

# Motion Designers Guild of Aotearoa Incorporated - Constitution Rules

## 1.0 Name

1.1 The name of the society is Motion Designers Guild of Aotearoa Incorporated ("**the Society**").

1.2 The **Society** is constituted by resolution dated 11th of December 2022.

## 2.0 Registered Office

2.1 The Registered Office of the **Society** is 2/5 Patterson St, Sandringham, Auckland 1041.

## 3.0 Purposes of Society

3.1 The purposes of the **Society** are to:

The Motion Designers Guild of Aotearoa exists to guide, protect and support our members; to represent their aims; to promote its members' collective employment interests; to teach and exchange ideas and to grow recognition for the value we bring to our industry.

### Our objectives:

**Creative and technical excellence:** Providing opportunities to upskill, improving industry training programmes, and creating apprenticeship opportunities.

**Representation:** Proactively engaging in industry discussions and problem-solving, and vigorously advocating for our members in government and industry negotiations. We are committed to significantly improving conditions for our members, and feel this is key to maintaining a vibrant, creative and technically innovative workforce.

**Promoting our craft:** Marketing, networking and highlighting our capabilities, at home and abroad.

**Building diversity:** Addressing the gender pay gap, establishing flexible workplaces, building cultural competence, championing underrepresented communities.

**Accessibility** identify, prevent, and remove barriers to participation for disabled people, tāngata whaikaha Māori, and others with accessibility needs.

**Health and wellbeing:** Establishing health and safety guidelines specific to our sector. Addressing parental leave, mental health, work conditions, retirement strategies, insurance coverage and hours.

**Collegiality and community:** Regular workshops, masterclasses, networking events and celebrations and professional directory.

**Intended outcomes:**

- Increased awareness and connection amongst practitioners in our sector
- A wider industry understanding of the realities, requirements and value of motion design
- World-class professional, technical and creative standards across our sector
- A healthy, happy, diverse workforce with clear career pathways and support
- A vibrant and sustainable industry for the long term

3.2 Pecuniary gain is not a purpose of the Society.

## MANAGEMENT OF THE SOCIETY

### 4.0 Managing Committee

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

1. The Chair/President;
2. The Vice Chair/President
3. The Secretary;
4. The Treasurer; and
5. Such other Members as the **Society** shall decide.

4.2 Only Members of the **Society** may be **Committee Members**.

4.3 There shall be a minimum of three **Committee Members**, in addition to the **Officers**.

### 5.0 Appointment of Committee Members

5.1 At a **Society Meeting**, the **Members** may decide by majority vote:

1. How large the **Committee** will be;
2. Who shall be the **Chair/President, Secretary, and Treasurer**;
3. Whether any **Committee Member** may hold more than one position as an officer;
4. How long each person will be a **Committee Member** (“**the Term**”).

## 6.0 Cessation of Committee Membership

6.1 Persons cease to be **Committee Members** when:

1. They resign by giving written notice to the **Committee**.
2. They are removed by majority vote of the **Society** at a **Society Meeting**.
3. Their **Term** expires.

6.2 If a person ceases to be a **Committee Member**, that person must within one month give to the **Committee** all **Society** documents and property.

## 7.0 Nomination of Committee Members

7.1 Nominations for members of the **Committee** shall be called for at least 10 days before an **Annual General Meeting**. Each candidate shall be proposed and seconded in writing by **Members** and the completed nomination delivered to the **Secretary**. Nominations shall close at 5pm on the fifth day before the **Annual General Meeting**. [See also rule 21.4(b)] All retiring members of the **Committee** shall be eligible for re-election.

7.2 The **Committee** must include:

1. At least 25% women
2. One of the **Officers** must be a woman

7.3 If the position of any **Officer** becomes vacant between **Annual General Meetings**, the **Committee** may appoint another **Committee Member** to fill that vacancy until the next **Annual General Meeting**.

7.4 If the position of any **Committee Member** becomes vacant between **Annual General Meetings**, the **Committee** may appoint another **Society Member** to fill that vacancy until the next **Annual General Meeting**.

