

# **The Screen Industry Guild Of Aotearoa New Zealand Incorporated Constitution and Rules (2017)**

(Previously known as The New Zealand Film and Video Technicians Guild Incorporated).

Incorporated under the Incorporated Societies Act 1908.

These Rules Rescind All Previous Rules

13 September 2017

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## 1. NAME

The name of the incorporated society shall be THE SCREEN INDUSTRY GUILD OF AOTEAROA NEW ZEALAND INCORPORATED (“the Society”).

## 2. OFFICE

The registered office of the Society shall be at such place as the Committee shall from time to time decide.

## 3. OBJECTS

3A. The primary objects for which the Society is established are:

- (i) To provide for New Zealand screen industry members a professional organisation and forum of mutual benefit,
- (ii) To promote the interests, opportunities for employment, welfare and safety of New Zealand screen industry crews,
- (iii) To promote and maintain professional standards among New Zealand screen industry members,
- (iv) To communicate and to represent the interests of members in dealings with employers and operators in the New Zealand screen production industry on matters of concern to members,
- (v) To study, report on, and assist in respect of, complaints and problems within the New Zealand screen production industry,
- (vi) To promote and maintain liaison with kindred organisations,
- (vii) To promote knowledge of and interest in the objects of the Society by means of meetings, exhibitions, lectures, publications, educational courses and all other forms of instruction and publicity.

- 3B. In furtherance of these objects the Society shall have the following powers:
- (i) To raise monies by donations, loans or other lawful means,
  - (ii) To engage in such commercial activities as the Society in general meeting may consider appropriate,
  - (iii) To establish regional branch offices and Committees of the Society,
  - (iv) To invest all or any of the monies held by the Society which are not required for the immediate operations of the Society in such mode or modes of investment and/or in such security or securities as may be beneficial to the Society,
  - (v) To employ staff to assist in the work of the Society at such wages and on such terms as may be deemed expedient and to obtain and pay for professional and other advice and services,
  - (vi) To institute, initiate, or take and to defend, compromise or abandon legal proceedings involving the property or affairs of the Society.
  - (vii) To enter into, seal, execute and perform any deeds, document instruments, agreements, papers and writings and to do all such other things, acts, deeds and matters as shall be necessary, incidental, or conducive to the attainment of the foregoing objects or any of them.

#### 4. **MEMBERSHIP**

- 4A. Membership of the Society shall be open to persons or bodies corporate interested in the aims and objects of the Society. Members may be accepted in the following categories:
- (i) Ordinary members,

- (ii) Honorary Life members, being persons who have rendered outstanding service to the Society, who may be elected upon notice being previously given at the Annual General Meeting of the Society,
- (iii) Associate members, being persons or bodies corporate wishing to support the aims and objects of the Society.

## 5. **NEW MEMBERS**

Except in the case of Honorary Life members, new members shall be admitted on approval by the Committee. A simple majority of Committee members voting shall be required to approve an application. The National Executive Committee may delegate this function. Such application for membership shall be in writing in the prescribed electronic form.

## 6. **ANNUAL SUBSCRIPTION**

Every member (other than an Honorary Life member) shall pay to the Society by way of monthly or annual subscription such sum (if any) as may be from time to time approved by the Society in General Meeting.

## 7. **LEVIES**

Every ordinary member shall pay to the Society such sum or sums by way of levy as may from time to time be approved by the Society in General Meeting.

## 8. **RESIGNATION OF MEMBERS**

8A. Any member may resign or be removed from the Society by:

- (i) Giving to the President of the Society notice in writing to that effect, or by completing the prescribed electronic form, and every such notice shall take effect from the date of receipt thereof.

- (ii) Failing to pay their overdue annual subscriptions or levies.

## **9. EXPULSION OF MEMBERS**

Membership of the Society may be terminated by the Society in General Meeting, upon the grounds that the member concerned has acted in a manner contrary to the aims and objects of the Society. Expulsion of a member shall not take place until:

- (i) The member has been notified in writing of their intended expulsion.
- (ii) The member has been given an opportunity to explain and defend the member's actions.
- (iii) The member has been informed of rights of appeal.

