



**BLACKWOOD PHOTOGRAPHIC CLUB OF SA INCORPORATED.**

## **THE CONSTITUTION**

# BLACKWOOD PHOTOGRAPHIC CLUB OF SA INCORPORATED

## THE CONSTITUTION

---

### 1. NAME

The name of the incorporated association shall be the BLACKWOOD PHOTOGRAPHIC CLUB OF SA INCORPORATED, referred to herein as “the Club”.

### 2. DEFINITIONS

“the Act” means the Associations Incorporation Act 1985 for the state of South Australia.

“Annual General Meeting” means the first meeting held after the end of the financial year of Blackwood Photographic Club of SA Inc.

“the Constitution” means this document, being the Constitution of the Blackwood Photographic Club of SA Inc.

“General Meeting” means a general meeting of members of the Club convened in accordance with this Constitution.

“Management Committee” means the committee of management of the Club.

“Member” means a financial member of the Club.

“Month” shall mean a calendar month.

“natural person” means a real human being, as opposed to a legal entity, which may be a private (business) entity or public (government) organisation.

“Special General Meeting” means a meeting called for a special purpose at which no business other than that for which the meeting is called shall be determined.

“Special Resolution” means a special resolution as defined in the Act.

### 3. OBJECTS OF THE CLUB

The objects of the Club are:

3.1 To promote and encourage the art of photography through sharing of ideas and knowledge.

3.2 To encourage a higher standard of photography by participating in friendly competition.

### 4. POWERS OF THE ASSOCIATION

The Club shall have all the powers conferred by the relevant section of the Act.

### 5. MEMBERSHIP

#### 5.1. Ordinary Members

5.1.1. A person who is desirous of becoming a Member of the Club shall make application including subscription fee to the Secretary who shall place same before the Management Committee.

5.1.2. Every Member shall be bound by the Constitution.

# BLACKWOOD PHOTOGRAPHIC CLUB OF SA INCORPORATED

## THE CONSTITUTION

---

- 5.1.3. No Member past or present shall be entitled to any benefit or privileges of or pertaining to the Club, or vote at any meeting or hold any office, unless a financial Member.
- 5.1.4. Any Member failing to pay the subscription in accordance with the Constitution ceases to be a financial Member until such subscription is paid in full.
- 5.1.5. The Management Committee at its discretion may refuse membership.
- 5.1.6. The Management Committee at its discretion may terminate membership in accordance with clause 5.5 of this Constitution.

### 5.2. Life Members

- 5.2.1. An ordinary Member may be nominated for Life Membership of the Club provided:
  - (a) They have been a continuous Member of the Club for a minimum of ten years.
  - (b) They have made an exemplary contribution to the furtherance of the Club and its objects.
- 5.2.2. The nomination must be provided to the Management Committee in writing, via email or letter, moved and seconded by two financial members of the Club.
- 5.2.3. The Management Committee shall have the authority to approve or decline the nomination for Life Membership.
- 5.2.4. A Member conferred with Life Membership shall not be required to pay annual subscriptions but shall retain all rights and benefits of membership.

### 5.3. Subscriptions

- 5.3.1. Subscriptions for the ensuing year shall fall due for payment at the end of the Annual General Meeting and shall be payable within one (1) calendar month. Any Member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a Member of the club, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.
- 5.3.2. New Members subscriptions shall be payable in full for the first six months of the Club's financial year.
- 5.3.3. A person applying for membership from the first day of the seventh month of the Club's financial year through to the last day of the ninth month shall pay a subscription fee calculated at 50% of the annual fee applicable at the time of application for membership.
- 5.3.4. A person applying for membership from the first day of the tenth month of the Club's financial year through to the last day of the eleventh month shall pay a subscription fee calculated at 25% of the annual fee applicable at the time of application for membership.

# BLACKWOOD PHOTOGRAPHIC CLUB OF SA INCORPORATED

## THE CONSTITUTION

---

- 5.3.5. A person applying for membership in the twelfth month of the Club's financial year shall pay the full subscription fee and in these cases membership shall continue until the end of the next following financial year of the Club.
- 5.3.6. With the exception of Rule 5.3.5, all memberships shall fall due for renewal on the last day of the Club's current financial year.
- 5.3.7. The subscription fees for membership shall be such sum (if any) as shall be determined from time to time by the Management Committee and ratified at an Annual General Meeting.
- 5.4. Any resigning Member shall be liable for any outstanding subscriptions that may be recovered as a debt due to the Club.

