

# Constitution Of The Henderson Photographic Society Incorporated

## 1. **Name**

The name of this organization shall be the **HENDERSON PHOTOGRAPHIC SOCIETY INCORPORATED**. The Society's registered office shall be at the address of the Secretary.

## 2. **Objects**

The objects of the Society shall be the promotion of photography in any or all of its aspects and any other activities related to photography.

## 3. **Membership**

**Members.** Any person who has been approved by the Executive Committee shall on payment of the Annual Subscription (or part thereof due at the time of membership) become a member. Other dependent members of his/her family may be admitted as members of the Society on payment of such portion of the Annual Subscription as shall be determined by the Executive Committee.

**Junior members.** Any person under the age of 18, or who is a student not in receipt of wages or salary may be admitted as above to full membership on payment of such portion of the Annual Subscription as may be determined from time to time at the Annual General Meeting.

**Honorary members.** Any person whom the Society may wish to honour may be elected at a General Meeting as an Honorary Member for a period not exceeding one year providing that he/she have no voting powers nor shall he/she be eligible for competitions.

**Honorary life members.** Any person who has contributed materially to the welfare and progress of the Society, may, on the recommendation of the Executive Committee be elected at a General Meeting as an Honorary Life Member.

## 4. **Resignation**

Any member may resign by giving notice in writing to the Secretary, but shall continue to be liable for any unpaid subscriptions due at the end of his/her resignation, and after all Society property in his/her possession has been returned. Termination of membership shall operate to relieve outright interest, or title of any member to property, assets and privileges of the Society.

## 5. **Termination Of Membership**

Any member who has failed to pay his/her annual subscription within three calendar months of the beginning of the Financial year and has been advised in writing of this shall then be deemed un-financial and shall cease to be entitled to receive notices of meetings or any other publication of the Society or to attend or vote or exhibit at meetings of the Society. He/she shall be liable for payment of monies due by him/her to the Society, and on payment of these arrears may be re-elected as a member.

## 6. **Expulsion**

Any person whose resignation from the Society is deemed by the Executive Committee to be necessary either for the maintenance of happy relations in the Society, or for the good name of the Society, may be invited in writing to resign, the member may appeal in writing setting out his/her case, whereupon the Executive Committee after deliberation may, on a three quarters majority terminate the membership which shall take effect from that date. There shall be no further enquiry into the matter.

## **7. Officers**

The Officers of the Society shall be elected at the Annual General Meeting and shall consist of President, Vice-President, Secretary, and Treasurer.

The governing body of this Society for the general guidance of its operations and the transaction of official business shall be the Executive Committee which shall comprise the Officers together with up to three additional elected members (additionally the Immediate Past President may also be a committee member).

Nominations for Officers and Executive Committee members shall be called for on the night of the Annual General Meeting.

A member may be elected to any office or to the Executive Committee in his/her absence, provided that written consent is obtained.

Members elected to any office or to the Executive Committee must be in good financial standing in the Society or be Honorary Life Members.

The officers and members of the Executive Committee shall resign annually but are eligible for re-election except that the same person may not hold the same position for more than three consecutive years.

A Patron may also be elected.

## **8. Auditor**

An auditor, who must not be a member of the Committee, shall be appointed annually at the Annual General Meeting. Such person need not be a member of the Society.

## **9. Quorum Of Executive Committee**

One half of the members of the Executive Committee, shall constitute a quorum for any meeting of the Executive Committee, and one third of the membership at any Annual General or Special General Meeting of the Society.

## **10. Duties And Functions Of Executive Committee**

- It shall be the duty and function of the Executive Committee to carry on the routine business and to guide the activities of the Society in such a way as to relieve the members of such responsibilities and so far as possible to eliminate the necessity for transacting business at meetings other than the Annual General Meeting.
- The Executive Committee, through the President, shall keep the members informed of the Society's financial status, business affairs and other undertakings and shall invite such expressions of opinion by the members as may be necessary.
- The Executive Committee shall meet regularly as required at a time agreed upon, or at the call of the President, or at the request of any three members of the Executive Committee.
- The Executive Committee may appoint persons not necessarily members of the Executive to undertake such other duties as may be required.
- Any member of the Executive Committee, except an ex-officio member, failing to attend three consecutive meetings, shall cease to be a member thereof, unless first having obtained leave of absence for a definite period.
- All questions shall be decided on a show of hands, providing that two members can demand a ballot.
- The Executive Committee shall have the power to fill any vacancies arising in its complement until the next Annual General Meeting.

## **11. Duties Of Officers**

- The President shall preside at all meetings of the Society and of the Executive Committee, shall function as ex-officio member of all sub-committees or special committees shall, when properly authorised by the Society or Executive Committee sign all written contracts or obligations of the Society, shall officially represent the Society at meetings of other organisations; shall carry on the duties of office in such a way as to promote the effective operation of the Society; shall present to the Annual General Meeting a full report of all the Society's activities.
- Either the Vice-President or the Immediate Past President shall perform the duties of the President during the absence of the President or during a vacancy in that office; shall perform such other duties as the Society or Executive Committee may direct.
- The Secretary shall conduct the business and correspondence of the Society and shall obey the directions of the Executive Committee in that behalf; shall record in the Minute book all the proceedings of the Executive Committee and of Annual and other special General Meetings of the Society.
- The Treasurer shall receive all monies on behalf of the Society and give receipt (on paper or electronically) for that income, and as soon as reasonably possible lodge all monies so received to the credit of the Society with its bankers; sign all expenditure in conjunction with the President or such other person who may be appointed in that behalf from time to time, after first satisfying himself that all such payments are being regularly and properly made; keep all books as may be necessary, full and correctly to set forth the Society's financial affairs, produce the Society's bank statement sheets, together with a statement of receipts and payouts, at every meeting of the Executive Committee, submit to each Annual General Meeting an audited balance sheet of the assets and liabilities of the Society and a statement of the receipts and payments of the Society.

