



## Constitution of the

### NATIONAL ASSOCIATION OF WOODWORKERS NEW ZEALAND INC

#### **1.0 Name**

- 1.1** The name of the association is “National Association of Woodworkers New Zealand Inc” (“the Association”).

#### **2.0 Objects**

- 2.1** The objective shall be to establish and maintain a non-profit organisation for the purpose of fostering a wide understanding and appreciation of woodturning and woodworking among the general public, hobbyist and commercial turners and woodworkers, suppliers of tools and equipment for woodturning and woodworking, gallery operators, museums and educational institutions. In particular to:

- (a) Promote, foster and encourage the arts and crafts of woodturning and woodworking in all possible ways,
- (b) Promote the appreciation and creative use of wood as an artistic medium,
- (c) Promote the fellowship which exists universally amongst woodturners and woodworking craftspeople and to assist each other in all ways to improve their craft,
- (d) Liaise and join with other associations, National and International which have similar aims,
- (e) Encourage research into development of woodturning and woodworking tools and equipment, and the use of other mediums,
- (f) Encourage and recognise innovation in woodturning and woodworking, and
- (g) Contribute to the general benefit of members.

#### **3.0 Powers**

- 3.1** To carry out these objects the Association is empowered as follows:-

- (a) To subscribe to, become a member of and co-operate 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 Association,
- (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 Committee on behalf of the members of the Association, seem conducive to the objects of the Association,
- (c) To invest and deal with money of the Association not immediately required in such a manner as may be permitted by law for the investment of trust funds and to enter into loan and overdraft arrangements, but no money shall be borrowed without the approval of a General Meeting by passing a resolution of which proper notice has been given with the notice of meeting or approval by postal ballot conducted pursuant to Rule 10.2,
- (d) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable transferable instruments,
- (e) To accept subscriptions from members,

- (f) To accept grants, bequests or gifts or property, whether by way of endowment or other-wise and whether by gift inter vivos or by devise or bequest given for the purpose of the Association or for any similar purpose and to accept and execute trusts attached to the subject matter of such gifts,
- (g) To purchase or acquire by sale, lease, hire or bailment any land and buildings, plant equipment, chattels, materials or merchandise that may in the opinion of the Committee promote the objects of the Association,
- (h) 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 Association and which accord with the objects of the Association, and
- (i) To conduct exhibitions and events and support exhibitions by others that are consistent with the Association objectives,

**3.2** All income and property of the Association shall be applied solely towards the promotion of the objects of the Association.

#### **4.0 Membership and subscriptions**

##### **4.1 Membership**

Membership shall comprise of any club or person associated with or interested in woodturning and woodworking who agrees to abide by these rules and upon payment of any joining fee and subscription as fixed by the Association.

- (a) The membership of any person or club may be terminated at any time by resolution of the Association at a General Meeting, for any reason which the Meeting may consider sufficient.
- (b) Any member may resign from the Association on giving to the Secretary one calendar month's notice in writing and on paying all subscriptions due at the date.
- (c) The Committee of the Association shall have the power at all times to terminate membership of any member if in its opinion the member's conduct has in any manner whatsoever been prejudicial to the objects of the Association or has brought the Association into disrepute. Before any such termination of membership, the member concerned shall be given the opportunity of explaining his or her alleged conduct.
- (d) Membership may be terminated by the Committee due to non-payment of any subscription due.

##### **4.2 Honorary Life Members**

- (a) The Committee shall recommend to members, at a duly convened Annual General Meeting, those members whom it considers worthy, to be elected as Honorary Life Members.
- (b) Members so elected as Honorary Life Members will have the same rights and privileges as ordinary members but will not pay an annual subscription.

##### **4.3 Subscriptions**

- (a) The joining fee (if any) and subscriptions (which may vary between different classes of membership) shall be fixed either by a General Meeting or by the Committee, and once fixed shall remain the same until altered in a like manner.
- (b) Subscriptions for the financial year from 1 April shall be payable by 30 April, and Members who have not paid by that date shall not be entitled to any benefits until their current subscriptions have been paid.

