

# **Golden Horseshoe Woodturners Guild**

## **Memorandum of Association**

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### Article I Name

- (a) The name of the organization is Golden Horseshoe Woodturners Guild.

### Article II Aims and Objectives

- (a) Provide its members with unique and practical facilities, opportunities and meaningful education that will promote improved skills and personal enjoyment in woodturning.
- (b) Bring to the community, exposure to woodturning skills and knowledge that will make a meaningful contribution to the public's knowledge of woodturning and enjoyment.
- (c) Support community charitable organizations by contributing woodturnings that make a valuable and welcomed support to their activities.
- (d) The Guild shall carry on its activities without purpose of financial gain for its members and any profits or accretions to it will be used solely to promote its objects as defined.

### Article III Executive Committee

- (a) The affairs of the Golden Horseshoe Woodturners Guild will be managed by an Executive Committee, each of whom at the time of his or her election must be a member in good standing of the Golden Horseshoe Woodturners Guild.
- (b) The Executive Committee will be composed of representatives elected by the members of the Golden Horseshoe Woodturners Guild from its members at an annual or special general meeting and who shall hold office for a term of two years. Executive Committee members are eligible for re-election for a maximum additional term of two years.
- (c) The Golden Horseshoe Woodturners Guild may, by special resolution passed by two-thirds of the members present at a meeting, remove any member of the Executive Committee before the expiration of his/her term of office and may elect another member of the Golden Horseshoe Woodturners Guild in his/her stead.

Article IV Officers and Committees

- (a) The officers of the Golden Horseshoe Woodturners Guild are a President, 1st Vice-President, 2<sup>nd</sup> Vice-President, Secretary, Treasurer, Communications Officer, Hands-on Coordinator, Membership Secretary and Members-at-large. Any two of these offices, other than a combination of any two of President, Secretary and Treasurer can be occupied by the same person.
- (b) The Executive Committee can establish sub-committees of the Golden Horseshoe Woodturners Guild. Members of sub-committees are not members of the Executive Committee. Each sub-committee shall be represented on the Executive Committee by a voting member.

Article V Dissolution Of The Guild

- (a) A motion to dissolve the Guild may be proposed at any special meeting of the Guild by any active member in good standing of the Golden Horseshoe Woodturners Guild or by the Executive Committee, A 2/3 (66.6 %) majority vote of the active membership at the time of the dissolution motion by secret ballot and properly registered proxy ballots shall be required for any approval of a dissolution proposal.
- (b) If a proposal for dissolution is duly approved, the then existing Executive Committee is charged with the responsibility of obtaining, within 60 days from approval date, two independent estimates of the liquidation value of the existing assets of the Golden Horseshoe Woodturners Guild prior to actual liquidation activities.
- (c) After retirement of any existing third party liabilities, the net proceeds of liquidation shall be distributed to the existing members according to the formula set out in paragraph (d).
- (d) Each existing member will be given a point for each full calendar year of membership in the Golden Horseshoe Woodturners Guild. The total points of all members will be calculated. The portion of the net liquidation funds (including any existing cash) accruing to each active member will be the percentage of a members total earned points over the total membership points multiplied by the net liquidation funds. The existing Executive Committee will have sole responsibility for administering the above distribution and will be required to issue a full disclosure report to each member along with proceeds of the liquidation disposition.

Article VI Amendments To The Memorandum Of Association

- (a) Any amendment to this Memorandum of Association of the Golden Horseshoe Woodturners Guild will require a 2/3 (66.6 %) majority vote of the existing membership, such vote to take place by way of secret ballot and properly registered proxy ballot at a Annual or Special meeting called for that purpose.

Article VII Effective Date

- (a) This Memorandum of Association is effective as of May 17, 2012

Certified to be a true copy of the Memorandum of Association of the Golden Horseshoe Woodturners Guild and signed this 17<sup>th</sup> day of May 2012 by the following three members of the Guild's Executive Committee:

Michael Brazeau, President  
Leonard Kaufman, Secretary  
Lloyd Butler, Communications Officer

