

# Torbay Photographic Society Constitution

## **1. NAME OF SOCIETY**

The Society shall be known as the TORBAY PHOTOGRAPHIC SOCIETY.

## **2. AFFILIATION TO OTHER ORGANISATIONS**

The Society shall be affiliated to the Photographic Alliance of Great Britain (PAGB) through the Western Counties Photographic Federation (WCPF).

## **3. OBJECTIVES**

The objectives of the Society shall be to stimulate interest in all branches of photography and to expand photographic knowledge and skills through lectures, competitions, tuition and other activities within a friendly social environment.

## **4. ALTERATIONS TO RULES AND CONSTITUTION**

- a. No addition or alteration to the Constitution shall be made except by a two-thirds majority of the eligible Members present and voting at a General Meeting.
- b. The Committee shall be the sole authority for the interpretation of this Constitution and the Committee's decision will be final and binding in any dispute arising over the interpretation the rules.
- c. The Committee shall have the power to deal with any circumstances not provided for in the Constitution.
- d. Society Competition Rules shall be separate from this Constitution and the Committee may vary the rules at its discretion, provided any variation is communicated to the membership.

## **5. MANAGEMENT OF THE SOCIETY**

- a. Management of the Society shall be overseen by the President and vested in a Committee consisting of four or more Ordinary Committee Members plus the following Officers:
  - I. Chairperson;
  - II. Secretary;
  - III. Treasurer.
- b. The Chairperson will chair Committee meetings but, in his or her absence, the Vice-Chair will act as Chair. If neither is available the meeting will elect a Chairperson.
- c. The Committee shall meet as required, but no fewer than three times a year. A quorum shall consist of 50% of Committee members, one of whom shall be an Officer.
- d. Committee decisions will be determined by majority vote, with the Chairperson having a casting vote.

Details and responsibilities of Officers and Ordinary Committee Members are given in Appendix I.

## **6. POWERS OF THE COMMITTEE**

- a. The Committee shall appoint from its numbers such positions as they feel appropriate for the successful running of the Society.
- b. Any vacancy on the Committee occurring during the Season may be filled by the Committee who shall have the power to appoint a Committee Member to discharge the duties of such Officer or Committee Member until the next General Meeting.
- c. A Committee Member may hold more than one position on the Committee.
- d. In the event the position of Chairperson becomes vacant during the season, the Vice-Chair automatically becomes the Chairperson.
- e. The Committee shall have the power to co-opt other Members as circumstances require. The Secretary will notify Members where a member is co-opted onto the Committee.
- f. For a Member to be co-opted, he or she must be proposed, seconded, and unanimously approved by the Committee. The Co-opted members will be observers who can contribute and comment, but will not have a vote in decisions made by the Committee until they are formally elected at a General meeting.
- g. The Committee shall appoint from their numbers such Sub-Committees as they may consider expedient.

## **7. APPOINTMENT OF OFFICERS AND ORDINARY COMMITTEE MEMBERS**

- a. The Committee shall be elected by Members to run the Society in the interest of all its members, and shall undertake to run the Society in a fair and transparent manner.
- b. The Officers and Committee Members (with the exception of the President) shall be eligible for re-election at a General Meeting.
- c. Nominations for Officers and Committee Members must be received by the Secretary 28 days before a General Meeting.
- d. Members who are willing to be considered as a candidate for a Committee position may put themselves forward provided they obtain a proposer and a seconder to support their application.
- e. Where there is only one candidate for a position on the Committee, that candidate shall be elected unless objections are received from at least 10% of the Membership in which case the decision will go to a Members' vote at the General meeting.
- f. Where there is more than one candidate for a position on the Committee, members shall vote at a General Meeting to determine who is elected.

## **8. APPOINTMENT OF THE SOCIETY'S PRESIDENT**

- a. The President is a life-time honorary position to act as the Society's figurehead and, as such, will be held until such time as an existing President is either unable or unwilling to continue in the role.
- b. The President shall be appointed by member vote, after the Committee have given careful consideration to members whose contribution to the Society merits having this honour bestowed upon them and recommended a nominee (or nominees).

