

WHANGAREI CAMERA CLUB INC

CONSTITUTION OF WHANGAREI CAMERA CLUB INCORPORATED UPDATED 2024

1. NAME

THE name of the club shall be Whangarei Camera Club Incorporated.

2. OBJECTIVES

THE objectives of the club shall be:

- To promote the enjoyment, mastery and advancement of the photographic science and art in all its applications and in particular by organising speakers, demonstrations and tuition.
- To encourage and facilitate friendship, co-operation and the exchange of information and ideas on photography amongst the members of the Whangarei Camera Club Incorporated and elsewhere.
- To hold and/or promote competitions, exhibitions and salons of photographs whether within the Whangarei Camera Club Incorporated or elsewhere.
- To become a member of the Photographic Society of New Zealand (Incorporated) or any other National Guild or Society of New Zealand (whether incorporated or not) whose objectives are altogether or in part similar to those of the Whangarei Camera Club Incorporated to procure from and communicate to such Society/Camera Club all such information and any likely to promote common objects and interests.
- To purchase, hold, administer, take on, lease, improve, hire or otherwise acquire and dispose of, let or lease real and personal property in any manner whatsoever as the Whangarei Camera Club Incorporated may deem necessary or expedient for the purpose of attaining the objectives of the Camera Club or any of them or promoting the interests of the Whangarei Camera Club Incorporated or its members.
- To borrow and raise money and to secure the repayments thereof by debentures or bonds payable to the bearer or otherwise and either secured or unsecured by mortgage or charge on all or any part of property of the Whangarei Camera Club Incorporated or by Bills of Exchange or Promissory Notes or other obligations or securities or in such manner as the Whangarei Camera Club Incorporated may determine.
- The Committee must hold a Special General Meeting and have a majority vote of 75% current financial members and active Life Members. (Active defined as participating with the club in the previous 12 months).
- To engage in any or all such lawful activities which may be conducive or incidental to the attainment of the objectives of the Whangarei Camera Club Incorporated.
- To make such rules and by-laws as may be necessary for the regulation of the Camera Club for its competitions and for the good conduct of the Whangarei Camera Club Incorporated.

3. MEMBERS

THE members of the Whangarei Camera Club Incorporated shall be such persons as the committee by the requisite majority of votes shall admit to membership and are in the following classes:

- Ordinary members
- Junior members
- Honorary Life Members
- Honorary Members

The classes of the membership are defined as follows:

ORDINARY MEMBERS. Any person of good standing who is interested in photography and who has met the requirements of the rules and by-laws and paid the required entrance fee and subscriptions may become an ordinary member.

Ordinary members shall have the use of amenities and rights and privileges of the Whangarei Camera Club Incorporated.

JUNIOR MEMBERS. Any person in good standing under the age of 18 years who is interested in photography and who shall meet the requirements of the rules and by-laws and paid necessary entrance fees and subscriptions may become a Junior Member. Such members shall have all rights and privileges of ordinary Members except (i) nominating officers (ii) voting (iii) any rights or claim upon the property of the Whangarei Camera Club Incorporated. They shall have the right to become Ordinary Members on reaching the age of 18 years and paying the subscriptions of an Ordinary Member.

HONORARY LIFE MEMBERS. Any person whether resident in New Zealand or overseas who has rendered distinguished service to the Whangarei Camera Club Incorporated or to Photography may be granted Honorary Life Membership by the Whangarei Camera Club Incorporated in general meeting. Such members shall not be required to pay entrance fee or subscription and shall enjoy all the rights and privileges of Ordinary members and may hold office on the council of the Camera Club.

HONORARY MEMBERS. Any person from overseas or elsewhere to whom the committee may wish to extend the privileges of membership for a period not exceeding one year maybe elected an Honorary Member. Such members shall not be required to pay entrance fee or subscription and shall enjoy all the rights and privileges of Ordinary members except those of nominating Officers holding office and voting. They may become Ordinary Members when they have met the requirements of the rules and by-laws and paid entrance fees and subscriptions.

4. MEMBERSHIP

THE payment of the Annual Subscription entitles a person to membership of the Whangarei Camera Club Incorporated.

A NEW member, shall on request have a copy of the rules and by-laws, and every member shall be bound by the rules and by-laws of the Whangarei Camera Club Incorporated.

However, the committee shall have the power to refuse applications and may not be called upon to give any reason for such a refusal. The applicant will be notified in writing by the secretary.

5. RESIGNATION

A Member of the Whangarei Camera Club Incorporated shall cease to be a member when their Annual subscription is not paid within 4 (four) calendar months of the New Year.

Termination of Membership shall operate to relieve all rights of title and privileges of the Whangarei Camera Club Incorporated.

