

**Kapiti Woodworkers Guild (Incorporated)**

## **CONSTITUTION**

**27 January 2026**

## 1.0 NAME

The name of the association is "Kapiti Woodworkers Guild (Incorporated)."

## 2.0 PURPOSES

The purposes for which the association is established are:

- (a) to foster and develop woodwork and related fields of design;
- (b) to exhibit and promote the work of Guild members;
- (c) to encourage a high level of performance in woodwork in all its aspects and related fields of design;
- (d) to provide a forum for the sharing of skills and knowledge of the members of the Guild; and
- (e) to provide facilities for all interested persons to share and observe these purposes and to aid the work of the Guild members.

## 3.0 POWERS

To carry out these objects the Guild is empowered as follows:

- (a) to subscribe to and become a member of and co-operate with any club, association, or organisation, both within New Zealand and overseas, whether Incorporated or not, whose purposes are altogether or in part similar to those of the Guild;
- (b) to enter into any arrangement with any body whether Incorporated or not, individual or authorities of whatsoever nature that may in the opinion of the Executive Committee and the members of the Guild, seem conducive to the purposes of the Guild;
- (c) to invest and deal with the money of the Guild not immediately required in such a manner as may be permitted by law for the investment of trust funds;
- (d) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferrable instruments.
- (e) to accept subscriptions from members as the Executive Committee of the Guild may fix from time to time;
- (f) to accept grants, bequests or gifts or property, whether by way of endowment or otherwise and whether by gift inter vivos or by devise or bequest given for the purpose of the Guild or for any similar purpose and to accept and execute trusts attached to the subject matter of any such gifts;
- (g) to purchase or acquire by sale, lease, hire, or bailment any premises, plant, equipment, chattels, materials, or merchandise that may in the opinion of the Guild promote the purposes thereof and to dispose of the same on whatever terms and conditions as the Guild may deem appropriate; and
- (h) to do all such lawful things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Guild and which accord with the objects of the Guild.

The purposes and powers set forth in any sub-clause shall not in any way be limited or restricted by reference from the terms of any other sub-clause or by the juxtaposition of any two or more purposes or by any purposes being or be deemed a main or dominant purpose, but each shall be or be deemed to be an independent purpose.

#### 4.0 APPLICATION OF INCOME AND PROPERTY

The income and property of the Guild whensoever derived shall be applied solely towards the promotion of the purposes of the Guild.

#### 5.0 MEMBERSHIP

- (a) Membership of the Guild shall be open to all individuals who:
  - i. are practising woodwork; and
  - ii. have been nominated and seconded by any two members of the Guild.
- (b) All applications for membership shall be on the prescribed form. Such form shall include:
  - i. the name and contact details of the applicant;
  - ii. consent to be a member and for the above details to be included in the Guild membership records and used in the Guild activities;
  - iii. the signature of the applicant;
  - iv. the signatures of the nominator and the seconder of the applicant; and
  - v. any other information as may be required by law or by the Executive Committee for use by the Guild.
- (c) Each nomination will be voted upon by the Executive Committee at the next meeting or as soon thereafter as is reasonable.
- (d) Additional classes of membership shall include:
  - i. Family Member – shall be the spouse or partner, and/or the children under the age of 16 years, of a general member;
  - ii. Junior Member – shall be under the age of 18 years, as at the time of the AGM, or under the age of 20 years if still attending a full-time educational facility;
  - iii. Special Membership – may be extended to an individual at the discretion of the Executive Committee, for a specified period, as a gesture for past services;
  - iv. Life Membership – may be bestowed upon an individual at the discretion of the Executive Committee, as a gesture for past exceptional services. There shall be a maximum of four (4) Life Members living at any one time.
- (e) These additional classes of membership, as specified in sub-clauses (d) i, ii, and iii above, shall not have voting rights at an AGM or SGM but may participate in all the activities of the Guild as if they were a general member.
- (f) The Guild shall maintain a register of all members to include contact details, date of admission to membership, and any other information pertinent to the efficient operation of the Guild or as may be required by law.
- (g) Any member of the Guild may resign by giving notice in writing to the Secretary and paying all subscriptions then due. See also clause 10 (b).
- (h) The officers of the Guild shall always have the power to terminate the membership of any member if in their opinion the member's conduct has in any manner whatsoever been prejudicial to the purposes of the Guild or has brought the Guild into disrepute. Before any such termination of membership the member concerned shall be given the opportunity of explaining his/her alleged actions as prescribed in section 14 below.

