The Committee Members shall not receive compensation or remuneration for their services but may be reimbursed expenses.

If the Guild is financially stable to afford to do so, the Management Committee may vote to reimburse Committee Members for travel expenses or waive Committee Member's fees for participation at events. Committee Members will be expected to pay annual membership fees.

All membership fees must be paid before a member can vote.

If appropriately qualified, a committee member may apply to teach at events where remuneration is received, they will be paid appropriate to their level of expertise and their inclusion will be considered by the committee prior to event.

(d) Removal of Committee Members

If a Committee Member is in breach of the By-Laws in such a way that does not warrant immediate removal of that Committee Member pursuant to the Rules, a written warning will be issued to the Member relating to that breach. Each breach will be allocated 'points' which are attributed to each type of breach, depending on the severity of the breach. The maximum points associated with any one breach will be 10 points. Upon a Member reaching 30 number of points, the Committee Member will be removed from office immediately in accordance with the Rules of the Guild. See also clause 6.

5.6. President

- (a) The President is usually the formal 'voice' of the guild and is responsible for the overall coordination of the activities of the guild.

The President has a strategic role to play in representing the vision and purpose of the organisation. The President ensures that the Management Committee functions properly, that there is full participation at meetings, all relevant matters are discussed and that effective decisions are made and carried out.

- (b) The President is to ensure the Management Committee functions properly. This includes:

- To plan and run meetings in accordance to the Rules and By-Laws;

- To ensure matters are dealt with in an orderly, efficient manner.
 - To bring impartiality and objectivity to meetings and decision-making.
 - To facilitate change and address conflict within the Management Committee.
 - To review governance, performance, and skills.
 - To plan for recruitment and renewal of the Management Committee.
- (c) The President is to ensure the organisation is managed effectively. This includes:
- To liaise with the committee, as appropriate, to keep an overview of the organisation's affairs.
 - To sign documents on behalf of the Guild.
 - To ensure all relevant information is made available to Committee Members.
 - To co-ordinate the Committee Members to ensure responsibilities for particular aspects of management (e.g. personnel matters, financial control etc) are met and specialist expertise is employed as required.
 - To facilitate change and address conflict within the organisation, liaising with the Management Committee to achieve this.
- (d) The President is to provide support to other committee members and represent the Guild. This includes:
- To communicate effectively the vision and purpose of the Guild.
 - To advocate for and represent the Guild at external meetings and events.
 - To be aware of current issues that might affect the Guild.
- (e) The qualities and skills required for the role of President include:
- Good leadership skills.
 - Good communication and interpersonal skills.
 - Impartiality, fairness, and the ability to respect confidences.
 - Ability to ensure decisions are taken and followed-up.
 - Good timekeeping.
 - Tact and diplomacy.
 - Understanding of the roles/responsibilities of a Management Committee; and the ability to fill gaps where required due to sick leave, skill deficits and resignations, to ensure continued smooth running of the Guild.
 - Experience of organisational and people management.
 - Experience in digital software used by the Guild and preferably with good experience in using all aspects of it prior to being elected as President.
- (f) The estimated time commitment for the role of President:
- The role of President requires an estimated commitment of **30 hours per month**.
- The term of office shall be in accordance with the Rules.

5.7. Vice-President

(a) The role of the Vice-President is to assist the President in fulfilling their role. This includes, learning the President role to step in when required as well as:

- Attending regular meetings.
- Chairing meetings when the President is absent, with the ability to do this in person or via ZOOM platform.
- If the President cannot serve or complete their term, the Vice President shall assume the office until another President is elected in accordance with the Rules.
- Taking all reasonable steps to support the President in fulfilling their role.
- Actively engage in all roles of the Committee from time to time to have a full understanding of requirements for functioning of the Guild.
- Enthusiasm and willingness to learn new processes, help problem solve as required and actively represent the Guild as VP.

(b) The estimated time commitment for the role of Vice-President:

The role of Vice-President requires an estimated commitment of **12 hours per month**.

The term of office shall be in accordance with the Rules.

5.8. Secretary

(a) The Secretary is responsible for day-to-day administrative tasks which include:

- maintaining the register of members.
- where applicable, supervising the Membership Registrar.
- schedule meetings.
- assisting the president to prepare the agenda.
- sending out notices for meetings.
- keeping minutes and records; ensuring secure on Google Drive, as well as paper copy to be available for 24 months.
- attending to correspondence, forwarding to appropriate person.
- receive and acknowledge all correspondence in a timely manner.
- ensuring all letters and other documents are properly stored/ uploaded to drive.
- where the role of Social Media Coordinator is vacant, preparing newsletters.
- maintaining custody of all books, documents, records and registers of the Guild.
- Lodge and assist in compliance with all relevant laws and regulations.

