

CONSTITUTION OF THE KAPITI COAST QUILTERS, RAPT IN QUILTS INCORPORATED



(Incorporating rule changes from
2004, 2012, 2015, 2018, 2019, 2022
and 2023 Special General Meetings
and AGMs)

1. NAME

The name of the Guild is Kapiti Coast Quilters, Rapt in Quilts Incorporated, throughout this document referred to as “the Guild”.

2. AIMS AND OBJECTIVES

The aims and objectives of the Guild are:

- a. To offer membership to all those interested in any aspect of patchwork and quilting, including beginners, practicing and professional quilters.

- b. To encourage and maintain standards of excellence in craftsmanship design in both traditional and contemporary quilting.
- c. To promote the art and craft of quilt making.
- d. To bring quilters together to support and encourage each other in patchwork and quilting.
- e. To offer the opportunity to members to develop and further skills in patchwork and quilting and to encourage members to set and reach goals in technique and creativity.
- f. To foster interest in the history of patchwork and quilting.
- g. To facilitate the making and distribution of quilts to donate to any person or persons whom the committee (in its discretion) considers in need or appropriate.
- h. To publish a newsletter.

3. POWERS

The Guild shall have the following powers:

- a. To purchase, lease, hire or otherwise acquire any real or personal property. b. To sell, let, mortgage or otherwise dispose of or deal with any of the property of the Guild.
- c. To borrow, raise or invest monies in any manner and on any terms suitable to the Guild. d. To enter into any arrangement or contract with any individual, government department or corporate body.
- e. To pay all or any of the expenses incurred in establishing or running the Guild.
- f. To employ or engage staff, advisors or other people and to pay their wages, salaries and/or their expenses on terms suitable to the Guild.
- g. To run educational training, social, cultural and fundraising programmes.
- h. To alter the powers and rules of the Guild provided that no alteration or addition detracts from the purpose of the Guild.
- i. To do all other things that in the opinion of the Guild will further its objects.

4. MEMBERSHIP

Only financial members, which means those who have paid their subscription for the current financial year (1 April – 31 March), will have the full rights of the Guild which include:

- a. Voting rights at the Annual General Meeting or special meetings.
- b. Eligibility to serve on the committee or hold office.
- c. Attending meetings free of charge.
- d. Access to the Guild's resources.
- e. Receiving the newsletter free of charge.

4.1 LIFE MEMBERSHIP

4.1.1 Life Members are members nominated by another member of the Guild to the Committee. The nomination will give details of the nominee's service and role in the Guild. Nominations will be decided by the Committee and any appointments announced at the AGM, or a Special General Meeting.

4.1.2 Life Members receive full benefits of the Guild membership, including voting rights, without the requirement to pay a subscription

4.1.3 No more than two Life Memberships shall be bestowed in any one financial year, with a maximum of ten Life Members at any one time.

5. SUBSCRIPTIONS

- a. The subscription for members will be as set at the Annual General Meeting or at a Special Meeting of the Guild and is payable on or before the 31st May each year and every year. (Subscriptions paid by the 31st of May will be discounted by \$5.00.)
- b. The first subscription for member who join:
 - i. between August and October will be 66% of the normal annual subscription (rounded to the nearest dollar);
 - ii. between November and March will be 33% of the normal annual subscription (rounded to the nearest dollar).
- c. Any change of subscription will not take place until the financial year commencing the 1st April following the Annual General Meeting called for that purpose or from a date set at the Annual General Meeting or Special General Meeting.

6. MEMBERSHIP LIST

- a. A membership list of financial members will record the current names, phone numbers and addresses of officers, committee members and financial members, recording the date the member joined, their quilting interest and the date on which they ceased to be a member will be held by the Secretary and copies distributed to the committee members when needed.
- b. 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 Guild's membership list.

7. RESIGNATION OF MEMBERS

Any member may resign from the Guild or be considered to have resigned by:

- a. Giving written notice to the Secretary of the Guild of their wish to resign. The member will not be entitled to a refund of their subscription.
- b. Not renewing their membership by 31 March of the current financial year.

