



## RULES OF SOUTHLAND PHOTOGRAPHIC SOCIETY INCORPORATED

### THE SOCIETY

#### 1.0 Name

1.1 The name of the Society is Southland Photographic Society Incorporated ("the Society").

1.2 The Society is constituted by resolution dated 10th day of October 1940

#### 2.0 Registered Office

2.1 The Registered Office of the Society is **43 Thurso Street, Invercargill. 9810**

2.2 The Society's Website is [www.southlandphotographicsociety.com](http://www.southlandphotographicsociety.com) and contains up to date contact details and names of current Committee Members

#### 3.0 Purposes of Society

3.1 To support, encourage and promote the art and craft of photography by arranging competitions, education lectures and discussions, general meetings, photographic events including exhibitions for the general public, and such other events as the members shall from time to time deem necessary.

### MANAGEMENT OF THE SOCIETY

#### 4.0 Managing Committee

4.1 The following persons are disqualified from being officers of charitable entities registered under the Charities Act:-

- an undischarged bankrupt
- younger than 16
- subject to a property order under the of Personal and Property Rights Act 1988, or have their property managed by a trustee corporation under section 32 of that Act
- prohibited from being involved with the management of a company under sections 382, 383 or 385 of the Companies Act 1993
- convicted of a crime of dishonesty and sentenced within the last 7 years
- disqualified from being an officer by the Commission under section 31(4) of the Charities Act
- a body corporate that is being wound up, in liquidation or receivership or subject to statutory management under the Corporations (Investigation and Management) Act 1989
- disqualified from being an officer under the rules of their organisation.

#### 4.2 Officers

(a) The Officers of the Society shall consist of a President, Immediate Past President, Vice President, Honorary Secretary, Honorary Treasurer, and five committee members.

(b) These Officers are to be elected at the Annual General Meeting and shall form the Committee of the Society.

(c) The Committee may at any time co-opt members to the Committee if the need arises

4.3 Only members of the society may be committee members

4.4 Committee Members are voted in for a term of one year.

#### 5.0 Cessation of Committee Membership

5.1 Persons cease to be Committee Members when:

- (a) They resign by giving written notice to the Committee.
- (b) They are removed by majority vote of the Society at a Society Meeting.
- (c) Their Term expires.

5.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

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#### 6.0 Nomination of Committee Members

6.1 Nominations for members of the Committee shall be called for at least twenty eight days before a General Meeting.

Nominations shall be submitted on the nomination form (Appendix 2).

Each candidate shall be proposed and seconded by Members, and have signed the nomination form.

Nominees must state they qualify in terms of the Charities Act and that none of the list of disqualifying conditions apply to them. The completed nomination form is to be delivered to the Secretary.

**6.1** Nominations for committee and Officers will open at least 28 days before a General Meeting date. Meeting Nominations shall be accepted on the nomination form (Appendix 2). Each candidate shall be proposed and seconded by Members, and have signed the nomination form. Nominees must state they qualify in terms of the Charities Act and that none of the list of disqualifying conditions apply to them. The completed nomination form is to be delivered to the Secretary. Nominations shall close at 5pm on the **Fourteenth day** before the Annual General Meeting. The Secretary shall post all nominations on a suitable notice board at **least ten days** before the Annual General Meeting. All retiring members of the Committee shall be eligible for re-election.

**6.2** If the position of any Committee Member becomes vacant between Society Meetings, the Committee shall at its discretion co-opt another Society Member to fill that vacancy until the next Annual General Meeting or Special General Meeting and notify the Charities Commissioner of the change, and complete an officer certification form for each new Committee Member.

**6.3** If any Committee Member is absent from three consecutive meetings without leave of absence the Chairperson may declare that person's position to be vacant.

