



**Canberra  
Potters**

**Constitution of  
Canberra Potters Society Incorporated**

19 March 2017

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# 1 Part 1 Preliminary

## 1.1 Definitions

In this constitution, a definition applies except so far as the contrary intention appears (see *Legislation Act 2001* (ACT) s 155),

**Board Member** means a Member of the Board, who may or may not be a Member of the association

**Financial Year** means the year ending on 31 December.

**Member** means a Member, however described, of the Association.

**Officer** means:

- (a) a Member of the Board of the Association; or
- (b) the President, Vice-President, Secretary, Treasurer, Public Officer, or Executive Officer of the Association, the holder of any other office of the Association (however described) or a person occupying any of the abovementioned offices, whether validly appointed or not; or
- (c) any other person who is concerned in or takes part in the management of the Association's affairs, but does not include a patron or the holder of another honorary office of the Association if the office does not give its incumbent a right to participate in the management of the Association's affairs.

**Special Resolution**, decision that must be passed at a general meeting of the Association. At least twenty-one (21) days notice of the meeting must be given to the Members of the Association accompanied at the same time by a notice of intention to propose the resolution as a Special Resolution. At the meeting the Special Resolution must be passed by at least three-quarters of Association Members who are entitled to vote and either vote in person at the meeting or by proxy.

**the Act** means the *Associations Incorporation Act 1991* (ACT).

**the Registrar-General** means the Registrar-General under the *Registrar-General Act 1993* (ACT)

**the Regulations** means the *Associations Incorporation Regulation 1991* (ACT).

## 1.2 Application of Legislation

The *Legislation Act 2001* (ACT) and the *Corporation Act 2001* (Cth) apply to these rules in the same way as it would if they were an instrument made under the Act.

# Part 2 Name and Objects

## 2.1 Name

The name of the Association is 'Canberra Potters' Society Incorporated'. It is referred to in this Constitution as 'the Association'.

## **2.2 Objects**

The objectives of the Association are to:

- 1) 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;
- 2) foster appreciation of handcrafted ceramics in the broader community – conduct classes; mount exhibitions; participate in public art activities;
- 3) 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;
- 4) be a key part of the national and international network of ceramic and arts organisations.

## **Part 3 Membership**

### **3.1 Membership**

- 1) Ordinary membership of the Association is open to anyone who supports the objectives of the Association.
- 2) Any such person shall become a Member upon acceptance by the Board, or its authorised Officer, of their application and payment of the annual membership fee.
- 3) The authorised Officer must, upon acceptance of an application by the Board, enter the Member's name in the Register of Members.

### **3.2 Honorary Members**

- 1) The Board may invite persons to be honorary Members of the Society for such periods and on such conditions as the Board may determine.
- 2) 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.

### **3.3 Honorary life Members**

- 1) 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 or Australian ceramics.
- 2) Honorary life Members shall have all the privileges of Members of the Society.

### **3.4 Membership entitlements not transferable**

A right, privilege or obligation that a person has because of being a Member of the Association:

- (1) cannot be transferred or transmitted to another person; and
- (2) terminates on cessation of the person's membership.

### **3.5 Cessation of Membership**

A person ceases to be a Member of the Association if the person:

- (1) dies or, if the person is a corporation, is wound up;
- (2) resigns from membership of the Association;
- (3) is expelled from the Association; or
- (4) fails to renew membership of the Association.

### **3.6 Membership fees**

- (1) Each Member must pay an annual membership fee, to be set by the Annual General Meeting on the recommendation of the Board, and which is due on the anniversary of their joining the Association.
- (2) Upon resignation of their membership, Members are not entitled to a refund of their fees.

### **3.7 Members' liabilities**

- (1) The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to any amount unpaid by the Member in relation to membership of the Association.

### **3.8 Disciplining of Members**

- (1) If the Board is of the opinion that a Member:
  - (a) has persistently refused or neglected to comply with a provision of these rules; or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Association;the Board may, by resolution:
  - (c) reprimand the Member; or
  - (d) expel the Member from the Association, and may bar the Member from applying for membership for such period as the Board determines appropriate; or
  - (e) suspend the Member from the rights and privileges of membership of the Association that the Board may decide for a specified period.

