



2 Handley Street
PO Box 793
Whanganui 4541

CONSTITUTION AND RULES OF THE WHANGANUI CAMERA CLUB INCORPORATED

**Adopted at a Special General Meeting held at the Clubrooms, 2 Handley Street,
Whanganui, at 7.02pm on
Wednesday 5 December 2017**

1 CONSTITUTION

- 1.1 The Club shall be called the "Wanganui Camera Club Incorporated".
- 1.2 Notwithstanding 1.1 above, members shall be free to spell "Wanganui" as "Whanganui" as a matter of preference.

2 OBJECTS

- 2.1 To foster and encourage the study, enjoyment and practice of photography in all its forms in the Whanganui region and throughout New Zealand.
- 2.2 To promote and arrange workshops, displays, exhibitions, salons, seminars, lectures and discussions to educate members and the community about photography in all its forms.

3 POWERS

The powers of the Club are

- 3.1 To raise money by all lawful means and to conduct fundraising campaigns and to solicit financial assistance from individuals, the general public, organisations of all kinds including trusts, business and commercial enterprises, local authorities, the government and its agencies.
- 3.2 To apply the funds, income and property of the Club solely towards the promotion of its objects and to the exclusion of any private or Club profit.
- 3.3 To purchase, lease, exchange, hire or acquire and sell, surrender, mortgage, charge, manage, subdivide, develop and deal with every kind of real or personal property.
- 3.4 To construct, maintain, restore, repair, alter and replace buildings or other structures.
- 3.5 To borrow or raise money and secure the payment of monies borrowed in such

manner as the Management Committee shall think fit and in particular, by the issue of debentures or by way of mortgage charged upon any of the property of the Club.

- 3.6 To invest surplus funds in any way permitted by law for the investment of trust funds and upon such terms as the Management Committee thinks fit.
- 3.7 To obtain professional services from persons, boards, societies and government agencies.
- 3.8 To engage staff for the Club.
- 3.9 To publish or promote the publication or circulation or sale of books, pamphlets, periodicals and other printed matter, audio-visual or computer-generated material related to photography.
- 3.10 To indemnify any person or company against debts, liabilities, claims and proceedings incurred on behalf of or in the course of providing any services to the Club, provided this relates to a matter properly approved and minuted by the Management Committee.
- 3.11 To recruit and retain new members, and to develop and implement plans to ensure the long-term viability of the Club.

4 MEMBERSHIP shall comprise

- 4.1 Ordinary members.
- 4.2 Family members, being two or more members living at the same address.
- 4.3 Associate members, being those who because of distance or other reasons are unable to regularly participate in Club activities. Associate members shall not have voting rights or eligibility for election to the Committee. They shall receive copies of the Club's newsletter and free entry into Club competitions.
- 4.4 Junior members, being under the age of 18 years. Junior members shall have entitlement to all Club rights and activities.
- 4.5 Life Members, being those elected to this honorary level by a special or annual general meeting following endorsement by the committee. The number of Life Members shall not at any one time exceed five.

5 JOINING AND LEAVING THE CLUB

- 5.1 People shall join the Club by completing an application form and by paying the annual subscription.
- 5.2 The Committee shall consider membership applications and endorse them unless convinced the application should not proceed and in such case shall not be obliged to provide a reason.
- 5.3 Members leaving the Club during the financial year shall not be entitled to any subscription refunds.
- 5.4 The Committee may withdraw membership rights from any member found to its satisfaction to have behaved in a manner grossly inappropriate to the best interests of the Club and/or its members or member.
- 5.5 In reaching a decision to withdraw membership rights from a Member, the committee shall follow a process that ensures that any party involved is fairly heard and that endeavours to reach a fair and appropriate decision.

6 ANNUAL SUBSCRIPTION

- 6.1 Subscription rates for the following calendar year shall be fixed for Ordinary, Family, Associate and Junior members at the Annual General Meeting.
- 6.2 Discounted early payment rates may be determined at that meeting.
- 6.3 The Annual General Meeting may decide on reduced subscription rates for those joining in the latter part of the financial year.
- 6.4 Members shall lose their membership rights if they have not paid their subscriptions by 31 March following the Annual General Meeting.

7 PATRON

- 7.1 A Patron may be appointed by the Club at its Annual General Meeting.
- 7.2 The Patron shall be a Life Member of the Club and shall be an ex-officio member of the Management Committee.

8 AUDITOR

- 8.1 Each Annual General Meeting shall appoint an auditor to examine the Club accounts and financial statements and provide a report to the following Annual General Meeting.

9 MANAGEMENT COMMITTEE

- 9.1 The day-to-day affairs and activities of the Club shall be carried out by the Committee which shall comprise a President, Vice-President, Immediate Past President, Secretary, Treasurer and at least three and not more than five Committee Members elected by a Special or Annual General Meeting.
- 9.2 Those elected under 9.1 above shall be known as Officers under the provisions of the Charities Act 2005, shall conform to its officer disqualification provisions, and shall sign a nomination form listing those provisions.
- 9.3 The Committee shall determine the financial affairs of the Club and shall appoint signatories to operate bank accounts.
- 9.4 Committee decisions shall be binding unless set aside by a Special or Annual General Meeting.
- 9.5 The Committee may, in the event of any office becoming vacant, fill the position until the next Annual General Meeting.
- 9.6 The Committee shall have the power to increase the number of Committee Members to eight to support its workload.
- 9.7 The Committee shall act as it sees fit on any concern not covered herein.
- 9.8 Retiring Committee Members shall be eligible for immediate re-election.
- 9.9 All persons who are members of the Management Committee shall at all times meet the qualification requirements for officers of a charitable entity. Officer disqualification conditions are set out in Section 16 of the Charities Act 2005 and reproduced in Appendix 1 to these Rules for reference.

