

Rules of the Textile and Fibre Arts Network Incorporated

1.0 The name of the Society is the Textile and Fibre Arts Network Incorporated (“the Network”).

1.1 The Network is constituted by resolution dated 12 April 2014.

2.0 Registered Office

2.1 The Registered office of the Network will be as decided by a resolution of the Committee.

3.0 Purpose of the Network

3.1 The purposes of the Network are to:

- (a) Act as an umbrella group to textile and fibre arts Guilds and groups in the Christchurch Metropolitan area and local rural areas.
- (b) To promote, support and publicise textile and fibre arts Guilds, Groups and artists to the community.
- (c) To facilitate an increase in participation in textile and fibre arts and crafts.
- (d) To facilitate opportunities for collaboration and networking across textile disciplines and other ‘not for profit’ groups
- (e) To undertake fundraising to meet the purposes of the Network
- (f) To research opportunities and plan for a shared textile and fibre arts facility in Christchurch.

4.0. Managing Committee

4.1 The Network shall have a managing committee (“the Committee”), comprising the following persons:

- (a) The Chairperson
- (b) The Vice Chairperson
- (c) The Secretary
- (d) The Treasurer
- (e) Such other members as the Committee shall decide to a maximum of 12.

4.2 The Officers will be appointed by the Committee annually ensuring a balanced representation from the Membership where possible.

5.0 Membership

5.1 There will be two categories of membership:

-(a) **Group Membership.** Member Guilds and Groups approved by the Network Committee will be entitled to appoint up to two Delegates to serve on the Network Committee. (See also 6.0, Admission of Members). It is the role of the member Guild or Group to appoint their Delegate(s) to the Network and for that Delegate to represent their Guild or Group.

-(b) **Affiliate (Supporter) Membership.** Affiliate membership is open to interested individuals in addition to the above, on application to the Committee. They can attend Committee meetings and be office holders, but only have voting rights if they are on the Committee.

5.2 The Committee at its discretion may co-opt suitable people to become Committee members for a period of time specified by the Committee.

6.0 Admission of Members

6.1 (a) A Group or Guild wishing to become a Member of the Network may apply in writing to the Committee for membership.

6.1 (b) An individual wishing to become a Member may apply in writing to the Committee.

6.2 The Committee shall have complete discretion when it decides whether or not to allow the applicant to become a Member. The Committee shall advise the applicant of its decision and that decision shall be final.

7.0 The Register of Members

7.1 The Secretary will keep a Register of Members, ("The Register") to include contact details and the dates at which they became Members.

7.1 (a) The Register will show Member Groups and Guilds and the Delegate(s) of these Groups and Guilds.

7.1 (b) The Register will show Affiliate Members.

7.2 .The Register will show a membership of at least 15 Members at all times, (with incorporated groups who are members each counting as three members).

8.0 Term of office

8.1 The term of office of a Guild or Group Delegate, or Affiliate to the Network Committee will be two years with a right of renewal of two years.

8.2 On completion of the term of office there shall be a stand down period of one year before the person can again be the approved delegate for a Guild or Group, or be an Affiliate member again.

9.0 Voting rights

9.1 Committee

9.1 (a) Each Delegate on the Network Committee is entitled to one vote per Delegate.

9.1 (b) Affiliate members have Committee voting rights once they have been appointed to the Committee.

Annual General Meeting and Special General Meetings

9.2 Only those persons (Delegates and Affiliates) listed on the Register of Members have voting rights.

10.0 Cessation of Membership

10.1 Persons cease to be Committee members when;

(a) They resign by giving written notice to the Committee, or

(b) They are removed by majority vote of the Network at a Network meeting, or

(c) Their term expires.

10.2 If a person ceases to be a Committee member, that person must within one month give to the Committee all Network documents and property

10.3 Membership terminated in the following way;

10.3 (a) If, for any reason whatsoever, the Committee is of the view that a Member (Guild, Group or Affiliate) is breaching the Rules or acting in a manner inconsistent with the purposes of the Network, the committee may give written notice of this to the Member. ("The Committee's Notice") The Committee's Notice must:

(i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Network;

(ii) State what the member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's membership;

(iii) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may at its absolute discretion by majority vote immediately terminate the Member's Membership;

(iv) State that if the Committee terminates the Member's membership, the Member may appeal to the Network.

10.3 (b) 14 days after the Member received the Committee's Notice, the Committee may at its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Network at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.

10.3 (c) If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Network meeting held within the following 28 days. If the Member chooses, the member may provide the Secretary with a written explanation of the events as the member sees them ("the Member's Explanation") and the Member may require the Secretary to give the Member's Explanation to every other member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Network Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Network Meeting.

10.3 (d) When the Member is heard at a Network Meeting, the Network may question the Member and the Committee Members.

