

ROCKINGHAM PHOTOGRAPHY CLUB (INC.)

CONSTITUTION AND RULES

1. TITLE

The title of the club shall be the **ROCKINGHAM PHOTOGRAPHY CLUB (INC.)**.

2. OBJECTIVES

(1) The objectives of the club shall be:

- a) to encourage and promote the art of photography amongst its members.
- b) to hold regular meetings for the conduct of lectures and workshops
- c) to teach and improve the photographic abilities of its members.
- d) to encourage communication between clubs with kindred interests, and
- e) to publish information of a photographic nature as may be practicable;

(2) The property and income of the Association shall be applied solely towards the promotion of the objectives of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

3. MEMBERSHIP

1. Membership of the Association is open to:

- a. **Ordinary Members.** Members who are entitled to exercise every privilege open to membership of the club
- b. **Life Members.** Members who have rendered special services to the club and who have been recommended for Life Membership by a resolution passed at a Management Committee meeting and elected by a resolution passed at the next following General Meeting, provided that no more than one such Life Member shall be elected in any financial year. The so elected Life Member shall be entitled to exercise every privilege open to membership of the club and be exempt from payment of the annual subscription.
- c. **Youth Members.** Members who are financial within the Youth club (annex of the **Rockingham Photography Club (inc)**), whom are aged between 12 to 21 years are entitled to exercise every privilege open to membership of the RPC club, but who shall have no voting rights with RPC unless over 18 years of age.

2. Levels of Membership to RPC are - Single, Joint and Family.

- a. Single Membership consists of one person over the age of 18 years.
- b. Joint Membership consists of two persons, with at least one being over 18 years.
- c. Family Membership consists of three persons, with at least one being over 18 years.

4. QUALIFICATION FOR MEMBERSHIP OF ASSOCIATION

(1) A person who wishes to become a member must :

- a. complete membership form.
- b. pay fees as outlined in fee structure.

5. REGISTER OF MEMBERS OF ASSOCIATION

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- a. The Membership Secretary shall on behalf of the Association keep and maintain an up to date register of members in accordance with section 27 of
- b. the Act* and that register shall be so kept and maintained at his or her place of residence.
- c. The Membership Secretary shall cause the name of a person who dies or who ceases to be a member under the club rules to be deleted from the register of members referred to in sub-rule (a).

6. SUBSCRIPTION OF MEMBERS OF ASSOCIATION

- a. Members shall pay subscriptions as determined at the Annual General Meeting.
- b. The Management Committee has the power to reduce the membership fees in special circumstances.
- c.
 - (1) Fees for current members must be paid in full not later than 28th February. A member whose subscription is not paid within this time period ceases to be a member unless the Committee decides otherwise.
 - (2) Fees for new members must be paid in full on submission of application.
- d. Only financial members shall have the privileges of membership and the right to vote in accordance with rule (3).
- e. New members who join after 28th February shall pay a pro rata subscription.

7. RESIGNATION OF MEMBERS OF ASSOCIATION

- a. A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Committee member ceases on that delivery to be a member.
- b. A person who ceases to be a member under subrule (a) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

8. COMMITTEE OF MANAGEMENT

1. The affairs of the Association shall be managed exclusively by a committee of management consisting of:
 - a. President;
 - b. Vice President;
 - c. Secretary;
 - d. Membership Secretary/Treasurer: and
 - e. five other persons, all of whom shall be members of the Association elected to membership of that committee at an Annual General Meeting or appointed under any specially convened meeting.
2. At the commencement of the first annual general meeting to be held after the incorporation of the Association under the Act the following Committee members; Vice President, Membership Secretary Treasurer and two persons

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of the Committee shall cease to be Committee Members, but shall be eligible for re-election to the Committee.

3. In the following year the remainder of the Committee; President, Secretary, Membership Secretary/Treasurer and the two other persons who have served for longer periods than the other Committee members will cease to be Committee members, but shall be eligible for re-election to the Committee.
4. Should a vacancy occur on the Committee, the Committee has the power to appoint a new Committee member for the tenure of the outgoing member.

9. PRESIDENT

- a. Subject to this rule, the President shall preside over all general meetings and Committee meetings.
- b. In the event of the absence from -
 - a. a General meeting of - the President, the Vice President;
 - b. both the President and the Vice President, a member elected by the other members present at the general meeting; or
 - c. a Committee meeting of –
 - i. the President, the Vice President;
 - ii. both the President and the Vice President, a Committee member elected by the other Committee members present, shall preside at the General meeting or Committee meeting, as the case requires.

