

**NEW ZEALAND LACE SOCIETY  
INCORPORATED**

These Rules rescind all previous Rules of New Zealand Lace Society Incorporated.

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**1. NAME & REGISTERED OFFICE**

1.1 The name of the Society shall be “New Zealand Lace Society Incorporated”.

1.2 The Registered Office of the Society shall be at such place as the Management Committee shall, from time to time, determine.

1.3 Notice of every change of situation of the Registered Office shall be duly given to the Registrar of Incorporated Societies.

**2. OBJECTS**

The objects for which the Society is established are:

2.1 To facilitate and promote the craft of Lacemaking in all its forms by the publication and distribution of Newsletters and Magazines; by the promotion and organisation of educational facilities and competitions related to Lacemaking; and by establishing relationships with other organisations having similar Objects to those of the Society.

2.2 To encourage and promote good craftsmanship and design in Lacemaking;

2.3 To seek and establish sources of material, equipment, and publications used in Lacemaking;

2.4 To conduct such social activities as the Management Committee, from time to time, may approve;

2.5 To acquire by purchase, lease, hire, or otherwise, any real or personal property, or any rights or privileges which may be considered necessary or expedient for attaining the objects of the Society, or any of them, or for promoting the interests of the Society or its Members

2.6 To use the funds of the Society for and to do all things as may be incidental or conducive to the attainment of all, or any, of the foregoing objects;

### **3. MEMBERSHIP**

Any person, 17 years of age, or more, who is seriously interested in the art of lacemaking, collecting Lace, studying Lacemaking, or the promotion of Lace, may become a Full Member of the Society, subject to election by the Management Committee, and payment of the prescribed subscription.

3.1 The membership of the Society shall consist of Full Members, and Limited Members

3.2 Full Membership shall be those members of seventeen (17) years and over whose subscription is fully up to date.

3.3 Full Members shall be entitled to all the privileges and advantages of Full Membership of the Society, and shall be entitled to receive “The NZ Lacemaker” magazine, and to exercise one vote where applicable

3.4 Limited Members are Junior Members, under the age of 17 years of age

3.5 Limited Members shall not (unless specifically provided for) be eligible to hold office in the Society, or vote, or to take part in debate at meetings; but shall be entitled to receive “The NZ Lacemaker” magazine.

3.6 Limited Members, may be granted a reduced subscription, based on the Annual Full Member Subscription, and set from time to time by the Management Committee.

### **4. ELECTION OF MEMBERS**

4.1 Application for Membership should be initially made in writing to the Honorary Secretary of the Society, who will forward the appropriate Application Form to the Applicant, and advise them of the current Annual Subscription which is to accompany the Application.

4.2 On receipt by the Secretary of the completed Application Form, and Annual Subscription, the Application shall be submitted to the Management Committee for approval, or rejection.

4.3 On the election of a newly elected member, the Secretary shall notify the member in writing, and send the Member a copy of the Society Rules, and any By-Laws.

4.4 If an Applicant is rejected, any fee accompanying the Application shall forthwith be refunded.

### **5. RESIGNATION & TERMINATION OF MEMBERSHIP**

5.1 Any Member may resign from the Society by making application in writing to the Secretary of the Society prior to the Annual General Meeting. Any resignations

received after the Annual General Meeting will be liable for the current year's Annual Subscription.

5.2 If a Members Annual Subscription remains unpaid at the end of the financial year, written notice requiring payment shall be issued by the Secretary, and if the outstanding subscription is not paid within one month, the Membership may be terminated by resolution of the Management Committee.

5.3 If the conduct of any Member shall be reported as obnoxious, the Management Committee shall, on receiving a complaint, or may on its own initiative, take the matter into consideration.

5.4 If, after the Member concerned has been heard, (if the Member so desires), the conduct complained of is deemed by the Management Committee to be contrary to the Rules of the Society, or inconsistent with the character, welfare, or interests of the Society, the Management Committee shall have the power to expel, reprimand, or otherwise deal with the offending Member.

5.5 An expelled Member may, within seven days, appeal in writing to the Secretary, and thereupon a Special General meeting shall be convened to confirm or rescind the decision of the Management Committee.