(b) The qualities and skills required for the role of Secretary include:

- Understanding the role and responsibilities of the Management Committee.
- Well organised and an eye for detail.
- Ability to learn and utilise all software and digital requirements for secure and timely functioning of all Guild office activities.

(c) The estimated time commitment for the role of Secretary:

The role of Secretary requires an estimated commitment of **12 hours per month**.

The term of office shall be in accordance with the Rules.

5.9. Treasurer

(a) The overall role of a Treasurer is to maintain an overview of the organisation's financial affairs, ensuring its viability and ensuring that proper financial records and procedures are maintained.

The treasurer is responsible for managing the finances of the Guild, including liaison with Guild Bookkeeper if the treasurer is not a qualified Bas Agent or Bookkeeper. This involves:

- maintaining all financial records.
- monitoring the income and expenditure of the Guild.
- keeping Committee Members informed of the financial position of the Guild.
- preparing and presenting financial statements to the Annual General Meeting.
- allocating funds.
- develop annual budgets and budgets for new projects.
- making payments and bank deposits.
- preparing and managing the budget.
- representing the guild on funding applications.
- maintaining custody of all securities, books and documents of a financial nature.
- giving a report at committee meetings and include copies of recent bank statements and reconciliation reports.

(b) The qualities and skills required for the role of Treasurer include:

- Experience of financial control and budgeting, or ability to learn and act as liaison with external qualified persons approved by the committee.
- Good communication and interpersonal skills.
- A willingness to be contacted on an ad hoc basis.
- Ability to ensure decisions are taken and followed-up.
- Good timekeeping.

(c) The estimated time commitment for the role of Treasurer:

The role of Treasurer requires an estimated commitment of **8 hours per month**.

The term of office shall be in accordance with the Rules.

5.10. Membership Registrar

(a) The Membership Registrar is responsible for the management of the member register. This includes.

- Reporting to the Secretary on all matters relating to the management of the member register.
- Processing applications for membership.
- Liaising with the Treasurer as to payment of membership fees and management of Members in arrears.
- Updating membership categories for database; including setting ages for the Student and Junior membership entry level. Junior – up to 18 years, Student with University/Tafe ID up to 24 years.
- Adding new Members to database, including marketing databases as may be required.
- Sending out membership renewals by utilising automated software.
- Periodic reporting to the Management Committee as to the status of the member register.
- Complying with the Guild's Rules and By-Laws and all relevant laws and regulations in relation to the maintenance of a member register.

(b) The estimated time commitment for the role of Membership Registrar:

The role of the Membership Registrar requires an estimated commitment of **12 hours per month**.

The term of office shall be in accordance with the Rules.

5.11. Event & Fundraising Coordinator

(a) The Event & Fundraising Coordinator is responsible for the management of Guild events and fundraising for the Guild. This includes:

- Organising activities and events for the Guild.
- Deliver regular reports on the progress of events and fundraising for the Guild.
- Liaising with organisations and facilitating planning and management of events.
- Liaising with organisation regarding fundraising opportunities in support of the Guild.
- Liaising with other committee members to ensure all activities required for a major conference are in place ie marketing, social engagement, merchandise, education, speakers, volunteer coordinators, catering and publicity arrangements.
- Providing regular reports to the Management Committee.

(b) The estimated time commitment for the role of Event & Fundraising Coordinator:

- The role of the Event & Fundraising Coordinator requires an estimated commitment of **12 hours per month**. (increasing with any major Conference to approximately **32 hours** of the prior **8 months** to event) – External arrangements may be approved by the committee to Fund External Expertise.

5.12. Social & Media Coordinator

(a) The Social & Media Coordinator is responsible for the management of the Guild's social presence using social media platforms, media presence generally and internal and external publications. This includes:

- Facilitating, creating, and designing e-newsletters by email.
- Delivering digital newsletters to Members.
- Creating marketing programme and delivering content the Guild's Facebook and Instagram page.
- Coordination of any events that have been recorded for upload to Guilds YouTube platform.
- Liaising with and managing media contacts in answering enquiries and reporting to the Management Committee for enquiries to be considered by the Management Committee, as and when may occur from time to time, ie Magazine articles.
- Coordination of any Zoom Meetups, arranging presenter, tickets to events and booking ZOOM platform schedules as required.
- Regularly reporting to the Management Committee as to the status of publications, delivery, and engagement of social communities.

