

**RULES**  
**of the**  
**WELLINGTON PHOTOGRAPHIC SOCIETY INCORPORATED**

(as amended by Special General Meeting, 12 March 2009)

**1 NAME**

The name of the Society is the Wellington Photographic Society Incorporated, herein after referred to as “the Society”.

**2 OBJECTS**

The objects of the Society are the encouragement of the study and practice of photography.

**3 MEMBERSHIP**

3.1 Membership of the Society is open to persons of any age.

3.2 (a) Any person wishing to join the Society shall submit an application which contains their name, address, occupation and signature.

(b) An application shall be put to the next meeting of the Committee. The candidate shall be elected to membership by not less than a two-thirds majority votes of the Committee members present.

(c) When the candidate is elected, the Secretary shall advise of same.

(d) If the prescribed subscription fee is not paid within two months of the date of election, such election shall be of no effect.

3.3 The Society shall consist of Ordinary Members, Honorary Members, Life Members, and Student Members.

(a) Ordinary Members are those members who have paid the prescribed ordinary or family subscription fee.

(b) Admission of Honorary Members shall be at the discretion of the Committee. Honorary Members shall take no part in the management of the Society but may attend its outings and meetings. They may not vote at such meetings. Honorary Members shall not be required to pay a subscription fee.

(c) Members may be admitted as Life Members of the Society for meritorious service in the interests of photography. Candidates for Life Membership shall be recommended by the Committee to the members for admission at an Annual General Meeting of the Society and their admission shall be by vote of the Members. Life Members shall have the rights and privileges afforded to Ordinary Members without the requirement for payment of a subscription fee.

(d) Student members are those members who are students attending full-time study at a Primary, Secondary or Tertiary education institution. Proof of enrolment may be required from time to time in order to qualify for and/or retain student membership.

(e) Where a family subscription fee has been set and paid all persons of that immediate family shall be deemed to be Ordinary Members in their own right.

**4 TERMINATION OF MEMBERSHIP**

4.1 **Resignation** - Any member may resign their membership by giving notice in writing to the Secretary.

4.2 **Expulsion** -

(a) If at any time the Committee are of the opinion that the interests of the Society so require, a letter shall be sent to invite any Member to withdraw from the Society within the time specified in such letter.

- (b) In default of such withdrawal, the question of the Member's expulsion shall be submitted to a Special General Meeting to be held not more than four weeks after the date of such letter.
- (c) At such a meeting, the Member whose expulsion is under consideration shall be allowed to speak or make a written submission.
- (d) If at such a meeting at least two-thirds of the Members present vote for expulsion, the Member shall thereupon cease to be a member of the Society.
- (e) The voting at any such Special General Meeting shall be by ballot.
- (f) It shall be in the power of the Committee to exclude such a Member from the Society's meetings until such time as the Special General Meeting considering the expulsion is held.

- 4.3 **Non-Payment** - Membership shall cease if the subscription fee is not paid within 3 months of notification that subscriptions are due.
- 4.4 Every person shall upon ceasing to be a Member of the Society forfeit all right to and claim upon the Society and its property and funds.

## **5 SUBSCRIPTION**

- 5.1 The Annual Subscription shall be such sums as set at an Annual General Meeting or Special General Meeting following a recommendation by the Committee.
- 5.2 The Committee shall have the authority to reduce subscription fees for new Members joining throughout the financial year.

## **6 OFFICERS AND MANAGEMENT**

- 6.1 The Officers of the Society shall be a President, Vice-President, Honorary Secretary, Honorary Treasurer, Immediate Past President, and such other officers as may be deemed necessary.
- 6.2 The Committee shall consist of the Officers, and up to five elected Members. Management of the Society shall be the responsibility of the Committee. The Committee shall have the power to appoint a member to fill any casual vacancy in the Committee until the next Annual General Meeting.
- 6.3 The President may hold office for no longer than two years. She or he may seek office again after a lapse of two years. Upon ceasing to be President, that Member shall become the Immediate Past President and shall remain on the Committee while holding that office.

## **7 COMMON SEAL**

- 7.1 The Committee shall provide a Common Seal for the Society and shall have power from time to time to destroy same and substitute a new seal in lieu thereof.
- 7.2 The Common Seal shall be in the custody and under the control of the Secretary who shall use the seal as required by resolution of the Committee.

## **8 BORROWING POWERS**

The Committee may from time to time, borrow any sum(s) of money for the purposes of the Society. Sums may be borrowed from any persons, businesses, or corporations, but only in accordance with a resolution passed by a two-thirds majority vote of the Members present at an Annual or Special General Meeting.

## **9 BY-LAWS**

The Committee shall from time to time make, repeal and amend By-laws and Regulations (not inconsistent with these rules) as they think expedient for the internal management and well-being of the Society.

