

# CONSTITUTION OF THE NEW ZEALAND GUILD OF FOOD WRITERS INC

## Name

1. The name of the society is the "The New Zealand Guild of Food Writers Incorporated".

## Objects

2. The objects of the Guild are:
  - (a) To provide an organisation and forum for professional food journalists and people in allied occupations in order to advance their interests and provide opportunity for liaison between Guild members.
  - (b) To promote and improve communication between food writers and consumers, the food industry generally and Government organisations.
  - (c) To promote and improve the standards of food writing in order to better the health and nutrition of people in New Zealand.
  - (d) To promote and improve the standards of food writing in order to better the knowledge of food and cooking skills of people in New Zealand.
  - (e) To encourage press, radio and the television media and other forms of media in its use of food journalism, to promote the other objects of the Guild and to support such journalism in the media.
  - (f) To promote and disseminate detailed and accurate health and nutrition information for the people of New Zealand.
  - (g) To provide opportunity for training and seminars to assist members of the Guild.
  - (h) To introduce appropriate awards as an incentive to encourage and improve food writing skills.
  - (i) To encourage and facilitate contact with similar overseas organisations.
  - (j) To provide a unified voice in approaches to and dealings with the New Zealand Government with a view to promoting other objects of the Guild.
  - (k) To establish an appropriate resource centre providing information, books, equipment and the like for the benefit of Guild members.
  - (l) To co-operate generally with others in matters of mutual concern and interest.
  - (m) To purchase, hire, make or provide and maintain machinery, motor vehicles, furniture implements, tools utensils, fittings and properties of every description, books, periodicals, stationery and any other thing required or which may be used conveniently in connection with any of the objects of the Guild.
  - (n) To purchase, take on lease, or in exchange or otherwise acquire any lands, buildings, easements or any real or personal property which may be required for the purposes of or conveniently used in connection with any of the objects of the Guild to sell, convey, transfer, assign, grant easements in respect of mortgage, give in exchange, lease, let out on hire, or otherwise dispose of the same.
  - (o) To construct, improve, alter, maintain any buildings or works necessary or convenient for the purposes of the Guild.
  - (p) To hire and employ and dismiss employees, agents, contractors, consultants and workers and to pay them and other persons in return for services rendered to the Guild salaries, wages, gratuities and pensions.
  - (q) To invest and to deal with the moneys of the Guild not immediately required upon securities and in such manner as may from time to time be determined.
  - (r) To borrow or raise and give security for money in such manner as the Guild shall think fit and in particular by the issue of or upon bonds, debentures, promissory notes or other

obligations or securities of the Guild secured upon its assets or otherwise or by mortgage or charge upon all or any part of the property of the Guild.

- (s) To do all such lawful things as are incidental or conducive to the attainment of the above objects or any of them.

### **Membership**

- 3. The Members of the Guild shall consist of:

- (a) Ordinary Professional Members
- (b) Associated Members
- (c) Corporate Members
- (d) Honorary and Life Members

- 4.

- (a) Ordinary Professional members shall be those persons admitted as members of the Guild who are in the reasonable opinion of the Executive Committee engaged as writers, journalists or any allied occupations and such other persons as the Executive Committee may from time to time deem suitable for membership
- (b) Associated Membership shall be open to those who, in the reasonable opinion of the Executive Committee, have a sincere interest in furthering New Zealand's health and nutrition or food knowledge through communication of media in all its forms.
- (c) Corporate Membership shall be open to companies and corporate bodies who have an interest in and/or carry on business involving food and have an interest in furthering food writing in all its forms. Admission to Corporate Membership shall be by way of resolution of not less than one half of the members for the time being of the Executive Committee voting on such resolution.
- (d) Honorary Membership for a period of one year may be granted to persons, at the discretion of the Executive Committee who, in the reasonable opinion of the Executive Committee, have a sincere interest in furthering the aims and objects of the Guild and its members and who by virtue of their position or their present efforts are likely to assist the Guild in the attainment of its objectives. Renewal of any such Honorary Membership shall require ratification by the Guild in General Meeting. Honorary Membership shall be limited to not more than four members at any one time.

Honorary Life Membership may be conferred on existing members of the Guild, the Executive Committee may recommend to the Annual General Meeting the granting of such Honorary Life Membership which shall be conferred on the vote of a two thirds majority of members present and voting at such Annual General Meeting. In making recommendations to the Annual General Meeting of the Guild the Executive Committee shall have regard to the length of the recipient's membership of the Guild, his or her services to food communication and his or her services to the Guild generally.