## **9. MEMBERSHIP**

- a. A Members' register will be kept and updated in accordance with the Data Protection Act. Any member changing address (including e-mail address) must notify the change to the Secretary, otherwise all notices sent to the old address shall be understood to have been duly delivered.
- b. After payment of the requisite subscription, a candidate shall be a Member of the Society and shall be deemed to have agreed to be bound by this Constitution.
- c. Any person interested in becoming a Member may attend two meetings without any obligation to apply for membership.
- d. Members shall not use the Society, or any of its forums (e.g. Facebook), to publicise or promote their commercial photographic work, services or studio.
- e. Student Members under the age of 16 must be accompanied by parent or person acting in loco parentis at all times when attending meetings or outside activities, photo shoots etc.
- f. Honorary Members may be proposed by the Committee and appointed from time to time at the discretion of the Membership.
- g. E-members and Social Members (see point 14 for definitions) may be invited to join the Society at the discretion of the Committee. These Members shall be entitled to the same benefits as Full Members (e.g. receive emails of events, attend meetings, post on Facebook) but Social Members may not enter Competitions and e-Members may enter digital competitions only. Judges' comments on images entered will be relayed to e-Members.
- h. The Society shall not be responsible for any loss of members' property but every care will be taken of any work handed in.

## **10. GENERAL MEETINGS (AGM or EGM) (Further details on the running of the AGM are given in Appendix II)**

- a. An Annual General Meeting shall be held towards the end of every Season for: election of the Committee; the presentation of reports and the balance sheet; and to set the annual Membership subscriptions for the following Season. If required by members, the balance sheet may be audited by an ordinary member appointed for this purpose at the previous AGM.
- b. At least 14 days' notice in writing or by email of such meeting shall be given to each member.
- c. Agenda items or motions for the AGM must be proposed and seconded, and should be submitted to the Secretary no later than 14 days before the meeting.
- d. An Extraordinary General Meeting (EGM) may be convened by the Committee or upon receipt of a written request signed by not less than 10% of Society Members. The request shall set forth the purpose for which the meeting is desired. No matters, other than those set out in the Agenda prepared by the Committee, or those set out in the said request, shall be discussed at the meeting. Each Member shall be given at least 14 days' notice in writing or by email of such meeting which shall be held within 28 days of the receipt of the said request by the Secretary.
- e. Student, Honorary, and Social Members may attend AGMs and EGMs and may join the discussions but they shall not be entitled to vote and shall not be considered as part of the requisite quorum.
- f. At the Committee's discretion, eligible Members who are unable to attend General Meetings may be granted a proxy vote. Members may apply to the Secretary for a proxy vote in writing, via email, by telephone or in person stating the reason why it is requested. Members can apply for a proxy vote if they are unable to attend the

- General Meeting for any of the following reasons: away on holiday; sickness or a physical condition prevents attendance; employment constraints prevent attendance; unavoidable prior engagement
- g. Decisions of any General Meeting shall be those of the majority of the eligible Members present and voting, together with any proxy votes, if any.
  - h. In the event of an equality of votes at a General Meeting or a Committee Meeting, the person in the Chair for such meeting shall have a casting or additional vote.
  - i. For all business at an Annual General Meeting or Extraordinary General Meeting the quorum shall be not less than 30% of the eligible Membership.

#### **.11. FINANCIAL MATTERS AND SUBSCRIPTIONS**

- a. The Society's financial year shall end on 31st August each year to which day the accounts shall be balanced and presented to the next Annual General Meeting.
- b. The Society shall maintain such Bank or Building Society accounts as the Committee consider convenient and all cheques and orders for the payment of money from any such account shall be signed by such Officer(s) as are duly authorized by the Committee.
- c. Equipment purchased by the Society shall remain the property of the Society.
- d. The annual Membership subscriptions shall be set at a General Meeting. Such subscriptions shall be due from the start of the Season except if a Member joins or rejoins part way through the Season in which case a proportional subscription shall be determined by the Treasurer.
- e. Any Member whose subscription is overdue by more than six weeks without a reason acceptable to the Committee shall be deemed to have resigned from the Society.
- f. Subscription for e-Members shall be 50% of the full Annual Subscription.
- g. Subscription for Student and Social members shall be 25% of the full Annual Subscription