No refund of subscription may be made on resignation.

6. EXPULSION

THE Committee shall have power, if at any time they shall be of the opinion that the interests of the Whangarei Camera Club Incorporated so require, to invite in writing any member to withdraw from the Whangarei Camera Club Incorporated within such time as may be specified in the letter.

The Member whose expulsion is so desired may appeal in writing to the Committee offering any such explanations that the person concerned may wish. In the event of two thirds of the committee voting for this expulsion such member shall thereupon cease to be a member of the Whangarei Camera Club Incorporated and the committee cannot be called upon to give any reason for its decision which shall be final.

7. SUBSCRIPTIONS AND LEVIES

Annual subscriptions, entrance fees and levies shall be determined at the Annual General Meeting and shall become payable on the first day of the financial year.

8. OFFICERS

THE OFFICERS of the Whangarei Camera Club shall consist of:

- A President whose position shall be honorary.
- A Vice President whose position shall be honorary.
- A Secretary who may be paid an honorarium.
- A Treasurer (whose office may be combined with that of the Secretary who may be paid an honorarium.
- Five committee whose positions shall be honorary.
- The immediate past President who will be a member of the Committee for a period of one year.
- The Website/Social Media manager.
- The Competition Secretary who shall be responsible for co-ordinating appropriate Judges for competitions and organising external exchanges where directed by the

committee. The Competition Secretary shall be responsible for monitoring the progression of club members through the grades.

Five shall constitute a quorum of the Committee and 10 members shall constitute a quorum of any meeting of the Whangarei Camera Club Incorporated.

PRESIDENT shall carry out all normal duties appertaining to the office.

He/She shall preside at all meetings of the Committee and at Ordinary, Extraordinary General Meetings of the Whangarei Camera Club Incorporated and regulate the proceedings. The President shall, when properly authorised by the Committee or the Whangarei Camera Club Incorporated, sign all written contracts or obligations of the Whangarei Camera Club Incorporated.

VICE PRESIDENT shall preside at the meetings of the Committee and at General meetings of the Whangarei Camera Club Incorporated at which the President is not present.

SECRETARY shall be responsible to the Committee for the minutes of all meetings of the Committee and the Whangarei Camera Club Incorporated and for conducting the business and correspondence of the Whangarei Camera Club Incorporated and for carrying out such other duties as the Committee from time to time direct. The Secretary shall keep a register of members as required by statute. In the event of the death, resignation or removal from office or inability through illness or any other causes of the Secretary to carry out the duties the Committee may appoint a DEPUTY SECRETARY to act as Secretary.

TREASURER shall be responsible for all monies received by the Whangarei Camera Club Incorporated and the payment of such sums as may be ordered by the Committee. The Treasurer shall keep proper records of account of all such receipts and payments and render such statements to the Committee as they may require. All moneys received on behalf of the Whangarei Camera Club Incorporated shall be paid into the Whangarei Camera Club Incorporated's bank account.

The Treasurer shall prepare a statement of the club's financial position for the current year, one month before the date of the AGM. This will be presented at the AGM and a Membership vote will be held to decide if the current year's or any previous year's financial records should be:

- 1) Presented to the Committee for acceptance before the information is included in the Annual Return to the Charities Commission.
- 2) Reviewed by a person with suitable skills. This person will not be an active club member.
- 3) Audited by an accountant or qualified person for this task. This person will not be an active club member.

Upon completion of any reviews undertaken, the results are to be made available to the club membership in a timely manner.

The Treasurer will present a copy of the financial accounts for the previous year to the AGM. These will also be made available to the Secretary 14 days before the Annual General

Meeting and one copy will be distributed to each member entitled to receive one. The Treasurer shall render to the Registrar of Incorporated Societies such returns as required by statute. In the event of the death, resignation, removal from office or inability through illness or any other causes of the Treasurer to carry out the duties, the Committee may appoint a DEPUTY TREASURER to act as Treasurer.

WEBSITE/SOCIAL MEDIA MANAGER Shall be responsible for keeping the contents of the Website (whgcameraclub.org.nz) up-to-date and to manage the uploaded competition images as required by the Whangarei Camera Club Incorporated. The club may co-opt other Committee/Club members to help with social media sites as required. The Website/Social Media Manager may be an elected committee member or an honorary member of the committee who will attend meetings to offer advice and guidance but will not have voting rights.

COMMITTEE MEMBERS should attend all meetings of Committee and carry out such duties as are required of them by the Rules and Bylaws. They shall undertake the organisation of some section of the Whangarei Camera Club Incorporated's functions and activities. Any officer may be removed by the Committee for failure to carry out such duties as are now set out in these Rules and the By-laws or are required of them by the Committee from time to time.