## 10 ANNUAL GENERAL MEETING

- 10.1 The Annual General Meeting of the Society shall be held after the end of the Society's financial year at a date, time and place to be fixed by the Committee.
- 10.2 The business of the Annual General Meeting shall be to:
- (a) Receive from the Committee a Report and Financial Statements for the preceding financial year.
  - (b) Elect the Officers and Committee
  - (c) Set Annual Subscriptions
  - (d) Decide if a Financial Review in accordance with the appropriate standards of the New Zealand Institute of Chartered Accountants is required for the forthcoming year and, if required, authorise the Committee to appoint a suitably qualified person to undertake the review.
  - (e) Decide on any motion which may be duly submitted to the meeting.
  - (f) Consider general business.
- 10.3 Any Member wishing to submit a motion to alter the Rules at the Annual General Meeting shall give notice in writing to the Secretary not later than one month before the Annual General Meeting. Any such motion shall be signed by a proposer and seconder.
- 10.4 Nominations for Officers and Committee Members shall be submitted in writing to the Secretary not later than two weeks before the date of the Annual General Meeting. Any such nominations shall be signed by the proposer and seconder and shall have the consent of the nominee.

## 11 SPECIAL GENERAL MEETING

- 11.1 A Special General Meeting may be called by the Committee at any time or upon receipt of a request signed by not less than ten Members;
- 11.2 Such a meeting shall be held within one calendar month of receipt of such a request at a date, time and place to be fixed by the Committee;
- 11.3 No business shall be conducted at any Special General Meeting except that which is specified in the notice calling the meeting.

## 12 NOTICE TO BE GIVEN OF MEETINGS

At least seven days before the Annual General Meeting or any Special General Meeting, a notice of such meeting and of the business of which notice has been given shall be sent to the last known address of each Member.

## 13 PROCEDURE AT MEETINGS

- 13.1 **Quorums** - The quorum throughout all Annual and Special General Meetings of the Society is ten Members. The quorum for Committee Meetings is four Members.
- 13.2 **Chair** - At all meetings of the Society the Chair shall be taken by the President, and in the President's absence the Vice-President, or if both are absent the Members present shall elect one of their number to take the chair.
- 13.3 **Voting Eligibility** -
- (a) Every Ordinary, Life, and Student Member present shall be entitled to one vote upon every motion;
  - (b) Voting powers at General Meetings shall be limited to those Members sixteen years of age and over;
- 13.4 **Proxy Voting** - Any Ordinary, Life, and Student Member of the Society unable to be present at an Annual or Special General Meeting may exercise a proxy vote on the following:-

- (a) At an Annual General Meeting:  
Election of Officers;  
Any notices of motion set out in the notice calling the meeting;  
Annual Subscriptions
- (b) At a Special General Meeting:  
On such business as is set out in the notice calling the meeting.

A proxy duly signed by the Member must be in the hands of the Secretary before the meeting commences.

#### 13.5 **Voting Procedure -**

- (a) Voting at all meetings, including meetings of the Committee shall be in the first instance by voice PROVIDED that if not less than two Members shall so demand voting shall be by show of hands PROVIDED ALSO that if not less than two Members shall so demand voting upon the admission of a candidate shall be by ballot.
- (b) In the case of an excess of candidates for the position(s) available, voting for Election of the Officers and Committee shall be by ballot only.
- (c) In the case of an equality of votes the Chairperson shall have a second or casting vote.

### 14 **FINANCIAL YEAR**

The financial year shall end on 30 June, to which day the accounts of the Society shall be balanced.

### 15 **INTERPRETATION OF RULES**

The Committee is the sole authority for the interpretation of these rules and of the By-laws and Regulations made thereunder. The decision of the Committee upon any question of interpretation or upon any matter affecting the Society and not provided for by these Rules or by the By-laws and Regulations made or to be made hereunder shall be final and binding on the Members.

### 16 **ALTERATION OF RULES**

- (a) These rules may be added to, repealed, or amended by resolution of which notice has been given at any Annual or Special General Meeting provided that no such resolution shall be deemed to have been passed unless it be carried by at least two-thirds of the Members voting thereon.
- (b) No addition to or alteration or rescission of the Rules shall be approved if it affects the personal benefits rule 20 or the liquidation rule 19.

### 17 **CONTROL OF FUNDS**

Control and investment of the funds of the Society shall be vested in the Committee. Banking operations on the Society's account shall be carried out by the Honorary Treasurer and all cheques drawn on or withdrawals from Society funds shall be operated upon the signature of any two Members of the Committee appointed for that purpose by the Committee.

### 18 **INDEMNITY**

The Committee, and each and every one of them respectively shall be fully indemnified by and out of the funds of the Society against any loss, damage, expense or liability incurred by reason of, or in connection with any legal proceedings instituted against them or any of them, for any act done, omitted or suffered in relation to the performance of any of their official duties.

### 19 **LIQUIDATION**

In the event of a liquidation, the property of the Society shall be disposed of for such charitable purposes or to such charitable organisations as the Committee in its discretion thinks fit.

## **20 PERSONAL BENEFITS**

- (a) Any income benefit or advantage shall be applied to the stated objects of the Wellington Photographic Society.
- (b) No member of the Wellington Photographic Society or any person associated with a member shall participate in or materially influence any decision made by the Wellington Photographic Society in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.
- (c) Any income paid shall be reasonable and relative to that which should have been paid in an arms length transaction (being the open market value).
- (d) The provisions and effects of these clauses shall not be removed from the Rules of the Wellington Photographic Society.