



## **Rules for the Ceramic Art Association of NSW Inc**

**incorporated under the  
Associations Incorporation Act 1984  
(Incorporation No. INC9883760)**

### **Version 1.3**

**dated: 24 November 2006**

<b>Version</b>	<b>Date</b>	<b>Modification History</b>
1	20 March 2005	Original version adopted by the Association for Incorporation.
1.1	28 June 2005	Title page, Introduction, & logos updated; and improvements made to Appendices 1 and 3, after Incorporation was granted.
1.2	20 August 2006	Standard membership wording clarified in Appendix 3.
1.3	24 Nov. 2006	Change to Clause 15; adding sub-clause (7); approved by special resolution at 2006 AGM.

**Statement of Rules for the Ceramic Art Association of NSW Inc  
incorporated under the  
Associations Incorporation Act, 1984**

<b>INTRODUCTION .....</b>	<b>PAGE 3</b>
BACKGROUND .....	3
STATEMENT OF THE OBJECTS OF THE ASSOCIATION .....	3
<b>PART 1 PRELIMINARY .....</b>	<b>PAGE 5</b>
1    DEFINITIONS .....	5
<b>PART 2 MEMBERSHIP .....</b>	<b>PAGE 6</b>
2    MEMBERSHIP QUALIFICATIONS .....	6
3    NOMINATION FOR MEMBERSHIP .....	6
4    CESSATION OF MEMBERSHIP .....	7
5    MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE .....	7
6    RESIGNATION OF MEMBERSHIP .....	7
7    REGISTER OF MEMBERS .....	8
8    FEES AND SUBSCRIPTIONS .....	8
9    MEMBERS' LIABILITIES .....	8
10   RESOLUTION OF INTERNAL DISPUTES .....	8
11   DISCIPLINING OF MEMBERS .....	9
12   RIGHT OF APPEAL OF DISCIPLINED MEMBER .....	9
<b>PART 3 THE COMMITTEE .....</b>	<b>PAGE 10</b>
13   POWERS OF THE COMMITTEE .....	10
14   CONSTITUTION AND MEMBERSHIP .....	10
15   ELECTION OF MEMBERS .....	11
16   SECRETARY .....	11
17   TREASURER .....	12
18   CASUAL VACANCIES .....	12
19   REMOVAL OF MEMBER .....	12
20   MEETINGS AND QUORUM .....	12
21   DELEGATION BY COMMITTEE TO SUB-COMMITTEE .....	13
22   VOTING AND DECISIONS .....	14
<b>PART 4 GENERAL MEETING .....</b>	<b>PAGE 14</b>
23   ANNUAL GENERAL MEETINGS – HOLDING OF .....	14
24   ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT .....	14
25   SPECIAL GENERAL MEETINGS – CALLING OF .....	15
26   NOTICE .....	15
27   PROCEDURE .....	16
28   PRESIDING MEMBER .....	16
29   ADJOURNMENT .....	16
30   MAKING OF DECISIONS .....	17
31   SPECIAL RESOLUTION .....	17
32   VOTING .....	17
33   APPOINTMENT OF PROXIES .....	18
<b>PART 5 MISCELLANEOUS .....</b>	<b>PAGE 18</b>
34   INSURANCE .....	18
35   FUNDS – SOURCE .....	18
36   FUNDS – MANAGEMENT .....	18
37   ALTERATION OF OBJECTS AND RULES .....	18
38   COMMON SEAL .....	18
39   CUSTODY OF BOOKS .....	19
40   INSPECTION OF BOOKS .....	19
41   SERVICE OF NOTICES .....	19
<b>APPENDICES .....</b>	<b>PAGES 20 - 23</b>

## **Introduction**

### **Background**

In April 2005 the Ceramic Art Association of NSW Ltd (the CAA) passed a Special Resolution at an Extraordinary General Meeting to authorise the Committee of the CAA to take the necessary steps to change the legal status of the CAA from a company incorporated under the *Corporations Act 2001* to being an Association incorporated under the NSW *Associations Incorporation Act 1984* which is administered by the NSW Office of Fair Trading.

This version 1.1 document contains the Rules of the CAA which came into effect on the date the CAA was officially incorporated under the *Associations Incorporation Act 1984* (the Act) - namely 27 May 2005. The CAA was subsequently de-registered from the Corporations Act on 23 June 2005.

