



# Noarlunga and Southern District Camera Club Incorporated

## *Constitution*

### Contents

Noarlunga and Southern District .....	1
Camera Club Incorporated.....	1
Constitution .....	1
Noarlunga and Southern District Camera Club Incorporated.....	2
1. Name.....	2
2. Establishment.....	2
3. Administration .....	2
4. Objects.....	2
5. Membership.....	2
6. Termination of Membership .....	3
7. The Management Committee .....	3
8. Management Committee Meetings.....	5
9. Subscriptions .....	6
10. Financial Matters.....	6
11. Powers of the Club .....	7
12. Public Liability Insurance.....	7
13. General Meetings.....	7
14. Special General Meetings .....	8
15. Annual General Meetings.....	9
16. Public Officer .....	10
17. Voting.....	10
18. Minutes .....	10
19. Amendment to the Constitution.....	11
20. Dissolution.....	12

# Noarlunga and Southern District Camera Club Incorporated

## 1. Name

The name of the association shall be Noarlunga and Southern District Camera Club Incorporated.

## 2. Establishment

The Noarlunga and Southern District Camera Club Incorporated (“the Club”) is an incorporated association pursuant to the provisions of the Associations Incorporation Act, 1985 (“the Act”).

## 3. Administration

The Committee (“the Committee”) shall manage and administer the Club in accordance with the Act and this Constitution.

## 4. Objects

The objects of the Club shall be:

- 4.1 To promote fellowship and stimulate interest in Photography.
- 4.2 To promote and to provide facilities for the members for the purpose of carrying on the Art of Photography.
- 4.3 To hold regular meetings of the Club.
- 4.4 To promote and hold either alone or jointly with any other associations, clubs or persons, photographic meetings, competitions, matches and inter-club competitions. To offer, give or contribute towards prizes, medals and awards.
- 4.5 To support and subscribe to any charitable or public body as the Committee sees fit.
- 4.6 To promote and organize rules of the Club, as deemed appropriate by, and at the discretion of the Committee of the day.

## 5. Membership

There shall be three classes of membership:

- 5.1 **Ordinary Membership which shall be available to all persons upon payment of such** subscriptions as may be determined by the Committee from time to time for the class of membership.
- 5.2 **Honorary Membership** The Committee may appoint persons to be Honorary Members of the Club for any period of time that the Committee may from time to time
- 5.2 **Life Membership** The Committee may recommend that a person who has been an ordinary member of the Club for at least ten years and who has made a significant contribution to the activities of the Club be made a Life Member.  
Such recommendation must be approved by a two-thirds majority of members present at an Annual General Meeting.

## 6. Termination of Membership

Membership of the Club shall terminate if:

- 6.1 The member resigns by giving notice in writing to the Secretary;
- 6.2 After investigation and in the opinion of the Committee the conduct of the member is, or has been, such as to bring the Club or its members into disrepute, and two-thirds of the Committee vote for the person's membership to be terminated; or
- 6.3 The member's subscription remains unpaid for thirty days or more from the due date of payment. A person whose membership has terminated pursuant to this clause may, with the approval of the Committee, be reinstated to membership of the Club upon Payment of all arrears outstanding plus any rejoining fee as may be determined by the Committee from time to time.
- 6.4 A person whose membership has been terminated shall have no claim whatsoever upon the Club and shall return to the Secretary any property of the Club in that person's possession.

## 7. The Management Committee

The Committee shall consist of up to nine members comprising:

- 7.1.1 The President;
- 7.1.2 The Competition Secretary;
- 7.1.3 The Secretary;
- 7.1.4 The Treasurer; and
- 7.1.5 Up to five members.
- 7.2 The President has the power to designate to the Committee such duties as he/she considers appropriate to the efficient running of the Club.
- 7.3 All members of the Committee shall be elected for up to a two year term of office on a biennial basis.
- 7.4 Members of the Committee must be financial members of the Club.
- 7.5 Members of the Committee shall be elected in the following manner:
  - 7.5.1 On a day at least one month before the Annual General Meeting of the Club the Secretary shall send a notice to all members of the Club seeking nominations to the Committee. Nominations are to reach the Secretary before the time stipulated for the commencement of the Annual General Meeting. Should sufficient nominations not be received by the time stipulated for the commencement of the Annual General Meeting, the Chairperson may receive nominations from the meeting.
  - 7.5.2 In the event that two or more members have nominated for any particular office, an election by secret ballot shall be held.
  - 7.5.3 A Returning Officer and two Scrutineers shall be appointed by the members present at the Annual General Meeting to conduct the ballot.
  - 7.5.4 The candidate receiving the greatest number of votes will be deemed elected and in the event of an equal number of votes being returned for any two or more candidates, the Returning Officer shall so declare and another election by secret ballot shall be held for the position.

