

CONSTITUTION of COASTAL QUILTERS INCORPORATED

(Revised September 2024 under Incorporated Societies Act 2022)

1. NAME

- 1.1. The name of this society shall be Coastal Quilters Incorporated.

2. AIMS & OBJECTIVES

- 2.1. To promote an interest in, and participation in the art and craft of patchwork and quilting.
- 2.2. To foster the establishment and furtherance of instructional activities related to patchwork and quilting.
- 2.3. To support the community in ways related to patchwork and quilting as determined from time to time by the Committee in consultation with the members of Coastal Quilters Incorporated.
- 2.4. To make provision from time to time for the display of members' work by varied means such as exhibitions and open days.
- 2.5. To conduct such social activities and conventions as the Committee may from time to time approve.
- 2.6. To undertake and do all such things as may be incidental or conducive to the attainment of the foregoing aims and objectives and to exercise all or any of the powers contained in these Rules.

3. MEMBERSHIP

- 3.1. Membership is open to all who accept the Aims and Objectives and Rules of Coastal Quilters Incorporated and pay due fees.
- 3.2. Admission to Membership:
 - 3.2.1. Every application for membership shall be made on a prescribed form.
 - 3.2.2. Every applicant for membership shall forward with her or his application the full amount of the year's membership subscription, except as set out in 4.5.
 - 3.2.3. On acceptance as a member the member must acknowledge their acceptance of all the Club Policies, By-Laws and Constitution.
 - 3.2.4. The Committee shall keep a register of members containing names, addresses and other contact details of members and the date at which they became a member of Coastal Quilters Incorporated. For former members the date that they ceased to be a member within the last 7 years.
 - 3.2.5. Under the Privacy Act 2020 members will be asked at the time of joining for their signature to permit the inclusion of their details in the Society's membership list.

- 3.2.6. Members must inform the Membership Coordinator if their contact details have changed.
- 3.3. Obligations of Members:
 - 3.3.1. All Members (including Committee Members) shall support and promote the purposes of the Society, shall act in the best interests of the Society, and shall do nothing to bring the Society into disrepute.
- 3.4. Termination of Membership:
 - 3.4.1. Membership may be terminated in any of the following ways:
 - 3.4.2. Any member may resign his or her membership at any time by notice in writing delivered to the Secretary, and on such delivery he or she shall cease to be a member of the Society.
 - 3.4.3. The name of any member who may be in arrears of subscriptions for three months or more or who has ceased to be a member shall be removed from the Register of members.
 - 3.4.4. Any person who resigns his or her membership, or who ceases to be a member as set out in 3.4.2 shall not be relieved of payment of any monies owed by him or her to the Society.

4. SUBSCRIPTIONS

- 4.1. Annual subscriptions will be determined by the Committee and presented by the Treasurer to the membership, in Remit Form, for approval at the Annual General Meeting.
- 4.2. The ensuing annual subscriptions shall be payable following the Annual General Meeting.
- 4.3. Subscriptions not paid three months after the Annual General Meeting shall (except for new members) be subject to a surcharge of 20%.
- 4.4. Members will be reminded when their subscriptions are overdue.
- 4.5. Members joining between January and June will pay 50% of the annual subscription for that year.
- 4.6. Subscriptions will not be refundable to a member who leaves the Society before the end of the financial year. However, newsletters and other communications will continue to be available to them until their subscription expires.
- 4.7. The subscription for committee members shall be \$1.00 for the year that the committee member is serving on committee. If that person shall resign or fail to stay on committee for the full year then a pro rata subscription amount shall be payable by that committee member.

5. MANAGEMENT

5.1. The Committee

- 5.1.1. The affairs of the Society shall be managed by a committee comprising the President, Vice President, Secretary, Treasurer, plus one and not more than eight individual members of the Society to be elected annually at the Annual General Meeting of members.

