

quorum is established and the majority of the Board present when the member's case is considered is of the opinion that the member should be expelled, then the Board shall expel that member.

- e) Should the member decline to appear before the Board, the Board is empowered to act as though the member had appeared before it.
- f) Notwithstanding their expulsion, such member shall be liable to pay all monies owed by them to the Society at the date of their expulsion.

7. Membership register

- a) A register of members of the Society shall be kept, recording their names in full, addresses, and the date of the last payment by each member of their subscription.

8. Subscription

- a) Annual subscriptions shall be payable in advance.
- b) The amount of the subscription shall be set at the Annual General Meeting.
- c) A joining fee, as set by the Annual General Meeting, shall be payable with any new membership application, or with any renewal that has lapsed more than two months.

PART III – THE BOARD

9. Board

- a) The business and affairs of the Society shall be under the management of the Board, which shall do whatever it considers necessary or desirable to carry out the aims and objectives of the Society, subject to the decisions made at any general meeting of members.
- b) Staff are not eligible to serve on the Board.
- c) The Board shall consist of the following officers:
 - President
 - Secretary
 - Treasurer
 - and four others.
- d) The Board may co-opt any person onto the Board and may establish a sub-committee to deal with any particular matter as it thinks fit. The President shall be an ex-officio member of all sub-committees.
- e) An office bearer or member of the Board shall cease to hold such office upon:
 - i) resignation in writing;
 - ii) absence from three consecutive Board meetings without explanation acceptable to the Board;
 - iii) a decision by a majority of the Board that the member relinquish office.
- f) If any member of the Board shall die, resign or become incapable of acting, or absent themselves from three consecutive meetings of the Board without leave of absence, the Board may appoint another member of the Society in their place. Such member so appointed shall hold office until the next Annual General Meeting.
- g) The Board shall meet as often as necessary to conduct the Society's business, but at least once in every 3 months.
- h) The quorum for Board Meetings shall be four members.
- i) The Secretary shall keep minutes of all resolutions and proceedings at general meetings and Board meetings in a

book or folder provided for that purpose, and shall produce such minutes at all such meetings.

- j) Accurate accounts and books showing the financial affairs of the Society shall be kept by the Treasurer.
- k) The Board shall have the power to engage, control, and dismiss the Society's employees, and shall have all such administrative powers necessary to effect the purposes of the Society. If any matter arises relating to the management or control of the affairs of the Society which is not provided for by the Constitution, the Board shall have power to deal with that matter.
- l) The Board shall appoint a resident of the ACT to be the Public Officer of the Society.

10. Finance

- a) The funds of the Society shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting and subject to section 114 of the Associations Act 1991, such other sources as the Board determines.
- b) All money received by the Society shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- c) The Society shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- d) The income, property and funds of the Society shall be applied only to the promotion of the objectives of the Society as specified in the Constitution. The payment of dividends or distribution of profits to members of the Society is prohibited, provided that nothing herein shall prevent the payment in good faith of remuneration to any employees of the Society or any member in return for services rendered.
- e) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Board or employees of the association, being members of the Board or employees authorised to do so by the Board.
- f) The Society's financial year shall be 1 January to 31st December.
- g) A statement showing the financial position of the Society, signed by the President or acting President and the Treasurer or acting Treasurer and audited by a certified or chartered accountant appointed by the Society, shall be tabled at the Annual General Meeting.
- h) Members of the Society who, by the Society's authority vested in the Board, accept or incur any pecuniary liability on behalf of the Society shall be held indemnified by the Society against any personal loss in respect of such liability.
- i) The liability of a member to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society.

PART IV – MEETINGS

11. Notices

- a) Any notice to be given to a member shall be deemed sufficiently given if posted or delivered to the last address of the member as recorded in the register of members and, in

the case of notice by post, shall be deemed to have been received by the third day after posting.

12. Voting

- a) Only Life Members and Members whose subscription is not in arrears at the time of a meeting shall be entitled to vote at that meeting.
- b) Members may also vote by proxy, subject to 12(a).
- c) No member may hold more than 5 proxy votes.

13. Annual General Meeting

- a) The Annual General Meeting shall be held within five months of the commencement of the financial year.
- b) A notice calling the Annual General Meeting shall be placed in the Society Newsletter to be sent to all members no later than 21 days before the date of the Annual General Meeting or transmitted to all members no later than 21 days before the meeting. This notice shall include any resolutions to be proposed by the Board at the Annual General Meeting.
- c) The business of the Annual General Meeting shall be to
 - i) confirm the minutes of the preceding Annual General Meeting;
 - ii) receive the President's report for the previous financial year;
 - iii) receive the Treasurer's report and audited financial statements for the previous financial year;
 - iv) elect the Board members;
 - v) appoint an auditor, who shall be a certified public or chartered accountant;
 - vi) conduct any other business placed on the agenda before the commencement of the meeting.
- d) The quorum for Annual General Meetings shall be fifteen members.
- e) At an Annual General Meeting, if there is no quorum within thirty minutes of the appointed time of the meeting, the meeting shall be adjourned for a period not exceeding fourteen days.
- f) At an adjourned Annual General Meeting, if there is no quorum within thirty minutes of the appointed time of the meeting, the meeting may proceed despite the absence of a quorum.
- g) Decisions taken at an Annual General Meeting shall be by majority vote, unless prescribed otherwise, with the President (or whoever is presiding) having a casting vote.
- h) The decision of the chair on points of order shall be final.

14. Election of Board

- a) Each nomination for election to the Board shall be proposed and seconded respectively by two members.
- b) Nominees must indicate acceptance of nomination for a position on the Board.
- c) The office of President may not be held by the same incumbent for more than three consecutive years.
- d) The election of the Board shall be by ballot of voting members at the Annual General Meeting. No ballot shall be required when there is only one nomination for an office.

