

Ceramics Association of New Zealand Incorporated

Constitution and Rules – Tracked Changes Version (for ISA 2022 compliance)

Note: This document simulates “tracked changes” using visual markup. Insertions appear as bold, underlined, red text; deletions appear as strike-through. When adopted, we recommend also keeping a clean, final version for filing.

1) NAME

a) The name of the society shall be: CERAMICS ASSOCIATION OF NEW ZEALAND Incorporated

2) OBJECTS

a) The objects of the society shall be:

i) 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.

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

(1) The support of suitable technological and educational activities

(2) The holding of schools, workshops and exhibitions.

(3) The engagement of outstanding practitioners, both from New Zealand and overseas, in a tutorial role.

(4) To promote effectiveness in craft business operations.

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

iv) 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

a) There shall be two individual memberships and 2 forms of non-individual membership.

i) Individual membership:

(1) Voting membership: a full membership, with voting rights; open to any potter, ceramicist, or individual with an interest in ceramics, i.e. curator, collector, etc. Voting membership dues (including tiers of membership) are be set by motion at a general meeting of the society.

(2) 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 dues.

ii) Non-individual membership:

(1) Corporate Membership: without voting rights; open to corporate bodies interested in furthering the aims of the society.

(2) Club membership: Any pottery/ceramics society or group may apply for membership and have the voting rights of one full member.

b) An applicant for membership must complete and sign any application form, and/or supply any information, as may be reasonably required by the council regarding an application for membership.

c) The council may accept or decline an application for membership. The council must advise the applicant of its decision (but is not required to provide reasons for that decision).

d) Resignation/Termination: A member shall cease to be a member of the society in any of the following events:

i) By writing to the society to resign from membership.

ii) If having failed to pay any subscription three months after the date appointed for the payment.

iii) 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 **and followed a fair, reasonable, and transparent process in accordance with clause 9 (Dispute Resolution).**

iv) If council is unable to contact the member after a period of 3 months, or a member's email address is no longer valid.

3(e) Register of Members

NEW – REQUIRED: The Society shall maintain a Register of Members that records each member's full name, contact details, date membership commenced, and membership category. The Register shall be kept up to date by the Council or its delegate in accordance with the Incorporated Societies Act 2022.

4) OFFICERS

a) Each member of council is an officer of the society. An officer must:

i) Act in good faith and in the best interests of the society.

ii) Exercise powers for proper purposes only.

iii) Comply with the Act and your society's constitution.

iv) Exercise reasonable care and diligence.

v) Not create a substantial risk of serious loss to creditors.

vi) Not incur an obligation the officer doesn't reasonably believe the society can perform.

5) COUNCIL

a) The council shall consist of:

i) Up to two Chairperson(s).

ii) Regional council members representing geographical regions designated by the council.

iii) The magazine editor appointed by the council annually and responsible to the council for the production of the magazine Ceramics New Zealand.

iv) Additional individuals as needed to support the functioning of the society such as an administrator, treasurer, or other roles, appointed annually or as needed by council.

6) Nominations for Chairperson(s) and regional council members to be elected by the annual general meeting must be in writing, proposed and seconded by two voting members and bear the assent of the nominees and shall reach the council no later than two weeks before the annual general meeting.

7) The council will be responsible for the issuing of election papers and the processing of election results.

8) If a council member vacates their position for whatever reason (resigns, incapacity, death) then the council may collectively nominate to appoint a replacement (by majority vote).

9) The elected council members will receive a membership fee holiday for the duration of their service on council.

10) From the end of each Annual general meeting until the end of the next Annual general meeting, the society shall be governed by the council, which shall be accountable to the Members for the advancement of the society's purposes and the implementation of resolutions approved by any general meeting.

5(e) Removal of Officers

NEW – REQUIRED: An officer may be removed from office if they (a) breach their duties under the Incorporated Societies Act 2022; (b) engage in serious misconduct; (c) become incapacitated; or (d) act in a manner inconsistent with the purposes of the Society. Removal must follow a fair process, including giving the officer reasonable notice of the concerns and an opportunity to be heard.

11) STANDING COMMITTEE

- a) The council may appoint from its number a standing committee of four.
- b) 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.
- c) The standing committee shall have the power to co-opt for a term of up to one year up to two additional members with voting rights who shall be full members of the society.