### 5.5. Termination of Membership

- 5.5.1. Subject to giving a Member an opportunity to be heard or to make a written submission, the Management Committee may resolve to terminate membership should such a course be deemed desirable in the interests of the Club.
- 5.5.2. The determination of the Management Committee shall be communicated to the Member in writing, via email or letter, and in the event of an adverse determination the Member shall, (subject to Rule 5.5.3) cease to be a Member 14 days after the Management Committee has communicated its determination to the Member.
- 5.5.3. It shall be open to a Member to appeal their termination in writing, via email or letter, to the secretary or public officer of the Club within 14 days after the determination of the Management Committee has been communicated to the Member.
- 5.5.4. In the event of an appeal under Rule 5.5.3 above, the appellant's membership of the Club shall not be terminated unless the determination of the Management Committee is upheld, and in such event membership will be terminated as at the next scheduled Management Committee Meeting.

### 5.6. Register of Members

- 5.6.1. A register of Members must be kept and contain:
  - (a) The name and address of each Member
  - (b) The date on which each Member was admitted to the Club, and
  - (c) If applicable, the date of and reason(s) for termination of the membership.

## 6. THE COMMITTEE

### 6.1. Powers and duties

- 6.1.1. The affairs of the Club shall be managed and controlled by a Management Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers

# BLACKWOOD PHOTOGRAPHIC CLUB OF SA INCORPORATED

## THE CONSTITUTION

---

and do all such things as are within the objects of the Club, and are not by the Act or by these rules required to be done by the Club in a General Meeting.

- 6.1.2. The Management Committee has the management and control of the funds and other property of the Club.
- 6.1.3. The Management Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Club on which these rules are silent.
- 6.1.4. The Management Committee shall appoint a public officer as required by the Act.

### 6.2. Appointment

- 6.2.1. The Management Committee shall comprise a President, Vice-President, Secretary, Treasurer and a minimum of five committee Members.
- 6.2.2. A Management Committee Member shall be a natural person.
- 6.2.3. Each term as President shall not exceed more than two (2) consecutive years.
- 6.2.4. The Management Committee shall have the power to appoint sub-committees and to co-opt alternate or additional committee members.
- 6.2.5. In the event of the resignation or incapacity of any officer of the Club, the Management Committee may appoint a Member of the Club to act in the appropriate office for the duration of such incapacity or until the next Annual General Meeting.
- 6.2.6. Notice of all persons seeking election to the Management Committee shall be called for one (1) month prior to the Annual General Meeting and shall be in the hands of the Secretary prior to the commencement of the Annual General Meeting.
- 6.2.7. Office bearers and members of the Management Committee must not have been convicted of an indictable criminal offence pursuant to Section 30 (2) of the Act.

### 6.3. Proceedings of Management Committee

- 6.3.1. The Management Committee shall meet together for the dispatch of business at least 4 times in each financial year of the Club.
- 6.3.2. Questions arising at any meeting of the Management Committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote. The chairperson shall not have a deliberative vote.
- 6.3.3. A quorum for a meeting of the Management Committee shall be fifty percent (50%) plus 1 of the members of the Management Committee.
- 6.3.4. In the event of a quorum not being present within half an hour of the appointed time of a Management Committee Meeting the meeting shall be adjourned and rescheduled within two (2) weeks. If at the

# BLACKWOOD PHOTOGRAPHIC CLUB OF SA INCORPORATED

## THE CONSTITUTION

---

subsequent meeting a quorum is not present within half an hour of the appointed time the meeting shall lapse.

- 6.3.5. A member of the Management Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Club must disclose the nature and extent of that interest to the Management Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Management Committee must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Club.

### 6.4. Disqualification of a Management Committee Member.

- 6.4.1. The office of a Management Committee member shall become vacant if a committee Member is:
- (a) Disqualified from being a Management Committee member by the Act.
  - (b) Expelled as a Member under these rules.
  - (c) Permanently incapacitated by ill health.
  - (d) Absent without apology from two Management Committee meetings in any one financial year.

## 7. THE COMMON SEAL

- 7.1. The Club shall have a common seal upon which its corporate name shall appear in legible characters.
- 7.2. The seal shall not be used without the express authorisation of the Management Committee, and every use of the seal shall be recorded in the minutes of the Club. The seal shall be affixed and witnessed by the President and the Secretary.

## 8. GENERAL MEETINGS

### 8.1. Annual General Meeting

- 8.1.1. The Management Committee shall call an Annual General Meeting in accordance with the Act and these rules.
- 8.1.2. Due notice shall be deemed to have been given in the Programme that is provided to members at the beginning of the calendar year.
- 8.1.3. The order of the business at the meeting shall be:
- (a) Nominations for Management Committee positions closed;
  - (b) The confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
  - (c) Business arising from the Minutes;
  - (d) Presentation of Annual Reports;
  - (e) Presentation of the Annual Financial Statement and the audited accounts;

# BLACKWOOD PHOTOGRAPHIC CLUB OF SA INCORPORATED

## THE CONSTITUTION

---

- (f) The election of Management Committee members;
- (g) The appointment of an auditor;
- (h) Any other business requiring consideration by the Club in General Meeting.

