

CONSTITUTION OF THE OTAKI POTTERY CLUB (INC.)

1. NAME

The name of the club is **OTAKI POTTERY CLUB INCORPORATED** (“the Club”).

2. OBJECTIVE

THE CLUB SHALL:

- (a) Promote an interest in the enjoyment and production of pottery.
- (b) Foster an interest in pottery in the community.
- (c) Provide for the education of aspiring potters of all ages.
- (d) Enable members to participate in the craft of pottery.
- (e) Provide the use of a workshop with all facilities to create, store, dry, decorate and fire pottery
- (f) Maintain and have available information and educational resources.

3. MEMBERSHIP

- (a) Every membership candidate shall be proposed by one financial member and the election of that candidate, as proposed, shall be by vote of the Management Committee.
- (b) No member, newly elected, shall participate in any of the privileges of the club until they have paid his/her subscription in accordance with Clause 4 below and attended a Club orientation.
- (c) Any member may resign his/her membership at any time by notice to the President, Secretary or Membership Manager of the Club but no such resignation shall relieve the member from payment of any moneys then due by them to the Club.

4. CLUB YEAR AND SUBSCRIPTION

- (a) The financial year of the Club shall begin on the 1st day of April and end on the 31st day of March next following.
- (b) The annual subscription shall be determined by the members present at the Annual General Meeting.
- (c) All subscriptions shall be paid on acceptance of the member by the Management Committee or before the 31st days of April or October (in the case of a half year), in each and every year and/or proportioned accordingly after October. Any member failing to pay his/her subscription within the stipulated time prescribed herein may be struck off the list of members by

resolution of the Management Committee. Any new member shall pay their subscription within one month of being advised of his or her election to membership. Such initial subscription may be reduced having regard to the portion of the year that has passed.

- (d) Subscriptions are non-refundable except in exceptional circumstances and at the discretion of the Management Committee.

5. MANAGEMENT

- (a) The general affairs of the Club including the control and investment of funds and the borrowing of money shall be managed by a Management Committee consisting of the President, Vice President, Secretary, Treasurer and a minimum of two (2) members.
- (b) The President or, in his or her absence, the Vice President shall act as chairperson. A Vice President may be appointed in any year if thought necessary.
- (c) The Club may appoint a patron if so desired. The patron will not be a member of the Management Committee.
- (d) The Patron, President, Vice President, Secretary and Treasurer, shall be elected at the Annual General Meeting. In certain circumstances, the President may be elected at the first meeting of the new Management Committee. If the President ceases to be a member the Vice President shall automatically become President.
- (e) Five Committee members will constitute a quorum at a Management Committee meeting.
- (f) A Management Committee member shall hold office until:
 - (i) the Committee member resigns by giving written notice to the Management Committee.
 - (ii) the Committee member is disqualified from being an officer of a charity under the provisions of the Charities Act 2005.
 - (iii) the Committee member is removed under clauses (g) and (h) below;
- (g) The Management Committee may, by ordinary resolution, remove a committee member who:
 - (i) has been absent from three (3) consecutive meetings of the committee without leave of absence from the Management.
 - (ii) is adjudged bankrupt or is convicted of an offence punishable by more than two (2) years imprisonment.

- (h) A Committee member may be removed by a special resolution of the Management Committee passed at a special meeting of the Committee called to consider the resolution. The Committee member concerned shall be given reasonable notice of the intention to move the resolution and shall be given an opportunity to be heard.
- (i) The Management Committee shall meet monthly and may regulate its meetings as it thinks fit, keep minutes of their meetings and proceedings, and of all general meetings of members. They shall keep a record of all receipts and expenditure with relevant accounts, together with the club's yearly balance sheet, which shall be open for inspection by members one week before every AGM.
- (j) The Management Committee shall make rules for the internal conduct of the Club.
- (k) All Club rules will be included in a document named "Otaki Pottery Club Rules" reviewed annually.
- (l) The Management Committee members may get together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairperson shall have a second or casting vote. A Committee member may summon a meeting of the committee at any time, provided they have a seconder to this action.

6. POWERS OF THE COMMITTEE

In addition to the powers implied by the general law of New Zealand or contained in the trustees Act 1956 the Management Committee is empowered to:

- (a) To purchase, sell, lease, hire, exchange or acquire any real or personal property and any rights or privileges and to develop and maintain any land or buildings forming part of the club.
- (b) To borrow money on such terms and conditions and for such purposes as it thinks fit and to guarantee the repayment of money borrowed for the purpose of the Management Committee or the Club. The Management Committee may give security for repayment over the whole or part of the club's assets even if some part given as security does not benefit from the borrowing.
- (c) To invest any moneys held by the club in such manner as the Management Committee considers desirable.
- (d) To effect insurance in such manner, against such risks and for sums as the Management Committee considers appropriate.

