



**Kapiti Coast Photographic Society**

**RULES**

**Approved by Members: 11/11/2024**

**Effective (Registered) Date: 08/10/2025**



# RULES

## KĀPITI COAST PHOTOGRAPHIC SOCIETY (INCORPORATED)

- 1 NAME** The name of the Society is "Kāpiti Coast Photographic Society (Incorporated)" (abbreviated to "Society" for the remainder of this document).
- 2 REGISTERED OFFICE** The registered office of the Society shall be 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 in general, particularly in the Kāpiti district, and also in New Zealand.
  - (b) to promote the friendship, co-operation, education 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 18 or over who is not a full-time student and having paid the annual subscription shall become a Full Member. Other members of the person's family may be admitted as Full Members of the Society on payment of such portion of the annual subscription as shall be determined by the Committee.
  - (b) Student Members: Any person who is aged under 18 years, or who is still a full-time student under the age of 25 years, having paid the annual subscription, shall become a Student Member. In the financial year following the attainment of the age of 18 years, or on ceasing to be a full-time student, or if still in full time study and on attaining the age of 25 years, the Student 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 Society for meritorious service in the interests of the Society 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.
  - (d) For the avoidance of doubt, Full Members, Student Members and Life Members are all considered to be Financial Members for the purposes of voting at meetings.
- 5 APPLICATION FOR MEMBERSHIP** An application on an approved form signed by a person wishing to join the Society as a Member or a Student Member may be lodged with the Secretary or Treasurer with payment of the annual subscription. Submission of an application form is deemed to be the applicant's consent to be a member of the Society.
- 6 RESIGNATION** A member may resign their membership by giving notice to the Secretary or Membership Secretary.

**7 TERMINATION OF MEMBERSHIP** Any member who has failed to pay their annual subscription within 2 months of the due date and has been advised by email or in writing of this, shall be deemed unfinancial. If the subscription has not been paid within 3 months of the due date, their 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 Society 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 their 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.

If a member who is expelled from the Society or whose membership is terminated as above is also a Committee Member, their position on the Committee will cease immediately upon expulsion or termination.

**9 SUBSCRIPTIONS** The Subscription for membership shall be determined at the Annual General Meeting. Members shall receive emailed 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.

**10 MEETINGS**

- (a) All meetings, including Committee meetings, may be held in person or by electronic means (e.g., video calls), if in person meetings cannot be held.
- (b) The **ORDINARY MEETINGS** of the Society shall be held at such dates and places as may from time to time be determined by the Committee.
- (c) 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, reviewed Annual Financial Statements or Performance Report (as required under the Charities Act 2005) for the preceding Financial Year;
  - (iii) to appoint a person, not a member of the Society, to review the financial accounts / Performance Report;
  - (iv) to elect the Society'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.
- (d) Unless correct due notice has been given, matters discussed at an Annual General Meeting can only result in recommendations to the Committee.
- (e) **A SPECIAL GENERAL MEETING** of the Society may be called for a stated purpose by the Committee or by the written request of ten Financial Members of the Society. In the latter circumstance the Committee must convene a Special General Meeting within six weeks of the request being received by the Secretary.

- (f) **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.
- (g) **NOTICES** may be sent/received by email; be in writing and posted to the Secretary; or delivered/handed to any Committee Member.
- (h) **VOTING** at Annual General Meetings and Special General Meetings shall be restricted to Financial Members who are 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.
- (i) **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.

## **11 COMMITTEE**

- (a) The Committee must be made up of Financial Members and 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 Society.
- (b) The positions of Secretary and Treasurer may be combined.
- (c) The Treasurer may act as the Membership Secretary.
- (d) Committee Members all serve on a voluntary basis with only expenses incurred in the course of the Society's business being reimbursed.
- (e) 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.

## **12 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 Society.
- (b) Nominations, proposed and seconded, may be made by Financial 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, except in extraordinary circumstances, where a third term — but no additional terms — may be permitted if approved by a majority vote at a meeting of the Members.

- (d) If there are insufficient nominations for positions on the Committee, then the Committee may fill the vacancies by appointment.

**13 THE TERM OF THE COMMITTEE** The Committee elected at the Annual General Meeting has responsibility for the Society's operations from the first day of the next calendar year. It also has authority from that election for the development of a Society programme for the next calendar year.

**14 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 approve all 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.
- (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.