### 8.2. Special General Meeting

- 8.2.1. The Management Committee may call a Special General Meeting of the Club should questions of urgent importance arise.
- 8.2.2. Notice must be given in writing, either by email or letter, not less than 21 days prior to the scheduled date of the Special General Meeting.
- 8.2.3. The Management Committee shall be bound to call a Special General Meeting on receiving a written request signed by two (2) financial Members of the Club and specifying the business to be discussed.

### 8.3. Notice of General meetings

- 8.3.1. General meetings shall be held in accordance with the Programme set for each calendar year.
- 8.3.2. The Programme shall be provided to all financial Members and shall be deemed to be sufficient notice of General Meetings
- 8.3.3. Where a notice is issued to a financial Member it shall be by any of the following means:
  - (a) By post – effected by properly addressing, prepaying and posting a letter or packet containing the notice.
  - (b) By electronic mail to the last known electronic address.

### 8.4. Proceedings at General meetings

- 8.4.1. At any General Meeting, not less than fifty percent (50%) plus one of the financial Members of the Club shall constitute a quorum.
- 8.4.2. In the event of a quorum not being present within half an hour of the appointed time of a General Meeting the meeting shall lapse.

### 8.5. Voting at General meetings

- 8.5.1. Subject to these rules, every financial Member of the Club has only one vote at a meeting of the Club.
- 8.5.2. Subject to these rules, a question for decision at a General Meeting must be determined by a majority of Members who vote in person or, where proxies are allowed, by proxy at that meeting.

### 8.6. Poll at General meetings

# BLACKWOOD PHOTOGRAPHIC CLUB OF SA INCORPORATED

## THE CONSTITUTION

---

8.6.1. Unless a poll is demanded by at least five Members, a question for decision at a General Meeting must be determined by a show of hands.

8.6.2. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

### 8.7. Special and ordinary resolutions

8.7.1. A special resolution shall be as defined in section 3 of the Act and shall require not less than three quarters of the members of the Club to vote in person or, where proxies are allowed, by proxy, at that Special General meeting.

8.7.2. An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

### 8.8. Proxies

8.8.1. A Member unable to attend and vote at any General Meeting, Special General Meeting or Annual General Meeting shall be entitled to appoint in writing a natural person who is also a financial Member of the Club to be their proxy for the purpose of voting at the meeting at which they are unable to attend.

## 9. MINUTES

9.1. Proper record of attendance at any General Meeting of the Club and minutes of meetings of the Management Committee shall be entered within one month after the relevant meeting in minute books and other records kept for the purpose.

9.2. The minutes kept for the Management Committee meetings pursuant to this rule must be confirmed by the Members of the committee at a subsequent meeting.

9.3. The minutes kept pursuant to this rule shall be signed by the President of the meeting at which the proceedings took place or by the President of the next succeeding meeting at which the minutes are confirmed.

9.4. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings had at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.



# BLACKWOOD PHOTOGRAPHIC CLUB OF SA INCORPORATED

## THE CONSTITUTION

---

### 10. FINANCIAL REPORTING

- 10.1. The financial year of the Club shall be the period ending 31 August following incorporation and thereafter a period of 12 months commencing on 1 September and ending on 31 August of each year.
- 10.2. The Treasurer of the Club shall keep and maintain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act.
- 10.3. The Treasurer of the Club shall receive all monies on behalf of the Club, issue receipts and pay such monies, as soon as practicable, into the Club's account with its bankers.
- 10.4. The Treasurer of the Club shall pay all accounts as and when directed by the Management Committee.
- 10.5. The Treasurer of the Club shall maintain a register of all items of Property belonging to the Club, including the date purchased and price paid.
- 10.6. Accounts and reports are to be laid before the Members. The accounts, together with the Auditor's report on the accounts, the Management Committee's statement and the Management Committee's report, shall be laid before Members at the Annual General Meeting.

### 11. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS.

The income and capital of the Club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Club.

### 12. WINDING UP.

The Club may be wound up in the manner provided for in the Act.

### 13. APPLICATION OF SURPLUS ASSETS

- 13.1. If after the winding up of the Club there remains surplus assets as defined in the Act, such surplus assets shall be distributed to a charitable institution or to any organisation which has similar objects and rules which prohibit the distribution of assets and income to its Members.
- 13.2. The Club may determine to distribute surplus assets to nominated charities.
- 13.3. Such organisation or organisations shall be identified and determined by a resolution of Members at the General meeting at which it has been resolved to wind up the Club.

### 14. RULES

- 14.1. These rules may be altered (including an alteration to the Club's name) by Special Resolution of the Members of the Club. This includes rescission or replacement by substitute rules.

BLACKWOOD PHOTOGRAPHIC CLUB OF SA INCORPORATED

THE CONSTITUTION

---

- 14.2. Any alterations shall be registered as required by the Act.
- 14.3. The registered rules shall bind the Club and every Member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.