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# **Rules of the Manawatu Camera Club Incorporated**

**Updated to 4 September 2019**

**These Rules have been updated and amended to accommodate the requirements of the Charities Act 2005**

Name: The name of the club shall be “The Manawatu Camera Club Incorporated” hereinafter known as “the Club”.

Registered Office: The registered office of the Club shall be situated in the City of Palmerston North.

## **1 Objectives**

- (i) The objectives of the Club shall be the encouragement of the study and practice of photography and allied disciplines and the sharing of such knowledge and experience for the benefit of its members.

## **2 Membership**

- (i) Membership of the Club is open to any person of good standing who is interested in photography and who meets the Rules and Bylaws of the Club and whose membership application is approved by the Committee.

The Club membership shall consist of Ordinary Members, Life Members and Honorary Members. Ordinary Members are those members who are not Life Members or Honorary Members.

- (a) Ordinary Members:

**Junior Members**: Are ordinary members who are under the age of 18 years upon joining the Club, or at the commencement of the financial year.

**Student Members**: Are ordinary members who are full-time secondary or tertiary students.

**Senior Members**: Are ordinary members who are not Junior or Student Members.

**Family Members**: Are ordinary members and their immediate family.

- (b) Life Members:

In recognition of outstanding or meritorious service to the Manawatu Camera Club Incorporated a person may be admitted as a life member of the Club. Recommendations for life membership shall be made by the Committee on a three fourths majority decision and shall be submitted to the next Annual General Meeting of the Club. A person shall be elected a life member of the Club by the vote of two thirds of the members present at an Annual General Meeting.

- (c) Honorary Members:

The Committee may by resolution admit as Honorary members of the Club such persons as it thinks fit. Honorary members shall take no part in the management or activities of the Club except the Club's outings and meetings. Honorary members shall not be permitted to vote at any meeting.

- (ii) No member may derive a pecuniary benefit from Club membership.

- (iii) Legitimate expenses incurred by members in the process of running the Club may be reimbursed where required.



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### **3 Termination of Membership**

- (i) Any member may resign their membership by giving notice in writing to the Club to that effect. No refund of membership fees may be made.
- (ii) Every person upon ceasing to be a member of the Club shall cease to have any rights to or claim upon the Club, its funds and property.
- (iii) If any member engages in conduct that appears to be detrimental to the interests and/or standing of the Club the Committee shall require the member to attend a committee meeting convened to hear that member's explanation of the conduct that is causing concern.

If the Committee finds the member's conduct is such that their resignation should be required, the member shall be requested either verbally at the meeting or by letter after the meeting to tender to the Committee their written resignation from the Club.

- (iv) In the event of non-compliance with such request proceedings to expel the member may be initiated at a General or Special meeting of the Club. The Committee may suspend the member until the General or Special Meeting at which expulsion proceedings will be heard is convened.  
The member shall be notified by letter of their suspension and the date of the General or Special Meeting which that member shall be required to attend which shall be not later than one month from the date of their suspension. A suspended member shall not attend meetings or take part in any of the activities of the Club during the period of the member's suspension.
- (v) At the General Meeting or Special Meeting the member whose expulsion is under consideration shall be permitted to make a statement and to offer an explanation of their conduct verbally or in writing. If the member does not attend the General or Special meeting at which their expulsion is to be considered that person shall be in contravention of these Rules, and the meeting may vote on a resolution to expel the person forthwith. No member shall be expelled from the Club except by a vote of not less than two thirds of the members present at the meeting. All voting on the question of expulsion of a member shall be by secret ballot.
- (vi) Nothing hereinbefore contained shall be deemed to release any person from liability for any subscriptions or other monies owed by them whether current or arrears, provided however that the Committee may by resolution remit all or any part of such subscription or other monies.

### **4 Subscriptions**

- (i) The Annual subscription to the Club shall be determined from time to time by a resolution of the Club at an Annual General meeting.

Ordinary Members:

<b>Junior or Student:</b>	\$25 or as from time to time set at an AGM
<b>Senior:</b>	\$45.00 or as from time to time set at an AGM
<b>Family:</b>	\$45.00 or as from time to time set at an AGM
<b>Life Members:</b>	Nil
<b>Honorary Members:</b>	Nil

- (ii) The annual subscriptions of all members shall become due and payable in advance at the first scheduled club meeting of the year. The subscription of a member joining during the



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currency of a financial year shall be due and payable as at the date of joining.

