



directors & editors guild of nz  
ngā kaiwherawhera kiriata

**CONSTITUTION  
DIRECTORS AND EDITORS GUILD  
OF  
NEW ZEALAND**

**28 November 2016**

**THE CONSTITUTION OF  
DIRECTORS AND EDITORS GUILD  
OF NEW ZEALAND INCORPORATED**

**1. NAME:**

The organisation shall be called **Directors and Editors Guild of New Zealand Incorporated**, (the GUILD).

**2. DEFINITIONS:**

Those retiring National Executive Members and any other persons appointed by the National Executive to the Advisory Board for the duration of a one year term

*Associate Directors:*

All individuals and organisations that support the Guild's aims and objectives not working as a full time screen and new media director

*Branch:*

A duly authorised and constituted branch of the Guild in any other location within New Zealand subject to the jurisdiction as defined by the National Executive. Each Branch will be governed by this Constitution and report to the National Executive. It is integral to The Guild as incorporated under Section 3 of the Incorporated Societies Amendment Act 1920

*Branch Executive:*

The duly elected Branch Executive which will comprise of President, 2 Vice Presidents, the Immediate Past President and between three and 9 other members.

*Directors:*

Film and television directors working within New Zealand or holding New Zealand residency and/or citizenship, who aspire to work or continue working as a screen and new media director.

*Editor Members:*

Screen and new media editors working within New Zealand or holding New Zealand residency and/or citizenship, who aspire to work or continue working as an editor in screen and new media,

## DEGNZ CONSTITUTION

### *Executive Director:*

The duly appointed person who shall fulfill the day to day role of managing the Guild and its affairs as the Guild's Executive Director

### *Full Members:*

All those directors who are identify themselves as directors and are taking steps to establish themselves or have establish themselves as directors.

### *The Guild:*

Directors and Editors Guild of New Zealand Incorporated

### *Immediate Past President:*

This is the Guild's President whose term has immediately completed prior to the appointment of the incumbent President.

### *Life Members:*

Those persons that the National Executive resolve to make Life Members.

### *National Executive:*

The duly elected National Executive members will comprise of the President, treasurer and up to 13 other members ("the Other National Executive Members"). The Immediate Past President shall also sit on the National Executive as an additional member.

### *National Office:*

The registered office of the Guild shall be at such place as the National Executive shall from time to time decide and any changes to the address of the registered office shall require the Executive Director to notify the Registrar.

### *National Treasurer:*

The duly elected National Executive Member who has been appointed to this position at the first National Executive Meeting following the National Annual General Meeting.

### *Vice-President*

The duly elected National Executive Member to this position.

### *Registrar:*

Registrar of Incorporated Societies

*President*

The duly elected National Executive Member to this position.

*The Other National Executive Members:*

Those duly elected or appointed members of the National Executive other than the President

*Vice-President*

The duly elected National Executive Member to this position

**3. AIMS AND OBJECTIVES:**

- 3.1 The Guild is a not for profit organization set up with the following aims:
- 3.2 To be the national and international representative and spokesperson for all members including screen and new media directors and editors.
- 3.3 To promote the role of the members as story teller and to inspire excellence and promote professionalism in the craft of screen direction.
- 3.4 To promote the well being of members including training and the establishment, promotion and protection of members' conditions of work, rates of pay and their intellectual property, artistic, legal, economic & moral rights and ethical standards.
- 3.5 To secure greater influence, visibility and support for the members with the screen and new media industry and other related bodies broadcaster and commissioners bodies, other funders, public and private sectors and the general public.
- 3.6 To own, run and manage the NZ Screen Awards in such manner as it deems appropriate.
- 3.7 To provide a range of services which will benefit the members including communication, negotiation, conciliation arbitration and advisory services in their relationship with employers, contractors and producers.
- 3.8 To identify and support institutions, facilities and other organisations and individuals that promote members' work and matters of common ground.
- 3.9 To affiliate with local, national or international bodies that are likely to benefit, protect or further the interest of the directors.
- 3.10 To promote equality of opportunity and recognise New Zealand cultural diversity and expression.

- 3.11 To enter into contractual and business arrangements which are deemed to be in the promote the aims of the Guild including holding, purchasing, leasing or mortgaging and otherwise with and in all forms of property and to raise money by borrowing on security of the property of the Guild of otherwise but at all times, ensuring that the Guild remains a not for profit organization.
- 3.12 To do all other things deemed necessary and desirable to achieve fulfillment of the preceding aims and objects in a manner consistent with the interests and welfare of the Guild.