12) MEETINGS

- a) An annual general meeting of the society shall be held annually at such a time and place (including online) as shall be fixed by the council.
- b) The business of the annual general meeting shall be (i) to receive the Chairperson's report and financial reporting for the preceding financial year; (ii) the election of officers and council members; and (iii) to decide on any motion(s) properly submitted to the meeting.
- c) Notice of intention to hold the meeting and the intended time and place shall be given to members not later than four weeks before the meeting.
- d) Not later than two weeks before the meeting, members shall be supplied with the agenda for the meeting, notices of motion(s), list of nominees for election of officers, annual report and balance sheet with statement of accounts.
- e) 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.
- f) 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.
- g) Special general meetings shall be called by the council upon the written request of any ten full members. A notice must be furnished to members not less than two weeks before the holding of such meeting, specifying: the place and time of meeting, notice of motion, and names of members requesting the meeting.

- h) Only the special business which has been notified may be transacted at the Special general meeting.
- i) The quorum for a council meeting shall be 5 voting members.
- j) The quorum at an annual or special general meeting shall be ten per cent of the membership.
- k) Notices of motion must be furnished to the council not later than two weeks before the date of the annual general meeting.
- l) Voting shall be on a show of hands, an online poll or vote in writing. The chairperson of any meeting shall have the deliberative vote which must be exercised at the same time as the other full members and the chairperson may also have a casting vote. A declaration by the chairperson as to the result of the vote shall be final.
- m) The annual general meeting shall have the discretion to call for a secret ballot on any matter.
- n) A meeting of council may be held either: (i) by a number of council members who constitute a quorum being assembled together at a time and place appointed for the meeting; or (ii) by means of electronic communication which all council members participating and constituting a quorum can communicate with each other throughout the meeting.

13) PROXIES

- a) Any voting member may give a written proxy to any other voting member to exercise on their behalf at any annual general or special general meeting.
- b) Any voting member may act as a proxy for more than one voting member.
- c) The chairperson shall decide on the validity of any form of proxy and this decision shall be final.

14) DUES

- a) 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 is upon acceptance of an application for membership in the society.

15) FINANCES

- a) 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 any three members of the council. Payments and withdrawals shall be authorised by 2 trustees.

b) The council 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.

c) The accounts of the society shall be reviewed at the end of each financial year by an independent accredited Accountant.

d) The financial year of the society shall end on 31 December.

16) ALTERATION OF RULES

a) 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 council and must be confirmed and ratified at the next special or annual meeting, whichever is earlier.

b) Notice of the proposed alteration, addition or rescission shall be posted to every member at least 2 weeks prior to the meeting.

c) No resolution shall affect any alteration, addition to or rescission of these rules unless assented to by two-thirds of the voting members present at the meeting.

d) No addition or alteration of the aims, personal benefit clause or winding up clause shall be made which affects the non-profit deduction. The provisions and effect of this clause shall not be removed from this document and shall be included and implied in any document replacing this document.

17) INTERPRETATION OF THE RULES

a) 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.

18) BY LAWS

a) 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.

19) COMMON SEAL

a) The society shall have a common seal which shall remain in the custody of the council, and shall be affixed to any document as required under a resolution of the council and in the presence of an elected officer of the council.

20) WINDING-UP

a) The society may be wound up voluntarily if the society at an annual or special general meeting of its members passes a resolution requiring the society to be wound up and the resolution is confirmed at a subsequent special general meeting called together for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed.

b) In the event of the winding-up of the society any surplus assets, after the satisfaction of all liabilities, shall not be paid to or distributed among members of the society, but shall be given or transferred to some other institution or institutions having objects similar to the 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.

c) 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.

21) PERSONAL BENEFIT

a) 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). The provisions and effect of this clause shall not be removed from this document and shall be included and implied in any document replacing this document.

22) CONTACT PERSON

NEW – REQUIRED: The Society shall have at least one and no more than three Contact Persons. A Contact Person is appointed and may be removed by the Council. The Contact Person must meet the eligibility requirements under the Incorporated Societies Act 2022 and acts as the primary liaison with the Registrar of Incorporated Societies.

23) CONFLICTS OF INTEREST

NEW – REQUIRED: Officers must disclose any actual or potential conflict of interest to the Council as soon as practicable. All disclosures shall be recorded in an Interests Register. An officer who has a conflict must not vote on or materially influence any decision relating to the matter unless permitted in accordance with the Act.

24) DISPUTE RESOLUTION

NEW – REQUIRED: This process applies to disputes between members, and between a member and the Society. Complaints must be made in writing; the respondent will be notified; both parties will be given a reasonable opportunity to be heard; decision-makers must be unbiased; and the Society may appoint an independent mediator or committee where appropriate. Decisions will be based on the information presented and communicated in writing.