- (iii) Any person becoming a member after the 30th day of June shall pay half of the appropriate subscription under subparagraph (i) of this paragraph for the year in which such person becomes a member.
- (iv) Any member whose subscription remains unpaid after 31st March shall be deemed unfinancial, and shall be barred from taking part in club competitions until such time as the overdue subscription has been paid.
- (v) Any member whose subscription remains unpaid after 31st May shall have their membership of the Club terminated unless immediate payment is made.

## **5 Officers**

- (i) The Officers of the Club shall be a President, a Vice President, an Immediate Past President, an Honorary Secretary, an Honorary Treasurer.

## **6 Management**

- (i) The management and conduct of the affairs of the Club shall be carried out by the Officers and Committee of the Club.

## **7 Committee**

- (i) The Committee shall consist of the Officers and six ordinary or life members elected at the Annual General Meeting pursuant to Sections 9(i) and 9(b) below.

## **8 Rotation of Officers**

- (i) All serving officers and members of the committee shall retire at the close of the Annual General Meeting and the newly elected officers and members shall assume office forthwith.
- (ii) All retiring officers and members of the Committee may accept nomination for a further term except that no person shall hold the office of President for more than five consecutive terms.
- (ii) If the retiring President is not re-elected President for a further term that person shall be appointed Immediate Past President for the ensuing term.
- (iv) If the retiring President is re-elected for a further term the retiring Immediate Past President shall be re-appointed for the ensuing term.
- (iv) Should the retiring President decline the office of Immediate Past President the position shall remain vacant until the next Annual General Meeting.

## **9 Nominations**

- (i) All nominations for the offices and for committee members which are required to be filled by election shall be on an official Club Nomination Form signed by not less than two members of the Club and by the nominee who is required to certify that the nominee is eligible for office and complies with Sections 9(iv) and 9(v) below.
- (ii) Any member who is a nominee proposed by two or more members may nominate other members except those members by whom that nominee is nominated.



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- (iii) Nomination forms shall be available for members at least two meetings prior to the Annual General Meeting. Completed forms shall be delivered to the Secretary of the Club before the start of the Annual General Meeting.
  - (iv) No person shall be eligible as an Officer or member of the Committee unless:
    - (a) Their subscription for that year was duly paid.
    - (b) That person is 16 years of age or over.
  - (v) A person is disqualified from becoming an Officer if that person:
    - (a) Is an un-discharged bankrupt;
    - (b) Has been convicted of a crime involving dishonesty and has been sentenced for that crime within the last seven (7) years;
    - (c) Has been prohibited from being a director or promoter of, or being concerned or taking part in the management of, a company under Sections 382, 383, or 385 of the Companies Act 1993;
    - (d) Is disqualified from being an officer of a charitable entity under section 31(iv) of the Charities Act;
    - (e) Is subject to a property order made under the Protection of Personal and Property Rights Act 1998, or if his property is managed by a trustee corporation under section 32 of that Act;
    - (f) Does not comply with any qualifications in relation to Officers within the Rules of the Club.
  - (vi) If no or insufficient written nominations are received for any of the offices or committee positions, nominations may be taken from the floor in lieu of a written nomination and any member so nominated and seconded shall certify that he complies with requirements 9(iv) and 9(v) for officers and shall complete the official Club Nomination Form forthwith.
  - (vii) If one nomination is received for any office the nominee shall be declared elected and no formal ballot need be taken.
  - (viii) If the required number or fewer than the required number of nominations is received for committee members, then the nominees shall be declared elected and no formal ballot need be taken.
  - (ix) If more than one nomination is received for any office or more than is required for committee members, an election by secret ballot shall be taken as required.

## **10 Filling Vacancies**

- (i) All vacancies in the Committee occurring during the year shall be filled by the Committee appointing a suitable person. Any member so appointed shall comply with the provisions of Clause 9(iv) and 9(v).