5.2. Eligibility and Nominations

- 5.2.1. All members of the Society shall be eligible to vote to select the Committee at the Annual General Meeting.
- 5.2.2. Any individual member shall be eligible for election to the Committee unless, at the time of nomination, he or she has been under any financial liability to the Society for a period of two months or more.
- 5.2.3. Written nomination for the Committee, in the form prescribed by the Committee, shall be lodged with the Secretary no less than 48 hours prior to the date of the Annual General Meeting.
- 5.2.4. Every member of the Committee shall be eligible for re-election and deemed to be nominated, unless he or she has previously signified to the Secretary in writing a desire not to seek re-election.
- 5.2.5. If in any year the number of members nominated for the Committee is not more than twelve, the persons so nominated shall, at the Annual General Meeting, be declared elected members of the Committee for the ensuing year. If this results in the election of fewer than twelve Committee Members the Chairperson shall then invite nominations for the remaining position/s on the Committee and, if an election is necessary, a ballot shall be held.
- 5.2.6. If in any year the number of members nominated for the Committee exceeds twelve, the candidates to be elected to the Committee shall be determined by a ballot at the Annual General Meeting.
- 5.2.7. The selection of office holders will be made by the Committee members, provided that they are not disqualified from holding office. At this time the contact person(s) to liaise with the Registrar of the Incorporated Societies Act 2022 will be chosen and will be required to complete a Consent and Certificate of Officer form.
- 5.2.8. Where specific tasks are assigned to office holders in the Rules, the Committee may, at its discretion, assign tasks to another Committee member.
- 5.2.9. All members of the Committee will declare any Conflicts of Interest on the register held by the Secretary.

5.3. Vacancies on Committee

- 5.3.1. Any vacancy occurring on the Committee between one Annual General Meeting of the Society and the next may be filled by the Committee appointing a new person. A person appointed to fill such vacancy shall retire at the next Annual General Meeting and be deemed to be re-nominated in terms of Rule 5.2.3.

6. OFFICERS AND THEIR ELECTION

- 6.1. The officers of the Society shall comprise a President, a Vice-President, a Secretary, and a Treasurer.
- 6.2. No person may hold the office of President for more than two years in succession.
- 6.3. No person may hold the office of Treasurer or Secretary for more than three years in succession.
- 6.4. For the position of President or Vice President the member is to have served at least 12 months on the Committee.

7. THE COMMITTEE

- 7.1. The Committee shall meet monthly between January and November.
 - 7.1.1. The day and time of each monthly meeting shall be determined by the Committee which may meet, adjourn and otherwise regulate its meetings as it thinks fit.
 - 7.1.2. At any meeting of the Committee, the President, if present, shall preside. In the absence of the President, the Vice President shall preside. In the absence of both the President and Vice President, the members present shall elect one of their numbers to chair the meeting.
 - 7.1.3. Each member of the Committee present shall be entitled to exercise one vote. Questions arising at any meeting shall be decided by a majority of votes. The chairperson of the meeting shall have a deliberating vote and in the event of an equality of votes, a casting vote also.
 - 7.1.4. Five members personally present at the beginning and throughout the meeting shall form a quorum, including at least one officer.
 - 7.1.5. A member of the committee may resign by signing a written notice of resignation and giving it to the committee. The notice of resignation is effective when it is received by the committee.
- 7.2. Without prejudice to the general powers conferred by the Rules, the Committee shall have the following powers:
 - 7.2.1. It shall be responsible for the management of the affairs of the Society including control and investment of the Society funds, and the conduct of correspondence.

- 7.2.2. It may make by-laws and regulations for the internal conduct of the Society.
- 7.2.3. It may establish sub-committees for a specific purpose such as the organisation of symposia, exhibitions, open days, etc.
- 7.2.4. It may, in its own right, or in conjunction with other craft groups, build, purchase, lease, rent, hold and/or furnish any building or premises for the use of members of the Society and may from time to time dispose of some or any part thereof.
- 7.2.5. It may make and give receipts, releases and other discharges for monies payable to the Society and for the claims and demands of the Society.
- 7.2.6. It shall make provision for the opening and operation of such bank account or accounts as may be deemed necessary for the purposes of the Society.
- 7.2.7. It may invest and deal with any monies of the Society upon such security and in such manner as it thinks fit and it may from time to time vary such investments.
- 7.2.8. It may borrow or otherwise raise money in such manner as it thinks fit and to secure repayment thereof by the issue of debentures or by mortgages or charges upon the whole or part of the property or assets of the Society (whether present or future) and to purchase, redeem or pay off any such securities.
- 7.2.9. It shall keep minutes of all meetings of the Committee.
- 7.2.10. It shall ensure that proper books of account are kept by the Treasurer who shall present a monthly financial statement to the Committee and an annual statement of income and expenditure, together with a balance sheet to the members at the Annual General Meeting.
- 7.2.11. It shall exercise all the rights, powers and duties which under these rules are required to be performed by the Committee.

8. MEETINGS OF MEMBERS

- 8.1. An Annual General Meeting of the members of the Society shall be held in the month of July each year. The business of the Annual General Meeting shall be received and consider:
 - 8.1.1. The report of the Committee on the affairs of the Society for the past financial year; and
 - 8.1.2. The accounts made up to the previous thirty-first day of May, such accounts signed by the Society's auditor or financial reviewer;
 - 8.1.3. The election of the Committee comprising not more than twelve members in accordance with Rule 5.2.