**5.0 Officers**

- 5.1** (a) The Executive shall comprise of the President, Vice President, Secretary and Treasurer who are empowered to act in a limited way as required to ensure the smooth operation of the Association and have their actions ratified at the next Committee meeting.
  - (b) The Committee shall comprise of the President, Vice President, Secretary, Treasurer, Membership Secretary and up to five elected Committee Members.
  - (c) The President shall where possible act as chairperson at all Committee, Annual General and Special Meetings and be ex-officio member of all sub committees and shall present an annual report which shall be circulated to members with the Notice of Annual General Meeting.
  - (d) The Vice President shall officiate in the absence of the President.
  - (e) The Secretary shall give notice of all meetings and keep a comprehensive set of minutes of such meetings, conduct all correspondence and keep copies of the same.
  - (f) The Treasurer shall keep an account of all finances/membership lists and give an up to date report at each meeting, bank all monies into an account approved by the Executive/Committee and pay all legitimate accounts as approved by the Executive/Committee, and prepare the annual statement of accounts for review or audit and presentation to Members.
- 5.2** Each member of the Committee shall hold office from the end of the Annual General Meeting at which the member is elected until the end of the second Annual General Meeting after election and shall be eligible for re-election.

**6.0 Election of Committee**

- 6.1** The Committee shall be elected by postal voting or electronic voting.
- (a) At least six weeks prior to the date proposed for the next Annual General Meeting (Election Date) the Secretary shall call for nominations for the following positions:
 

1 <sup>st</sup> Year	2 <sup>nd</sup> Year
President	Vice-President
Treasurer	Secretary
Membership Secretary	Three Committee Members
Two Committee Members	

In each year nominations shall also be called for any other positions, which it is known or expected will be vacant after the Annual General Meeting. These positions shall be for a term of one year to coincide with the end of term of the person they are replacing.

- (b) Such notice shall include a nomination form incorporating a declaration that the person is eligible for election and shall specify the date. Such nominations together with a signed curriculum vitae (CV) must be in the hands of the Secretary, such date being not less than four weeks prior to the Election Date.
- (c) At least three weeks prior to the Election Date the Secretary shall distribute to members a notice specifying nominations received for office holders, and in the event that there are a greater number than required for specific positions, a voting paper accompanied by a brief biography of the candidates for election. Such voting

paper shall specify the latest date (namely not less than three days prior to the Election Date) that it must be in the hands of the Secretary to be counted as a valid vote at the Annual General Meeting, with additional votes being cast at the Annual General Meeting.

- (d) In the event of a ballot being required the candidate/s polling the highest number of votes shall be declared elected at the Annual General Meeting.
- (e) In the event that there be insufficient nominations to fill any position, the Committee may exercise the powers under Rule 9.4(a) to fill vacancies.

## **7.0 Annual General Meeting**

**7.1** The Annual General Meeting of members shall be held each year at a time and venue determined by the Committee on a date after the end of the Association's financial year (31 March) but not later than 31 July.

**7.2** Notice of the Annual General Meeting shall be given to members at least one month prior to the date such meeting is to be held together with the business to be conducted at the meeting.

**7.3** The quorum for the Annual General Meeting shall be twenty members present in person or by proxy.

**7.4** Business to be conducted at such meeting shall be:

- (a) Approval of minutes of previous Annual General Meeting and subsequent Special General Meetings if any,
- (b) Receiving the President's Report,
- (c) Adoption of the Annual Accounts,
- (d) Election of Officers,
- (e) Subject to Rule 10.2, specific motions requiring due notification in accordance with these rules, viz rule changes, borrowing money, and dissolution,
- (f) Other Business, being matters of a general nature not requiring specific notification.

**7.5** Only those members who have paid their current subscriptions prior to the Meeting shall be entitled to vote.

**7.6** Voting shall be decided by a simple majority of members present or represented by proxy except as otherwise provided in these Rules.

**7.7** The Chairman of the meeting shall have a casting vote as well as a deliberative vote.

**7.8** Notwithstanding the previous provisions of this Rule 7.0, voting by postal ballot may be conducted in accordance with Rule 10.0.

## **8.0 Special General Meeting**

**8.1** A Special General Meeting of members may be called by the President, by resolution of the Committee, or on petition by not fewer than thirty members entitled to vote.

**8.2** Business conducted at such meeting shall include only such matters as have been duly notified in the notice of meeting.

**8.3** Other than as prescribed in Rules 8.1 and 8.2, the rules set out in Sections 7.0 and 10.00 shall apply to a Special General Meeting.