- (2) A resolution of the Board under subclause (1) is of no effect unless the Board, at a meeting held between 14 days and 28 days after service on the Member of a notice under subclause (3), confirms the resolution in accordance with this clause.
- (3) If the Board passes a resolution under subclause (1), the Secretary must, as soon as practicable, serve a written notice on the Member:
  - (a) setting out the resolution of the Board and the grounds on which it is based; and
  - (b) stating that the Member may address the Board at a meeting to be held between 14 days and 28 days after service of the notice; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the Member that the Member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the Board at or before the date of that meeting written representations relating to the resolution.
- (4) Subject to the Act (section 50), at a meeting of the Board mentioned in subclause (2), the Board must:
  - (a) give to the Member mentioned in subclause (1) an opportunity to make oral representations; and
  - (b) give due consideration to any written representations submitted to the Board by that Member at or before the meeting; and
  - (c) by resolution decide whether to confirm or to revoke the resolution of the Board made under subclause (1).
  - (d) Should the Member decline to appear before the Board, the Board is empowered to act as though the Member had appeared before it.
- (5) If the Board confirms a resolution under subclause (4), the Secretary must, within 7 days after that confirmation, inform the Member, by written notice, of that confirmation and of the Member's right of appeal under clause 3.9.
- (6) A resolution confirmed by the Board under subclause (4) does not take effect:
  - (a) until the end of the period within which the Member is entitled to appeal against the resolution if the Member does not exercise the right of appeal within that period; or
  - (b) if within that period the Member exercises the right of appeal—unless and until the Association confirms the resolution in accordance with clause 3.9(4).

### **3.9 Right of appeal of disciplined Member**

- (1) A Member may appeal to the Association in general meeting against a resolution of the Board that is confirmed under clause 3.10, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (2) On receipt of a notice under subclause (1), the Secretary must notify the Board which must call a general meeting of the Association to be held within 21 days after the date when the Secretary received the notice or as soon as possible after that date.
- (3) Subject to the Act (section 50), at a general meeting of the Association called under subclause (2):
  - (a) no business other than the question of the appeal may be transacted; and
  - (b) the Board and the Member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
  - (c) the Members present must vote by secret ballot on the question of whether the resolution made under clause 3.10, should be confirmed or revoked.
- (4) If the meeting passes a Special Resolution in favour of the confirmation of the resolution made under clause 3.8, that resolution is confirmed.
- (5) Notwithstanding their expulsion, such Member shall be liable to pay all monies owed by them to the Society at the date of their expulsion.

## **Part 4 Management and Board**

### **4.1 Board Membership**

- (1) The Board shall consist of between 3 and 9 eligible persons, comprising
  - (a) the office-bearers of the Association, who may be elected under clause 4.5 or appointed under clause 4.6; and
  - (b) up to 5 ordinary Board Members, who may be elected under clause 4.5 or appointed under clause 4.6.
- (2) Up to 5 Board Members may be Members of the Association. All other Board Members must not be Members of the Association.

### **4.2 Powers of Board**

The Board, subject to the Act, the regulations, these rules, and to any resolution passed by the Association in a general meeting:

- (1) controls and manages the affairs of the Association;



- (2) may exercise all functions that may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in a general meeting; and
- (3) has the power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

### **4.3 Office-bearers**

- (1) The office-bearers of the Association are:
  - (a) the President; and
  - (b) the Vice President; and
  - (c) the Treasurer; and
  - (d) the Secretary.
- (2) The President must be a Member of the Association and must be elected at an annual general meeting. All other office-bearers are appointed through a majority vote at an ordinary Board meeting.

### **4.4 Public Officer**

- (1) The Association shall have a Public Officer appointed at a general meeting who is at least 18 years of age and resident in the ACT.
- (2) A person who is appointed to be the Public Officer must, not later than one month after being appointed, lodge with the Registrar-General a notice of the appointment on the approved form as required under the Act.
- (3) The Association may by resolution at a general meeting remove the Public Officer subject to the Act.
- (4) If a vacancy occurs in the office of the Public Officer then, the Board of the Association must, within 14 days after the vacancy occurred appoint a person to fill the vacancy in accordance with the Act (section 57-59).
- (5) The Public Officer may hold any office of the Association in addition to the office of Public Officer.

