

# CONSTITUTION

## 1. NAME

The name of the Association shall be "Aotearoa Quilters National Association of New Zealand Incorporated".

## 2. INTERPRETATION

"The Association means Aotearoa Quilters National Association of New Zealand Incorporated.

"The Committee" or "The Executive" means the duly elected Committee of the Association.

"President" includes any person acting in loco President is in accordance with this constitution.

"Regional Representative" means the duly appointed Regional Representative of the Association.

"Member" means any ordinary individual Member or Life Member of the Association and any member of a Guild which has paid a capitation levy subject to Clause 5.

"Guild" is a group or club to which those with an interest in patchwork and quilting and aligned crafts pay a membership fee to belong. A "Guild" will usually be a legally constituted body but may not be.

"Affiliate Member" means any group, club or guild which has been accepted as a member subject to Clause 5.

## 3. OBJECTIVES

The principal objective of the Association is to promote the art and craft of patchwork and quilting within New Zealand and may include:

- a. To encourage and maintain high standards of craftsmanship and design in both traditional and contemporary quilting.
- b. To encourage communication and exchange of ideas and information among quilt makers.
- c. To publish regular newsletters.
- d. To provide or sell to Members of the Association information about quilting.
- e. To facilitate or provide workshops, lectures and seminars with local and/or international tutors and lecturers.
- f. To be a central contact point for any persons wishing to exchange information regarding quilters and quilt making.
- g. To provide and maintain a national register of groups, guilds and tutors.
- h. To facilitate events including national challenges, national exhibitions and juried competitions.
- i. To instigate and operate an educational scholarship in the field of patchwork and quilting.
- j. To raise funds for any or all of these objectives.
- k. To associate and/or affiliate with other societies and interest groups, providing that such Association is in the interest of the Members and would promote the general aims and objectives of the Association.
- l. To provide such other activities for the Association Members as may from time to time be determined by the Committee.

## 4. POWERS

- a. to acquire, purchase, lease, hold in trust or sell land and buildings, plant, equipment, facilities and amenities relating to any of the **objectives** for the Members of the Association.
- b. To open and operate bank accounts.
- c. The Association may in addition to other powers vested in it have a power to borrow or raise money by the issue of debentures, bonds, mortgages or any other security founded, or based on all or any, of the property or rights of the Association or without security and upon such terms as the Association thinks fit. The powers of so borrowing or raising money shall be exercised pursuant to a resolution of the Association passed in general meeting.

## 5. MEMBERSHIP

- a. The members of the Association shall comprise the Members of the Association immediately prior to Incorporation, together with such other people as the Committee admits to Membership and any groups, clubs or guilds who apply to be affiliate members, and such individuals who pay a capitation levy to the Association through their membership to their local guild.
- b. Affiliate membership is open to all groups, clubs and guilds with a membership greater than one (1) which accept the objects and rules of the Association, and who apply in writing to the Membership Secretary.
- c. Affiliate members will receive a copy of each newsletter but will not be eligible to enter challenges, exhibitions or attend master classes and other member only events.
- d. Membership is open to all individuals who accept the objects and rules of the Association, and who apply in writing to the Membership Secretary. **The constitution is available to view on the Aotearoa Quilters Website.**
- e. Membership shall cease upon resignation in writing to the Secretary. Members who fail to pay outstanding Membership fees within four months or the due date shall be deemed to have resigned, but shall still be liable to pay to the Association all monies owed by the member.
- f. Membership fees shall fall due on the first day of the financial year of the Association. The financial year of the Association shall run from 1 May to 30 April or other such period as is deemed by the Committee.

