



The Dunedin Camera Club Incorporated

Affiliated with the Photographic Society of New Zealand

NOTICE OF SPECIAL GENERAL MEETING OF THE DUNEDIN CAMERA CLUB

The Committee of The Dunedin Camera Club calls for a **Special General Meeting** to be held on:

Date Monday 17 November 2008 at 7.30pm, the start of the regular club night meeting.

Venue: The Hearing Association Rooms, 7 Malcolm Street, Dunedin

STATEMENT. It has become necessary to update the Rules of our Club in order to reflect the current practice of The Club, to comply with the Charities Act 2005 and become registered with the Charities Commission. This will enable us to retain tax exemption with the Inland Revenue Department. As an Incorporated Society we also have compliance obligations.

In the process of developing these Rules of The Dunedin Camera Club (Incorporated) we have consulted the guidelines of the Charities Commission and Incorporated Societies. We have also used PSNZ advice and consulted our own current Rules and those of other Photographic Societies/Clubs. The format of this document is based on what others have done but the content is entirely relevant to The Dunedin Camera Club.

Liz Greenwood

Chris Hewitt

MOTION: That the revised Rules of The Dunedin Camera Club (Incorporated) finalised on 17 November 2008 and circulated with the fourteen day notice of this Special General Meeting be approved and adopted by The Club.

Proposed by:

Russell Drew President

Seconded by:

Chris Hewitt Vice President

RULES OF THE DUNEDIN CAMERA CLUB (INCORPORATED)

17 November 2008

1.0 Name

- 1.1 The name of the Club is The Dunedin Camera Club (Incorporated), "The Club".
- 1.2 The Club is constituted by resolution dated 20th March 1962

2.0 Registered Office

- 2.1 The Registered Office of The Club shall be the address of The Club Secretary.

3.0 Purposes of The Club

- 3.1 To support, encourage and promote the art and craft of photography in any or all of its aspects and any other activities related to photography. This may include competitions, educational instruction and discussions, general meetings, photographic events including exhibitions for the general public and such other events as the members shall from time to time deem necessary.
- 3.2 To purchase, take on a lease or otherwise acquire any real or personal property necessary or convenient for the purposes of The Club.
- 3.3 To deal with or invest the funds of The Club for the purpose of furthering any of its objectives.

MANAGEMENT OF THE CLUB

4.0 Managing Committee

- 4.1 The following persons are disqualified from being officers of charitable entities registered under the Charities Act:
 - an un-discharged bankrupt
 - younger than 16
 - subject to a property order under the of Personal and Property Rights Act 1988, or have their property managed by a trustee corporation under section 32 of that Act
 - prohibited from being involved with the management of a company under sections 382, 383 or 385 of the Companies Act 1993
 - convicted of a crime of dishonesty and sentenced within the last 7 years
 - disqualified from being an officer by the Commission under section 31(4) of the Charities Act
 - a body corporate that is being wound up, in liquidation or receivership or subject to statutory management under the Corporations (Investigation and Management) Act 1989
 - disqualified from being an officer under the rules of their organisation.
- 4.2 Officers:
 - (a) The Officers of The Club shall consist of a President, Vice President, Immediate Past President, Honorary Secretary, Honorary Treasurer; and up to six committee members.
 - (b) These officers, except the immediate Past President, are to be elected at the Annual General Meeting and shall form the Executive of The Club, collectively called 'The Committee'.
- 4.3 Only Members of The Club may be Committee Members.
- 4.4 Committee Members are elected for a term of one year.
- 4.5 The Club may appoint a Patron, Honorary Auditor or Reviewer of the annual accounts and Honorary Solicitor, who are not executives of The Club.

5.0 Nomination of Committee Members

- 5.1 Nominations for members of the Committee must be received by the secretary at least 7 days before the Annual General Meeting. Nominations shall be submitted on the nomination form (Appendix 2) and signed by not less than two members. Nominees must sign the nomination form and thereby declare that they qualify in terms of the Charities Act and that none of the list of disqualifying conditions applies to them.
- 5.2 In the event of there being insufficient nominations to fill the offices vacant at any Annual General Meeting, or Special General Meeting called for the purpose of election of officers, those members who have been duly nominated shall be declared elected. Further nominations may then be accepted for the purpose of filling the remaining vacancies.
- 5.3 All retiring members of the Committee shall be eligible for re-election.
- 5.4 If the position of any Committee Member becomes vacant between The Club Meetings, the Committee shall appoint another Member to fill that vacancy until the next Club Meeting and notify

the Charities Commissioner of the change, and complete an officer certification form for each new Committee Member.