### **4.5 Election of Board Members**

- (1) Subject to (1), prior to the AGM the Board must determine the number of positions on the Board to be put forward for election. In making this decision, they must have reference to:
  - (a) the current make up of the Board;
  - (b) the number of vacant positions on the Board;
  - (c) the skills necessary for the appropriate function of the Board; and
  - (d) the terms of the current Board members.

Members must be notified of the decision with the announcement of the election.

- (2) Vacant positions not put up for election may be filled by appointment under 4.6 following the AGM.
- (3) Nominations of candidates for election as Board Members:
  - (a) must be made in writing, signed by 2 Members of the Association and accompanied by the written consent of the candidate; and
  - (b) must be given to the Secretary of the Association not less than 14 days before the date fixed for the annual general meeting at which the election results are to be declared.
- (4) If insufficient nominations are received to fill all positions put forward for election, the candidates nominated are taken to be elected and any unfilled positions remaining on the Board are taken to be vacancies.
- (5) If the number of nominations received is equal to the number of positions put forward for election, the people nominated are taken to be elected.
- (6) If the number of nominations received exceeds the number of positions put forward for election, a ballot must be held.
- (7) The ballot for the election of Board Members may be conducted via a process to be determined by the Board. This process must comply with the law at the time.
- (8) A person is not eligible to simultaneously hold more than one position on the Board.
- (9) Employees of the Association are not eligible to serve on the Board.

#### **4.6 Vacancy between annual general meetings**

- (1) If there is a vacancy on the Board between annual general meetings the Board may appoint an appropriate person to fill that position at its discretion.
- (2) The Board must notify Association Members as soon as practicable after the appointment of such a Board Member.
- (3) A person may be appointed under this clause by resolution at any Board meeting at which there is quorum.
- (4) A person appointed under this clause may be removed by resolution at any Board meeting at which there is quorum.

#### **4.7 Term of Board Members**

- (1) Board Members shall hold office, subject to these rules, for a two (2) year term following their first election under clause 4.5 or, if appointed under clause 4.6, until the second annual general meeting following their appointment.
- (2) On expiry of this term a Board Member is eligible for re-election or re-appointment for the maximum of another two (2) years.

- (3) A person shall not hold a position as a Board Member for longer than four (4) consecutive years except by Special Resolution of the Association at an annual general meeting.

#### **4.8 President**

The President of the Association shall:

- (1) call and preside at the meetings of the Board;
- (2) in consultation with the Director/CEO and Secretary, prepare the agenda for all Board meetings, considering items given on notice from other Board Members;
- (3) facilitate full and balanced participation in Board meetings by Board Members.
- (4) act as a spokesperson on behalf of the Board unless an alternative spokesperson has been appointed by the Board.

#### **4.9 Vice-President**

- (1) In the President's absence or inability to act, the Vice-President shall undertake any role or function normally fulfilled by the President.
- (2) If both the President and Vice-President are absent or unable to preside at a meeting, a Board Member elected by the Board shall preside.

#### **4.10 Secretary**

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, notify the Association of his or her address.
- (2) The Secretary must ensure that notices of meetings are given in accordance with the provisions of this constitution.
- (3) Prior to each Board meeting, the Secretary must ensure that a copy of the meeting agenda is forwarded to each Board Member.
- (4) The Secretary must keep minutes of:
  - (a) all elections and appointments of office-bearers and Board Members; and
  - (b) the names of Members of the Board present at a Board meeting or a general meeting; and
  - (c) all proceedings at Board meetings and general meetings, noting resolutions of the Board.
- (5) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson at the next proceeding meeting.
- (6) The Secretary is responsible for ensuring the maintenance and safekeeping of:
  - (a) the constitution;

- (b) official records of the business of the Board and a register of minutes of meetings;
  - (c) copies of notices and a file of correspondence;
  - (d) contracts or agreements entered into by the Board; and
  - (e) copies of the policies of the Association.
- (7) The Secretary may delegate any of his or her functions or duties under these rules to another Board Member or an employee of the Association other than:
- (a) this power of delegation; and
  - (b) a function imposed on the Secretary by the Act, by any other law of the Territory or by resolution of the Association in general meeting.

