

THE WAIKATO SOCIETY OF
POTTERS INCORPORATED



RULES
2021

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THE 2008 RULES OF THE WAIKATO SOCIETY OF POTTERS INCORPORATED

1. NAME

The name of this Society shall be "The Waikato Society of Potters Incorporated".

2. INTERPRETATION

In these Rules, unless the context otherwise requires:

ACT means the Incorporated Societies Act 1908 and any amendment thereof.

AGM means Annual General Meeting.

CASTING VOTE means a vote by the President when there is equality of voting.

COMMITTEE means the committee provided for by Rule 14.

FEES means any charges WSP Committee may set in the operation of its business.

GENERAL MEETING means any annual general meeting or extra-ordinary general meeting of the Society.

LIFE MEMBER means any person who has been elected to life membership of the Society as provided for in Rule 8 (b)

MANAGER means the person(s) for the time being responsible for *inter alia* managing the Society.

MEETING means any meeting duly constituted under WSP rules

MEMBER means any person who is a fully paid up member of the Society, or life member, as provided by the following rules.

PRESIDENT means the person duly elected as President

RESIDENT POTTER means a potter working in their own right and who leases, short-term, a portion of WSP workshop space and/or equipment for their own work.

RESOLUTION means resolution passed at either an annual general meeting or an extra-ordinary general meeting by the required majority of the members present and eligible to vote.

SECRETARY means the person duly elected as Secretary.

SOCIETY means "The Waikato Society of Potters Incorporated".

SUBSCRIPTION means the amount approved by the Society at the Annual General Meeting

TREASURER means the person duly elected as Treasurer.

TUTOR means any person undertaking to give tuition on behalf of the Society.

WSP means "The Waikato Society of Potters Incorporated" which is a Society of Members who lease premises for its activities, workshop and clubrooms

YEAR means the Society's financial year.

3. OBJECTS

The objects of the Society shall not be for pecuniary gain, but to:

- (a) promote study in the various techniques of clay-work to the wider community
- (b) hold exhibitions in order to promote the benefits of clay-work to the wider community
- (c) be beneficial to the community by promoting activities with other bodies and individuals affiliated with pottery in the community
- (d) arrange for and have lectures, classes and workshops delivered upon all subjects connected with clay-work that are accessible to all members of the community
- (e) advance education by sharing resources, tutors and or facilities with other organisations and schools
- (f) provide, wherever possible, short term residency and use of the Society's facilities
- (g) encourage the uptake of pottery by people of all ages and abilities in order to promote a healthy community, including mental and physical rehabilitation

4. POWERS OF THE SOCIETY

The Society shall be given the widest possible powers to do all things which may be necessary in pursuance of and limited to the Society's objects as described in Clause 3 above and in particular:

- (a) To provide, lease, or otherwise hire and maintain premises for the use of the Society and to make the same available to other persons on whatsoever terms the Society may deem proper, and to conform with all aspects of the Deed of Lease with The Hamilton City Council, or any other Lessor.
- (b) To purchase, sell, exchange, maintain, improve, lease, hire, mortgage, dispose of, manage, control, invest, reserve, or otherwise deal with and turn to account any real or personal property of the Society.
- (c) To borrow or raise money by such means and upon such conditions as the Society may deem proper.
- (d) To assist any charity or charitable purpose by such financial or other means as the Society may deem proper.
- (e) To employ and engage staff, agents, tutors, instructors, examiners and such other persons as may be necessary to foster the objects of the Society.
- (f) To appoint trustees of all or any of the funds or property of the Society and to vest such funds or property in such trustees as the Society may deem proper.
- (g) To engage in prosecution, defend, and otherwise take any legal proceedings on behalf of the Society or any of its affiliated bodies and for that purpose to expend such moneys and employ such solicitors, counsel and other advisers as the Society may deem necessary.
- (h) To edit, print, publish, purchase and distribute magazines, posters, newspapers, books, pamphlets, and other literature pertaining to the objects of, or promotion of, the Society, and may include the establishment of a website.
- (i) To purchase or hire equipment to assist the effective working of the Society.
- (j) To join with or affiliate with any person or other organisation having similar objects.
- (k) To apply for and acquire any licences or permits deemed necessary by the Society.
- (l) To open and operate trading and savings bank accounts.

