

# SOUTH OF THE RIVER POTTERS' CLUB

## CONSTITUTION

Revised Feb 2024

1. NAME – The name of the Club shall be “South of the River Potters’ Club.”
2. OBJECTS –To practice and promote ceramics as a creative and therapeutic art form for the benefit of members and the community
  1. To Manage and maintain a facility that meets the current and future needs of the SORPC
  2. To help champion and promote learning of the ceramic art form at all levels
  3. To provide ceramic activities to the broader community and support inclusiveness and social connectivity.
  4. To have a safe working environment for all facility patrons
3. MEMBERS – There shall be the following classes of members:-
  - (a) Ordinary Members – those members who are not included in any of the following classes.
  - (b) Honorary Members – members may at meeting confer Honorary Membership upon any visitor or other person. Such membership shall be tenable for a maximum of one year. Members may at their discretion renew such membership at an Annual General Meeting. Honorary members have no voting rights.
  - (c) Honorary Life Members – The Management Committee may confer Honorary Life Membership upon any ordinary financial member who in their opinion has rendered outstanding service to the Club and such Honorary Member to have all the rights of an Ordinary Member.
4. NOT FOR PROFIT
  - 1)The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
  - 2)A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).
  - 3)A payment to a member out of the funds of the Association is authorised if it is:
    - a) The payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association
    - b) In the ordinary course of business; the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association
5. POWERS OF THE CLUB
  - (a) To purchase, take on lease, or in exchange, hire or acquire and maintain any real or personal property and any rights and privileges in relation thereto.

- (b) To sell, exchange, lease, mortgage, hire, dispose of, turn to account, or otherwise deal with all or any part of the real and personal property of the Club.
  - (c) To borrow, or raise and secure the payment of money in such manner as the Club thinks fit with power to issue debentures, grant mortgages, charges or any other class of security upon, or charging all or any of the Club property real or personal and to redeem or pay off any such securities.
  - (d) To invest and deal with the moneys of the Club not immediately required for the purposes of the Club in such a manner as may be from time to time determined.
  - (e) To draw, make, accept, endorse and issue negotiable securities, or instruments of whatsoever kind or nature.
  - (f) To appoint, employ and pay officers and servants and to dismiss or suspend any officer or servant.
  - (g) To become affiliated with or subscribe to any other association or body whose objects are similar to the objects of the Club and if thought fit to withdraw or retire from any such association or body.
  - (h) To do all other things incidental or conducive to the attainment of its objects.
  - (i) To publish a periodical to be issued at least quarterly.
6. TRUSTEES – The Management Committee shall appoint three members of the Club to be Trustees and to use the Seal of the Club and such appointment shall continue until resignation or cancellation by the Management Committee.
7. COMMON SEAL – The Common Seal of the Club shall be kept in the custody of the Secretary of the Club and shall only be used with the authority of the Management Committee. All documents to which the Common Seal is affixed shall be signed by two of the Trustees and Seal-holders to be appointed as hereinbefore provided. All Books and Securities of the Association to be kept in the custody of the Secretary, or under the Secretary’s control
8. CONDITIONS OF MEMBERSHIP
- (a) Applying member must be over 18 years of age and shall make and submit two ~~pots~~ Ceramic items to the Management Committee for examination to determine whether the applicant is of a suitable standard to safely work alone and not require tuition or to be dependent upon other members.
  - (b) Admission to and continuance of membership shall at all times be subject to the approval of the Management Committee.
  - (c) The Club, its officers or any of them shall accept no responsibility whatsoever for the safety of any member of the Club or visitor present or taking part in any activity of the Club regardless of the cause of any accident or injury. The personal safety of any member or visitor shall be the sole responsibility of that person.
9. SUSPENSION & EXPULSION
- (a) The Management Committee, subject only to this Constitution, may suspend or terminate the membership of any member by a majority of at least three-fourths.