- 9.10 In the event that an Officer of the Club determines at any time that he or she fails to meet the said qualification requirements, he or she shall immediately advise the President of the Club who shall take such actions as are necessary to comply with the Charities Act 2005.
- 9.11 In the event that it comes to the attention of the Committee that an Officer may not meet the said qualification requirements, the President shall seek a signed declaration from the Officer that the Officer meets the said qualification requirements. If it is then determined by the Committee that the Officer does not meet the qualification requirements, the President shall take such actions as are necessary to comply with the Charities Act 2005.

10 SPECIAL AND ANNUAL GENERAL MEETINGS

- 10.1 The Annual General Meeting shall be held in November each year.
- 10.2 The Annual General Meeting shall receive a Presidential Report and Statement of Accounts from the outgoing Committee. It shall appoint officers and fix subscription rates for the coming year. It shall consider any motion properly brought before the meeting.
- 10.3 The Committee may, and on written request by at least 10 members must, convene a Special General Meeting. Seven days' notice must be given of the time and place of any such meeting, together with the nature of business to be discussed.
- 10.4 A member wishing to move a motion at an Annual General Meeting must give at least three weeks' notice unless the motion is based on the Presidential or Financial Reports.
- 10.5 All decisions made shall be binding on all Club members, and no Notices of Motion to reconsider such decisions shall be received by the Committee during the current year unless determined by a majority of Committee.
- 10.6 No new rule, change to a rule, or suspension of a rule shall be made except by resolution of at least two-thirds of members voting on a motion.
- 10.7 New capital expenditure exceeding the sum of \$1,000.00 (one thousand dollars) or 10 per cent of the previous year's total expenditure, whichever is the lesser, shall only be made with the approval of two-thirds of Members voting for the proposed expenditure at a Special General Meeting or Annual General Meeting.

11 MEETING PROCEDURE

- 11.1 Members shall be entitled to vote on every motion, and the Chair shall exercise a casting vote in the event of a tied result.
- 11.2 Voting shall normally be determined by voice, but the Chair may request a show of hands. A written ballot shall be conducted if requested by at least two members.
- 11.3 The quorum at Special or Annual General Meetings shall be ten voting members, and at Committee Meetings five.
- 11.4 Any member entitled to vote may appoint a member to vote on his or her behalf at a Special or Annual General Meeting of the Club. Any member holding a proxy must present his or her authority in writing to the Secretary,

prior to the commencement of the meeting and on the form prescribed by The Committee. The result of proxy voting shall not be announced until the result of general voting has been announced.

- 11.5 Club Members may attend Committee Meetings but shall not have voting rights.
- 11.6 The Chair may take the meeting into Committee at any time.

12 FINANCIAL

- 12.1 The financial year of the Club shall end on 30 September each year.
- 12.2 The Honorary Treasurer shall present an audited statement of income and expenditure and balance sheet to each Annual General Meeting.
- 12.3 The Honorary Treasurer shall forward a copy of the audited statement of income and expenditure and balance sheet to the Registrar of Incorporated Societies and to the Charities Commission.

13 INDEMNITY

- 13.1 The Committee, and each and every one of them respectively shall be fully indemnified by the Club against any loss, damage, expense or liability incurred by reason of or in respect of 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.

14 SECRETARY

- 14.1 The Secretary shall keep a register of members as required by statute.
- 14.2 The Secretary shall forward to the Registrar of Incorporated Societies and to the Charities Commission such returns as are required by statute.

15 AFFILIATION

- 15.1 The Club shall maintain an affiliation to the Photographic Society of New Zealand **Incorporated**. It shall pay affiliation fees to that body and shall seek appropriate benefits for Club members.

16 DISSOLUTION

- 16.1 In the event of the winding up of the Club or its dissolution by any means whatsoever, and decided by a properly constituted Special General Meeting, the funds property and assets of the Club remaining after all legal claims have been met, shall be dealt with and disposed of to a charity or charities suitable to the purposes and rules of the Club.

- 16.2 In the event of a quorum not being obtained at such a meeting, the recommendation of the Photographic Society of New Zealand Incorporated shall be sought and followed, again with the constraint that the funds property and assets of the Club must be directed solely to charitable purposes.

APPENDIX 1

OFFICER DISQUALIFICATION CONDITIONS

CHARITIES ACT 2005, SECTION 16

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

- a An individual who is an un-discharged bankrupt
- b An individual who is under the age of 16 years
- c An individual who, or a body corporate that, has been convicted of a crime involving dishonesty (within the meaning of section 2[1] of the Crimes Act 1961) and has been sentenced for that crime within the last 7 years
- d An individual who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, a company under section 382, section 383, or section 385 of the Companies Act 1993
- e An individual who, or a body corporate that, is disqualified from being an officer of a charitable entity under section 31[4] – *this refers to an individual who, or a body corporate that, is subject to an order by the Charities Commission disqualifying an officer of an entity removed from the Charities Register by the Commission, from being an officer of a charitable entity for a specified period not to exceed 5 years*
- f An individual who is subject to a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act
- g A body corporate that is being wound up, is in liquidation or receivership, or is subject to statutory management under the Corporations (Investigation and Management) Act 1989
- h In relation to any particular entity, an individual who, or body corporate that, not comply with any qualifications for officers contained in the rules of that entity.

The Charities Commission may on written notice to an entity, waive the application of any of the disqualifying factors set out in subsections (a) to (g) above, in relation to an officer of that entity.