- (e) To publish and print material to publicise the nature of the work done and the principles under which the club operates.
- (f) To accept donations, legacies, subscriptions, or fees paid or transferred to the Club and to apply them either for the general purposes of the Club or for any special purpose designated by the donor.
- (g) To act as trustee of any funds to which a service user may be entitled or in which a service user may have a beneficial interest
- (h) To enter into any arrangement or contract with any individual, government department or corporate body.
- (i) To expel a member for serious misconduct or bringing the reputation of the Club into disrepute such expulsion shall not take effect until the member concerned has had an opportunity to dispute the basis of the Management Committees decision.
- (j) To do all such other things as are incidental or conducive to the attainment of the objects of the Club

7. FINANCIAL REPORTING AND AUDIT

- (a) The Club shall as soon as reasonably practicable after the end of each accounting period, prepare an Annual Report and Financial Statements relating to the affairs of the Club during that period in accordance with accepted financial reporting standards and requirements.
- (b) The Club shall ensure that the Financial Statements of the Club are independently prepared by member of the New Zealand Institute of Chartered Accountants appointed by the Club and an audit or review will not be required unless the club requests it.

8. CONTRACTS

The Club will not be liable for contracts incurred without the consent of the Management Committee.

9. MEETINGS

- (a) An Annual General Meeting of the members of the club shall be held in every calendar year on or before the last day of May.
- (b) A Special General Meeting of members may be called by the Management Committee at any time and shall be called at the written request addressed to the Secretary by four financial members of the club. Such a meeting will have the same powers as an AGM.

- (c) Notice of the AGM or SGM shall be mailed or delivered to all members at least 10 working days prior to the date of such meeting. Such notice shall set forth the date, time and place of such meetings, the type of meeting and the business to be discussed at such meeting.
- (d) Five members personally present at a Special General Meeting shall form a quorum.
- (e) The President shall be chairman of a Special General Meeting. In his/her absence the meeting shall elect a chairperson for the meeting.
- (f) Voting shall be on the voices unless a show of hands or a paper ballot is called for. The chairperson shall have a casting vote.
- (g) Resolutions passed at any SGM shall be conclusive and binding on all members of the club whether present at the meeting or not.

10. ALTERATIONS TO CONSTITUTION

- (a) Any proposed alterations to the club Constitution may only be considered at an Annual General or Special General Meeting, convened with the required written notice of the proposal.
- (b) Any alteration or amendment must be proposed by a full member of the Club and seconded by another full member.
- (c) Such alterations shall be passed if supported by not less than two thirds of those full voting members present at the meeting, assuming that a quorum has been achieved.

11. COMMON SEAL

- (a) The common seal is not required but if required will be held by the Secretary and shall only be used by the authority of the Management Committee.
- (b) Every document to which the common seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Management Committee.

12. MATTERS NOT PROVIDED FOR

- (a) Any question arising not provided for in this document shall be decided by the Management Committee and its decision shall be final.
- (b) Notwithstanding the above, if that Management Committee decides it would be more appropriate that the question should be decided by a vote of paid-up members, the Management Committee may circulate a proposed resolution among those members, by delivery, post, or electronic means. If passed by a two thirds majority of those Members responding to the

Management Committee's proposed resolution within one month the date of circulation of such resolution, that resolution shall be accepted by the Management Committee and be carried into effect.

13. INTERPRETATION

The interpretation by the Management Committee of the foregoing provisions of the constitution shall be binding.

14. COMMUNICATION

The Club or Management Committee may communicate with members or the Management Committee by any means deemed adequate by the Management Committee and shall not be invalid if not all proposed recipients receive such communication.

15. REMUNERATION

- (a) The Club may, by majority vote, pay an honorarium. Prior to doing so the Management Committee must establish a policy to be applied to the payment of the honorarium.
- (b) The Club may, by majority vote, reimburse its members for their actual and reasonable expenses incurred in the conduct of the Club's business.
- (c) Except as provided in this Constitution:
 - (i) No portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise to any member or Committee member; and
 - (ii) No remuneration or other benefit in money or money's worth shall be paid, or given, by the organisation to any member or Committee member except under Rule (a) of Remuneration.
- (d) Any payments made to a member of the Club or to a person associated with a member, must be for goods or services that advance the charitable purpose of OPC and must be reasonable and relative to payments that would be made between unrelated parties. This provision and its effect must not be removed from the Constitution and must be included in any alteration of, addition to, or revision of, the Constitution.

16. WINDING UP

The Club may be wound up by a resolution passed by a majority of not more than three-fourths of the members of the Club. Three (3) months' notice of the intention to move such a resolution shall be given to members of the Club. If, after all payment of all debts and liabilities, any surplus funds or assets remain these shall be transferred to some other charitable institution or institutions within New Zealand selected by the Management Committee.

Caitlin Taylor
President

Sue Wilson
Vice President

Bryan Johnston
Treasurer