

The Constitution of The Auckland Guild of Winemakers and Brewers (Rev. 2024)

Created April 2014

Revised and ratified at the AGM 24th April 2024.

1. The Name of the Guild

This Guild shall be known as The Auckland Guild of Winemakers and Brewers. It will be understood as such whenever 'The Guild' is mentioned in this text.

2. Aims and Objectives

- a) To remain a convivial association of amateur winemakers and brewers, and persons with kindred interests.
- b) To foster and improve skill in the art of home brewing and winemaking.
- c) To encourage the showing and judging of homemade wines, beers and the like.
- d) To promote the appreciation of wines and beers.
- e) To expand the fellowship among winemakers, brewers and similar societies.

3. Management

- a) The Guild shall be managed by a Committee of a minimum of four members who shall be nominated from the list of financial members and elected individually at an Annual General Meeting.
- b) At the AGM the members must elect a President, Secretary, Treasurer & one other as a minimum.
- c) The elected Committee can suggest new Committee positions at the AGM to be filled as and when required. *Suggested* positions include but are not limited to:
 - Vice president
 - Webmaster
 - Newsletter editor / Communications
 - Librarian
 - Judging
 - Catering
 - Social function organizer
 - Property and awards.

The Committee may appoint other Guild members as and when required to assist with projects.

d) A separate document 'AGWB Committee reference document' is available for consultation on the Guild's website. This lists Committee members' roles and responsibilities for efficient running of the Guild.

e) The Committee shall manage the affairs of the Guild from time of their election until the next AGM.

f) In the period between Annual General Meetings, should a Committee member's resignation become effective, the remaining Committee members may arrange a bye-election at the next monthly meeting to fill the vacated post.

A Committee member's resignation becomes effective when:

- (1) A written resignation is accepted by the Committee, or,
- (2) A member's resignation is called for by a majority vote at a special general meeting. If a Committee member is absent without good cause from two consecutive Committee meetings, the remaining Committee may call for the absent member to tender their resignation.

g) The positions of President, Secretary and Treasurer are not to be held by the same member for more than four consecutive years.

h) Committee meetings shall take place as often as necessary but there shall be a minimum of five meetings a year.

i) This Constitution shall be binding on all members of the Guild but the provisions of this Constitution may be changed as provided for in section 10. However, the Committee can make amendments to the

'AGWB Committee reference document' to reflect the smooth running of the Guild, provided that the actions are in accordance with the Aims and Objectives as specified in this Constitution. Guild members are to be informed of such changes via the website or Guild newsletter.

j) Apart from the Annual and Special General Meeting, as far as possible the business of the Guild shall be conducted at Committee meetings and the members advised of proceedings and decisions by means of the Guild newsletter.

k) The Committee shall ensure that the minutes of each Annual General Meeting are made available via the newsletter.

l) This Constitution shall be reviewed by the Committee as necessary to incorporate any amendments agreed to. It shall then be posted on the Guild website.

4. [Membership](#)

a) All persons who are interested in amateur winemaking and home brewing and who are prepared to actively support the Guild in its aims and objectives may become a member by payment of the current subscription fees. A request for membership may be declined by the Committee, which shall not be required to give reasons for declining any nomination.

b) Guild activities involving the consumption of alcohol are restricted to persons 18 years old and over.

c) All members have a duty of care to ensure that Guild members do not become intoxicated or behave in a way that may lead to them to cause harm or damage to themselves, to others or to others property.

d) Membership of the Guild and participation in its activities shall continue only as long as a member has paid the subscription and remains a financial member (see section 5).

e) Honorary or Life Membership may be conferred at the discretion of the Committee upon a member for exceptional service to the Guild

f) Guild members shall abide by the rules of this Constitution. Members who do not comply, and / or whose actions are considered to be detrimental or prejudicial to the Guild, may be called upon by the Committee to show why they should not be expelled from the Guild. Every member so expelled by the Committee shall have the right of appeal at an Annual General Meeting, or a Special General Meeting, and members may by resolution confirm or reverse the Committee's decision. No person expelled shall have any claim whatsoever against the Guild or its members. An expelled member's name shall be deleted from the membership register and he/she will have to apply to re-join.

g) New members will be directed to the Guild website to read a copy of the latest constitution.

h) Visitors may attend Guild meeting but will be required to pay door money.

i) Prospective members may attend their first two meetings without obligation to join

j) The Guild emblem may be worn, displayed or used only by financial members of the Guild.

k) Annual General and Special General Meetings are open only to financial members. No other person may attend except when specifically invited to do so by the Committee. Any expelled member who wishes to exercise the right of hearing as stated above shall give notice of motion to do so as in section 7.