#### **4. MEMBERSHIP**

- 4.1 Full Membership is open to all those directors and editors who identify themselves as directors and editors working within New Zealand or holding New Zealand residency and/or citizenship, who aspire to work or continue working as such in film and television.
- 4.2 Associate Membership is open to all individuals and organisations that support the Guild's aims and objects.
- 4.3 Application for membership shall be made in writing through the National Office.
- 4.4 The Guild reserves the right to decline any application for membership after due consideration.
- 4.5 All members and associate members are required to pay annual subscriptions, subject to the current policy of the National Executive.
- 4.6 The National Executive may by a resolution bestow life membership on any individual provided that:
  - 4.6.1 The National Executive serves written notice of such proposed resolution to all members of Guild seeking comments as to the suitability or unsuitability of such honour being bestowed, such comments to be delivered to the National Executive within 14 days of the said notice.
  - 4.6.2 The National Executive shall consider any comments received pursuant to Clause 4.6.1 at a National Executive Meeting and may at that meeting pass a resolution by a simple majority bestowing the said life membership.
  - 4.6.3 The National Executive may by the same process stated above, seek to revoke any such life membership if the National Executive deems that it is in the best interests of the Guild not to be further associated with the said life member.

## DEGNZ CONSTITUTION

- 4.6.4 A Life Member shall have the rights and privileges as an Ordinary Member except they shall not have voting rights
- 4.7 Members deemed to belong to the Guild shall have full voting and speaking rights at all general meetings of the Guild.
- 4.8 Any member that continues to be in arrears with their annual subscription, six months after written notification by the Guild of such arrears, shall be deemed to be "unfinancial" and disqualified from taking part in, or voting at meetings or postal ballots or making use of Guild service. Non-financial members may have their membership terminated at the discretion of the National Executive.
- 4.9 Membership of the Guild may be terminated by one month's notice in writing to the National Secretary. All subscriptions owing to the date of termination will still owing and can be collected by the Guild.
- 4.10 Any member ceasing to be a director within Clause 4.1, may by the National Executive passing a resolution by a simple majority, have his or her membership terminated at the end of the current subscription if it is in its considered opinion that the member's new or principal occupation is likely to prejudice that member's attitude towards the Guild's aims and objects or that the member's access to Guild information could frustrate the Guild in present or future negotiations with an employer.
- 4.11 The National Executive may by a two third majority vote, terminate the membership of any member if the National Executive, if by a considered opinion determines that the member has or will act contrary to the aims and objects of the Guild.

### **DUTIES OF MEMBERS**

- 5.1 All members are bound by this Constitution and shall, to the best of his/her ability further the aims and objects, interest and influence of the Guild and conduct themselves accordingly.

### **6 NATIONAL OFFICE AND BRANCH OFFICES**

- 6.1 The Guild shall maintain a National Office which will have jurisdiction and responsibility for all matters relating to the Guild.
- 6.2 For the sake of expediency, the Guild may determine it is in its best interests to set up Branches in any other location with a defined jurisdiction, which maybe varied at any time by the National Office. The Guild is not obliged to set up or maintain a Branch if the National Executive determines that there are insufficient members to justify the Branch or for any other reasons which may the National Executive finds compelling.
- 6.3 Each Branch will be governed by this Constitution and shall adopt such

## DEGNZ CONSTITUTION

Constitution as provided by the National Executive. Each Branch and report to the National Executive as an integral part of The Guild as incorporated under Section 3 of the Incorporated Societies Amendment Act 1920.

- 6.4 Members shall belong to the Branch having jurisdiction over the location of their residence provided that members in bordering areas may have their choice of Branch in accordance with their work and travel patterns.
- 6.5 In the event the Guild sets up Branches, each Branch shall have a Branch Committee as provided by its Constitution.

### **7. EXECUTIVE DIRECTOR AND OTHER STAFF**

- 7.1 The National Executive will appoint a person to manage the Guild's affairs on a day to day basis and this person shall be known as the Executive Director.
- 7.2 The Executive Director's responsibilities will be outlined in the Job Description prepared by the National Executive.
- 7.3 The Executive Director shall constitute an employee of the Guild and shall sit on the National Executive as an ex officio member without voting rights.
- 7.4 The Executive Director reports to the National Executive and in the absence of any National Executive resolution, shall seek instruction from the President.
- 7.5 At no time shall any National or Branch Executive member in his or her individual capacity instruct the Executive Director unless specifically authorised by the National Executive to do so.
- 7.6 The National Executive may appoint any other persons to work for the Guild and all such persons shall report to the Executive Director.

