

CHRISTCHURCH PHOTOGRAPHIC SOCIETY (Inc.)

Constitution of The Society.



NAME

1. **THE** name of the Society shall be “The Christchurch Photographic Society Incorporated.”

OBJECTS

2. **THE** objects of the Society shall be:
 - (a) To promote the enjoyment, mastery and advancement of the photographic science and art in all its applications and in particular by organising lectures, demonstrations and tuition in New Zealand and overseas.
 - (b) To encourage and facilitate friendship co-operation and the exchange of information and ideas on photography amongst the members of the Society and elsewhere.
 - (c) To hold and/or promote competitions exhibitions and salons of photography in colour and monochrome and/or equipment used in the production of photographs whether within the Society or otherwise.
 - (d) To become a member of the Photographic Society of New Zealand (Incorporated) and to affiliate with or become a member of any other national guild or society (whether incorporated or not) whose objects are altogether or in part similar to those of the Society and to procure from and communicate to such Guild or Society all such information as may be likely to promote common objects and interests.
 - (e) To purchase hold administer take on lease improve hire or otherwise acquire and dispose of let or lease real and personal property in any manner whatsoever as the society may deem necessary or expedient for the purpose of attaining the objects of the Society or any of them or promoting the interests of the Society or its members.
 - (f) To borrow and raise money and to secure the repayment thereof by debentures or bonds payable to bearer or otherwise and either secured or unsecured by mortgage or charge on all or any part of the property of the Society or by Bills of Exchange or Promissory Notes or other obligations or Securities or in such manner as the Society may determine.
 - (g) To engage in any or all such lawful activities which may be conducive or incidental to the attainment of the objects of the Society.
 - (h) To make such Rules and By-laws as may be necessary for the regulation of the Society for its competitions and for the good conduct of the Society.

MEMBERS

3. **THE** members of the Society shall be such persons as the Committee by the requisite majority of votes shall admit to membership and are of the following classes:
 - (i) Ordinary Members.
 - (ii) Junior Members.
 - (iii) Honorary Life Members.
 - (iv) Honorary Members.

The classes of membership are defined as follows:

- (a) **ORDINARY MEMBERS.** Any person of good standing who is interested in photography and who shall have met the requirements of the rules and by-laws and paid the required entrance fee and membership subscription may become an ordinary member. Ordinary Members shall have the use and enjoyment in common with other entitled members of the property facilities amenities rights and privileges of the Society.
- (b) **JUNIOR MEMBERS.** Any person of good standing under the age of twenty-one years who is interested in photography and who shall have met the requirements of the rules and by-laws and paid the necessary entrance fee and membership subscription may become a Junior Member. Such members shall have all the rights and privileges of Ordinary members except (i) nominating officers (ii) voting (iii) any right or claim upon the property of the club. They shall have the right to become an Ordinary Member on reaching the age of twenty-one years and paying the subscription of an Ordinary member, such age qualification to be read as at the 1st day of November.
- (c) **HONORARY LIFE MEMBERS.** Any person whether resident in New Zealand or Overseas who has rendered distinguished service to the Society or to Photography may be granted Honorary Life membership by the Society in general meeting. Such members shall not be required to pay an entrance fee or subscription and shall enjoy all the rights and privileges of Ordinary Members and may hold office on the Committee of the Society. Any financial member may recommend any other financial member for Honorary Life Membership. Such a recommendation should be made in writing to the Committee and shall contain a background of the person being nominated together with the reasons for such a nomination. The Committee would consider any recommendation for Honorary Life Membership and if approved would recommend the same to the Society in General Meeting.
- (d) **HONORARY MEMBERS.** Any person from overseas or elsewhere to whom the Committee may wish to extend the privilege of membership for a period to be decided by the Committee, may be elected an Honorary Member. Such members shall not be required to pay an entrance fee or subscription and shall possess all the privileges of Ordinary members except those of nominating Officers holding office and voting. They may become Ordinary Members when they have met the requirements of the rules and by-laws and paid their entrance fee and subscription.

- (e) **FAMILY MEMBERSHIP.** The criteria covering this classification is that all members applying for Family Membership must be all domiciled at one address, since only one copy of the club newsletter is posted.

APPLICATION FOR MEMBERSHIP.