#### **7.0 Role of the Committee**

**7.1** Subject to the rules of the Society ("The Rules"), the role of the Committee is to:

- **Administer, manage, and control the Society;**
- **Carry out the purposes of the Society, and Use Money or Other Assets to do that;**
- **Nominate any two of President, Secretary, Treasurer and Immediate Past President to Manage the Society's bank accounts;**
- **Ensure that all Members follow the Rules;**
- **Decide how a person becomes a Member, and how a person stops being a Member;**
- **Decide the times and dates for Meetings, and set the agenda for Meetings;**
- **Decide the procedures for dealing with complaints;**
- **Set Membership fees, including subscriptions and levies;**

**7.2** The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.

**7.3** Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

#### **8.0 Roles of Committee Members**

**8.1 The President's role is to:**

- (a) Ensure that the Rules are followed;
- (b) Convene Meetings;
- (c) Chair Meetings, deciding who may speak and when;
- (d) Oversee the operation of the Society;
- (e) Give a report on the operation of the Society at each Annual General Meeting;
- (f) Advise the Registrar of Incorporated Societies of any rule changes;
- (g) Advise the Charities Commission of any alteration to the Rules.

**8.2 The Secretary's role is to:**

- (a) Record the minutes of Meetings;
- (b) Keep the Register of Members;
- (c) Hold the Society's records, documents, and books;
- (d) Receive and reply to correspondence as required by the Committee;
- (e) Retain the common seal of the Society.

**8.3 The Treasurer's role is to:**

**8.3.a** Collect and receive all payments made to the Society. These payments must be banked within seven days after the Treasurer receives them;

**8.3.b** Keep a true and accurate record in the Society's account book, so that the Society's financial situation can be clearly understood at any point in time;

**8.3.c** Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, and more often if either the Committee or a majority of the Society decides this in an Annual General Meeting, Special General Meeting, or Committee Meeting.

**8.3.d** Forward the annual financial statements of the Society to the Charities Commission upon approval by the Members at an Annual General Meeting.

### **SOCIETY MEMBERSHIP**

#### **9.0 Types of Members**

**9.1** Any Person interested in photography, is eligible for election as a member of the Society. The membership shall comprise the following classes.

**9.2** Full Members - being persons have paid all dues and have complied in every respect with the Rules and By-Laws of the Society.

**9.3** Country Members - being persons who are not resident within a distance of 15 kilometres of Invercargill City boundary.

**9.4** Life Members - The Committee may appoint any member to be a Life Member in honour of such member's valued service to or lengthy membership of the Society. A Life Member has all the rights and responsibilities of an Ordinary Member (including the right to vote), but does not have to pay fees, subscriptions, or levies.

**9.5** Junior Member - being persons who have not reached the age of 18 years.

**9.6** The Committee will arrange the appointment of a patron who will be announced at each Annual General Meeting. The role of a patron is to provide knowledge, experience, networks, advice, leadership and guidance to the Club.

#### **10.0 Admission of Members**

**10.1** To become an Ordinary Member, a person ("the Applicant") must:

10.1.a Complete the application form, (see appendix 1)

10.1.b Supply any other relevant information the Committee requires.

10.1.c Pay the current Annual Subscription Fee

**10.2** The Committee may interview the Applicant when it considers Membership applications.

**10.3** An Ordinary Member may become a Life Member only if:

10.3.a The Committee passes a resolution appointing the Ordinary Member as a Life Member by a two-thirds majority of those Members present.

10.3.b The appointment will be announced at an Annual General Meeting or Special General Meeting

#### **11.0 The Register of Members**

**11.1** The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the addresses, email addresses and telephone numbers of all Members, and the dates at which they became Members.

**11.2** If a Member's address telephone number or email address changes, that Member shall give the new address email address or telephone number to the Secretary.

**11.3** Each Member shall provide such other details as the Committee requires.

#### **12.0 Cessation of Membership**

**12.1** Any Member may resign by giving written notice to the Secretary.

**12.2** A Member may have his or her Membership terminated in the following way:

12.2.a If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:

i) Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;

ii) State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.

iii) State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.

iv) State that if the Committee terminates the Member's Membership, the Member may appeal to the Society.

12.2.b 14 days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Annual General Meeting, Special General Meeting or Executive Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.

12.2.c If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at the next Society Annual General Meeting, or Special General Meeting. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Annual General Meeting, or Special General Meeting.

12.2.d When the Member is heard at a Society Annual General Meeting, or Special General Meeting, the Society may question the Member and the Committee Members.