## 6.0 MANAGEMENT AND CONTROL

- (a) The management and control of the business and affairs of the Guild shall, subject to such limitations and restrictions as these clauses may from time to time prescribe, be vested in an Executive Committee consisting of the Officers and Ex Officio Members as herein defined, and not less than three (3) other and not more than six (6) other full members of the Guild who may exercise all powers, authorities and discretions of the Guild except only such as are expressly directed by legislation to be exercised by the Guild in general meeting. The Executive Committee may from time to time make such regulations as it thinks fit regarding the Guild provided such regulations shall be consistent with the provisions of the Constitution.
- (b) The Executive Committee may delegate any of its specific duties and/or powers to subcommittees consisting of such member or members of its body or such specialist advisers appointed by the Executive Committee as it thinks fit and may from time to time revoke such delegation. Any subcommittee so formed shall in the exercise of its functions so delegated conform to the aims, purposes and policies of the Guild and any clauses that may be imposed upon it by the Executive Committee. All subcommittees shall cease to exist at the next succeeding Annual General Meeting, but each may be confirmed for such additional period of time as the Executive Committee may decide.

## 7.0 OFFICERS

- (a) The officers of the Guild shall consist of a President, the Immediate Past President, a Secretary, and a Treasurer.
- (b) The term of appointment for all officers shall be one year. All officers except President can be re-elected each year for as many terms as the individual is prepared to stand.
- (c) No person elected as a President shall continue in that office for more than two (2) consecutive years in one (1) span.
- (d) Notwithstanding anything in clause 7 (b), the retiring President shall hold the office of Immediate Past President for twelve (12) months from the date of taking up the position or until his/her successor shall become qualified to hold that office.
- (e) All officers must consent in writing to be an officer and must meet the eligibility criteria set out in law.
- (f) The officers of the Guild shall have the power at all times (by majority vote) to remove an officer of the Guild from office if in their opinion the officer's conduct has in any manner whatsoever been prejudicial to the purposes of the Guild or has brought the Guild into disrepute. Before any such action, the member concerned shall be given the opportunity of explaining his/her alleged actions as prescribed in section 14 below.

## 8.0 EX OFFICIO MEMBERS

The Lancewood Editor and the Website Manager shall be, ex officio, members of the Executive Committee.

## 9.0 NOMINATION AND ELECTION OF THE MEMBERS OF THE EXECUTIVE COMMITTEE

- (a) Election of members of the Executive Committee shall be by financial members at the Annual General Meeting.
- (b) Nominations for the Executive Committee positions will be taken and voted on at the Annual General Meeting.

## 10.0 SUBSCRIPTIONS

- (a) Subscriptions shall be paid annually by all members at the rates determined by the Executive Committee after approval by members at an Annual General Meeting. The due date for payment shall be thirty (30) days after that meeting.
- (b) A member whose annual subscription is not paid sixty (60) days after the above meeting shall cease to enjoy the rights of membership and a member whose subscription is not paid a further thirty (30) days later, shall be struck from the membership roll upon a resolution of the Executive Committee to that effect.
- (c) A member who for any reason ceases to remain a member shall nevertheless be held responsible for the payment of subscriptions that become due and payable while he/she was a member and shall further be held responsible for any of his/her actions while being an enrolled member as might arise from other causes.
- (d) Without prejudice to the general powers conferred upon it by this Constitution the Executive Committee shall have the specific power to waive, reduce or remit subscriptions.

## 11.0 MEETINGS

- (a) The Guild shall hold an Annual General Meeting at such places and times and in such a manner as the Executive Committee shall decide.
- (b) The business of the Annual General Meeting shall be to receive a Report, a statement of Receipts and Payments and if appropriate, a Balance Sheet for the preceding financial year, ratification of the appointment of an Honorary Auditor for the ensuing year and to decide on any motion of policy duly submitted to the Executive Committee six (6) weeks before the meeting.
- (c) Notice of intention to hold a meeting and the intended time and place shall be given to members not later than ten (10) days before the meeting.
- (d) No later than ten (10) days before a meeting members shall be supplied with the agenda for the meeting, notices of motion, annual report and Statement of Receipts and Payments and if applicable a Balance Sheet.
- (e) Should the number of nominations for Executive Committee positions be no more than the number of positions available, then those nominated shall be declared elected.
- (f) Should the required Executive Committee establishment not be obtained by the above procedure, the Executive Committee may co-opt to fill vacancies and casual vacancies between Annual General Meetings. All co-opted and casual vacancy appointments lapse at the next succeeding Annual General Meeting.
- (g) Special General Meetings shall be called by the President upon the written request of any seven (7) members. A notice must be furnished to the members not less than fourteen (14) days before the holding of such a meeting specifying the place