- (b) Fourteen days' notice in writing of a motion of suspension or termination giving reasons for such action shall be posted by registered mail to the last address recorded in the Club's Register of Members.
- (c) A Member, subject to such a suspension or termination of membership, shall have the right of being heard in his own defence by the Management Committee by giving written notice to the Secretary within fourteen days of receipt of the notice of suspension or termination of membership.
- (d) If after such a hearing the Management Committee shall suspend or terminate the membership of a member such a member shall be entitled within fourteen days of receipt of notice in writing of such suspension or termination of membership to deliver to the Secretary of the Club notice in writing of his desire to have the matter referred to an Extraordinary General Meeting called for that purpose. If the Extraordinary General Meeting shall accept the ruling by a two thirds majority the member shall have no further appeal.
- (e) In the event of such suspension or termination the suspended or expelled member shall not be entitled to any refund of subscription or other fees paid to the Club.
- (f) Any suspended or expelled member shall return to any officer appointed to receive same any books, papers or other Club property within three days.

## 10. DISPUTE RESOLUTION

Disputes arising under Constitution

- (a) This clause applies to:
  - (i) Disputes between members, and
  - (ii) Disputes between the association and one or more members that arise under the constitution or relate to the constitution.
- (b) In this Clause 10, the term member includes any former member whose membership ceased not more than six (6) months before the dispute occurred
- (c) The parties to a dispute shall attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.
- (d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this Clause 10 by giving written notice to the Secretary of the parties to, and details of, the dispute.
- (e) The association shall hold a Committee meeting within twenty eight (28) days after the Secretary receives notice of the dispute under Clause 10(d) for the Committee to determine the dispute.
- (f) At the Committee meeting to determine the dispute, all parties to the dispute shall be given a full and fair opportunity to state their respective cases orally, in writing, or both.
- (g) The Secretary shall inform the parties to the dispute of the Committee's decision and the reasons for the decision within 7 days after the Committee meeting referred to in Clause 10(e).
- (h) If any party to the dispute is dissatisfied with the decision of the board, they may elect to initiate further dispute resolution procedures as set out in the constitution.

## 11. MEDIATION

- (a) This Clause 11 applies:

- (i) Where a person is dissatisfied with a decision made by the board under Clause 10(g) or
- (ii) Where a dispute arises between a member or more than one member and the association and any party to the dispute elects not to have the matter determined by the board.
- (b) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Clause 10(c) or a party to a dispute is dissatisfied with a decision made under Clause 10(g) a party to a dispute may:
  - (i) Provide written notice to the Secretary identifying the parties to, and the details of, the dispute, and
  - (ii) Agree to, or request the appointment of, a mediator to resolve the dispute.
- (c) The Secretary shall then ensure that a mediator is appointed to resolve the dispute who shall be:
  - (i) A person chosen by agreement between the parties to the dispute, or
  - (ii) In the absence of agreement between the parties to the dispute, a mediator appointed by the board.
- (d) Where the dispute relates to a proposal for the suspension or expulsion of a member this Clause 11 does not apply until the procedure under Clause 9 in respect of the proposed suspension or expulsion has been completed.
- (e) The party or parties requesting the mediation shall pay the costs of the mediation.
- (f) The mediator can be a member provided the member is not a party to the dispute.
- (g) The parties to the dispute shall attempt to settle the dispute by mediation in good faith.
- (h) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least five (5) days before the date of the mediation.
- (i) The mediator, in conducting the mediation, shall:
  - (i) Give the parties to the mediation every opportunity to be heard,
  - (ii) Allow all parties to consider any written statement submitted by any party, and
  - (iii) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation.
- (j) The mediation shall be confidential.
- (k) Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

## 12. INABILITY TO RESOLVE DISPUTE

If a dispute cannot be resolved under the procedures set out in Clauses 10 and 11, any party to the dispute may apply to the Administrative Tribunal to determine the dispute in accordance with the Associations Act or otherwise at law.

## 13. SUBSCRIPTION & FEES

- (a) The annual subscription for each class of membership shall be set in the last quarter of each year for the following financial year by members in General Meeting
- (b) Members annual subscriptions shall be payable to the Treasurer on 1<sup>st</sup> January each year and shall cover the calendar year to December 31<sup>st</sup>. A new member shall pay his/her

subscription for full, three-quarters, half or one-quarter of the year, depending on the date of acceptance.

- (c) A new member shall be ineligible to vote and/or exhibit or sell work unless having been financial for one full calendar month before the date of the meeting and /or exhibit or sale in question.

