



## **CONSTITUTION**

### **CAKE DECORATORS ASSOCIATION OF VICTORIA INC.**

**A0006034**

**Amended November 2021**

**CAKE DECORATORS ASSOCIATION OF VICTORIA INCORPORATED**

**A00006034**

1. TITLE

The Association shall be called the "Cake Decorators Association of Victoria Incorporated" and shall consist of all persons duly elected, or who may hereafter be duly elected as members thereof.

1.2 OBJECT

- (a) To foster and improve the art of Cake Decorated and Sugar Craft by providing the opportunity for an interchange of ideas and skills.
- (b) To promote and extend the activities of the Association through the registered news bulletin.
- (c) The State Management Committee may have two (2) fund raising workshop days per annum, with donations being made to a charity of choice by the members present on the day. Donations not to exceed \$1,000.00 per annum

1.3 AFFILIATION

The Association may affiliate with a National/International Association providing that the Association has satisfactory representation and the majority of members agree.

2,1 MEMBERSHIP

- (a) Membership shall be offered to those persons interested in and/or promoting the art of Cake Decorating and Sugar Craft.
- (b) In the event of Association members holding multiple memberships in similar bodies in Victoria, Interstate or International, those members shall not hold office on the main committee of Cake Decorators Association of Victoria Inc., or its branches, while holding office in a similar body.
- (c) Life Membership shall be offered at the recommendation of the Management Committee, to members for outstanding service to the Association, that member shall have held membership of the Association for a minimum of fifteen (15) consecutive years. The nomination may be made by a branch or group of five (5) financial members and must be accompanied by a written citation. A limit of two (2) nomination per term (two years). The presentation to be made at the Annual General Meeting.

- (d) The membership of a person ceases on resignation, expulsion, or death.

If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

2.2 RESIGNING AS A MEMBER

- (a) A member may resign by notice in writing given to the Association, received by post or by handing in the notice to a member of the committee.
- (b) A member is taken to have resigned if the member's annual subscription is more than 12 months in arrears, or if the Secretary has made a written request to the member to confirm

that he/she wishes to remain a member and the member has not, within 3 months after receiving that request, confirmed in writing that he/she wishes to remain a member.

### 2.3 MEMBERSHIP CLASSIFICATION

- (a) Membership shall be offered in the categories: Senior and Junior
- (b) A junior member shall be aged seventeen (17) years and under, and have no voting rights.

### 2.3 SUBSCRIPTIONS

Annual subscriptions for Association members shall be determined for the forthcoming year by members of the Executive Committee at the Committee Meeting held prior to the Annual General Meeting of each year.

### 3 DISTRICT BRANCHES

When five (5) or more cake decorators reside in a common locality and would like to meet in their own area, upon application to the Association, and approval, they may be recognized as a branch of the Association.

Cake Decorators Association of Victoria Inc. would expect that they:

- (a) Be known as the “..... Branch” of the Cake Decorators Association of Victoria Incorporated.
- (b) Forward a report on meetings to be included in the Association Newsletter, and a Yearly Report to be included in the Annual General Meeting.
- (c) Forward an annual financial report signed by the Treasurer and checked and signed by the President, to be included in the Annual General Report. A branch must not borrow money from any source without written permission of the State Management Committee.
- (d) Accept that membership of a branch constitutes membership of the Association and that all privileges and considerations available to Association members are equally, and without exception, available to branch members.
- (e) Two or more branches of the Association may amalgamate with the consent of 75% of the members present at a combined general meeting of the branches concerned, providing that the members of the branches have been notified by mail at least twenty one (21) days prior to the meeting. All debts to be paid prior to amalgamation and branch/s assets to be combined. The members to choose the future name of the branch. Quorum of meeting shall not be less than seventy five percent (75%). Branch Office Bearers shall have the same responsibilities as Management Committee.
- (f) Upon dissolution of a branch, all debts of the branch must be paid and branch books, records and any funds returned to the main body of the Association.
- (g) A branch may have two (2) fund raising workshop days per annum with donations being made to a charity of their members’ choice. Donations not to exceed \$1,000.00 per annum.

