

As amended at the Annual General Meeting of the Society held on the 1st of October 2020.

1. NAME:

The name of the Society shall be:

CERAMICS ASSOCIATION OF NEW ZEALAND Incorporated

2. OBJECTS:

The objects of the Society shall be:

(1) To encourage and foster amongst New Zealanders the creation of handcrafted pottery and ceramics of the highest possible quality and the promotion of the same, both in New Zealand and overseas.

(2) To promote excellence in craftsmanship in the field of pottery and ceramics by all suitable means including:

i. The support of suitable technological and educational activities

ii. The holding of schools, workshops and exhibitions.

iii. The engagement of outstanding potters, both of New Zealand and overseas, in a tutorial role. (3) To promote effectiveness in craft business operations.

(4) To encourage and promote an appreciation of pottery and ceramics amongst New Zealanders in general.

(5) To represent the interest of potters in general, and of Society members in particular, upon all those occasions when representation is requested or when representation of those interests is judged by the Society to be required.

3. MEMBERSHIP

(1) There shall be four forms of individual membership. N Koliq

a. A Financial Full Membership: with voting rights; open to any potter or ceramicist. Lone

b. Two forms of Secondary Membership: without voting rights; open to but not limited to students (apprentices and students, including senior secondary school students, pursuing a practical study of pottery/ceramics. The practical/study course must meet the approval of the Council) and non practicing members of the ceramics community. N Koliq Lone

c. Honorary Life Membership: may be conferred for outstanding services to pottery/ceramics by resolution of the Annual General meeting. Nominations must first be approved by the Council. An Honorary Life Member shall be entitled to all benefits and privileges of full membership but shall pay no subscription. Lone

(2) a. Corporate Membership: without voting rights; open to corporate bodies interested in furthering the aims of the Association. N Koliq Lone

b. Club membership: Any pottery/ceramics society or group may apply for membership for which it will pay a base fee plus a levy per member and have the voting rights of one full member. Lone

(3) Resignation/Termination: A member shall cease to be a member of the Society in any of the following events:

a. If, having paid the then current year's and all the previous years

subscriptions shall by notice in writing to the Society resign from membership. b. If having failed to pay their subscription three months after the date appointed for the payment thereof their name shall be removed from the Society's

Register of Members with the authority of a resolution of the Council.

c. If the member is expelled from membership by a resolution of the Council after the Council has given the member the right of a fair hearing.

4. OFFICERS

The officers of the Association shall consist of a President, the Immediate Past- President and one Vice-President who shall be full members of the Association. a Secretary and a N Koliq Lone

at the Annual General meeting.

d. **Regional Council Members:** (see addendum) representing geographical regions designated by the Council. The election of the Regional Council member shall be conducted annually from a secret ballot of Financial Full Members of the Association resident in the region. The Council will call for nominations at least eight weeks prior to the Annual General Meeting and if there should be more than one nominee for a region an election will take place at least one month prior to the Annual General Meeting. The Secretary will be responsible for the issuing of election papers and the processing of election results.

e. The Secretary and the Treasurer (or Secretary-Treasurer who shall not have a vote shall be appointed by the Council

f. The Editor: who shall not have a vote, appointed by the Council annually and responsible to the Council for the production of the Society magazine *Ceramics New Zealand*.

g. The Webmaster: who shall not have a vote, appointed by the Council annually and responsible to the Council for managing the Society web site *ceramicsnz.org*

h. The Executive Director: who shall not have a vote, appointed by the Council annually and is responsible to the Council for the day-to-day operation of the organisation, including managing committees and staff as well as developing business plans in collaboration with the board.

(2) **Nominations for the position of President and Vice-President to be elected by the Annual General Meeting must be in writing, proposed and seconded by two financial full members and bear the assent of the nominees and shall reach the Secretary no later than three weeks before the Annual General Meeting.**

(3) **If a President or a Vice-President vacates their position for whatever reason (resigns, incapacity, death) then the committee should collectively nominate to appoint a replacement (by majority vote).**

6. STANDING COMMITTEE

The Council may appoint from its number a Standing Committee of four. (2) The Standing Committee shall be empowered to transact such business of the Council as requires attention, but is insufficiently important to demand a full meeting of Council.

(3) The Standing Committee shall have power to co-opt for a term of up to one year up to two additional members with voting rights who shall be full financial members of the Society.