#### 14. MANAGEMENT COMMITTEE

- (a) The Club and the affairs and property thereof shall be managed by a Committee comprising the following:-

##### OFFICE BEARERS

President

Vice President

Secretary

Treasurer

And three (3) Committee members

- (b) All Office Bearers and Committee Members must be financial members of the Club and shall hold office from the date of election or appointment until the next AGM at which time they shall be eligible for re-election or re-appointment as the case may be. All nominations for Office Bearers and Members of the Committee may be made from the floor of the meeting without the necessity of giving notice of nomination.
- (c) All Office Bearers and Committee Members shall be honorary.
- (d) Should a vacancy occur on the committee during the year, a member may be elected at a general meeting and the member or members so appointed shall hold office for the unexpired portion of the term of the vacating committee member.
- (e) The following records shall be kept:-
  - (i) Accurate minutes of all meetings both of the Management Committee and Ordinary, Extra-ordinary and Annual General Meetings.
  - (ii) A Register of Members
  - (iii) A Book of Rules, By-laws, etc. promulgated from time to time by the Management Committee.
- (f) The Management Committee shall meet at regular intervals to suit the majority of its members but no less than once in any consecutive period of two months and may refer any matter to the following Ordinary Meeting for decision by the members.
- (g) The President of the Club shall act as Chairman at all meetings of the Management Committee and the Club excepting in his absence the Vice-President shall so act or in his absence any office bearer elected by the officers present.
- (h) The Chairman of any meeting shall have a casting vote.
- (i) The Management Committee shall appoint such sub-committees to investigate and report on specific questions as it deems necessary.
- (j) A quorum at a meeting of the Management Committee shall consist of a majority of the Office bearers and two (2) additional committee members.
- (k) The immediate past President of the Club shall automatically become an ex-officio member of the Management Committee.

## 15. CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE

A casual vacancy occurs in the office of a committee member and that office becomes vacant if the Committee member-

- (a) Dies;
- (b) Resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Committee;
- (c) Is convicted of an offence under the Act;
- (d) Is permanently incapacitated by mental or physical ill-health;
- (e) Is absent from more than- 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings; of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- (f) Ceases to be a member of the Association; or
- (g) Is the subject of a resolution passed by a General Meeting of members terminating his or her appointment as a committee member.

## 16. CLUB FUNDS

- (a) All funds shall be banked in an account with a bank or banks as the Management Committee may decide.
- (b) All cheques and such instruments shall be authorised by any two appointed signatories of the OFFICE BEARERS of the Management Committee
- (c) The Treasurer shall present a monthly statement of accounts together with a Bank Statement to the Management Committee. Such a statement shall be available for perusal by any member at the following General Meeting.
- (d) The accounts of the Club shall be submitted as a Balance statement at each AGM, showing the financial position of the Club at the end of the immediately preceding financial year.
- (e) The Association shall retain its financial records for 7 years after the transactions covered by the financial records are completed, and such records to be kept in the custody of the Treasurer or under the Treasurer's Control

## 17. ORDINARY OR GENERAL MEETING

- (a) As far as possible Ordinary Meetings shall be held on a regular basis but no less than once in any consecutive period of two months
- (b) If circumstances arise such that any meeting must be altered, five clear days' notice shall be given to all members.
- (c) Non-receipt of notice of any meeting by a member or members shall not invalidate proceedings.
- (d) A quorum at any Ordinary or Extraordinary meeting shall be 7 voting members or 10% of the membership, whichever is the greater.
- (e) Notice of Meeting will be communicated to all members 7 days prior to the meeting.

## 18. EXTRAORDINARY MEETINGS

Seven days' notice at least of every Extraordinary meeting specifying the time and place of the meeting and nature of the business shall be communicated to the members in writing or electronically.

## 19. SPECIAL GENERAL MEETING

Seven days' notice at least of every Special General Meeting specifying the time and place of the meeting and nature of the business shall be communicated to the members in writing or electronically.

