

*The Wine Guild of Australia,  
Queensland Inc.*

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**CONSTITUTION  
& BY-LAWS**

# THE WINE GUILD OF AUSTRALIA, QUEENSLAND INC.

## CONSTITUTION

1. The organisation shall be known as The Wine Guild of Australia, Queensland Inc.

### 2. DEFINITIONS

- (a) "Guild" means The Wine Guild of Australia, Queensland Inc.
- (b) "Industry" means the viticulture, wine production, wine marketing, hotel, catering, beverage and allied industries in Australia.
- (c) "Member" means a Guild member under any category of membership unless specifically limited or defined.

### 3. OBJECTS

Without affecting the generality of the rights and powers of the Guild at Law, the objects are:—

- (a) to provide a wider interest in the knowledge and proper service of wines and other alcoholic beverages and to arrange for educational activities to this end.
- (b) to arrange for facilities for the education and training of persons who wish to improve their knowledge of wine and the service of wine.
- (c) to arrange for testing by examination or otherwise the qualifications of the persons referred to in paragraph (b).
- (d) to elevate the industry as a whole and to promote greater efficiency and usefulness by compelling the observance of strict rules of professional conduct as a condition of membership and by setting a high standard of knowledge within the industry.
- (e) to promote the public recognition of the importance of the industry and to secure for the community the existence of a class of persons well qualified to be employed in the industry.
- (f) to arrange and promote the interchange of ideas, training and educational methods and information with similar or allied organisations in other parts of the world and within Australia.
- (g) to provide financial assistance for research and development within the industry.
- (h) to improve the professional status of industry members.
- (i) to promote good feeling and friendly intercourse between the members of the Guild.

### 4. POWERS

The powers of the Guild are:—

- (a) to take over the funds and other assets and the liabilities of the present unincorporated association known as "The Wine Service Guild of Australia, Queensland Branch".
- (b) to subscribe to, become a member of, affiliate with and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Guild, provided that the Guild shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Guild under or by virtue of rules 28 (d) and 33.
- (c) to organise, attend and participate in inter-state conferences from time to time with any other Guild, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Guild.
- (d) to sponsor the formation of a Wine Guild in any Australian state or territory in which such an organisation does not exist.
- (e) in furtherance of the objects of the Guild to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Guild or persons frequenting the Guild's premises.
- (f) to purchase, take on lease or in exchange, hire and otherwise acquire or hold, either absolutely or beneficially, any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Guild, provided that in case the Guild shall take or hold any property which may be subject to any trusts, the Guild shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (g) to enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Guild; to obtain from such Government or Authority any rights, privileges and concessions which the Guild may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (h) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Guild.

4. (i) to remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association or promotion of the incorporated association or in the furtherance of its objects.
- (j) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Guild's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (k) to invest and deal with the money of the Guild not immediately required in such manner as may from time to time be thought fit.
- (l) to take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- (m) in furtherance of the objects of the Guild to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- (n) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay off any such securities.
- (o) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (p) in furtherance of the objects of the Guild to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or part of the property and rights of the Guild.
- (q) to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Guild's property of whatsoever kind sold by the Guild, or any money due to the Guild from purchasers and others.
- (r) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Guild but subject always to the proviso in sub-rule (f).

4. (s) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Guild in the shape of donations, annual subscriptions or otherwise.
- (t) to print and publish any newspapers, periodicals, books or leaflets that the Guild may think desirable for the promotion of its objects.
- (u) to issue a badge of office to those who reach the standards required by the Guild.
- (v) in furtherance of the objects of the Guild to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Guild and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Guild under or by virtue of rules 28(d) and 33.
- (w) in furtherance of the objects of the Guild to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Guild is authorised to amalgamate.
- (x) in furtherance of the objects of the Guild to transfer all or any part of the property, assets, liabilities and engagements of the Guild to any one or more of the incorporated associations with which the Guild is authorised to amalgamate.
- (y) to make donations for patriotic, charitable or community purposes to funds, authorities or institutions in Australia which meet the requirements of paragraph 78 (1) (a) of the Income Tax Assessment Act 1936.
- (z) to transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any way in which the Commonwealth of Australia is engaged.
- (aa) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Guild.

## 5. MEMBERSHIP

- (a) Every person who at the date of incorporation of the Guild was a member of the unincorporated association shall be admitted by the Management Committee to the same class of membership of the Guild as that member held in the unincorporated association. Every member of the Guild who previously to his becoming a member of the Guild has paid his subscription due on the first day of July, 1987 as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the Guild for the period prior to the first day of July, 1988.