- 5. The Executive Committee may by resolution passed by not less than two thirds of its members voting resolve that any member, in the opinion of the Executive Committee, no longer qualifies as a member at the end of the then current financial year provided that:
  - (a) the Executive Committee shall give any such member at least 10 days prior notice of the meeting at which the issue of their qualification is to be discussed; and
  - (b) the member shall be given the opportunity to address the meeting.

- 6. All persons seeking membership to the Guild shall;

complete an application in the form prescribed from time to time by the Executive Committee. Admission to membership shall be at the discretion of the Executive Committee by resolution passed by not less than one half of the members of the Executive Committee voting, and sign a declaration confirming that they will agree to be bound by the Code of Professional Ethics.

## **Branches**

7. The Guild may establish branches in such places as are deemed appropriate in order to provide membership facilities for Guild members living in such areas. Such branches shall be self governing but shall act at all times within the Rules and Constitution and abide within such Rules and the wishes of the Guild.

## **Discipline**

8. Should any matter or question of an ethical nature arise it shall be referred to the Executive Committee, which shall establish an Ethics Committee to consider and determine the matter or question. The Ethics Committee shall call for an explanation from the member or members of the Guild in respect of whom the matter or question relates. Any decision of the Ethics Committee shall be final and shall be communicated to the Executive Committee who shall have the power to take such action as they consider appropriate, including suspension from the Guild. A resolution by the Executive Committee to suspend a member shall be valid only if passed by a majority of at least two thirds of the members of the Executive Committee voting. The Executive shall thereafter report on any such action to the membership of the Guild.
9. In every case the matter shall be determined by way of reinstatement, suspension for a time, or expulsion by the decision of the members of the Executive Committee present and voting. Such decision shall be effected by a majority vote. Any member so removed shall have the right of appeal to a General Meeting of the Society, provided that any such decision is not repugnant to the provisions of these Rules.
10. Any member of the Guild shall cease to be a member if:
  - (a) The member resigns in writing.
  - (b) The membership of the member is determined pursuant to any other provision hereof.
  - (c) The member becomes unfinancial in terms of Clause 29(b) hereof.

## **Voting**

11. Only financial Ordinary Professional Members and Honorary Life Members of the Guild shall be entitled to vote at meetings of members. Associate and Honorary Members and representatives of Corporate Members shall be entitled to attend all General Meetings and Guild functions and participate in discussion but shall not be entitled to move or second motions or to vote on any questions.

## **Officers**

12. The officers of the Guild shall consist of:
  - (a) Patron
  - (b) President
  - (c) Vice President
  - (d) Secretary
  - (e) Treasurer
  - (f) Immediate Past President

Guild officers as above set out shall unless otherwise determined by the Guild and the case of the Immediate Past President as provided in Clause 14 in General Meeting be elected for terms of two years. In no event shall the offices of President and Secretary and Vice President be held concurrently by one person.

13. The election of the President and Vice President shall be held in the same year and the election of the remaining officers shall be held in alternate years to the election of the President.
14. Upon the expiry of his or her term as President the person holding office shall act as the Immediate Past President and shall remain on the Executive Committee for a term of one year.

### **Executive Committee**

15. The Guild shall be governed by an Executive Committee consisting of the President, the Vice President, the Immediate Past President, the Secretary, the Treasurer and not less than three nor more than five financial members duly elected to the position. The Executive Committee shall have power to co-opt a further two members.

### **Elections**

16. The officers of the Guild and elected members of the Executive Committee shall be financial members of the Guild and shall be elected by those financial members present and voting at the relevant Annual General Meeting as provided in clauses 12 and 13.
17. Nominations for the Committee including the President and the Vice President shall be called for two months prior to the Annual General Meeting by the sending of a nomination form to voting members at the address recorded on the members list.
18. Nominations for the committee including the President and the Vice President shall be received in writing by the Secretary two weeks prior to the relevant Annual General Meeting provided that it shall not be necessary to, in the case of the position of President where the incumbent's term has expired, to nominate the Vice President who shall be deemed to have been nominated for the position of President nor shall it be necessary to nominate the outgoing President for the office of Immediate Past President.
19. Proxies and written votes for President and the Vice President will be accepted provided they are in a form authorised and approved from time to time by the Executive Committee.
20. Members absent from the meeting may be elected to office provided their acceptance of nomination is confirmed to the satisfaction of the Executive Committee in power at the date of such meeting.
21. If, upon expiry of the term of office of the current President no nominations for the office of President are received, the Vice President shall, if willing to act, be automatically deemed to have been elected as President.
22. The office of a member of the Executive Committee or any other office of the Guild shall be vacated if:
  - (a) The holder resigns his office in writing; or
  - (b) The holder dies or otherwise becomes incapable of performing the role of the office; or
  - (c) The holder ceases to be a financial member of the Guild.
23. If any office excluding that of President or Vice President of the Guild becomes vacant, or there is any vacancy in the elected members of the Executive Committee, such vacancy may be filled by appointment or appointments made by resolution of the remaining members of the Executive Committee and any member appointed to such vacancy shall hold office until the next ensuing Annual General Meeting at which the office held by that person would be subject to election under clauses 12 and 13.
24. If the office of President becomes vacant the Vice President, if willing to act, shall be deemed appointed as President.
25. No member of the Guild shall hold the office of President, or Vice President for more than two terms of two years each in succession.