### **8. NATIONAL EXECUTIVE**

- 8.1 The National Executive shall at no time comprise fewer than seven National Executive Members or more than thirteen National Executive Members.
- 8.2 The National Executive shall comprise President, the Treasurer and the remaining National Executive members. The Immediate Past President shall be entitled to automatically sit on the National Executive and be included within the permitted number of National Executive Members. Where the Immediate Past President is unable to sit on the new National Executive, the AGM shall be entitled to fill that vacancy by appointing another member in lieu of that vacancy. Where there are Branches, each Branch shall be entitled to automatically have its President included within the National Executive.
- 8.3 The National Executive shall manage the Guild, its property, funds and business and is entrusted to ensure that the Guild operates in a manner

## DEGNZ CONSTITUTION

consistent with its aims and objects.

- 8.4 In the event that the National Executive is faced with a vacancy on its Board, it may co-opt a member to fill the vacancy until the vacancy is filled in accordance with this Constitution.
- 8.5 Any member of the National Executive is required to give not less than one month's notice of resignation.
- 8.6 Any National Executive Member who fails to attend three consecutive National Executive Meetings may by a vote of the remainder of the National Executive be asked to resign as a National Executive member.
- 8.7 In principle, the Guild deems it desirable to ensure that the National Executive be infused with new ideas and direction and therefore, that a National Executive Member shall not remain in office for more than three years in a row but in the event the Annual General Meeting deems it desirable, the Annual General Meeting may elect such Member/s for a further term/s.
- 8.8 The National Executive may elect to appoint any retiring National Executive Member to the Advisory Board and such appointment shall be for one year.

### **9. GUILD GENERAL MEETINGS**

- 9.1 The Annual General Meeting shall be held on a date in July (or whenever the executive sees fit) each year.
- 9.2 At least three weeks prior written notice of the proposed Annual General Meeting shall be given by the Executive Director to all members calling for any proposed remits or matters to be discussed at the said Annual General Meeting.
- 9.3 Any financial member is entitled to seek to have a remit or matter discussed at the said meeting provided however any such proposed remit or matter shall be submitted in writing no later than fourteen days prior to the date of the Annual General Meeting to the Executive Director signed by a proposer and seconder, both of whom are required to be financial members.
- 9.4 The Executive Director shall no later than seven days prior to the date of the Annual General Meeting, circulate to all members the Agenda, notices of motion and any other materials for the Annual General Meeting.
- 9.5 Any member may, by submitting to the Executive Director, a written request from at least 7 financial members of the Guild, seek to call an Extraordinary General Meeting.
- 9.6 Upon receipt of such written request, the Executive Director shall nominate a date for an Extraordinary General Meeting and circulate to all members a



notice of such meeting.

- 9.7 The Guild may at such meeting consider any matter raised on the Agenda provided however that any proposed remit must be submitted in writing to the Executive Director and circulated to all financial members no later than seven days prior to the date of the Extraordinary General Meeting.
- 9.8 All meetings shall be conducted in accordance to the Meeting Protocol set out in Annexure 1.
- 9.9 The quorum for any General Meeting shall be no less than 10 financial members present and may be made up by proxies recorded prior to the said Meeting.
- 9.10 Votes may be recorded personally or by proxy. The proxy must received by the Executive Director before the meeting at which it is proposed to be used. A written instrument appointing a proxy shall be signed by the member making the appointment and shall be in the following form or other form as the Guild shall approve: **I, being a member of the Directors and Editors Guild of New Zealand hereby appoint ..... as my proxy to vote for me on my behalf at the Annual General Meeting of the guild to be held on the ..... or at any adjournment thereof. Date: ..... Signature: .....**

**10. ELECTION OF NATIONAL EXECUTIVE**

- 10.1 Nominations for election to the National Executive shall be called by the Executive Director in keeping with the following clauses.
- 10.2 The Executive Director shall call for nominations for the positions of President, Treasurer and other National Executive Members.
- 10.3 All nominations shall be signed by the proposer, seconder and nominee all being financial members and forwarded direct to the Executive Director no later than twenty one days prior to the date set for the National Annual General Meeting. Details of the nominations shall be sent to all members prior to the election together with the nominee’s background and personal statement.
- 10.4 The Returning Officer/Scrutineer may at the Annual General Meeting’s request accept nominations from the floor.
- 10.5 In the event of there being only one nomination for any of the positions, such nominee shall compete against a no confidence motion in a secret ballot.
- 10.6 Where more than one candidate is nominated for any position, such

## DEGNZ CONSTITUTION

elections shall be conducted by way of a secret ballot.

