



GUILD OF WOODWORKERS

Wellington, New Zealand

CONSTITUTION

NAME

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

OBJECTS

2.0 The objects 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 objects and to aid the work of the Guild members.

POWERS

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

- (a) To subscribe to, become a member of and cooperate with any club, association or organisation, both within New Zealand and overseas, whether incorporated or not, whose objects are altogether or in part similar to those of the Guild.
- (b) To enter into any arrangement with any body 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 objects 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 objects and the exercise of the powers of the Guild and which accord with the objectives of the Guild.

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

MEMBERSHIP

5.0

- (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) 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.
- (c) 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.

OFFICERS

6.0

- (a) The officers of the Guild shall consist of a President, a Vice President, a Secretary and a Treasurer and a minimum of five committee members.
- (b) No person elected as President shall continue in that office for more than two consecutive years in one span.

NOMINATION AND ELECTION OF THE MEMBERS OF THE EXECUTIVE

7.0

- (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.

POWERS AND DUTIES OF OFFICERS

7.1

- (a) President : The president shall preside at all General 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. attend and keep records of all meetings of the Guild and Executive.
 - ii. answer and keep copies of all outward correspondence.
 - iii. file all inward correspondence.
 - iv. retain all books, papers and other documents of the Guild and produce same upon the request of the Executive.
 - v. hand over all money received or held on account of the Guild to the treasurer.
 - vi. act as Assistant Treasurer.
 - vii. carry out such other duties as may be assigned from time to time by the Executive.

- (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, cause to be audited and submit to each Annual General Meeting for signature by the President, a statement of income and expenditure and a balance sheet showing the financial position of the Guild as at the 31st day of March immediately 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.

8.0

- (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 he was a member and shall further be held responsible for any of his actions whilst being an enrolled member as might arise from other clauses.

MEETINGS

9.0

- (a) The Guild shall hold an Annual General Meeting at such places and times and in such a manner as the Executive shall decide.
- (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 Reviewer, 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 a meeting and the intended time and place, shall be given to members not later than six weeks before the meeting. At the meeting, members shall be supplied with the agenda for the meeting, annual report and balance sheet with statement of accounts. Notices of motion will be circulated to members three weeks before the 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 President 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.

EXHIBITIONS

10.0

- (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.

FINANCES

11.0

- (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. Cheques and withdrawal warrants shall be signed by the Treasurer and one other Trustee.
- (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 Statement of Accounts for that year.
- (c) The accounts of the Guild shall be reviewed at the end of each financial year by a Reviewer.
- (d) The financial year of the Guild shall end on 31 March in each year.
- (e) 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.

MANAGEMENT AND CONTROL

12.0

- (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 discretions 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.

ALTERATION TO CONSTITUTION

13.0

- (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 the 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.

INTERPRETATION OF THE RULES

14.0

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.

COMMON SEAL

15.0

The Guild shall have a Common Seal which shall remain in the custody of the Secretary and shall be affixed to any document pursuant to a resolution of the Guild and in the presence of one member of the Executive and the Secretary.

WINDING UP

16.0

- (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 recognised by New Zealand law.

INTERPRETATION OF TERMS

17.0

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.

“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 Committee.

Secretary

Guild of Woodworkers Wellington (Incorporated)