



# Constitution

## 1 ESTABLISHMENT AND DESIGNATION

- (1) The Club is established pursuant to the provisions of the 'Associations Incorporation Act, 1985' (hereinafter called the 'Act').
- (2) The name of the Club shall be the "Adelaide Hills Photography Club Incorporated" (hereinafter called the 'Club').

## 2 OBJECTS

The objects of the Club are to assist all persons interested in photography and to encourage them to reach a higher standard, to supply lecturers and demonstrators and to hold such contests, outings and functions as deemed suitable for such advancement, to maintain a high social standard among members and to provide for the continuance of same.

## 3 POWERS

The Club shall have all of the powers conferred by section 25 of the Act.

## 4 MEMBERSHIP

- (1) Any person who is nominated by a member and accepted pursuant to Rule 4(4) and pays the membership subscription pursuant to Rule 4 becomes an Ordinary Member.
- (2) Honorary Membership for the current financial year may be conferred at the discretion of the Committee.  
An Honorary Member shall have all the rights and privileges of an Ordinary Member except that they cannot hold office on the Committee nor vote on business and constitutional matters.
- (3) Honorary Life Membership may, on the Committee's recommendation, be bestowed upon any Ordinary Member who has been a financial member for at least fifteen years, in recognition of outstanding service to the Club.  
An Honorary Life Member shall have all the rights and privileges of an Ordinary Member and shall not be required to pay any further subscriptions. Honorary Life Membership may only be bestowed by the members at an Annual General Meeting or Special General Meeting.
- (4) An application for membership shall be submitted to the Secretary on the form provided for the purpose, signed by the applicant and one financial member. The Committee may accept or reject any application for membership.
- (5) In the event of a member failing to pay his or her subscription within two months of the due date, he or she shall cease to be a member. The Committee may at its discretion extend this period.
- (6) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member whose conduct it deems prejudicial to the interests of the Club.
- (7) A register of members will be kept by the Secretary and contain:
  - a. the name and address of each member
  - b. the date on which each member was admitted to the Club, and
  - c. if applicable, the date of and reason(s) for termination of membership.

## 5 RESIGNATION

A member may resign from membership of the Club by giving written notice to the Secretary or Public Officer of the Club. Any resigning member shall be liable for any outstanding subscription which may be recovered as a debt to the Club.

## 6 SUBSCRIPTIONS

- (1) The annual subscription for an Ordinary Member shall be decided at each Annual General Meeting. The subscription year shall be from 1 July to 30 June in the following year.
- (2) The annual subscription shall be payable on 1 July each year. However, the Committee shall have the power to vary the timing and manner in which the membership subscription shall be paid – including allowing for pro-rata subscriptions during the course of the year.
- (3) The Club may provide concessionary membership subscriptions to persons in specified categories – for example, persons in receipt of a government pension and full-time students. Such categories and the quantum of any discount offered will be reviewed annually and approved at the Annual General Meeting.

## 7 MANAGEMENT COMMITTEE

- (1) The affairs of the Club shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Club, and are not by the Act or by these rules required to be done by the Club in a general meeting.
- (2) The first Committee of the Club shall be appointed from the promoters of the Club or be comprised of such persons as hold office prior to incorporation. The first Committee shall hold office until the first Annual General Meeting after incorporation.
- (3) The Committee has the management and control of the funds and other property of the Club.
- (4) The Committee shall have the authority to interpret the meaning of these rules and any other matter relating to the affairs of the Club on which these rules are silent.
- (5) The Committee shall appoint a Public Officer as required by the Act.
- (6) The Committee shall determine the agenda, timing and location of its meetings and keep members informed of its proceedings and decisions.
- (7) Questions arising at any meeting of the Committee shall be decided by a majority of votes and, in the event of equality of votes, the Chair shall have a casting vote in addition to a deliberative vote.
- (8) The Committee shall consist of :-
  - President**
  - Vice President**
  - Immediate Past President**
  - Secretary**
  - Treasurer**
  - and up to four other members.**
- (9) Nominations for office shall be called for and lodged in writing at least fourteen (14) days before the Annual General Meeting. Nominations shall be on the appropriate form signed by the Nominee and one (1) financial member.
- (10) If at the time of the Annual General Meeting no candidate or insufficient candidates have been nominated for any office, the Chair may call for any nominations and proceed thereon as if the nominations had duly been made.
- (11) In the absence of nominations for all office bearers the Committee may at its discretion, following sixty (60) days after the Annual General Meeting, authorise combinations of these positions or rotate the duties among Committee members.
- (12) The Committee shall have the right to co-opt the assistance of any financial member or members.
- (13) With the exception of the Immediate Past President, the Committee and Auditor (~~appointed~~) shall be elected annually as provided in Rules 9 and 10 respectively.
- (14) Any casual vacancies on the Committee may be filled by an Ordinary Member nominated by the Committee.