- 8.2. A member wishing to bring a motion before the Annual General Meeting shall give written notice thereof to the Secretary of the Society on or before the second Saturday of June immediately preceding the date of the meeting and no motion shall come before the meeting unless notice thereof has been given. No other business shall come before the meeting unless the same is specified in the notice convening the meeting, except if it be deemed a matter of extreme urgency by a majority of the members assembled or be expressly authorised by the Rules.
 - 8.2.1. A special or extraordinary, general meeting of members may be called by the Committee at any time and shall be called at the written request of ten financial members of the Society. Such a meeting shall have the same powers as an Annual General Meeting.
- 8.3. Notice of a general meeting shall be given to members in writing at least fourteen days before the date of such meeting. Such notice shall specify the date, time and place of such meeting, the type of meeting and the business to be discussed.
- 8.4. Twenty percent of the financial membership present at the general meeting of members shall form a quorum. There must be a quorum present at the start of, and throughout the meeting.
 - 8.4.1. The President, and in her or his absence, the Vice President, shall be chairperson of a general meeting. In the absence of both the President and Vice President, the meeting shall elect a chairperson for that meeting.
 - 8.4.2. Voting shall be on the voices unless a show of hands or a poll is called for. The chairperson shall have a second or casting vote in addition to her or his deliberative vote.
 - 8.4.3. Resolutions passed at any general meeting shall be conclusive and binding on all members of the Society whether present at the meeting or not.

9. FINANCE

- 9.1. All monies received on account of the Society shall be paid into the account of the Society. The payee shall receive a receipt for such money from an authorised Committee member.
- 9.2. All payments made by the Society shall be authorised in such manner and by such persons as the Committee shall from time to time determine.
- 9.3. Each payment must be authorised by two persons, with at least one being an officer.
- 9.4. The Treasurer shall keep, or cause to be kept, a proper account of the income and expenditure of the Society, and of the matters in respect of which such income and expenditure arises and takes place respectively and of the property, credits and liabilities of the Society, in books to be provided for that purpose, and shall produce the account books, properly written up, when required by the Committee.
- 9.5. The financial year of the Society shall be from 1 June to 31 May.

- 9.6. Once at least in every year the accounts of the Society made up to the thirty-first day of May preceding shall be duly audited or financially reviewed by the auditor or financial reviewer of the Society, and an abstract of accounts shall be provided to every member, together with the notice of the Annual General Meeting. The auditor or financial reviewer shall be a member of a Professional Association of Accountants. The remuneration of the auditor or financial reviewer shall be determined by the Committee which shall have power to fill any casual vacancy in the office of auditor or financial reviewer.
- 9.7. The Secretary shall file with the Registrar of Incorporated Societies within twenty working days after the Annual General Meeting, the financial statements required to be filed under the requirements of the Incorporated Societies Act 2022.

10. ALTERATION OF RULES

- 10.1. The Rules of the Society may be altered, added to or rescinded at any general meeting provided that notice in writing setting out such alteration, addition or rescission has been sent to members with notice of the meeting not less than fourteen clear days prior to the meeting.
- 10.2. The Committee shall within twenty working days register any such alteration, addition or rescission with the Registrar of Incorporated Societies.
- 10.3. The Committee shall, at least every five years, review the Constitution in its entirety to ensure that it remains relevant to the Society, and is in keeping with current legislation and technology, and currently accepted best practice. This does not preclude alterations, additions or rescindments at other times, as set out in 10.1. Any changes are required to be approved by members at an Annual General Meeting or Special General Meeting.

11. BY-LAWS

- 11.1. The Committee shall have the power to make, alter or rescind by-laws not consistent with these Rules for the conduct and behaviour of members or any other matter related to the affairs of the Society. By-laws shall take effect and become binding on all members fourteen days after notice of the by-law has been given in writing to all members, unless within that time written notice of objection signed by ten members is received by the Secretary, in which case such notice shall be deemed to be a requisition for the purpose of convening a Special General Meeting of members pursuant to Rule 8.2.1.
- 11.2. A copy of the Rules and by-laws and regulations for the conduct of the Society shall always be open for inspection by members.