5. (b) Membership of the Guild shall consist of such persons as shall have been elected to membership by the Management Committee in accordance with the By-Laws governing professional academic or other qualifications.
- (c) The membership of the Guild shall consist of:-
- (i) *Full Members.* Persons who have passed an examination of a standard acceptable to the Management Committee, concerning the production and service of wines and other alcoholic beverages or persons who are considered by the Management Committee to be beyond the need for examination.
  - (ii) *Associate Members.* Persons who in the opinion of the Management Committee warrant this status. Associate members may take part in such activities of the Guild only as they are invited to do so by the Management Committee. Notwithstanding anything also contained in these Rules, they shall not have the right to vote at any meetings of the Guild, but when asked to do so by the Management Committee they may attend Management Committee meetings and have the right to speak.
  - (iii) *Honorary Life Members.* Persons who have rendered outstanding service to the Guild and shall have been elected as Honorary Life Members at an Annual General Meeting of the Guild. An Honorary Life Member shall have no greater powers in the Guild than he would have had if he had not been elected a Life Member and for the purpose of these Rules he shall continue to hold his original category of membership.
  - (iv) *Honorary Members.* Members who have contributed significantly to the functioning of the Guild by provision of goods or services and who have been granted honorary membership by the Management Committee. The Management Committee shall have complete discretion as to the persons to whom honorary membership is granted. Such membership shall be granted for a period of twelve months only although it may be renewed for subsequent annual periods at the Management Committee's discretion. An honorary member shall have no right to vote at any meeting of the Guild or its committees.
  - (v) *Company Members.* Persons who work within the industry, and whose employers have applied for company membership for two or more named staff members under terms as decided by the Management Committee from time to time.
  - (d) The number of Full Members, Associate Members, Honorary Life Members, Honorary Members and Company Members shall be unlimited.

5. (e) The subscription for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine, except that no subscription will be payable by Honorary Life Members or Honorary Members.

## 6. APPLICATIONS FOR MEMBERSHIP

Application for membership shall be made on the prescribed form, which shall incorporate a signed statement by the applicant that, if elected, the applicant agrees to be bound by the Rules of the Guild.

Upon receipt of an application for membership the Management Committee shall decide whether the applicant shall be elected or rejected as a member or associate member and its decision in this regard shall be final.

## 7. BADGES OF MEMBERSHIP

- (a) Members of all Committees may be issued with a badge suitable for wearing when engaged in carrying out their duties and they shall also be issued with a miniature label badge for other occasions.
- (b) Full members and honorary members shall be issued with a label badge.
- (c) Honorary life members shall be issued with a badge of the type issued to members of committees, referred to in (a).
- (d) Badges shall bear only the words "The Wine Guild of Australia, Queensland Inc." and shall include a subscription attachment showing the current year of membership. Badges shall be of the design determined from time to time by the Management Committee.
- (e) A Silver Award Badge may be issued to those who have passed an advanced wine examination of a high standard as approved by the Management Committee.
- (f) A Gold Award Badge may be issued to those who have satisfactorily completed any examinations or tasks required of them by the Management Committee indicating they have attained a standard of proficiency equivalent to being a Judge at a Royal Agricultural Society Wine Show and who are capable of lecturing on Wines and Wine Service.

## 8. RESIGNATION OF MEMBERS

Any member desirous of resigning his membership shall forward his written resignation to the Secretary, and the Management Committee may accept the same on payment of all subscriptions and fees (if any) then due and owing by him.

## 9. SUSPENSION OR FORFEITURE OF MEMBERSHIP

Any Guild member may be suspended from the privileges of membership or may be declared to have forfeited his membership by the Management Committee and his name may be removed from the Register, if

- (a) in the opinion of such Management Committee, his admission was obtained by improper means.
  - (b) he ceases to hold the qualifications prescribed by these Rules as a condition of membership.
  - (c) he becomes a bankrupt or insolvent or makes an assignment for the benefit of his creditors or takes or attempts to take the benefit of any statutory provision for the liquidation of his affairs or being a company goes into liquidation other than for the purpose of reconstruction or amalgamation.
- No member shall be declared to have forfeited his membership for any of the causes specified in this sub-clause unless and until he has been called upon by the Management Committee to show cause why his name should not be removed from the Register and has failed to satisfy the Management Committee that his inability to pay his debts arose from misfortune and that no discreditable conduct can be imputed to him in connection therewith.
- (d) the Management Committee, after due investigation, considers that a member has been guilty of conduct dishonourable or derogatory to the Guild or to the industry, or if any other circumstances arise which, in the opinion of the Management Committee, justify such course.

Such member shall be informed in writing of the nature of the matter laid to his charge and shall be afforded an opportunity of being heard at the meeting of the Management Committee at which his case is to be investigated and of calling evidence in his defence.