10.3 (e) The Network shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Networks' decision will be final.

10.3 (f) If the Member terminated is a Guild or Group Delegate, the Committee may at its discretion choose to co-opt a replacement, or ask the Member Guild or Group to appoint a new delegate.

11.0 Nomination of Committee members

11.1 The Committee will ask Member Groups and Guilds for nominations two months prior to the AGM. Each member Guild or Group shall appoint up to two delegates to go onto the Network Committee. The Network Secretary will be advised in writing no later than 5pm on the fifth day before the AGM.

11.2 All Delegate nominations for the committee need to be approved by the Committee.

11.3 Current members of the Committee shall be eligible to re election as per 8.1 and 8.2

11.4 If the position of any Officer or Committee member becomes vacant between Annual General Meetings, the Committee may co-opt another Member to fill that place until the next Annual General Meeting.

11.5 If any Committee member is absent from three consecutive meetings without leave of absence the Chair may declare that person's position to be vacant.

12.0 Role of the Committee

12.1 Subject to the rules of the Network ("The Rules") the role of the Committee is to:

(a) Administer, manage and control the Network;

- (b) Carry out the purposes of the Network, and use Money and or other Assets to do that;
- (c) Manage the Network's financial affairs, including approving the annual financial statements for presentation to the members at the AGM;
- (d) Set accounting policies in line with generally accepted accounting practice;
- (e) Delegate responsibility and co-opt members where necessary;
- (f) Ensure that all members follow the Rules;
- (g) Decide how a person becomes a Member, and how a person stops being a Member;
- (h) Decide the times and dates for meetings, and set the agenda for meetings;
- (i) Decide the procedure for dealing with complaints;
- (j) Set membership fees, if any, including subscriptions and levies;
- (k) Make regulations and/or policies and adopt or amend the same.

12.2 The Committee has all the powers of the Network, unless the Committee's power is limited by these Rules, or by a majority decision of the Network.

12.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair will have a casting vote, that is, a second vote.

12.4 Decisions of the Committee bind the Network, unless the Committee's power is limited by these rules or by a majority decision of the Network.

13.0 Roles of the Committee Members

13.1 The **Chair** is responsible for:

- (a) Ensuring the rules are followed;
- (b) Convening meetings and establishing whether or not a quorum (half plus one) of the Committee is present;
- (c) Chairing meetings, deciding who may speak and when;
- (d) Overseeing the operation of the Network;
- (e) Providing a report on the operations of the Network at each Annual General Meeting.

13.2 The **Secretary** is responsible for:

- (a) Recording the minutes of the meetings;
- (b) Keeping the Register of Members; (nominated Guild or Group delegates and Affiliates),
- (c) Holding the Network's records, documents, and books except those required for the Treasurer's function;
- (d) Receiving and replying to correspondence as required by the Committee;
- (e) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General meeting;
- (f) Advising the Registrar of Incorporated Societies of any rule changes.

13.3 The **Treasurer** is responsible for:

- (a) Keeping proper accounting records of the Network's financial transactions to allow the Network's financial position to be readily ascertained;
- (b) Preparing annual financial statements for presentation at each Annual General Meeting;
- (c) Ensuring a financial audit or review is undertaken (as per 23.2);
- (d) Providing an audited or reviewed financial report at each Annual General Meeting;
- (e) Providing financial information to the Committee as the Committee determines.

14.0 Committee Meetings

14.1 No Committee meeting may be held unless more than half of the Committee members attend, including two Officers.

14.2 A resolution required between meetings may be sought by email or telephone subject to 14.3 and 14.4

14.3 The Chair shall chair Committee meetings, or if the Chair is absent, the Vice Chair will chair the meeting.

14.4 Decisions of the Committee shall be by majority vote

14.5 The Chair or person acting as Chair has a casting vote, that is, a second vote in the event of a tied motion;

14.6 Only Committee Members present at a Committee meeting may vote at that Committee meeting;

14.7 Affiliate members who are not Committee members may attend Committee meetings but do not have voting rights. (See 9.1(b)).

14.8 Attendance of Affiliate members who are not Committee members may be restricted to any parts of the meeting which are “in Committee”.

14.9 Subject to these rules, the Committee may regulate its own practice

15.0 Conduct of Meetings

15.1 A Network Meeting is either an Annual General Meeting or a Special General Meeting.

15.2 All Network meetings shall be chaired by the Chairperson, or in their absence the Committee shall elect another committee member to chair that meeting. Any person chairing a meeting has a casting vote.

15.3 Any Member may request that a motion be voted on (“Members Motion”) by giving written notice to the Secretary at least 28 days before the Meeting. The Member may also provide information in support of the motion (“Member’s Information”). The Committee may at its absolute discretion decide whether or not the Network will vote on the motion.

