



GUILD OF WOODWORKERS

Wellington, New Zealand

CONSTITUTION

1. NAME

The name of the association is “Guild of Woodworkers Wellington (Incorporated).”

2. OBJECTIVES

The objectives for which the association is established are: -

- a) To foster and develop woodwork and related fields of design.
- b) To exhibit and promote the work of Guild members.
- c) To encourage a high level of performance in woodwork in all its aspects and related fields of design.
- d) To provide a forum for the sharing of skills and knowledge of the members of the Guild.
- e) To provide facilities for all interested persons to share and observe these objectives and to aid the work of the Guild members.

3. POWERS

To carry out these objectives the Guild is empowered as follows: -

- a) To subscribe to, become a member of and cooperate with any club, association or organization, both within New Zealand and overseas, whether incorporated or not, whose objectives are altogether or in part similar to those of the Guild.
- b) To enter into any arrangement with anybody whether incorporated or not, individual or authorities of whatsoever nature that may in the opinion of the Executive and the members of the Guild, seem conducive to the objectives of the Guild.
- c) To invest and deal with the money of the Guild not immediately required in such a manner as may be permitted by law for the investment of trust funds.
- d) To accept subscriptions from members as the Executive of the Guild may fix from time to time.
- e) To accept grants, bequests or gifts or property, whether by way of endowment or otherwise given for the purpose of the Guild or for any similar purpose and to accept and execute trusts attached to the subject matter of any such gifts.
- f) To purchase or acquire by sale, lease, or hire any premises, plant, equipment, chattels, materials or merchandise that may in the opinion of the Guild promote the objectives thereof and to dispose of the same on whatever terms and conditions as the Guild may deem appropriate.
- g) To do all such lawful things as are incidental or conducive to the attainment of the objectives and the exercise of the powers of the Guild and which accord with the objectives of the Guild.

4. INCOME AND PROPERTY

The income and property of the Guild shall be applied solely towards the promotion of the objectives of the Guild.

5. MEMBERSHIP

- a) Membership of the Guild shall be open to all individuals who have an interest in woodwork and who have been nominated by any member of the Guild. Each applicant will be considered for approval by the executive.
- b) Every applicant for membership must consent in writing to becoming a Member, such consent being granted by the act of completing a membership application form and/or paying the annual membership subscription.
- c) Types of Membership
 - 1. Member – An individual admitted to membership under this constitution and who has not ceased to be a member
 - 2. Life Member - A Life Member is a person honoured for highly valued services to the Guild elected as a Life Member by resolution of a General Meeting passed by a simple majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions and levies.
 - 3. Honorary Member - An Honorary Member is a person honoured for services to the Guild or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a simple majority of those present and voting. An Honorary Member has no membership rights, privileges or duties.
 - 4. Complimentary Membership may be granted as part of training courses. A complimentary Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member. These complimentary memberships have a maximum term of 1 year and will lapse on the anniversary of the next membership term. The individual may then elect to become a member, by payment of the annual subscription.
- d) Termination of membership. Any member of the Guild may resign by giving notice in writing to the Secretary and paying all subscriptions then due. See also rule 8(b) below.
- e) The officers of the Guild shall have the power at all times to terminate the membership of any member if in their opinion the member's conduct has in any manner whatsoever been prejudicial to the objectives of the Guild or has brought the Guild into disrepute. Before any such termination of membership, the member concerned shall be given the opportunity of explaining his alleged actions.
- f) The Executive shall maintain an up-to-date membership register containing the information required to be kept as detailed by section 79 (2) of the Incorporated Societies Act 2022.

6. EXECUTIVE

- a) The Executive of the Guild shall be paid up members of the Guild and consist of a President, a Vice President, a Secretary and a Treasurer and a minimum of five committee members.
- b) Every officer must be a person who has consented in writing to be an officer of the Guild, and certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Guild.