- (15) Appointment of officers such as Program Organiser, Competition Organiser and Librarian or for any other special duty shall be made by the Committee .
- (16) A President shall not hold office as President for more than three (3) consecutive years unless with the unanimous approval of members present at the Annual General Meeting.
- (17) The Secretary shall not hold office as Secretary for more than five (5) consecutive years unless with the unanimous approval of members present at the Annual General Meeting.
- (18) The Treasurer shall not hold office as Treasurer for more than five (5) consecutive years unless with the unanimous approval of members present at the Annual General Meeting.
- (19) Any Ordinary Member shall be eligible for election to the Committee if he or she has been financial for at least six months of the year preceding the call of nominations and any member shall be eligible for election as President if he or she has been financial as aforesaid and has served at least one year on the Committee.
- (20) If at any time nominations for any office exceed the required number and voting is required, then two (2) scrutineers shall be called for from the Chair.
- (21) Scrutineers must not be persons who have nominated for any office of the Club at the current elections.
- (22) If any member of the Committee is absent without leave of the Committee for more than three (3) consecutive meetings the Committee may declare that the member has vacated office.
- (23) A Committee member may nominate an Ordinary Member to act as proxy in his or her place for up to three (3) months. The proxy shall have full voting rights.
- (24) The Committee shall meet as often as necessary for the satisfactory performance of its duties.
- (25) The Secretary shall keep or cause to be kept minutes of all proceedings at meetings and those minutes to be read at the next meeting where possible.
- (26) The Seal Holders shall be the President, Vice President and Secretary with the power to affix the seal whenever the same shall be necessary in pursuance of a resolution of the Committee.
- (27) The Secretary shall have custody of the Common Seal of the Club.
- (28) The person appointed Public Officer for the purpose of incorporation shall hold office until some other person is appointed in his or her place. If for any reason the position becomes vacant at any time the Committee shall within fourteen days appoint another person to fill the vacancy and cause notice thereof to be filed with the Office of Consumer and Business Affairs.
- (29) If for any cause the Club shall cease to function or in the event of dissolution or winding up of the Club, the funds shall be transferred to the South Australian Photographic Federation Incorporated or similar body having the same objects or, if there be no such body existing then to such charitable organisation(s) as the Committee or, if there be none, as the last President, Secretary or Treasurer shall determine. The term 'funds' in this rule shall, subject to any trusts applying to the same, include all property and assets held by or on behalf of the Club.

## **8 FINANCE**

- (1) For accounting purposes the financial year of the Club shall commence on 1 July each year and conclude on 30 June of the following year.
- (2) The Treasurer shall receive all monies on behalf of the Club and pay such monies into an account in the name of the Club, at a bank or Building Society nominated by the Committee. Withdrawals shall be authorised by any two (2) of the following - President, Vice President, Secretary and Treasurer.
- (3) The Treasurer shall present to the Annual General Meeting the financial statement for the financial year.
- (4) The funds of the Club shall be used to provide for the working expenses of the Club.
- (5) The Secretary shall arrange for Public Risk and Club property insurance.

## **9 MEETINGS**

- (1) The Annual General Meeting shall be held no later than the end of September each year. The Committee shall have the power to vary the meeting date in extenuating circumstances.
- (2) At the Annual General Meeting all offices shall be declared vacant and elections held for Office Bearers for the succeeding year.
- (3) Where elections are held they shall be by secret ballot.

- (4) The Committee may make such regulations as it thinks proper for the summoning and holding of Club meetings and for the transaction of Club business thereat and it may adjourn or postpone any meeting.
- (5) The Club shall meet regularly, subject to determination by the Committee.
- (6) The President, Vice President or Immediate Past President shall preside at all meetings of the Club in that order in the absence of one (1) or more of them. In the absence of all three (3), the members shall elect a Chair Pro Tem.
- (7) The President may call a Special General Meeting or a Special Committee Meeting as he or she deems it necessary. The President shall call a Special General Meeting within twenty one (21) days of receiving a requisition signed by five (5) members of the Club, such requisition to state the object of the meeting. Members shall be advised of the calling of that Special General Meeting and the object of that meeting at least fourteen (14) days beforehand.
- (8) At a General Meeting or a Special General Meeting or a Annual General Meeting twenty five (25) per cent of the financial members of the Club shall form a quorum and at a meeting of the Committee a quorum shall be fifty percent (50%) of Committee members plus one (1).
- (9) Only members who are financial at the time shall be permitted to vote at any meeting of the Club.

#### **10 LEVIES**

Levies for the payment of models, conduct of field trips and the like may be imposed at the discretion of the Committee, but no such levy shall exceed twenty five (25) percent of the current membership fee fixed pursuant to Rule 6 without the consent of the majority of members present at a Club meeting.

#### **11 AFFILIATION**

The Club shall have the right to affiliate with any other Camera Club or Photographic Society.

#### **12 AUDITORS**

It is not a requirement that the financial accounts of the Club, as maintained by the Treasurer, be audited. However, if the Committee so desires, it may appoint an auditor to review the Club's accounts at any time that it deems such action appropriate and the Treasurer will provide such accounts and other documentation required to facilitate the audit.

#### **13 INTERPRETATION OF RULES**

In the event of any dispute or complaint, the decision of the Committee on the Construction and interpretation of any rule shall be binding on all members of the Club.

#### **14 ALTERATION OF THE CONSTITUTION**

This Constitution may not be amended, added to or rescinded, except at the Annual General Meeting or at a Special General Meeting called for that purpose. At least one (1) calendar month's notice in writing shall be given to all members stating the proposed amendment, addition or rescission. No change shall be effective unless carried by a two thirds majority of votes of the financial members present at the meeting and voting on the motion.

#### **15 STATUS AND LIABILITY OF MEMBERS**

No member of the Club shall by virtue of his or her membership have or be deemed to have any estate or interest in the property, funds or assets of the Club, other than to have the right to use such property in the exercising of his or her privileges as a member. Likewise no member, body or person shall be personally liable for any act or omission on the part of the Club including its Officers, Servants or Workmen. Members of the Club including the Committee shall be indemnified from the funds of the Club against the damages in verdicts in and costs of any legal proceedings which may be instituted against them or any of them in connection with the exercise of their office or the performance of their duties by reason of membership howsoever arising.

#### **16 INCOME AND PROPERTY**

The income and property of the Club shall be applied solely towards the promotion of the objects of the Club and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, howsoever by way of profit to members or relatives of members of the Club, provided that nothing herein shall prevent the payment in good faith of remuneration to any Officer or Servant of the Club for any service actually rendered to the Club or reasonable or proper rental for the premises let by any member to the Club.