## **6 GENERAL MEETINGS**

6.1 The Annual General Meeting shall be held in the month of April or May each year, on such a date, and at such a place and time as the Management Committee shall fix and determine. Any Notices of Motion, proposing business to be presented to the Annual General Meeting, must be set out in the form of a Motion, or Motions, signed by the Proposer and Seconder, and delivered to the Management Committee before the 1st day of March in each year.

6.2 The business of the Annual General Meeting shall be to receive the Annual Report, to receive the reviewed Statement of Accounts and Balance Sheet for the preceding year, to consider and deal with Notices of Motion, to transact any other general business of the Society, and to elect and appoint Office-bearers for the ensuing year.

6.3 A Special General Meeting (at which only business for which the Meeting was convened may be dealt with) may be summoned at any time on the order of the Management Committee, and shall be summoned within seven (7) days after the receipt by the Secretary of a written requisition that has been signed by at least 10% of the financial members of the Society, and setting forth in the form of a Motion or Motions, the object or objects of the meeting.

6.4 If, within the said period of seven days, the Management Committee does not convene a Special General Meeting, the requisitioners, or any of them, may convene the meeting (subject to the provisions of the Constitution as to Notice).

6.5 At least 28 days notice in writing of every General Meeting, specifying the place, day and time of the Meeting, and the nature of the business to be considered thereat, shall be given by the Secretary to every Full Member of the Society, but the accidental omission to give, or the non-receipt by any Member of such Notice, shall not invalidate the proceedings of any General Meeting.

6.6 The President shall preside at all General Meetings, provided, however, that if the President is not present, or is unwilling to act; the meeting shall appoint some Full Member as its Chairperson.

6.7 At all General Meetings every Full Member shall have one vote on each question. In the case of an equality of votes, the Chairperson shall have a further, or casting, vote.

6.8 Except for contested elections, or as otherwise provided in these Rules, voting at a General Meeting shall be on the voices, or if the Chairperson or any two members present and entitled to vote shall so require, by show of hands. The Chairperson may call for a secret ballot if he/she shall desire.

6.9 The Chairperson's declaration as to the result of the voting and an entry (duly provisionally confirmed as hereinafter provided) to that effect in the Minutes of the proceedings shall be conclusive of the terms of any resolution of a General Meeting, and of its having been passed or rejected.

6.10 The Minutes of each General Meeting shall be provisionally confirmed at the next ensuing meeting of the Management Committee.

## **7. MANAGEMENT**

7.1 The management of the affairs of the Society shall be vested in the Management Committee.

7.2 The Management Committee shall consist of the Officers (as defined in Clause 7.3), and at least four (4), but no more than six (6) other financial members of the Society.

7.3 The Officers of the Society shall be President, the Secretary, and the Treasurer (or Secretary/Treasurer)

7.4 All nominations for Officers of the Society and for the other Members of the Management Committee shall be in writing, on the form provided, and shall be signed by the Nominee, the Proposer and the Seconder, and shall be delivered to the Secretary not later than the fifteenth day of March in each year.

7.5 Where more than the required number of candidates is nominated for any office or for membership of the Management Committee there shall be an election by Postal Ballot of Full Members, conducted before the A.G.M.

7.6 The Officers and other Members of the Management Committee shall respectively hold office until the next succeeding Annual General Meeting, at which they shall retire, but be eligible for re-election.

7.7 Where insufficient nominations are received for any office, such vacancies shall be filled in such a manner, as the Annual General Meeting shall direct.

7.8 No Officer or Member of the Management Committee shall serve for more than five (5) consecutive years in the one office or position.

7.9 Elections shall be conducted and declared in the following order: President, Secretary, Treasurer, other Members of the Management Committee.

7.10 Notwithstanding clauses 7.5 and 7.6, in the event of a tie for any position subject to Postal Ballot, a further secret ballot shall be held, voting thereat shall be limited to those Full Members present at the Annual General Meeting, and the only eligible candidates shall be those who tied for the position in question.

7.11 The office of an Officer or Member of the Management Committee shall be vacated for any of the following reasons:

7.11.1 The holder ceases to be a Member of the Society

7.11.2 The holder resigns the office

7.11.3 The holder dies

7.11.4 The holder, without being excused by the Management Committee, is absent from three (3) consecutive meetings of the Management Committee.