## **11 Common Seal**

- (i) The Committee shall procure a Common Seal for the Club. The Common Seal shall be in the custody and under the control of the Secretary who shall affix the Seal to all instruments requiring to be under seal of the Club. The Common Seal shall be affixed to any instrument pursuant to a resolution of the Club or of the Committee in the presence of and witnessed by least two Officers of the Club.

## **12 Voting**

- (i) At all General Meetings each ordinary member and life member shall have one vote and family members shall have one vote per family, provided all subscriptions and other monies



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due by them to the Club have been paid. In the event of an equality of votes the Chairman shall have a casting vote in addition to their deliberative vote.

- (ii) At all meetings voting shall be on voices except where three or more members before or on the declaration of the result of a vote require voting to be by show of hands or by ballot. The Chairman shall then put the motion to the meeting for a vote by show of hands or by ballot as the case may be.
- (iii) On any vote on voices or by show of hands the decision of the Chairman shall be final and binding as to whether or not any motion has been carried.

### **13 Financial Year**

- (i) The financial year of the Club shall commence on the first day of June and end on the 31st day of May in the following year.

### **14 Meetings**

- (i) A General Meeting shall be a meeting of the Club held or convened for the purposes of transacting only the ordinary business of the Society as hereinafter defined and such special business of which notice has been duly given in accordance with the provisions of Sub-Section 20(iv) of these Rules.
- (ii) A General Meeting may be convened by the Secretary on behalf of the Committee or of the Club at such a time and place as the Committee or Club may determine.
- (iii) An Annual General Meeting shall be held once a year at such place and at such time and date (not being earlier than the 14<sup>th</sup> day of June or later than the 1st day of September in each year) as the Committee shall determine.

### **15 Ordinary Business shall include**

- (i) The election of Committee and Officers in place of those retiring voluntarily or by rotation, namely, President, Vice President, Secretary, Treasurer, Auditor and six other members.
- (ii) The receiving of the Annual Report and Financial Statement.
- (iv) The conducting of lectures, workshops, discussions, and other activities on topics relevant to photography and allied interests.
- (v) The conduct of competitions and exhibitions.
- (vi) The appointment, or otherwise, of an Auditor or Reviewer.

### **16 Ordinary Resolution**

- (i) An "Ordinary Resolution" is a resolution passed at a General meeting, by a majority of those members present and voting on the resolution.

### **17 Special Meeting**

- (i) A Special Meeting shall be a meeting of the Club convened for the purpose of transacting special business as hereinafter defined.
- (ii) A Special Meeting shall be convened by the Secretary or other Officer of the Club upon the written request of seven members or upon receiving instructions so to do from the Committee, at such time and place as may be convenient to the members requesting such



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a meeting, and to the Committee. In all cases the provisions regarding notice of such meeting shall be complied with.

### **18 Special Business**

- (i) All other than ordinary business shall be special business.

### **19 Special Resolution**

- (i) A "Special Resolution" is a resolution passed by a three fourths majority of those members present and voting on the resolution at a General Meeting of which 21 clear days notice has been given to all the members of the Club embodying the terms of the resolution.

Special Resolutions shall be necessary for any of the following purposes:

- (a) To dissolve the Club.
- (b) To alter or amend the Rules of the Society. Under no circumstances shall Clause 2(ii) or Clause 28 Winding Up be altered amended or otherwise changed by any future amendment to these Rules.
- (c) To amalgamate with any other body.
- (d) All other special business may be transacted by ordinary resolution where not less than seven (7) clear days notice setting out the terms of the resolution has been given to all member of the Club.

### **20 Notice of Meetings**

- (i) Notice of the Annual General Meeting and of any other meeting at which it is proposed to transact Special Business shall be given to all members in writing by the Secretary at least seven (7) clear days before the date of the meeting.
- (ii) It shall not be necessary for the Secretary to give notice of any meeting which is held at a time and place which may be pre-arranged as one of a series of meetings held at regular intervals of not more than one month.