### 4 MANAGEMENT

- (a) The Management of the Association shall be vested in a Committee who shall be elected biennially at the Annual General Meeting.

(b) The Committee shall consist of:

President, Vice President, Immediate Past President or Assistant Vice President (The position of Immediate Past President will be offered to the retiring President), Hon. Secretary, Assistant Hon. Secretary, Hon. Treasurer, Assistant Hon. Treasurer, committee members, including Editor, Assistant Editor, Public Relations Officer, Minutes Secretary, Catering Supervisor and Assistant Catering Supervisor.

(c) President and Vice President shall not hold office for more than two consecutive terms of two (2) years unless there are no nominations for said positions.

(d) A member being nominated for President should have 12 months and preferably 2 years experience on a State or Branch committee

(e) If there are no eligible nominations for President, a caretaker President can be nominated from the State Committee or from one of the following positions from a Branch Committee - President, Vice President, Treasurer, Assistant Treasurer, Secretary or Assistant Secretary.

(f) Voting to be from the floor of the Annual General Meeting. The Chairperson shall have a casting vote, only when an equal count has been taken.

(g) Nominations for positions must be submitted in writing on the Nomination Form for the purpose and be in the hands of the Secretary fourteen (14) days prior to the Annual General Meeting.

(h) Where no nominations are received in accordance with sub-para (e), the Chairperson of the Annual General Meeting will call for nominations from the floor of that meeting to fill the resulting vacancies. Should nominations still not be forthcoming, the vacancy(s) shall be declared and handed to the incoming Management Committee for action.

(i) Patron, Vice Patron, Auditor – recommendation from Committee shall be put to the Annual General Meeting. The position shall be filled by a duly qualified Auditor, who is not a family member thereof.

(j) The incoming Management committee may co-opt additional officers for special duties necessary.

(k) The management Committee shall meet at least monthly, two thirds (2/3) shall form a quorum.

## 5 OFFICE BEARERS – DUTIES

(a) **PRESIDENT:** The President shall preside at all General and Committee meetings. He/she shall maintain order and see that the duties of the other Officers are properly performed and that the Constitution Rules and By-Laws are adhered to. After approval, he/she shall sign as a true record the minutes of the General and Committee meetings.

(b) **VICE-PRESIDENT:** The Vice President shall assist the President by co-ordinating and liaising with those office bearers and members acting in the areas of promoting or staging exhibitions, shows and demonstrations. To this end he/she will Chair meetings of the special Sub-Committees.

The Immediate Past President or Assistant Vice President shall, in the absence of the President and Vice President, have like power and authority to the President and Vice President.

- (c) HONORARY SECRETARY: The Hon. Secretary shall keep all minutes and conduct the Association's day to day correspondence. He/she shall consult with the President and/or committee on matters affecting the whole Association. He/she shall prepare an agenda paper for all meetings and include on all notices of meetings, time at which meeting shall commence, and the motion of which due notice has been given, together with the name of the mover and seconder. He/she shall collect date for the furthering of the Association's activities, subject to release with the approval of the President.

He/she shall also be responsible for all the Association records of membership.

- (d) ASSISTANT HON. SECRETARY: Shall assist the Hon Secretary in the discharge of his/her duties, and in the absence of Secretary, shall have like powers and authority.

- (e) HONORARY TREASURER: The Treasurer shall pay all accounts that have been passed by the Management Committee, by cheque.

He/she shall have custody of books, documents and securities of the Association. The accounts and books of the Association shall be available for inspection by members.

He/she shall produce at the Management Committee Meetings, a statement showing financial state of the Associations affairs.

He/she shall be empowered to receive all monies on behalf of the Association and shall issue receipts for same and be responsible to the Management Committee for all monies received.