- (e) in the opinion of the Management Committee, he has been guilty of any breach of the Rules.
- (f) any member's subscription is overdue for two months. Notice of such fact shall be sent to him by the Secretary and if he omits or neglects to pay his subscription within one calendar month next after the date of such notice his name may be removed from the Register, and from the date of such removal he shall cease to be a member but without prejudice to the right of the Guild to recover from him all arrears including the subscription for the year then current.

Whenever any person shall cease to be a member his name shall be removed from the Register and he shall, from such date, cease to have any claim upon or interest in the Guild or its property or any part thereof. The decision of the Management Committee to suspend or forfeit the membership of a member shall be final.

## 10. REINSTATEMENT

Any person whose name has been removed from the Register for any cause other than that of being adjudged guilty of conduct dishonourable or derogatory to the Guild or to the industry may make application to have his name reinstated, the application to be supplemented by any information or explanation the Management Committee may require. The Management Committee may approve such applications and such member may be reinstated upon such terms and conditions as the Management Committee shall deem fit. The Management Committee shall not be compelled to reinstate such member and may refuse to assign any reason therefor.

## 11. REGISTER OF MEMBERS

- (a) The Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Guild and the dates of their admission.
- (b) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members of any General Meeting may require from time to time.
- (c) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

## 12. MANAGEMENT COMMITTEE

- (a) The Management Committee shall be elected annually and shall consist of a President, the immediate Past President, two Vice-Presidents, a Secretary, a Treasurer and six Committee Members, all of whom shall be full members of the Guild.
- (b) (i) Subject to clause (ii) hereof, at the Annual General Meeting of the Guild all the members of the Management Committee for the time being shall retire from office but shall be eligible for nomination, for re-election.  
(ii) Notwithstanding the foregoing the immediate Past President shall only be eligible for election as immediate Past President for a term of one year immediately following the time when he or she ceases to hold office as President.
- (c) The election of officers and other members of the Management Committee shall take place in the following manner:—
  - (i) Any member of the Guild shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee.

12. (ii) The nomination, which shall be in writing and signed by the member and his proposer, shall be lodged with the Secretary at least seven days before the Annual General Meeting at which the election is to take place.
- (iii) Each person present in person or by proxy shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- (iv) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

### 13. FUNCTIONS AND POWERS OF THE MANAGEMENT COMMITTEE

Except as otherwise provided by these rules and subject to resolutions of the members of the Guild carried at any general meeting, the Management Committee —

- (a) may exercise all the powers of the Guild;
- (b) shall have the general control and management of the administration of the affairs, property and funds of the Guild;
- (c) may delegate any of its powers to one or more standing sub-committees as shall be elected annually at the Annual General Meeting in accordance with the by-laws or any sub-committee appointed from time to time by the Management Committee. Any such standing sub-committee shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Management Committee.

### 14. MANAGEMENT COMMITTEE POSITIONS VACATED

The office of President, Past President, Vice-President, Secretary, Treasurer, member of the Management Committee shall, ipso facto, be vacated if that person:—

- (a) ceases to be a member of the Guild;
- (b) resigns from the Management Committee;
- Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice, when it shall take effect on that later date.
- (c) is absent without leave from three consecutive monthly meetings of the Management Committee;

14. (d) becomes bankrupt or insolvent or makes an assignment for the benefit of their creditors or takes or attempts to take benefit of any statutory provision for the liquidation of their affairs;

This sub-paragraph shall not apply if the Committee Member can satisfy the Management Committee that the inability to pay their debts arose from misfortune.

- (e) is requested in writing by all the other members of the Management Committee to resign or if a resolution of a General Meeting of the Guild be passed directing that person to resign.

In cases to which sub-paragraph (e) applies, the member shall be given the opportunity to fully present his case at a meeting of the Management Committee of the Guild.

In no case shall the member have a right of appeal.

### 15. FILLING CASUAL VACANCIES ON THE MANAGEMENT COMMITTEE

- (a) The Management Committee shall have power at any time to appoint any member of the Guild to fill any casual vacancy on the Management Committee until the next Annual General Meeting.

- (b) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a General Meeting of the Guild, but for no other purpose.

### 16. PROCEDURE OF MANAGEMENT COMMITTEE MEETINGS

- (a) The Management Committee shall meet at least once in every two calendar months but shall when practicable meet at least once every calendar month.

- (b) A special meeting of the Management Committee may be called at any time upon the request of the President, or in the President's absence, a Vice-President, or three members of the Management Committee.

- (c) Until otherwise decided by the Management Committee five members of the Management Committee, including the Chairperson, shall form a quorum.

- (d) Subject as previously provided in this rule, the Management Committee may meet, adjourn and regulate its proceedings as it thinks fit.

**16.** Provided that questions at any meeting of the Management Committee shall be decided by a majority of votes of the members then present, and in case of an equality of votes the Chairperson shall have a second or casting vote.