The Committee shall have power to appoint such additional Officers as it deems necessary to ensure the efficient functioning of the Whangarei Camera Club Incorporated. Such additional Officers shall not necessarily be members of the Committee and may be paid an honorarium.

9. ELECTION OF OFFICERS

ELECTION OF OFFICERS. The election of Officers shall be by ballot at the Annual General Meeting. Such Officers shall retire annually but may, except as provided otherwise in these rules, offer themselves for re- election. No member may be elected to the Committee who is non-financial and any Officer who becomes non-financial during his term of office shall cease to hold office on the expiry of 14 (fourteen) days of his becoming non-financial.

The President's term of Office shall be no more than three consecutive years. However, after a period of one year, the past President may stand for re-election.

NOMINATIONS. Each member who is entitled to vote at the Annual General Meeting may nominate one member for each office and up to Four (4) Committee. All nominations shall be in writing and must be signed:

- 1) By the nominee agreeing to accept office and to carry out the duties of the office for which they have been nominated
- 2) And by two financial members entitled to vote.

10. MANAGEMENT

- a) COMMITTEE. The governing body of the Whangarei Camera Club Incorporated for the general guidance of its operations and the transaction of its official business shall be the Committee which shall be the officers set out in Rule 8.
- b) THE Committee shall direct, conduct and control the affairs and exercise the powers of the Whangarei Camera Club Incorporated and shall exercise general supervision over the property of the Whangarei Camera Club Incorporated. Each year the Committee shall review the assets owned by the WCC and assess the need to insure against burglary, loss or damage by fire and insure against any other risks as may be prudent. It shall make all purchases and order such repairs to the Whangarei Camera Club Incorporated's property and assets as are deemed necessary.
- c) BY-LAWS, - The Whangarei Camera Club Incorporated by resolution in the general meeting may make such By-laws as are necessary for:
 - i) The carrying out and enforcing of these Rules so long as they are not repugnant to the Act or the Rules and from time to time alter or repeal or make such new By-laws as it deems necessary.
 - ii) The general management of the Whangarei Camera Club Incorporated.
 - iii) The general conduct of the Whangarei Camera Club Incorporated's affairs functions and activities. All such by By-laws shall be binding on every officer and of the Whangarei Camera Club Incorporated until set aside or amended by the Whangarei Camera Club Incorporated.

11. PROPERTY

THE PROPERTY and effects of the Whangarei Camera Club Incorporated shall be vested in the Whangarei Camera Club and the funds of the Whangarei Camera Club Incorporated shall be controlled by the Committee and shall be utilised in accordance with the objectives of the Whangarei Camera Club Incorporated and for paying such surcharges as may be incurred in its administration. All monies shall be received by the Treasurer and paid into the bank as directed by the Committee in the name of the Whangarei Camera Club. All transactions shall be signed by the Treasurer and authorised by one of the other Committee Members authorised by the Committee to do so. In the absence of the Treasurer, two authorised Committee Members may authorise a transaction.

The funds and property of the Whangarei Camera Club Incorporated from whatever source derived shall be applied solely towards the promotion of the objectives of the Whangarei Camera Club Incorporated 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 Whangarei Camera Club Incorporated. No member shall derive pecuniary gain from any of the property or operations of the Whangarei Camera Club Incorporated. "Pecuniary gain" does not include the winning of trophies and prizes. Members may retain prize money awarded by the Whangarei Camera Club Incorporated. Notwithstanding, any foregoing provision the Committee of the Whangarei Camera Club Incorporated shall have power to vote an honorarium to the Honorary Secretary, the Honorary Treasurer or other Officers of the Whangarei Camera Club Incorporated in appreciation of their services for the past year or to reimburse them for any expense incurred in carrying out business of the Whangarei

Camera Club Incorporated provided such business was carried out with the prior sanction of the Committee.

12. REGISTERED OFFICE

THE Registered Office of the Whangarei Camera Club Incorporated shall be at the address of the Secretary or at any such place as may from time to time be determined. Due notice of the location of the registered office or any change thereof shall be given to the Registrar Of Incorporated Societies, all members, affiliated Clubs Societies and Guilds upon the incorporation of the Whangarei Camera Club Incorporated and within 14 days of change thereof.

13. SEAL

THE common Seal of the Whangarei Camera Club Incorporated shall be kept in the custody of the Secretary who shall affix it to documents as the Committee may from time to time direct. The affixing of the Seal shall be attested by any two members of the Committee and the Secretary.