- 10.7 The Returning Officer/Scrutineer shall check and count all votes received on the day and the name/s of the Candidate/s receiving the highest number of votes shall be final and binding on the Guild.
- 10.8 The Guild shall at the National Annual General Meeting pass a resolution appointing all newly elected persons as provided in this Constitution, as the new National Executive.
- 10.9 The Immediate Past President and any Branch Presidents shall be part of the incoming National Executive.
- 10.10 All National Executive members have equal voting and speaking rights except for the President who shall have the deliberative vote in the event of equal voting at any National Executive Meeting.

### **11 DUTIES OF THE NATIONAL EXECUTIVE AND ADVISORY BOARD PRESIDENT**

- 11.1 To preside at all National Executive meetings and maintain standard meeting procedure as appendixes to these rules.
- 11.2 To carry the ultimate responsibility for adherence to these rules.
- 11.3 To exercise a casting vote as well as a deliberative vote in the event of equal voting at any National Executive Meeting.
- 11.4 To ensure that all decisions of the National Executive are acted upon.
- 11.5 To be an ex officio member of all Branch committees with full speaking rights.
- 11.6 To perform all functions usual and appropriate to the office of President.
- 11.7 To be paid such remuneration as the National Executive may from time to time think fit.
- 11.8 In the event, the President is unable to carry out his/her duties and responsibilities, he/she may nominate another National Executive Member to act in that capacity until the President is able to resume such duties and responsibilities.

### **NATIONAL TREASURER**

- 11.9 To ensure that the Guild maintains proper accounting and financial records.
- 11.10 To set up and ensure that the Guild maintains proper financial and banking systems.
- 11.11 To liaise with the Auditor (if there is one) and to report back to the National

## DEGNZ CONSTITUTION

Executive such matters and recommendations as maybe made by the Auditor.

- 11.12 To ensure that the Guild keeps such records and books of accounts as required by the Auditor (if there is one) to show clear and true statements of finances of the Guild.
- 11.13 To oversee the preparation and finalization of any budgets including the forecast budget covering the coming year for presentation at the Annual General Meetings and the National Executive to assist in the setting of annual subscriptions.
- 11.14 To work with and advise the Executive Director in ensuring that the Guild's financial and accounting requirements and needs are met.
- 11.15 To present as soon as possible after the end of the financial year completed statements of accounts and all records as may be required by the Auditor (if there is one) to ensure as far as possible that an audited statement of the Guild finances are available at the Branch Annual General Meetings.
- 11.16 In the event of his/her resignation to deliver all records, books of account and property of the Guild together with an interim statement of the financial position of the Guild at date of resignation to his/her successor within 28 days following such resignation.

## NATIONAL EXECUTIVE

- 11.17 To uphold these rules in a manner likely to foster confidence, goodwill and unity with the Guild.
- 11.18 To take action in accordance with the aims and objects of the Guild at a National level including the establishment of any sub-committees and advisory boards, provided however that any such body shall report to the National Executive and be subject to any rules and regulations prescribed by the National Executive in the operations of that said body.
- 11.19 To negotiate and supervise National agreements and National disputes.
- 11.20 To promote and encourage communication between Branches with the purpose of establishing a wide body of opinion from members on which to formulate National policy on various issues of concern and interest.
- 11.21 To consider and make final decisions upon all remits and recommendations that emanate from Annual General Meetings and Extraordinary General Meetings including those to change these rules.

## ADVISORY BOARD

- 11.22 The Advisory Board shall consist of the members duly appointed by the

## DEGNZ CONSTITUTION

National Executive and it shall hold meetings on an ad hoc basis and when it is required to:

11.22.1 sit and consider any matters referred to it by the National Executive

11.22.2 provide advice to the Guild to assist the Guild to meet its aims and goals.

11.23 The Executive Director shall attend such meetings and act as a liaison between the National Executive and the Advisory Board.

### 12. SEAL

12.1 The National Secretary shall assume responsibility for safe custody of the Common Seal of the Guild which shall be affixed to an instrument only by the authority of the National Executive and shall accompany the signature of the National President and one other member of the National Executive.

### 13. REPRESENTATION

13.1 The Guild may be represented at conciliation, arbitration or legal proceedings by such person or persons as the National Executive may appoint.

### 14. NATIONAL FINANCES

14.1 The financial year of the Guild shall run from 1 April to 31 March.

14.2 All moneys received from subscriptions donations income or otherwise shall be the property of the Guild and applied in carrying out the aims and objects of the Guild and paying for its administration according to a budget or monetary policy laid down by the National Executive.