## **10. NATIONAL EXECUTIVE COMMITTEE**

10A. The Society shall be administered by a National Executive comprising:

- (i) President
- (ii) A Vice President
- (iii) An Immediate Past President
- (iv) A Treasurer
- (v) No less than three and no more than fifteen additional Executive members put forward by the Branch Committees as set out below

- 10B. The National Executive may co-opt as a non-voting Member of the National Executive from time to time and for the time being any member or non-member of the Society who may be in a position to assist the National Executive with any particular subject or task.
- 10C. No National Executive member shall make any public statement on behalf of the Society or concerning the Society's business except with the prior approval of the National Executive.
- 10D. If any National Executive member shall die, resign, become bankrupt, insolvent, insane or incapable of performing his/her duties or shall refuse to act or shall be absent from three consecutive meetings of the National Executive without reasonable cause or without leave of absence granted by the National Executive his/her office shall in the discretion of the National Executive become vacated and the National Executive may appoint some other person in his/her place.
- 10E. The President or Vice President or nominated alternative plus three Executive members shall constitute a quorum for a National Executive meeting.
- 10F. The President shall be the Chairperson of the National Executive.

## **11. BRANCH COMMITTEE**

- 11A. Each Branch of the Society shall be administered by a Branch Executive Committee ("the Branch Committee") comprising:
- (i) A Chairperson,
  - (ii) A Secretary,
  - (iii) No more than fifteen additional Branch Committee members.

- 11B. If a branch does not elect a committee then it may be administered from the National Office and the National Executive will co-opt branch members and any elected branch representative as it sees fit.
- 11C. A minimum of 10 persons shall together represented constitute a Branch, provided that the establishment of any Branch is subject to approval by the National Executive.
- 11D. No action may be taken by a Branch that in any way contradicts or contravenes the Rules of the Society or decisions of the National Executive.
- 11E. No Branch Committee member shall make any public statement on behalf of the Society or concerning the Society's business except with the prior approval of the National Executive.
- 11F. Copies of all records, minutes, correspondence, accounts or otherwise concerning the operation of a Branch shall be made available to the National Executive as soon as practicable upon request.
- 11G. If any Branch Committee member shall die, resign, become bankrupt, insolvent, insane or incapable of performing his/her duties or shall refuse to act or shall be absent from three consecutive meetings of the Branch Committee without reasonable cause or without leave of absence granted by the Branch Committee his/her office shall in the discretion of the Branch Committee become vacated and the Branch Committee may appoint some other person in his/her place.
- 11H. The Branch Committees shall between them appoint the additional National Executive members set out in paragraph 10A. For the avoidance of doubt, members of the Society will elect the President and Vice President of the National Executive. The Treasurer of the National Executive shall be elected by the Executive.
- 11I. Except as specified, the words "the Committee" shall be taken to mean either or both the National Executive and the Branch Committee.

11J. Where a Branch has 50 or less members, the Chairperson plus two committee members shall constitute a quorum for a branch committee meeting. Where a Branch has more than 50 members, the Chairperson plus three committee members shall constitute a quorum for a Branch Committee Meeting.

## **12. FUNCTIONS POWERS AND DUTIES OF THE COMMITTEES**

12A The National Executive shall have the following functions, powers and duties:

- (i) To control, administer and manage the property, funds and affairs of the Society,
- (ii) To appoint officers, assistants and other employees whether honorary or otherwise and upon such terms and conditions and at such remuneration as the National Executive shall think fit and from time to time to remove and to replace any person so appointed,
- (iii) To appoint sub-committees as the National Executive may from time to time deem expedient for the carrying out of the Objects. Members of any sub-committee need not necessarily be members of the National Executive,
- (iv) Maintain a digital register of members.

12B. The Branch Committee shall have the following functions, powers and duties:

- (i) To identify issues topical to members of the Society and arrange meetings and seminars,
- (ii) To engage in fundraising activities within the area served by the Branch Committee,
- (iii) To elect a Branch Secretary, who, with the Chairperson, will be directly responsible to the National Executive for the daily operation of that Branch.

- (iv) To co-opt as a non-voting member of the branch committee from time to time any member or non-member of the society who may be in a position to assist the branch committee with any particular subject or task.