#### **4.11 Treasurer**

- (1) The Treasurer of the Association must:
- (a) collect and receive all amounts owing to the Association and make all payments authorised by the Association;
  - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
  - (c) ensure that the Association's financial budgets and statements are prepared;
  - (d) submit a report of those finances to each Board meeting, as appropriate; and
  - (e) present the Association's audited accounts to the annual general meeting.
- (2) The Treasurer may delegate any of his or her functions or duties under these rules to another Board Member or an employee of the Association other than:
- (a) this power of delegation; and
  - (b) a function imposed on the Treasurer by the Act, by any other law of the Territory or by resolution of the Association in general meeting.

#### **4.12 Vacancies**

For these rules, a vacancy in the Public Officer or the office of a Member of the Board happens if the Member:

- (1) dies;
- (2) resigns the office, in writing to the Chair or Board, with effect from that date of notice;
- (3) is removed from office;

- (4) becomes bankrupt or personally insolvent;
- (5) suffers from mental or physical incapacity;
- (6) is disqualified from office under the Act (section 63(1)); or
- (7) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

#### **4.13 Removal of Board Members**

The Association in general meeting may by resolution, subject to the Act (section 50), remove any Member of the Board from office before the end of the Member's term of office.

#### **4.14 Notice of changes in Board**

In accordance with the Act (section 62), if new Board Members are appointed or the office of a Board Member changes then the Association must, not later than 1 month after the occurrence of the event, lodge with the Registrar-General notice of the occurrence.

#### **4.15 Board meetings and quorum**

- (1) The Board must meet at least four times in each calendar year at the place and time that the Board may decide.
- (2) The President may call an additional meeting of the Board by request from any Member of the Board if it is supported by at least one other Board Member and must call the meeting if it is supported by three Board Members.
- (3) Oral or written notice of a meeting of the Board must be given by the Secretary to each Member of the Board ordinarily 7 days in advance and at least 48 hours (or any other period that may be unanimously agreed on by the Members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Board Members present at the meeting unanimously agree to treat as urgent business.
- (5) Any five Members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business may be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.

#### **4.16 Committees of the Board**

- (1) The Board may, in writing, delegate to a committee or committees any functions of the Board, other than:
  - (a) this power of delegation; and
  - (b) a function that is a function imposed on the Board by the Act, by any other Territory law, or by resolution of the Association in general meeting.
- (2) Membership of the committee/s shall consist of Association Members and non-Members that the Board determines as appropriate.
- (3) A function, the exercise of which has been delegated to a committee under this section, may be exercised by the subcommittee in accordance with the terms of the delegation while the delegation remains unrevoked.
- (4) A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, that the Board determines in the instrument of delegation.
- (5) Despite any delegation under this section, the Board may continue to exercise any function delegated.
- (6) Any act or thing done or suffered by a committee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the Board.
- (7) The Board may, in writing, revoke wholly or in part any delegation under this section.
- (8) A committee may meet and adjourn as it thinks proper.
- (9) A register of committees will be kept by the Secretary.

#### **4.17 Voting and decisions**

- (1) Questions arising at a meeting of the Board or of any committee appointed by the Board are decided by a majority of the votes of Members of the Board or committee present at the meeting.
- (2) Each Member present at a meeting of the Board or of any subcommittee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

#### **4.18 Disclosure of interest**

- (1) Any Board or staff Member must declare a conflict of interest where there is:
  - (a) a decision to be taken in which the Board or staff Member has a personal, professional, or business interest, which may conflict with the interests of the Association;

- (b) an offer of outside employment or an emerging business interest that conflicts with the Association's core activities.
- (2) If any Board or staff Member has any direct or indirect pecuniary interest in a contract or proposed contract to which the association is or may be a party, the Board or staff Member must:
  - (a) as soon as the interest becomes apparent to the Member, disclose the nature and extent of the interest to the Board; and
  - (b) disclose the nature and extent of the interest at the next general meeting of the Association as required under the Act (section 65 (1)).
- (3) Where there is a conflict of interest declared then, the Board or staff Member must not take part in assessments of that decision or selection, but may, subject to the Act (ss65 and 66) participate in any deliberations of the Board in relation to the contract or proposed contract.