8. EXPULSION OF MEMBERS

If the Guild at its Annual General meeting or at a Special Meeting determines that a member has wilfully disobeyed any rule of the Constitution or is guilty of any conduct which in the opinion of the meeting is prejudicial to the interest of the Guild, that member shall be advised of such decision by notice in writing and upon receipt of the notice shall cease to be

a member of the Guild losing all membership privileges and entitlements **PROVIDED HOWEVER** that the member whose expulsion is under consideration has been allowed to offer an explanation in writing and/or verbally.

9. VISITORS

Visitors will be welcome to attend three meetings in any one calendar year and may be required to pay a door charge. A visitor may not borrow library books.

10. FINANCE

- a. The financial year shall begin on 1 April and end on 31 March. There shall be prepared a Statement of Income and Expenditure for each year, together with a Balance Sheet as at 31 March each year which shall be duly audited.
- b. All monies received by or on behalf of the Guild shall be paid to the credit of the Guild in an account in the name of the Guild with a Trading Bank approved by the Guild Members. All withdrawals on the account shall be signed by or electronically approved by two of three officers with signing authority.
- c. The Statements and Balance Sheet for the preceding year will be submitted for adoption at each Annual General Meeting.

11. COMMITTEE

- a. The committee shall comprise the Convenor, Deputy Convenor, Secretary, and Treasurer, and up to six other committee members but no fewer than four other committee members.
- b. The nominations are to be completed in accordance with Rule 14 of this Constitution.
- c. No committee member shall hold any one office for a period exceeding three (3) consecutive years.
- d. Other members may be co-opted when required for a special project.
- e. Should a committee member leave, a Special General meeting shall be held before the evening members' meeting to co-opt a new committee member.

12. OFFICERS

The officers of the Guild shall be:

a. Convenor

- i. The Convenor shall chair all meetings of the Guild. In the event of the Convenor not being at a meeting the Deputy Convenor shall chair the meeting. Should neither the Convenor or Deputy Convenor be present the Committee shall appoint a Chair. t Deputy Chair , or other Committee member who chairs a meeting , shall have all the powers the Convenor would have if he/she were present.

- ii. The convenor shall prepare a report of the preceding year's activities of the Guild for presentation at each Annual General Meeting.

b. Deputy Convenor

The Deputy Convenor's role is to support the Convenor in his/her work, take part in Committee work and undertake the role of Convenor in his/her absence.

c. Secretary

- i. The Secretary shall be responsible for keeping minutes of a committee meetings, the Annual General Meeting and any special meeting.
- ii. The Secretary shall ensure that there is a up-to-date membership list of all financial members of the Guild.
- iii. The Secretary shall assume the duties normally associated with the position of Secretary to the Guild.

d. Treasurer

- i. The Treasurer shall be responsible for all financial matters of the Guild.
- ii. The Treasurer shall present Statements of Accounts for the preceding year and an Estimate of Income and Expenditure for the ensuing year at the Annual General Meeting.

e. Committee Responsibilities

The Guild Committee is responsible for ensuring that the purposes of the Guild are met. These include education of members, maintaining resources and informing members about the Guild and other Quilting activities and events. The Committee is also responsible for ensuring ongoing Guild activities such as Tuesday Sit and Stitch, Community Quilts and the biennial Exhibition occur.

- i. Members of the Guild Committee will be responsible for ensuring Guild activities occur through the allocation of portfolios and liaison roles will make reports on their areas of responsibility to the Guild.
- ii. All finances relating to Guild activities shall be controlled by the Treasurer.

f. Resources Custodian

- i. The Resources Custodian shall be appointed by the committee.
- ii. The Resources Custodian shall be responsible for the custody, maintenance and keep records of all photographs, videos, portfolios, library books and similar aids of the Guild.
- iii. All finances relating to the position of Resources Custodian shall be controlled by the Treasurer.

g. Newsletter Editor

- i. The Newsletter Editor shall be appointed by the committee.
- ii. The Newsletter Editor shall be responsible to the committee for the operation and management of the newsletter and shall retain the usual editorial privileges.
- iii. The Newsletter Editor shall have power to co-opt assistance.
- iv. All finances relating to the position of Newsletter Editor shall be controlled by the Treasurer.