- and time of the meeting, notice of Motion and names of members requesting the meeting.
- (h) Only the business which has been notified may be transacted at the Special General Meeting.
  - (i) The quorum of the Executive Committee meeting shall be four (4) members. The quorum at an Annual or Special General Meeting shall be twenty-five (25) percent of the paid-up full members as at the previous March.
  - (j) Except where electronic voting or a ballot is called for, voting shall be on the voices unless a show of hands is called for. The form and procedure of any ballot shall be decided by the presiding member. The presiding member of any meeting shall have a deliberate vote and a casting vote. A declaration by the presiding member as a result of a casting vote shall be final.
  - (k) The President shall preside at every General or Executive Committee meeting of the Guild. If within fifteen (15) minutes of the time appointed for the holding of any such meeting the President is not present and willing to act, the voting members present shall choose one (1) of the members of the Executive Committee present to act as the presiding member. No business shall be discussed or transacted at any General or Executive Committee meeting while the chair is vacant except for the election of President.
  - (l) The presiding member of a General or Executive Committee meeting may with the consent of the meeting adjourn the same from time to time and from place to place 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.
  - (m) Whenever a meeting is adjourned for seven (7) or more days, notice of the adjourned meeting shall be given in the same manner as of an original meeting except that notice shall only be three (3) days' notice and that it shall not be necessary to specify in such notice the nature of the business to be transacted at the meeting.

## 12.0 EXHIBITIONS

- (a) The Guild may conduct exhibitions or support other exhibitions.
- (b) The Guild may appoint an exhibition committee.
- (c) Finances for exhibitions arranged by the Guild will be the responsibility of the Guild, but the Guild may apportion commitments by agreement with other bodies.

## 13.0 FINANCES

- (a) The control and investment of the funds of the Guild shall be wholly within the power of the Guild except as limited by clause 3 (c) and clause 13 (e). The Guild may open and operate accounts at any bank as it deems fit, the Trustees of any such account shall be the Treasurer and any two (2) officers or members of the Executive Committee appointed by the Guild for that purpose; withdrawal warrants shall be signed by the Treasurer and one (1) other Trustee.
- (b) The Treasurer shall keep a correct account of all funds received and expended by the Guild and shall prepare at the end of each financial year, a Statement of Receipts and Payments and if appropriate, a Balance Sheet.
- (c) The accounts of the Guild shall be reviewed at the end of each financial year by an Honorary Reviewer who shall be appointed each year by the Executive Committee and ratified at the Annual General Meeting.

- (d) The financial year of the Guild shall end on the 31 March in each year.
- (e) The Guild shall have the power to borrow money but cannot borrow more until all outstanding loans have been paid in full to the intent that no more than one (1) loan shall be outstanding at any one (1) time.

## 14.0 DISPUTES

### *How complaint is made*

- (a) A member or an officer may make a complaint by giving to the Executive Committee (or a complaints subcommittee) a notice in writing that:
  - i. states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution;
  - ii. sets out the allegation to which the dispute relates and whom the allegation is against; and
  - iii. sets out any other information reasonably required by the society.
- (b) The Guild 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:
  - i. states that the Guild is starting a procedure for resolving a dispute in accordance with the Guild's constitution; and
  - ii. sets out the allegation to which the dispute relates.
- (c) The information given under sub-clause 14 (b) i or ii 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.

### *Person who makes complaint has right to be heard*

- (d) 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.
- (e) If the Guild makes a complaint, —
  - i. the Guild has a right to be heard before the complaint is resolved or any outcome is determined; and
  - ii. an officer may exercise that right on behalf of the society.
- (f) Without limiting the manner in which the member, officer, or Guild may be given the right to be heard, they must be taken to have been given the right if —
  - i. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - ii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - iii. an oral hearing (if any) is held before the decision maker; and
  - iv. the member's, officer's, or Guild's written statement or submissions (if any) are considered by the decision maker.