5. FINANCIAL YEAR

- (a) Until otherwise resolved in a general meeting, the financial year of the Society shall be from 1st April to 31st March.
- (b) The Committee is responsible for ensuring proper books of account are kept and accurate financial statements are presented to the Committee monthly. Additionally, the committee has the responsibility to ensure audited or reviewed financial statements for the current year are laid before the AGM.

6. BANK ACCOUNTS AND FINANCIAL PROCEDURES

- (a) The Society shall maintain at least one account with a trustee or trading bank in a manner which provides the best stewardship of Society funds, the operation of which shall be through the signature of the President, Secretary, Treasurer, and up to two other nominated Committee members. Any two of the nominated signatories shall sign cheques or bills and any one shall endorse.
- (b) No person shall be a signatory to any cheque or bill which may be payable to that person.
- (c) In the event of Online Banking being adopted, the operation of such shall be through the passwords of the President, Secretary, Treasurer, Administrator, and up to two other nominated Committee members, any two of whom shall authorise payments/transfers.
- (d) The Committee may from time to time invest moneys in such forms of investment as are authorised for investment of trust moneys.
- (e) Tax Returns: The Society shall cause to prepare or file with the Inland Revenue Department all necessary tax accounts, returns, reports, declarations, notices, certificates, reconciliations and other information as required to be prepared or filed so as to allow the Association to obtain and retain tax exempt status for taxation purposes. Such tax returns shall include any liability for PAYE, Kiwi Saver, and GST as applicable.

7. REGISTERED OFFICE

In accordance with Section 18 of the Act the Society shall have a registered office which shall be the Workshop and Clubrooms of the Society, and to maintain a postal address to which communications may be addressed.

8. MEMBERSHIP

There shall be two categories of membership:

- (a) Ordinary Membership - any person is eligible for membership who undertakes to conform to the rules and by-laws of the Society and otherwise comply with its requirements and shall, upon payment of the annual subscription to the Treasurer be enrolled as a member.
- (b) Life Membership - any member of the Society may on the recommendation of the Committee be appointed a life member at the annual general meeting in recognition of services rendered to the Society. Life members shall have the same rights of voting and holding office as ordinary members but shall not be required to pay subscriptions.

9. REGISTER OF MEMBERS

The Society shall keep a register of members which shall record the full names and addresses of all members, with the date on which they became a member, and the category of their membership, except where this would breach confidentiality.

10. CESSATION OF MEMBERSHIP

Membership shall cease in any of the following circumstances:

- (a) By written resignation to the Secretary. Such resignations shall take effect from the meeting after the resignation is received. Any member resigning shall be liable for such subscriptions as are payable to the end of the financial year in which he or she has resigned.
- (b) The Secretary shall purge the roll of any member who may be in arrears of subscription payments for 12 months or more. Such purging shall not free a member from arrears of subscriptions or from the liability to pay the dues for the financial year, or any antecedent liability.
- (c) When any member in the opinion of the Committee has been guilty of conduct which makes it undesirable for that member to continue to be a member, the Committee, by a two thirds majority may resolve to cancel such membership provided that at least forty-two days notice of the proposed expulsion be given to the member concerned. The member may appeal through the provision outlined in Clause 11 (d).
- (d) On the death of a member.
- (e) Where a member is convicted of a criminal offence which may bring discredit to the Society.
- (f) Where a member is investigated by the Disciplinary and Personal Grievance Committee and such a Committee makes recommendation to the Society as outlined in Clause 16 of this constitution.