6.0 Role of the Committee

6.1 Subject to the rules of The Club ("The Rules"), the role of the Committee is to:

- Administer, manage, and control The Club;
- Carry out the purposes of The Club, and use money or other assets to do that;
- Manage The Club's bank accounts;
- Ensure that all Members follow the Rules;
- Decide how a person becomes a Member, and how a person stops being a Member;
- Decide the times and dates for Meetings, and set the agenda for Meetings;
- Decide the procedures for dealing with complaints;
- Set Membership fees, including subscriptions and levies;
- Make regulations.

6.2 The Committee has all of the powers of The Club, unless the Committee's power is limited by these Rules, or by a majority decision of The Club.

6.3 Decisions of the Committee bind The Club, unless the Committee's power is limited by these Rules or by a majority decision of The Club.

7.0 Roles of Committee Members

7.1 The Chairperson's role (normally the President) is to:

- (a) Ensure that the Rules are followed;
- (b) Convene Meetings;
- (c) Chair Meetings, deciding who may speak and when;
- (d) Oversee the operation of The Club;
- (e) Give a report on the operation of The Club at each Annual General Meeting;

7.2 The Secretary's role is to:

- (a) Record the minutes of Meetings;
- (b) Keep the Register of Members;
- (c) Hold The Club's records, documents, and books;
- (d) Receive and reply to correspondence as required by the Committee;
- (e) Maintain The Club's compliance responsibilities with the Registrar of Incorporated Societies and the Charities Commission: Notification of any alteration to The Rules; file an annual return; notification of changes of Officers and contact details.
- (f) Retain the common seal of The Club.

7.3 The Treasurer's role is to:

- (a) Collect and receive all payments made to The Club. These payments must be banked within seven days after the Treasurer receives them;
- (b) Keep a true and accurate record in The Club's account book, so that The Club's financial situation can be clearly understood at any time;
- (c) Give a financial report and an externally reviewed statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, and more often if either the Committee or a majority of The Club decides this in a Meeting.
- (d) Forward the annual financial statements of The Club to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting.

8.0 Cessation of Committee Membership

8.1 Persons cease to be Committee Members when:

- (a) They resign by giving notice to the Committee.
- (b) They are removed by majority vote of The Club at a Club Meeting.
- (c) Their Term expires.
- (d) If any Committee Member is absent from three consecutive committee meetings without explanation and leave of absence accepted by Committee, the Chairperson may declare that person's position to be vacant.

8.2 If a person ceases to be a Committee Member, that person must return to the Committee all Club documents and property.

CLUB MEMBERSHIP

9.0 Types of Members

Any person interested in photography, is eligible for election as a member of The Club. The membership shall comprise the following categories.

- 9.1 FULL MEMBERS – being persons who have paid all dues and have complied in every respect with the Rules of The Club.
- 9.2 An HONORARY MEMBER – any person who is acknowledged as providing or having provided important services to The Club may be elected at a General Meeting as an Honorary Member for a period not exceeding one year. An Honorary Member shall have no right to vote or to participate in The Club’s competitions.
- 9.3 NON-RESIDENT MEMBERS – being persons who are not resident within Dunedin City Limits and do not regularly attend club nights. They may be eligible for a reduced subscription and have full membership rights.
- 9.4 LIFE MEMBERS – The Club may elect any member to be a Life Member in honour of such member’s valued service to or lengthy membership of The Club. A Life Member has all the rights and responsibilities of an Ordinary Member (including the right to vote), but does not have to pay fees, subscriptions, or levies.
- 9.5 JUNIOR / STUDENT MEMBER – being a person who has not reached the age of 18 years, or who is a fulltime student (at a secondary or tertiary institution) and not receiving wage or salary. They may be eligible for a reduced subscription and have full membership rights.