**17. MINUTES**

The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times for any financial member who previously applies to the Secretary for that inspection. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Management Committee Meeting verifying their accuracy. Similarly the minutes of every General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting: Provided that the minutes of any Annual General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting or Annual General Meeting.

**18. FINANCIAL YEAR**

The financial year of the Guild shall close on 30th June of each year.

**19. ACCOUNTS**

The Management Committee shall cause true accounts to be kept of all sums of money received and expended by the Guild and the matters in respect of which such receipt and expenditure takes place, and of the assets, credits and liabilities of the Guild. The books of account shall be kept at the office of the Guild or at such other place or places as the Management Committee thinks fit. At the Annual General Meeting, the Management Committee shall lay before the members present a statement of receipts and payments and a balance sheet containing a summary of the property and liabilities of the Guild made up to 30th June preceding the date of the Annual General Meeting. Every such balance sheet shall be accompanied by a report of the Treasurer as to the state and condition of the Guild finances, and the Statement, Report and Balance Sheet shall be signed by the Chairperson and the Treasurer.

**20. AUDIT**

Once at least every year the accounts of the Guild shall be examined and the correctness of the Statement of Receipts and Balance Sheet ascertained by one or more qualified Auditor or Auditors. The Auditor/s shall be appointed by the Guild at the Annual General Meeting.

**21. ANNUAL GENERAL MEETING**

- (a) The Annual General Meeting shall be held at such time and place as may be prescribed by the Management Committee, and in any event, it shall be held prior to the 31st day of August.
- (b) Not less than twenty-eight days notice must be given of the Annual General Meeting.
- (c) The business of the Annual General Meeting shall be to receive and consider the Statement of Receipts and Payments and the Balance Sheet and Reports of the Management Committee for the preceding year, to elect the officers and members of the Management Committee and to consider and determine such other business as the Management Committee or any member may bring before it on due notice.
- (d) A member wishing to bring before an Annual General Meeting any motion or business not relating to the ordinary annual business of the Guild shall give notice thereof in writing to the Management Committee not less than twenty-one days before the day of the meeting. No motion or business other than the business brought forward by the Management Committee shall come before the meeting unless notice thereof has been so given.

**22. GENERAL MEETINGS**

- (a) All other meetings of the Guild shall be called General Meetings.
- (b) Subject to (c) below, not less than seven days notice must be given of a General Meeting.
- (c) In matters of urgency, the President may call a Special General or Management Committee Meeting by giving twenty-four hours notice, and the President shall be the sole judge of what is urgent.

**23. NOTICES OF MEETINGS**

- (a) Except in a case where 22 (c) applies, notices of Annual General Meetings and General Meetings must be given in writing to all members. The notice shall be sent by post to the address of such members as recorded in the Register.
- (b) The notice shall specify the place, day and hour of meeting and in case of special business, the general nature of such business.

## **24. PROCEDURE AT MEETINGS (OTHER THAN MANAGEMENT COMMITTEE MEETINGS)**

- (a) Ten members personally present and entitled to vote shall be a quorum for an Annual General Meeting and a General Meeting. No business shall be transacted at any such Meeting unless the requisite quorum shall be present at the commencement of business.
- The President, or in the President's absence, a Vice-President, or in their absence a member of the Management Committee to be chosen by the members present, shall take the chair at every meeting.
- If at any meeting a person entitled to take the chair declines to do so or is not present within fifteen minutes after the time appointed for the holding of the meeting, then the members shall choose some other person qualified as aforesaid to be the Chairperson.
- (b) If within thirty minutes of the time appointed for the meeting a quorum is not present, the Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day (not being more than fourteen days after such meeting) at such time and place as the Chairperson the Meeting may appoint, and if at such adjourned meeting a quorum is not present those members who are present shall be a quorum and may transact the business for which the meeting was called.
- (c) Every question, matter or resolution (other than a special resolution) shall be decided by a majority of the members present in person or by proxy.
- (d) Every member present in person or by proxy shall be entitled to one vote and in the case of an equality of votes, the Chairperson shall have a second or casting vote.
- (e) Voting shall be by show of hands unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as the Chairperson shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- (f) A member may vote in person or by proxy. No person shall be appointed a proxy who is not a member of the Guild and qualified to vote. A member may hold two proxies.
- The instrument appointing a proxy shall be in writing under the hand of the appointer. Such instrument of proxy shall be for a specified meeting.

## **25. ALTERATIONS OF RULES**

Subject to the provisions of the Associations Incorporation Act, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting. Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Under Secretary, Department of Justice, Brisbane.