### **21 Proceedings at Meetings**

- (i) Any member entitled to be present and vote at a meeting may submit any resolution provided that the requirements regarding notice applicable to the resolution be complied with.
- (ii) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. For General Meeting purposes the quorum shall be 7 members personally present.
- (iii) If a quorum is not present after 30 minutes from the time appointed for the holding of a General Meeting convened on the requisition of members, the meeting shall be dissolved. In any other case it shall be adjourned until the same day in the next week at the same time and place or at such other place as the Chairman shall appoint and if at such adjourned meeting a quorum is not present 30 minutes after the time appointed for holding the meeting the members present shall be deemed a quorum.
- (iv) The President of the Club or in their absence the Vice President shall preside at every General Meeting but in the absence of the President and the Vice President another Chairman shall be appointed by the Committee from among their number.
- (v) If neither the President, Vice President nor such Chairman as aforesaid is present after 15 minutes from the time appointed for holding the meeting or if none of them is willing and



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able to act as Chairman the members present shall choose one of their number to be Chairman for such meeting.

- (vi) The Chairman may with the consent of any meeting at which a quorum is present shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. If a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (vii) The order of business as set out in the agenda paper shall be adhered to and until the resolution before the meeting is passed, lost, or the discussion adjourned to a future meeting no further business shall be transacted.
- (viii) Notwithstanding the fact that an amendment is adopted, that does not constitute an act of the Club unless and until the substantive resolution embodying such amendment is itself passed by the meeting.
- (ix) Procedure in all other matters shall be governed by the ordinary Rules of Parliamentary debate; however, the Chairman of any meeting may at his discretion waive the strict observance of such Rules.
- (x) Upon the request of any member the Secretary shall record in the minutes of the meeting at which such request is made the fact that the member making the request abstained from voting or voted for or against a particular resolution.
- (xi) Any Officer or any member of the Committee shall vacate their office in the following circumstances:
  - (a) They cease to be a member of the Club.
  - (b) They give to the Club notice in writing that they vacate their office.
  - (c) They are absent from three consecutive meetings of the Committee without special leave from the Committee.
  - (d) They cease to meet the requirements of Section 9(iv) and 9(v) (Nominations)
- (xii) The Club may at any time by special resolution terminate the appointment of any officer or member of the Committee and may thereupon fill the vacancy so occasioned and in such case notice of the nomination of the new appointee in conformity with paragraph 9 of these Rules shall not be necessary. Any member so appointed shall conform to the eligibility requirements of Section 9(iv) and 9(v) of these Rules.

## **22 Powers of Committee**

- (i) The business of the Club shall be managed by the Officers and Committee who may pay all such expenses preliminary and incidental to the promotion, establishment, and registration of the Club as they think fit and may exercise all such powers of the Club and do on behalf of the Club all such acts as may be exercised and done by the Club and which are not by these Rules required to be done by the Club in General Meeting.
- (ii) Without prejudice to the general powers of the Committee it is expressly declared that the Committee shall be entrusted with and may exercise and perform the following powers and duties:



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- (a) To endorse or not endorse as the Committee shall think fit, membership of any person nominated in accordance with the provisions herein.
  - (b) Upon unanimous decision of the Committee to request the resignation of any member who in the Committee's opinion has performed acts prejudicial to the good name of the Club.
  - (c) To purchase, acquire, rent, hire or accept on loan for the Club any real or personal property, rights or privileges at such price or prices and generally upon such terms and conditions as the Committee may think fit.
  - (d) To lease or accept leases of any land or tenements which the Committee may consider necessary for the use of the Club and upon such terms and conditions as the Committee may think fit.
  - (e) To sell or otherwise dispose of any real or personal property belonging to the Club and no longer required for the carrying on of the activities of the Club.

### **23 Proceedings of Committee**

- (i) The Committee shall meet together not less than monthly for the conducting of business and may adjourn and otherwise regulate their meetings as they see fit. Five members shall be a quorum, at least two of whom shall be Officers. No Committee business may be conducted without the presence of at least two Officers.
- (ii) On the request of three members of the Committee the Secretary shall at any time summon a meeting of the Committee by notice, given by word of mouth or in writing to the several members of the Committee.
- (iii) The provision of Section 22 regarding proceedings at general meetings shall apply to Committee meetings unless anything to the contrary be contained in this section.
- (iv) The Chairman shall have absolute authority upon all questions of order and upon the construction of the Rules and of former resolutions of the Committee at Committee meetings and the Chairman shall have power to terminate discussions upon points of order.
- (v) The Committee may delegate any of their powers to sub-committees comprised of such member or members of the Committee or of the Club as they think fit and any sub-committee so formed shall conform to all regulations imposed on it by the Committee. The powers delegated shall govern the meetings and proceedings of the sub-committee and shall not be superseded by any regulations made by the sub-committee.
- (vi) A resolution in writing signed by all members for the time being of the Committee or any subcommittee shall be as valid and effectual as if it had been passed at a meeting of the Committee or such sub-committee duly convened and constituted.
- (vii) The decisions of all sub-committees which such sub-committee shall be empowered by the Committee to make shall be as final and binding as a decision of the Committee.

