



directors & editors guild of nz
ngā kaiwherawhera kiriata

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

5 October 2019

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

DESCRIPTION OF ENTITY

The entity is as follows:

1. The society shall be called **Directors and Editors Guild of New Zealand Incorporated**, (“the GUILD”).
2. The Guild is an incorporated society and registered as a union pursuant to the Incorporated Societies Act 1908 and its amendments.
3. The registered office of the Guild is: Level 2, 66 Surrey Crescent. Grey Lynn.
4. As a Union the Guild must and will complete annual returns and abide by the Employment Relations Act 2000, including by remaining independent from any employer.
5. The rules of the Guild are set out below. Any matters not covered in these rules shall be decided upon by the National Executive.

DEFINITIONS

The definitions of terms used in these rules are set out below:

Associate Members:

All individuals and organisations that support the Guild’s aims and objectives but are members of other Screen industry Guilds and/or Associations.

Directors:

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

Editors:

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

The Guild's 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.

Members:

All those directors and editors who identify themselves as directors or editors and are taking steps to establish themselves or have established themselves as directors and editors. Members may or may not be employees.

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 will comprise of the President, Vice President, Treasurer, the Immediate Past President and up to nine other members.

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.

President:

The National Executive Member duly elected to this position.

Vice-President:

The duly elected National Executive Member to this position.

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

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General Meeting.

The Other National Executive Members:

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

Registrar:

Registrar of Incorporated Societies pursuant to the Incorporated Societies Act 1908.

AIMS AND OBJECTIVES

The aims and objectives of the Guild are set out below:

- a) It is not for profit.
- b) To be the national and international representative and spokesperson for all members including screen and new media directors and editors, empowering them through campaigns, collective bargaining and community building.
- c) To promote the role of the members as story tellers and to inspire excellence and promote professionalism in the craft of screen direction and editing.
- d) To promote the well-being of members and foster their interests including training and the establishment, promotion and protection of members' conditions of work, rates of pay and their intellectual property, artistic, legal, economic and moral rights and ethical standards.
- e) 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.
- f) To secure greater influence, visibility and support for the members with the screen and new media industries and other related bodies, including broadcaster and commissioner bodies, other funders, public and private sectors and the general public.
- g) To function and work in a manner that acknowledges Te Tiriti o Waitangi as the founding document of New Zealand and adheres to the spirit and principles arising from it.
- h) To attain equity of opportunity in all spheres of the Guild's activity and to oppose all discrimination on the grounds of race, sex, gender, colour, religion, political beliefs, sexual preference or disability.
- i) To recognise New Zealand cultural diversity and expression.
- j) To identify and support institutions, facilities and other organisations and individuals that promote members' work and matters of common

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ground.

- k) To affiliate with local, national or international bodies that are likely to benefit, protect or further the interests of directors and editors.
- l) To provide effective representation to member(s) of any section or group of members in connection with any matter where such representation is considered desirable by the National Executive.
- m) To ensure that the Guild's financial policies and practices accord with all relevant standards and laws and that key financial and operating decisions are disclosed to members in a timely and transparent manner.
- n) To assist members to obtain a fair remuneration for their labour and to assist other trade unions, whether in New Zealand or overseas to maintain, preserve and advance the interests of labour.
- o) To uphold the right of all workers to combine for the preservation and advancement of their interests.
- p) To promote and attain the use of standard contracts of engagement of the members throughout the industries with which the Guild is associated.
- q) To protect the welfare and rights, including the intellectual property rights, of members including by:
 - i. seeking appropriate legislation and/or industrial regulation to protect the welfare and rights, including the intellectual property rights, and moral rights, of members and similar rights such as residual, secondary usage, or re-use fees and/or royalties; and
 - ii. promoting the objectives, policies and activities of the Guild by means of publications and the media generally.
- r) To enter into contractual and business arrangements that 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 or otherwise but at all times, ensuring that the Guild remains a not-for-profit organization.
- s) To do all other things deemed necessary and desirable to achieve fulfillment of the preceding aims and objective in a manner consistent with the interests and welfare of the Guild.