5. [Subscriptions](#)

a) The annual subscription shall be decided at the Annual General Meeting. The annual subscription shall be paid by the 31st May each year. Current membership ends on the 30th April, following the AGM and loss of voting rights and all other Guild privileges shall be automatic until the subscription is renewed.

b) The subscription fee for new members joining late in the year shall be the annual subscription

calculated on a pro rata basis.

c) The Guild's fee structure is determined by the Committee as deemed appropriate. This will be confirmed at each AGM.

d) The Committee may, at its absolute discretion, remit in full the subscription of a member who is unable to pay the current subscription because of sickness, suffering or hardship. Such member shall cease to have voting rights until their subscription is renewed.

6. Finance

a) Money belonging to the Guild shall be correctly accounted for by the Treasurer and deposited in such bank, savings bank or invested in such manner and under such conditions as the Committee may from time to time decide. Similarly, the Committee shall approve payments to meet debts of the Guild and may approve of other payments to further the Aims and Objectives set out in the Constitution.

b) The current account will require for withdrawals, the signatures of any two members of the Committee, or two trusted financial members of the Guild.

Withdrawals may be also made by electronic means via internet banking provided that funds are authorized by two Committee members or trusted financial members.

c) The Guild shall not borrow money unless it is approved at an Annual General Meeting. The purpose of any money borrowed must comply with the aims and objectives of the Guild

d) No guild member may derive personal pecuniary gain from Guild activities. This excludes reimbursement for guild expenditure or reasonable remuneration for services rendered to the Guild.

7. General Meetings

a) The Annual General Meeting of the Guild shall be held on the 4th Wednesday of April in lieu of the Ordinary Monthly Meeting and attendance shall be restricted to financial members and specifically invited guests approved by the Committee. Minutes of the previous Annual General Meeting shall be read and confirmed, with attention to business arising therefrom. Further business shall be to receive and record in the minutes, the President's annual report, a statement of income and expenditure and the balance sheet for the past and current year ending 31st March, election of the next Committee, and any general business.

b) A Special General Meeting may be called by the President, the Committee or by not less than six financial members at a reasonable time and place which may be in conjunction with any previously scheduled Guild meeting.

c) Annual and Special General Meetings shall be summoned via email or internet to financial members by the Secretary three weeks prior to the meeting. Such notice (which may be included as part of the monthly newsletter) shall state the business to be transacted at the meeting and in the case of the Annual General Meeting, shall call for nominations for the President and Committee. If more than one nomination is received for any Committee position, a secret ballot shall be held and two scrutinizers shall be appointed for that ballot. Nominations must be selected from the list of financial members. Before any member is nominated for the President or Committee, the proposer must firstly obtain said member's agreement to accept the nomination and secondly, confirm that the nominee has agreed to carry out the particular role. The single exception is where the nominee is the present office bearer.

d) Ordinary General Meetings shall be held on the fourth Wednesday of each month except April (AGM.) and December. The nature of these meetings shall be informal and brief details of them may be recorded in the monthly newsletter. All present are to sign the attendance register which is to be kept by the Treasurer.

e) New motions for Committee meetings will be accepted at any time. These may not necessarily be decided upon at the next Committee meeting but should be dealt with at the earliest possible time and the outcome published in the newsletter.

Notices of motion for Annual General or Special General Meetings must be given to the secretary 3 weeks before the scheduled date for the meeting and should be processed as for constitutional changes as set out in section 10.

8. [Quorums](#)

- a) A quorum at a Committee meeting shall consist of four members. The President or Vice President and the Secretary or Treasurer must be present.
- b) A quorum for other meetings shall be twelve financial members.

9. [Voting](#)

- a) At Annual General and Special General Meetings, only members who have a current, paid subscription for the preceding two months shall be entitled to vote.
- b) Any financial member may attend and be heard at a Committee meeting, but only Committee members shall be entitled to vote.
- c) At Ordinary Meetings every financial member shall be entitled to a vote.