7.11.5 The holder is removed from office by resolution of 75% of the Full Members present and voting at a Special General Meeting convened for the purpose

7.11.6 The holder becomes incapable of acting

7.12 In the case of any casual vacancy in, or forfeiture of, the office of an Officer or member of the Management Committee, the Management Committee may, at its discretion, either convene a Special General Meeting, or may itself, appoint some Full Member to fill the vacancy.

7.13 It shall not be obligatory to fill any vacancy that may occur.

## **8. POWERS OF MANAGEMENT COMMITTEE**

8.1 The Management Committee may meet together for the despatch of business, adjourn, and otherwise regulate its meetings as it shall think fit, but a minimum of four (4) meetings shall be held during its term of office. The most cost effective option of conferencing is acceptable provided the Secretary, as for a normal meeting, duly records the proceedings by taking minutes.

8.2 A meeting of the Management Committee may be convened by the President, or by the Secretary, or by any (2) other Members of the Management Committee

8.3 The President shall preside at all the meetings of the Management Committee when present (in person or by electronic conferencing), but if the President is absent, the meeting shall appoint its own Chairperson.

8.4 Except as otherwise required by these Rules, a bare majority of votes shall determine all questions.

8.5 Each member present shall have one vote on each question, and in the case of an equality of votes the Chairperson shall have a further, or casting vote. No proxies shall be allowed.

8.6 Without prejudice to the general powers conferred upon it by these Rules, the Management Committee shall have the power to do all acts or things, which it may consider proper or expedient for accomplishing the objects or purposes of the Society.

8.8 Subject to Clause 10.6 of these Rules, the Management Committee shall have specific power to invest or otherwise deal with any funds of the Society not currently required.

8.9 The Management Committee shall appoint the Archivist, the Librarian, and the Editor of "The NZ Lacemaker", define their duties, and exercise proper control over their activities.

8.10 The Management Committee shall arrange for such sub-committees, as it shall from time to time deem necessary or proper. All sub-committees shall report to the Management Committee as requested, and shall carry out specific instruction or direction from the Management Committee.

8.11 The Management Committee shall have the power to make, alter, and repeal, such By-laws or Regulations, as it may from time to time consider necessary or proper to the well-being of the Society.

8.12 Every resolution of the Management Committee which is not inconsistent with, and does not purport to repeal or alter anything contained in the Rules of the

Society, shall be binding on all members of the Society unless and until set aside by a subsequent resolution of the Management Committee; and any resolution of a General Meeting of the Society shall be binding on all members of the Society unless and until set aside by a subsequent resolution of a General Meeting of the Society.

## **9. QUORUM**

9.1 The quorum for all General meetings shall be 20% of the number of Full Members of the Society. If such a quorum shall not be a whole number, the required quorum shall be the next highest whole number.

9.2 The quorum for all meetings of the Management Committee shall be five (5) members present personally or by electronic conferencing.

## **10. FINANCIAL**

10.1 The Society's current banking accounts shall be kept at the Westpac Trust Bank, or at such other bank or banks, as may from time to time be decided upon by the Management Committee.

10.2 The Management Committee shall, by resolution, define three (3) of its members to be authorised signatories. Any two (2) of these signatories shall authorise all payments on the Society's accounts.

10.3 All payments on the Society's behalf shall be made electronically. All inwards cash shall be banked in the Society's bank account and a numbered receipt issued for it.

10.4 The Management Committee shall have the power to borrow by way of Bank Overdraft for the working expenses of the Society such amount of money, either at one time or from time to time, at such rate of interest, and on such terms as the Management Committee may deem necessary or expedient, and to arrange for and obtain guarantees for the repayment thereof from Members of the Society. The total sum borrowed in this manner shall not exceed at any time Two thousand five hundred dollars (\$2,500.00)

10.5 Every member becoming surety for any such loan as set out in Clause 10.4 of these Rules shall be indemnified by the Society in respect thereof.

10.6 Should the Society at any time become possessed of funds not required for current expenses the Management Committee may authorise the deposit thereof in secured term Deposits in the name of the Society, to be operated on in the manner specified in clause 10.2 of these Rules.