10. SECRETARY

The Secretary shall,

- a. co-ordinate the correspondence of the Association;
- b. keep full and correct minutes of the proceedings of the Committee and of the Association;
 - i. section 28 of the Act* in respect of the rules of the Association; and
 - ii. section 29 of the Act* in respect of the record of the office holders, and any trustees, of the Association;
- c. have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (b), other than those required by rule 11 to be kept and maintained by, or in the custody of, the Membership Secretary/Treasurer and Section 27 which will be kept and maintained by, or in the custody of, the Membership Secretary/Treasurer; and perform such other duties as are imposed by these rules on the Secretary.

11. MEMBERSHIP SECRETARY/TREASURER

The Membership Secretary/Treasurer shall:

- a. comply on behalf of the Association with section 27 of the Act* in respect of the register of members of the Association;
- b. maintain a waiting list in order of application of persons wishing to be members when the club membership has reached its designated limit.
- c. inform the person at the top of the waiting list when a vacancy occurs.
- d. be responsible for the receipt of all moneys paid to or received by, or by him/her on behalf of, the Association and shall issue receipts for those moneys in the name of the Association;

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- e. pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct; make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by two Committee members as nominated by the Committee;
- f. comply on behalf of the Association with sections 25 and 26 of the Act* in respect of the accounting records of the Association;
- g. whenever directed to do so by the President, submit to the Committee, a report, balance sheet or financial statement in accordance with that direction;
- h. have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and perform such other duties as are imposed by these rules on the Treasurer.

13. MANAGEMENT COMMITTEE

The Management Committee shall

- a. Discipline, suspend or expel members in a manner consistent with this
- b. Constitution;
- c. purchase equipment, books and publications for the use of the membership;
- d. submit reports to the Annual General Meetings of their actions;
- e. prepare programmes, lectures and guest speakers and advise the membership
- f. by regular bulletins and newsletters;
- g. manage the affairs of the club in accordance with this Constitution.

14. CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE

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

- a. dies;
- b. resigns by notice in writing delivered to the President or, if the Committee
- c. member is the President, to the Vice President;
- d. is convicted of an offence under the Act*;
- e. is permanently incapacitated by mental or physical ill-health;
- f. is absent from more than -
 - i. 3 consecutive Committee meetings without leave of absence; or
 - ii. 3 Committee meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Committee meetings; or ceases to be a member of the Association.

15. PROCEEDINGS OF COMMITTEE

- a. The Committee shall meet together each month for the despatch of business and not less than once per quarter. The President may at any time convene a meeting of the Committee.
- b. Each committee member has a deliberative vote.
- c. A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee meeting shall have a casting vote in addition to his or her deliberative vote.

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- d. At a Committee meeting five Committee members constitute a quorum
- e. Subject to these rules, the procedure and order of business to be followed at a committee meeting shall be determined by the Committee members present at the Committee meeting.
- f. A Committee member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act* shall comply with that section.

16. GENERAL MEETINGS

The Annual General Meeting shall be held in the month of April in each year and the Secretary shall not less than thirty five days preceding this meeting send a Notice of Annual General Meeting in writing or email to each financial member of the Club. This notice shall advise of the venue, the date and the time of the meeting and the business to be conducted. The business of the Annual General Meeting shall include:-

- a. Reports by the officers of the club.
- b. Presentation of the financial accounts.
- c. Setting of the annual subscription
- d. Notices of motion.
- e. Elections of officers and committee members.
- f. General business.

Notices of motion on any proposed resolution shall be sent to the Secretary in writing not later than twenty eight days preceding the Annual General Meeting.

The quorum, at an Annual General Meeting, shall be 40 percent of the current financial membership with voting rights and in the event of there being no quorum, the President, or the Vice President if the President is absent, shall adjourn the meeting to a place and time as is deemed fit. If within 30 minutes after the time specified for the holding of a general meeting, a quorum is not present, the general meeting stands adjourned to the same time on the same day in the following week and endeavour to use the same venue. If within 30 minutes of the time appointed for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present. Only financial ordinary members and life members present in person or by proxy shall be entitled to vote. g. The majority necessary to carry a resolution at a General Meeting shall be a simple majority of those present with voting rights in accordance with the rules of this Association. The person chairing the meeting shall have a casting vote.

17. SPECIAL GENERAL MEETINGS

- a. Upon authority given by the Management Committee or by a requisition presented and signed by at least ten members, stating the subject or subject intended to be discussed, the Secretary shall call a Special General Meeting of the club, in the manner as is provided for calling the Annual General Meeting.
- b. Only the subject matter shall be discussed at the meeting called for this purpose.
- c. The quorum for a Special General Meeting shall be 40 per cent of the current financial membership with voting rights.