- 7.6** The office of a Committee member shall become vacant if the member:
- 7.6.1.** Dies;
  - 7.6.2.** Reaches the end of such member's term of office;
  - 7.6.3.** Resigns by notice in writing to that effect to the President;
  - 7.6.4.** For three or more consecutive meetings of the Committee is absent without providing an apology to the Committee;
  - 7.6.5.** Becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - 7.6.6.** Is convicted whether within or without the State of an indictable offence;
  - 7.6.7.** Becomes a bankrupt under administration or enters into a scheme of arrangement with his or her creditors within the meaning of Part X of the Bankruptcy Act, 1966;
  - 7.6.8.** Has an interest either directly or indirectly in any contract or proposed contract in the contemplation of the club and either fails to disclose the nature of that interest at a meeting of the Committee or takes part in any decision of the Committee with respect to that contract or proposed contract.
- 7.7** Upon the office of a member becoming vacant by expiration of the term of office, a person shall be appointed to that office in accordance with this Constitution.
- 7.7.1** The Committee may appoint any person to be a member to fill a casual or temporary vacancy on the Committee.
  - 7.7.2** Any person appointed to fill a casual or temporary vacancy shall be deemed to have been appointed when the vacancy occurred.
  - 7.7.3** Any person appointed to fill a casual vacancy shall hold office as a member for the unexpired term of the member whose office is being filled.

## **8. Management Committee Meetings**

**8.1** The Committee shall meet at least five times each calendar year for the dispatch of business and may adjourn and otherwise regulate their meetings as they shall think fit.

**8.2** The President for the time being shall normally preside as Chairperson at all meetings at which that person is present.

**8.3** Notwithstanding clause 8.2, the President may delegate the role of Chairperson of a meeting or part of a meeting to another member of the Committee as the President may from time to time decide.

**8.4** At any meeting at which the President is absent, the members present shall choose an Acting Chairperson for that meeting.

**8.5** Questions arising at any meeting of the Committee shall be decided by a majority of votes of the members present in person. In the case of an equality of votes, the Chairperson of the meeting shall have a second or casting vote.

**8.6** The quorum necessary for the transaction of the business of the Committee shall be half plus one of the current Committee members.

**8.7** The Committee may co-opt members of the Club to assist the Committee or any sub-committee appointed by the Committee.

## **9. Subscriptions**

**9.1** The Committee shall determine annual subscriptions, joining fees and any other financial imposts as the Committee deems necessary from time to time for all classes of membership

**9.2** Visitors are welcome to attend the Club to a maximum of three meetings in any one financial year, after which they will be requested to become a financial member.

## **10. Financial Matters**

**10.1** The Committee shall open a bank account or bank accounts into which shall be paid all money received by or on behalf of the Club.

**10.2** The person holding the offices of either President or Secretary or Treasurer and two other independent (i.e. not related or business partners) Committee member shall be the signatories for the Club's bank accounts.

**10.3** All cheques, promissory notes, bills of exchange, drafts and other negotiable or transferable instruments and all receipts for money paid to the Club shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by two signatories.

**10.4** The Committee shall not borrow money without the approval of members present and voting at a Special General Meeting.

**10.5** The Committee shall cause to be kept true and accurate accounts of the Club, and shall keep such records correctly to explain the transactions and financial position of the Club and shall keep such records in such a manner as will enable true and fair accounts of the Club to be conveniently and properly audited at least once every year.

**10.6** The Club Committee shall appoint an Auditor prior to the Annual General Meeting of the Club each year.

**10.7** The financial year of the Club shall commence on the 1<sup>st</sup> day of July every year.

## **11. Powers of the Club**

The Club shall have all the powers conferred by section 25 of the Associations Incorporation Act 1985.

### **Members Liability**

**11A.** Each Committee Member will only be chargeable for debts incurred without the agreement of the majority of the Committee at any said Committee meeting.

## **12. Public Liability Insurance**

The Committee shall ensure that at all times the Club has an adequate and current policy of Public Liability Insurance.

## **13. General Meetings**

**13.1** The Committee shall be able to call General Meetings of the members of the Club for the transaction of business and for any other purpose that the Committee shall decide.

**13.2** Members shall be given at least seven days clear notice of any General Meeting which notice shall include the business of that meeting.