At that point the CAA officially changed its name (slightly) to the Ceramic Art Association of NSW Inc as required by the Act. Hereafter in this section, the CAA will be referred to as the Association.

The Act requires the Association to have Rules of Association which is what this document contains. The Rules adopted were included in the Special Resolution mentioned above. They are, to a major extent, identical with the "Model Rules" which form part of the *Associations Incorporation Regulation 1999*. The significant differences are the addition of this Introduction and the addition of several types of membership instead of just one type. It should be noted however that the Act overrides the Association's Rules wherever they are in contradiction to the Act, and wherever they may have omitted matters required by the Act.

### **Statement of the Objects of the Association**

This statement of Objects was provided to the Office of Fair Trading with the Association's application for Incorporation. It is a simplified and updated version of the relevant sections of the original Memorandum of Association of the CAA, written when it was first registered under the Companies Code (later superseded by the Corporations Act) in 1984.

The objects for which the Ceramic Art Association of NSW Inc is established are:-

- a) to encourage and promote the development of ceramics, and associated activities, as a craft, an industry, an art and a hobby;
- b) to seek additional members as part of object (a);
- c) to offer and encourage cooperation amongst its members in an effort to cope with and help resolve problems;
- d) to take over the funds and other assets and liabilities of the present Company known as the Ceramic Art Association of N.S.W. Ltd;
- e) solely for the purpose of carrying out objects (a), (b), and (c), and not for any other reason, to undertake the following activities:-
  - (i) To hold or arrange competitions and provide or contribute towards the provision or prizes, awards and distinctions in connection therewith. Provided that no members of the Association shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Association.
  - (ii) To print and publish any news sheets, periodicals, books, or leaflets that the Association may think desirable for the promotion of its objects.

- (iii) To operate an Association web site to provide information to its members and the general public and to help support the Association's objects.
- (iv) To cooperate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Association.

Provided that the Association shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under the Act.

- (v) To enter into any arrangements with any Government or authority, supreme municipal, local or otherwise, that may seem conducive to the Association's objects and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (vi) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
- (vii) To make donations for patriotic or charitable purposes.
- (viii) To undertake any other activities which are deemed by the committee to be in the interests of the Association and/or its members.

## Part 1 Preliminary

### 1 Definitions

(1) In these rules:

**association** includes:

- (a) a society, club, institution or other body, and
- (b) an incorporated association.

**committee**, in relation to an association, means the body which governs or has the management of the association.

**Commissioner** means the Commissioner of the Office of Fair Trading.

**date of incorporation**, in relation to an incorporated association, means the date of incorporation of the association under the Act.

**ordinary member** means a member of the committee who is not an office-bearer of the association, as referred to in rule 14(2).

**financial year**, in relation to an incorporated association, means:

- (a) a period of 12 months, or such other period (whether longer or shorter than 12 months) not exceeding 18 months as the incorporated association (subject to the requirements of section 26 of the Act as to the holding of annual general meetings of the association) resolves, commencing on the date of incorporation of the association, and
- (b) each period of 12 months, or such other period (whether longer or shorter than 12 months) not exceeding 18 months as the incorporated association (subject to the requirements of section 26 of the Act as to the holding of annual general meetings of the association) resolves, commencing at the expiration of the previous financial year of the incorporated association.

**incorporated association** means an association or other body incorporated under the Act.

**member**, in relation to an association, means a person, body or organisation that is, under the rules of the association, a member of the association or, where the rules do not provide for membership of the association, a person, body or organisation that is a member of the committee of the association.

**model rules** means the model rules prescribed under section 73 of the Act.

**property** includes real and personal property, any estate or interest in any property, real or personal, any debt, any thing in action, and any other right or interest, whether in possession or not.

**public officer**, in relation to an incorporated association, means the person who is for the time being the public officer of the association under the Act. The public officer does not have to be a member of the association.

**secretary** means:

- (a) the person holding office under these rules as secretary of the association, or
- (b) if no such person holds that office – the public officer of the association.