7. MEETINGS

(1) An Annual General Meeting of the Society shall be held annually at such a time and place as shall be fixed from time to time by the Council

(2) The business of the Annual General Meeting shall be to receive the President's report and financial reporting for the preceding financial year: the election of officers, appointment of an Auditor/Accountant, as required, for the ensuing year, and to decide on any motion properly submitted to the meeting.

(3) **Notice of intention to hold the meeting and the intended time and place shall be given to members not later than eight weeks before the meeting. Not later than two weeks before the meeting, members shall be supplied with the agenda for the meeting, notices of motion, list of nominees for election of officers, annual report and balance sheet with statement of accounts.**

(4) Should insufficient nominations for officers be received by the due date, those nominated shall be declared elected. Further nominations may be made at the Annual General Meeting of candidates for the remaining vacancies.

(5) Should the required Council establishment not be obtained by the above procedure, the Council may co-opt to fill vacancies, and the Council shall have the right to fill casual vacancies between Annual General Meetings.

(6) **Special General Meetings shall be called by the President upon the written request of any ten full members. A notice must be furnished to members not less than twenty-one (21) days before the holding of such meeting, specifying: place and time of meeting, notice of motion, names of members requesting the meeting.**

time and place appointed for the meeting or

b. By means of audio communication by which all council members participating and constituting a quorum can hear each other throughout the meeting.

8. PROXIES

(1) Any Financial Full Member may give a written proxy to any other Financial Full Member to exercise on their behalf at any annual general or special general meeting.

(2) Any Financial Full Member may act as proxy for more than one Financial Full Member.

(3) The Chairperson shall decide on the validity of any form of proxy and this decision shall be final.

9. DUES

Subscriptions shall be paid annually by all members at the rates

recommended by the Annual General Meeting at which notice of motion has been given. The due date of payment of subscriptions in each year shall be the first day of January.

10. FINANCES

(1) The control and investment of the funds of the Society shall be wholly within the power of the Council, which may open and operate accounts at any bank or banks as it deems fit. The Trustees of any such accounts shall be the Treasurer (or Secretary/Treasurer) and any two members of the Council. Cheques and withdrawal warrants shall be signed by any two Trustees.

(2) The Treasurer shall keep a correct account of all funds received and expended by the Society, and shall prepare at the end of each financial year a Balance Sheet and Statement of Accounts for that year.

(3) The accounts of the Association shall be reviewed at the end of each financial year by an independent accredited Accountant and where required reviewed by an accredited Auditor.

(4) The financial year of the Society shall end on 31 December.

11. ALTERATION OF RULES

(1) Any alteration, addition to or rescission of these rules shall be made only at an Annual or Special General Meeting, except when advised by an accredited and independent third party (for example Inland Revenue), in writing, and only where such amendments are for the benefit of the Society in terms of structure for administration purposes. Such amendments may only be made with the unanimous consent of the Regional Council and must be confirmed and ratified at the next Special or Annual meeting, whichever is earlier.

(2) Notice of the proposed alteration, addition or rescission shall be posted to every member at least twenty-one (21) days prior to the meeting.

(3) No resolution shall affect any alteration, addition to or rescission of these rules unless assented to by two-thirds of the Financial Full Members present at the meeting.

⁴⁾ No addition or alteration of the aims, personal benefit clause or winding up clause shall be made which affect the non profit deduction. 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.

12. INTERPRETATION OF THE RULES

The decision of the Council as to the interpretation of these rules shall be final and binding on all parties except at any Annual or Special General Meeting when the decision of the Chairperson of such meeting shall be final and binding on all parties.

13. BY LAWS

The Society may from time to time, by resolution in a Special or Annual General Meeting, make regulations or by-laws to control events using the Society's name.

objects of the

Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on this Society.

(3) If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the organisation but shall be given or transferred to some other organisation or body with similar objects to the first organisation that also has an income tax exemption or for some other charitable purpose, within New Zealand.

16. PERSONAL BENEFIT

Any income, benefit or advantage shall be applied to the objectives of the organisation. No member of the organisation or any person associated with a member, shall participate in or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value). And 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.

14.

COMMON SEAL

The Society shall have a common seal which shall remain in the custody of the Secretary for the time being, and shall be affixed to any document pursuant to a resolution of the Council and in the presence of an elected officer of the Council and the Secretary.

ADDENDUM TO CONSTITUTION

1/10/20

1. This Addendum modifies and supplements the attached constitution (of the "Ceramics Association of NZ ") concerning the article titled Council 1 (c) in specifying that the elected president, vice president and regional Council members (who shall be Full Members) will receive a membership fee holiday for the duration of their service on Council.

[Signature]

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