TYPES OF MEMBERSHIP

The types of membership and the rights and obligations of members are set out below:

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- a) Membership is open to all those people 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, television and screen content creation.
- b) All members are bound by this Constitution and shall, to the best of his/her ability further the aims and objectives, interest and influence of the Guild and conduct themselves accordingly.
- c) Application for membership shall be made in writing through the National Office or via the Guild's website.
- d) The Guild reserves the right to decline any application for membership after due consideration.
- e) All members (except life members) are required to pay annual subscriptions, subject to the current policy of the National Executive.
- f) Membership of the Guild binds all members who are able to be covered by its terms as a matter of law to collective agreements negotiated by it.
- g) "Associate Membership" is open to all individuals and organisations that support the Guild's aims and objectives but they do not have voting or speaking rights.
- h) The National Executive may by a resolution bestow "life membership" on any individual provided that:
 - i. The National Executive serves written notice of such proposed resolution to all members of the 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.
 - ii. The National Executive shall consider any comments received at a National Executive Meeting and may at that meeting pass a resolution by a simple majority bestowing the said life membership.
 - iii. 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.
- i) Unless otherwise specified, members of the Guild shall have full voting and speaking rights at all general meetings of the Guild. For the benefit of doubt, members of the Guild shall have voting rights with the following exceptions: Life Members, Associate Members and those members who have been deemed unfinancial.
- j) 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".

TERMINATION

Termination of membership occurs in the following ways:

- a) Non-financial members may have their membership terminated at the discretion of the National Executive.
- b) Membership of the Guild may be terminated by one month's notice in writing to the Treasurer. All subscriptions owing to the date of termination will still be owing and can be collected by the Guild.
- c) Any member ceasing to be a director or editor, 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 objectives or that the member's access to Guild information could frustrate the Guild in present or future negotiations with an employer.
- d) The National Executive may by a two third majority vote, terminate the membership of any member of the National Executive, if by a considered opinion determines that the member has or will act contrary to the aims and objectives of the Guild.
- e) For the benefit of doubt the National Executive can also decline a renewal of membership upon the same grounds.

FEES

Fees will be determined as follows;

- a) Membership subscriptions shall be such amounts as determined from time to time by the Board, considering the forecast budget prepared by the Treasurer and the views expressed at the Annual General Meeting.

NATIONAL OFFICE

The National Office of the Guild will function as follows:

- a) The Guild shall maintain a National Office which will have jurisdiction and responsibility for all matters relating to the Guild.
- b) 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 may be 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 that the National Executive finds

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compelling.

- c) Each Branch will be governed by this Constitution and shall adopt such Constitution as provided by the National Executive. Each Branch shall report to the National Executive as an integral part of the Guild as incorporated under Section 3 of the Incorporated Societies Amendment Act 1920.
- d) 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.
- e) In the event the Guild sets up Branches, each Branch may nominate a representative to be appointed to the National Executive.

EXECUTIVE DIRECTOR AND OTHER STAFF

The National Office will function as follows:

- a) 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.
- b) The Executive Director's responsibilities will be outlined in the Job Description prepared by the National Executive.
- c) The Executive Director shall sit on the National Executive as an ex officio member without voting rights.
- d) The Executive Director reports to the National Executive and in the absence of any National Executive resolution, shall seek instruction from the President.
- e) At no time shall any National Executive member in his or her individual capacity instruct the Executive Director unless specifically authorised by the National Executive to do so.
- f) The National Executive may appoint any other persons to work for the Guild and all such persons shall report to the Executive Director.

NATIONAL EXECUTIVE

The National Executive will function as follows:

- a) The National Executive shall be as defined above and shall at no time comprise fewer than seven National Executive Members or more than thirteen National Executive Members.
- b) 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 instead of the Past President. Where there are

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Branches, each Branch shall be entitled to automatically have its President included within the National Executive.

- c) The National Executive shall manage the Guild, its property, funds and business and is entrusted to ensure that the Guild operates in a manner consistent with its aims and objectives.
- d) In the event that the National Executive is faced with a vacancy, it may co-opt a member to fill the vacancy, until the vacancy is filled in accordance with this Constitution. It may also co-opt a member because that person is considered by the National Executive to bring a valuable skill or perspective to the National Executive but that person will not have voting rights.
- e) Any member of the National Executive is required to give not less than one month's notice of resignation.
- f) 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.
- g) 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 four 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.
- h) The National Executive may elect to appoint any retiring National Executive Member to the Advisory Board and such appointment shall be for one year.