***Special general meeting*** means a general meeting of the association other than an annual general meeting.

***the Act*** means the *Associations Incorporation Act 1984*.

***the regulation*** means the *Associations Incorporation Regulation 1999*.

- (2) In these rules:
- (a) a reference to a function includes a reference to a power, authority and duty, and
  - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## **Part 2 Membership**

### **2 Membership qualifications**

A person is qualified to be a member of the association if, but only if:

- (a) the person is a person referred to in section 15(1) (a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act, (note: this clause includes all members current at the time of incorporation under the Act)

All members of the CAA before its incorporation as an association under the Act will be designated as Standard members until annual fees become due, when each is free to choose to change to another member type if they wish, without invoking the associated joining fee.

or

- (b) the person is a natural person:
  - (i) who has been nominated for membership of the association as provided by rule 3, and
  - (ii) who has been approved for membership of the association by the committee of the association.

### **3 Nomination for membership**

- (1) A nomination of a person for membership of the association:
- (a) must be made by a member of the association in writing in the form set out in Appendix 1 to these rules, and
  - (b) must clearly identify the type of membership required, being one of those listed in Appendix 3, and
  - (c) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.

- (3) As soon as practicable after the committee makes that determination, the secretary must:
  - (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
  - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these rules by a member as joining fee and annual subscription (refer to Appendix 3).
- (4) the secretary must, on payment by the nominee of the amounts referred to in clause (3) (b) within the period referred to in that provision, enter the nominee's name and membership type in the register of members and, on the name being so entered, the nominee becomes a member of the association.

#### **4 Cessation of membership**

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee in accordance with section 8 and such fee is overdue by more than 60 days.

#### **5 Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

#### **6 Resignation of membership**

- (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (3) If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **7 Register of members**

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the type of membership and the date on which the person became a member.
- (2) The register of members must be kept by the public officer of the association and must be open for inspection, free of charge, by any member of the association at any committee meeting or general meeting.
- (3) A member of the association may obtain a copy of any part of the register free of charge by contacting the secretary who will arrange for a copy to be mailed to the member within five days.
- (4) An abbreviated version of the register of members, showing a list of all current members, will also be readable on the association's web site for as long as the committee agrees to have a web site.

## **8 Fees and subscriptions**

- (1) A member of the association must, on admission to membership, pay to the association the joining fee set out in Appendix 3 for the type of membership approved by the committee under clause 3(2) or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under clause (1), a member of the association must pay to the association the annual membership fee set out in Appendix 3 for the type of membership approved by the committee under clause 3(2) or, if some other amount is determined by the committee, that other amount:
  - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
  - (b) if the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

## **9 Members' liabilities**

The liability of a member of the association 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 the amount, if any, unpaid by the member in respect of membership of the association as required by rule 8.

## **10 Resolution of internal disputes**

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **11 Disciplining of members**

- (1) A complaint may be made to the committee by any person that a member of the association:
  - (a) has persistently refused or neglected to comply with a provision or provisions of these rules, or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint, the committee:
  - (a) must cause notice of the complaint to be served on the member concerned; and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under rule 12.
- (5) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under rule 12(5),whichever is the later.

## **12 Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under clause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.

- (4) At a general meeting of the association convened under clause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **Part 3 The committee**

### **13 Powers of the committee**

The committee is to be called the Management Committee of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

### **14 Constitution and membership**

- (1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of:
  - (a) the office-bearers of the association, and
  - (b) up to 7 ordinary members,  
each of whom is to be elected at the annual general meeting of the association under rule 15.
- (2) The office-bearers of the association are to be:
  - (a) the president
  - (b) the vice-president
  - (c) the treasurer, and
  - (d) the secretary
- (3) Each member of the committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

- (4) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **15 Election of members**

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee:
  - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) The net result of the above nomination and election process must not result in the committee having more than three members who are closely associated with any one company or any one studio. If more than three nominations have been received from one company or studio, they will be dealt with in the sequence they were received until a maximum of three members are elected.

## **16 Secretary**

- (1) the Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the committee,
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

**17 Treasurer**

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made,  
and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

**18 Casual vacancies**

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

**19 Removal of member**

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee, to whom a proposed resolution referred to in clause (1) relates, makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

**20 Meetings and quorum**

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.

- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand 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 of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
  - (a) the president or, in the president's absence, the vice-president is to preside, or
  - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## 21

### **Delegation by committee to sub-committee**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

## **22 Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 20(5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **Part 4 General meeting**

### **23 Annual general meetings – holding of**

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
  - (a) within the period of 18 months after its incorporation under the Act, and
  - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commissioner under section 26(3) of the Act.

### **24 Annual general meetings – calling of and business at**

- (1) The annual general meeting of the association is, subject to the Act and to rule 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary members of the committee,

- (d) to receive and consider the financial statement which is required to be submitted to members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.
- (4) Under section 27(1) of the Act, the public officer must lodge an Annual Statement (Form 12) with the Office of Fair Trading within one month of the holding of each AGM, together with a copy of the financial statement submitted to members at the AGM.

## **25 Special general meetings – calling of**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (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 committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expenses is entitled to be reimbursed by the association for any expense so incurred.

## **26 Notice**

- (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 14 days before the date fixed for the holding of the general meeting, give a notice to each member 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, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing 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.

## **27**

### **Procedure**

- (1) No item of business is to 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) Nine members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved,  
and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the 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 half an hour after the time appointed for the commencement of the meeting, the members present (being at least 5) is to constitute a quorum.

## **28**

### **Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **29**

### **Adjournment**

- (1) The chairperson of 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 is to 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.

- (3) Except as provided in clauses (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.

### **30 Making of decisions**

- (1) A question arising at a general meeting of the association is to be determined 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 chairperson 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 chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken;
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **31 Special resolution**

A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Commissioner.

### **32 Voting**

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

**33 Appointment of proxies**

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

**Part 5 Miscellaneous**

**34 Insurance**

The association may effect and maintain insurance.

**35 Funds – source**

- (1) The funds of the association are to be derived from joining fees and annual subscriptions of members, donations, proceeds of functions organised by the association and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association 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.

**36 Funds – management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

**37 Alteration of objects and rules**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association. Within a month of passing such a special resolution the public officer must submit to the Office of Fair Trading, in accordance with the Act section 28, a "Notice of Alteration of Objects or Rules" (Form 6) together with the prescribed fee.

**38 Common seal**

- (1) The common seal of the association must be kept in the custody of the public officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

**39 Custody of books**

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association. The association's financial records, books and documents must be in the custody or under the control of the treasurer. If there is to be a period of more than one week when the association does not have a treasurer, the association's financial records, books and documents must be placed in the custody of the public officer until a new treasurer is appointed.

**40 Inspection of books**

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

**41 Service of notices**

- (1) For the purpose of these rules, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) for the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.



**Appendix 1** (see Rule 3 (1a))

**APPLICATION FOR MEMBERSHIP**  
of the **Ceramic Art Association of NSW Incorporated**  
(Incorporated under the *Associations Incorporation Act 1984*)

I / We .....  
*(full name of applicant 1)*

.....  
*(full name of applicant 2, if applicable)*

of.....  
*(full postal address)*

.....  
*(occupation)* ..... *(phone number)*

hereby apply to become a member(s) of type ..... (as defined in Rule 3(1)(b) and Appendix 3 of the Association’s current Rules) of the above-named incorporated association. In the event of my/our admission as a member(s), I/we agree to be bound by the Rules of the Association for the time being in force.

.....  
*Signature of applicant 1* ..... *Signature of applicant 2 (if applicable)*

Application Dated .....

I, ..... a voting member of the association,  
*(full name)*

nominate the above applicant(s), who is/are personally known to me, for above-named type of membership of the association.

.....  
*Signature of proposer* ..... *Date*.....

I, ..... a voting member of the association,  
*(full name)*

second the nomination of the above applicant(s), who is/are personally known to me, for the above-named type of membership of the association.

.....  
*Signature of seconder* ..... *Date*.....

In anticipation of your application being accepted, please also provide the extra information requested on the Membership Application (Part 2) form, and mail both pages to the Association’s Secretary, together with your payment.

**Appendix 2**  
(see Rule 33 (2))



**FORM OF APPOINTMENT OF PROXY**

I.....of .....  
*(full name)* *(address)*

being a voting member of the Ceramic Art Association of NSW Inc

hereby appoint ..... of .....  
*(full name of proxy)* *(address)*

being a voting member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the

..... day of .....  
*(month and year)*

and at any adjournment of that meeting.