13. NOMINATIONS

- a. Nominations for the positions of Convenor, Secretary, Treasurer, and committee members shall be in writing, moved by a member of the Guild and seconded by another Guild member and carry the written consent of the nominee.
- b. All nominees must be financial members of the Guild.
- c. All nominations must be in the hands of the Secretary prior to the Annual General Meeting or Special General Meeting at which election of an officer or Committee member is to take place.

14. TERMS OF OFFICE

All positions are subject to re-election at the Annual General meeting. Availability for re election is subject to Clause 11.

15. ANNUAL GENERAL MEETING

- a. The Annual General meeting of the Guild will be held in June each year.
- b. The business of the Annual General meeting will be:
 - i. To confirm the minutes of the previous Annual General Meeting and of any Special General Meetings that may have been held and to consider any business therefrom.
 - ii. To receive and adopt the report of the Convenor for the previous year.
 - iii. To receive and adopt the Balance Sheets and Statements of Account in accordance with Rule 8 hereof.
 - iv. To receive and adopt the reports of Committee members as agreed by the Committee and to consider any matters arising therefrom.
- v. To elect the committee officers:
 - Convenor
 - Deputy Convenor
 - Secretary
 - Treasurer

- Committee members
- vi. To appoint an Auditor or Reviewer.
- vii. To discuss and transact any general business of which notice has been given.
- viii. To discuss the Estimate of Income and Expenditure.
- ix. To set the subscription for the ensuing year.
- d. At least fourteen (14) days notice of Annual General Meeting will be given to all members by advertisement in the newsletter.

16. SPECIAL GENERAL MEETING

- a. These shall be called at any time by the Secretary at the written request of:
 - i. members of the committee,
 - ii. the Convenor, or
 - iii. no fewer than one quarter of the financial members of the Guild. Such a request must be accompanied by a copy of the Notice of Motion to be brought before the meeting.
- b. The Secretary shall, within five (5) office days of receipt of such request, notify every member a notice of such request and any motion proposed, stating the time, date and place of the Special General Meeting which shall not be more than six (6) weeks from the date the request was received by the Secretary.

17. VOTING AT ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

- a. Each financial member shall have one vote.
- b. A remit or an item of general business shall be declared lost if it is not supported by a majority.

18. QUORUM

- a. A quorum for committee meetings shall consist of not less than half the members of the committee.
- b. A quorum for all general meetings shall consist of not less than one-quarter of all financial members.

19. POWERS OF THE COMMITTEE

The management and control of all the property, real and personal, of the Guild shall be vested in the committee who may exercise all powers and do all such acts and things as may be decided. Without limiting the generality of the foregoing provisions of this rule it is hereby declared that:

- a. They may from time to time take all steps and do all acts and things they may consider advisable for carrying into effect the objects of the Guild.

- b. They may in their absolute discretion delegate to any person all or part of their powers or duties and may from time to time appoint special committees and sub-committees as they think fit, either permanent or for such period and such purposes as they shall determine.
- c. They may institute, conduct, defend, compound or abandon any actions, legal proceedings and demands by or against the Guild or otherwise concerning the affairs of the Guild.
- d. They may receive and sign and give effect to receipts and discharges for all debentures, dividends and securities for money debts, goods, chattels and effects which shall come to their hands or into their possession or to which the Guild may become entitled or which may become due, owing, payable or transferable to the Guild from any person or persons.
- e. They shall control the funds and money of the Guild and may from time to time invest and deal with all or any of the funds or monies of the Guild in a bank or bank's accounts in the Guild's name and to invest such monies as may from time to time be available for investment for the time being authorized by the law of New Zealand for the investment of trust funds and to vary or transpose such investments into others of any nature hereby authorized and to make or take up such investments in the name of the Guild.
- f. They may draw, sign, accept, endorse or otherwise deal with cheques, dividend warrants, interest notes, promissory notes or other instruments payable to the Guild and enter into and execute on its behalf all such documents, contracts, transfers, conveyances, leases, bonds, debentures, securities, assignments, deeds and instruments as they deem necessary or in relation to all the purposes, affairs or matters in which the Guild may be interested or concerned.