(b) The estimated time commitment for the role of Social & Media Coordinator:

- The role of the Social & Media Coordinator requires an estimated commitment of **12 hours per month**. (This role can be split across other roles).

5.13. Education Coordinator

(a) The Education Coordinator is responsible for the management of the Guild's educational programs, in liaison with the Education Sub-committee, this includes:

- Liaising with crochet educators regarding delivery of education programs and workshops for the Members' benefits.
- Liaising with the Event & Fundraising Coordinator to any necessary extent to facilitate educational events.
- Regularly reporting to the Management Committee as to the status of publications, delivery, and engagement of social communities.
- Ensuring streamlined communication between students and the Guild with any classes, Teacher Training, and future advanced courses.

(b) The estimated time commitment for the role of Education Coordinator:

- The role of the Education Coordinator requires an estimated commitment of **8 hours per month**.

5.14. Merchandise Coordinator

(a) The Merchandise Coordinator is responsible for the management of the Guild's merchandise. Ensuring quality products are selected that can be used across a variety of events/activities. This includes:

- Liaising with and ordering merchandise for supply.

- Receiving and processing merchandise orders.
- Undertake and complete stock takes regularly.
- Liaising with the Treasurer to any necessary extent to facilitate purchasing and supplier management, ensuring approval arranged at least three months before required to be available (ie pre conference) to ensure best value for money.
- Regularly reporting to the Management Committee as to the status of merchandise, supplier relationship etc

(b) The estimated time commitment for the role of Merchandise Coordinator:

- The role of the Merchandise Coordinator requires an estimated commitment of **6 hours per month.**

5.15. General Committee Member

- (a) The General Committee Member is responsible for the support of the Management Committee and each office holder. This includes adhering to all duties, obligations and responsibilities of Committee Members generally as set out in clause 5.4 and contributing whatever support possible to all office holders as and when needed from time to time.
- (b) Supporting Branch Meetups across the different States as relates to their own location when available, this may be as a lead or supporting members who are approved to be Brancher Leaders as a contact on the Committee.
- (c) Engaging when ever possible and at least once a year in running the Show & Share Zoom event.
- (d) Regularly engaging and providing quality feedback and support for members via the social media channels, liking and sharing content that is appropriate, supporting learners who have problems with crochet and generally giving a good supportive community vibe for members and non-member engagement.

The role of the General Committee Member requires an estimated commitment of **8 hours per month.**

5.16. Upon election to the Management Committee, the incoming Management Committee member must:

- (a) undertake a test of their knowledge and understanding of the Rules and these by-laws, including their role and responsibilities, as set by the outgoing Management Committee.
- (b) take all reasonable steps to liaise with the outgoing Management Committee member to conduct a handover of any ongoing business relating to the management of the Guild.

5.17. Any outgoing Management Committee member must take reasonable steps to make themselves available to conduct a handover of any ongoing business relating to the management of the Guild.

6. Breach of By-Law

- 6.1. Where a Member breaches a By-Law the Management Committee must be made aware of the breach.
- 6.2. If any Member breaches any part of the Rules or By-Laws, the Management Committee may issue a written warning to remedy the breach immediately.
- 6.3. Where a Member breaches a By-Law that is not sufficient to, in and of itself, warrant the immediate termination of a Member's membership, the Management Committee must be made aware of the breach and may choose to deal with the breach in any way they see fit, in accordance with the Rules.
- 6.4. Where the Management Committee is made aware of a breach of the By-Laws by a Member, the Management Committee may choose to permit the Member to retain their membership and, instead, impose Penalty Points against that member for the breach. Penalty Points are dealt with further in clause 5.5(d).
- 6.5. Penalty Points System
 - (a) Penalty Points may be imposed upon a Member where there has been a breach by the Member of the Rules or By-Laws.
 - (b) Each type of breach will be attributed a value of Penalty Points for that breach with the value of the Penalty Points attributable to the severity of the breach.
 - (c) No breach will result in an excess of 10 Penalty Points.
 - (d) If a Member reaches 50 or more Penalty Points, their membership may be terminated immediately by the Management Committee.
 - (e) For the purposes of this clause, each individual breach of the code of conduct provisions contained within clauses 2.1(a) to 2.1(k), shall warrant 10 Penalty Points.
 - (f) For the avoidance of doubt, the following example is offered below:

If a Member engages in an activity that is disrespectful of another member or non-member (10 points), and also discriminates against that person during that activity (10 points), and subsequently that activity results in the Guild being brought into disrepute (10 points), this would result in an aggregate of 30 Penalty Points imposed against that Member.