GUILD GENERAL MEETINGS

The Guild General meetings will be conducted in accordance with these Rules and Procedures as follows:

- a) Annual General Meeting shall be held on a date in July (or whenever the National Executive sees fit) each year.
- b) 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.
- c) 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.

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- d) 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.
- e) 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.
- f) 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.
- g) 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.
- h) 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.
- i) Votes may be recorded personally or by proxy. The proxy must be 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:.....

SPECIAL GENERAL MEETINGS

The process to trigger a special general meeting will be as follows:

- a) A Special General Meeting may be called by the Board at any time or by a written request signed by not less than 5% of financial members. The notice and procedural requirements are as for General Meetings.

ELECTION OF NATIONAL EXECUTIVE

The election of the National Executive will follow the process below:

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- a) Nominations for election to the National Executive shall be called by the Executive Director in keeping with the following clauses.
- b) The Executive Director shall call for nominations for the positions of President, Vice President, the Treasurer and other National Executive Members.
- c) 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 21 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.
- d) The Returning Officer/Scrutineer may at the Annual General Meeting's request accept nominations from the floor.
- e) 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.
- f) Where more than one candidate is nominated for any position, such elections shall be conducted by way of a secret ballot.
- g) 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.
- h) 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.
- i) The Immediate Past President and any Branch Presidents shall be part of the incoming National Executive.
- j) 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.

DUTIES OF THE NATIONAL EXECUTIVE AND BOARD PRESIDENT

The duties of the National Executive and Board President will be as follows:

- a) To preside at all National Executive meetings and maintain standard meeting procedure as appendixes to these rules.
- b) To carry the ultimate responsibility for adherence to these rules.
- c) To exercise a casting vote as well as a deliberative vote in the event of equal voting at any National Executive Meeting.

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- d) To ensure that all decisions of the National Executive are acted upon.
- e) To be an ex-officio member of all Branch committees with speaking rights.
- f) To perform all functions usual and appropriate to the office of President.
- g) To be paid such remuneration as the National Executive may from time to time think fit.
- h) 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

The duties of the National Treasurer will be as follows:

- a) To ensure that the Guild maintains proper accounting and financial records.
- b) To set up and ensure that the Guild maintains proper financial and banking systems.
- c) To liaise with the Auditor (if there is one) and to report back to the National Executive such matters and recommendations as may be made by the Auditor.
- d) 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.
- e) 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.
- f) To work with and advise the Executive Director in ensuring that the Guild's financial and accounting requirements and needs are met.
- g) 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 is available at the Branch Annual General Meetings.
- h) 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.

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NATIONAL EXECUTIVE

The duties of the National Executive will be as follows:

- a) To uphold these rules in a manner likely to foster confidence, goodwill and unity with the Guild.
- b) To take action in accordance with the aims and objectives 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.
- c) To negotiate and supervise National agreements and National disputes.
- d) 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.
- e) 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

The constitution, purpose and duties of the Advisory Board will be as follows:

- a) The Advisory Board shall consist of the members duly appointed by the National Executive and it shall hold meetings on an ad hoc basis and when it is required to:
 - i. sit and consider any matters referred to it by the National Executive
 - ii. provide advice to the Guild to assist the Guild to meet its aims and goals.
- b) The Executive Director shall attend such meetings and act as a liaison between the National Executive and the Advisory Board.

SEAL

The duty to hold the seal will be as follows:

- a) The Treasurer 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.

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REPRESENTATION

The right of the National Executive to appoint representation for the Guild will be as follows:

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

NATIONAL FINANCES

The financial arrangements will be as follows:

- a) The financial year of the Guild shall run from 1 April to 31 March.
- b) All moneys received from subscriptions, donations, income or otherwise shall be the property of the Guild and applied in carrying out the aims and objectives of the Guild and paying for its administration according to a budget or monetary policy laid down by the National Executive.
- c) 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.
- d) Membership subscriptions shall be such amounts as determined annually by the National Executive considering 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.
- e) Subscriptions shall be paid to the Guild and forwarded to the Executive Director who shall issue an official receipt and membership card.
- f) The National Executive may from time to time call upon members for a special levy to provide extra funds for a specified objective provided however:
 - i. The levy for the specified objective is approved by a simple majority of votes taken by postal ballot.
 - ii. That those of less than three months membership be exempt.
- g) An Auditor may 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.