Any such monies received on behalf of the Association are to be banked immediately.

*A statement of receipts and expenditure shall be prepared by the Treasurer and presented to the State Committee at the meeting prior to the Annual General Meeting for approval by the Committee. It must be signed by two committee members at this meeting. The signed financial statement must be put to the Annual General Meeting and the resolution of the meeting recorded the minutes of that meeting. It must be signed by one member of the committee.*

The Assistant Hon. Treasurer in the discharge of his/her duties and, in the absence of the Hon. Treasurer, shall have like powers and authority.

- (f) COMMITTEE MEMBERS: Shall be responsible to the President. He/she shall help to form special sub committees to assist in the areas of promoting or staging exhibitions, shows and demonstrations.

## 6 VACATION OF OFFICE:

- (a) A committee member may resign from the Committee by written notice addressed to the Committee. A person ceases to be a committee member if he/she ceases to be a member of the Association or fails to attend three (3) consecutive committee meetings (other than special or urgent committee meetings) without leave of absence.

### (b) CASUAL VACANCIES

The Committee may appoint an eligible member of the Association to fill a position on the Committee that has become vacant, or was not filled by election at the last annual general meeting. If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises. The Committee may continue to act despite any vacancy in its membership.

## 7 MANAGEMENT COMMITTEE

- (a) The Management of the Association shall be vested in a Committee consisting of President, Vice President, Immediate Past President or Assistant Vice President, Hon. Secretary, Assistant Hon. Secretary, Hon. Treasurer, Assistant Hon. Treasurer and committee members.
- (b) The President or in his/her absence, the Vice President, shall chair all meetings of the committee. In the event of a tied vote, the chairperson shall exercise a casting vote.
- (c) The Management Committee shall meet at least bi-monthly. Two thirds (2/3) shall form a quorum.
- (d) The Management Committee shall be responsible for the control of finance and general business and shall deal with all matters associated with the Cake Decorators Association of Victoria Inc. and other associated or interested bodies.
- (e) The Management Committee shall have the power to fill all vacancies occurring during the year.
- (f) The Secretary shall keep an attendance record of each meeting of the Management Committee. Committee Members are required to attend a minimum of 50% of both General and Committee Meetings. Should any member of the Management Committee absent him/herself from 50% of meetings, his/her seat shall be declared vacant.
- (g) The Management Committee shall have the power to appoint Sub-Committees for the purposes deemed necessary.

## 8 MEETINGS

- (a) The Management Committee shall meet at least once monthly (unless deemed impractical) at a time convenient to the majority of Committee members.
- (b) GENERAL MEETINGS: At least four (4) General Meetings will be held in any one calendar year, bi-monthly. Members will be notified of the dates of General Meetings via the Association Newsletter at least seven (7) days prior to such meetings. This notice must specify the date, time and place of the meeting and indicate the general nature of each item of business to be considered at the meeting.

If a special resolution is to be proposed,

- (i) State in full the proposed resolution (i.e. to remove a committee member from office)
- (ii) State the intention to propose the resolution as a special resolution.

Two and one half percent (2½%) of all financial members eligible to vote shall form a quorum. Proxy voting will not be permitted at General Meetings.

- (c) ANNUAL GENERAL MEETINGS: The Annual General Meeting shall be held at the September or October meeting of any one year to receive the Annual Report and accounts, and to elect the office bearers for the ensuing term, in accordance with paragraph 3. Written notice shall be forwarded to each member at least fourteen (14) days prior to the meeting date. Two and one half percent (2½%) of all financial members eligible to vote shall form a quorum. Failing such a quorum, the Management Committee shall take action to reconvene the meeting at a later date, restricted to full financial members. Full financial members shall be defined as those members who have paid an amount to the full adult subscription for the current financial year. Proxy voting will not be permitted at Annual General Meetings.

Branch Annual General Meetings will be held at a branch meeting held between 1 July and 30 September each year.