11. MEETINGS

- (a) The Society shall hold an annual general meeting once a year not later than three months after the end of the financial year, and notice of such annual general meeting shall be given to all members at least twenty-one (21) clear days prior to the date of the meeting. Such notice shall be in writing and shall specify the date, time, place, and business of the annual general meeting, which shall be
 1. The Annual Report of the President
 2. The audited or reviewed Financial Statements for the year
 3. Election of Officers and Committee
 4. Appointment of Auditor
 5. Appointment of Honorary positions if appropriate such as Solicitor or other
 6. Any other business for which appropriate notice has been given
- (b) Notices of motion for consideration by the annual general meeting shall be in the hands of the Secretary not less than fourteen (14) days prior to the date of the annual general meeting.
- (c) Members shall be given not less than seven (7) days notice of notices of motion for consideration at such annual general meeting.
- (d) A general meeting may be called at any time on the decision of a majority of the committee or at the request of seven (7) financial members of the Society, in writing stating the purpose for which the general meeting is required. Upon receipt of the request, the Secretary shall convene a general meeting giving fourteen (14) days notice to all members and specifying the purpose of the meeting.
- (e) At all general meetings or meetings of the Committee, the President shall preside but in the event of the President being unable to attend the Vice-President shall preside, but in the event of the Vice-President also being unable to attend, persons then present shall elect from their number a President for that meeting and such Presidents whilst so acting shall have all the powers of the President.
- (f) A majority at all general meetings or meetings of the Committee shall be a minimum of 75% for special resolutions affecting any rules of the Society and over 50% for all other general business, of those present and eligible to vote.

12. VOTING

- (a) All financial and life members shall have equal voting rights.
- (b) At any general meeting a resolution put to the vote of the meeting shall be decided, in the first instance on the voices, and in the case of the decision being in doubt, by a show of hands, unless a secret ballot is requested.
- (c) Unless a secret ballot is requested, a declaration of the President that a resolution has been carried or lost, shall be conclusive evidence of the fact without proof of the number or portion of the votes recorded in favour of or against a resolution.
- (d) If a secret ballot is requested, it shall be taken in such a manner as the President directs and the result of the ballot shall be deemed to be the decision of the meeting at which the ballot was requested. Scrutineers shall be appointed, and ballot papers shall be destroyed by the scrutineers upon declaration of the result.
- (e) In the case of an equality of votes whether on a show of hands or on a secret ballot, the President may exercise a casting vote.
- (f) Proxies: A financial member may appoint, in writing, any other financial member as a proxy to attend and vote on their behalf. Notice of proxy must be received by the Secretary not less than 48 hours before the commencement of the meeting, and the determination of acceptance of a proxy rests with the President.

13. QUORUM

- (a) At any general meeting a quorum shall be the lesser of one third of the total number of members or twelve (12) members.
- (b) If no quorum is present, the meeting shall be adjourned to a date not less than seven (7) days or more than seventeen (17) days thereafter, and the members present at any such adjourned meeting shall constitute a quorum. Notice of such adjourned meeting shall be given to members, not later than forty-eight (48) hours from the commencing time of the original meeting.

14. COMMITTEE AND OFFICERS

- (a) The Committee shall consist of not more than twelve (12) nor less than six (6) financial members including the following officers:
 - President
 - Vice President (to be elected by the Committee at their first meeting)
 - Secretary
 - Treasurer
 - Up to 8 (or 9 – see note) ordinary members

Note: The offices of Secretary and Treasurer, may if the annual general meeting so decides, be held by one (1) person.
- (b) A Manager (if appointed) shall be a member of the Committee ex officio, *ie* not subject to election, and not able to vote, but their appointment may be reviewed by the annual general meeting or a general meeting providing that due notice of the intention to review has been given in accordance with Clause 11 (b), (c) and (d).
- (c) The election of officers and committee members other than the Manager shall take place at the annual general meeting. Voting shall be in accordance with the rules set out in Clause 12, provided that, if there is more than one nomination for any office, or more nominations for the Committee than there are vacancies, a secret ballot may be held.
- (d) Nominations for the Committee shall be lodged in the hands of the Secretary at least fourteen (14) clear days before the annual general meeting. If the number of nominations so lodged is less than the number of vacancies, then the annual general meeting may by ordinary resolution authorise the chairman of such meeting to accept such further nominations from the meeting as may be necessary to fill the vacancies.