#### **12. COMPLAINTS AND TERMINATION OF MEMBERSHIP**

- a. Members undertake to conduct their photographic activities in a manner that enhances the reputation of the Society and they are expected to be courteous and respectful to Society Members and guests.
- b. Any unreasonable, disruptive or insulting behaviour will not be tolerated, and a Member may be required to relinquish membership if, in the opinion of the Committee, he or she has behaved in a manner likely to bring the Society into disrepute.
- c. Any complaint against a Member shall be dealt with by the Committee as soon as is practicably possible. The Committee shall decide on the formal procedure adopted and, after giving the member an opportunity of being heard in answer thereto, the Committee may either: dismiss the complaint; caution; suspend; or expel the member.
- d. A Member who is expelled shall not be entitled to any refund of subscription.
- e. Any Member who has concerns about how either the Society or the Committee is being managed and run should raise the issues with the President. The President will report these anonymously to the Committee or, should the complaint involve a Committee Member, an appropriate Officer. Following discussions, the President will feed back the outcome to the member who raised the issue.

#### **13. DISSOLUTION OF THE SOCIETY**

- a. If, at any Annual General Meeting or Extraordinary General Meeting a resolution to wind up the Society is passed by the Members present and voting, the Officers shall, as soon as reasonably practical, act as follows:
- b. All debts and liabilities of the Society shall be fully discharged and any remaining assets shall be transferred to the Western Counties Photographic Federation.
- c. Upon completion of the disposal of the assets the Society shall be dissolved.

#### **14. INTERPRETATIONS AND DEFINITIONS**

- a. E-Members and Social Members are members who have previously been full Members of the Society and have moved out of the area and do not work in the area.
- b. Any Member in full-time education and aged 25 and under will be deemed to be a Student Member.
- c. 'Eligible Members' include Full Members and e-Members but exclude Student, Honorary, and Social Members. 'Total Eligible Membership' shall be construed accordingly.

End of constitution. Amended 25<sup>th</sup> April 2017; 13<sup>th</sup> September 2017

## APPENDIX I

### Duties and Responsibilities of Officers and Ordinary Committee Members:

- a. **Chairperson:** To take the Chair at Society meetings and convene Committee meetings.
- b. **Vice-Chair:** To perform above duties in the absence of the Chair, or if requested by the Chair.
- c. **Secretary:** To keep minutes of Meetings and to conduct correspondence on behalf of the Society; to disseminate Society information and information received from outside sources.
- d. **Treasurer:** To collect subscriptions and monies due and to make all necessary payments; to maintain an income and expenditure account and report the financial situation at Committee meetings; to draw up an end of year balance sheet for approval at the AGM; to maintain Membership records.
- e. **Programme Secretary:** To compile a formal Programme for Society events. Make contact with speakers and judges and confirm dates as required.
- f. **WCPF Representative:** The Society's representative to the Western Counties Photographic Federation.
- g. **Competition Secretary:** To organise all aspects of competitions and keep such records.
- h. **Webmaster:** To maintain The Society's internet website.
- i. **IT Secretary/Projectionist:** To be responsible for the Society's projection equipment and operate it at Society meetings, when required.

## APPENDIX II

### The business of the Annual General Meeting shall be to:

- a. Confirm the minutes of the previous General Meetings;
- b. Receive the annual report of the Chair;
- c. Approve the end of year balance sheet;
- d. Elect the Officers and Ordinary Committee Members;
- e. Set Society subscription rates;
- f. Transact such other business received in writing by the Secretary from Members prior to the meeting and included on the agenda;
- g. Deal with such other business (except business for which an Extraordinary General Meeting is required) as, by common consent of the meeting or the Chair in his/her discretion, admits.