

# **Rules of Nelson Camera Club Incorporated**

(25-07-2010)

## **1.0 THE SOCIETY**

### **1.1 Name**

1.1.1 The society shall be known as "Nelson Camera Club Incorporated" ("the Club").

### **1.2 Registered Office**

1.2.1 The Registered Office of the Club is: Nelson Camera Club Inc.  
C/o Wises Picture Framing  
78 Buxton Square  
Nelson 7010

### **1.3 Purposes of Club**

1.3.1 The purpose of the Club is to encourage education, enjoyment and motivation in the art of photography.

1.3.2 Pecuniary gain is not a purpose of the Club.

## **2.0 MANAGEMENT OF THE CLUB**

### **2.1 Committee**

2.1.1 The Club shall have a committee ("the Committee"), comprising of the following Elected Officers: President, Vice President, Secretary, Treasurer and at least three additional Committee Members.

2.1.2 The Committee shall have the power to co-opt additional Committee Members where necessary.

2.1.3 Only Ordinary Members and Life Members of the Club may be Committee Members.

### **2.2 Nomination of Committee Members**

2.2.1 Nominations for Members of the Committee shall be called for before the Annual General Meeting (AGM). Each candidate shall be proposed and seconded in writing by Members and the completed nomination delivered to the Secretary. Each nominee for Committee shall sign a nomination form which shall include a declaration that none of the disqualification conditions as set out in Section 16 of Charities Act 2005 apply to that person.

2.2.2 All retiring Members of the Committee shall be eligible for re-election.

2.2.3 The election of Committee Members shall take place at the AGM.

2.2.4 Only Ordinary Members and Life Members may vote.

2.2.5 If the position of any Committee Member becomes vacant between AGM's, the Committee may appoint another Member to fill that vacancy until the next AGM.

2.2.6 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.

### **2.3 Cessation of Committee Membership**

2.3.1 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 Club at a Club Meeting.
- 2.3.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Club documents and property held by that person.

## **2.4 Role of the Committee**

2.4.1 Subject to the rules of the Club ("The Rules"), the role of the Committee is to:

- (a) Administer, manage, and control the Club
- (b) Carry out the purposes of the Club, and Use Money or Other Assets to do that
- (c) Manage the Club's bank accounts
- (d) Decide how a person becomes a Member, and how a person stops being a Member
- (e) Decide the times and dates for Meetings, and set the agenda for Meetings
- (f) Decide the procedures for dealing with complaints
- (g) Recommend Membership fees
- (h) Make regulations

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

2.4.3 Members of the Committee shall serve on a voluntary basis and only committee authorized expenses incurred in the course of the Club's business shall be reimbursed.

2.4.4 The Committee will set the Rules & Criteria for all Internal Competitions, and will appoint one or more Competition Secretaries.

2.4.5 The Committee may appoint one or more Masters of Ceremony who will lead regular Club Meetings.

## **2.5 Roles of Committee Members**

2.5.1 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 Club
- (e) Give a report on the operation of the Club at each AGM
- (f) Advise the Registrar of Incorporated Societies of any alteration to the Rules

2.5.2 The Vice President's role is to stand in for the President, when the president is absent. This role is one of deputy, not an automatic step to the role of president.

2.5.3 The Secretary's role is to:

- (a) Record the minutes of Meetings
- (b) Hold the Club's records, documents, and books
- (c) Receive and reply to correspondence as required by the Committee
- (d) Retain the common seal of the Club

2.5.4 The Treasurer's role is to:

- (a) Collect and receive all payments made to the Club. These payments must be banked

- within seven days after the Treasurer receives them.
- (b) Keep a true and accurate record in the Club's account book, so that the Club's financial situation can be clearly understood at any point in time
  - (c) Present a financial report at every Committee meeting
  - (d) Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each AGM, and more often if either the Committee or a majority of the Club decides this in a Meeting
  - (e) Forward the annual financial statements for the Club to the Registrar of Incorporated Societies after approval by the Members at an AGM
  - (f) Keep the Register of Members
  - (g) Prepare and forward to the Charities Commission within 6 months of the end of the financial year an Annual Return in the form prescribed by the Commission.