15. Special General Meeting

- a) The Board may call a Special General Meeting of the Society for any purpose, and shall be bound to call a Special General

Meeting to be held within thirty days of receiving a written request signed by ten members and specifying the business for which it is to be held.

- b) Written notice of all Special General Meetings shall be published in the Society's Newsletter or sent to all members not less than twenty-one days before each meeting.
- c) No meeting shall consider any business other than specified in the notice calling the meeting, unless, in the opinion of at least two-thirds of the members present, it directly arises from the specified business.
- d) The quorum for Special General Meetings shall be ten members.
- e) At a Special General Meeting, if there is no quorum within thirty minutes of the appointed time of the meeting, the meeting shall lapse unless a majority of members present decide to adjourn the meeting, such adjournment not to exceed thirty days.
- f) At an adjourned Special General Meeting, if there is no quorum within thirty minutes of the appointed time of the meeting, the meeting shall lapse altogether.
- g) Decisions taken at a Special General Meeting shall be by majority vote, unless prescribed otherwise, with the President (or whoever is presiding) having a casting vote.
- h) The decision of the chair on points of order shall be final.

PART V – MISCELLANEOUS

16. Inspection of books

- a) The records, books and other documents of the association shall be open to inspection at a place in the Territory, free of charge, by a member of the Society at any reasonable hour.

17. Exhibition

- a) The Society shall hold an exhibition no less than every two years, the work to be exhibited to be selected by an invited judge or judges.

18. Trustee

- a) Unless otherwise determined by a meeting of the members of the Society, the Board shall be deemed to be the Trustee of the Group, to hold any property belonging to the Society.
- b) The seal of the Association shall be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- c) The seal of the Association shall not be affixed to any instrument except by the authority of the Board. The affixing thereof shall be attested by the signature either of two Members of the Board or of one member of the Board and the Public Officer of the Association or such other person as the Board may appoint for that purpose, and that attestation is sufficient for all purposes that the Seal was affixed by authority of the Board.
- d) The Seal shall remain in the custody of the Public Officer.

19. Dissolution

- a) On the dissolution of the Society, any assets remaining after the payment of all debts and liabilities shall not be distributed among the members of the Society, but shall be given or transferred to one or more associations with similar aims to those of the Society as determined by 75 per cent of the members of the Society by special resolution at or before the time of dissolution.

20. Indemnity

- a) Members of the Society shall be indemnified from all actions, charges, losses, demands, damages, and expenses which may result from their acting on behalf of the Society, except if these occur through their own wilful neglect or default, and no Member shall be answerable for the acts or defaults of any other Members.

21. Public fund

- The Society may establish and maintain a public fund.
- Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Society and will only be used to further the principal purpose of the Society. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- The fund will be administered by the Board or a subcommittee of the Board, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Society.
- No monies/assets in this fund will be distributed to members or office bearers of the Society, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
- Receipts for gifts to the public fund must state:
 - a) the name of the public fund and that the receipt is for a gift made to the public fund;
 - b) the Australian Business Number of the Society;
 - c) the fact that the receipt is for a gift; and
 - d) any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.
- If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997* and listed on the Register of Cultural Organisations maintained under the Act.

22. Amendments to the Constitution

- a) This shall be the only Constitution of the Canberra Potters' Society Incorporated, and shall come into force forthwith, and shall not be altered unless 75 per cent of the votes cast at an Annual General Meeting or Special General Meeting are in favour of such alteration.

CONSTITUTION OF THE CANBERRA POTTERS' SOCIETY INCORPORATED

Including amendments adopted 29th March 2009

PART I – SOCIETY'S NAME AND OBJECTIVES

1. Name

The name of the association shall be 'CANBERRA POTTERS' SOCIETY INCORPORATED', hereinafter referred to as 'the Society'.

2. Objectives

The objectives of the Society are to:

- a) promote excellence and innovation in ceramics—foster and facilitate contact between people interested in ceramics; promote the exchange of ideas and the dissemination of information on ceramics; mount selected exhibitions of members' work;
- b) foster appreciation of handcrafted ceramics in the broader community—conduct classes; mount exhibitions; participate in public art activities;
- c) encourage the professional development of its members—provide support and facilitate the professional development of members who are working as potters; provide facilities for members to exhibit and sell their work; run specialist workshops for skills development;
- d) be a key part of the national network of ceramic organisations.

PART II – MEMBERSHIP

3. Membership

- a) Ordinary membership of the Society is open to anyone who supports the objectives of the Society.
- b) Any such person shall become a member of the Society upon acceptance by the Board, or its authorised officer, of their application and payment of the joining and annual membership fee.

4. Honorary members

- a) The Board may invite persons to be honorary members of the Society for such periods and on such conditions as the Board may determine.
- b) Honorary members shall have all the privileges of members of the Society except that they shall not be eligible to hold office in the Society or to vote on matters of Society business.

5. Honorary life members

- a) Honorary life membership may be granted by the Society, on the recommendation of the Board and by subsequent majority vote at an Annual or Special General Meeting, in recognition of sustained and outstanding service to the Society.

6. Cessation of membership

- a) A member shall cease to be a member on receipt by the Secretary of their written resignation.
- b) A member whose subscription is two months in arrears shall be deemed to have resigned from the Society.
- c) The Board may expel from the Society any member whose conduct is, in the opinion of the Board, prejudicial to the interests of the Society.
- d) Any such member shall have the right to justify or explain their conduct at a meeting of the Board. Provided that a