7.5 If any **Committee Member** is absent from three consecutive meetings without leave of absence the **Chair/President** may declare that person's position to be vacant.

7.6 The **Committee** must always strive for balanced representation that reflects the diversity of Aotearoa New Zealand's society, including, but not limited to, diversity of gender, ethnicity, disability, sexuality, age and geography;

## 8.0 Role of the Committee

8.1 Subject to the rules of the **Society** ("The Rules"), the role of the **Committee** is to:

1. Administer, manage, and control the **Society**;
2. Carry out the purposes of the **Society**, and **Use Money** or **Other Assets** to do that;
3. Manage the **Society's** financial affairs, including approving the annual financial statements for presentation to the **Members** at the **Annual General Meetings**;
4. Set accounting policies in line with generally accepted accounting practice
5. Delegate responsibility and co-opt members where necessary
6. Ensure that all **Members** follow the **Rules**;
7. Decide how a person becomes a **Member**, and how a person stops being a **Member**;
8. Decide the times and dates for **Meetings**, and set the agenda for **Meetings**;

9. Decide the procedures for dealing with complaints;
10. Set **Membership** fees, including subscriptions and levies;
11. Make regulations.

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

8.3 All decisions of the **Committee** shall be by a majority vote. In the event of an equal vote, the **Chair/President** shall have a casting vote, that is, a second vote.

8.4 Decisions of the **Committee** bind the **Society**, unless the **Committee's** power is limited by these **Rules** or by a majority decision of the **Society**.

## 9.0 Roles of Committee Members

9.1 The **Chair/President** is responsible for:

1. Ensuring that the **Rules** are followed;
2. Convening **Meetings** and establishing whether or not a quorum (half of the **Committee**) is present;
3. Chairing **Meetings**, deciding who may speak and when;
4. Overseeing the operation of the **Society**;
5. Providing a report on the operations of the **Society** at each **Annual General Meeting**.

9.2 The **Secretary** is responsible for:

1. Recording the minutes of **Meetings**;
2. Keeping the **Register of Members**;
3. Holding the **Society's** records, documents, and books except those required for the **Treasurer's** function;
4. Receiving and replying to correspondence as required by the **Committee**;
5. 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**.
6. Advising the **Registrar of Incorporated Societies** of any rule changes;

9.3 The **Treasurer** is responsible for:

1. Keeping proper accounting records of the **Society's** financial transactions to allow the **Society's** financial position to be readily ascertained;
2. Preparing annual financial statements for presentation at each **Annual General Meeting**. These statements should be prepared in accordance with the **Societies'** accounting policies (see 8.1.d).
3. Providing a financial report at each **Annual General Meeting**;
4. Providing financial information to the **Committee** as the **Committee** determines.

## 10.0 Committee Meetings

10.1 **Committee** meetings may be held via video or telephone conference, or other formats as the **Committee** may decide;

10.2 No **Committee Meeting** may be held unless more than half of the **Committee Members** attend;

10.3 The **Chair/President** shall chair **Committee Meetings**, or if the **Chair/President** is absent, the **Committee** shall elect a **Committee Member** to chair that meeting;

10.4 Decisions of the **Committee** shall be by majority vote;

10.5 The **Chair/President** or person acting as **Chair/President** has a casting vote, that is, a second vote;

10.6 Only **Committee Members** present at a **Committee Meeting** may vote at that **Committee Meeting**.

10.7 Subject to these **Rules**, the **Committee** may regulate its own practices;

10.8 The **Chair/President** or his nominee shall adjourn the meeting if necessary.

10.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting 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 **Chair/President** of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The **Chair/President** may with the consent of any **Society 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.

## **SOCIETY MEMBERSHIP**

### **11.0 Types of Members**

11.1 Membership may comprise different classes of membership as decided by the **Society**.

11.2 **Members** have the rights and responsibilities set out in these **Rules**.