10. [Alterations to the Constitution](#)

- a) The Constitution may be amended by the Committee or by a resolution passed by a majority vote at a Special General Meeting convened for that purpose, provided always that there is a quorum.

This specifically excludes the provisions contained in this section 10a, section 6e and section 13b which are required to maintain the Guild's non profit status for taxation purposes.

- b) Any financial member wishing to propose an alteration to the Constitution shall give notice in writing, supported by a seconder who must also be a financial member, to the Secretary at least three weeks before the meeting at which it is intended to propose said amendment. The proposal must include the specific new language to be used. An explanatory note of why the change is needed should be included as well.

[Note: the Committee may make amendments as provided for in section 3 without delay, but if an amendment is of major significance it shall be placed before an Annual General Meeting or a Special General Meeting called for that specific purpose as in section 10.]

- c) The Secretary shall give at least three weeks' notice of a Special General (or Annual General) Meeting wherein major Constitutional changes are to be proposed and such notice shall detail the purpose of the proposed amendment. The notice may be promulgated in the Guild monthly newsletter.

11. [Publicity](#)

The Secretary or President shall be responsible for communicating the affairs of the Guild to the media. No other Guild member shall become involved in this aspect without the express approval of the Committee. Such releases shall fairly and correctly represent the facts of the event and contain nothing that is detrimental to the aims and objectives set out in this Constitution.

12. [Affiliation](#)

The Guild may affiliate with kindred regional and national organisations provided that:

- (1) The activities of said organisation do not conflict with the aims and objectives of the Guild as stated in this Constitution.
- (2) This Guild does not become subordinate to said organisation.
- (3) No agreement be considered that gives said organisation any rights or access to the funds of the Guild.
- (4) Members of affiliated organisation may attend Guild meetings as visitors as set out in section 4.

13. [Dissolution](#)

- a) The Guild shall be dissolved only with the consent of a majority vote of at least twelve financial members at a Special General Meeting called for that purpose. In the event of there are less than

twelve financial members left in the Guild, a majority vote of the members attending said Special General Meeting shall decide upon dissolution. Note section 8.

b) If, upon the winding up or dissolution of the Guild there remains any property or assets whatsoever, these shall not be paid to or distributed among the members of the Guild.

Any money remaining in the Guild funds and other assets must be transferred to another non profit organisation of the Guilds choosing.

c) The Guild's printing blocks and any stationery with the Guild's name or emblem upon it shall be mutilated and destroyed.

14. [Committee Handover](#)

The previous Committee members should attend the first meeting of the new Committee to assist with a smooth transfer of Guild management.

15. [Disputes Resolution](#)

a) For the purpose of this clause: "Dispute" refers to any disagreement, controversy, or claim arising between members, between members and the Committee, or any other relevant parties.

b) Disputes Resolution Process

i. Internal Resolution: In the event of a dispute, members shall attempt to resolve the matter informally and internally by discussing the issue directly with the concerned party or parties involved.

ii. Mediation: If the dispute cannot be resolved through informal discussions, the parties involved shall attempt to resolve the dispute through mediation. Mediation shall be conducted by a neutral third party mutually agreed upon by the parties. The costs associated with mediation shall be shared equally among the parties unless otherwise agreed.

iii. Arbitration: If mediation is unsuccessful in resolving the dispute, the parties agree to submit the matter to arbitration. The arbitration shall be conducted in accordance with the Arbitration Act 1996 (or any subsequent legislation), and the decision of the arbitrator(s) shall be final and binding on all parties.

c) Exclusion of Legal Proceedings

The parties agree to refrain from initiating any legal proceedings (other than to enforce arbitration awards) until the dispute resolution process outlined in this clause has been exhausted.

d) Confidentiality

All discussions, negotiations, and documents related to the dispute resolution process shall be treated as confidential by all parties involved.

e) Continuation of Guild Affairs

During the dispute resolution process, the Guild shall continue to operate in accordance with its constitution and rules, and the Committee shall continue to carry out its duties and responsibilities.

f) Amendments

This disputes resolution clause may be amended by a resolution passed at a general meeting of the Guild, provided that notice of the proposed amendment has been given in accordance with section 10.

This Constitution revised (removed old clause about competitions and use of newsletter to publish AGM minutes. Added section about disputes as this is now a requirement of the Incorporated Societies legislation) and ratified at the AGM April, 2024

President _____

Vice President _____

Treasurer _____