

The Northern Ceramic Society

The Rules of The NORTHERN CERAMIC SOCIETY

1.0 NAME

The Name of the Society shall be The Northern Ceramic Society ('the Society').

2.0 OBJECTS and POWERS

- 2.1 The Objects of the Society shall be the advancement of the education of the public in the study of the manufacture of **ceramics and the history of the ceramics industry**.
- 2.2 In furtherance of this purpose but not otherwise the Society may-
 - 2.2.1 promote research into such history and manufactures;
 - 2.2.2 publish such material relating thereto as the Committee of the Society ('the Committee') may deem appropriate;
 - 2.2.3 hold lectures, **events** and exhibitions **about ceramics and the history of the ceramics industry**, whether alone or in conjunction with other organisations;
 - 2.2.4 exchange and disseminate relevant information;
 - 2.2.5 finance in whole or part the activity or publication of any other non-commercial organisation involved in ceramic research or display provided that expenditure under this sub-clause shall not exceed in one subscription year 15% of the Society's last published reserves without the authorisation of the Society in General Meeting.

3.0 MEMBERSHIP

- 3.1 Membership of the Society shall be open to all individuals, bodies corporate and organisations who desire to further the objects of the Society, agree to abide by these Rules, and have paid the appropriate annual subscription.
- 3.2 A member whose subscription has not been paid within four months of the start of the subscription year shall be deemed to have resigned.
- 3.3 The name of the Society must not be used for any commercial purpose and dealer members of the Society must not advertise their membership

Comment [DSS1]: Delete

- 3.4 The Committee shall have unfettered discretion to terminate the membership of any person deemed to be in breach of these Rules.
- 3.5 The Committee shall be empowered to appoint any person to be President of the Society or a Life Member or Honorary Life Member on such terms as the Committee may decide.
- 3.6 The President shall serve for a term of five years, but be eligible for reappointment and shall be entitled to attend Committee meetings.

4.0 COMMITTEE

- 4.1 The affairs of the Society shall be conducted by a Committee consisting of those members for the time being filling the offices of Chairman, Secretary, Treasurer, Membership Secretary and Programme Secretary ('the Officers') and six ordinary members. The Publications Officer, **Website Officer** and the Editors (or Joint Editors) for the time being of the Society's Journal and Newsletter respectively shall be ex-officio members.
- 4.2 Any seven members (joint Editors of a single publication counting as one) shall form a quorum. Any member not intending to attend a particular meeting shall notify the Secretary accordingly at least one week beforehand.
- 4.3 The Committee shall be empowered to appoint a sub-committee or sub-committees whose members may be drawn from either the Committee or the membership at large. Each such sub-committee shall be charged by the Committee with a specific purpose and shall report back to the Committee at each Committee meeting. For each sub-committee a Committee member shall be convenor and responsible for reporting back to the Committee.
- 4.4 The Committee shall be empowered to appoint any member of the Society (whether or not a Committee member) to undertake a specific function or carry out particular duties including those of Publications Officer, **Website Officer**, Journal Editor and Newsletter Editor and to alter such appointments at any Committee meeting. Any such appointee who is not an ex-officio member of the Committee may be invited to attend any particular Committee meeting by the Committee.
- 4.5 The Secretary shall keep **the minutes** of all Committee meetings.
- 4.6 The Chairman shall have a casting vote.
- 4.7 The Committee shall be empowered to appoint members to fill vacancies for Officers or Committee members not filled at Annual General Meetings or arising between Annual General Meetings. An appointment to fill such a vacancy shall be until the next Annual General Meeting in the case of an Officer and for the remainder of the

term in the case of a Committee member subject in the latter case to ratification of such an appointment by the Annual General Meeting next following.

- 4.8 No member of the Committee shall acquire any interest in property belonging to the Society (otherwise than as a trustee for the Society) or receive remuneration or be interested (otherwise than as a member of the Committee) in any contract entered into by the Committee.

5.0 ANNUAL GENERAL MEETING

- 5.1 The Annual General Meeting ('the AGM') shall be held in May of each year or as soon as possible thereafter. Twenty-one days written notice of the AGM shall be given to all members.

- 5.2 Twenty seven members shall form a quorum.

Comment [DSS2]: Does this need re-considering?

- 5.3 The business of the AGM shall be to receive reports from the Officers of the Society, to receive and approve the Annual Accounts, to fix subscriptions, to receive the reports of the Publications Officer, Website Officer, Journal Editor and Newsletter Editor, to elect the Officers and Committee, to appoint an Auditor, to consider and vote upon any motion, including any proposal to change the Rules, subscribed to by at least six members of which written notice has been received by the Secretary by 31st December and circulated to members with the AGM Agenda prior to the Meeting, and to discuss any other business of which at least fourteen days notice has been given to the Secretary.

