

Norths Photographic Society

Constitution

The Clauses and paragraphs in this Constitution are inter-dependent and inter-related, and thus this Constitution is to be read as a whole.

The Clauses and paragraphs in this Constitution are to be read gender neutral.

1. KEY DEFINITIONS

- 1.1. "The Club" means Norths Photographic Society
- 1.2. "NSLC" means North Sydney Leagues Club (NORTHS)
- 1.3. "Member" means, in most instances, an ordinary member of The Club
- 1.4. "The Committee" or the "Executive Committee" means the Executive Committee of The Club

2. ESTABLISHMENT AND NAME

- 2.1. The name of the unincorporated association is "NORTHS PHOTOGRAPHIC SOCIETY"
- 2.2. Norths Photographic Society has been established as an intra-club of North Sydney Leagues Club and as such the Club is bound by the regulations that are applicable to all NSLC intra-clubs.
- 2.3. Norths Photographic Society receives a financial grant and goods in kind from NSLC.

3. AIM

- 3.1. The aims of the Club are to actively encourage an appreciation of photography, to contribute to the photographic skills of its members, to be an exciting force in photography and photographic education, and to be a valued asset of the North Sydney Leagues Club
- 3.2. The Club will achieve its aims by way of activities which include but are not limited to:
 - a. The conduct of activities designed to introduce and develop skills such as excursions in the field and in studios
 - b. The conduct of competitions amongst members
 - c. The conduct of presentations and discussions on best practice including by invitation to expert practitioners
 - d. The participation in competitions against other clubs with similar aims.
 - e. The conduct of social activities for and on behalf of the Club members.

4. NOT FOR PROFIT ORGANISATION

- 4.1. The Club shall be non-proprietary and all profits, if any and all other sources of income from the Club's activities shall be applied to promote the purposes for which the Club members are associated together.
- 4.2. All Executive and general Committee positions are honorary.
- 4.3. There shall be no distribution of income or profits amongst members or payments of dividends to members of the Club, but the Committee may exercise its discretion to allocate an honorarium for services rendered.
- 4.4. The preceding paragraphs 4.1, 4.2 and 4.3 of clause 4 do not prevent the Club from paying a member reimbursement for expenses incurred; or for goods and services provided by the member if this is done in good faith on terms no more favourable than if the member was not a member.

5. MEMBERS

- 5.1. Any person who supports the purpose of the Club is eligible for membership.
- 5.2. All persons making application for membership are to complete an application form via the website Sign Up which details their NSLC membership and other personal contact details.
- 5.3. A register known as a "Membership Listing" shall be kept by the treasurer and in it shall be entered the names, and personal details of all present members. The Club abides by the Privacy Act applying to registered clubs and will not release that information to other members or anyone else without the member's permission.
- 5.4. It is the responsibility of each member to ensure that the contact details related to that member are kept up to date. The Club is not liable for consequences of out-dated contact details in circumstances in which the member has failed to update their details via the website.
- 5.5. The Club must release a "Membership Listing" to the NSLC annually or at any time on request. The NSLC will only use this information for membership verification and will not release it to any third party.
- 5.6. Members of the Club must be financial members of the NSLC. Should a member become an unfinancial member of NSLC the member shall automatically be excluded from the Club.
- 5.7. Should a member fail to renew their membership of the Club, their membership of the Club will automatically lapse.
- 5.8. The membership of a member ceases on resignation, expulsion or death.

6. ANNUAL SUBSCRIPTIONS (Membership fees)

- 6.1. The annual subscription for the Club members shall be determined each year at the Annual General Meeting (AGM).
- 6.2. Subscriptions shall become payable on the 1st January each year.
- 6.3. Subscriptions must be paid within one calendar month of their becoming due and if such payment is not made within one calendar month such member shall be deemed to have forfeited that member's membership, any office held and all other benefits of membership.
- 6.4. All members must be financial on or before the start of the first competition in February of each year, or before the first competition in which they participate.
- 6.5. Visitors considering joining the Club shall have a period of grace of two (2) meetings before membership payment must be paid; otherwise the individual is excluded from Club meetings and activities until such time as the fee is paid in full.
- 6.6. Visitors are not permitted to enter competitions – competitions are open only to members who are financial at time of the competition.

