

MANDURAH CAMERA CLUB (INC.)

CONSTITUTION AND BY-LAWS

1. TITLE

The title of the club shall be the **MANDURAH CAMERA CLUB (INC.)**.

2. OBJECTS

The objects of the club shall be:

- a. To encourage and promote the art of photography amongst its members.
- b. To hold regular meetings for the conduct of lectures and workshops to teach and improve the photographic abilities of its members.
- c. To encourage communication between clubs with kindred interests.
- d. The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

3. MEMBERSHIP

Membership of the Association is open to:

- a. Ordinary Members. Members who are entitled to exercise every privilege open to membership of the club
- b. Life Members. Members who have rendered special services to the club and who have been recommended for Life Membership by a resolution passed at a Management Committee meeting and elected by a resolution passed at the next following General Meeting, provided that no more than one such Life Member shall be elected in any financial year. The so elected Life Member shall be entitled to exercise every privilege open to membership of the club and be exempt from payment of the annual subscription.
- c. Junior Members. Members whose ages are under eighteen years and who shall be entitled to exercise every privilege open to membership of the club, but who shall have no voting rights.

4. REGISTER OF MEMBERS OF ASSOCIATION

- a. The Secretary shall on behalf of the Association keep and maintain an up to date register of members in accordance with section 27 of the Act* and that register shall be so kept and maintained at his or her place of residence.
- b. The Secretary shall cause the name of a person who dies or who ceases to be a member under the club rules to be deleted from the register of members referred to in subrule (a).

5. SUBSCRIPTION OF MEMBERS OF ASSOCIATION

- a. Members shall pay subscriptions and entrance fees as determined at the Annual General Meeting.
- b. Junior Members shall pay 40 percent of the ordinary membership subscription or as determined at the Annual General Meeting.
- c. The Management Committee has the power to reduce the membership fees in special circumstances.
- d. Fees must be paid in full not later than three ordinary club meetings after the Annual General Meeting.
- e. Only financial members shall have the privileges of membership and the right to vote in accordance with rule (3).
- f. New members joining after the 31st July in a given year shall pay a monthly pro-rata subscription.

6. RESIGNATION OF MEMBERS OF ASSOCIATION

- a. A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Committee member ceases on that delivery to be a member.
- b. A person who ceases to be a member under subrule (a) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

7. COMMITTEE OF MANAGEMENT

The affairs of the Association shall be managed exclusively by a committee of management consisting of:

- a. President;
- b. Vice President;
- c. Secretary;
- d. Treasurer; and
- e. not less than four other persons,

all of whom shall be members of the Association elected to membership of that committee at an Annual General Meeting or appointed under any specially convened meeting.

8. PRESIDENT

1. Subject to this rule, the President shall preside at all general meetings and Committee meetings.

2. In the event of the absence from -

a. a General meeting of-

i. the President, the Vice President; or

ii. both the President and the Vice President, a member elected by the other members present at the general meeting;

or

b. a Committee meeting of –

i. the President, the Vice President; or

iii. both the President and the Vice President, a Committee member elected by the other Committee members present,

shall preside at the General meeting or Committee meeting, as the case requires.

9. SECRETARY

The Secretary shall-

a. co-ordinate the correspondence of the Association;

b. keep full and correct minutes of the proceedings of the Committee and of the Association;

c. comply on behalf of the Association with -

i. section 27 of the Act* in respect of the register of members of the Association;

ii. section 28 of the Act* in respect of the rules of the Association; and

iii. section 29 of the Act* in respect of the record of the office holders, and any trustees, of the Association;

- d. have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by rule 9 to be kept and maintained by, or in the custody of, the Treasurer; and
- e. perform such other duties as are imposed by these rules on the Secretary.

10. TREASURER

The Treasurer shall-

- a. be responsible for the receipt of all moneys paid to or received by, or by him/her on behalf of, the Association and shall issue receipts for those moneys in the name of the Association;
- b. pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- c. make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by two Committee members other than himself or herself;
- d. comply on behalf of the Association with sections 25 and 26 of the Act* in respect of the accounting records of the Association;
- e. whenever directed to do so by the President, submit to the Committee, a report, balance sheet or financial statement in accordance with that direction;
- f. have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- g. perform such other duties as are imposed by these rules on the Treasurer.

11. MANAGEMENT COMMITTEE

The Management Committee shall-

- a. Discipline, suspend or expel members in a manner consistent with this Constitution;
- b. purchase equipment, books and publications for the use of the membership;
- c. submit reports to the Annual General Meetings of their actions;
- d. prepare programmes, lectures and guest speakers and advise the membership by regular bulletins and newsletters;
- e. manage the affairs of the club in accordance with this Constitution.

12. CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member -

- a. dies;
- b. resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice President;
- c. is convicted of an offence under the Act*;
- d. is permanently incapacitated by mental or physical ill-health;
- e. is absent from more than -
 - i. 3 consecutive Committee meetings without leave of absence; or
 - ii. 3 Committee meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Committee meetings; or
- f. ceases to be a member of the Association.

13. PROCEEDINGS OF COMMITTEE

- a. The Committee shall meet together for the despatch of business not less than once in each quarter and the President may at any time convene a meeting of the Committee.
- b. Each committee member has a deliberative vote.
- c. A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee meeting shall have a casting vote in addition to his or her deliberative vote.
- d. At a Committee meeting four Committee members constitute a quorum.
- e. Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.
- f. A Committee member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act* shall comply with that section.