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

\* to be inserted if desired.

.....  
Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a voting member of the association.

## Appendix 3

(see Rule 3 (1)(b))

### TYPES OF MEMBERSHIP AVAILABLE IN THE CERAMIC ART ASSOCIATION OF NSW INC.

Type of membership	Explanation	Joining Fee	Annual M'ship Fee (& benefits* see page 23)
<i><b>Voting Member types:</b></i>			
Corporate	Membership for a company. A Corporate member is entitled to nominate two named individuals to represent the company. Both are eligible to vote and are treated as standard members.	\$10	<b>\$90</b> (1 thru 12)
Standard	Membership for an individual ceramist or an individual representing a company – the equivalent of ‘normal membership’ prior to Incorporation.	\$10	<b>\$50</b> (1 thru 12)
Student-single	An individual who is a student of a studio, university, TAFE or college and who is over 18 years of age.	\$5	<b>\$15</b> (6 thru 12)
Student-double	A married couple who are both students of a studio, university, TAFE or college, and who are both over 18 years of age. Both are eligible to vote.	\$5	<b>\$25</b> (6 thru 12)
Senior-single	A person who holds a valid NSW Seniors Card.	\$5	<b>\$10</b> (6 thru 12)
Senior-double	A married couple who each hold a valid NSW Seniors Card. Both are eligible to vote.	\$5	<b>\$15</b> (6 thru 12)
<i><b>Non-voting Member types:</b></i>			
Associate	Can be offered by the committee to associations in a similar field (as we have in the past).	\$0	<b>\$0</b> (1,2,7,10, 11,12)
Junior	For a person aged 12 to 17 years old (inclusive).	\$0	<b>\$0</b> (6,7)
Life	Can be offered by the committee to any individual who has served the Hobby Ceramics industry, or the CAA, in a significant way over a considerable period of time.	\$0	<b>\$0</b> (1 thru 12)
Honorary	Available for the committee to offer to an individual who is serving the CAA in some honorary capacity but who is not necessarily a hobby ceramist.	\$0	<b>\$0</b> (6,7, 10,11,12)

### Appendix 3 (cont'd)

\* The benefits available to members, depending on their particular type of membership (see table on page 22 for details), are as follows:-

- 1) The basic contact details of the member's organisation, and of the services it provide, will be included in the Membership Lists published on the CAA's web site. Here visitors to the site can view and search the updated list of members in either Name order or Suburb/Town order. This means someone looking for a Studio or Business near their home can easily find some.
- 2) The same details will be published in a printed Membership Listing which is printed at least twice per year and copies are sent to all members. Extra copies are available for members to give to their students or customers or potential customers. Copies of this Listing are also distributed by the Association at several craft shows in NSW throughout the year.
- 3) For an extra annual fee\*\*, each Standard Member who is part of a business has the option for their business to also have a Member Profile web page on the CAA web site. This page gives much more detail about the company's business and can include photographs and graphics. From this page visitors can link to the member's own business web site (if one exists) and can e-mail directly, if an e-mail address is included. (Note: This facility is free for Corporate Members.)
- 4) An information pack about the annual Ceramic Art Show organised in Sydney by the Association is mailed out to all Standard and Corporate Members.
- 5) Discount rates apply for Corporate and Standard Members on booth and trade table hire at the CAA's Annual Ceramic Art Show.
- 6) Other discounts are available to members, as determined by the committee from time to time.
- 7) A regular CAA news letter is sent to all members six times per year.
- 8) You have the right to put the words " .... (member-type).... Member of the Ceramic Art Association of NSW Inc" on any of your business paperwork items, or on your web site.
- 9) You can attend speciality workshops organised by the Association throughout the year.
- 10) All members can attend Association general meetings. All voting member types can participate in the business of general meetings including voting and offering to be nominated to serve on the Committee.
- 11) Any member can ask for a small notice to be placed in the 'Help Wanted' section of the CAA web site, free of charge.
- 12) All members who supply an e-mail address can elect to be kept informed of updates posted on the CAA web site, or informed of other news and information which may be of immediate interest to members.

\*\* A Member's Web Profile costs \$35 for the first year (includes the set-up fee) and \$20 per annum thereafter.