- c) Officers must not be disqualified under section 47(3) of the Act or section 16 of the Charities Act 2005 from being appointed or holding office as an Officer of the Guild, namely —
1. a person who is under 16 years of age
 2. a person who is an undischarged bankrupt
 3. a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
 4. a person who is disqualified from being a member of the governing body of a charitable entity under section 16(2) of the Charities Act 2005
 5. a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —
 - a. an offence under subpart 6 of Part 4 of the Act
 - b. a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
 - c. an offence under section 143B of the Tax Administration Act 1994
 - d. an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii)
 - e. a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
 6. a person subject to:
 - a. a banning order under subpart 7 of Part 4 of the **Act**, or
 - b. an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
 - c. a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
 - d. a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
 7. a person who is subject to an order that is substantially similar to an order referred to in paragraph (f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.
- d) No person elected as President shall continue in that office for more than two consecutive years in one span, except when NO nominations for president are tabled, the elected President may continue in office until a replacement can be found but for a maximum additional period of one year.
- e) No Officer shall serve for more than 10 consecutive terms, unless elected by unanimous vote at the relevant Annual General Meeting.

- f) An Officer shall be removed as an Officer by resolution of the Committee or the Guild where in the opinion of the Committee or the Guild —

1. The Officer elected to the Committee has been absent from 3 committee meetings without leave of absence from the Committee.
2. The Officer has brought the Guild into disrepute.
3. The Officer has failed to disclose a conflict of interest.
4. The Committee passes a vote of no confidence in the Officer.

with effect from (as applicable) the date specified in a resolution of the Committee or Guild.

- g) Ceasing to hold office

An Officer ceases to hold office when they resign (by notice in writing to the Committee), are removed, die, or otherwise vacate office in accordance with section 50(1) of the Act.

Each Officer shall within 10 Working Days of submitting a resignation or ceasing to hold office, deliver to the Committee all books, papers and other property of the Guild held by such former Officer, and requested by the Committee.

7. NOMINATION AND ELECTION OF THE MEMBERS OF THE EXECUTIVE

- a) Election of members of the Executive shall be by financial members at the Annual General Meeting.
- b) Nominations for Executive positions will be taken and voted on at the Annual General Meeting.

7.1 POWERS AND DUTIES OF OFFICERS

(a) President: The president shall preside at all General, Special and Executive meetings at which present, and shall have a deliberate and, in the case of equal voting, a casting vote, and shall:

- i. enforce the observance of these rules.
- ii. carry out such duties as may be delegated from time to time by the Executive.
- iii. ensure that all officers attend to their duties.
- iv. supervise and direct the affairs and business of the Guild with a view to ensuring these are properly carried out.

(b) Vice-President: The Vice-President shall, in the absence of the President, assume all the duties of the President.

(c) Secretary: The Secretary shall:

- i. be the contact person as defined for the Incorporated Societies Act 2022.
- ii. attend and keep records of all meetings of the Guild and Executive.
- iii. answer and keep copies of all outward correspondence.
- iv. file all inward correspondence.
- v. retain all books, papers and other documents of the Guild and produce same upon the request of the Executive.
- vi. hand over all money received or held on account of the Guild to the treasurer.
- vii. act as Assistant Treasurer.
- viii. carry out such other duties as may be assigned from time to time by the Executive.
- ix. prepare, in conjunction with the Treasurer, a draft Performance Report as required by the Charities Service of Internal Affairs New Zealand and issue them the finalized Performance Report after approval at the Annual General Meeting.

(d) Treasurer: The Treasurer shall:

- i. receive and promptly record all monies accruing to the Guild.
- ii. deposit such monies to the credit of the Guild as soon as practicable and in such Bank Account as the Executive from time to time directs.
- iii. have authority to pay all accounts up to a maximum of \$50-00 due by the Guild without prior reference to the Executive and all other amounts as and when passed for payment by the Executive.
- iv. keep such books of accounts as shall disclose fully and clearly the financial position of the Guild at any time.
- v. permit any member of the Executive to inspect the books of accounts after receiving seven days' notice from such member of the desire to so do.
- vi. prepare, in conjunction with the secretary, a draft Performance Report showing the financial position of the Guild as at the 31st day of March in accordance with the Charities Services requirements and ensure the report is checked and finalized preceding the Annual General Meeting.
- vii. act as assistant Secretary and generally carry out such other duties as may be assigned from time to time by the Executive.