- g. The Committee shall set Membership fees and may charge such fees.
- h. Honorary Life Membership of the Association may be conferred by the Committee and Regional Representatives on any person whether or not a Member of the Association for distinguished service to the art/craft or Patchwork and Quilting in New Zealand or for diligent service to the association.
- i. The Committee may at any time request a Member's resignation in writing, on the grounds that the Member has acted in such a manner as to bring discredit to the Association or its Members, or if the Member is in breach of the rules of the Association. The Member shall either resign within the time set in the letter, or submit an appeal to continue Membership in writing, to be considered at a specially convened meeting of the Committee to be held within three months of the letter. At that meeting the member whose expulsion is under consideration shall be allowed to give an explanation orally or in writing (or both). If more than two thirds of the Committee then present vote to expel the Member, then the Member shall forthwith cease to be a Member of the Association (without however being released from any liability to the Association in respect of Membership fees or any other monies owing).
- j. No member of the Association or any person associated with a member shall participate in or materially influence any decisions made by the Association in respect of the payment to or on behalf of that member or associated person any income or benefit whatsoever.

## 6. OFFICERS

The officers of the Association shall consist of a President, Secretary, Treasurer, **and up to seven other members. A minimum of five and a maximum of ten members.** The officers shall be the **executive.**

- a. The President (or in the President's absence, one other Member of the Executive in the order listed above), shall act as chairperson at each meeting of the Association and the Committee.
- b. The Secretary shall attend to all correspondence and keep records of the business of the Association and Committee meetings.
- c. The Treasurer shall keep accounts of the income, expenditure, assets and liabilities of the Association and shall present a statement of accounts for the preceding year for submission to the Annual General Meeting.

## 7. CONTROL AND USE OF FUNDS

- a. All monies received by or on behalf of the Association shall forthwith be receipted and paid to the credit of the Association in an account in the name of the Association with a bank chosen by the Committee.
- b. **All payments shall be authorised by two persons appointed by the Executive.**
- c. The committee may invest any funds of the Association in such investments, and upon such terms as it thinks fit, not required for immediate use by the Association.
- d. The income or funds shall not be used by any Member or person associated with a Member for that person's personal or private use, gain or advantage.

## 8. COMMITTEE

The committee shall consist of not less than five (5) and not more than ten (10) Members from which the office bearers shall be appointed.

- a. Any casual vacancy in the Committee may be filled by a Member appointed by the Committee.
- b. The Association shall have its affairs controlled and managed by the Committee and it shall meet and/or conduct tele-conferences as often as necessary to conduct the business of the Association, not less than two times in any financial year.
- c. The quorum for such Committee meetings shall be one more than half the current full committee membership.
- d. Regional Representatives may be appointed, but not necessarily on the committee, to represent:
  - i. the South Island;
  - ii. the North Island from the town of Taupo south;
  - iii. the North Island north of the town of Taupo and
  - iv. any other region as appointed by the committee
- e. Election of the Committee and Officers shall take place biennially with all Members being elected for a minimum of two years and a maximum of six years at one time. Elections may take place either by **electronic voting**, postal vote or at the AGM.
- f. Voting for the Committee is to be **open to** the full Membership of the Association.
- g. The committee shall have the authority to co-opt additional members to the committee to undertake specific projects for time limited periods. Any co-opted member must be a current member of the Association. Attendance of any co-opted member at committee meetings will depend on the nature of the project and will be decided by the Committee. Co-opted members will not have voting rights at committee meetings.

## 9. MEETINGS

- a. The committee may call a general meeting.
- b. The Annual General Meeting shall be held at the beginning of each financial year of the Association, or at such time as the Committee deems appropriate. The Annual General Meeting shall be held for the following purpose:

- i to confirm the minutes of the last Annual General Meeting,
  - ii to receive from the Committee a report of its proceedings and financial statements for the preceding year,
  - iii election of officers if due,
  - iv. any other business.
- c. Any member intending to move a resolution must give notice of motion by **notifying** the President prior to the sending of the newsletter advertised as being distributed prior to the Annual General Meeting.
  - d. Notice must be given in writing for any General Meeting to all financial members at least 90 clear days before the meeting is to be held.
  - e. At all general meetings the President, and in the President's absence, any other duly elected chairperson shall take the chair and every Member shall be entitled on every motion to one vote in person and in the case of an equality of votes the chairperson shall have a casting as well as deliberative vote. Voting shall be by show of hands. **The election process shall include nomination of 3 specific officers, President, Secretary and Treasurer.** Proxies will not be permitted.
  - f. A quorum at a general meeting shall be ten (10) Members.
  - g. The President, or in the President's absence or disability, any other Member of the Committee may at any time for any special purpose call a Special General Meeting and shall do so forthwith upon the requisition in writing of any ten (10) Members stating the purpose for which the meeting is required. All Members shall be given written notice of the meeting indicating the date, time and place and the agenda at least fourteen (14) days before the meeting.

## 10. LIQUIDATION OF THE ASSOCIATION

- a. The Association may be liquidated at a General Meeting by the majority of Members present, provided thirty (30) days notice of motion has been given to all Members through a special newsletter. A quorum must be present. Proxy votes will be allowed in writing by a singular postal vote (hard copy or email) submitted no later than ten days prior to the General Meeting. Votes to be sent to a nominated person/scrutineer. Any winding up resolution must be confirmed at a second general meeting, called not less than thirty (30) days after the first meeting, to pass a resolution confirming the earlier decision to wind up the Association. At the second meeting the confirming resolution will be passed if approved by a simple majority of all valid votes cast by the Members voting in person. If the confirming resolution is lost, then the earlier resolution shall lapse. If the confirming resolution is passed, the Members shall appoint one or more liquidators to wind up the Association.
- b. In the event if the Association being liquidated surplus assets after payment of all costs, debts and liabilities of the Association shall be distributed to a charitable purpose within New Zealand.

## 11. THE SEAL

The Common Seal of the Association shall be in the custody of the President. **The use of the Seal by the President shall be witnessed by two members of the Association.**

## 12. CONSTITUTIONAL AMENDMENTS

- a. The whole or part of this constitution may be added to, amended or rescinded at any General Meeting, provided that notice of the motion has been given in writing to all Members at least thirty (30) days prior to the General Meeting. A quorum must be present and the motion passed by two-thirds majority.
- b. Every such notice shall set out in full the proposed amendment.
- c. Duplicate copies of every amendment shall forthwith be delivered to the Registrar in accordance with the requirements of the Incorporated Societies Act 1908.
- d. Provided always that any such addition, amendment or rescision shall be valid and effective if, and only if, it does not affect or detract from the exclusively charitable nature of the Society.

## 13. NEW ZEALAND SYMPOSIA

All documentation, contracts and seeding money will be held in trust by the Association to enable consistency and support for all future Symposia. Upon the future Symposia Committee agreeing to any conditions imposed by Aotearoa Quilters, Aotearoa Quilters will pass on base documents, seeding money, contracts, timetables and other information to future Symposia Committees to enable them to easily deliver future Symposia.

## 14. GENERAL

- a. The registered office of the Association shall be the address of the current treasurer.
- b. The accounts of the Association shall be " prepared in accordance with the reporting standards and requirements set by the Charities Services, New Zealand .
- c. Any notice of motion for Constitutional Amendments or dissolution must be moved and seconded, and be put in writing to the Executive to be recorded in the minutes.
- d. The constitution shall be available for inspection by any financial Member of the Association at any General Meeting or with any written request.

e. Every dispute between a Member under this Constitution and the Association or its officers shall be decided by the Committee and the decision shall be binding.

f. In the interpretation of the Constitution the decision of the committee shall be final and binding.

The change of Name to Aotearoa Quilters National Association of New Zealand Incorporated was approved at the 17<sup>th</sup> Annual General Meeting held in Hamilton on 10<sup>th</sup> September 2011.

**Name:**

**Signature:**

**Designation:**

Mary Culver



President