11.3 The classes of membership and the method by which **Members** are admitted to different classes of membership are as follows:

1. **Member:** A **Member** is an individual or body corporate admitted to membership under these **Rules** and who or which has not ceased to be a **Member**.
2. **Life Member:** A **Life Member** is a person honoured for highly valued services to the **Society** elected as a **Life Member** by resolution of a **General Meeting** passed by a two-thirds majority of those **Members** present and voting. A **Life Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member** except those of paying subscriptions.
3. **Honorary Member:** An **Honorary Member** is a person honoured for services to the **Society** or in an associated field elected as an **Honorary Member** by resolution of a **General Meeting** passed by a simple majority of those present and voting. An **Honorary Member** has no membership rights, privileges or duties.
4. **Student/Graduate Member:** A **Student/Graduate Member** is a **Member** who is in study or has graduated within the last 2 years. A **Student/Graduate Member** shall have all the rights and privileges of a **Member** and shall be subject to all the same duties as a **Member**.

## 12.0 Admission of Members

12.1 To become a **Member**, a person (“**the Applicant**”) must:

1. Complete an application form, if the **Rules, Bylaws or Committee** requires this; and
2. Supply any other information the **Committee** requires.

12.2 The **Committee** may interview the **Applicant** when it considers **Membership** applications.

12.3 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.

## 13.0 The Register of Members

13.1 The **Secretary** shall keep a register of **Members** (“**the Register**”), which shall contain the names, the postal and email addresses and telephone numbers of all **Members**, and the dates at which they became **Members**.

13.2 If a **Member’s** contact details change, that **Member** shall give the new postal or email address or telephone number to the **Secretary**.

13.3 Each **Member** shall provide such other details as the **Committee** requires.

13.4 **Members** shall have reasonable access to the **Register of Members**.

## 14.0 Cessation of Membership

14.1 Any **Member** may resign by giving written notice to the **Secretary**.

14.2 Membership terminated in the following way:

1. If, for any reason whatsoever, the **Committee** is of the view that a **Member** is breaching the **Rules** or acting in a manner inconsistent with the purposes of the **Society**, the **Committee** may give written notice of this to the **Member** (“**the Committee’s Notice**”). The **Committee’s Notice** must:
  - a. Explain how the **Member** is breaching the **Rules** or acting in a manner inconsistent with the purposes of the **Society**;
  - b. 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**.
  - c. State that if, within 14 days of the **Member** receiving the **Committee’s Notice**, the **Committee** is not satisfied, the **Committee** may in its absolute discretion immediately terminate the **Member’s Membership**.
  - d. State that if the **Committee** terminates the **Member’s Membership**, the **Member** may appeal to the **Society**.
2. Fourteen days after the **Member** receives the **Committee’s Notice**, the **Committee** may in 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 **Society** 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**.

3. If the **Member** gives the **Member's Notice** to the **Secretary**, the **Member** will have the right to be fairly heard at a **Society 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 **Society 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 **Society Meeting**.
4. When the **Member** is heard at a **Society Meeting**, the **Society** may question the **Member** and the **Committee Members**.
5. The **Society** shall then by majority vote decide whether to let the termination stand, or whether to reinstate the **Member**. The **Society's** decision will be final.

## 15.0 Obligations of Members

15.1 All **Members** (and **Committee Members**) shall promote the purposes of the **Society** and shall do nothing to bring the **Society** into disrepute.

## MONEY & OTHER ASSETS OF THE SOCIETY

### 16.0 Use of Money and Other Assets

16.1 The **Society** may only **Use Money** and **Other Assets** if:

1. It is for a purpose of the **Society**;
2. It is not for the sole personal or individual benefit of any **Member**; and
3. That **Use** has been approved by either the **Committee** or by majority vote of the **Society**.

16.2 As a not-for-profit organisation, the **Officers** and **Members** may not receive any distributions of profit or income from it.

This does not prevent **Officers** or **Members**:receiving reimbursement of actual and reasonable expenses incurred, or entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms length, relative to what would occur between unrelated parties.

