

## ENGLISH CERAMIC CIRCLE CONSTITUTION

### RULES:

#### 1 Name

The name of the Society is The English Ceramic Circle (The Circle), registered with the England & Wales Charity Commission under reference 1097063.

#### 2 Administration

Subject to the matters set out below The Circle and its property shall be administered and managed in accordance with these rules by the Trustees ('Committee'), as constituted by rule 9.

#### 3 Objectives

The objectives of The Circle are:

To advance the public knowledge and appreciation of ceramics and enamels manufactured, decorated, or used in the British Isles.

To promote research and study in all matters relating to ceramics and enamels manufactured, decorated, or used in the British Isles and to disseminate the useful knowledge gained for the public benefit.

#### 4 Powers

In furtherance of these objectives but not otherwise, the Committee may, at its discretion, exercise the following powers:

- a) Raise funds, invite and receive contributions, and **undertake any trading activities that further the Circle's charitable objectives and conform to any relevant requirements of the law and Charity Commission guidance. (Add/revised) provided that in raising funds the Committee and may undertake any not undertake any permanent trading activities and shall conform to any relevant requirements of the law. (Delete)**
- b) Publish in the Transactions of The Circle ('Transactions') papers read at the meetings of The Circle, edited where necessary. Other suitable material may also be published in Transactions or as a separate publication.
- c) Arrange events alone or in co-operation with other organisations.
- d) Make grants out of The Circle's funds in furtherance of the objectives.
- e) Organise visits to both public and private collections.
- f) Hold, promote or assist in the sponsorship of relevant exhibitions including the cost of preparing or printing a catalogue.
- g) Apply sums from the funds of The Circle for or towards the preservation, acquisition or restoration of relevant material.
- h) Promote friendly association among the members and other relevant groups.
- i) Do all such other lawful things as are necessary or useful for the achievement of the objectives.

#### 5 Membership

- a) Membership of The Circle shall be open to any person interested in furthering the objectives and who has paid the annual subscription.
- b) Single, joint and institutional membership is available. Institutional membership of The Circle is available to museums, libraries, corporate bodies with an interest in ceramics, and educational establishments.
- c) The Committee may, at its discretion, reject an application for membership.
- d) The Committee may elect any member as an honorary member at its discretion, on such terms as the Committee may decide.

- e) Members who, after a minimum of two reminders neglect to pay their subscription shall be considered to have resigned from The Circle.
- f) The Committee may for good reason and by unanimous vote terminate the membership of any individual or institution, provided that the member shall have the right, accompanied by a friend, to be heard by the Committee before a final decision is made.
- g) At meetings or social gatherings held under the aegis of The Circle, unless expressly organised by the Committee as an event bringing financial benefit to Circle funds, members may not buy, sell or barter ceramics or enamels.

## 6 Meetings

- a) The Circle shall aim to meet regularly throughout the year, in person and/or online. This includes papers, study days, visits etc.
- b) An institutional member is entitled to send two representatives to attend each meeting.
- c) Members may occasionally invite guests to meetings, subject to the prior notification to the Membership Secretary. No guests may be invited to the Miscellany Meetings (i.e. meetings where members are invited to bring pieces for discussion and attribution) or to an AGM/EGM (but guests shall be entitled to attend any lectures which are given before or after an AGM or EGM).

## 7 Subscriptions

- a) Each member, except honorary members, shall pay an annual subscription. The first subscription is payable on commencement of membership.
- b) The Committee is empowered to fix the rates of subscription.
- c) **Members' subscriptions shall entitle them to receive one copy of any Transactions and/or other publications by the Society produced during The Circle's financial year in which their subscription is paid. (Delete) In addition to Transactions, which are sent to members with subscriptions, the Committee may produce other publications which are made available either free of charge for members or for purchase by members and by the public. (New)**

## 8 Finance and Accounting

- a) The Circle will maintain accounting records and produce annual statements of account that comply with the requirements under The Charities Act.
- b) The Committee is empowered to operate bank accounts in the name of, and on behalf of, The Circle in accordance with the mandate decided by Committee. Three members of the Committee should have signing authority normally, but not limited to the Treasurer, President and Membership Secretary.
- c) The Committee is empowered to set the financial year of The Circle.
- d) The Circle is authorised to run a credit card for certain payments.
- e) **The Circle is authorised to enter into agreements to facilitate acceptance of Direct Debit payments for sums due to the Circle by members. (New)**
- f) The Treasurer is empowered to invest surplus funds for specified periods at enhanced interest rates.
- g) The annual Trustee Report and Accounts shall be subject to a review by an independent reviewer elected annually at the AGM. The annual Trustee Report and Accounts shall be filed with the Charities Commission.