## **12. Indemnity**

Any officer of the Society acting for the Society with the proper authority for such actions, who incur expense on the Society's behalf, shall be held indemnified against personal expense to the extent of the Society's property and effects.

The property and assets of the Society of every kind are vested in the Society for the use of the Society solely in the furtherance of its objectives, and any profit or surplus arising from the use of such property and assets shall be regarded solely as an increment thereto, and except as provided in the Constitution, no portion of such property or assets or profits or surplus shall be surrendered or paid to any member, or individual either by way of bonus or gratuity or dividend.

Nothing expressed or implied in these rules shall permit the activities of the members to be carried on for the private pecuniary profit of any individual. (1992 AGM – IRD required this addition to retain Non-Profit Status).

## **13. Annual Subscriptions**

The amount of the Annual Subscription shall be determined by the Executive Committee on the recommendation of the Treasurer and will be confirmed at the AGM for the following year. The amount is payable, yearly in advance from the first day of the new financial year of the Society and members are to be paid up in full within the first 2 months of that financial year or before the date of membership of a new member.

In the case of persons joining during the financial year, they shall be liable for such subscription or part thereof for that year as shall be determined by the committee. Any member who resigns

from or is expelled from the Society shall not be entitled to any refund of subscription or part thereof.

#### **14. Financial Year**

The financial year shall be from 1st January to 31st December.

#### **15. Meetings**

The ordinary General Meetings of the Society shall be held at such dates as may from time to time be determined by the Committee. The Annual General Meeting shall be held in March of each year for the receipt of reports of the outgoing committee, and the Treasurer's annual statement of accounts, and for the election of the Officers and Executive Committee and Honorary Auditors, and for the transaction of any general business of the Society and of any special business of which due notice has been given. Not less than seven days notice shall be given of the time and place of such Annual General Meeting, but such notice shall be deemed sufficient if it is contained in the annual syllabus of the Society as circulated to members.

A special General Meeting may be called at any time by the Executive Committee, and shall be called by the Secretary or the Treasurer within one month after the receipt of a requisition signed by ten financial members.

#### **16. Voting**

Only members in good financial standing in the Society shall be entitled to vote at any General or Annual General Meeting. All resolutions before General or Annual General Meetings of the Society shall be decided on voices, or a show of hands, and the ruling of the Chairman shall be final unless three members call for a ballot, when each member will then cast his vote either for or against the resolution. Should voting by this method be equal, then the Chairman may exercise a casting vote and a bare majority shall suffice, except where the constitution calls for a greater majority.

#### **17. Alterations To Constitution**

This constitution may be altered, added to, or rescinded by resolution of the members present and entitled to vote at any General Meeting duly convened, provided always that any member desirous of moving any such resolution shall notify the Secretary in writing at least four weeks before the date on which the meeting is to be held, and that the Secretary shall give all members notice in writing for such proposed alteration at least one week in advance, and provided further that such resolution be deemed passed, only if carried by at least three fourths majority of membership present.

#### **18. Winding Up**

A resolution for the winding up of the Society, of which all members shall have at least eight weeks notice in writing may be brought forward at any Annual General Meeting. Such resolution shall only be carried if supported by a majority of members there present and entitled to vote, and shall further be subject to the confirmation of a subsequent meeting called for that purpose and held not earlier than three months after the date on which the resolution so to be confirmed was passed.

#### **19. Assets**

**Assets.** Assets are to be held by the Officers of the Society only, as needed to perform their duties. The Officers are required to take all due care and responsibility in the use and security of assets while in their possession. Assets shall be used for the Society's purposes only. Assets shall not be lent, hired or given out to any third party. In the event of equipment being damaged, lost or stolen, the Officers of the Committee must be notified immediately so that appropriate action can be taken. The holders of assets will be required to sign an 'Agreement of Use' form.

**Insurance.** The Society shall 'self insure' assets to cover damage, loss and theft. This will be by way of retaining a minimum of \$2,500.00 in a savings account. The Society will reimburse any monetary loss in event of a claim against the Officers' insurance company, providing that the Officer has complied with the terms and conditions of the 'Agreement of Use' form.

**Disposal of assets.** If any property remains after the winding up or dissolution of the Society and the settlement of all the Society's debts and liabilities, that property must be given or transferred to another organisation that is charitable under New Zealand law and has purposes similar to those of the Society.

## **20. Common Seal**

The society shall have a Common Seal which shall be kept in the custody of the Secretary, and which shall not be affixed to any document or instrument except pursuant to a resolution of the Executive Committee and in the presence of the Secretary and two members of the Committee who shall sign any deed or instrument to which the seal is affixed.