NATIONAL EXECUTIVE MEETINGS

The arrangements regarding National Executive meetings will be as follows:

- a) 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.
- b) The quorum shall be no fewer than four current National Executive Members.
- c) Notice of this meeting together with an agenda and all other supporting materials shall be given to all National Executive Members at least two weeks in advance. Any proposed Branch remits shall be forwarded to the Executive Director no later than fourteen days prior to the meeting.
- d) 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.
- e) 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.
- f) It is permitted to use a proxy however, any 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:.....

- g) 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.
- h) All resolutions shall be passed by a simple majority.
- i) 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.

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COLLECTIVE BARGAINING AND STRIKE BALLOTS

The lawful process will be followed with regard to collective bargaining and strikes.

With regard to strikes the process will be as follows:

- a) Only those members who are within the coverage of the bargaining will take part in the ballot. This will include unfinancial members.
- b) The National Executive will determine the processes for voting which will be conducted in accordance with the law.
- c) The question for the ballot will be whether the member is in favour of the proposed strike.
- d) The required majority in determining a strike ballot is a simple majority of the relevant members.

COPIES OF RULES AND AGREEMENTS

The right to the rules is as follows:

- a) All members shall receive, as of right, a copy of these rules on acceptance of their application for full membership.
- b) All members, on acceptance of their application for membership, shall be entitled to receive a copy of all Guild agreements current at that time.
- c) 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.

ALTERATION TO CONSTITUTION

The right to alter the rules is as follows:

- a) Any alteration to the Constitution may be considered and voted upon at either the National Annual General Meeting or an Extraordinary General Meeting.
- b) A notice of motion to alter, rescind or make addition to the rules must be submitted to the Executive Director 14 days prior to the proposed meeting and circulated to all members with the final agenda for that meeting.

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- c) The motion shall be voted upon at that meeting and shall be passed by a simple majority.
- d) 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.

OFFENCES AND BREACHES OF THE RULES

Breaches of rules will be dealt with as follows:

- a) A member or elected officer shall be held to have committed an offence if, after procedures as laid down in these Rules, the following has been proven:
 - i. violation of and/or refusal to observe a lawful decision of the Guild or abide by these Rules;
 - ii. violation of and/or refusal to carry out a provision of and industrial agreement applicable to him or her;
 - iii. disclosing to a person not entitled to know it, any confidential matter of the Guild;
 - iv. misappropriating money and/or property belonging to the Guild; and
- b) A member or officer found guilty of an offence, shall be liable to any of the following penalties decided on by the Guild: warning, rebuke, censure, suspension for a period of up to one year or expulsion from membership of the Guild.
- c) Alternatively, the Guild may initiate a restorative justice process where appropriate and agreed to by Guild members and the member found guilty of the offence. This process may involve the member being required to make apologies or other forms of amends and to correct harm done by their actions.
- d) The procedure will be that the National Executive must give written notice to the member alleged to have committed an offence before making determinations. The Board's notice must:
 - i. Explain how the Member has breached the Rules or acted in a manner inconsistent with the aims and objectives of the Guild; and invite the member to respond to the allegations.
 - ii. The National Executive must appoint a three-member panel to determine the allegations, such panel to comprise members with no association with the parties to the allegations it is charged with determining.
- e) A member subject to an adverse finding by the panel may appeal that

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finding to the Board within 28 days of the finding being notified to the member. The Board shall then by majority vote determine its decision. The Guild's decision will be final.

- f) Where a dispute arises about the meaning of any rule, subject to any authoritative interpretation of the rules by a competent court or industrial tribunal, the National Executive shall be the body to determine the true meaning of that rule.

DISSOLUTION AND/OR WINDING UP

The process for dissolution and winding up will be as follows:

- a) 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 applying as the majority of members approve.