8. SUBSCRIPTIONS

- a) Subscriptions shall be paid annually by all members at the rates determined by the Executive after approval by members at the Annual General Meeting. The due date for payment shall be thirty calendar days after that meeting.
- b) Unpaid subscriptions. A member whose annual subscription is not paid sixty (60) days after the above meeting shall cease to enjoy the rights of membership and a member whose subscription is not paid a further thirty (30) days later, shall be struck from the membership roll upon a resolution of the Executive to that effect.
- c) Resignations and cessation of membership. A member who for any reason ceases to remain a member shall nevertheless be held responsible for the payment of subscriptions that become due and payable while they were a member and shall further be held responsible for any of their actions whilst being an enrolled member as might arise from other clauses.

9. MEETINGS

- a) The Guild shall hold an Annual General Meeting at such places and times and in such a manner as the Executive shall decide, subject to the requirements of section 84 (1) of the Incorporated Societies Act 2022.
- b) The business of the Annual General Meeting shall be to receive a Report, Balance and Statement of Accounts for the preceding financial year, appointment of a Checker, elect officers for the ensuing year and to decide on any motion of policy duly submitted to the Executive six weeks before the meeting.
- c) Notice of intention to hold the Annual General Meeting and the intended time and place, shall be given to members not later than six weeks before the meeting. Notices of motion will be circulated to members three weeks before the meeting. At the meeting, members shall be supplied with the agenda for the meeting, annual report and Performance Report, and minutes of the previous Annual General Meeting.
- d) Should insufficient nominations for Executive members be received, then those nominated shall be declared elected.
- e) Should the required Executive establishment not be obtained by the above procedure, the Executive may co-opt to fill vacancies and casual vacancies between Annual General Meetings. All co-opted and casual vacancy appointments lapse at the next Annual General Meeting.
- f) Special meetings may be called by the Executive Committee to address items such as changes to constitution, election of officers, nomination of Performance Report Checker etc. and also upon the written request of any fifteen members. A notice must be furnished to members not less than fourteen (14) days before the holding of such a meeting specifying place and time of meeting, notice of Motion and names of members requesting the meeting.
- g) Only the business which has been notified may be transacted at the Special General Meeting.
- h) The quorum for an Executive meeting shall be four members. The quorum at an Annual or a Special meeting shall be fifteen members.
- i) Voting shall be on the voices unless a show of hands is called for, or if appropriate by secret ballot. The President of any meeting shall have a deliberate vote and a casting vote. A declaration by the President as a result of a vote shall be final.
- j) The President shall preside at every General or Executive meeting of the Guild. If within fifteen minutes of the time appointed for holding any such meeting the President is not present or is unwilling to act, the Vice President or a member of the Executive present will deputise.
- k) The President of a General or Executive meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- l) Whenever a meeting is adjourned for seven days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting except that notice shall be only three days' notice and that it shall not be necessary to specify in such notice the nature of the business to be transacted at the meeting.
- m) Executive committee meetings can be held in the manner and timing as decided by the President. Usually, they are held monthly.
- n) The Guild must keep minutes of all General Meetings and all Executive Committee meetings.
- o) Written resolutions may not be passed in lieu of a General Meeting.

10. EXHIBITIONS

- a) The Guild may conduct Exhibitions or support other Exhibitions.
- b) The Executive may appoint an Exhibition committee.
- c) Finances of Exhibitions arranged by the Guild will be the responsibility of the Guild, but the Guild may apportion commitments by agreement with other bodies.