- a) The committee may convene a special general meeting.
- b) The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- c) The members require a special general meeting to be convened must-
  - i) Make the requirement by written notice given to the secretary; and
  - ii) State in the notice the business to be considered at the meeting, and
  - iii) Each sign the notice.
- d) The special general meeting must be convened within 28 days after notice is given under subrule (c) (i).
- e) If the committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- f) A special general meeting convened by members under subrule (e) –
  - i) Must be held within 3 months after the date the original requirement was made, and
  - ii) May only consider the business stated in the notice by which the requirement was made.
- g) The Association must reimburse any reasonable expenses incurred by the members convening a special general meeting under sub rule (e)

## 20. VOTING

- (a) The Chairman at any meeting shall determine the manner of voting.
- (b) Election of Officers shall be by a secret ballot whenever the number of candidates exceeds two in the case of a single vacancy or in the case of a number of vacancies exceeds that number.

## 21. ANNUAL GENERAL MEETING

- (a) The financial year of the Association begins on 1<sup>st</sup> January and finishes on 31<sup>st</sup> December, and the Annual General Meeting shall be held in every calendar year within 4 months after the end of the Association's financial year.

- (b) Members shall receive written notice of such meetings and copies of the Agenda, Annual Report and Balance Sheet at least seven clear days before such meeting.
- (c) A quorum at an Annual General Meeting shall consist of a minimum of 10 voting members, or 20% of membership, or their proxy votes, whichever is the greater

## 22. AMENDMENTS TO THE CONSTITUTION

1) The Association (Club) may alter or rescind these rules, or make rules additional to these rules, by a 'special resolution', which is a resolution passed by a majority of not less than three quarters of members present at an Annual or Extraordinary General Meeting of the Association.

At least seven (7) days' notice of the meeting must be given and must specify the proposed amendments in accordance with the procedure set as follows:-

- a. Subject to sub-rule (1) (d) and (1) (e) The Club may alter its rules by special resolution but not otherwise,
  - b. Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
  - c. An Alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;
  - d. An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
  - e. An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

## 23. PROXIES OF MEMBERS OF CLUB

A member (in this rule called "the appointing member") may appoint in writing an attending member to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at any meeting; be it ordinary, extraordinary or Annual General Meeting; and proxies given to the secretary prior to the meeting. No attending member shall hold more than one proxy vote.

## 24. DISSOLUTION

- (a) The Club may be dissolved by the votes of 75% of the members present at an Extraordinary Meeting called by special resolution for such purpose and thereupon the assets of the Club shall be released.
- (b) If upon the dissolution or winding up of the Club there remain after the satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.
- (c) Management Committee determine the distribution of Assets & Properties.

## 25. AFFILIATED CLUBS

Any Club established in the State of Western Australia and having objects similar wholly or in part to the objects of the Club shall be entitled to apply to become affiliated with the Club. All applications for affiliation shall be in writing and signed by the President and Secretary of the applicant Club and forwarded to the Secretary of the Club, who shall submit such application to the next meeting of the Management Committee.

If at such meeting of the Management Committee it shall be resolved by a two thirds majority of the members of the Management Committee present and voting at such meeting that the applicant Club shall be granted affiliation, such affiliated Club shall be entitled to appropriate privileges under condition set out by the Management Committee.

## 26. BY-LAWS, RULES, AND REGULATIONS

The Management Committee shall have power from time to time to make such By-laws and regulations not inconsistent with these Rules as in the opinion of the Committee are necessary and desirable for the proper control, administration and management of the Club's Operations, finances, affairs, interests, effects and property and for the contributions, duties obligations and responsibilities of the members and to amend or rescind from time to time any such By-laws or regulations, and it is the responsibility of the Committee to announce such By-laws/regulations to the members within (14) days.

### CODE OF ETHICS

1. All members to conform to majority decisions.
2. All members to comply with authorised notices.
3. All members to be totally responsible for their own articles during all stages of making.
4. Name badges to be worn at all club meetings.
5. Members must be prepared to share their knowledge with others in regard to glazes and firings. In so doing they express a gesture of fellowship.
6. It shall be the duty of every member to assist in keeping the code of ethics.
7. All Committee Members need to notify the Management Committee of any areas of conflict of interest within (14) days of such matter arising and a decision be taken by a majority vote of the committee to determine the member's future role within the committee resulting from such conflict.