A special resolution must be passed by a majority of not less than three-quarters of such members entitled under these rules to vote, as may be present in person at any general meeting, of which notice specifying the intention to propose the resolution as a special resolution was given. Unless a secret ballot is demanded, a declaration by the Chairperson that the resolution has been carried is conclusive evidence of that fact.

## **26. BREACH OF RULES**

A member shall be deemed to have committed a breach of these Rules or of any resolution made pursuant thereto if

- (a) such member shall have been the subject of a written complaint lodged against him by another member and such complaint has been sustained by the Management Committee after investigation, or
- (b) such member has, in the opinion of the Management Committee based on evidence placed before it, committed a breach of any Rules or resolutions of the Guild.

Every member whom the Management Committee considers on evidence which it regards as sufficient, to have committed a breach of any Rules or resolution of the Guild, or against whom any complaint of an alleged breach of such Rule or resolution has been made to the Committee, shall, if the Management Committee regards it as just and reasonable in the circumstances so to do, be notified by the Secretary in writing of such breach or complaint as the case may be, and directed to appear before that Committee and be heard in regard thereto.

## **27. COMMON SEAL**

The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

## **28. FUNDS OF THE GUILD**

The funds and revenue of the Guild shall be derived from:

- (a) subscriptions payable by Members;

- 28.** (b) such other sources as the Management Committee may determine.  
All monies received on account of the Guild shall be paid into the account of the Guild at such bank as the Management Committee may determine.
- (c) All cheques drawn on the account(s) of the Guild shall be signed by any two of the President, Treasurer or other Management Committee member authorised from time to time by the Management Committee. Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- (d) The income and property of the Guild whencesoever derived, shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Guild, provided that nothing herein contained shall prevent the payment in good faith to any such member in respect of moneys advanced by him to the Guild or otherwise owing by the Guild to him or of remuneration to any officers or employees of the Guild or to any member of the Guild provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods ordered by the Guild or reasonable and proper rent for premises demised or let to the Guild.

### **29. DOCUMENTS**

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Guild.

### **30. GENERAL**

If any doubt shall arise as to the proper meaning of any of these Rules, the decision of the Management Committee thereon shall be final and conclusive, provided such decision be reduced to writing and recorded in the minute book of the proceedings of the Management Committee.

### **31. INDEMNITY**

The Guild shall indemnify every member of the Committees, and Secretaries and other officers against all costs, losses, damages or expenses, including hotel and travelling expenses in respect of any covenant, contract or agreement entered into, or act or thing done in discharge of his duties, or in and about carrying into effect any object or purposes of the Guild, and in respect of any action, suit, proceeding or other matter whatsoever connection with the Guild or the affairs thereof, and the Management Committee shall make such payments as are necessary for the purpose of giving effect of such indemnity.

**31.** No Committee member or other officer of the Guild shall be answerable or responsible for any act, receipt, document signed or done by him for the sake of conformity only, or for any loss or damage whatsoever suffered by the Guild unless the same shall happen through his own dishonesty, default or neglect.

### **32. BY-LAWS**

The Management Committee may from time to time make, amend or repeal by-laws not inconsistent with these Rules, for the internal management of the Guild and any by-law or amendment may be set aside by a General Meeting of members. Any such alteration shall be notified to the members no later than the next Annual General Meeting following the Management Committee meeting at which such alteration was made.

### **33. DISTRIBUTION OF SURPLUS ASSETS**

If the Guild shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Guild, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Guild, and which shall prohibit the distribution of its or their income among its or their members to an extent at least as great as is imposed on the Guild by these Rules, such institution or institutions to be determined by the Members of the Guild.

# THE WINE GUILD OF AUSTRALIA, QUEENSLAND INC.

## BY-LAWS

1. These By-Laws shall be read as an extension of the Constitution. Where any conflict arises, the rules laid down in the Constitution take precedence and over-ride any By-Law herein.

### 2. ORDER OF BUSINESS AT MEETINGS

- (a) Confirmation of minutes
- (b) Correspondence
- (c) Membership
- (d) Passing of accounts
- (e) Reports
- (f) Business of which notice shall have been given
- (g) General business

### 3. MEETING PROCEDURE

- (a) **Quorum** [Refer to Constitution Rule 16 (c)]
  - (i) A quorum shall be present at the commencement of a meeting and shall be maintained throughout the meeting.
  - (ii) If during a meeting a quorum is not present the Chairperson shall close the meeting or adjourn it for such period as he shall think fit.
  - (iii) When a meeting is adjourned for lack of a quorum due notice of the adjourned meeting shall be given to all persons entitled to be present. An adjourned Management Committee meeting shall be empowered to transact business even though a quorum not be present.