4. (a) Candidates for membership shall make application in writing on the prescribed form and such application shall be deemed to be agreement to accept and abide by the Rules and by-laws of the Society made or to be made. All applications for membership which shall be proposed and seconded by two financial members of the Society shall be notified to the Committee in writing by the Secretary and candidates shall be deemed to be admitted only if supported by a majority of the Committee.
- (b) The Committee shall have the power to refuse applications and may not be called upon to give reasons for such refusal. Applicants shall be notified by the Secretary of their acceptance or rejection and in case of rejection applicants may appeal in writing to the Committee whose decision on such appeal shall be final. Every member shall be supplied with a copy of the Rules and by-laws and every member shall be bound by the Rules and by-laws.

RESIGNATION

5. **A MEMBER** desiring to retire from the Society shall give notice in writing to the Secretary and shall satisfy all arrears of subscription and any other amounts due to the Society and shall pay the subscription for the current year as the case may be unless the Committee dispense with such payment or part thereof. No refund of subscription may be made on the resignation of a member. On the resignation or expulsion a member shall return all Society property in his possession. Termination of membership shall operate to relieve any member of all right interest or title to property assets and privileges of the Society.

EXPULSION

6. **THE** Committee shall have power if at any time they shall be of the opinion that the interests of the Society so require to invite in writing any member to withdraw from the Society within such time as may be specified in the letter. The member whose expulsion is so desired may appeal in writing to the Committee offering any such explanation as he or she may wish. In the event of two-thirds of the Committee voting for his/her expulsion such member shall thereupon cease to be a member of the Society and the Committee cannot be called upon to give any reason for its decision which shall be final.

FINANCE

7. (a) **ANNUAL** subscriptions and entrance fees shall be determined at the Annual General Meeting and notified to all members and shall become payable on the first day of the financial year.
- (b) **THE** Society at the Annual General Meeting or any Extraordinary General Meeting shall have power to impose upon the ordinary Members of the Club a levy not exceeding the sum of \$5.00 for each member in each financial year and subject to the provisions of the next paragraph such levy shall be payable in such manner as the Society may determine.
- Fourteen days notice of any meeting of the Society for the purpose of imposing any such levy shall be given to all members of the Club liable for payment thereof and if the general meeting approves such levy or approves it at a reduced amount then the levy shall be due and payable at the expiry of ten days from the holding of such meeting.
- (c) Any member whose subscription is not paid within three calendar months of the Annual General Meeting shall be deemed un-financial and having been advised of this but still remaining un-financial at the end of a further three months shall cease to be a member but shall nevertheless still remain liable for fees up to the date of his/her ceasing to be a member. The subscription including entrance fees of a new member elected after the expiration of nine months of the financial year shall be one half of the subscription for the full year. Any member who resigns from or is expelled from the Society shall not be entitled to any refund of any levy or fees or subscription or any part thereof.
- (d) **FINANCIAL YEAR.** The financial year shall be from the first day of September to the last day of August.
- (e) **ANNUAL ACCOUNTS AND BALANCE SHEET.** Prior to the presentation of the Society's Accounts at an Annual General Meeting (as per Rule 8 below) the Treasurer shall present his accounts to an Independent Accounts Reviewer (as per Rule 9 (c) below) who shall be a CA member of the New Zealand Institute of Chartered Accountants (NZICA) for the express purpose of that Independent Accounts Reviewer to carry out a Compilation of Financial Information and/or a Review Engagement – Financial Statements on the Society's accounts as per the requirements of the NZICA.

OFFICERS

8. (a) The Officers of the Society shall consist of:-
- i. A Patron
 - ii. A President
 - iii. A Vice President
 - iv. A Secretary
 - v. A Treasurer (whose office may be combined with that of Secretary)
- (b) The Management Committee (Committee) shall consist of Officers ii, iii, iv, v, plus SEVEN other elected committee members (without specific portfolio).
- (c) **THE PRESIDENT** shall carry out all normal duties appertaining to that office. He/she shall preside at all meetings of the Committee and at any Ordinary, Extraordinary General and Annual General Meeting of the society and regulate the proceedings. He/she shall when properly authorised by the Committee of the Society sign all written contracts or obligations of the Society unless such contracts are required to be executed under seal.
- (d) **THE VICE PRESIDENT** shall preside at meetings of the Committee and at Annual General, Extraordinary General, and Ordinary Meetings of the Society at which the President is not present.
- (e) **SECRETARY.** He/she shall be responsible to the Committee for the minutes of all meetings of the Committee and the Society and for conducting the business of correspondence of the Society and for carrying out other such

duties as may from time to time be directed by the Committee. The Secretary shall keep a register of members as required by statute. In the event of the death resignation removal from office or inability through illness or any other causes of the secretary to carry out his/her duties the Committee may appoint a DEPUTY SECRETARY to act as Secretary.