12. DISPUTE RESOLUTION

- 12.1. Should a dispute arise, whether it be within the Committee, with a Member or Members, or between the Society and an external person or agency the Committee shall be guided by the following principles:

- 12.1.1. The wellbeing of the Society should be safe-guarded to the greatest degree possible. This includes ensuring the ongoing ability of the Society to meet its Aims and Objectives, and its financial wellbeing.
- 12.1.2. Every effort shall be made to resolve the dispute early and at the lowest level possible.
- 12.1.3. Any actions or processes should be fair and follow principles of natural justice.
- 12.1.4. Clause 3.3.1 Obligations of Members is relevant in issues concerning Members and Committee Members.
- 12.1.5. If simple means of resolution prove to be ineffective, the facilitation of a person appropriately qualified in mediation or dispute resolution is preferred to any form of legal action.
- 12.2. The attached Dispute Resolution Procedures (Appendix A) will be followed.
- 12.3. If any member or officer is deemed to have wilfully disobeyed any rule of the Constitution or is guilty of any conduct which in the opinion of the Committee or complaints subcommittee is prejudicial to the interest of the Guild, that member shall be advised of such decision by notice in writing and shall cease to be a member of the Society losing all membership privileges and entitlements, provided that the dispute resolution procedures (12.2) have been followed.

13. COMMON SEAL

- 13.1. The Society shall have a common seal which shall be kept in the custody and control of the Secretary for the time being of the Society. The Society shall execute any document of whatsoever nature pursuant to a resolution of the Committee passed for that purpose by affixing the common seal in the presence of two members of the Committee.

14. WINDING UP

- 14.1. The Society may at any time be wound up by the resolution of a majority of the financial members present at a general meeting of the Society called for that purpose. Notice of the passing of such resolution shall be given by the Committee to the Registrar of Incorporated Societies. In the event of such winding up the property of the Society shall, subject to the payment of its debts and liabilities and the costs and expenses of the winding up be distributed to a Society or Societies within the Wellington region whose aims and objectives are similar to those of Coastal Quilters Incorporated as determined by a majority of the financial members present at such general meeting.

15. INDEMNITY

- 15.1. The members of the Committee, Auditor or Financial Reviewer, Treasurer and Secretary and other officers shall be indemnified by the Society for all losses and expenses incurred by them in or about the discharge of their respective duties except such as shall result from their own wilful default.
- 15.2. No member of the Committee, Auditor or Financial Reviewer, Treasurer, Secretary or other officer shall be liable for acts or defaults of any other Committee member, Auditor or Financial Reviewer, Secretary or other officer, or for any loss or expense happening to the Society, unless the same happen from his or her own wilful default.

16. INTERPRETATION

- 16.1. The following words and expressions used in these Rules have several meanings herein assigned to them unless such meanings are excluded by or are repugnant to the context or subject matter, that is to say:
 - 16.1.1. "The Society" shall mean COASTAL QUILTERS INCORPORATED.
 - 16.1.2. "The President" shall mean the President for the time being of the Society.
 - 16.1.3. "Month" shall mean calendar month.
 - 16.1.4. Words importing only singular number shall include the plural number and vice versa.
 - 16.1.5. "The Committee" shall mean the Committee of the Society as elected in accordance with these Rules.
 - 16.1.6. "In Writing", "printed", and "Written" shall include handwriting, printing, and other modes of representing, reproducing or conveying words in a visible form.
 - 16.1.7. Words importing persons shall include corporations.

DISPUTES RESOLUTION PROCEDURES

(Appendix A)

1. 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 —
 - a. states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - b. sets out the allegation to which the dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the society.
2. 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 —
 - a. states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - b. sets out the allegation to which the dispute relates.
3. The information given under subclause 1b. or 2b. must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the society's constitution.

2. 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 —
 - a. the society 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 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 —
 - 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 society's written statement or submissions (if any) are considered by the decision maker.

3. Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent) —
 - a. has engaged in misconduct; or
 - b. has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022; or
 - c. has damaged the rights or interests of a member or the rights or interests of members generally.

2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
3. If the respondent is the society, an officer may exercise the right on behalf of the society.
4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
 - a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - d. an oral hearing (if any) is held before the decision maker; and
 - e. the respondent's written statement or submissions (if any) are considered by the decision maker.

4. 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.

5. Society may decide not to proceed further with complaint

Despite the clause 'Investigating and determining dispute' above (Rule 4), the society may decide not to proceed further with a complaint if —

- a. the complaint is trivial; or
- b. the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a member or an officer has engaged in material misconduct:
 - ii. 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 Incorporated Societies Act 2022:
 - iii. that a member's rights or interests or members' rights or interests generally have been materially damaged:
- c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d. the person who makes the complaint has an insignificant interest in the matter; or
- e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- f. there has been an undue delay in making the complaint.

6. Society may refer complaint

1. The society 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 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).

7. Decision makers

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

- a. impartial; or
- b. able to consider the matter without a predetermined view.