#### (b) Minutes

- (i) The minutes of a meeting shall be read and confirmed at the next regular meeting.
- (ii) When minutes are circulated prior to a meeting the meeting may resolve that the minutes not be read.
- (iii) A motion confirming the minutes shall not require a proposer or a seconder but may be put by the Chairperson in the following manner: "You have heard/read the minutes of the last meeting; is it your wish that I sign them as a correct record of the proceedings?"

3. (iv) Any inaccuracy in the minutes shall be indicated prior to the result of the motion being declared; any discussion shall be confined to that particular point.

(v) After the minutes have been confirmed and signed by the Chairperson, they shall not be altered.

#### (c) Correspondence

The Chairperson may direct that correspondence be read without requiring a motion to that effect. Each letter or other communication may be dealt with after having been read and the appropriate action taken by resolution, but no motion shall be required if no action is desired.

#### (d) Reports

(i) The Chairperson may determine whether a report shall be given to a meeting without requiring a motion to that effect, irrespective of whether such report is to be presented by a member of a meeting or by a person not a member.

(ii) After a report has been given the meeting may deal with it by motion for its adoption, rejection, reference back for further report, or for such other action as may be desired; but no motion shall be required if no action is desired.

#### (e) Motions and Amendments

(i) Motions and amendments shall be proposed and seconded, except as provided herein.

(ii) No discussion shall be permitted on a motion or on an amendment until it is seconded and if there is no seconder it shall lapse.

(iii) A person may second a motion or an amendment in order to permit discussion; he need not support or vote for the motion.

(iv) A motion shall be clear and unambiguous, shall be couched in precise and definite language, shall comply with any prescribed rule or by-law as to form and notice, and shall be affirmative in form.

(v) A motion or amendment may be withdrawn by a proposer with the consent of his seconder and with the agreement of the meeting.

(vi) An amendment shall not, except with the Chairperson's permission, be moved by the proposer or the seconder of the motion or any other speaker previous to the proposer of the amendment.

(vii) An amendment may be proposed even though the motion is one which due notice has been required and given.

- 3. (e)** (viii) An amendment shall relate to the matter involved in the motion and shall not be a direct negative of the motion.
- (ix) A right of reply is exercisable by the proposer of a motion but not by the proposer of an amendment.
- (x) The debate shall be terminated when the proposer of the motion has replied.
- (xi) An amendment shall be voted on before the original motion is put.
- (xii) If the amendment is lost the original motion is revived and is subject to further amendment until all amendments have been disposed of.
- (xiii) Amendments may be dealt with in any order provided each subsequent amendment differs from the motion and the defeated amendments.
- (xiv) If the amendment is carried, the amended motion becomes the motion and may be further amended.
- (xv) If no further amendment is proposed the amended motion as carried, takes the place of the original motion and becomes the motion. It is then put to the meeting as a motion.
- (xvi) One amendment only shall be discussed at a time, but a person may inform the Chairperson that he foreshadows an amendment and may state the form of the foreshadowed amendment but shall not propose or discuss it until the amendment before the meeting has been dealt with.

**(f) Points of Order**

- (i) Any person may at any time rise and address the Chairperson on a point of order, but shall at once state he is taking a point of order and shall confine his observation to the point of order raised. The point of order shall be taken immediately the breach occurs.
- (ii) A point of order may be taken in regard to any irregularity in the proceedings, e.g.
- (1) that the motion before the meeting lies outside the scope of the notice calling the meeting;
  - (2) that there is no quorum present;
  - (3) that there has been a failure to comply with some rule or by-law;
  - (4) that improper language has been used.
- (iii) A speaker called to order shall be given an opportunity to explain.
- (iv) The Chairperson shall rule on the point of order taken but may, before doing so, permit others to speak briefly provided no new matter is introduced.

**3. (g) Motion of Dissent**

- (i) Any person who disagrees with the Chairperson's ruling may move that the ruling be dissented from. This motion shall be seconded and may be discussed, but the discussion shall be brief and to the point, and no new matter shall be introduced.
- (ii) The Chairperson shall not be required to vacate the chair while the motion of dissent is being discussed or voted on.

**(h) Motion of Recommittal**

When a motion has been dealt with, a motion of recommittal may at the Chairperson's discretion be moved to permit the meeting to rediscuss the original motion. If the motion of recommittal is carried the original motion stands in the same position as immediately prior to being put any may be further discussed and amended.

**(i) Personal Explanation**

A previous speaker who feels he is being misrepresented or misquoted by a subsequent speaker may on request to the Chairperson be given permission to make a personal explanation, which must be brief.