20. MATTERS RAISED BY MEMBERS

The procedure for matters raised by members other than amendments to the Constitution shall be as follows:

- a. The committee shall be bound to observe any remit which has been passed by the resolution of the Annual General meeting of which notice of motion has been given in accordance with Rule 15 d) hereof.
- b. The committee will treat as recommendation any resolution passed without notice during general business of the Annual General Meeting.

21. AMENDMENTS TO THE CONSTITUTION

Notice of proposed amendments to the Constitution must be given to the Secretary and shall be notified in the same manner as provided in Rule 15 hereof.

22. AUDITOR OR REVIEWER

An Auditor or Reviewer who shall not be a member of the Guild shall be appointed at the Annual General Meeting.

23. PECUNIARY GAIN

No member shall receive or obtain any pecuniary gain from the property or operations of the guild **PROVIDED HOWEVER** that this does not apply to any fees paid to any person tutoring within the Guild.

24. REGISTERED OFFICE

The registered office of the Guild shall be the address of the existing Secretary or a box number should one be used at the time.

25. INSPECTION OF BOOKS

Any Guild member may upon request in writing inspect the books of the Guild and the membership list at any reasonable time. The books shall be kept with the Treasurer and the membership list kept with the Secretary.

26. INDEMNITY

Every members of the Guild shall be indemnified out of the funds of the Guild and it shall be the duty of the committee out of the funds of the Guild to pay all reasonable costs, losses and expenses which any such member of the Guild may incur or become liable for by reason of any contract entered into or act or thing done by her as such member of the guild or in any way discharging her duties including reasonable out-of-pocket expenses **PROVIDED HOWEVER** that the member of the Guild was acting bona fide in the interests of the Guild.

27. MEMBERS BOUND BY CONSTITUTION

Every Guild member shall be deemed a member and to agree to be bound by the Constitution and standing orders of the Guild upon her first payment of an annual subscription and that payment shall be conclusive evidence of such agreement.

28. WINDING UP

- a. The Guild shall be dissolved if at any Special General Meeting called for that purpose a resolution to that effect is carried by a two-thirds majority of those present who are entitled to vote pursuant to Rule 3a of this Constitution.
- b. Such dissolution shall date from the time of such resolution.
- c. Upon such dissolution all property of the Guild, both real and personal shall be placed in a Trust for a period of three years. If during the three years a new Incorporated Society is formed having the same Aims and Objectives as the Guild, then the property held in Trust shall be passed to the new Incorporated Society.

d. If at the end of three years no new such Incorporated Society has been formed then the property of the Guild shall be passed in equal shares to the following Incorporated Societies still in existence:

- Wellington Quilters Incorporated
- Capital Quilters Incorporated
- Coastal Quilters Incorporated
- Pinestream Quilters Incorporated

29. INTERPRETATIONS

A substantial compliance with the Constitution whether as to form, time, number or as to any other matter shall in all cases be good and sufficient and no regulation, resolution, decision, election, appointment, notice or other matter or thing shall be invalidated by reason only of failure to comply exactly with this Constitution. In this Constitution unless a contrary intention appears:

Year means "the year commencing on the 1st day of April and terminating on the 31st day of March of the following year."

The Guild means the Kapiti Coast Quilters, Rapt in Quilts Incorporated.

Meeting means any meeting of the Guild provided for under this Constitution. The singular when used shall include the plural and vice versa and the feminine shall include the masculine and vice versa.

30. REGULATIONS

The Guild may from time to time by resolution in general meeting make, amend or rescind regulations not inconsistent with this Constitution governing procedure at meetings, publications of reports and of the business in the Guild.

31. COMMON SEAL

- a. The Committee shall provide a common seal for the Society and May from time to time replace it with a new one.
- a. The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee.
- c. Every document which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.