13.2.e The Society shall then by majority vote decide whether to let the termination stand, or whether to

reinstate the Member. The Society's decision will be final.

### **13.0 Re-admission of former Members**

**13.1** Any former Member who has resigned may apply for re-admission in the same way as a new applicant, but if the former Member's membership was terminated by the Committee or the Society, the Applicant shall not be readmitted without the approval of the Committee by majority vote.

### **14.0 Obligations of Members:**

**14.1** All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute.

## **MONEY AND OTHER ASSETS OF THE SOCIETY**

### **15.0 Use of Money and Other Assets**

**15.1 a** Any income, benefit, or advantage must be used to advance the charitable purposes of the organisation. That Use must be approved by either the Committee or by majority vote of the Society.

**15.1 b** No member of the society, or anyone associated with a member, is allowed to take part in, or influence any decision made by the society in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.

**15.1 c** Any payments made to a member of the society, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

**15.2** Pecuniary gain is not a purpose of the Society.

### **16.0 Joining Fees, Subscriptions and Levies**

**16.1** The Society shall decide by majority vote at a Society Annual General Meeting or Special General Meeting:

**16.1.a** What a Member must pay to join the Society ("Joining Fee"); and

**16.1.b** What a Member must pay in order to stay a Member ("Subscription") and how often this must be paid.

**16.2** The Committee may by majority vote impose a levy or levies on Members up to a maximum total of \$20.00 each in any one financial year.

**16.3** If any Member does not pay a Subscription or levy by the date set by the Committee or the Society, that Member shall have a further period of seven days to pay the Subscription or levy. After the seven day period, the Member shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid, and the Member's Membership shall be suspended until all arrears are paid in full.

### **17.0 Additional Powers**

**17.1** The Society may:

**17.1.a** Employ people for the purposes of the Society;

**17.1.b** Exercise any power a trustee might exercise;

**17.1.c** Invest in any investment that a trustee might invest in;

**17.1.d** Borrow money and provide security for that if authorised by Majority vote at any Society Annual General Meeting or Special General Meeting.

### **18.0 Financial Year**

**18.1** The financial year of the Society begins on 1<sup>st</sup> of August each year, when all annual subscriptions become due, and ends on 31<sup>st</sup> July of the next year.

### **19.0 Payment of Accounts**

**19.1** All society accounts are to be paid by internet banking with two people required to authorize the payment in the banking system.

**19.2** Reimbursement of expenses – receipts must be supplied by anyone submitting a claim for reimbursement of authorised spending on behalf of the Society.

**19.3** All accounts for payment to be presented at a committee meeting either in person or online and approved for payment.

**19.4** Any major expenditure must be discussed and pre-approved by a majority of the committee prior to expenditure being incurred.

### **20.0 Appointing an Auditor**

**20.1** At a Special General Meeting or Annual General Meeting, the Society may by majority vote choose not to appoint an auditor.

**20.2** or the Society may vote to appoint someone to review the Society ("The Reviewer"). The Reviewer shall review the Society's accounts, and shall certify that they are correct. The Reviewer should preferably be a member of the New Zealand Institute of Chartered Accountants, and must

not be a Member of the Society. If the Society appoints a reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

## **CONDUCT OF MEETINGS**

### **21.0 Society Meetings**

**21.1** A Society Meeting is either an Annual General Meeting or a Special General Meeting.

**21.2** The Annual General Meeting shall be held once every year between 1<sup>st</sup> and 30<sup>th</sup> September. The Committee shall determine when and where the Society shall meet within those dates.

**21.3** Special General Meetings may be called by the Committee.

**21.4** The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least ten Members.

**21.5** The Secretary shall give all Members at least 10 days written notice of:

**21.5.a** The business to be conducted at any Society Annual General Meeting or Special General Meeting;

**21.5.b** A copy of the Annual Report and Statement of Accounts, if the Society Meeting is an Annual General Meeting;

**21.5.c** A list of Nominees for the Committee, and information about those Nominees if it has been provided.

(The Secretary must not provide Members with information exceeding one side of an A4 sheet of paper per Nominee).

**21.5.d** Notice of any motions and the Committee's recommendations about those motions. If the Secretary has sent notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.