### **13. GENERAL MEETINGS OF MEMBERS**

#### **13A. Annual General Meeting**

- (i) Within eight months of the end of the financial year there shall be held a general meeting of members of the Society (“the Annual General Meeting”), which shall be summoned by the National Executive in the manner hereafter prescribed,
- (ii) Each Branch of the Society may hold a separate Annual General Meeting within its region, provided that, other than specific Branch business, the business to be conducted at such separate meetings shall be the same for each meeting,
- (iii) The business to be transacted at the Annual General Meeting shall be:
  - (a) To approve the minutes of the previous Annual General Meeting.
  - (b) To receive from the National Executive a Report, Balance Sheet and Statement of Accounts for the preceding financial year.
  - (c) To elect the President and Vice-President, to hold office as from the time of their election until the Annual General Meeting of the following year.
  - (d) To elect the Chairperson and members of the Branch Committee as set out in 11A above, to hold office as from the time of their election until the Annual General Meeting of the following year.
  - (e) To consider and decide any other matter which may properly be brought before the meeting.
- (iv) Nominations for members of the Branch Committee may be proposed either at or in advance of the Annual General Meeting.
- (v) Nominations for the position of President and Vice President must be received by the national secretary a minimum of 14 days prior to the date of the meeting.

- (v) Prior to the meeting all nominations plus background on nominees as supplied by them for the positions of President and Vice President shall be put in an electronic notice to go to the membership of the Society at the email address held on the register of members.
- (vi) The membership of the Society shall then elect said positions by simple majority vote at the AGM with the Branch Chairperson or Branch Secretary counting the votes.
- (vii) The Officers thus elected shall hold office from the time of such declaration until the declaration of the following election.

13B. Special General Meeting

- (i) A Special General Meeting of members of the Society may be summoned by the National Executive from time to time in manner hereinafter prescribed.
- (ii) The National Executive shall upon a requisition made to it in writing by not less than six members promptly convene a Special General Meeting. Any requisition so made shall state the purpose of the meeting proposed to be called and shall be handed to the President or sent to the office of the Society.
- (iii) The prescribed notice calling each such meeting shall specify in general terms the business for which the meeting is called and only the business so specified shall be discussed at such meetings.

13C. General Meetings (Branch Meetings)

- (i) A General Meeting of the Society may be summoned by a Branch Committee from time to time in the manner hereinafter prescribed.
- (ii) The purpose of such Meetings shall include but not be limited to conducting the business of the Branch, discussing such issues as affect the business of individual members, raising and debating topical issues, and presenting seminars, workshops and the like, of interest to the members from time to time.

- (iii) The prescribed notice calling such meeting shall specify in general terms the business for which the meeting is called and only the business so specified shall be discussed at such meeting, with the exception of such general business as members may wish to raise, time permitting.

13D. Procedure for Calling General Meetings

- (i) Notice of each General Meeting shall be given at least seven (7) days prior to the date appointed for the meeting by forwarding notice thereof by email to the email address held on the register of members. Such notice shall state that the meeting is to be the Annual General Meeting or a Special General Meeting or an ordinary General Meeting as the case may be and shall specify the place, date and time at which the meeting is called.

13E. Representation and Voting at General Meetings

- (i) Every member of the Society shall be entitled to attend general Meetings and shall (except in the case of Body Corporates or Associate members) have one vote.
- (ii) Along with the notice of a Special or Annual General Meeting, resolutions or motions known prior to the meeting which will be put to that meeting a proxy form for those unable to attend, must be circulated to all members allowing them to vote in absentee.
- (iii) Votes cast on resolutions moved at Annual General or Special General Meetings shall count and combine toward a total vote of the Society as a whole. Where separate meetings are held, individual members may if able, attend more than one such meeting but may not cast more than one vote overall on each motion proposed, as if said meetings were combined.
- (iv) Resolutions adopted at any ordinary General Meeting of a particular Branch shall, if so desired by the Branch, have the force of a call for a Special General Meeting of the Society as a whole.

13F. Quorum at General Meetings

- (i) The Chairperson plus three Ordinary members present personally shall constitute a quorum for a General Meeting.

13G. Procedure at General Meetings

- (i) At every General Meeting the Chairperson of the Committee shall preside as Chairperson of the meeting. If at any meeting the Chairperson shall not be present within ten minutes after the time appointed for the meeting or being present is unwilling or unable to act as such Chairperson, the Ordinary members present shall appoint one of their number to act as Chairperson of that meeting.
- (ii) At any meeting a resolution put to the vote of the meeting shall be decided on the voices or show of hands unless a poll is (before or on the declaration of the result of voices or on a show of hands) demanded by at least three members. Unless a poll is so demanded, a statement by the Chairperson that a resolution has on the voices or on a show of hands been carried or carried unanimously or by a particular majority or lost, as the case may be shall be binding on the meeting, and an entry to the effect of the Chairperson's statement in the minute book shall be conclusive evidence of the fact without proof of the number of or proportion of the votes recorded in favour of or against that resolution. If a poll is duly demanded it shall be taken in such a manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (iii) In the case of an equality of votes, the Chairperson of the meeting shall have no second or casting vote, and the resolution shall be lost.

