

BY-LAWS OF WOODGROUP SA INC

The following are by laws for Woodgroup SA Incorporated. These By laws are used to document long standing decisions of General Meetings. They do not form part of the constitution of Woodgroup SA and as such may be amended without reference to the Commissioner.

1. MEMBERSHIP

- 1.1 The membership year shall be from the 1st July to 30th June each year.
- 1.2 Membership fees shall fall due on 31st August each year. Any Member whose fee is outstanding for more than one month after the due date for payment shall cease to be a Member of Woodgroup SA, provided always that the committee may reinstate such a membership on such terms as it thinks fit.
- 1.3 Membership fees shall be calculated on the basis of the number of Affiliates belonging to each Member as declared by the Member on 30th September each year.
- 1.4 Members shall be required to lodge with their membership fees a list detailing the names of their Affiliates.
- 1.5 Where an Affiliate is granted membership of two or more Members they shall not be included in calculations for insurance and membership fees more than once.

2. EXECUTIVE COMMITTEE

2.1 STRUCTURE AND FUNCTIONS

- 2.1.1 In addition to conducting the daily business of Woodgroup SA the Executive Committee will specifically be responsible for the following:
 - 2.1.1.1 Promoting the profile and services of Woodgroup SA and forming strategic alliances with local government, government departments and other community organisations of relevance and benefit to Woodgroup SA its members and the recreational woodworker.
 - 2.1.1.2 Managing the soundness of Woodgroup SA's financial structure, specifically preparing an annual income and expenditure budget for consideration and adoption by the Board, reporting to each Board meeting on the state of the finances and meeting the financial reporting requirements of the Associations Incorporation Act 1985.
 - 2.1.1.3 Developing forward plans that set for Woodgroup SA a common strategic direction and purpose.
 - 2.1.1.4 Supervise the performance of any and all individuals and Sub Committees appointed to assist Woodgroup SA achieve its aims and objectives and plans.
- 2.1.2 The Executive Committee shall report formally to each Board meeting as determined from time to time by the Board.
- 2.1.3 The chairperson of the committee shall have both a casting and deliberative vote.
- 2.1.4 The Executive Committee shall meet as often as may be required to conduct the business of Woodgroup SA and not less than four times in each calendar year.
- 2.1.5 The quorum shall be three or more Members of the committee.
- 2.1.6 The chairperson or two other Members of the committee shall have the power to call a meeting of the committee. Notice of the meeting shall be given at the previous committee meeting or by seven days written or electronic notice distributed to all committee Members or in an emergency by such other notice as shall be ratified by the committee.
- 2.1.7 The Executive Committee may appoint sub-committees or individuals for specific purposes. Sub Committees and individuals appointed in accordance with this clause shall report to the Executive Committee.

2.2 VOTING

- 2.2.1 Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.

2.3. CONFLICT OF INTEREST

- 2.3.1 A Member of the Executive Committee having a direct or indirect pecuniary interest in a dealing or proposed dealing, with Woodgroup SA must disclose the nature and extent of that interest to the Board and the committee as required by the Act, and shall not vote, be present at the vote or involved in any deliberations with respect to that dealing or proposed dealing.

3. VOTING

- 3.1 **Voting** - The number of votes allocated to each Member shall be one vote per Member plus one additional vote for each ten (10) Affiliates within the *member club*. The formula for calculation of votes shall be reviewed by the Board each year and published at the commencement of each Annual General Meeting

- 3.2 In the case of a tied vote at Board meetings the status quo will remain.

4. FINANCE

- 4.1 The Board shall determine the signatories for any authorised account of Woodgroup SA by formal resolution. There shall be a maximum of four signatories any two of whom must sign.

5. GENERAL MEETINGS

5.1 ANNUAL GENERAL MEETING

- 5.1.1 The annual general meeting shall be held in November of each year

6. PATRONS

- 6.1 The Board may appoint Patron/s of Woodgroup SA as it, from time to time, sees fit.

7. DISSOLUTION

- 7.1 Upon dissolution of the Association in accordance with Clause 12 of the constitution the assets of Woodgroup SA Inc shall be converted to monetary value and distributed proportionately amongst its members (defined in this clause as "club/s"). To be eligible each Club shall be a current member of Woodgroup SA Inc and hold incorporation status at the time of the decision to dissolve.

- 7.2 This distribution will be calculated using the following formula applied to all eligible Clubs at the time of dissolution.

A **Divisor** will be calculated for each Club by multiplying the total number of years that the Club has been a financial member of Woodgroup SA Inc with the average number of its affiliates, as at 30th September annually, over the immediate past five years.

A **Dividend** will be calculated by totalling the sum of all Club **Divisors**.

Individual Club **Divisor** ÷ **Dividend** x 100 = % share of Total Assets due to each Club

The following example, based on available data as at 30th September 2009 reflects each club's percentage share.

Club	Joined Woodgroup	Years	Average Affiliates	DIVISOR (Aff) x (Yrs)	% Share	
Southern Turners	1988	22	35.60	783	19.13%	
Toymendous	1989	21	24.20	508	12.41%	
Northern Turners	1993	17	63.00	1071	26.17%	
Sculptors & Carvers	1994	16	13.80	221	5.40%	
Western Woodworkers	1995	15	15.20	228	5.57%	
South Oz Scrollers	2000	10	29.60	296	7.23%	
Copper Coast Woodworkers	2001	9	29.40	265	6.47%	
Murrayland Turners	2002	8	42.00	336	8.21%	
Whyalla Woodies	2003	7	18.40	129	3.15%	
Riverland Woodworkers	2004	6	34.40	206	5.03%	
Hills Woodworkers	2006	4	12.40	50	1.22%	
				DIVIDEND	4093	100.00%

7.3 The Treasurer of Woodgroup SA Inc shall be responsible for receiving and maintaining annually in the month of November a record of affiliate numbers as declared by the members.

8. AMENDMENTS TO BY LAWS

8.1 By Laws of Woodgroup SA may be introduced, amended or revoked in a general meeting called in accordance with "Section 8 - General Meetings" of the constitution. A resolution to change such By Laws will be decided in accordance with voting procedures prescribed in clause 6.3 Voting.

Nov 2010