Provided no **Officer** or **Member** is allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family or any associated entity.

### 17.0 Joining Fees, Subscriptions and Levies

17.1 If any **Member** does not pay a **Subscription** or levy by the date set by the **Committee** or the **Society**, the **Secretary** will give written notice that, unless the arrears are paid by a nominated date, the **Membership** will be terminated. After that date, the **Member** shall (without being released from the

obligation of payment of any sums due to the **Society**) have no **Membership** rights and shall not be entitled to participate in any **Society** activity.

## 18.0 Additional Powers

18.1 The **Society** may:

1. Employ people for the purposes of the **Society**;
2. Exercise any power a trustee might exercise;
3. Invest in any investment that a trustee might invest in;
4. Borrow money and provide security for that if authorised by Majority vote at any **Society Meeting**.

## 19.0 Financial Year

19.1 The financial year of the **Society** begins on 01/04 of every year and ends on 31/03 of the next year.

## 20.0 Assurance on the Financial Statements

20.1 No review or audit of the annual financial statements is required unless a review or audit is requested by 5% of the **Members** at any properly convened **Society Meeting**.

## CONDUCT OF MEETINGS

### 21.0 Society Meetings

21.1 A **Society Meeting** is either an **Annual General Meeting** or a **Special General Meeting**.

21.2 The **Annual General Meeting** shall be held once every year no later than five months after the **Society's** balance date. The **Committee** shall determine when and where the **Society** shall meet within those dates.

21.3 **Special General Meetings** may be called by the **Committee**. The **Committee** must call a **Special General Meeting** if the **Secretary** receives a written request signed by at least 10% of the **Members**.

21.4 The **Secretary** shall:

1. Give all **Members** at least 14 days Written Notice of the business to be conducted at any **Society Meeting**
2. Additionally, the **Secretary** will provide, appropriate:
  - a. A copy of the **Chair/President's Report** on the **Society's** operations and of the **Annual Financial Statements** as approved by the **Committee**,
  - b. A list of **Nominees** for the **Committee**, and information about those **Nominees** if it has been provided. (The **Secretary** must not provide **Members** with information exceeding one side of an A4 sheet of paper per **Nominee**)
  - c. Notice of any motions and the **Committee's** recommendations about those motions.



- d. If the **Secretary** has sent a notice to all **Members** in good faith, the **Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the notice.

21.5 All **Members** may attend and vote at **Society Meetings**.

21.6 No **Society Meeting** may be held unless at least 5 eligible **Members** attend. (This will constitute a quorum.)

21.7 All **Society Meetings** shall be **Chaired** by the **Chair/President**. If the **Chair/President** is absent, the **Society** shall elect another **Committee Member** to **Chair** that meeting. Any person **Chairing** a **Society Meeting** has a casting vote.

21.8 On any given motion at a **Society Meeting**, the **Chair/President** shall in good faith determine whether to vote by:

1. Voices;
2. Show of hands; or
3. Secret ballot.

However, if any **Member** demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the **Chair/President** will have a casting, that is, second vote.

21.9 The business of an **Annual General Meeting** shall be:

1. Receiving any minutes of the previous **Society's Meeting(s)**;
2. The **Chair/President's** report on the business of the Society;
3. The **Treasurer's** report on the finances of the **Society**, and the **Annual Financial Statements**;
4. Election of **Committee Members**;
5. Motions to be considered;
6. General business.

21.10 The **Chair/President** or his nominee shall adjourn the meeting if necessary.

21.11 Adjourned Meetings: If within half an hour after the time appointed for a meeting 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 **Chair/President** of the **Society**, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The **Chair/President** may with the consent of any **Society 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.

