

CONSTITUTION OF  
NEW ZEALAND SPINNING WEAVING AND WOOLCRAFTS SOCIETY INCORPORATED

NAME

1. (a) The name of the society shall be “New Zealand Spinning, Weaving and Woolcrafts Society Incorporated” and shall hereinafter in this Constitution be referred to as “the Society”.
- (b) The Society may also be commonly described and known as “Creative Fibre”.

OBJECTS AND POWERS OF THE SOCIETY

2. The objects for which the Society is established are:
  - (a) To foster interest in, develop and promote the cultural activities of the spinning, weaving, knitting and dyeing of wool and other fibres and all other allied crafts pertaining to the uses of wool and other fibres.
  - (b) To organise, promote, formulate rules for, keep records of, control and offer prizes for such annual competitions and contests involving or relating to the use of wool or other fibres as the Society may decide to instigate or sponsor.
  - (c) To arrange workshops for the carrying on of spinning, weaving, knitting and dyeing of wool and other fibres and any other crafts relating thereto.
  - (d) To diffuse information on all matters relating to the above objects and the uses of wool and other fibres and to print, publish, issue and circulate such papers, periodicals, books and circulars as may seem conducive to any of these objects.
  - (e) Generally to purchase, hire, take on lease or otherwise acquire any real or personal property and any rights or privileges which the Society may consider necessary or convenient for the purposes of any of these objects and to sell, lease, let, hire or otherwise dispose of the same.
  - (f) To co-operate with any Society having similar cultural objects.
  - (g) To do all such other things as in the opinion of the Society may be incidental or conducive to the attainment of the foregoing objects or the exercise of any of the foregoing powers.
  - (h) To exercise such powers and do all such things within New Zealand and overseas as the Society shall determine provided that the application of funds of the Society is to the benefit of Creative Fibre members.

AREAS

3. (a) The Council, as defined in clause 6, shall establish geographical areas throughout New Zealand and name and define the territorial limits of any area or subdivide the same or amalgamate any area with any other area
- (b) At least 30 days notice of the proposal is to be given in writing to each member in the affected area/s
- (c) Prior to ratification this subdivision or amalgamation must be approved by at least a two thirds majority of the members in a general meeting held in the affected area/s.

AREA DELEGATES

4. (a) Each area will elect a Delegate from their membership who will be a member of the Council. Notice calling for nominations in writing shall be advised in writing to members not less than thirty days before closing date for same. Notice of an impending election shall similarly be advised not less than thirty days before an election is to be held and provided that such election takes place at least one calendar month before the Society Annual General Meeting. The election may be conducted at an Area Meeting or by post. If an Area Delegate shall die or resign while in office the vacancy shall be filled by a special election conducted as nearly as possible to the manner above or the vacancy may be filled by the immediate past delegate for the rest of the year.
- (b) Area Delegates shall enter upon their office immediately after their Area Annual General Meeting and shall hold office until their next Area Annual General Meeting. The maximum term of office is five years and any delegate shall be eligible for re-election after one year's stand down. Change of delegate must be notified to New Zealand Society Secretary immediately.
- (c) Area Delegates attend meetings of the Council of the Society and are the communicators responsible for communication between the Executive, Area Committees, Groups and Individual Members.

## MEMBERSHIP

5. The Society shall consist of the following:
  - (a) Members who are affiliated through a group. Each group may apply for the Society's approval by making application to the Area Delegate in which such group is located as the Executive shall direct. Each approved group shall pay such annual affiliation subscription per capita as shall from time to time be determined by the Society Executive in general meeting.
  - (b) Life Members being such persons who have rendered exceptional service to the Society as are elected as Life Members at any Executive Meeting. Life members shall have the rights and privileges of other members including the right to vote.
  - (c) Individual members being such persons as are admitted to membership by the Executive. Individual members of the Society shall have all the rights and privileges of other members including the right to vote on the same basis as a member of a group.
  - (d) The Executive may refuse to grant individual membership to any person and may refuse to grant or withdraw approval of membership to any member of a group without giving reasons for such refusal or withdrawal.

## COUNCIL

6. The Council shall consist of the Executive and Area Delegates plus any additional officers appointed by the Executive.