14. GENERAL MEETINGS

- a. The Annual General Meeting shall be held in the month January of in each year and the Secretary shall not less than twenty eight days preceding this

meeting send a Notice of Annual General Meeting in writing to each financial member of the Club.

- b. This notice shall advise of the venue, the date and the time of the meeting and the business to be conducted.
- c. The business of the Annual General Meeting shall include:-
 - i. Reports by the officers of the club.
 - ii. Presentation of the audited financial accounts.
 - iii. Setting of the annual subscription
 - iv. Notices of motion.
 - v. Elections of officers and committee members.
 - vi. Appointment of the auditor.
 - vii. General business.
- d. Notices of motion on any proposed resolution shall be sent to the Secretary in writing not later than thirty five days preceding the Annual General Meeting.
- e. The quorum at an Annual General Meeting shall be 25 percent of the current financial membership with voting rights and in the event of there being no quorum, the President or the Senior Officer if the President is absent shall adjourn the meeting to a place and time as is deemed fit.
- f. Only financial ordinary members and life members present in person or by proxy shall be entitled to vote.
- g. The majority necessary to carry a resolution at a General Meeting shall be a simple majority of those present with voting rights in accordance with the rules of this Association.
- h. The person chairing the meeting shall have a casting vote.

15. SPECIAL GENERAL MEETINGS

- a. Upon authority given by the Management Committee or by a requisition presented and signed by at least ten members, stating the subject or subjects intended to be discussed, the Secretary shall call a Special General Meeting of the club, in the manner as is provided for calling the Annual General Meeting.
- b. Only the subject matter shall be discussed at the meeting called for this purpose.
- c. The quorum for a Special General Meeting shall be 25 per cent of the current financial membership with voting rights.

16. MINUTES OF MEETINGS OF ASSOCIATION

- a. The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book for that purpose.
- b. The President shall ensure that the minutes taken of a general meeting or Committee meeting under subrule (a) are checked and signed as correct by the President of the general meeting or Committee meeting to which those minutes relate or of the next succeeding general meeting or Committee meeting, as the case requires.
- c. When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that -
 - i. the general meeting or Committee meeting to which they relate (in this subrule called "the meeting") was duly convened and held;
 - ii. all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - iii. all appointments or elections purporting to have been made at the meeting have been validly made.

17. CHANGE OF THE CONSTITUTION AND RULES

This Constitution may only be altered or replaced, or a new Constitution may be made, by a Notice of Motion to an Annual General Meeting or a Special General Meeting called for this purpose, in accordance with procedure set out in sections 17 & 18 of the Act*. A majority of 75 percent of the members entitled to vote and present at the meeting shall be required to carry the resolution.

18. DISSOLUTION

On application of not less than 75 percent of the total financial membership entitled to vote the club may be dissolved or wound up by a resolution at a General Meeting or at a Special General Meeting called for such purpose. At such a meeting a three quarters majority of the members present and entitled to vote shall be necessary to carry the proposal for dissolution.

If upon the windup or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be

given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

19. ELECTION OF OFFICE BEARERS

- a. The club's Management Committee shall have a President, Vice President, Secretary, Treasurer and not less than four other officers who shall be elected at the Annual General Meeting and who shall hold that office until their successors are duly appointed.
- b. The President shall not hold that office for more than two consecutive years and shall upon retirement from that office become the immediate Past President.
- c. Nominations for the office bearers shall be:
 - i. in writing before the start of the Annual General Meeting, bearing the name of the nominee, the nominated office, duly signed indicating acceptance of the nomination and the names of the nominator and his seconder, or
 - ii. called from financial members entitled to vote and present at the Annual General Meeting.
- d. If only one nomination is received for any office, the so nominated member shall be declared duly elected.
- e. If more than one nomination is received for any office, the election shall be decided by secret ballot.
- f. In the event of vacancies occurring between Annual General Meetings, the Management Committee shall have the power to select another member to fill such vacancy.
- g. If any Management Committee member shall fail to attend three consecutive meetings without leave of absence, the seat shall be declared vacant and another member appointed in accordance with clause (f) of this rule. The member so replaced shall be notified in writing of this action.

20. INSPECTION OF RECORDS. ETC OF ASSOCIATION

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

21. COMMON SEAL

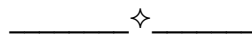
The Common Seal of the club engraved with the name MANDURAH CAMERA CLUB (INC.) shall be kept in the care of the Secretary or such persons as the Committee from time to time decides. The seal shall not be used or affixed to any deed or other document except pursuant to a resolution made by the management committee and shall be recorded in the minute book referred to in rule 16. The affixing of the Common Seal of the association shall be witnessed by any two of the President, Secretary and the Treasurer.

22. EXPULSION OF MEMBERSHIP

Any member who shall fail in the observance of the Rules of the Club, or who has in the opinion of the management committee been guilty either in or out of the club of conduct derogatory or prejudicial to the interest of the club, or calculated in any manner to impair or affect the enjoyment of the club by the members thereof; shall be liable to be expelled or suspended from the club at the absolute discretion of the management committee.

Notice of this expulsion or suspension shall be forthwith sent to the member. The expelled or suspended member has the right to appeal against the decision of the management committee to a Special General Meeting called for that purpose in accordance with rule 15 of this Constitution.

* The “Act” referred to in this Constitution is “*The Associations Incorporation Act 1987*”



(Adopted 12th January 2006)