

## **RULES OF THE KAPITI COAST PHOTOGRAPHIC SOCIETY (INCORPORATED)**

- 1 NAME The name of the society is "Kapiti Coast Photographic Society (Incorporated)".
- 2 REGISTERED OFFICE The registered office of the society shall be at the address of the Secretary.
- 3 OBJECT The object of the society shall be
  - (a) to promote photography for the benefit and enjoyment of society particularly in the Kapiti district and also in New Zealand.
  - (b) to promote the friendship , co-operation and exchange of information and ideas on photography amongst the members of the Society and elsewhere.
  - (c) to hold and/or promote exhibitions of photography.
- 4 MEMBERS Membership is open to any person of good standing interested in photography. Membership shall be comprised of:
  - (a) Full Members: Any person aged 19 or more who is not a full-time student and having paid the annual subscription and been approved by the Committee, shall become a Full Member. Other members of the person's family may be admitted as members of the club on payment of such portion of the annual subscription as shall be determined by the Committee.
  - (b) Junior Members: Any person who is aged eighteen years or under, or who is still a full-time student under the age of twenty-five years, having paid the annual subscription, and been approved by the Committee, shall become a Junior Member. In the financial year following the attainment of the age of nineteen years, or on ceasing to be a full-time student or the age of twenty-five years, the junior member shall automatically become a full member and become due for a full subscription.
  - (c) Life Members: Members may be admitted, at an Annual General Meeting, as Life Members of the club for meritorious service in the interests of the club and/or photography. Candidates for Life Membership shall be recommended by the Committee for admission and their admission shall be by a two-thirds majority vote of eligible members present. Life Members have all the rights and privileges of financial members but pay no annual subscriptions.
- 5 APPLICATION FOR MEMBERSHIP An application on an approved form signed by a person wishing to join the club as a Member or a Junior Member may be lodged with the Secretary with payment of the annual subscription for consideration at the next meeting of the Committee. Prospective members may be deemed elected only if their application is supported by a majority of those Committee Members present. Applicants shall be notified by e-mail or in writing by the Secretary of acceptance (or rejection).
- 6 RESIGNATION A member may resign his/her membership by giving notice to the Secretary.

7 **TERMINATION OF MEMBERSHIP** Any member who has failed to pay his/her annual subscription within 2 months of the due date, and has been advised by e-mail or in writing of this, shall be deemed unfinancial. If the subscription has not been paid within 3 months of the due date membership may be terminated at the direction of the Committee by a majority of those Committee Members present.

8 **EXPULSION** Any member whose conduct is considered by the Committee in session to be detrimental to the best interests of the club may be asked in writing to resign. That decision must be approved by a two-thirds majority of those Committee Members present. The member may appeal in writing, setting out his/her case and/or requesting a hearing (which must be granted) whereupon the Committee after any hearing and deliberation may either sanction full reinstatement of membership or terminate such person's membership which shall take effect from that date. There shall be no further inquiry into the matter.

9 **RIGHTS ON TERMINATION OF MEMBERSHIP** Every person shall, on termination of membership for any reason, forfeit all right to and claim upon the club, its property and funds.

10 **SUBSCRIPTIONS** The Subscription for membership shall be determined at the Annual General Meeting. Members shall receive e-mailed or written advice of the subscription which shall be due on the first day of January following the Annual General Meeting. The Committee may determine the subscription where the application for membership is received more than 6 months after the beginning of the calendar year.

11 **MEETINGS**

- (a) The **ORDINARY MEETINGS** of the club shall be held at such dates and places as may from time to time be determined by the Committee.
- (b) The **ANNUAL GENERAL MEETING** shall be held in November of each year at a date and time to be fixed by the Committee. Its purpose shall be –
  - (i) to receive the President's Annual Report;
  - (ii) to receive from the Committee and approve, a reviewed Balance Sheet and Statement of Accounts for the preceding Financial Year;
  - (iii) to appoint a person, not a member of the club, to review the financial accounts;
  - (iv) to elect the Club's Committee for the ensuing year;
  - (v) to fix the subscriptions for the ensuing calendar year;
  - (vi) to transact any Special Business of which due notice has been given, and General Business.
- (c) Unless correct due notice has been given, matters discussed at an Annual General Meeting can only result in recommendations to the Committee.
- (d) A **SPECIAL GENERAL MEETING** of the club may be called for a stated purpose by the Committee or by the written request of ten financial members of the club. In the latter circumstance the Committee must convene a Special General Meeting within six weeks of the request being received by the Secretary.
- (e) **NOTICE OF ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS** A minimum of fourteen days' notice of an Annual General Meeting or Special General Meeting shall be given to the membership. Such notice shall include the wording on any Notices of Motion that have been received by the Secretary by due date and are to be considered at that meeting.