## EXECUTIVE

7.
  - (a) The President who shall be the Chairperson of the Executive.
  - (b) The Vice-President who shall be elected by the Council from the four Delegates elected at the Council meeting held prior to the Annual General Meeting.
  - (c) The Secretary
  - (d) The Treasurer
  - (e) Four members, elected from the Delegates at the Council meeting prior to the Annual General Meeting.
  - (f) Convenor of Education Committee who is appointed by the Executive.

## CO-OPTED MEMBERS OF THE EXECUTIVE

8. The Executive may appoint additional officers or establish committees to carry out any activities pertaining to the objects of the Society.

## ELECTION OF OFFICERS

9. The Officers shall be elected by the Council and will assume office from the Annual General Meeting after such election until the next succeeding Annual General Meeting. Notice calling for nominations shall be given to members not less than thirty days before closing date for the same and notice of each impending election shall be given to Council members not less than thirty days before an election is to be held. All nominations will be signed by two Area Delegates of the Society. The President's term of office shall be for up to three consecutive years and she/he will not be eligible for re-election until after three years of vacating office. At any such election the members of the Council shall each have one vote. A retiring officer may vote for himself or herself exactly as for any other person. The maximum length of service on Executive and/or Council shall be six consecutive years.  
In case of any casual vacancy occurring in any of the offices of the Society the same shall be filled in the manner following:
  - (a) In the case of the President the Vice-President will assume office.
  - (b) In the case of the Secretary or Treasurer, the President in consultation with the Executive, may appoint a Secretary or Treasurer to hold interim office as hereinafter provided.
  - (c) In the case of the Vice-President the office vacated shall stand vacant until the next following meeting of the Council when it shall be filled in the same manner in all respects as provided for at the original election. All officers so appointed to fill casual vacancies shall hold office for the balance of the term for which the vacating officer was elected.

## PATRON

10. A Patron may be nominated from time to time by the Executive and ratified at the next Annual General Meeting.

## MANAGEMENT

11. The management and control of the property real and personal of the Society and the investment of the funds of the Society shall be vested in the Executive who may exercise all such powers and do all such acts and things as may be exercised and done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in General Meeting.

## SUBSCRIPTIONS

12. The Executive of the Society in consultation with the Council shall set the annual subscription payable by each class of member other than Life Members who shall pay no subscription.

## MEETING OF THE SOCIETY

13. An Annual General Meeting of the Society shall be held at such time and place as shall be fixed from time to time by the Executive. At least thirty days notice of such Annual General Meeting shall be given to members in writing.
14. The Executive on written request from not less than five percent of the membership shall convene a Special General Meeting and such request stating the purpose of the meeting must be lodged with the Secretary. A minimum of thirty days notice stating the purpose of the Special General Meeting must be given to the membership. If after twenty-one days the Executive fails to call a Special General Meeting the requesters may themselves convene the meeting.
15. The Executive shall meet at least once a year and when necessary. At least twenty one days notice in writing shall be given to each member of the Executive. The Chairperson or any three members of the Executive may at any time convene a meeting of the Executive upon giving twenty-one days notice in writing to the members of the Executive.
16. The Council shall meet immediately before each Annual General Meeting and at such other times as determined by the Executive upon giving twenty-one days notice in writing to the members of the Council.
17. Meetings of the Executive or the Council may be held by means of audio or audio and visual communication by which all participants constituting a quorum can simultaneously hear each other throughout the meeting.

## QUORUM

18. No business shall be transacted at any meeting of the Society or Executive or Council unless a quorum of members is present at the time the meeting proceeds to business. The quorum for any general meeting of the Society shall be one per cent of the members. For any meeting of the Executive, five members. For any meeting of the Council, eleven members.
19. If within an hour from the time appointed for any meeting a quorum is not present the meeting if a Special General Meeting shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and at such place as the members present at the first meeting shall decide. The members present at the adjourned meeting may transact any business as if they constituted a full quorum.