7. NOTICE TO MEMBERS

- 7.1. Members shall furnish via the website Sign Up or Login, their full names, addresses and email addresses. Such particulars shall be entered in the "Membership Listing".
- 7.2. Electronic transmission by email is an acceptable form of written correspondence with Members.
- 7.3. All communications to members sent to the email address provided by the member shall be considered proper notice under these articles.
- 7.4. Notice of Annual General Meeting (AGM) and any Extraordinary General Meeting (EGM) shall be advised to Club members at least seven days prior to such meeting.
- 7.5. General notices to members shall be advised at the discretion of the President via the secretary.

8. EXPULSION OF MEMBERS

- 8.1. The Club by a resolution carried by a majority at a Committee meeting may expel any member if, in the opinion of such majority, such member has been guilty of conduct detrimental to or calculated to bring the Club into disrepute, or contravened any By-Law or Rule then in force, provided that:
 - a. written notice has been given to the member so charged, and also that
 - b. written notice be given to every member of the Committee
 - containing full particulars of the charge or charges to be preferred against such member.
- 8.2. Such notices are to be sent out at least fourteen (14) days prior to the date fixed for such a meeting.
- 8.3. Any member so charged shall have the right to appear at the appropriate Committee meeting and enter his/her defence or offer explanations.
- 8.4. Any member so charged, will be suspended until such time as he/she agrees to be present at a disciplinary hearing.

Should the member so charged refuse to attend a disciplinary hearing, the committee has the right to issue a determination in the members absence.

9. ANNUAL GENERAL MEETING (AGM)

- 9.1. The Annual General Meeting shall be held in the month of November each year and no business may be conducted unless ten (10) or more members are present.
- 9.2. The business of such Annual General Meeting shall be:-
 - a. To read and confirm the Minutes of the Club's last Annual General Meeting and any Extraordinary General Meetings held during the year.
 - b. To receive and consider -
 - i. the President's report
 - ii. the Treasurer's report
 - c. To consider any alterations to the Constitution, notice of which must be given in writing at least twenty days (20) prior to such Annual General Meeting or Extraordinary General Meeting.
 - d. To elect Executive Committee for the ensuing twelve (12) months.
 - i. All existing positions of the Executive Committee will, at the time of the election, be declared vacant.
 - ii. The newly elected Executive Committee shall formally take office on the 1st January following but may, prior to 1st January but after elected, commence preparation of the Program to be implemented once the Committee formally takes office.
 - e. To consider any other business pertaining to the Club and its activities.

10. PROXY VOTING

- 10.1. Members have the right to appoint a proxy
- 10.2. An appointed proxy must be a financial member of the Club
- 10.3. A Proxy Appointment form is available from the secretary and shall be returned at least 24 hours prior to the scheduled commencement of the meeting.

11. EXTRAORDINARY GENERAL MEETING (EGM)

- 11.1. An Extraordinary General Meetings may be convened by the Executive Committee by resolution,
- 11.2. All members shall be given at least one (1) weeks' notice of the EGM and must be provided with the Agenda one (1) week prior to the actual meeting.
- 11.3. Only items specified in the provided Agenda of the EGM can be considered at that meeting.
- 11.4. The meeting will require a quorum of no less than 10% financial members.
- 11.5. Extraordinary Committee Meetings may be convened by the President or the Secretary. Notice of such meeting must be given to Committee members at least seven (7) days prior to the meeting.

12. MANAGEMENT

- 12.1. The affairs of the Club shall be under the management of an Executive Committee, ("the Committee") the members of which are elected by the membership of the Club at the Annual General Meeting.
- 12.2. The election of the Executive Committee is set out under the heading "Executive Committee" in Clause 13 (below).
- 12.3. Resolutions moved by any meeting shall be decided by a majority of votes and in the case of an equality of votes the President shall have a second or casting vote.
- 12.4. Four (4) members of the Committee shall form a quorum.
- 12.5. The Committee may appoint sub-committees, not necessarily from the Committee members, as it finds necessary and allocate them such duties considered appropriate. The President, Secretary and Treasurer to be ex-officio members of all sub-committees.
- 12.6. The Committee may make By-Laws and local Rules as are deemed necessary for the proper management of the Club and these shall come into effect immediately. By-Laws may be altered by the Committee when or where deemed necessary or by the Club at an Annual General Meeting.
- 12.7. The Committee shall meet at least three (3) times in each year at the dates, times and places determined by the Committee. Notice of each Committee meeting shall be given to each Committee member no later than 48 hours before the date of the meeting.