10.7 A majority of Full Members of the Society present and entitled to vote at a General Meeting of the Society convened for the purpose may resolve to borrow, raise, and secure the repayment of such sum, or sums, of money in such a manner as they shall think fit, and in particular by mortgages, bonds, or other securities or charges upon any of the Society's assets, and to purchase, redeem, and pay-off any such securities.

10.8 The Society's financial year shall end on the 31st day of December in each year.

10.9 The management Committee shall cause true and complete accounts to be kept of the Income and Expenditure, and Assets and Liabilities of the Society.

10.10 A Statement of Accounts, and Balance Sheet in the form approved by the Management Committee, and duly reviewed, shall be forwarded to each Full Member with the notice of the Annual General Meeting.



10.11 A Reviewer, who is qualified and independent of NZLS, shall be elected at the Annual General meeting.

10.12 The Reviewer shall examine and report on the Annual Statement of Accounts and Balance Sheet.

10.13 The Reviewer shall at all reasonable times have access to the Society's books and accounts, and shall be entitled to any information he/she may require relating thereto, or to any matter deemed necessary or desirable for review purposes.

## **11. COMMON SEAL**

11.1 The Common Seal of the Society shall bear the registered name of the Society, and shall be kept in the custody of the Secretary.

11.2 It shall, after a resolution of the Management Committee in that behalf, be affixed to any instrument, deed, or document in the presence of two (2) members of the Management Committee (one of whom shall be the President or Secretary) who shall subscribe their names and offices thereto as witnesses.

## **12. NOTICES**

12.1 Any notice required to be given under these Rules shall be in writing, and mailed to each Full Member at the address listed in the records of the Society.

12.2 Such notice shall be deemed to have been given at the time when the letter containing the notice would have been delivered in the ordinary course of post.

## **13. MATTERS NOT PROVIDED FOR**

13.1 If any matter shall arise which is not, or in the opinion of the Management Committee provided for under these Rules, the same shall be determined by the Management Committee as it shall deem fit.

13.2 Every such determination shall be binding upon the Society and its members unless and until set aside by a subsequent resolution of the Management Committee, or of a General Meeting.

## **14. INDEMNITY**

14.1 The Management Committee and other Officers of the Society shall be indemnified by the Society against all disbursements, expenses, liabilities, and losses incurred by them in or about the discharge of their duties, except such as happen from their own wilful act, neglect, or default.

## **15. DISSOLUTION**

15.1 In the event of the Winding-up of the Society, or of its dissolution by the Registrar, the funds and assets of the Society remaining after the payment and satisfaction of its debts and liabilities, shall be disposed of to an organisation, or to several organisations, with objectives of a similar nature to those of the Society, in such amounts, and under such terms or conditions, as the Society in General meeting shall determine, provided, however, that the whole or any portion of the funds or property of the Society shall not be divided or transferred directly or indirectly by way of dividend, bonus or otherwise to one or more members of the Society.

## **16. PECUNIARY BENEFIT**

16.1 Nothing expressed or implied in these Rules shall permit the activities of the Society or any business carried on for the benefit of the Society, to be carried on for the private pecuniary benefit of any individual.

## **17. ALTERATION OF RULES.**

17.1 These Rules shall not be amended, added to, or rescinded, or replaced except by a resolution in that behalf which receives the affirmative votes of at least 60% of the Full members present and entitled to vote at an Annual General meeting, or a Special General meeting Convened for the purpose.

17.2 Written notice of any proposed amendment, addition, rescission, or replacement, shall be given to the Secretary, for inclusion in the order of business at least two months prior to the Annual General Meeting and/or the proposed date for and Special General Meeting.

17.3 No such amendment, addition, rescission, or replacement shall be valid unless and until accepted by the Registrar of Incorporated Societies.

17.4 No amendment, addition, rescission, or replacement of the Pecuniary profit clause (clause 16), or of the Winding-up clause (clause 15) shall be valid until the wording has been approved by the Commission of Inland Revenue.

## **18. REPEALS & SAVINGS**

18.1 The Constitution and Rules of the Society as operative at the dates of the adoption of the Constitution herein are hereby repealed, but all existing appointments to office, and all acts of authority which originated there under and are subsisting or in force on the coming into operation of this Constitution shall endure as if they had originated in this Constitution