### **24 Secretarial**

- (i) The Secretary shall attend all meetings of the Committee and of the Club. The Secretary shall keep minutes in the usual manner at all the aforesaid meetings and in conjunction with the Treasurer prepare all such accounts of the Club as the Committee may from time to time require or a draft of the Annual Report of the Club and he shall conduct the business in general of the Club under the direction of the Committee. The Secretary shall in particular





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execute such duties arising from and as are required by these Rules and shall have the custody and control of the Common Seal of the Club, and pursuant to resolutions of the Club or of the Committee shall affix the Common Seal to instruments requiring the same in the presence of and witnessed by at least two Officers.

## **25 Finance and Accounts**

- (i) The funds and property of the Club from whatever source derived shall be applied solely towards the promotion of the objectives of the Club as set out in these Rules and no portion of the funds shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, to members of the Club. No member shall derive pecuniary gain from any of the property or operations of the Club.
- (ii) All moneys received by the Treasurer on behalf of the Club shall at the earliest possible opportunity be lodged in a Trading Bank Account in the name of the Club
- (iii) There shall be three trustees appointed by the Committee from among their number, one whom shall be the Treasurer to be joint trustees of either or both of these accounts.
- (iv) The books of the accounts shall be kept at the office or at such other place or places as the Committee shall think fit and shall be always open to the inspection of the members of the Committee upon reasonable notice to the Secretary or Treasurer.
- (v) The Committee shall determine from time to time to what extent and at what times and places and under what conditions and regulations the accounts and books of the Club shall be open to inspection by members of the Club.
- (vi) Once at least in every year the Committee shall lay before the members at the Annual General Meeting an audited statement of the income and expenditure for the year ended on the 31<sup>st</sup> day of May last and a Balance Sheet showing the financial position of the Club.

## **26 Alterations to Rules**

- (i) The Rules of the Club may be altered, added to, or rescinded from time to time at any General Meeting of the Club pursuant to Section 19 (Special Resolution). Any changes shall be by resolution and be voted on by members and a three-fourths majority shall be required to carry the motion.  
In the event of any difficulty or question arising not provided for in the Rules, the matter shall be referred to the Committee to decide and their decision shall be final.

## **27 Visitors**

- (i) Members of other Photographic Societies and Clubs visiting Palmerston North may enjoy the benefits of the Club for one month on application to the Honorary Secretary or other member of the Committee upon satisfying the Honorary Secretary, or such other member of the Committee that he is a member of another Photographic Society or Club and it shall be the duty of such other member of the Committee forthwith to notify the Secretary of the name of such visiting member.

## **28 Winding Up**



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- (i) Any motion to wind up the Club shall be by resolution at a Special General Meeting of the Club convened for the purpose. A quorum for such a Meeting shall be a number equal to 80% of the current Club membership. Voting shall be conducted by secret ballot and votes for the motion shall be 80% or more of the members attending otherwise the motion is lost.
- (ii) In the event that the Club is wound up by resolution of its members, any surplus assets after the payment of all outstanding liabilities shall not be paid to or distributed among the members but shall be distributed among such community organisations in New Zealand as have similar objectives to the Society and as the members will decide in a General Meeting. If the Society is unable to resolve any disagreement over the distribution of surplus assets then the provisions of Section 27 of the Incorporated Societies Act 1908, or the relevant provisions of subsequent enactments, will apply.

These Rules were altered and amended on the 4 September 2019, and passed by the Club at a Special Meeting on the 4 September 2019

Maureen Jensen, President Manawatu Camera Club