- (d) Voting at Committee Meetings shall be restricted to members of those Committees.

## 9 DISSOLUTION:

The Association may, at any time, with the consent of a majority of seventy five percent (75%) of the financial members present at a General Meeting called for the purpose, be dissolved.

If upon dissolution or winding up of the Association there remains, after the satisfaction of all its debts and liabilities, and property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other Association having objects similar wholly or in part to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members or to some charitable object or objects which the Association, Institution or object shall be determined by the members of the Association at or before the time of dissolution or winding up or in default thereof, or if and insofar as effect cannot be given to such determination, then such payment or distribution shall be determined by a Judge of the Supreme Court. Invest monies and interest arising from said investment shall be distributed to awards for the Decorated Cake, Novice Section of the Royal Agricultural Show of Victoria.

## 10 STANDING ORDERS

- (a) Any member desiring to speak shall stand up and address the Chairperson respectfully.
- (b) No member shall speak more than once to a question in explanation or reply.
- (c) A member who formally seconds a motion or amendment without making a speech, may speak in support at a subsequent stage of the debate.
- (d) A reply shall be allowed only to a member who has moved a substantive motion.
- (e) No member shall use offensive or unbecoming words.
- (f) No speaker shall digress from the subject under discussion, and imputations of improper motive and all personal reflections on members shall be deemed disorderly.
- (g) Whenever the Chairperson rises during debate, the member then speaking shall sit down.
- (h) No member shall interrupt another whilst speaking except on a point of order.
- (i) Any member during the debate may raise a point of order, when the member then speaking shall sit until the point of order has been decided. The member rising to order shall state concisely the point of order, and the chairperson, without further discussion, shall give his/her ruling.
- (j) It shall be competent for any member to move a motion of dissent from the Chairperson's ruling. The mover of the motion of dissent shall concisely state his/her point.

The Secunder and the Chairperson only may speak to the motion.

- (k) Any member may move the adjournment of the debate. If the motion be resolved in the negative the mover shall not be allowed to again speak on the question under debate. If the motion be resolved in the affirmative, the mover shall have the right of resuming the debate

at the ensuing meeting. No member shall move the adjournment at the end of his/her speech.

- (l) At any time during the debate a member may, without notice, move "That the question now be put", and such motion being duly seconded, shall then be put without debate. If carried, the question shall be put to the vote. If lost, the debate shall proceed.
- (m) An amendment may be moved on any original motion. The Chairperson shall put the amendment to the meeting first and if carried, it shall be declared to embody the decision of the meeting, superseding the motion. When an amendment has been decided, a further amendment may be moved which, if carried, shall in turn supersede the motion. If there be no amendment, the original motion shall be put after the mover has replied.
- (n) The Chairperson shall refuse to receive any amendment which is a direct negative, or which not preserve the substance of the original motion.
- (o) The Chairperson shall have a casting vote on any resolution before the meeting. Any Committee Member may not speak at a General Meeting when a recommendation has been brought by Committee.
- (p) In the absence of the President and Vice President, the Chairperson for the meeting shall be elected by vote of the members in attendance thereof.
- (q) Order of Business for Committee and General Meetings
  - (i) Apologies
  - (ii) Reading and Confirmation of Minutes
  - (iii) Business arising out of Minutes
  - (iv) Correspondence
  - (v) Delegates, Sub-Committee and Official's reports
  - (vi) Finance
  - (vii) Hon. Secretary's business
  - (viii) Motions of which due notice has been given
  - (ix) General Business
- (r) Order of Business for Annual General Meetings
  - (i) Apologies
  - (ii) Adoption of Minutes of previous Annual Meeting
  - (iii) Presentation of Annual Reports and Accounts
  - (iv) Awards
  - (v) Notice of motion to amend Constitution and adoption of By-Laws, which have been submitted by the Secretary
  - (vi) Election of Officers
  - (vii) General Business



11 FINANCE

- (a) The funds of the Association shall be under the direct control of the Management Committee.
- (b) All cheques must be signed by any two of the following signatories: President, Hon. Secretary, Hon. Treasurer, Hon. Assistant Treasurer. No cheque shall be signed until the item of expenditure has been approved by the Committee.