## ADJOURNED MEETINGS

20. The Chairperson of any meeting may with the consent of that meeting adjourn but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

## METHOD OF VOTING

21. Every matter submitted to any meeting of the Society or Executive or Council shall be decided in the first instance by a show of hands unless a poll is demanded by the Chairperson or by three members present thereat. A majority of those members present shall be required to carry any resolution. A declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the book of proceedings of the Society or Executive or Council as the case may be shall be conclusive evidence of the Fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
22. If a poll is demanded as aforesaid it shall be taken in such a manner and at such time and place as the Chairperson of the meeting may direct including a postal ballot of all members, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded. A demand of a poll may be withdrawn. The demand of a poll shall not prevent the continuance of a meeting for the

transactions of any business other than the question on which a poll has been demanded. On a poll at a General or Special Meeting of the Society votes may be given either personally or by proxy.

23. On a show of hands, every member present and entitled to vote at any meeting of the Society or Executive or Council shall have one vote.
24. On a poll being taken at a Special or General meeting of the Society every member shall have one vote. The Chairperson shall in addition to the Chairperson's vote have one casting vote.

#### PROXIES

25. The document appointing a proxy shall be in writing and signed by the member authorising the proxy. A proxy shall be a member of the Society. The instrument appointing a proxy shall be deposited in the hands of the Secretary of the Society before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default thereof the instrument of proxy shall be deemed invalid.
26. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. Any member may act as proxy for more than one member but no proxy shall himself/herself delegate his/her authority to act as such.
27. The decision of the Chairperson, as to validity of any form of proxy, shall for the purpose of determining the right of the proxy to vote at the meeting to be final.

#### ALTERATION OF CONSTITUTION

28. (a) The constitution of the Society may be altered, added to or rescinded at an Annual General Meeting or Special General Meeting by resolution of the Society carried by at least a two-thirds majority of members. Voting shall be carried out by postal ballot of Society Members conducted by the Secretary and subject to independent scrutiny.
  - (b) Proposed alterations to the Constitution of the Society shall be forwarded to the Secretary, who within sixty days shall submit them to members of the executive for consideration. Such proposed amendments shall be signed by ten members of the Society, one of whom shall be designated as the proposer, and another as the seconder. The Area Delegate shall co-sign the application.
  - (c) Written notice of the proposed motion, with the reasons for the proposal, shall be sent to each Member of the Society at least sixty days before the closing date of the ballot, as determined by the Executive.
  - (d) After a rule change is approved at the Annual General Meeting the Secretary of the Society shall cause to be filed with the Registrar of Incorporated Societies advice of the changes in the required form.

#### ACCOUNTS

29. (a) The Officers of the Society shall keep proper records and books of account which shall be reviewed annually.
  - (b) The reviewer shall be appointed by the Executive or Council Meeting immediately prior to each Annual General Meeting of the Society.

#### SEAL

30. The Executive shall provide for the safe custody of the Common Seal of the Society which shall only be used by the authority of the Executive and every instrument to which the Common Seal is affixed shall be so affixed in the presence of any two of the President, Vice-President, Secretary or Treasurer. The persons in whose presence the seal is so affixed shall then sign such instrument.

#### WINDING UP

31. If at any general meeting a majority of those present and voting shall resolve that the Society shall be wound up, a further Special General Meeting shall be called and held not earlier than thirty days after the day of the meeting at which such Resolution was passed, to confirm or reject such Resolution by Resolution. If the Resolution shall be confirmed at such further Special General Meeting, the Society shall be wound up and all surplus assets after payment of all costs, debts and liabilities of the Society shall be:
  1. Distributed among such charitable organisations or organisation within New Zealand which is or are not carried on for private or pecuniary profit of any individual, and with objects similar to those of the

Society, as the Society sees fit to be held on trust by that organisation or those organisations solely for similar charitable purposes within New Zealand, or failing a decision -

2. As determined by a Judge of the High Court of New Zealand.
3. No addition to or alteration or rescission of the constitution shall be approved if it affects the Winding-Up Clause.

#### INTERPRETATION

32. The decision of the Executive on any question of the interpretation of the Rules on any matter affecting the Society and not provided for by these Rules or By-laws or regulations shall be final and binding on all members.

“The Society” means New Zealand Spinning, Weaving and Woolcrafts Society Incorporated.

“Woolcrafts” means the spinning, weaving, knitting and dyeing of wool and other fibres and all other allied crafts pertaining to the uses of wool and other fibres.

“Group” means persons who meet to pursue the objects of the Society.

Registered May 2011