- (f) VOTING at Annual General Meetings and Special General Meetings shall be restricted to Full Members and Life Members who are financial and present at the time. A minimum of ten such members shall constitute a quorum for such a meeting. All resolutions at such meetings shall be decided on voices, or by a show of hands at the chairperson's discretion. The ruling of the chairperson shall be final unless two or more members demand that voting shall be by show of hands (where this method of voting has not already been exercised). Further, if two or more members so demand, voting shall be by secret ballot. Except where the Rules call for a greater majority, a simple majority shall suffice. Should voting be equal, the chairperson may exercise a casting vote.
- (g) NOTICES OF MOTION A member wishing to put forward a motion for consideration by the Annual General Meeting must give a written Notice of Motion to the Secretary at least twenty-one days before the published date of the meeting. A seconder is not required until the motion is put to the meeting, when, if one is not forthcoming, the motion will lapse.

## 12 COMMITTEE

- (a) The Committee shall comprise –
  - (i) President:
  - (ii) Immediate Past President:
  - (iii) Vice-President:
  - (iv) Secretary:
  - (v) Treasurer:
  - (vi) At least three and no more than six elected members of the club.
- (b) The positions of Secretary and Treasurer may be combined.
- (c) Committee members all serve on a voluntary basis with only expenses incurred in the course of the Society's business being reimbursed.
- (d) No Committee member or nominee to the Committee shall be at any time disqualified from being an officer of charitable entities registered under the Charities Act, 2005.

## 13 ELECTION OF COMMITTEE

- (a) The Immediate Past President shall be an ex-officio member of the Committee. All other members of the Committee shall be elected at the Annual General Meeting of the club.
- (b) Nominations, proposed and seconded, may be made by financial members and Life Members from the floor at the Annual General Meeting, provided nominees give their consent and certify they are not disqualified in terms of the Charities Act, 2005 requirements.
- (c) The office of President may not be held for more than two consecutive terms.
- (d) If there are insufficient nominations for positions on the Committee, then the Committee shall fill the vacancies by appointment.

## 14 THE TERM OF THE COMMITTEE

The Committee elected at the Annual General Meeting has responsibility for the club's operations from the first day of the next calendar year. It also has authority from that election for the development of a club programme for the next calendar year.

## 15 POWERS AND DUTIES OF THE COMMITTEE

- (a) The Committee shall –
  - (i) manage the affairs of the society in a prudent manner and with due regard to the wishes of the members as may be expressed from time to time;
  - (ii) control the use and investment of the Society's funds and property for the promotion of the objects of the Society and shall ensure no members derive pecuniary gain from any property or operations of the Society.
  - (iii) appoint three signatories for the society's bank accounts, one of whom shall be the Treasurer, and any two of whom shall sign all cheques drawn on or withdrawals from society funds;
  - (iv) meet regularly at times and places agreed upon, or at the call of the President, or at the request of three members of the Committee;
  - (v) procure a Common Seal for the society which shall remain in the custody of the Secretary and shall not be fixed to any document except by resolution of the Committee.
- (b) The Committee may –
  - (i) appoint a replacement to fill a vacancy occurring in any office of the Committee and any person so appointed shall hold office during the current term of that Committee;
  - (ii) co-opt not more than two members to the Committee for periods not extending beyond the term of the Committee;
  - (iii) establish sub-committees to assist or advise the Committee. Membership of such sub-committees is not restricted to Committee members; however, the Committee remains responsible for the activities of sub-committees and no act or decision of such sub-committee is valid unless endorsed by the Committee.