## **Management**

26. The management and control of the affairs of the Guild shall be vested in the Executive Committee which shall have and may exercise all the powers of the Guild which are not expressly required to be exercised by the Guild in General Meeting or as otherwise provided in these Rules.
27. In addition the Executive Committee may also exercise and perform the following powers and duties:
  - (a) Employ and dismiss officers, servants, agents and contractors.
  - (b) Carry out all contracts entered into by the Guild.
  - (c) Purchase, lease, take in exchange or otherwise acquire for the Guild any real property upon such terms and conditions as the Executive Committee thinks fit and to give and execute mortgages over the lands purchased to secure the balance of purchase money and to sell any lands.
  - (d) Purchase, lease, take in exchange or otherwise acquire personal property or any kind whatsoever and to sell, lease, let out on hire, or otherwise dispose of any personal property of the Guild upon such terms and conditions as the Executive Committee in its absolute discretion shall judge expedient.
  - (e) Erect, construct and maintain such buildings, fences and works as it considers necessary to enter into contracts in respect thereof.
  - (f) Borrow or raise or secure the payment of money in such manner as the Executive Committee shall think fit and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Guild's property (both present and future) and to purchase, redeem or pay off any such securities.
  - (g) Delegate any of its powers or duties to a sub-committee or sub-committees consisting of such person or persons as may be thought fit.
  - (h) Define privileges to attach to membership of the Guild or to any classes thereof: Provided that no such power shall be exercised without the approval of an ordinary resolution of the members, if the result of the exercise of the power is to commit the Guild to expenditure of more than \$15,000

## **Funds**

28. All monies received by the Guild shall be immediately given to the treasurer or such other person as authorised from time to time by the Executive Committee for deposit into the account of the Guild at its bankers, and cheques or orders drawn upon its bankers shall be signed by such person or persons as the Executive Committee shall from time to time direct.
29. The surplus funds of the Guild may from time to time be invested by the Executive Committee in such manner and upon such securities as may be approved by the Executive committee. All such investments shall be made in the name of the Guild or in the name or names of a Trustee or trustees for the Guild, such trustee or trustees to be appointed by the Executive Committee.

## **Financial Year**

30. The Guild's financial year shall run from 1 August in each year to 31 July in the following year.

## **Common Seal**

31. The Guild shall have a Common Seal which shall be kept in the custody of the Secretary and shall not be affixed to any document or instrument except in pursuance of a resolution of the Executive Committee and in the presence of two members of the Executive Committee who shall sign every document or instrument to which the seal is affixed.

### **Bank Account**

32. The bank account of the Guild shall be maintained at a bank as may be determined from time to time by the Executive. Cheques shall be signed by the President/Secretary/Treasurer and countersigned by a member of the Executive, chosen by the Executive.

### **Annual Meeting**

33. The Annual General Meeting of the Guild shall be held in such month as the Executive Committee shall determine provided that no more than 13 months\* shall elapse between each Annual General Meeting.
34. The business of an Annual General Meeting shall be to receive and consider the accounts for the preceding financial year; to elect officers and members of the Executive Committee; to determine the subscriptions to be paid by members in respect of the current financial year; to consider such other business which may be legally and properly brought forward at such meeting.

### **Special Meeting**

35. The Executive Committee may whenever it thinks fit, and it shall on a requisition signed by not less than ten (10) percent financial members entitled to vote at meetings of the Guild, convene within twenty-eight days after the receipt of such requisition a Special General Meeting, provided that the nature of any special business is clearly stated in such requisition.
36. No business shall be transacted at any Special General Meeting other than business of which notice has been given to the Secretary-Treasurer at least twenty-one clear days before the date of such meeting.