Comment [DSS3]: The changes to the rules to be put before the AGM need to be agreed by this date

- 5.4 Members of the Society may nominate members for election as officers and ordinary members of the Committee under the following procedure:

5.4.1 A nomination must be signed by not less than two members.

5.4.2 The nomination together with the written consent of the nominee to his/her being nominated shall be lodged with the Secretary not less than seven clear days before the date of the AGM.

5.4.3 In the event of more than one nomination being received for an office or vacancy, the election shall be determined by ballot.

5.4.4 Officers shall be subject to annual re-election.

5.4.5 Ordinary Committee members shall be elected to serve for three years, two retiring at each AGM but shall be eligible for re-election for one more three year term of office. Thereafter they may not be eligible for re-election until two years have elapsed.

Comment [DSS4]: Delete? This is difficult to manage when committee members resign part way through their terms of office

When any change is made to the method of election of the Committee, the whole Committee shall retire at the AGM following the year in which the change was ratified. The initial period of service of ordinary members of the new Committee (for one, two or three years) shall be decided by agreement or by drawing lots.

5.4.6 Each member present shall be entitled to one vote. Resolutions passed by a simple majority shall be binding in the absence of specific provision elsewhere in these rules. The Chairman shall have a casting vote.

5.4.7 The Secretary shall keep **the minutes** of all Annual General Meetings.

6.0 FINANCE

6.1 The accounts of the Society shall be made up as at 30th September in each year and shall be audited prior to the AGM next following.

6.2 The annual subscription shall be payable on the 1st October in each year and shall be of such amount as shall have been determined at the previous AGM of the Society.

6.3 All funds of the Society shall be applied as the Committee shall determine and pending such application shall be held in the names of not less than two and not more than four custodian trustees to be nominated by the Committee of whom one shall be the Treasurer. The Committee may invest unapplied funds in any manner authorised by the Trustee Act **or Acts current at the time**. The Society shall maintain a bank account or accounts at such bank and branch as the Committee may from time to time determine. Cheques up to such sum as may be authorised by the Committee from time to time may be signed by the Treasurer alone but cheques for sums in excess of the last mentioned authority shall be signed by at least two Officers of the Society one of whom shall normally be the Treasurer in accordance with any mandate from time to time given by the Committee to its bankers.

6.4 The Committee shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to:

6.4.1 the keeping of accounting records for the Society;

6.4.2 the preparation of annual statements of account for the Society;

6.4.3 the auditing or independent examination of the statements of account of the Society; and

6.4.4 the transmission of the statements of account of the Society to the Commissioners.

6.5 The Committee shall comply with their obligations under the **Charities Act 2011** (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

6.6 The Committee shall comply with their obligations under the the **Charities Act 2011** (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

7.0 PROGRAMME

The annual programme of formal meetings **and events** shall run from January to December. **Members may invite a guest to single meetings.**

Comment [DSS5]: Delete?

8.0 PUBLICATIONS

The Society shall publish a Newsletter and a Journal at such intervals as the Committee may determine. Members' subscriptions shall entitle them to receive these publications free of charge for the financial year in which their subscription is accepted.

9.0 RULES

9.1 A copy of these Rules shall be sent to every member on joining the Society.

9.2 Subject to the following provisions of this Rule the Rules may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed. No amendment may be made to Rule 1.0 (the name of the charity), **Rule 2.0 (the objects)**, Rule 4.8 (Committee members not to be personally interested), Rule 11.0 (winding up) or this Rule without the prior consent of the Commissioners. No amendment may be made which would have the effect of making the Society cease to be a charity at law. The Committee shall promptly send to the Commissioners a copy of any amendment made under this clause.

10.0 SPECIAL GENERAL MEETING

10.1 A Special General Meeting of the Society may at any time be convened by the written requisition of twenty or more members.

10.2 Twenty-one clear days notice of the meeting shall be given by the Secretary to each member of the Society and such notice shall specify the business to be transacted.

- 10.3 Rule 5.4.6 shall apply to a Special General Meeting with the added provision that **voting by post and email** shall also be permitted; any postal votes must be lodged with the Secretary not less than forty-eight hours before the commencement of the meeting.

11.0 WINDING UP

- 11.1 A motion proposing the winding up of the Society must be subscribed by at least six members and lodged with the Secretary.
- 11.2 The Secretary shall thereupon convene an Extraordinary General Meeting to consider the motion giving not less than forty two days written notice to all members.
- 11.3 **Voting by post and email** shall be permitted for the purpose of such a motion. Any votes **by post and email** must be lodged with the Secretary not less than seven days before the date of the Extraordinary General Meeting.
- 11.4 The motion must be passed by at least two-thirds of those members voting.
- 11.5 The Secretary shall keep a minute of the Extraordinary General Meeting.
- 11.6 In the event of the winding up of the Society any surplus assets shall be distributed in such manner as, so far as possible, shall promote the objects for which the Society was formed and which shall have been specified in the winding-up resolution, subject to any necessary approval of the Charity Commissioners.

12.0 COMMENCEMENT

These Rules shall come into effect immediately they are passed at a formal meeting of the Society.

June 2019