- (e) With the exception of the President, The elected Officers and Committee members shall hold office for a one (1) year term expiring at the annual general meeting following that at which the appointment was made.
- (f) THAT a person elected as president hold that position for two years with the right of renewal of two years at the annual general meeting. In the event no member wishes to stand for election to the office of president in the ensuing year the current president may be appointed for a further period as defined and approved by members in a General Meeting. Such period may not exceed two years and the president must then automatically step down.
- (g) The offices of President, Secretary and/or Treasurer may, by resolution of the members of the general meeting, receive an honorarium.
- (h) The Committee shall meet at such times and places as it considers expedient and shall have a quorum of five (5)
- (i) If a committee member fails to attend three (3) consecutive meetings without accepted cause, or otherwise fails to perform required duties, that office may by a two-thirds majority of the Committee be declared vacant and the vacancy filled as provided in Clause 15 (d).
- (j) The Secretary shall keep minutes of all meetings of the Society including but not limited to Annual General Meetings, General Meetings, and Committee Meetings.

15. POWERS OF THE COMMITTEE

- (a) With the exception of specific resolutions passed at general meetings of the Society the management of the property and the investment of the funds shall be conducted by the Committee.
- (b) The Committee may exercise any power vested in the Society and not required by these rules to be exercised by the Society in general meeting.
- (c) The Committee shall present to the annual general meeting a full report of its activities and the business done during its year of office and any matters of interest or importance to the Society which transpired during the period of said report. The Treasurer shall present to the annual general meeting audited or reviewed financial statements and a balance sheet as at the end of the previous financial year of the Society prepared in accordance with good accounting practice.
- (d) The Committee shall have power to co-opt members to fill any vacancies that may occur on the Committee to serve for a period expiring at the next annual general meeting.
- (e) The Committee shall for the purposes of better administration of these rules have the power to promulgate such regulations and/or protocols as may be necessary and while such regulations or protocols are not deemed to be part of these rules, breach of such regulations or protocols may make a person liable to expulsion from the Society as provided for in Clause 10 (c). Such regulations or protocols may be subject to review by a general meeting of the Society.
- (f) The Committee shall have power to appoint and to instruct delegates or representatives to bodies with which the Society is affiliated or which have provision for representation of the Society at their meetings.
- (g) The Committee may appoint sub-committees to undertake specific tasks and in so appointing, the Committee shall stipulate the scope and powers of such committees.
- (h) The Committee shall organise and control any courses deemed suitable for the benefit of its members, including courses as may be available from other institutions such as Polytechnics, and may engage suitable persons on such terms as it deems fit to tutor or manage such courses.

- (i) The Committee shall insure against loss or damage by any cause whatsoever any insurable property owned or leased by the Society or in which the Society has an interest as the Committee may from time to time think fit, and shall maintain Public Liability Insurance cover as required by Clause 6.3 of Deed of Lease with The Hamilton City Council.
- (j) The Society may affiliate, merge, or amalgamate with, or grant affiliation to, any other body or association having objects altogether or in part similar to those of the Society.
- (k) The Committee shall develop, agree upon and implement the methods and systems of teaching designed to achieve the objects of the Society and shall supervise the day to day running of the Workshop and Studios, making such payments as may be reasonably incidental thereto including the reimbursement and payment of any tutors or guest speakers whose services the Committee may consider it necessary or appropriate to engage.
- (l) Terms of engagement, and conditions of employment for any person employed by the Society under Section 4(e), shall be determined and managed by a subcommittee comprising the President, Secretary, and one other committee person appointed by the committee, at a meeting of the committee.