- 12.8. Meetings can be held via video conferencing and shall be considered proper conduct of business under these articles.
- 12.9. In the event of any position becoming vacant during the year the Committee shall have the power to appoint a financial member of the Club to fill any vacancy occurring in the Committee, or any office of the Club, and any person so appointed shall hold office until the next Annual General Meeting.
- 12.10. The Committee shall arrange and distribute a program of events for the year and decide all conditions to govern competitions and the distribution of all awards.
- 12.11. Minutes of all resolutions and proceedings adopted at Committee meetings shall be recorded and retained.
- 12.12. The Executive Committee is to ensure that such Public Liability Insurance or other Insurance as maybe necessary for the conduct of the ordinary activities of the Club has been obtained.

13. EXECUTIVE COMMITTEE

- 13.1. The election of Executive Committee shall be elected annually at the Club's Annual General Meeting.
- 13.2. Nomination for all Executives shall be opened on the second meeting night in October, the honorary positions to be filled are: -
 - a. President
 - b. Secretary
 - c. Treasurer
 - d. Print / Digital Secretary
 - e. Computer
 - f. Website / IT
 - g. General Committee (2)
- 13.3. The Annual General Meeting will be held in November and fourteen (14) days' notice must be given.
- 13.4. A member may hold the office of President for a term of no longer than two (2) consecutive years except in the event of no other nomination being submitted then he/she may be elected for further term(s).
- 13.5. The Committee shall consist of a maximum of eight members (8) which includes all Executive Committee.
- 13.6. All Executive Committee members will hold office until the next Annual General Meeting subject to Clause 9 hereof, but should a vacancy occur it may be filled by the Committee subject to Clause 13.10.
- 13.7. The Committee shall at its first Committee meeting appoint any Committee member or volunteer to carry out various non-committee duties.

- 13.8. A member appointed may be authorised by the Committee to represent the Club at NSLC monthly Intra-Club meetings or at other meetings.
- 13.9. Any member appointed on the Committee shall not be permitted to hold committee positions at any other clubs where that clubs key focus is on Photography. This does not preclude membership of committees of parent bodies such as the Federation of Camera Clubs.
- 13.10. If for any reason any Executive position becomes vacant, the Committee shall be empowered to appoint a temporary Executive to carry on until the next Annual General Meeting.
- 13.11. Advisory Role shall consist of a maximum of five (5) long serving members who have held positions on the Executive Committee and have the comprehensive knowledge and skills on the management of the Club.

14. SECRETARY

- 14.1. The Secretary shall perform under the guidance of the Committee and such duties generally appointed by the President to the internal management of the Club.

15. TREASURER

- 15.1. The Treasurer shall receive all subscriptions and all other monies collected from all or any Club activities and shall keep correct accounts, books and records showing the financial affairs of the Club and shall submit an Annual Report and such financial records as may be required by the Committee from time to time.
- 15.2. The complete accounting records shall be annually and upon any request made by the NSLC provided to them for Audit purposes.

16. BANK ACCOUNT: RECEIPTS AND PAYMENTS

- 16.1. The bank account of the Club shall be an interest bearing cheque account in a bank approved by the Executive Committee with either of the two of the following officers empowered to sign on behalf of the Club:-
 - a. President
 - b. Treasurer
- 16.2. All monies collected shall be paid into this account and all payments shall be made by cheque or electronic funds transfer.
- 16.3. All payments to be approved by the President.
- 16.4. The Club must retain the financial records for three (3) years after the transactions covered by the records are completed.

17. ALTERATIONS TO THE CONSTITUTION

- 17.1. Under no circumstances, shall any article of the Club's Constitution be added to, deleted or amended except as provided by Clause 9.2.c. hereof and at the Annual General Meeting or at an Extraordinary General Meeting called for this purpose and provided that such notices to call the meeting contain the full particulars of any such proposed alteration or alterations to the Constitution, and further provided that two-thirds of the votes cast are in favour of any such alteration or alterations.

18. WINDING UP

- 18.1. In the event of the winding up of the Norths Photographic Society after satisfaction of all debts and liabilities having been settled, any remainder cash and other assets shall not be paid to or distributed amongst the members of the Club but shall be transferred in its entirety to the North Sydney Leagues Club.

19. INDEMNITY

- 19.1. The members of the Executive and Committee properly and with authority acting in relation to any of the affairs of the Club shall be indemnified by the Club against all actions, costs, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the proper discharge of their duty in their respective offices.
- 19.2. This indemnity shall not be granted if the members of the Executive and Committee incur or sustain loss or damage through their own wilful default or dishonesty.