**15 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 they first obtain leave of absence for a definite period.
- (d) Conflict of Interest: An officer who is interested in a matter relating to the Society must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- to the Committee; and
  - in an interests register kept by the Committee.
- (e) Any Committee Member whose conduct is considered by the Committee in session to be detrimental to the best interests of the Society may be asked in writing to resign from the Committee. That decision must be approved by a two-thirds majority of those Committee Members present. Grounds for dismissal from the committee include, but are not limited to, the following:
- (i) Misappropriation of funds;

- (ii) Conduct (including on social media) that is damaging to the reputation of the Society;
- (iii) Harassment or bullying of any Society or Committee Member.

## 16 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) be the Contact Person for the purposes of complying with s112-s116 of the Incorporated Societies Act 2022;
  - (iii) record all proceedings of the Committee and of the Annual General Meetings or Special General Meetings and ensure they are stored manually or electronically for review;
  - (iv) forward to all members by email or written advice, notification of the Annual General Meeting, the items to be considered and any Notices of Motion;
  - (v) keep an official Register of all members, containing the names, last known contact details and the date on which the person became a member and any other information as prescribed by the regulations of the Incorporated Societies Act;
  - (vi) forward annually to the Charities Commission and the Registrar of Incorporated Societies (if required) the Annual Financial Statement of Accounts or specified Performance Report 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, approve all withdrawals of Society funds 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 reviewed Annual Financial Statements or Performance Report (as required under the Charities Act 2005) for the Society;
- (vii) The Treasurer may also perform the membership duties of the Secretary as noted above at (c) (v).

- 17 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.
- 18 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, (including darkrooms if so required), 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.
- 19 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.
- 20 CHARITABLE STATUS AND TAX EXEMPTION** The Society is a registered charity, and the Committee shall do all those things required to maintain the charitable status of the Society. To preserve the charitable and tax-exempt status of the Society, no assets or income (except expenses incurred in running the Society which may be reimbursed) shall be distributed to any member or members of the Society.
- 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 DISPUTES** The provisions of Schedule 2 of the Incorporated Societies Act 2022 (attached as appendix 1 of this Constitution) shall be enacted should any member or officer have a dispute with the Society.
- 24 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.

**DISPUTES RESOLUTION PROCEDURES**

## Schedule 2 of the Incorporated Societies Act 2022

**1. Overview of this schedule**

- (i) Section 39 requires the procedures in a society's constitution relating to disputes to be consistent with the rules of natural justice.
- (ii) A society may choose (but is not required) to include the procedures in this schedule in its constitution.
- (iii) The procedures in a society's constitution must be treated as being consistent with the rules of natural justice if those procedures consist of—
  - (a) all of the procedures in this schedule; and
  - (b) any additional procedures that are consistent with those procedures.

**2. How complaint is made**

- (i) A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that—
  - (a) states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
  - (b) sets out the allegation to which the dispute relates and whom the allegation is against; and
  - (c) sets out any other information reasonably required by the society.
- (ii) The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that—
  - (a) states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
  - (b) sets out the allegation to which the dispute relates.
- (iii) The information given under subclause (1)(b) or (2)(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- (iv) A complaint may be made in any other reasonable manner permitted by the society's constitution.

**3. Person who makes complaint has right to be heard**

- (i) A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (ii) If the society makes a complaint,—
  - (a) the society has a right to be heard before the complaint is resolved or any outcome is determined; and
  - (b) an officer may exercise that right on behalf of the society.
- (iii) Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if—
  - (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - (c) an oral hearing (if any) is held before the decision maker; and
  - (d) the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

#### **4. Person who is subject of complaint has right to be heard**

- (i) This clause applies if a complaint involves an allegation that a member, an officer, or the society (the **respondent**)—
  - (a) has engaged in misconduct; or
  - (b) has breached, or is likely to breach, a duty under the society's constitution or bylaws or this Act; or
  - (c) has damaged the rights or interests of a member or the rights or interests of members generally.
- (ii) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- (iii) If the respondent is the society, an officer may exercise the right on behalf of the society.
- (iv) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
  - (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
  - (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - (d) an oral hearing (if any) is held before the decision maker; and
  - (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

#### **5. Investigating and determining dispute**

- (i) A society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
- (ii) Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

#### **6. Society may decide not to proceed further with complaint**

Despite clause 5, a society may decide not to proceed further with a complaint if—

- (a) the complaint is trivial; or
- (b) the complaint does not appear to disclose or involve any allegation of the following kind:
  - (i) that a member or an officer has engaged in material misconduct:
  - (ii) that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or this Act:
  - (iii) that a member's rights or interests or members' rights or interests generally have been materially damaged:
- (c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- (f) there has been an undue delay in making the complaint.

#### **7. Society may refer complaint**

- (i) A society may refer a complaint to—
  - (a) a subcommittee or an external person to investigate and report; or
  - (b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- (ii) A society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

#### **8. Decision makers**

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.