14.3 Cheques issued by the National Office shall carry the signatures of the Executive Director and the President or one other member of the National Executive.

14.4 Membership subscriptions shall be such amounts as determined annually by the National Executive taking into account the forecast budget prepared by the Executive Director and the views expressed at Annual General Meetings. Membership subscriptions shall be payable annually and in advance or at such other periods as the National Executive shall determine.

14.5 Subscriptions shall be paid to Guild and forwarded to the Executive Director who shall issue an official receipt and membership card.

14.6 The National Executive may from time to time call upon member for a special levy to provide extra funds for a specified objective provided however:

14.6.1 The levy for the specified objective is approved by a simple

majority of votes taken by postal ballot.

14.6.2 That those of less than three months membership be exempt.

14.7 An Auditor shall be appointed annually by the National Executive to audit the accounts of the Guild as required and shall hold this position until he/she resigns, dies or is replaced.

**15. NATIONAL EXECUTIVE MEETINGS**

15.1 Regular National Executive meetings shall be called by the Executive Director with the first of such meetings to be held as soon as practicable after the Annual General Meeting and in any case there shall be at least 6 such meetings in any one year at a venue favorable to the majority of the Executive. Such meetings may also be conducted by phone or internet conferencing.

15.2 The quorum shall be no fewer than four current National Executive Members.

15.3 Notice of this meeting together with an agenda and all other supporting materials shall be given to all National Executive Members at least four weeks in advance. Any proposed Branch remits shall be forwarded to the Executive Director no later than fourteen days prior to the meeting.

15.4 Guild members shall be entitled to attend the meeting at the President’s discretion but shall have no voting rights. Speaking rights may also be granted at the President’s discretion.

15.5 Every National Executive Member shall have one vote unless that person has been duly appointed to vote as a proxy and may then record a vote accordingly.

15.6 Votes may be recorded personally or by proxy. The form of proxy must be in the hands of the Executive Director and tabled at the meeting at which it is proposed to be used. An instrument appointing a proxy shall be signed by the member making the appointment and shall be in the following form or other form as the Guild shall approve: **I, being a member of National Executive of the Screen Directors Guild of New Zealand hereby appoint ..... as my proxy to vote for me on my behalf at the National Executive Meeting to be held on ..... or at any adjournment thereof.**

**Date:** ..... **Signature:** .....

15.7 Should it be necessary, a postal vote on a specific question shall be deemed valid provided that sufficient signed votes are received to constitute a majority decision of the entire Executive; such votes to be produced at the next meeting. If postal votes from all delegates reveal equal voting the President’s casting vote must favour the status quo.

## DEGNZ CONSTITUTION

- 15.8 All resolutions shall be passed by a simple majority.
- 15.9 All reasonable expenses incurred by members of the National Executive in attending meetings or in attending approves and essential Guild business shall be reimbursed from National funds provided always that the ordinary duties of such members are deemed to be honorary.

### **16. COPIES OF RULES AND AGREEMENTS**

- 16.1 All members shall receive, as of right, a copy of these rules on acceptance of their application for full membership.
- 16.2 All members shall, on acceptance of their application for membership, shall be entitled to receive a copy of all Guild agreements current at that time.
- 16.3 Any negotiated change to an agreement shall be notified to each member where the existing copy is capable of alteration. If an agreement or part of an agreement is so re-written as to make alterations impractical, a new copy or substitute pages shall be issued. Should a member require replacement of an agreement a fee shall be charged to cover the cost of supplying it.

### **17. ALTERATION TO CONSTITUTION**

- 17.1 Any alteration to the Constitution may be considered and voted upon at either the National Annual General Meeting or an Extraordinary General Meeting.
- 17.2 A notice of motion to alter, rescind or make addition to the rules must be submitted to the Executive Director fourteen days prior to the proposed meeting and circulated to all members with the final agenda for that meeting.
- 17.3 The motion shall be voted upon at that meeting and shall be passed by a simple majority.
- 17.4 Upon the successful alteration to the Constitution, the altered Constitution shall immediately apply to the remainder of the Annual General Meeting and the Executive Director shall notify the Registrar and all members of any change.

### **18. DISSOLUTION AND/OR WINDING UP**

- 18.1 The Guild may be liquidated in terms of Section 24 of the Incorporated Societies Act 1908. In the event of the passing of such a resolution or if the Guild is dissolved by the Registrar of Incorporated Societies, the National Executive shall pay all liabilities of the Guild. After payment of liabilities and expenses of winding up, surplus assets and/or funds shall be applied as the majority of members approve.