**21.6** All Members may attend and vote at Society Annual General Meetings or Special General Meetings.

**21.7** No General Society Meeting may be held unless at least 10 Members attend.

**21.8** All Society Annual General Meetings or Special General Meetings shall be chaired by the President. If the President is absent, the Vice President shall chair the Society Meeting. If the Vice President is also absent, the Society shall elect another Committee Member to chair that meeting. Any person chairing a Society Meeting has a casting vote.

**21.9** On any given motion at a Society Annual General Meeting or Special General Meeting, the Chairperson shall in good faith determine whether to vote by:

**21.9.a** Voices;

**21.9.b** Show of hands; or

**21.9.c** Secret ballot.

However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the President will have a casting vote.

**21.10** The business of an Annual General Meeting shall be:

**21.10.a** Any minutes of the previous Meeting(s);

**21.10.b** The President's report on the business of the Society;

**21.10.c** The Treasurer's report on the finances of the Society, and the Statement of Accounts;

**21.10.d** Election of Committee Members;

**21.10.e** Motions to be considered;

**21.10.f** General business; and

**21.10.g** Approval of plans for the balance of the current and next calendar years.

### **22.0 Motions at Society Meetings**

**22.1** Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Annual General Meeting or Special General Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least ten Members:

**22.1.a** It must be voted on at the Society Annual General Meeting or Special General Meeting chosen by the Member; and

**22.1.b** The Secretary must give the Member's Information to all Members at least 14 days before the Society Meeting chosen by the Member; or If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

**22.2** The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions").

### **23.0 Committee Meetings**

**23.1** No Committee Meeting may be held unless more than half of the Committee Members attend.

**23.2** The President shall chair Committee Meetings, or if the President is absent, the Secretary or Vice President shall chair the Committee Meeting. If the Secretary is also absent, the Committee shall elect a Committee Member to chair that meeting.

**23.3** Decisions of the Committee shall be by majority vote.

- 23.4 The President or person acting as President has a casting vote.  
23.5 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.  
23.6 Subject to these Rules, the Committee may regulate its own practices.

#### **SIGNING OF DOCUMENTS**

##### **24.0 Signing of Documents**

- 24.1 The Society shall have a common seal. A document shall be executed on behalf of the Society if:  
24.1.a The common seal is attached to the document; and  
24.1.b The document is witnessed by any one of the President, Secretary, or Treasurer, and countersigned by one other member of the Committee.

#### **ALTERING THE RULES**

##### **25.0 Altering the Rules**

- 25.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.  
25.2 Any proposed motion by a Society Member to amend or replace these Rules shall be signed by at least ten Members and given in writing to the Secretary at least twenty eight days before the Society Annual General Meeting or Special General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.  
25.3 At least fourteen days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has. This may be in the form of an email, and notice posted on the Society's Website.  
25.4 When a Rule change is approved by a General Meeting the Committee shall file with the Registrar of Incorporated Societies advice of the Rule change(s) on the required form, and with the Charities Commission, on their required form. No Rule change shall take effect until these organizations approve the new Rules.

#### **WINDING UP**

##### **26.0 Winding up**

- 26.1 If the Society is wound up:  
26.1.a The Society's debts, costs and liabilities shall be paid;  
26.1.b 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 organization that is charitable under New Zealand law and has purposes similar to those of the Society being wound up.  
  
26.1.c No distribution may be made to any Member.

##### **27.0 Definitions**

- 27.1 In these Rules:  
27.1.a "**Committee**" means the Committee of the Society.  
27.1.b "**Committee Meeting**" means a meeting of the Committee.  
27.1.c "**Committee Member**" means any Member who is elected or co-opted onto the Committee.  
27.1.d "**Majority vote**" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.  
27.1.e "**Money or Other Assets**" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.  
27.1.f "**Payment**" means any transfer of legal tender by cash, electronic transfer, or any other means of paying legal tender.  
27.1.g "**Rules**" means these rules, being the rules of the Society.  
27.1.h "**Use Money or Other Assets**" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.  
27.1.i "**Written Notice**" means hand-written, printed or electronic communication of words or a combination of these methods.