## 16 CONDUCT OF COMMITTEE MEETINGS

- (a) Quorum: A majority of the members of the Committee shall constitute a quorum for any meeting of the Committee.
- (b) Voting: All questions of general business shall be decided by a majority of those Committee Members present.
- (c) Attendance: Any member of the Committee failing to attend three consecutive meetings shall cease to be a member thereof unless he/she shall first obtain leave of absence for a definite period.

## 17 DUTIES OF COMMITTEE MEMBERS

- (a) The **President** shall –
  - (i) preside at all meetings of the society and of the Committee, unless absent or has expressly delegated the chair for a specific meeting;
  - (ii) function as ex-officio member of all sub-committees or special committees;
  - (iii) sign all written contracts or obligations of the society, when properly authorised by the society or the Committee;
  - (iv) officially represent the society at meetings of other organisations;

- (v) carry on the duties of office in such a way as to promote the effective operation of the society:
- (vi) present to the Annual General Meeting a full report on all the society's activities.

(b) The **Vice-President** shall –

- (i) perform the duties of the President during the absence of the President or during a vacancy in that office:
- (ii) perform such other duties as the society or Committee may direct.

(c) The **Secretary** shall –

- (i) conduct the business and correspondence of the society:
- (ii) record in the Minute Book all proceedings of the Committee and of the Annual General Meetings or Special General Meetings:
- (iii) forward to all members by e-mail or written advice, notification of the Annual General Meeting, the items to be considered and any Notices of Motion:
- (iv) keep an official Register containing the names and addresses of all members:
- (v) forward annually to the Charities Commission and the Registrar of Incorporated Societies the Annual Financial Statement of Accounts and such other information as required by these organisations.

(d) The **Treasurer** shall –

- (i) receive all moneys on behalf of the society and give proper receipts for them:
- (ii) lodge all moneys so received, as soon as reasonably possible, to the credit of the society with its bankers:
- (iii) in normal circumstances, sign all cheques or withdrawal slips in conjunction with another signatory:
- (iv) keep all books as may be necessary, fully and correctly, to set forth the society's financial affairs:
- (v) produce a statement of receipts and payments at every meeting of the Committee for approval by the Committee of expenditure incurred or impending:
- (vi) submit to each Annual General Meeting a reviewed Annual Statement of Accounts and Balance Sheet of the society.

18 FINANCIAL YEAR The end of the financial year shall be on 30 September in each year, to which day the accounts of the society shall be balanced.

19 PROPERTY The society or its Committee shall have power to acquire, purchase, or lease suitable land or property, real or personal, of any tenure, desirable for the society's objects, also to dispose of the same or part thereof by sale, lease or exchange. The society may furnish rooms, darkrooms, or premises for the use of members and generally do all things necessary that are financially prudent for the promotion or furtherance of the above objects or anything incidental thereto.

20 BORROWING MONEY ETC The society shall have power to raise or secure the payment of money on mortgage or in such a manner as the society or its Committee shall think fit and in particular by the use of tenure or debenture stock, perpetual or otherwise, charged or secured on all or any of the society's property both present or future and to purchase, redeem, or pay off any such securities.

- 21 **INTERPRETATION** The Committee, in session, shall be the sole authority for the interpretation of the Rules and By-laws and Regulations of the society and the decision of the Committee shall be final and binding upon all members and upon the society.
- 22 **ALTERATION TO RULES** The Rules of the society may be altered, added to, or rescinded, only at an Annual General Meeting or at a Special General Meeting called for the purpose and must be carried by a two-thirds majority of eligible members present and casting a vote at such meeting; provided that no amendment shall be permitted if it in any way affects the non-profit status of the society.
- 23 **DISSOLUTION** The members present and entitled to vote at a Special General Meeting convened for the purpose and for which due notice has been given may resolve by a two thirds majority of eligible members present to wind up the society as from a date to be named in such resolution and provided that all the liabilities of the society have been discharged may direct that any funds and property whatsoever be given to any other Camera Club or Photographic Society with similar and charitable objects or divided between any one or more of them in such shares or proportions as may be decided at such Special General Meeting.

[Ends]