## 22.0 Motions at Society Meetings

22.1 Any **Member** may request that a motion be voted on ("**Member's Motion**") at a particular **Society Meeting**, by giving written notice to the **Secretary** at least 28 days before that meeting. The **Member** may also provide information in support of the motion ("**Member's Information**"). The **Committee** may in its absolute discretion decide whether or not the **Society** will vote on the motion. However, if the **Member's Motion** is signed by at least 10% of eligible **Members**:

1. It must be voted on at the **Society Meeting** chosen by the **Member**; and
2. The **Secretary** must give the **Member's Information** to all **Members** at least 14 days before the **Society Meeting** chosen by the **Member**; or

3. If the **Secretary** fails to do this, the **Member** has the right to raise the motion at the following **Society Meeting**.

22.2 The **Committee** may also decide to put forward motions for the **Society** to vote on (“**Committee Motions**”) which shall be suitably notified.

## COMMON SEAL

### 23.0 Common seal

23.1 The **Committee** shall provide a common seal for the **Society** and may from time to time replace it with a new one.

23.2 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 **President** and countersigned by the **Secretary** or a member of the **Committee**.

## ALTERING THE RULES

### 24.0 Altering the Rules

24.1 The **Society** may alter or replace these **Rules** at a **Society Meeting** by a resolution passed by a two-thirds majority of those **Members** present and voting.

24.2 Any proposed motion to amend or replace these **Rules** shall be signed by at least 10% of eligible **Members** and given in writing to the **Secretary** at least 28 days before the **Society Meeting** at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

24.3 At least 14 days before the **General Meeting** at which any **Rule** change is to be considered the **Secretary** shall give to all **Members** written notice of the proposed motion, the reasons for the proposal, and any recommendations the **Committee** has.

24.4 When a **Rule** change is approved by a **General Meeting** no **Rule** change shall take effect until the **Secretary** has filed the changes with the **Registrar of Incorporated Societies**.

24.5 No addition to, deletion from or alteration of the organisation’s **Rules** shall be made which would allow personal pecuniary profits to any individuals. 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.

## BYLAWS

### 25.0 Bylaws to govern the Society

25.1 The **Committee** may from time-to-time make, alter or rescind bylaws for the general management of the society, so long as these are not repugnant to these rules or to the provisions of law. All such bylaws shall be binding on members of the **Society**. A copy of the bylaws for the time being, shall be available for inspection by any member on request to the **Secretary**.

## WINDING UP

### 26.0 Winding up

26.1 If the **Society** is wound up:

1. The **Society's** debts, costs and liabilities shall be paid;
2. Surplus **Money and Other Assets** of the **Society** may be disposed of:
  - a. By resolution; or
  - b. According to the provisions in the **Incorporated Societies Act 1908**; but
3. No distribution may be made to any **Member**;
4. The surplus **Money and Other Assets** shall be distributed to: [see S.27 of the Act]
  - a. Youth Arts New Zealand (YANZ)
  - b. Auckland City Mission

## DEFINITIONS

### 27.0 Definitions and Miscellaneous matters

27.1 In these **Rules**:

1. "**Majority vote**" means a vote made by more than half of the **Members** who are present at a **Meeting** and who are entitled to vote and voting at that **Meeting** upon a resolution put to that **Meeting**.
2. "**Money or Other Assets**" means any real or personal property or any interest therein, owned or controlled to any extent by the **Society**.
3. "**Society Meeting**" means any **Annual General Meeting**, or any **Special General Meeting**, but not a **Committee Meeting**.
4. "**Use Money or Other Assets**" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, **Money or Other Assets**.
5. "**Written Notice**" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
6. It is assumed that
  - a. Where the singular is used, plural forms of the noun are also inferred

- b. Headings are a matter of reference and not a part of the rules
- 7. Matters not covered in these rules shall be decided upon by the **Committee**.

**AMENDMENT OF RULES - JUNE 26th, 2023**

**28.0 Amendment of Rules - June 26th, 2023**

28.1 The **Rules** set out above include amendments approved by resolution pursuant to clause 24.0 at the **Society's Annual General Meeting** on June 26th, 2023

Signed: 

Name: Shaun Madgwick, Chair MDGA

Signed: 

Name: Rich Nosworthy, Member MDGA

Signed: 

Name: Timo Lenton, Member MDGA