- (f) **TREASURER** shall be responsible for all monies received by the Society and the payment of such sums as may be ordered by the Committee. He/she shall keep proper books of account of all such receipts and payments and render such statements to the Committee as they may require. All monies received on behalf of the Society shall be properly receipted and be paid into the Society's Bank Account. In the event of the death resignation removal from office or inability through illness or any other causes of the Treasurer to carry out his/her duties the Committee may appoint a DEPUTY TREASURER to act as Treasurer. The Treasurer shall prepare the Annual Accounts and Balance Sheet before the Annual General Meeting and these shall be distributed to each member entitled to receive one not later than seven days prior to the Annual General Meeting. It shall be sufficient that the Accounts and Balance Sheet be included in a Club Newsletter provided the seven-day requirement is adhered to. He/she shall render to the Registrar of Incorporated Societies such returns as are required by Statute.
- (g) **COMMITTEE MEMBERS** shall attend all meetings of the Committee and carry out such duties as are set out in these Rules and by-laws. They shall undertake the organisation of some section of the Society's functions and activities. Any Committee member may be removed from office by the Committee for failure to carry out such duties as are set out in these Rules and the by-laws or are required of him/her by the Committee from time to time.
- (h) The Committee shall have the power to appoint such additional officers, as it deems necessary, to ensure the efficient functioning of the Society. Such additional officers shall not necessarily be members of the Committee and may be paid an honorarium.

ELECTION OF OFFICERS

9 (a) **ELECTION OF OFFICERS.** The election of officers shall be by ballot at the Annual General Meeting. Such officers shall retire annually but may except as provided otherwise in these Rules offer themselves for re-election. No member may be elected to the Committee who is un-financial and any officer who becomes un-financial during his/her term of office shall cease to hold office on the expiry of 14 (fourteen) days of his/her becoming un-financial. No person shall be eligible for election to the office of Vice-President who has not served at least one year as an officer of the Society, nor shall any one be eligible to the office of President who has not served at least two years as an officer of the Society. No member may be elected to the Committee until they have been a financial member of the Society for a period of not less than 12 months.

(b) **NOMINATIONS.** Each member who is entitled to vote at the Annual General Meeting may nominate one member for each office and up to seven Committee members. All nominations shall be in writing and must be signed:

- (i) By the nominee agreeing to accept office and to carry out the duties of the office for which he/she is nominated and
- (ii) By two financial members entitled to vote.

(c) **INDEPENDENT ACCOUNTS REVIEWER.** In addition to the election of Officers of the Society at an Annual General Meeting, the Annual General Meeting or a subsequent Committee Meeting, shall appoint a person who, being a Chartered Accountant member of the New Zealand Institute of Chartered Accountants, will carry out the function of providing an Independent Review and/or a Compilation of Financial Information to ensure that the Society's Accounts and Balance Sheet are available to be presented to an Annual General Meeting as per the standards laid out by the NZICA, and Rules 7, and 8 above. This person, on appointment, is to be known as the Independent Accounts Reviewer. The Independent Accounts Reviewer must, in order to be able to carry out an Independent Review of the Society's Accounts, be not an Office Holder nor be a member of the Committee. The Independent Accounts Reviewer may or may not be a Member as outlined under Rule 3 above.

(d) **AUDITOR.** Notwithstanding Rules 7 (e), 9(c) above, nothing contained therein shall prevent the appointment of an Auditor who is a Chartered Accountant a member of the New Zealand Institute of Chartered Accountants to carry out a full and independent audit of the financial accounts should this be deemed necessary when any unusual circumstances require it. The appointment of an Auditor requires a simple majority at any meeting of the committee, or at any Annual, or Special General Meeting called by the membership at large especially for the purpose thereof. The Auditor, if one is appointed, shall be paid a fee for his/her services.

MANAGEMENT

10 (a) **COMMITTEE.** The governing body of the Society for the general guidance of its operations and the transaction of its official business shall be the Committee which shall be comprised of the officers set out in Rule 8.

(b) **THE** Committee shall direct conduct and control the affairs and exercise the powers of the Society as set out in Rule 2 and shall exercise a general supervision over the property of the Society. It shall keep insured against burglary loss or damage by fire the whole of the insurable assets of the Society and insure against any other such risks as may be prudent. It shall make all purchases and order such repairs to the Society's property and assets as are deemed necessary and shall have the accounts audited in time for distribution to members attending the Annual General Meeting.