11. FINANCES

- a) The Control and investment of the funds of the Guild shall be wholly within the power of the Guild except as limited by Rule 3(c) and Rule 11(e). The Guild may open and operate accounts at any bank as it deems fit, including the authority to arrange an overdraft, the Trustees of any such accounts shall be the Treasurer and any two officers or members of the Executive. Withdrawal payments shall be approved by two Trustees.
- b) The Treasurer shall keep a correct account of all funds received and expended by the Guild and shall prepare at the end of each financial year, a Balance Sheet and in conjunction with the Secretary prepare a draft Performance Report in the format required for the Charities Services for that year.
- c) The draft Performance Report shall be checked by a suitably qualified person who is not a member of the Executive. The suitable person shall be proposed by the Executive Committee and approved by members at an Annual General Meeting or Special General Meeting. A suitable qualified person can include, but not limited to, a qualified accountant, a previous executive member of the guild, treasurer of a similar organization etc.
- d) The Treasurer and Secretary shall complete the final Performance Report and table the document at the Annual General Meeting for approval.
- e) The Secretary shall submit the approved Performance Report to the Charities Services.
- f) The financial year of the Guild shall end on 31 March in each year.
- g) In addition to the authority to arrange an overdraft as set out in Rule 11 (a) above, the Guild shall have the power to borrow money but cannot borrow more until all outstanding loans have been paid in full to the intent that no more than one loan shall be outstanding at any one time.

12. MANAGEMENT AND CONTROL

- a) The management and control of the business and affairs of the Guild shall, subject to such limitations and restrictions as these rules may from time to time prescribe, be vested in the Executive who may exercise all powers, authorities and discretion of the Guild except only such as (in the case of a company) are expressly directed by company legislation to be exercised by the Guild in general meeting. The Executive may from time to time make such regulations as they think fit regarding the Guild, provided such regulations shall be consistent with the provisions of the constitution.
- b) The Executive may delegate any of its specific duties and/or powers to sub-committees consisting of such member or members of their body or such specialist advisers appointed by the Executive as they think fit and may from time to time revoke such delegation. Any subcommittee so formed shall in the exercise of its functions so delegated conform to the aims, objectives and policies of the Guild and any rules that may be imposed upon it by the Executive.
- c) All sub-committees shall cease to exist at the next Annual General Meeting, but each may be confirmed for such additional period of time as any Annual General Meeting may decide.

13. DISPUTE RESOLUTION

13.1 Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the Guild and/or its Members in relation to specific allegations set out below.

The disagreement or conflict may be between any of the following persons—

1. 2 or more Members
2. 1 or more Members and the Guild
3. 1 or more Members and 1 or more Officers
4. 2 or more Officers
5. 1 or more Officers and the Guild
6. 1 or more Members or Officers and the Guild.

The disagreement or conflict relates to any of the following allegations—

1. a Member or an Officer has engaged in misconduct
2. a Member or an Officer has breached, or is likely to breach, a duty under the Guild's Constitution or bylaws or the Act
3. the Guild has breached, or is likely to breach, a duty under the Guild's Constitution or bylaws or the Act
4. a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

A Member or an Officer may make a complaint by giving to the Executive Committee (or a complaints subcommittee) a notice in writing that—

1. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Guild's Constitution; and
2. sets out the allegation(s) to which the dispute relates and whom the allegation or allegations is or are against; and
3. sets out any other information or allegations reasonably required by the Guild.

The Guild may make a complaint involving an allegation against a Member or an Officer by giving to the Member or Officer a notice in writing that—

1. states that the Guild is starting a procedure for resolving a dispute in accordance with the Guild's Constitution; and
2. sets out the allegation to which the dispute relates.

The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.

All Members (including the Executive Committee) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Guild's activities.

The complainant raising a dispute, and the Executive Committee, must consider and discuss whether a dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

13.2 How complaint is made

1. A Member or an Officer may make a complaint by giving to the Executive Committee (or a complaints subcommittee) a notice in writing that—
 - a. states that the Member or Officer is starting a procedure for resolving a dispute in accordance with the Guild's Constitution; and
 - b. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the Guild.
2. The Guild may make a complaint involving an allegation or allegations against a Member or an Officer by giving to the Member or Officer a notice in writing that—
 - a. states that the Guild is starting a procedure for resolving a dispute in accordance with the Guild's Constitution; and
 - b. sets out the allegation to which the dispute relates.
3. The information given under subclause (13.2 - 1.b) or (13.2 - 2.b) must be sufficient to ensure that a person against whom an allegation is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the Guild's Constitution.