### **3.0 CLUB MEMBERSHIP**

#### **3.1 Types of Members**

3.1.1 A Member is either an Ordinary Member, a Life Member or an Honorary Member.

3.1.2 An Ordinary Member has the rights and responsibilities set out in these Rules.

3.1.3 Life Membership is awarded in recognition of the exceptional contributions of an individual member who has contributed to the Club over an extended period of time and who has demonstrated a significant and substantial commitment toward the enhancement and reputation of the Club. A Life Member has all the rights and responsibilities of an Ordinary Member (including the right to vote), but does not have to pay a subscription.

3.1.4 An Honorary Member is a person who is acknowledged as providing or having provided important services to the Club. An Honorary Member has none of the rights or privileges of an Ordinary Member or a Life Member.

#### **3.2 Admission of Members**

Application for Membership shall be made to the Treasurer of the Club. Application for Membership is open to any person interested in Photography.

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

- (a) Complete an application form, if the Committee requires this; and
- (b) Supply any other information the Committee can legally require; and
- (c) Pay any subscription by due date.

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

3.2.3 The Committee shall have complete discretion when it decides whether or not to let the Applicant become an Ordinary Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

3.2.4 An Ordinary Member may become a Life Member only if:

- (a) The Committee recommends that the Club should appoint the Ordinary Member as a Life Member; and
- (b) The Club passes a resolution appointing the Ordinary Member as a Life Member by a two-thirds majority of those Members present at an AGM or Special General Meeting

(SGM) of the Club.

3.2.5 The Committee may recommend that the Club:

(a) Should appoint a person (not necessarily a member of the Club) as an Honorary Member.

(b) Passes a resolution appointing the Honorary Member by a two-thirds majority of those Members present at an AGM or a SGM.

### **3.3 The Register of Members**

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

3.3.2 If a Member's address, telephone number or email address changes, that Member shall give the new address, telephone number or email address to the Treasurer.

3.3.3 Each Member shall provide such other details as the Committee can legally require.

### **3.4 Cessation of Membership**

3.4.1 Any Member may resign by giving written notice to the Treasurer.

3.4.2 A member will cease to be a member if subscriptions have not been paid by due date.

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

(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 Club, or acting in a manner to bring ill repute to the Club, 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 Club;

(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 Club.

(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 Club at the next

Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.

(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 Club Meeting. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them

her (“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 Club 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 Club Meeting.

(d) When the Member is heard at a Club Meeting, the Club may question the Member and the Committee Members.

(e) The Club shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Club’s decision will be final.

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

3.5.1 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 Club, the Applicant shall not be readmitted without the approval of the Committee.

### **3.6 Obligations of Members:**

3.6.1 All Members shall promote the purposes of the Club and shall do nothing to bring the Club into disrepute.

## **4.0 MANAGEMENT OF THE ASSETS OF THE CLUB**

### **4.1 Funds and property**

4.1.1 The Club may only Use Money and Other Assets if that Use has been approved by either the Committee or by majority vote of the Club.

4.1.2 All money shall be banked to the credit of Nelson Camera Club Inc. Signatories to payments and withdrawals to be any two of the President, Secretary, Treasurer, or one other nominated committee member. All transactions shall be recorded in a cash-book.

4.1.3 Funds and property of the Club shall only be used for the benefit of the Club. No member shall receive pecuniary gain from any of the property or operations of the Club. Any income, benefit, or advantage must be used to advance the charitable purposes of the Club. No member of the Club, or anyone associated with a member, is allowed to take part in, or influence any decision made by the Club in the respect of payments, to, or on behalf of, the member or associated person of any income, benefit or advantage. Any payments made to a member of the Club, 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.

### **4.2 Subscription Fee**

4.2.1 The Annual Membership Fee (Subscription) is set at the AGM. All subscription fees are due by the 31<sup>st</sup> of January of the year following the AGM.

4.2.2 If any Member does not pay a Subscription by the date set by the Committee or the Club that Member shall have a further period of seven days to pay the Subscription. 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 Club activity until all the arrears are paid, and the Member’s Membership shall be suspended until all arrears are paid in full.

4.2.3 The President, Secretary, Treasurer and the Competition Secretary(ies) are eligible for a

50% reduction in subscription fees.

### **4.3 Financial Year**

4.3.1 The financial year of the Club shall run from 1 October of every year and ends on 30 September of the next year.

4.3.2 Financial Accounts shall be prepared at close of the financial year, reviewed by the person appointed under 4.4.1 and presented at the AGM.