## 9 Committee/Trustees

- a) There shall be a Committee of not more than fifteen members (except for co-option discussed below, see 9g). All Committee members are Trustees of The Circle and bound by the requirements of the Charities Act.
- b) The Committee shall have the power to appoint a sub-committee for any purpose. Any sub-committee will report back to the full Committee.
- c) The Committee will appoint from its members the President and any other officers as required, including but not limited to the roles of Membership Secretary, Treasurer, Programme Secretary, Webmaster, Librarian, and Editor. The Committee shall be responsible for deciding which roles are to be defined for the purposes of this rule. Some Committee members may not be required to fulfil a defined role.
- d) The Treasurer, Membership Secretary and Programme Secretary shall not serve in the same defined role for a period exceeding six years unless in exceptional circumstances, when the Committee have voted to extend such term just prior to the expiry of the six-year period. A Committee member whose defined role is not extended may, unless resigning or being removed under sub paragraphs j/k) hereof, take up another defined role or remain on the Committee with no defined role.
- e) The President of the Circle may not remain in office after serving two successive three-year terms and shall retire from the post. At the expiry of the two terms the Committee shall elect a new President subject to such confirmation at the next AGM.
- f) The term of office of the President and of other Committee members in defined roles will end if they are not re-elected at the Annual General Meeting where they are up for election.
- g) The Committee may co-opt no more than three members (even if they are additional to the fifteen allowed under Rule 9a) to serve ad-hoc until the next AGM at which time they may be proposed for election and, by retirement or otherwise, the Committee shall then be reduced to not more than fifteen members.
- h) The Committee should meet as often as required. The President or any two members of the Committee may call a Committee Meeting given at least seven days' notice (provided that a meeting may be held on shorter notice with the consent of all Committee members).
- i) The quorum at all Committee meetings shall be one-third of the number of Trustees, rounded up to the nearest whole number. The Committee will nominate another Committee member to chair meetings if the President is unavailable for any reason.
- j) Any Committee member attending fewer than half the number of Committee meetings (as called under rule 9h) in any year may be required to resign from the Committee.
- k) Any Committee member may be removed by a vote of no confidence, passed with a majority of at least two-thirds of the full Committee, provided that any such person shall have received not less than fourteen days' notice of the resolution to remove such a member.
- l) The Committee shall be entitled to elect a retiring Committee member as a Vice President in recognition of their outstanding contribution to the Circle.
- m) No member of the Committee shall acquire any interest in property belonging to the charity (otherwise than as a trustee for the charity) or receive remuneration or be interested (otherwise than as a member of the Committee) in any contract entered into by the Committee.
- n) The Committee is authorised to meet online, although should aim to meet in person at least annually.

### **10 The Annual General Meeting (AGM)**

The Annual General Meeting (AGM) will normally be held during [the second quarter of the year \(new\) April \(delete\)](#), the objectives being, in relation to the AGM:

- a) To receive reports on the activities of The Circle.
- b) To approve the accounts of The Circle and to appoint an Independent Examiner or Auditor (in accordance with current charity regulations) for the following year.

- c) To discuss resolutions. A member wishing to move a resolution at the AGM shall give notice thereof in writing to the Secretary of the Meeting not less than six weeks before the date of such meeting.
- d) To elect the members of the Committee for the ensuing year.
- e) To confirm the election of the President (which occurs at the beginning of each 3-year term), pursuant to 9c) and e).

Regarding 10 d) and e) all Committee members are elected for a maximum of three years. At each AGM, elections shall be held for at least three vacancies on the Committee. Such vacancies may arise from resignation or expiry of term of Committee Members (including the President and other office holders) or from other causes. If three weeks prior to the AGM, fewer than three vacancies on the Committee have arisen, the number of vacancies must be made up to three by the resignation of one or more Committee Members (resigning members may stand for re-election). Such resigning Committee Members shall be those, excluding the President, who have served longest since last being elected or re-elected. If the choice falls between Committee Members who have served equally long since last being elected, lots shall be drawn to decide which must resign.

Any Circle member may nominate other members for election to the Committee, provided that each nomination is signed by at least two members of The Circle. Nominations, together with the written consent of the nominee to act, should be received by the Secretary of the meeting at least four weeks prior to the AGM

If a position on the Committee is contested (i.e. there are more candidates than vacancies) members due for retirement as well as the new candidate(s) may submit themselves for election. In such an event, the candidates with the highest number of votes shall be deemed elected.

In the event of there being no new nominations, the retiring Committee members shall continue in office, if willing to serve.

The newly elected Committee will take office immediately after the AGM.

- f) The Committee shall ensure that a record of the proceedings at all AGMs and EGMs is kept.
- g) The Committee may hold an AGM in person **and/or** online. **(Delete)**
- h) No less than three weeks' notice in writing shall be given (from the date of emailing members or posting to The Circle's website) outlining the purpose for which the meeting is called.

### **11 Extraordinary General Meeting (EGM)**

- a) An EGM may be called at any time by the Committee or in response to a motion signed by fifty members of The Circle.
- b) An EGM will only discuss the issue(s) set out in the motion(s).
- c) The Committee may hold an EGM in person and/or online.
- d) No less than three weeks' notice in writing shall be given (from the date of emailing members or posting to The Circle's website) outlining the purpose for which the meeting is called.

### **12 Conduct of and Voting at an AGM or EGM**

- a) The President will take the chair.
- b) All members (including institutions) have one vote.

- c) The quorum at the AGM or EGM shall be twenty members.
- d) The President will determine the manner of voting.

### **13 Rule changes**

- a) The present rules may be altered by a vote of two-thirds of the members voting in person and/or online at an AGM or EGM
- b) Rule changes come into effect at the end of the AGM.
- c) Not less than three weeks' notice in writing (by email and by adding to The Circle's website) of the proposed rule changes shall be given to members.

### **14 Winding Up**

- a) A motion proposing the winding-up of The Circle must be subscribed by at least 25% of the existing membership and lodged with the President.
- b) The President shall thereupon convene an EGM to consider the motion giving not less than four weeks' notice by email/or in writing to all members.
- c) The motion must be passed by at least two-thirds of those members voting.
- d) In the event of the winding-up of The Circle, any surplus assets shall be distributed in such a manner which, so far as possible, shall promote the objectives for which The Circle was formed and which shall have been specified in the winding-up resolution, subject to the necessary approval of the Charity Commissioners.

The above Rules took effect from **6<sup>th</sup> June 2026 (subject to approval)**.

### **Notes**

The current financial year of the Circle runs from 1st November to the end of October the following year. Subscriptions are due on the 1st November.

Higher rates of subscription are available for those who wish and are able to contribute more. Details are on the website.