16. DISCIPLINARY AND PERSONAL GRIEVANCE MATTERS

- (a) A Disciplinary and Personal Grievance Committee shall be appointed by the Committee and shall consist of not less than three people of whom not less than two shall be Members of the Society. At its discretion the Committee may appoint one Member of a Disciplinary and Personal Grievance Committee from outside the Society. Disputes and Personal Grievances shall be as defined by the Employment Relations Act 2000.
- (b) The purpose of such a Committee shall be to receive in writing any personal grievance or allegation of sexual or racial harassment or conduct unbefitting a member, or allegation a member has willfully committed a breach of the Rules of the Society. Upon receiving such a complaint the Secretary shall convene the Disciplinary and Personal Committee within seven days.
- (c) Such a Committee shall ensure that the Member in question is given every reasonable opportunity to put his or her case and shall ensure that in all other respects the requirements of natural justice are met. The Disciplinary and Personal Grievance Committee may make recommendations to the Society in respect of its findings, and the Society shall be bound to implement any recommendation made by the Committee provided it is satisfied that the requirements of this Constitution and of natural justice have been met.
- (d) Upon receiving the recommendation of the Disciplinary and Personal Grievance Committee, the Society shall give notice of the recommendation to the Member. If the Disciplinary and Personal Grievance Committee recommends that the Member be suspended or expelled from membership, such suspension or exclusion shall be effective from the date of notice to such Member.
- (e) Sexual or racial harassment or abuse either verbal or physical, against any Member by another Member, is inexcusable and may result in a Disciplinary and Personal Grievance hearing against the accused, and may lead to cessation of membership of the Society as provided for in Clause 10 of these Rules.

17. AUDITOR

The Accounts of the Society shall be audited or reviewed by an independent auditor to be appointed each year at the annual general meeting. At the annual general meeting an audit fee may be decided upon.

18. PECUNIARY GAIN

No member of the Society shall receive or obtain any pecuniary gain (except in the form of reasonable salary or honorarium) from the property or operations of the Society provided that this rule shall not prevent the payment of such reasonable expenses or employees of the Society as the Committee shall decide.

19. ALTERATION TO RULES

Subject to Section 21 of the Act these rules may be altered only by a resolution of members in general provided notice of the intention to move such resolution has been given to the Secretary and by the Secretary to members in accordance with the provisions of Clause 11 (a), (b) and (c) or (d), provided also that the resolution has been put at the general meeting and carried by 75% of those present and entitled to vote at the general meeting and provided that rule changes are approved by the Companies Office.

20. THE COMMON SEAL

- (a) The common seal shall be kept by the Secretary at the registered office of the Society.
- (b) The common seal shall not be fixed to a document, instrument, deed, writing, paper, or other thing unless pursuant to a resolution of the Committee and in the presence of two members of the Committee who shall sign the said document, instrument, deed, writing, paper or other thing as witnesses. Each fixture of the common seal shall require a separate motion of the Committee.

21. SUBSCRIPTIONS AND FEES

- (a) The subscription payable by members shall be that amount fixed by the AGM of the Society, and shall become overdue one month after the date of the AGM.
- (b) Fees shall be those set by the Committee for the use of WSP facilities, materials, leasing of rooms, kiln firings or other requirements as may from time-to-time be determined by the Committee.

22. LIQUIDATION

If at a meeting a majority of those present and entitled to vote shall pass a resolution that a liquidator be appointed for the Society, a further extra-ordinary general meeting shall be held not earlier than thirty (30) days after the day of the meeting at which such resolution was passed, to confirm or reject such resolution. If the resolution shall be confirmed by a majority of those present and entitled to vote at such further extra-ordinary meeting, the Society shall be liquidated and, after payment of all costs, debts, and liabilities of the Society, any remaining assets shall not be paid to or distributed among the members of the Society, but shall be given to or transferred to some other approved charitable organisation or body having objects similar to the objects of this Society, or for some other charitable purpose within New Zealand.

23. INDEMNITY

Every officer or employee of the Society shall be indemnified out of the funds of the Society to pay all costs, losses and expenses which any such officer or employee may incur or become liable for by reason of any contract entered into or thing done by them as an officer or employee of the Society or in anyway discharging his or her duty including travelling, and reasonable out of pocket expenses, provided such expenses have approved by the Society in advance.