15.4 No Network meeting (Annual General Meeting or Special General Meeting) may be held unless there are at least 15 eligible members attend. (This will constitute a quorum.)

15.5. If a quorum is not present, the Meeting, if convened upon requisition of members shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chairperson, and if at such adjourned meeting a quorum is not present the meeting will be adjourned without further adjournments.

15.6 On any given motion at a Network Meeting, the Chair shall in good faith determine whether to vote by voice, or show of hands, or secret ballot.

15.7 Only those on the Register of Members (Delegates and Affiliates) may vote.

16.0 Annual General Meeting

16.1 Two months before an Annual General meeting, member Guilds and Groups will receive written or email notification of the meeting, Committee vacancies, and any notices of motion or proposed rule changes

16.2 Any member of any Guild or Group, Affiliate member or interested member of the public may attend the AGM;

16.3 The AGM will be held within three months of the end of the financial year)

16.4 The business of the AGM shall be:

(a) Receiving any minutes of the previous Network’s meeting(s);

(b) The Chair report on the business of the Network;

- (c) The Treasurer's report on the finances of the Network and the annual financial statements;
- (d) The financial Auditor or Reviewer is appointed for the following year;
- (e) Confirmation of Committee Members, Delegates appointed by the Guilds and Groups, and Affiliates;
- (f) Motions to be considered;
- (g) General Business.

17.0 Special General Meeting

17.1 Special General Meetings may be called by the Committee as required, or in response to a written request to the Secretary signed by 5 of the Delegates or Affiliates on the Register of Members.

18.0 Voting at Annual General Meeting or Special General Meeting

(See 9.2).

19.0 Altering the Rules

19.1 The Network may alter or replace these Rules at a Network meeting (AGM or Special General Meeting) by a resolution passed by a majority of those Members present and eligible to vote;

19.2 Any proposed motion to alter or change these Rules shall be signed by at least five of the eligible Members and given in writing to the Secretary at least 28 days before a Network meeting at which the motion is to be considered, and accompanied by a written explanation for the reasons for the proposal;

19.3 At least 14 days before the Network meeting, the Secretary will give to all members on the Register, written notice of the proposed motion, reasons for the proposal and any recommendations the Committee has.

19.4 When a Rule change is approved by a Network meeting, no rule change shall take effect until the Secretary has filed changes with the Registrar of Incorporated Societies.

19.5 No addition to or alteration or recession of the rules shall be approved if it affects the non profit aims, personal benefit clause or the winding up clause.

19.6 The provision and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

20.0 Use of Money and other Assets

20.1 The Network may only use Money and Other Assets if:

- (a) It is for a purpose of the Network;
- (b) It is not for the sole personal or individual benefit of any member; and
- (c) That use has been approved by the Committee, with two out of three signatories to authorise payments.

20.2 This rule will not apply to payment of an honorarium to a volunteer Treasurer, or making a 'one off' payment to someone who may have provided a particular service to the Network as resolved by the Committee.

21.0 Money and other Assets of the Network

21.1 All income, benefit or advantage must be used to advance the charitable purposes of the Network

21.2 No member of the Network, or anyone associated with a Member, is allowed to take part in, or influence any decision made by the Network in respect of payments

to, or on behalf of, the Member or associated person of any income, benefit or advantage

21.3 Any payments made must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

22.0 Additional Powers

22.1 The Network may:

- (a) Employ people for the purposes of the Network;
- (b) Invest funds as approved by the Committee.

23.0 Financial year

23.1 The financial year of the Network begins on the first of April every year and ends on 31 March of the following year.

23.2 The Network shall arrange either an audit or review of the annual financial statements of the Network. The Auditor or Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee or an employee of the Network.

The Committee is responsible to provide the Auditor or Reviewer with:

- (a) Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters;
- (b) Additional information that the Auditor or Reviewer may request from the Committee for the purpose of the review; and
- (c) Reasonable access to persons within the Network from whom the Auditor or Reviewer determines it necessary to obtain evidence.

24.0 Common Seal

24.1 The Committee shall provide a common seal for the Network and may from time to time replace it with a new one

24.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the Chairperson and countersigned by the Secretary or a member of the Committee.

25.0 Winding up

25.1 If upon the winding up or dissolution of the Network there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among Members of the Network but be given or transferred to some other organisation or body having **charitable** objects similar to the objects of the Network, or to some other charitable organisation or purpose, within New Zealand.

Definition of Terms

A Guild is a group that may or may not be an Incorporated Society

A Group is a textile and fibre art or 'not for profit' group, that may or may not be incorporated. It will have been in existence for at least one year.

Amended 25 July 2015