

Aotearoa Quilters National Association of New Zealand

CONSTITUTION (incorporating changes approved 11 September 2021)

1. NAME

The name of the society 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 as 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

"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.

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 raise funds for any or all of these objectives.
- j. 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.

k. 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 a general meeting.

5. MEMBERSHIP

a. Membership is open to all individuals who accept the objectives and rules of the Association, and who apply in writing to the Membership Secretary and pay the Membership Fee. The constitution is available to view on the Aotearoa Quilters Website. The Membership Secretary shall keep an up-to-date register of members.

b. Membership shall cease upon resignation in writing to the Secretary. Members who fail to pay outstanding Membership fees within four months of the due date shall be deemed to have resigned.

c. 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.

d. The Committee shall set Membership fees and may change such fees.

e. 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.

f. The Committee may at any time request a Member or Committee 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).

g. 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. The Treasurer shall be the Association's contact person for the Registrar of Incorporated Societies.

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. The Committee shall at all times maintain an up-to-date register of the interests disclosed by Committee members, Officers and any co-opted additional Committee members.

e. A resolution of the Committee is passed at any meeting of the Committee if a majority of the votes cast on it are in favour of the resolution. Every Committee Member shall have one vote.

f. Regional Representatives may be appointed, but not necessarily on the committee, to represent NZ Regions.

g. 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. After six years there will be a stand down period of one year. Elections may take place either by electronic voting, postal vote or at the AGM.

h. Voting for the Committee is to be open to the full Membership of the Association.

i. 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.

j. Nominations

i. Nominations for the Officers and Committee must be in writing using the nomination form and are to be in the hands of the Secretary fourteen (14) days before the Annual General Meeting.

ii. If sufficient nominations are not received as in (i) then nominations will be taken from the floor at the AGM. These nominees must also complete the written nomination form.

iii. Nominations must be nominated and seconded by Financial Members of Aotearoa Quilters

9. MEETINGS

a. The committee may call a General Meeting. Minutes will be kept for all General Meetings.

b. The Annual General Meeting shall be held within 6 months of each financial year end of the Association. 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. to receive notice of any disclosures of conflicts of interest made by Committee Members during the preceding year,

iv. election of officers if due,

v. 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 30 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.. 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 or electronically. 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 and the amended constitution shall forthwith be delivered to the Registrar in accordance with the requirements of the Incorporated Societies Act 2022.

d. Provided always that any such addition, amendment or revision 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

Base documentation 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 and contract imposed by Aotearoa Quilters, Aotearoa Quilters will pass on base documents and seeding money 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” and filed with the Registrar within 6 months of the Association’s financial year end
- 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. Dispute investigations will be managed according to the requirements in the Incorporated Societies Act 2022 and are described in Schedule 1 of this Constitution.
- f. In the interpretation of the Constitution the decision of the committee shall final and binding.

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

Schedule 1 – Dispute Resolution

Meanings of dispute and complaint

A dispute is a disagreement or conflict involving the **Society** 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 **Society**
3. 1 or more **Members** and 1 or more **Officers**
4. 2 or more **Officers**
5. 1 or more **Officers** and the **Society**
6. 1 or more **Members** or **Officers** and the **Society**.

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 **Society's Constitution** or bylaws or the **Act**
3. the **Society** has breached, or is likely to breach, a duty under the **Society'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 **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 **Society'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 **Society**.

The **Society** 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 **Society** is starting a procedure for resolving a dispute in accordance with the **Society'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.

A complaint may be made in any other reasonable manner permitted by the **Society's Constitution**.

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

The complainant raising a dispute, and the **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.

How complaint is made

1. A **Member** or an **Officer** may make a complaint by giving to the **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 **Society's Constitution**; and
 2. sets out the allegation or allegations to which the dispute relates and whom the allegation is against; and
 3. sets out any other information reasonably required by the **Society**.
2. The **Society** 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—
 1. states that the **Society** is starting a procedure for resolving a dispute in accordance with the **Society's Constitution**; and
 2. sets out the allegation to which the dispute relates.
3. The information given under subclause (1.2) or (2.2) 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 **Society's Constitution**.

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

Investigating and determining dispute

1. The **Society** 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**.
3. The decision of the **Committee** shall be binding.

Society may decide not to proceed further with complaint

Despite the 'Investigating and determining dispute' rule above, the **Society** 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:
 1. that a **Member** or an **Officer** has engaged in material misconduct:
 2. that a **Member**, an **Officer**, or the **Society** has materially breached, or is likely to materially breach, a duty under the **Society's Constitution** or bylaws or the **Act**:
 3. 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.

Society may refer complaint

1. The **Society** may refer a complaint to—
 1. a subcommittee or an external person to investigate and report; or
 2. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
2. The **Society** 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).

Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the **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.