#### **14. MEETINGS OF THE COMMITTEE**

- (i) The Committee may hold meetings from time to time at any convenient time and place that it shall appoint. Committee members may attend committee meetings by conference call.
- (ii) The Chairperson may from time to time convene a meeting of the Committee to be held at such convenient time and place as the Chairperson shall determine or shall convene a meeting upon the requisition of two members of the Committee stating the purpose for which such meeting is required.
- (iii) Notice of each meeting of the Committee shall be given by the Chairperson to all members thereof at least seven (7) days prior to the date appointed for the meeting by forwarding notice thereof, provided that a meeting may be held without such notice having been given if all members of the Committee with voting rights are present at the meeting and unanimously agree to transact the business of the meeting.

#### **15. PROCEEDINGS AT MEETINGS OF THE COMMITTEE**

- (i) At every meeting of the Committee the Chairperson shall preside as Chairperson thereof. If at any such meeting the Chairperson is not present within ten minutes after the time appointed for the holding of such meeting or is unwilling or unable to act as Chairperson, the Committee members present shall appoint one of their number to act as Chairperson of that meeting.
- (ii) The Chairperson shall have a deliberative vote but no second or casting vote.

- (iii) All motions before the Committee must be carried by a majority of Committee members present and entitled to vote. In the case of equality of voting, the motion is lost.
- (iv) No business shall be transacted at any meeting unless a quorum of the members thereof is present at the time when the meeting proceeds to business.
- (v) The Chairperson plus three members personally present shall constitute a quorum for any meeting of the Committee.

## **16. ACCOUNTS**

The National Treasurer shall prepare and submit to each Annual General Meeting an audited statement of the income and expenditure of the Society up to the end of the financial year and a Balance Sheet as at that date. The financial year of the Society shall end on the 31st of March of each year.

## **17. CONTROL OF FUNDS**

All monies received by or on behalf of the Society shall, unless as otherwise approved by the National Executive, forthwith be paid to the credit of the Society in a bank account(s) in such bank(s) or savings bank(s) as shall from time to time be decided upon by the National Executive and all cheques, promissory notes, drafts and other negotiable instruments and all receipts for money paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the National Executive from time to time by resolution shall determine.

## **18. SEAL**

The Common Seal of the Society shall be in the custody of the Treasurer and shall not be affixed to any deed or other document except by the authority of a

resolution of the National Executive and in the presence of two voting members of the National Executive who shall attest the affixing of the seal.

## **19. RESOLUTION**

A resolution in writing, signed by two-thirds of the Ordinary members of the Society shall be as valid and effectual as if it had been passed at a General Meeting of the members duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more of the members.

## **20. UTILISATION OF INCOME**

The income and property of the Society, howsoever derived, shall be applied solely towards the promotion of the objects of the Society. No proportion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Society, provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society, or prevent the payment of reasonable interest on money advanced by any member of the Society or reasonable and proper rent for premises demised or let by any member to the Society.

## **21. ALTERATIONS OF RULES**

- (i) These rules may be altered, added to, repealed or otherwise amended by a resolution passed by a two-thirds majority of those Ordinary members present or by proxy vote for those in absentee at a Special or Annual General Meeting, provided that fourteen days' notice shall be given to members of any proposed alteration.

- (ii) Every such notice shall set forth the resolution proposed and the purport of the proposed alteration, addition, repeal or other amendment and shall except as otherwise provided in this rule comply with Rule 14 hereof.
- (iii) Duplicate copies of every such alteration, addition, repeal or amendment shall forthwith be delivered to the Registrar in accordance with the requirements of the Act.
- (iv) No addition to or alteration or rescission of these Rules shall be approved if it in any way affects Clause 23, Disposal of Surplus Funds.

## **22. DISPOSITION OF SURPLUS FUNDS**

In the event of the Society being wound up either voluntarily or by the High Court, the surplus assets of the Society after payment of its liabilities and the expenses of the winding up shall, unless the High Court otherwise orders, vest in such incorporated society or societies or charitable trust or trusts in New Zealand as a General Meeting of the members of the Society may resolve.

- ENDS -

Signed:

Name

Signature

Date

_____	_____	_____
_____	_____	_____
_____	_____	_____