**(j) General**

- (i) Discussion shall not be permitted unless there is a motion before the meeting.
- (ii) Discussion shall be relevant to the matter before the meeting whether it is a motion, an amendment, a point of order or a personal explanation.
- (iii) Speakers at a meeting shall rise and shall address the Chair.
- (iv) The Chairperson may at any time rise to address the meeting and any person then speaking shall resume his seat.
- (v) No person shall speak more than once to a motion, except the proposer of a substantive motion who is entitled to reply.
- (vi) A previous speaker to a motion may again speak on an amendment, on a motion for the adjournment of the debate, on a point of order, or by permission of the Chairperson in personal explanation of his previous remarks.
- (vii) The Chairperson shall decide which speaker is entitled to priority provided that the meeting may by resolution determine that a particular person shall or shall not be heard, and a motion to that effect shall be moved and seconded but not debated.
- (viii) The Chairperson may require a speaker to resume his seat if he exceeds the time prescribed or, if no time is prescribed, a reasonable time for speaking.

- 3. (j)** (ix) The meeting may by resolution, determine that a speaker be no longer heard. This motion shall be moved and seconded but not debated.
- (x) The Chairperson shall have the power to terminate a debate after a reasonable discussion.
- (xi) The Chairperson of a meeting shall be impartial, but he may take part in a discussion and he may move or second a motion or an amendment provided he vacates the Chair after appointing a temporary Chairperson.
- (xii) The business of the meeting shall be conducted in the order of the agenda unless the meeting determines to take the items in some other order.
- (xiii) The Chairperson shall not adjourn a meeting of his own accord in order to avoid its coming to a decision on a matter before it. The Chairperson may, to preserve and restore order, adjourn a meeting for a short period or until another day.

**(k) Voting**

- (i) Voting on motions and amendments shall be determined on the voices.
- (ii) If the Chairperson is in doubt as to the result, or if any person present so requests, the Chairperson shall require a show of hands and shall appoint two scrutineers from the meeting to count the votes.
- (iii) If the Chairperson is doubtful as to the counting of the votes he may forthwith take another vote even though he has declared the result of the vote.
- (iv) The Chairperson shall not be required to determine the voting by the recording of votes by writing or by a division.
- (v) Elections shall be determined by written ballot.
- (vi) The Chairperson may exercise an original vote.
- (vii) Subject to any rule or by-law to the contrary, the Chairperson shall have a casting vote in the event of there being an equality of votes.

**(l) Formal Motions: The Closure**

- (i) The closure is moved to terminate discussions and bring a matter to a vote. The form of the motion is: "that the motion be now put".
- (ii) The closure shall be proposed and seconded but not discussed, amended or adjourned.
- (iii) If the closure is carried, the main motion must be put to the vote without further discussion or amendment.

- 3. (l)** (iv) If the closure motion is lost, discussion may continue on the main motion.
- (v) The closure may be applied to an amendment as well as a motion.
- (vi) The Chairperson has a discretion as to whether he accepts a closure motion. He should be satisfied that the matter has been reasonably discussed and that the views of the minority have been heard.
- (vii) The closure may be moved while another person is speaking.
- (viii) The closure may not be moved by a person who has already moved, seconded or spoken to the main motion or any amendment.

**(m) Formal Motions: The Previous Question**

- (i) The previous question is moved in order to prevent a vote being taken on a motion. The form of the motion of the previous question is: "that the motion be not now put".
- (ii) The previous question can only be moved upon a motion, not while an amendment is being discussed.
- (iii) The previous question can be moved after the disposal of an amendment and takes priority over all other amendments.
- (iv) The previous question may be discussed and during the discussion the main motion which it is desired to shelve may also be debated.
- (v) If the previous question is carried the main motion cannot be brought forward at the same meeting but may be proposed at a subsequent meeting.
- (vi) If the previous question is lost, the main motion must be put without further discussion.

**(n) Formal Motions: Proceed to Next Business**

- (i) The object of the motion "that the meeting proceed to the next business" is to shelve the matter before the meeting.
- (ii) The motion may be moved at any time other than while another person is speaking. However, each item on a printed agenda must be heard to the point of the mover of a motion having the right to speak to his motion if the motion has been seconded (unless the mover is absent or withdraws the motion) before the Chairperson may accept this formal motion.
- (iii) The motion may not be moved or seconded by a person who has already moved, seconded or spoken to the main motion or any amendment or the matter then being discussed by the meeting.

- 3. (n)** (iv) This motion shall be proposed and seconded, but there shall be no discussion or amendment.
- (v) If this motion is carried, discussion on the matter before the meeting is terminated and the meeting proceeds to the next business, the matter under debate being considered as disposed of for that meeting.
- (vi) This motion may be moved while an amendment is being discussed and if carried, the meeting resumes discussion on the main motion.
- (vii) Business shelved by a resolution that the meeting proceed to the next business may only be brought up again on notice of motion for a further meeting.
- (viii) If lost, the motion may be moved again at a later stage of the meeting.