### *Person who is subject of complaint has right to be heard*

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

- (h) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (i) If the respondent is the Guild, an officer may exercise the right on behalf of the Guild.
- (j) 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—
  - i. 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
  - ii. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - iii. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - iv. an oral hearing (if any) is held before the decision maker; and
  - v. the respondent's written statement or submissions (if any) are considered by the decision maker.

*Investigating and determining dispute*

- (k) The Guild 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.
- (l) Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

*The Guild may decide not to proceed further with complaint*

- (m) Despite clauses 14 (d), (e), and (f), the Guild may decide not to proceed further with a complaint if—
  - i. the complaint is trivial; or
  - ii. 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; or
    - 2. that a member, an officer, or the Guild has materially breached, or is likely to materially breach, a duty under the Guild's constitution or bylaws or Act of Law; or
    - 3. that a member's rights or interests or members' rights or interests generally have been materially damaged:
  - iii. the complaint appears to be without foundation or there is no apparent evidence to support it; or
  - iv. the person who makes the complaint has an insignificant interest in the matter; or
  - v. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
  - vi. there has been an undue delay in making the complaint.

*The Guild may refer complaint*

- (n) The Guild may refer a complaint to—
  - i. a subcommittee or an external person to investigate and report; or
  - ii. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

- (o) The Guild 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*

- (p) A person may not act as a decision maker in relation to a complaint if 2 or more members of the Executive Committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—
  - i. impartial; or
  - ii. able to consider the matter without a predetermined view.

## 15.0 ALTERATIONS TO THE CONSTITUTION

- (a) Any alteration, addition to or rescission of this Constitution shall be made only at an Annual or Special General Meeting.
- (b) Notice of the proposed alteration, addition or rescission shall be given to every member at least fourteen (14) days prior to the Special General Meeting and at least three (3) weeks prior to the Annual General Meeting.
- (c) Such meetings may amend any proposal as specified in clause 15 (b).
- (d) No resolution shall affect any alteration, addition to or rescission of these clauses unless assented to by two thirds (2/3) of the members voting.
- (e) No amendment to the Constitution shall have any effect until it is registered with the Registrar of Incorporated Societies.
- (f) No addition to or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be approved without the approval of Inland Revenue. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## 16.0 INTERPRETATION OF THE CONSTITUTION

The decision of the Executive Committee as to the interpretation of the Constitution shall be final and binding on all parties except at any Annual or Special General Meeting when the decision of such a meeting shall be final and binding on all members.

## 17.0 COMMON SEAL

The Guild shall have a Common Seal which shall remain in the custody of the Secretary for the time being and shall be affixed to any document pursuant to a resolution of the Guild and in the presence of one (1) member of the Executive Committee and the Secretary.

## 18.0 WINDING UP

- (a) Any resolution to wind up the Guild must be carried by a majority vote of members at the General Meeting called to consider the matter.
- (b) The resolution adopted in clause 18 (a) shall be confirmed at a subsequent meeting of members called together for the purpose, held not earlier than thirty (30) days after the date on which the resolution so to be confirmed, was passed.
- (c) If upon the winding up or dissolution of the Guild and settlement of all liabilities, there remain any assets, these shall be distributed to the National Association of

Woodworkers (Incorporated) to be utilized at their discretion for the benefit of that organisation, or the formation of new societies with similar purposes and objectives.

## 19.0 INTERPRETATION OF TERMS

*Guild* means the Kapiti Woodworkers Guild (Incorporated) - unless repugnant to the sense of the context

*Executive Committee* means the Executive Committee of the Guild.

*Member* means a member of the Guild entitled to vote and hold office.

*President* means President of the Guild, or any person authorised to act in that capacity.

*Day* means a calendar day.



THE COMMON SEAL of the KAPITI WOODWORKERS GUILD (Incorporated) was hereto affixed in the presence of:

A handwritten signature in black ink, appearing to read 'Dennis Cribb', written in a cursive style.

Dennis Cribb  
President

A handwritten signature in black ink, appearing to read 'Gwyneth Evans', written in a cursive style.

Gwyneth Evans  
Secretary

A handwritten signature in black ink, appearing to read 'Clive Williams', written in a cursive style.

Clive Williams  
Treasurer

27 January 2026