14. MEETINGS

MEETINGS shall be held as follows:

- **COMMITTEE MEETINGS.** Meetings shall be held at least once in two months.
- **ANNUAL GENERAL MEETINGS.** The Annual General Meeting of the Whangarei Camera Club Incorporated shall be held within one month of the end of the financial year. At this meeting the President shall present a report of the Whangarei Camera Club Incorporated's activities and proceedings for the year, and the accounts of the Treasurer and such other reports as may be required by the By-laws. There shall also be held the ballot for the election of Officers for which only financial members and Honorary Life Members shall be entitled to vote.
- **EXTRAORDINARY GENERAL MEETINGS.** Extraordinary General Meetings of the Whangarei Camera Club Incorporated may be convened by the Committee from time to time as it deems necessary. In addition the Committee shall convene within 28 (twenty eight) days an Extraordinary General Meeting upon a requisition by members to that effect being lodged with the Secretary. Such requisitions must be signed by not less than 10 (ten) financial members entitled to vote and state the purpose for which the meeting is to be convened.
- **ORDINARY MEETINGS.** Ordinary meetings for reading communications and for other business connected with the objects of the Whangarei Camera Club Incorporated shall be held at such time and places as the Committee may decide.
- **NOTICES OF MEETINGS.** Notices of Annual General and Extraordinary General Meetings of the Whangarei Camera Club Incorporated shall be by newsletter to the last recorded address or email address of members, 14 (fourteen) days prior to the date for which the meeting is called. It shall be the responsibility of members to advise the Secretary in writing or by email of any changes of address and all notices

to members shall be deemed to be duly served on the day plus two following the day of posting.

- **QUORUM.** Five members of the Committee shall constitute a quorum for any meeting of the Committee and 10 (ten) shall constitute a quorum of any meeting of the Whangarei Camera Club Incorporated.

ALL Resolutions before meetings of the Whangarei Camera Club Incorporated shall be decided on voices and the ruling of the Chairperson shall be final unless 3 (three) members call for a ballot in which case it shall be decided by that method. A bare majority shall suffice for each resolution except where provided otherwise in these Rules. In case of equal voting the Chairperson shall exercise a casting vote in addition to the deliberative vote.

RULES OF DEBATE - In all proceedings of the Whangarei Camera Club Incorporated the Parliamentary Rules of Debate shall apply except where such Rules are inconsistent with the Rules and By-laws of the Whangarei Camera Club Incorporated.

15. FINANCE

- a) **LEVIES AND SUBSCRIPTIONS.** All levies, entrance fees and membership subscriptions shall be deemed at the Annual General meeting and notified to all members.
- b) **PAYMENT OF LEVIES AND SUBSCRIPTIONS.** The yearly payment of membership subscriptions shall fall due on the first day of the financial year. Any member whose subscription is not paid within four calendar months of the start of the new year shall be deemed non-financial and shall cease to be a member. On payment of arrears of fees they may be reinstated as a member. The subscription excluding entrance fees of a new member joining after the expiration of six months of the financial year, shall be on half of the subscription for the full year. Any member who resigns from or is expelled from the Whangarei Camera Club Incorporated shall not be entitled to any refund of any levy or fees or subscriptions or any part thereof.
- c) **FINANCIAL YEAR** - The Financial year shall be from the first day January to the last day of December.

16. ALTERATIONS TO RULES

ALTERATIONS to rules. - These Rules or any of them may be altered added to or rescinded by resolution of members present at any Annual General or Extraordinary General Meeting of the Whangarei Camera Club Incorporated provided that any member desirous of moving such resolution shall notify the Secretary in writing of his intention to move such a motion at least two months before the date on which the meeting is to be held and the Secretary shall have given all members entitled to vote one month notice of such proposed alteration and provided such resolution shall be deemed passed only if carried by at least a two-thirds majority of those present and entitled to vote.

17. DISPOSAL OF ASSETS

On the winding up of the Whangarei Camera Club Incorporated (whether voluntary or by direction of the Registrar of Incorporated Societies) the proceeds of the Whangarei Camera Club Incorporated become the property of the Photographic Society of New Zealand.

18. DATE OF OPERATION

These Rules and any amendments shall operate and be in force from the date of the Incorporation of the Society.

Signed by:

President _____

Vice President _____

Secretary _____

Treasurer _____

19. APPENDIX

CAMERA CLUB DATES

- 1946: Whangarei Camera Club
- August 1960: Whangarei Incorporated Photographic Society
- August 1969: Rule Amendments
- March 1982: Rule Amendments
- July 1990: Whangarei Camera and Video Club Incorporated
- January 1997: Whangarei Camera Club Incorporated
- November 2006: Rule Amendments
- December 2017: Rule Amendments
- February 2024: Rule Amendments