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18. MINUTES OF MEETINGS OF ASSOCIATION

- a. The Secretary shall cause proper minutes of all proceedings of all General Meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book for that purpose.
- b. The President shall ensure that the minutes taken of a general meeting or Committee meeting under subrule (a) are checked and signed as correct by the President of the general meeting or Committee meeting to which those minutes relate or of the next succeeding general meeting or Committee meeting, as the case requires.
- c. When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that -
 - i. the general meeting or Committee meeting to which they relate (in this subrule called "the meeting") was duly convened and held;
 - ii. all proceedings recorded as having taken place at the meeting did in fact take place there at; and
 - iii. all appointments or elections purporting to have been made at the meeting have been validly made.

19. CHANGE OF THE CONSTITUTION AND RULES

This Constitution may only be altered or replaced, or a new Constitution may be made, by a Notice of Motion to an Annual General Meeting or a Special General Meeting called for this purpose, in accordance with procedure set out in sections 17 & 18 of the Act*. A majority of 75 percent of the members entitled to vote and present at the meeting shall be required to carry the resolution.

20. DISSOLUTION

On application of not less than 75 percent of the total financial membership entitled to vote the club may be dissolved or wound up by a resolution at a General Meeting or at a Special General Meeting called for such purpose. At such a meeting a three quarters majority of the members present and entitled to vote shall be necessary to carry the proposal for dissolution. If upon the windup or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

21. ELECTION OF OFFICE BEARERS

- a. The club's Management Committee shall have a President, Vice President, Secretary, Membership Secretary/Treasurer and four other officers who shall be elected at the Annual General Meeting and who shall hold that office until their successors are duly appointed.
- b. Nominations for the office bearers shall be:
 - i. in writing before the start of the Annual General Meeting, bearing the name of the nominee, the nominated office, duly signed indicating acceptance of the nomination and the names of the nominator and his seconder, or

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- ii. if no written nominations then nominations are called from financial members entitled to vote and present at the Annual General Meeting. The nominated member is required to sign the nomination form as accepting and the nomination needs to be seconded.
- c. If only one nomination is received for any office, the so nominated member shall be declared duly elected.
- d. If more than one nomination is received for any office, the election shall be decided by secret ballot.
- e. In the event of vacancies occurring between Annual General Meetings, the Management Committee shall have the power to select another member to fill such vacancy. A member appointed under this subrule holds office for the period of the vacant member's tenure.

22. INSPECTION OF RECORDS. ETC OF ASSOCIATION

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

23. COMMON SEAL

The Common Seal of the club engraved with the name ROCKINGHAM PHOTOGRAPHY CLUB (INC.) shall be kept in the care of the Secretary or such persons as the Committee from time to time decides. The seal shall not be used or affixed to any deed or other document except pursuant to a resolution made by the management committee and shall be recorded in the minute book referred to in rule 18. The affixing of the Common Seal of the association shall be witnessed by any two of the President, Vice President, Secretary and the Treasurer.

24. EXPULSION OF MEMBERSHIP

Any member who shall fail in the observance of the Rules of the Club, or who has in the opinion of the management committee been guilty either in or out of the club of conduct derogatory or prejudicial to the interest of the club, or calculated in any manner to impair or affect the enjoyment of the club by the members thereof; shall be liable to be expelled or suspended from the club at the absolute discretion of the management committee. Notice of this expulsion or suspension shall be forthwith sent in to the member by registered mail. The expelled or suspended member has the right to appeal against the decision of the management committee to a Special General Meeting called for that purpose in accordance with rule 17 of this Constitution. A person who ceases to be a member under these circumstances remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

25. DISPUTES AND MEDIATION

The grievance procedure set out in this rule applies to disputes under these rules

- 1. between –
 - a. a member and another member: or
 - b. a member and the Association; or
 - c. if the association provides services to non-members, those non-members who receive services from the Association, and the Association.

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2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator. The mediator must be –
 - a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement –
 - i. in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
 - ii. in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
4. A member of the Association can be a mediator.
5. The mediator cannot be a member who is a party to the dispute.
6. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
7. The mediator, in conducting the mediation, must –
 - a. give the parties to the mediation process every opportunity to be heard;
 - b. allow due consideration by all parties of any written statement submitted by an party; and ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
8. The mediator must not determine the dispute.
9. The mediation must be confidential and without prejudice.
10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

23. SUB-RULES

The Committee may from time to time make, vary and revoke sub-rules not inconsistent with these rules for the regulation of the internal affairs of the Association and the conduct of members. Such sub-rules for the time being in force shall be binding on all members.

* The “Act” referred to in this Constitution is “*The Associations Incorporation Act 1987*”

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Sub - Rules

1. Rules for competition. (Photographic entry into monthly meetings)
2. Rules for Exhibitions
3. Subscription fees