## **Part 5 General meetings**

### **5.1 Annual general meetings - holding of**

- (1) The Association must, at least once in each calendar year and within 5 months after the end of each Financial Year of the Association, call an annual general meeting of its Members.
- (2) Subclause (1) has effect subject to the powers of the registrar-general under the Act (section 120) in relation to extensions of time.

### **5.2 Annual general meetings - calling of and business at**

- (1) The annual general meeting of the Association must, subject to the Act, be called on the date and at the place and time that the Board considers appropriate.
- (2) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is to:
  - (a) confirm the minutes of the last annual general meeting and of any general meeting held since that meeting;
  - (b) receive from the Board reports signed by two Board Members on the principal activities of the Association during the last Financial Year and any significant changes in the nature of those activities;
  - (c) receive the declaration of the ballot for Board membership;
  - (d) appoint the Public Officer under the requirements of the Act (section 57);
  - (e) appoint the Auditor, under the requirements of the Act (sections 74-79); and
  - (f) receive and consider the statement of accounts, the Auditor's Report and other reports that are required to be submitted to Members under the Act (section 73(1)).

- (3) An annual general meeting must be specified as such in the notice calling it in accordance with the clause 5.4.
- (4) Annual returns must be lodged with the Registrar-General within six months from the end of each Financial Year of the Association in accordance with the Act (section 79).

### **5.3 General meetings - calling of**

- (1) The Board may, whenever it considers appropriate, call a general meeting of the Association.
- (2) The Board must, on the requisition in writing of not less than 5% of the total number of Members, call a general meeting of the Association.
- (3) A requisition of Members for a general meeting:
  - (a) must state the purpose or purposes of the meeting;
  - (b) must be signed by the Members making the requisition;
  - (c) must be lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (4) If the Board fails to call a general meeting within 1 month after the date when a requisition of Members for the meeting is lodged with the Secretary, any 1 or more of the Members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- (5) A general meeting called by a Member or Members mentioned in subclause (4) must be called as nearly as is practicable in the same way as general meetings are called by the Board and any Member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

### **5.4 Notice of general meeting**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, send to each Member a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each Member in the way provided in subclause (1) specifying, in addition to the matter required under that subclause, the intention to propose the resolution as a Special Resolution.
- (3) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under clause 5.2(2).



- (4) A Member desiring to bring any business before a general meeting may give written notice of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

## **5.5 General meetings - procedure and quorum**

- (1) No item of business may be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five percent of Members of the Association at the time of the meeting (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting. Members must be present in person to be counted towards the quorum.
- (3) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of Members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the Members present (being not less than 5) constitute a quorum.

## **5.6 Presiding Member**

- (1) The President, or in the absence of the President, the Vice-President, presides at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, Members present must elect one (1) of their number to preside at the meeting.

## **5.7 Adjournment**

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting. The period of notice is to be no less than three days.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **5.8 Making of decisions**

- (1) A question arising at a general meeting of the Association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than 3 Members present in person or by proxy at the meeting.
- (3) If the poll is demanded at a general meeting, the poll must be taken:
  - (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - (b) in any other case - in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## **5.9 Voting**

- (1) Only financial Members or honorary life Members aged 16 years or older are eligible to vote.
- (2) Subject to subclause (3), on any question arising at a general meeting of the Association a Member has 1 vote only.
- (3) All votes must be given personally or by proxy, except for an Annual General Meeting, when Board elections must be conducted according to clause 4.5 (Election of Board Members).
- (4) If the votes on a question, however received, at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.

## **5.10 Proxy votes**

- (1) Each Member is entitled to appoint another Member as proxy by written notice in the form set out in Appendix A.
- (2) The proxy appointment notice must be submitted no later than 24 hours before the time of the meeting for which the proxy is appointed.
- (3) No Member may hold more than 5 proxies.