10.0 Admission of Members

- 10.1 To become an Ordinary Member, a person (“the Applicant”) must:
 - (a) Complete the application form, (see appendix 1)
 - (b) Supply any other relevant information the Committee requires.
- 10.2 Application for membership must be approved by the committee.
 - (a) The Committee may interview the Applicant when it considers Membership applications.
 - (b) The committee shall have the right to decline any application.
- 10.3 An Ordinary Member may become a Life Member only if:
 - (a) The Committee recommends that The Club should appoint the Ordinary Member as a Life Member and
 - (b) The Club passes a resolution appointing the Ordinary Member as a Life Member by a two-thirds majority of those Members present and voting.

11.0 The Register of Members

- 11.1 The Secretary shall keep a register of Members (“the Register”), which shall contain the names, the postal and e-mail addresses and telephone numbers of all Members, and the dates at which they became Members.
- 11.2 If a Member’s contact details change, that Member shall give these new details to the Secretary.

12.0 Cessation of Membership

- 12.1 Any Member may resign by giving written notice to the Secretary.
- 12.2 A Member may have his or her Membership terminated in the following way:
 - (a) If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of The Club, the Committee may give written notice of this to the Member (“*Committee’s Notice*”).
The *Committee’s Notice* must:
 - i) explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of The Club:
 - ii) state what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member’s Membership.
 - iii) state that if, within 14 days of the Member receiving the *Committee’s Notice*, the Committee is still not satisfied, the Committee may in its absolute discretion immediately terminate the Member’s Membership.
 - iv) state that if the Committee terminates the Member’s Membership the Member may appeal to The Club.
 - (b) Fourteen days after the Member received the Committee’s Notice, the Committee may in its absolute discretion by majority vote terminate the Member’s Membership by giving the Member written notice (“*Termination Notice*”), which takes immediate effect.
The *Termination Notice* must state that the Member may appeal to The Club at the next Meeting by giving written notice to the Secretary (“*Member’s Notice*”) within 14 days of the Member’s receipt of Termination Notice.
- 12.3 A member may appeal termination of their membership in the following way:
 - (a) After providing appropriate *Member’s Notice* to the Secretary, the Member will have the right to be fairly heard at the next Club Meeting. The Member may choose to provide written explanation of the events as the Member sees them (“the *Member’s Explanation*”). Within seven days the Secretary is to give the *Member’s Explanation* to every other Member and ensure sufficient notice

for consideration at the next Club Meeting. If the Member is not satisfied that there has been sufficient time for due consideration then the Member may defer his or her right to be heard until the following Club Meeting.

(b) When the Member is heard at a Club Meeting, The Club may question the Member and the Committee Members.

(c) The Club shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Club's decision will be final.

13.0 Re-admission of former Members

13.1 Any former Member who has resigned may apply for re-admission in the same way as a new applicant, but if the former Member's membership was terminated by the Committee or The Club, the Applicant shall not be readmitted without the approval of the Committee by majority vote.

14.0 Obligations of Members:

14.1 All Members shall promote the purposes of The Club and shall do nothing to bring The Club into disrepute.

MONEY AND OTHER ASSETS OF THE CLUB

15.0 Use of Money and Other Assets

15.1(a) Any income, benefit, or advantage must be used to advance the charitable purposes of The Club. That Use must be approved by either the Committee or by majority vote of The Club.

(b) No member of The Club, or anyone associated with a member, is allowed to take part in, or influence any decision made by The Club in respect of payments to, or on behalf of, the member or associated person of any income, benefit, or advantage.

(c) Any payments made to a member of The Club, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

15.2 Pecuniary gain is not a purpose of The Club.

16.0 Joining Fees, Subscriptions and Levies

16.1 The Club shall review and set a 'Joining Fee' and annual 'Subscription' as decided by majority vote at a Club Meeting:

16.2 Newly elected members shall pay such proportion of the annual subscription as the balance of the annual term.

16.3 The Committee may by majority vote impose a levy or levies on Members up to a maximum total of \$20.00 in any one financial year.