## **9.0 Committee Meetings**

- 9.1** The Committee shall have the authority to conduct the affairs of the Association subject to the constraints specified in these Rules and may adopt rules and regulations for the handling of their meetings as they may decide from time to time.
- 9.2** The quorum for Committee meetings shall be four members of the Committee present.
- 9.3** Committee decisions shall be made by simple majority of those present. The Chairman of the meeting shall have a casting vote as well as a deliberative vote.
- 9.4** Powers of the Committee shall include but not be limited to the following except as provided in these Rules:
- (a) Appointment of a replacement to fill a casual vacancy in their number or an additional member in the event that it is considered necessary for the efficient handling of the affairs of the Association. Any such appointment shall take due regard for the regional spread of members and their accessibility to officers so that as far as is possible there shall be balanced national representation and the term for such appointment shall be up to the date of the next Annual General Meeting.
  - (b) Hold meetings by personal attendance or by telephone or video conference.
  - (c) Open/close accounts with banks or financial institutions for the lodgement, investment and disbursement of money provided that in relation to disbursement of money either the Treasurer or two Committee member signatories shall be required on cheques or withdrawal documentation.
  - (d) Decisions made by email communication or by signed memoranda shall be as effective as decisions made at personally attended or telephone or video conference meetings.
  - (e) The Committee may delegate to particular Committee member/s particular tasks and responsibilities.

## **10.0 Voting by Members at General Meetings**

### **10.1** Votes shall be exercised as follows:

- (a) At General Meetings voting shall be by voices, by show of hands or, on demand of the chairperson or of any financial Member present, by secret ballot, and on any secret or postal ballot:
  - (i) Each financial Member shall be entitled to one vote, but
  - (ii) Each financial Member that is a club shall be entitled to one vote for every 10 of its members at the previous 31 March as advised on payment of the club's subscription (the total membership shall be divided by 10, and any remaining fraction shall be accorded a vote).
- (b) A financial and Honorary Life Member shall be entitled to vote by written proxy in favour of another financial Member present at a Meeting delivered to the Secretary not less than three days prior to the time set for the Meeting, but no other proxy voting shall be permitted.
- (c) Unless otherwise required by these rules, all questions shall be determined by a simple majority of those present and voting at the General Meeting.
- (d) To determine any issue already lawfully before a General Meeting (including any amendment to these Rules) the Committee may resolve to hold a postal ballot in accordance with the procedures set out in Rule 10.2.

### **10.2** In respect of postal ballots held under this Rule and also Rule 6.1(c):

- (a) Only financial Members may vote in any postal ballot,
- (b) The resolution to hold a postal ballot shall set a closing date and time for ballots to be received by the Secretary, but the closing date shall be no earlier than six weeks after the date ballot papers are sent out to financial Members (excluding the date of posting),
- (c) In respect of any motion to amend these Rules by postal ballot, the motion shall be accompanied by reasons and recommendations from the Committee, and such motion must be passed by the majority of those voting otherwise prescribed in this Constitution,
- (d) Voting in a postal ballot may be by ballots returned to the Secretary by mail, delivery, facsimile or email,
- (e) The Secretary shall declare the result of the postal ballot, and
- (f) The result of any postal ballot shall be as effective and binding on Members as a resolution passed at a General Meeting.

**10.3** A resolution passed by the required majority at any General Meeting or by postal ballot and the result of elections binds all members, irrespective of whether they were present at the General Meeting where the resolution was adopted, whether they voted, or whether they received notice of the Meeting or postal ballot papers.

## **11.0 Rule Changes**

- 11.1** Unless a postal ballot is held under Rule 10.2, changes to these rules shall be made on a resolution passed at an Annual General Meeting or a Special General Meeting.
- 11.2** Notification of a motion to change the Rules together with a brief explanation of the reason for such change shall be provided to the Secretary at least two calendar months prior to the date for such Annual General Meeting or Special General Meeting.

## **12.0 Interpretation of the Rules**

- 12.1** The decision of the Committee 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 Chairman of such a meeting shall be final and binding on all members.

## **13.0 Audit**

- 13.1** The accounts of the Association shall be reviewed by a person qualified to carry out such work and not being a member of the Committee, and the reviewed Accounts shall be presented to the Annual General Meeting each year which may appoint a member of the New Zealand Institute of Chartered Accountants who is not a Member to conduct an audit of the annual accounts of the Association.

## **14.0 Dissolution**

- 14.1** The Association may be dissolved on the passing by a two-thirds majority of a resolution by members present or represented by proxy at a Special General Meeting called for this purpose.
- 14.2** If on the dissolution of this Association there is remaining after satisfaction of all debts and liabilities any property or monies of any description, the same shall be disposed of at the discretion of the Committee duly in office at such time to an approved charity.

**15.0 Interpretation of Terms**

- 15.1** Unless repugnant to the sense of the context “Association” means National Association of Woodworkers New Zealand Incorporated.
- 15.2** “Committee” means the Committee of the Association.
- 15.3** “Member” means a member of the Association entitled to vote and to hold office.
- 15.4** “President” means President of the Association or any person authorised to act in that capacity. Both “officers” of the Association and “Executive” shall in all cases refer to those members who from time to time are elected President, Vice President, Secretary and Treasurer.