**13.3** The quorum for General Meetings shall be one-third of financial members

## **14. Special General Meetings**

**14.1** On receipt of a request in writing signed by one-third of the members of the Club the Secretary shall call a Special General Meeting of the members of the Club. The Special General Meeting shall be held within 21 days of the Secretary receiving the written request.

**14.2** The Committee may call a Special General Meeting at any time in accordance with clauses **14.3 and 14.4**.

**14.3** Members shall be given at least fourteen days clear notice in writing of any Special General Meeting which notice shall include the business of that meeting. Notice of Special General Meetings shall be served on members by post at the members' registered place of residence.

**14.4** The quorum for Special General Meetings shall be one-third of the financial members of the Club.



## **15. Annual General Meetings**

**15.1** The Annual General Meeting of the Club shall be held in the second week of August each year. In the event that it is not possible for the Annual General Meeting to be held in the second week in August, the Annual General Meeting must be held no later than the end of September of that year.

**15.2** Members shall be given at least fourteen days clear notice of the Annual General Meeting which notice shall include the business of that meeting.

**15.3** The quorum necessary for the transaction of business at the Annual General Meeting shall be one-third of the members of the Club.

**15.4** The persons eligible to vote at Annual General Meetings shall be ordinary financial members and life members of the Club.

**15.5** In the case of an equality of votes on any matter, the Chairperson of the meeting shall have a second or casting vote.

**15.6** The Committee shall cause to be made out and laid before those members present at each Annual General Meeting audited accounts in writing of the Club for the previous financial year which, in addition to any other matter, shall fairly and accurately show the receipts and payments of the Club during that financial year. The Committee shall, whenever required by any of the persons present at an Annual General Meeting, explain to the best of their abilities any aspect of the financial position or the accounts or the activities of the Club.

**15.7** The last item of business on the agenda at each Annual General Meeting shall be the election and appointment of members of the Committee. No discussion shall take place in relation to this item of business until consideration of, and discussion in relation to the financial position, the accounts and the activities of the Club shall have concluded.

## **16. Public Officer**

In accordance with and for the purpose of the Associations Incorporation Act, 1985 there shall be a Public Officer of the Club. He/she shall be appointed by the Committee from the Ordinary Members of the Club and may at any time and from time to time hold any other office in the Club except Auditor. The Committee shall have power at any time and from time to time to remove or replace any Public Officer of the Club and to appoint another Ordinary Member in his/her place.

## **17. Voting**

All members except Honorary Members shall be entitled to vote at meetings of the Club. The Chairperson of the meeting shall have a casting vote only. Proxy votes are not allowed at any meeting of the Club.

## **18. Minutes**

**18.1** The Committee shall cause minutes to be made of all proceedings of all formal meetings of the Club or any committee appointed by it, including Annual General Meetings.

**18.2** Minutes of each Annual General Meeting are to be presented to the Committee at the next Committee meeting following the Annual General Meeting.

**18.3** At each Annual General Meeting, two Committee members shall be nominated to sign the minutes of the Annual General Meeting at the Committee meeting after that Annual General Meeting, if they believe those minutes are correct.

**18.4** The Committee may make minutes or any part of any minutes available to persons who are not members of the Committee.

## **19. Amendment to the Constitution**

**19.1** This constitution may be amended at a Special General Meeting called for the purpose or the Annual General Meeting of the Club.

**19.2** Not less than fourteen days notice of the meeting shall be given to members of the Club and such notice shall specify the terms of the proposed amendment.

**19.3** A proposed amendment may be modified at the meeting of the Club called to consider the amendment by resolution of the members of the Club present at that meeting.

**19.4** Not less than two-thirds of the members of the Club present vote in favour of a resolution in support of a proposed amendment with or without such modification.

## **20. Dissolution**

**20.1** The Club shall be dissolved upon the resolution of a Special General Meeting especially convened to consider dissolution. Such resolution must be passed by a three-quarters majority of those members present at the Special General Meeting.

**20.2** Not less than thirty days notice of the Special General Meeting shall be given by post at the members registered place of residence. Such notice shall specify the terms of the proposed dissolution.

**20.3** Upon dissolution and after payment of all expenses, debts and other liabilities of the Club the remaining assets and funds shall be transferred to such other club or similar organisation having objects similar to those set out in this constitution, or such registered charity as the majority of the members present at the Special General Meeting shall decide.

Constitution of the Noarlunga and Southern District Camera Club Incorporated reprinted

with alterations as passed at the Annual General Meeting, August 2012.

Reprinted & Prepared for Electronic distribution August 2016