## **Part 6 Miscellaneous**

### **6.1 Funds**

- (1) The funds of the Association may be derived from annual subscriptions of Members, donations and, subject to any resolution passed by the Association in general meeting and subject to the Act (section 114) any other sources that the Board decides.
- (2) All money received by the Association, other than donations received pursuant to clause 6.2, must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) Subject to any resolution passed by the Association in general meeting, the funds of the Association must be used for the objects of the Association in the way that the Board decides.
- (5) All payments, including cheques, drafts, bills of exchange, promissory notes, electronic funds transfer and other negotiable instruments must be authorised by any 2 Members of the Board or employees of the Association, being Members of the Board or employees authorised to do so by the Board.
- (6) Proper accounts must be kept of funds received and expended by the Association and of the assets and liabilities of the Association. The accounts of the Association must be audited at least one month prior to the annual general meeting.
- (7) Annual returns must be lodged with the Registrar-General within six months from the end of each Financial Year of the Association in accordance with the Act (section 79).

### **6.2 Public fund**

- (1) The Association may establish and maintain a public fund.
- (2) 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 Association and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.
- (3) 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 Association.
- (4) No monies/assets in this fund will be distributed to Members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.

- (5) 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.
- (6) 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 company;
  - (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.
- (7) 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. It 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.

### **6.3 Amendment of Constitution**

- (1) This constitution may only be changed by a Special Resolution at a General Meeting of the Association.
- (2) Only Members attending the General Meeting in person, or voting by proxy, may vote on a Special Resolution to amend this constitution.
- (3) The Special Resolution must be passed by at least 75% of Members, who are either present in person at the meeting or vote by proxy at the meeting.
- (4) No later than one month after such an amendment has been approved and ratified, an application must be made by the Public Officer and a Board Member to the Registrar-General for registration of the change, in accordance with the Act (section 33).

### **6.4 Change of name**

- (1) The Association may, by Special Resolution, resolve to apply to the Registrar-General for approval to adopt a new name.
- (2) No later than one month after such a resolution has been passed, an application must be made by the Public Officer and a Board Member to the Registrar-General for registration of the change, in accordance with the Act (section 38).

## **6.5 Change of objects**

- (1) The Association may, by Special Resolution, resolve to alter its objects.
- (2) No later than one month after the resolution has been approved and ratified, an application must be made by the Public Officer and a Board Member to the Registrar-General for registration of the change, in accordance with the Act (section 30).

## **6.6 Common seal**

- (1) Any common seal held by the Association must be kept in the custody of the Secretary.
- (2) The common seal must not be attached to any instrument except by the authority of the Board and the attaching of the common seal must be attested by the signatures of 2 Members of the Board.

## **6.7 Custody of books**

Subject to the Act, the regulation and these rules, the Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

## **6.8 Inspection of books**

The records, books and other documents of the Association must be open to inspection at a place in the ACT, free of charge, by a voting Member of the Association at any reasonable hour.

## **6.9 Service of notice**

For these rules, the Association may serve a notice on a Member by any means approved by the *Legislation Act* Part 19.5.

## **6.10 Winding up**

- (1) The Association may, by Special Resolution, resolve to wind up.
- (2) In the event of its being wound up or dissolved, the liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to any amount (if any) unpaid by the Member in relation to membership of the Association.
- (3) If on winding up or dissolution of the Association there remains after the satisfaction of all debts and liabilities and money or property whatsoever, that money or property must not be paid or distributed among the Members but must be given or transferred to some other Association or institution in the Australian Capital Territory or elsewhere in Australia which has objects similar to the objects of the Association and which prohibits the distribution of its income and property among its Members upon its winding up or dissolution. Such Association or institution is to be determined by a vote of 75% or more of the voting Members present at a general meeting for this purpose.

## Appendix A – Proxy Form

### Form of appointment of proxy

I, .....  
(full name) of

.....  
(address)

a member of Canberra Potters' Society Inc appoint

.....  
(full name of proxy) of

.....  
(address)

a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association to be held on..... and at any adjournment of that meeting.

[optional] My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

.....  
(Signature of member appointing proxy)

Date .....

Note - A proxy vote may not be given to a person who is not a member of the Association.