**(o) Formal Motions: Adjournment of Debate**

- (i) A motion for the adjournment of the debate is moved for the purpose of shelving the matter being discussed.
- (ii) The adjournment may be to a definite date or sine die.
- (iii) If the motion is carried the particular matter being discussed (both motion and amendment) is adjourned, but the meeting proceeds with other business.
- (iv) This motion shall not be moved while any person is speaking.
- (v) The motion may not be moved or seconded by a person who has already moved or seconded or spoken to the main motion or any amendment.
- (vi) The motion may be discussed and speakers to the main motion or any amendments may speak to the motion for adjournment of the debate.
- (vii) The motion for adjournment may be amended as to time, date and place of the adjourned meeting but no other amendments are permissible.
- (viii) If lost, the motion may be moved again at a later stage of the meeting.
- (ix) The business to which the debate related shall have priority over any other except formal business at the adjourned meeting.

**(p) Formal Motions: Adjournment of Meeting**

- (i) The motion for adjournment of the meeting may be moved during the course of debate on a matter before the meeting.
- (ii) The motion may not be moved or seconded by any person who has already moved or seconded or spoken to the main motion or any amendment.

- 3. (p)** (iii) The motion may not be moved while another person is speaking.
- (iv) The motion may be discussed.
- (v) The motion may be amended as to time, date and place of the adjourned meeting but no other amendment shall be permissible.
- (vi) If the motion is lost it may be moved again at a later stage of the meeting.
- (vii) If no time and date is fixed by the motion the meeting shall be adjourned to the next regular meeting.

**4. MANAGEMENT COMMITTEE**

The Management Committee shall be elected annually at the Annual General Meeting as required by Rule 12(a) of the Constitution. However, it is desirable that no member shall occupy the office of President or Vice-President unless he has served twelve months on the Management Committee.

The Management Committee shall be the body responsible for all costs and expenditure and shall have the power to reimburse any member or committee who may have incurred any loss, expense or costs through being engaged in any activity for or on behalf of the Guild. The Management Committee shall have the power to make an ex gratia payment in advance if the circumstances so warrant.

**5. SUB-COMMITTEES**

Standing sub-committees shall be elected annually at the Annual General Meeting, namely,

**(a) Education Sub-Committee**

This shall ideally be composed of two members of the Management Committee and at least three other members. This sub-committee will organise and promote educational activities to assist and benefit Guild members.

**(b) Wine Week Sub-Committee**

This shall ideally be composed of a minimum of five members, at least one of whom is a member of the Management Committee. The aim of this sub-committee shall be to raise extra funds to assist the Guild in the pursuance of its objectives.

**(c)** The Management Committee may from time to time appoint extra members to sub-committees as the need arises.

**(d) Election of Chairperson of Sub-Committees**

The Chairperson of any sub-committee which is already established, shall be elected by and from such sub-committee.

**(e)** The President may participate by virtue of his office, in all sub-committees.

## **6. THE "GRAPEVINE"**

A member of the Guild shall be appointed to act officially as the Editor of the "Grapevine", the official magazine of the Guild in Queensland. He may also be expected to act as public relations officer.

## **7. DIPLOMAS AND TROPHIES**

The Management Committee shall appoint one of its members to represent the Guild to conduct an examination of candidates for The Wine Guild Certificate of Merit. The frequency of the entrance examinations shall be determined from time to time by the Management Committee.

A trophy to be known as "The Wine Guild Dux of Exam Trophy" shall be purchased each examination, to be presented to the candidate obtaining the highest marks, and a perpetual trophy shall be maintained by adding the name of each exam dux.

## **8. CONDITIONS OF MEMBERSHIP**

Eligibility for membership shall be by satisfactory completion of The Wine Guild examination or such qualification which may be considered acceptable by the Management Committee and shall be equal to or greater than the standard required by the Guild examination. Acceptance of such qualifications shall be recommended by two members of the Management Committee as nominated by the President.

## **9. NEW MEMBERS**

- (a) All new members are required to pay a full year's subscription and joining fee. When subscriptions are due the next year on 1st July, there will be a pro rata adjustment made for members who have joined after 31st December.
- (b) A joining fee shall cover the cost of lapel badge and administration. The Management Committee may from time to time adjust this fee.
- (c) If a member allows his membership to lapse, a rejoining fee will be charged on reapplication for membership.

## **10. LEAVE OF ABSENCE**

Leave of absence may be granted at the discretion of the Management Committee on receipt of application from the member. The conditions shall be that no fees shall be applicable during this leave provided the member does not participate in Guild functions and does not receive Guild publications.

## **11. CONDUCT AT FUNCTIONS**

When any function has been arranged by the Guild or by any committee, it shall be understood that all members of the Guild shall at all times conform to and abide by any rulings concerning the function as approved by the appropriate committee. Guild members will be responsible for the conduct of their guests.