### **Notices**

37. At least twenty-eight days' notice of an Annual General Meeting and at least seven days' notice of a Special General Meeting shall be given to members of the Guild. Such notice shall state the date, time and place of such meeting, and the nature of the business to be considered at such meeting, and no business shall be transacted at any General Meeting of the Guild other than business of which notice has been given in accordance with this rule.

### **Quorum**

38. At any General Meeting of the Guild twenty\*\* (20) percent of the members of the Guild entitled to attend and vote at the meeting, present personally or by proxy, shall constitute a quorum.
39. If within 30 minutes of the time stated in the notice of meeting as the time of commencement of the meeting a quorum is not present:
  - (a) In the case of a meeting called on requisition of members under clause 34, the meeting shall be deemed to have been dissolved.
  - (b) In the case of any other meeting, may, if the majority of members present so resolve, be adjourned to such other date, time and place as may be resolved. If at the adjourned meeting a quorum is not present with 10 minutes after the time appointed for the meeting the members present will constitute a quorum.
40. At any meeting of the Executive Committee five members shall constitute a quorum.

### **Voting At General Meetings**

41. At every general meeting of the Guild the President shall chair the meeting or, in the President's absence, the Secretary, or in his or her absence also, such other person as the financial members present at such meeting shall appoint.

If there is an equality of votes on any question the Chair shall have a casting vote in addition to a deliberative vote. Every question submitted to a meeting of the Guild shall be decided in the first instance on the voices and a declaration by the Chair that a resolution has been carried or lost on the voices and an entry minuted to that effect shall be conclusive evidence that such resolution has been carried or lost as the case may be PROVIDED THAT any Ordinary Professional Member

present may demand a show of hands in which case the Chair shall take a show of hands and shall declare the resolution to have been carried or lost in accordance with votes recorded by the last named method PROVIDED FURTHER that any five or more Ordinary Professional Members present may demand that the question be decided by ballot in which case a ballot shall be taken in such manner as the Chair directs and the result of the ballot shall be deemed to be the resolution of the Guild in General Meeting.

### **Subscriptions**

42.

- (a) The subscriptions and joining fee payable by Ordinary Professional Members and Corporate Members of the Guild shall be determined at each general meeting and shall fall due and payable at the beginning of the next financial year. Any person becoming a member in the interim period will be levied at the new rate pro rata.
- (b) If any Ordinary Professional Member or Corporate Member fails to pay their or its subscription to the Guild within three months of such subscriptions becoming due and payable, membership shall cease.

### **Alteration Of Rules**

43. These Rules may be altered, deleted, added to or rescinded at any Annual General Meeting or Special General Meeting of the Guild subject to the following conditions:

- (a) Notice stating the proposed alteration, deletion, addition to or rescission of the Rules shall be given to each member.
- (b) The meeting may amend such proposals.
- (c) Any resolution to effect any alteration, deletion, addition to or rescission of the Rules shall be passed by not less than three quarters in number of the members present either in person or by proxy and entitled to vote.

### **Liquidation**

44.

- (a) The Guild may be put into liquidation if at a General Meeting called in the same manner as under clause 33 the members resolve to appoint a liquidator and such resolution if confirmed at a subsequent General Meeting of the Guild called for that purpose and held not earlier than 30 days after the date on which the resolution to be confirmed was passed.
- (b) For the purpose of clause 44(a) a resolution shall be deemed to be carried or confirmed, as the case may be, if passed by a majority of the members voting at the General Meeting whether in person or by proxy.
- (c) Upon the Guild being liquidated the property of the Guild shall be disposed of in such manner as the members voting in general meeting may determine.

45. In the event of any dispute, doubt or difference arising as to the interpretation of these Rules or any of them, the matter shall be referred to an appropriately qualified barrister and solicitor of the High Court of at least ten years standing whose decision in respect of such dispute, doubts or difference shall be final and binding.

### **NOTES:**

#### **Remits ratified and adopted at AGM 17October2014**

- \*Clause 12(c): changed by remit at AGM to remove President Elect and replace with Vice President.
- \*\*Clause 13: changed by remit at AGM to remove that the election of the President and President Elect shall be held in alternate years. Replace with both to be elected in same year.
- \*\*\*Clauses 15,17,18,19,21,23,24,25: changed by remit President Elect replaced with Vice President

#### **Updated Constitution and Code of Ethics Adopted November 5, 2011**

- \*Clause 32: changed by remit at AGM from 12 months.
- \*\*Clause 37: changed by remit at AGM from 30 percent.