13.3 Person who makes complaint has right to be heard

1. A Member or an Officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the Guild makes a complaint—
 - a. the Guild has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b. an Officer may exercise that right on behalf of the Guild.
3. Without limiting the manner in which the Member, Officer, or Guild may be given the right to be heard, they must be taken to have been given the right if—
 - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c. an oral hearing (if any) is held before the decision maker; and
 - d. the Member's, Officer's, or Guild's written or verbal statement or submissions (if any) are considered by the decision maker.

13.4 Investigating and determining dispute

1. The Guild must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its Constitution, ensure that the dispute is investigated and determined.
2. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.

13.5 Guild may decide not to proceed further with complaint

Despite the ‘Investigating and determining dispute’ rule above, the Guild may decide not to proceed further with a complaint if—

1. the complaint is considered to be trivial; or
2. the complaint does not appear to disclose or involve any allegation of the following kind:
 - a. that a Member or an Officer has engaged in material misconduct;
 - b. that a Member, an Officer, or the Guild has materially breached, or is likely to materially breach, a duty under the Guild’s Constitution or bylaws or the Act;
 - c. that a Member’s rights or interests or Members’ rights or interests generally have been materially damaged;
3. the complaint appears to be without foundation or there is no apparent evidence to support it; or
4. the person who makes the complaint has an insignificant interest in the matter; or
5. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
6. there has been an undue delay in making the complaint.

13.6 Guild may refer complaint

1. The Guild may refer a complaint to—
 - a. a subcommittee or an external person to investigate and report; or
 - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The Guild may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

13.7 Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the Executive Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

1. impartial; or
2. able to consider the matter without a predetermined view.

14. ALTERATION TO CONSTITUTION

- a) Any alteration, addition to or revision of these rules shall be made only at an Annual or Special General Meeting.
- b) Notice of the proposed alteration, addition or revision shall be posted to every member at least fourteen (14) days prior to a Special General Meeting and at least six weeks prior to the Annual General Meeting.
- c) Such meetings may amend any proposal as specified in clause 12(a).
- d) No resolution shall effect any alteration addition to or revision of these rules unless assented to by two-thirds of the members voting.
- e) No amendment of the Constitution shall have any effect until it is registered with the Registrar of Incorporated Societies.

15. INTERPRETATION OF THE RULES

The decision of the Executive as to the interpretation of the Constitution shall be final and binding on all parties except at any Annual or Special General Meeting when the decision of the President of such a meeting shall be final and binding on all members.

16. WINDING UP

- a) Any resolution to wind up the Guild must be carried by a majority vote of members at the General Meeting called to consider the matter.
- b) The resolution adopted in Rule 16(a) shall be confirmed at a subsequent meeting of members called together for the purpose, held not earlier than thirty (30) days after the date on which the resolution so to be confirmed, was passed.
- c) If upon winding up or dissolution of the Guild, and the settlement of all liabilities, there remain any assets, these shall be dealt with as directed by the General Meeting, provided that no Member of the Guild shall receive any pecuniary gain on such winding up. In the event of dissolution of the Guild, all assets shall be donated to a charity or charities recognized by New Zealand law.

17. INTERPRETATION OF TERMS

Unless repugnant to the sense of the context:

“Guild” means Guild of Woodworkers Wellington (Incorporated).

“Executive” means the Executive of the Guild.

“Member” means a member of the Guild entitled to vote and to hold office.

“General Meeting” means Annual General Meeting or Special General Meeting.

“President” means President of the Guild or any person authorized to act in that capacity.

Both “Officers of the Guild” and “Executive” shall in all cases refer to those members who from time to time are elected President, Vice President, Secretary, Treasurer and all members of the Executive Committee.