### **4.4 Reviewing the annual accounts.**

4.4.1 The Committee may appoint a suitably qualified person to review the Annual Accounts and confirm they are an accurate record. That person may not be a member or have a pecuniary interest in the Club.

## **5.0 ANNUAL GENERAL MEETING (AGM) AND SPECIAL GENERAL MEETING (SGM)**

### **5.1 Conduct of AGM and SGM**

5.1.1 The AGM shall be held once every year in November.

5.1.2 The business of an AGM shall be:

- (a) Any minutes of the previous Meeting(s)
- (b) The President's report on the business of the Club
- (c) The Treasurer's report on the finances of the Club, and the Statement of Accounts
- (d) Election of Committee Members
- (f) Motions to be considered
- (g) General business

5.1.3 SGM may be called by a majority vote of the Committee or by written request by ten Ordinary Members.

5.1.4 The Secretary shall give all Members at least 14 days written notice by email or post of:

- (a) The business to be conducted at any AGM or SGM;
- (b) A copy of the Annual Report and Statement of Accounts, for any AGM;
- (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).
- (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.

5.1.5 Only Ordinary Members and Life Members may vote at an AGM and SGM.

5.1.6 Ten Members shall constitute a quorum at an AGM or SGM.

5.1.7 All Meetings shall be chaired by the President. If the President is absent, the Vice President shall chair the Meeting. If the VP is also absent, the Club shall elect another Committee Member to chair that meeting. Any person chairing a Meeting has a casting vote.

5.1.8 On any given motion at an AGM or SGM, the Chairperson shall in good faith determine whether to vote by:

- (a) Voices;
- (b) Show of hands; or

(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 Chairperson will have a casting vote.

## **5.2 Motions at Meetings**

5.2.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular AGM or SGM, 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 Club will vote on the motion. However, if the Member's Motion is signed by at least 10 Members:

(a) It must be voted on at the Meeting chosen by the Member; and

(b) The Secretary must give the Member's Information to all Members at least 14 days before the 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 AGM or SGM.

5.2.2 The Committee may also decide to put forward motions for the Club to vote on ("Committee Motions").

## **5.3 Committee Meetings**

5.3.1 Committee Meetings shall be held at least 11 times during the financial year, at the committees discretion.

5.3.2 Four Committee Members shall constitute a quorum.

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

5.3.4 Decisions of the Committee shall be by majority vote.

5.3.5 The person chairing the meeting has a casting vote.

5.3.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

5.3.7 Subject to these Rules, the Committee may regulate its own practices.

5.3.8 Subject to these Rules, meetings may be held by electronic means, e.g. telephone or emails.

## **6.0 SIGNING OF DOCUMENTS**

6.1 The Club shall have a common seal. A document shall be executed on behalf of the Club if:

(a) The common seal is attached to the document; and

(b) The document is witnessed by any one of the President, Vice President, Secretary, and countersigned by one other member of the Committee.

## **7.0 ALTERING THE RULES**

7.1 The Club may alter or replace these Rules at an AGM or SGM by a resolution passed by a two-thirds majority of those Members present and voting.

7.2 Any proposed motion to amend or replace these Rules shall be signed by at least 10 Members and given in writing to the Secretary at least 28 days before the Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

7.3 At least 14 days before the 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.

7.4 When a Rule change is approved, advice is to be filed with the Registrar of Incorporated Societies of the Rule changes in the required form. No Rule change shall take effect until this is done.

## **8.0 WINDING UP**

8.1 On the winding up of the Club, assets shall be distributed, after payments of all outstanding liabilities, among charitable groups of a similar cause, in such a manner as shall be decided by resolution passed as a SGM convened for that purpose and passed by a 2/3 majority of Members present.

## **9.0 DEFINITIONS**

9.1 In these Rules:

(a) "Cheque" means a personal cheque or a bank cheque.

(b) "Committee" means the Committee of the Club.

(c) "Committee Meeting" means a meeting of the Committee.

(d) "Committee Member" means any Member who is on the Committee.

(e) "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.

(f) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Club.

(g) "Payment" means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.

(h) "Rules" means these rules, being the rules of the Club.

(i) "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.

(j) "Written Notice" means hand-written, printed or electronic communication of words or a combination of these methods.

(k) 'Club Meeting' means regular monthly meeting carrying out the purpose of the Club.

(l) 'SGM' means Special General Meeting.

(m) 'AGM' means Annual General Meeting.