

Constitution

1. Name

The name of the club shall be "Tea Tree Gully Photography Club Inc." hereinafter referred to as the "Club".

2. Definitions

'committee' means the committee of management of the Club

'general meeting' means a general meeting of members of the Club convened in accordance with these rules

'member' means a member of the Club

'the Act' means the Associations Incorporation Act 1985

'special resolution' means a special resolution defined in the Act

'month' shall mean a calendar month.

3. Objects of the Club

The objects of the club are

- i) to assist all members interested in photography
- ii) to encourage them to reach a higher standard
- iii) to hold appropriate competitions
- iv) to arrange talks, demonstrations and social outings.

4. Rules for Conduct of Competitions:

Rules for the conduct of competitions, and any other activities which, in the opinion of the Committee, require rules, shall be drawn up by the Committee, and approved by the President.

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 any Members of The Club.

5. Nominating and Arranging for Outside Judges:

While nominally a function of the Competition Secretary, arranging for outside judges for monthly, end of year and interclub competitions, is a function to be shared by the entire Committee. The Committee shall nominate, as early as practicable after its election, a Committee Member to be responsible for arranging judges for each competition during the year. Judges to be approached may be selected, at the Committee's discretion, by the whole Committee, or by the individual Member nominated to arrange for the judge. Whichever arrangement is chosen, care must be taken to ensure that judges are not approached more than once by different Committee Members.

6. Affiliation:

The Club shall have the right to become affiliated with any Social, Camera or Photographic Society.

7. Membership

a. Any South Australian who supports the objects of the Club and agrees to be bound by its rules and who applies for membership of the Club shall become an Ordinary member on payment of the prescribed fees. Any current non-South Australian financial member will be permitted to continue their membership.

b. Honorary membership may be conferred at the decision of the Committee. An Honorary Member shall have all the rights and privileges of a Member, except for voting on business and constitutional matters.

7.2 Subscriptions

- a. The subscription fees for membership shall be such sum (if any) as the members shall determine from time to time in general meeting.
- b. The subscription fees shall be payable annually on 1 January or at a time that the committee determines.
- c. Life membership may be conferred at the decision of the Committee. A life member shall have all the rights of a club member. A small membership fee as set out by the committee, will need to be paid.
- d. Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Club, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

7.3 Resignations

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 subscriptions which may be recovered as a debt due to the Club.

7.4 Expulsion of a Member

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Club, including proven plagiarism.
- b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- c. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 7.4d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d. It shall be open to a member to appeal the expulsion to the Club at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the Club within 14 days after the determination of the committee has been communicated to the member.
- e. In the event of an appeal under 7.4d above, the appellant's membership of the Club shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the Club in general meeting after the appellant has been heard by the members of the Club, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

7.5 Register of Members

A register of members must be kept secure and confidential and contain:

- i) the name and address of each member
- ii) the date on which each member was admitted to the Club, and
- iii) if applicable, the date of and reason(s) for termination of membership.

8. The Committee

8.1 Powers and Duties

- a. 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 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 general meeting.
- b. The committee has the management and control of the funds and other property of the Club.

- c. The committee shall have 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.
- d. The committee shall appoint a public officer as required by the Act.

8.2 Appointment

- a. The committee shall be comprised of a President, Vice President, Honorary Secretary, Honorary Treasurer, Competition Secretary and up to four other committee members without specific functions.
- b. A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the Club has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the Club. The nomination shall be signed by the proposer and by the nominee.
- c. Notice of all persons seeking election to the committee shall be given to all members of the Club with the notice calling the meeting at which the election is to take place.
- d. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the Club and shall be eligible for election to the committee without nomination.

8.3 Proceedings of Committee

- a. The committee shall meet together for the dispatch of business monthly or at such other regular intervals as may be deemed necessary.
- b. 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 chairperson shall have a casting vote in addition to a deliberative vote.
- c. A quorum for a meeting of the committee shall be three members of the committee.
- d. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Club must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Club.

8.4 Disqualification of Committee Members

The office of a committee member shall become vacant if a committee member is:

- disqualified from being a committee member by the Act
- expelled as a member under these rules
- permanently incapacitated by ill health
- absent without apology from more than four meetings in a financial year

9. General Meetings

9.1 Annual General Meetings

- a. The committee shall call an annual general meeting in accordance with the Act and these rules.
- b. The order of the business at the meeting shall be:
 - i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting

- ii) the consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required)
- iii) the election of committee members
- iv) the appointment of auditors (if required - see rule 11.5)
- v) any other business requiring consideration by the Club in general meeting

9.2 Special General Meeting

- a. The committee may call a special general meeting of the Club at any time.
- b. Upon a requisition in writing of not less than four members of the Club, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a special general meeting is not convened within one month, as required by 9.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Club.

9.3 Notice of General Meetings

- a. Subject to 9.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c. A notice may be given by the Club to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members. (See rule 7.5.)
- d. Where a notice is sent by post:
 - i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

9.4 Proceedings at General Meetings

- a. One third of financial members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c. Subject to 6.4d, the chairperson shall preside as chairperson at a general meeting of the Club.
- d. If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

9.5 Voting at General Meetings

a. Subject to these rules, every member of the Club has only one vote at a meeting of the Club.

b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.

c. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

d. A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the Club, to represent it at a particular general meeting or at all general meetings of the Club. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal.

Such a person shall be deemed to be a member of the Club for all purposes until the authority to represent the corporate member is revoked.

9.6 Poll at General Meetings

a. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

9.7 Special and Ordinary Resolutions

a. A special resolution as defined in the Act.

b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

9.8 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the Club to be their proxy, and attend and vote at any general meeting of the Club.

10. Minutes

a. Proper minutes of all proceedings of general meetings of the Club and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.

b. The minutes kept pursuant to this rule must be confirmed by the members of the Club or the members of the committee (as relevant) at a subsequent meeting.

c. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

11. Dispute Resolution

a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between

- (i) a member and another member
- (ii) a member and the Club

b. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

c. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

d. In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

12. Financial Reporting

12.1 Financial Year

The first financial year of the Club shall be the period ending on the next December 31st following incorporation, and thereafter a period of 12 months commencing on January 1 and ending on December 31st of each year.

12.2 Accounts to be Kept

The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act. The Treasurer shall forthwith pay all monies received on behalf of The Club, into a banking account in the name of The Club at some bank approved by the Committee. Cheques or withdrawals on such account shall be signed by two of those authorised to sign. Those authorised to sign cheques shall be the President, Vice President and Treasurer.

12.3 Treasurer's Report

The Annual Report and Balance Sheet will be presented to the members by the Treasurer at the Annual General Meeting.

13. Prohibition against Securing Profits for Members

The income and capital of the Club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Club.

14. Winding Up

The winding up of The Club can only take place at the Annual General Meeting or at a Special General Meeting called for that purpose, of which at least one months notice in writing has been given. This meeting shall not be effective unless at least two thirds of the financial Members of the Club be present. The distribution of any monies and property owned by The Club shall be decided at the meeting.

15. Application of Surplus Assets

a. If after the winding up of the Club there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

b. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

16. Alteration of this Constitution

This constitution may be amended, added to or rescinded, at the Annual General Meeting, or at a Special General Meeting called for the purpose, for which at least one month's notice in writing has been given, stating the proposed amendment, addition or rescission, and shall not be effective unless carried by a majority of at least three quarters of the financial members of The Club, present and voting on the motion.

The alteration shall be registered with CBS, Corporate Affairs Commission, as required by the Act.

The registered rules shall bind the Club and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

All correspondences with club members shall be made either in person, at meetings, or through post or email.

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