The Management Committee shall have the power to approve petty cash advances to Management Committee members where necessary to carry out the affairs of the Association.

(c) FEES

Fees shall be due on the first (1<sup>st</sup>) day of October each year, and a member shall be deemed to be unfinancial after the 30<sup>th</sup> day of November of the same year.

The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, grants, interest, and such other sources as the Committee determines.

12 COMMON SEAL

The Common Seal of the Association shall be kept in the custody of the Hon. Secretary. The Common Seal shall not be affixed to any document except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures of the Hon. Secretary and President.

13 NON-PROFITMAKING CLAUSE

The income and property of the Association, whensoever derived, shall be applied solely towards the promotion of its objects as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to its members that nothing herein shall prevent the payment in good faith or remuneration to any Officer or Servant of the Association for services actually rendered to the Association.

- (e) Any persons embarking on personal gain in the name of the Association shall require approval from the Association in all aspects of that activity.

14 CONSTITUTION

(a) Master Copy

The Master Copy of the Constitution, along with notices of motion to amend, and records of amendments made are the responsibility of the Hon. Secretary.

- (b) All members will have access to the Association Constitution

(c) AMENDMENTS TO THE CONSTITUTION

The Constitution and Statement of Purpose of the Association shall only be amended at an Annual General Meeting; seventy five percent (75%) of those members present must vote in favour of the alteration. Any full financial member may move amendments to the Constitution provided that such motions are duly seconded and in the hands of the Hon. Secretary not less than one calendar month prior to the date of the Annual General

Meeting. The amendment will be presented to a Management Committee meeting by the Hon. Secretary, prior to being included as business at the next Annual General Meeting.

- (d) All actions by any member of the Association shall be bound within the rules of this Constitution.

Where such rules become outmoded, they shall be deemed as requiring amendment as in sub-clause

The Constitution shall be updated regularly.

#### 15 DISCIPLINARY ACTION

- (a) The Association may take disciplinary action against a member if it is determined that the member has failed to comply with Association rules, refuses to support the purposes of the Association or has engaged in conduct prejudicial to the Association.
- (b) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary sub-committee to hear the matter and determine what action, if any, to take against the member. Members of the disciplinary sub-committee may be Committee members, members of the Association or anyone else, but must not be biased against or in favour of, the member concerned.
- (c) Before disciplinary action is taken against a member, the Secretary must give written notice to the member, stating that the Association proposes to take disciplinary action against the member, stating the grounds for the disciplinary action and specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action. The member is to be advised that he/she may either attend the meeting and address the disciplinary sub-committee at the meeting, or give a written statement to the disciplinary sub-committee at any time prior to the disciplinary meeting .

#### 16 GRIEVANCE PROCEDURE

- (a) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (b) Parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required the parties must within 10 days – notify the Committee of the dispute and agree to, or request the appointment of a mediator. The parties attempt in good faith to settle the dispute by mediation.
- (d) A mediator appointed by the Committee may be a member or former member of the Association, but in any case, must not be a person who has a personal interest in the dispute or be biased in favour for or against any party.

#### 17 CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- (a) Members may on request, inspect free of charge, the register of members, the minutes of general meetings, the financial records, books, securities and any other relevant document of the Association including the minutes of Committee meetings.

- (b) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters, or where to do so may be prejudicial to the interests of the Association.
- (c) The Committee must, on request, make copies of these rules available to members and applicants for membership free of charge.
- (d) A member may make a copy of any of the records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record. For purposes of this rule, relevant documents means the records and other documents, however compiled, recorded and stored, that relate to the incorporation and management of the Association. This includes membership records, financial statements, financial records and records and documents relating to transactions, dealings, business or property of the Association.