16.4 If any Member does not pay a Subscription or levy by the date set by the Committee or The Club, that Member shall have a further period of seven days to pay the Subscription or levy. After the seven day period the Member shall (without being released from the obligation of payment) have no Membership rights and shall not be entitled to participate in any Club activity until all the arrears are paid, and the Member's Membership shall be suspended until all arrears are paid in full.

17.0 Financial Year

17.1 The financial year of The Club begins on 1st of August each year. Annual subscriptions become due on 1st November of the current financial year at the rate set at the Annual General Meeting.

18.0 Review of the Annual Accounts

18.1 The Annual Accounts will be externally reviewed and presented to the Annual General Meeting

19.0 Cheques

19.1 Any Payment made by The Club above a value of twenty dollars must be by Cheque or electronic transaction.

19.2 All Cheques must be signed by two authorised bank signatories. Five committee members shall have signing authority including the President, Treasurer and three other committee members.

20.0 Additional Powers

20.1 The Club may:

- (a) Employ people for the purposes of The Club;
- (b) Exercise any power a trustee might exercise;
- (c) Invest in any investment that a trustee might invest in;
- (d) Borrow money and provide security for that if authorised by Majority vote at any Club Meeting.

CONDUCT OF MEETINGS

21.0 Club Meetings

- 21.1 A Club Meeting is either an Annual General Meeting or a Special General Meeting.
- 21.2 The Annual General Meeting shall be held once every year between 1st and 31st October. The Committee shall determine when and where The Club shall meet within those dates.
- 21.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least a quarter of the Members.
- 21.4 The Secretary shall give all Members at least 7 days written notice of:
- (a) The business to be conducted at any Club Meeting;
 - (b) A copy of the Annual Report and Statement of Accounts, if The Club Meeting is an Annual General Meeting;
 - (c) A list of Nominees for the Committee and information about those Nominees if it has been provided.
(The Secretary may provide Members with information not exceeding one side of an A4 sheet of paper per Nominee).
 - (d) Notice of any motions and the Committee's recommendations about those motions. If the Secretary has sent notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 21.5 All Members may attend and vote at Club Meetings.
- 21.6 No Club Meeting may be held unless at least 10 Members attend.
- 21.7 All Club Meetings shall be chaired by the Chairperson (normally the President). If the Chairperson is absent, the Vice Chairperson (normally the Vice President) shall chair The Club Meeting. If the Vice Chairperson is also absent, The Club shall elect another Committee Member to chair that meeting.
Any person chairing a Club Meeting has a casting vote.
- 21.8 On any given motion at a Club Meeting, the Chairperson shall in good faith determine whether to vote by: (a) Voices; (b) Show of hands; or (c) Secret ballot.
However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairperson will have a casting vote.
- 21.9 The business of an Annual General Meeting shall be:
- (a) Any minutes of the previous Meeting(s);
 - (b) The Chairperson's report on the business of The Club
 - (c) The Treasurer's report on the finances of The Club and the Statement of Accounts;
 - (d) Election of Committee Members;
 - (e) Motions to be considered;
 - (f) General business;
 - (g) Approval of plans for the balance of the current and next calendar years.

22.0 Motions at Club Meetings

- 22.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Club Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not The Club will vote on the motion. However, if the Member's Motion is signed by at least a quarter of all Members:
- (a) It must be voted on at The Club Meeting chosen by the Member; and
 - (b) The Secretary must give the Member's Information to all Members at least 14 days before The Club Meeting chosen by the Member; or if the Secretary fails to do this, the Member has the right to raise the motion at the following Club Meeting.
- 22.2 The Committee may also decide to put forward motions for The Club to vote on ("Committee Motions").

23.0 Committee Meetings

- 23.1 No Committee Meeting may be held unless more than half of the Committee Members attend.

- 23.2 The Chairperson shall chair Committee Meetings, or if the Chairperson is absent, the Vice-President shall chair the Committee Meeting. If the Vice-president is also absent, the Committee shall elect a Committee Member to chair that meeting.
- 23.3 Decisions of the Committee shall be by majority vote.
- 23.4 The Chairperson or person acting as Chairperson has a casting vote.
- 23.5 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- 23.6 Subject to these Rules, the Committee may regulate its own practices.