(c) **BY-LAWS.** The Society by resolution in general meeting may make such by-laws as are necessary for:

- (i) The carrying out and enforcing of these rules so long as they are not repugnant to the Act or the Rules and from time to time alter or repeal or make such new by-laws as it deems necessary.
- (ii) The general management of the Society.
- (iii) The general conduct of the Society's affairs functions and activities.

All such by-laws shall be binding on every member of the Society until set aside or amended by the Society.

11. **PROPERTY.**

(a) The property and effects of the Society shall be vested in the Society and the funds of the Society shall be controlled by the Committee and shall be utilised in accordance with the objects of the Society and for paying such charges as may be incurred in its administration. All moneys shall be received by the Honorary Treasurer or Membership Secretary and paid into a Bank as directed by the Committee in the name of the Society. All cheques shall be signed by the Treasurer and one of two Committee members authorised by the Committee to do so (in the absence of the Treasurer the two Committee members may sign). The funds and property of the Society from whatever source derived shall be applied solely towards the promotion of the objects of the Society as set out in these rules and no portion of the funds shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise to members of the Society. No member shall derive pecuniary gain from any of the property operations of the Society. "Pecuniary gain" does not include the winning of trophies and/or prizes. Notwithstanding any of the foregoing provisions the Committee of the Society shall have power to vote an honorarium to the Honorary Secretary the Honorary Treasurer or other officers of the Society in appreciation of their services for the past year or to reimburse them for any expenses incurred in carrying out the business of the Society provided such business was carried out with the prior sanction of the Committee.

(b) No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.

(c) Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document, and shall be included and implied into any document replacing this document.

REGISTERED OFFICE

12 THE registered office of the Society shall be at the address of the Secretary or at any such place as may from time to time be determined. Due notice of the location of the registered office or any change thereof shall be given to the Registrar of Incorporated Societies and Guilds within 14 days of any change thereof.

SEAL

13 THE Common Seal of the Society shall be kept in the custody of the Secretary who shall affix it to such documents as the Committee may from time to time direct. The affixing of the Seal shall be attested by any two members of the Committee and the Secretary. The seal shall consist of a circle enclosing a monogram composed of the letters "C.P.S." and shall have the words "The Christchurch Photographic Society Incorporated" round the margin thereof.

MEETINGS

14 **MEETINGS** shall be held as follows:

- (a) **COMMITTEE MEETINGS.** Meetings of the Committee shall be held at least once a month.
- (b) **ANNUAL GENERAL MEETING.** The Annual General Meeting of the Society at which only financial members shall be present shall be held within three months of the end of the financial year. At this meeting the President shall present a report of the Society's activities and proceedings for the year, the independently reviewed accounts of the Treasurer and such other reports as may be required by the by-laws. There shall also be held the ballot for the election of officers.
- (c) **EXTRAORDINARY GENERAL MEETINGS.** Extraordinary General Meetings of the Society may be convened by the Committee from time to time as it deems necessary. In addition the Committee shall convene within 28 (twenty-eight) days an Extraordinary General Meeting upon a requisition by members to that effect being lodged with the Secretary. Such requisition must be signed by not less than 10 (ten) financial members entitled to vote and state the purpose for which the meeting is to be convened.
- (d) **ORDINARY MEETINGS.** Ordinary meetings for reading communications and for other business connected with the objects of the Society shall be held at such times and places as the Committee may decide.
- (e) **NOTICES OF MEETINGS.** Notices of Annual General and Extraordinary General Meetings of the Society shall be by letter to the last recorded address of members 28 (twenty-eight) days prior to the date for which the meeting is called. It shall be the responsibility of members to advise the Secretary of any change of address and all notices to members shall be deemed to be duly served on the day but two following the day of posting. Notices of all Meetings may be incorporated into issues of any Society Newsletter or the Syllabus of the Society, as decided by the Committee.
- (f) **QUORUM.** Six members of the management committee shall constitute a quorum for any meeting of the Committee, and twenty-eight (28) members at any meeting of the Society.
- (g) **ALL** resolutions before meetings of the Society shall be decided on voices and the ruling of the Chairman shall be final unless 3 (three) members call for a ballot in which case it shall be decided by that method. A bare majority shall suffice for each resolution except where provided otherwise in these Rules. In the case of equal voting the Chairman shall exercise a casting vote in addition to his/her deliberative vote.

RULES OF DEBATE. In all proceedings of the Society the Parliamentary Rules of Debate shall apply except where such rules are inconsistent with the Rules and by-laws of the Society.