SIGNING OF DOCUMENTS

24.0 Signing of Documents

- 24.1 The Club has a common seal which shall be kept by the Secretary. A document shall be executed on behalf of The Club if:
- (a) The common seal is attached to the document; and
 - (b) The document is witnessed by any one of the Chairperson, Secretary, or Treasurer, and countersigned by one other member of the Committee.

ALTERING THE RULES

25.0 Altering the Rules

- 25.1 The Club may alter or replace these Rules at a Club Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 25.2 Any proposed motion to amend or replace these Rules shall be signed by at least 15 Members and given in writing to the Secretary at least 28 days before The Club Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 25.3 At least 14 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 25.4 When a Rule change is approved by a General Meeting the Managing Committee shall file with the Registrar of Incorporated Societies advice of the Rule change(s) on the required form, and with the Charities Commission, on their required form. No Rule change shall take effect until these organisations approve the new Rules.

WINDING UP

26.0 Winding up

- 26.1 If The Club is wound up:
- (a) The Club's debts, costs and liabilities shall be paid;
 - (b) If any property remains after the winding up or dissolution of The Club and the settlement of all The Club's debts and liabilities, that property must be given or transferred to another organisation that is charitable under New Zealand law and has purposes similar to those of The Club being wound up.
 - (c) No distribution may be made to any Member.

DEFINITIONS

27.0 In these Rules:

- (a) "Cheque" means a personal cheque or a bank cheque.
- (b) "Committee" means the Officers and committee of The Club.
- (c) "Committee Meeting" means a meeting of the Committee.
- (d) "Committee Member" means any Member who is on the Committee.

- (e) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (f) "Meeting" means any Annual General Meeting, any Special General Meeting, and any Committee Meeting.
- (g) "Club Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting
- (h) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by The Club
- (i) "Payment" means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.
- (j) "Rules" means these rules, being the rules of The Club.
- (k) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (l) "Written Notice" means hand-written, printed or electronic communication of words or a combination of these methods.

APPENDIX 1

APPLICATION TO JOIN THE DUNEDIN CAMERA CLUB (Inc)

DATE OF APPLICATION

PERSONAL DETAILS

SURNAME

FIRST NAMES

ADDRESS

.....

.....POST CODE.....

E-MAIL ADDRESS.....

PHONE

CELLPHONE

PHOTOGRAPHIC INTERESTS

CIRCLE WHAT BEST APPLIES TO YOU

BEGINNER / INTERMEDIATE / EXPERIENCED

FILM / SLIDES / DIGITAL

COMPACT CAMERA / SLR / LARGE FORMAT

AREAS YOU WOULD BE INTERESTED IN LEARNING MORE:

AREAS WHERE YOU HAVE EXPERTISE AND COULD SHARE WITH OTHERS:

OTHER INFORMATION – OPTIONAL:

OCCUPATION

HOBBIES / INTERESTS

APPENDIX 2

THE DUNEDIN CAMERA CLUB NOMINATION FORM

DATE OF APPLICATION

POSITION FOR WHICH NOMINATED

NAME OF MEMBER NOMINATED

NAME & SIGNATURE OF PROPOSER

NAME & SIGNATURE OF SECONDER

DECLARATION BY CLUB MEMBER BEING NOMINATED

- 1 I HAVE AGREED TO BE NOMINATED TO STAND FOR ELECTION AS A CLUB OFFICER
- 2 I HAVE READ THE LIST OF OFFICER DISQUALIFYING CONDITIONS BELOW AND DECLARE NONE OF THESE DISQUALIFYING CONDITIONS APPLIES TO ME

SIGNED

To qualify, an officer must not be:

- an un-discharged bankrupt
- younger than 16
- subject to a property order under the Protection of Personal and Property Right Act 1988, or have their property managed by a trustee corporation under section 32 of that Act
- prohibited from being involved with the management of a company under sections 382, 383 or 385 of the Companies Act 1993
- convicted of a crime of dishonesty and sentenced within the last 7 years
- disqualified from being an officer by the Commission under section 31(4) of the Charities Act
- a body corporate that is being wound up, in liquidation or receivership or subject to statutory management under the Corporations (Investigation and Management) Act 1989
- disqualified from being an officer under the rules of their organisation.

NOTE:

The nominee, proposer and seconder must be current members of the Dunedin Camera Club.