

# ADELAIDE CAMERA CLUB Incorporated

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## RULES

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## **1 Name of the Association**

The name of the incorporated association is Adelaide Camera Club Incorporated, referred to herein as 'the Club'.

## **2 Definitions**

'Committee' means the committee of management of the Club

'General meeting' means a general meeting of members of the Club convened in accordance with these rules.

'Member' means a member of the Club who is either a Full Member or a Junior Member and has paid the joining fee and annual subscription in accordance with these rules, or is an Honorary Life Member as provided for in these rules.

'The Act' means the Associations Incorporation Act 1985

'Special resolution' means a special resolution defined in the Act

'Month' shall mean a calendar month

'natural person' means a real human being, as distinguished from a corporation which is often treated at law as a fictitious person.

## **3 Objects or Purposes of the Club**

To promote and encourage Members in various aspects of photography. To associate and collaborate with other persons, camera or photographic clubs or similar organisations who will contribute to Members' knowledge and interests in photography.

## **4 Powers of the Club**

The Club shall have all the powers conferred by section 25 of the Act.

## **5 Membership**

### **5.1. Types of Membership**

There shall be three types of membership

- 5.1.1 **Full Membership** entitles the Member to attend all Club meetings and social events, enter competitions and exhibitions, to voting rights and to hold office.
- 5.1.2 **Junior Membership** applies to persons 18 years and under. Junior Members may enter Club competitions and exhibitions and attend all Club meetings and social events, but are not entitled to vote or hold office.
- 5.1.3 **Honorary Life Membership** is the category of membership conferred by the Club (on recommendation by the Committee) on a Member or past Member having served at least 3 years on the Committee and nominated by the Committee in recognition of outstanding services rendered to the Club.

An Honorary Life Member shall have all the rights and privileges of a Full Member and shall not be required to pay subscriptions.

All Honorary Life Members previously conferred are confirmed.

## **5.2. Application for Membership**

- 5.2.1. Any person who supports the objects of the Club and agrees to be bound by its rules may apply for membership of the Club.
- 5.2.2. The application for membership shall be made in writing, signed by the applicant and delivered to the Treasurer.
- 5.2.3. The Committee shall, at its next meeting, accept or reject the application.
- 5.2.4. Upon payment of the joining fee and first annual subscription, the applicant shall be a Member of the Club.

## **5.3. Rights and Obligations of Members**

- 5.3.1. All Members shall have access to a copy of these Rules and be bound by them and any rules that govern the conduct of photographic competitions. The Committee shall ensure the Rules are reproduced in the web site and in any publication directed to new members.
- 5.3.2. Any Member who is not an Honorary Life Member and has failed to pay the joining fee and annual subscription in accordance with these rules, **shall not** be entitled to

- attend general meetings,
- exercise voting rights,
- enter Club competitions or exhibitions
- hold office.

5.3.3. Any Member who is not an Honorary Life Member, and fails to pay the Annual Subscription Fee within three months of the due date, shall cease to be a Member. The Committee may, however, exercise its discretion in allowing late payments.

#### **5.4. Joining Fee and Annual Subscription**

5.4.1. A once only fee will be levied on all new Members to join the Club (herein after referred to as the 'joining fee'). The Joining Fee will be determined by Members at the Annual General Meeting.

5.4.2. The Annual Subscription Fee shall be determined by Members at each Annual General Meeting. The Annual Subscription Fee shall include South Australian Photographic Federation affiliation fees and capitation fees.

5.4.3. With the following exceptions all Members shall pay the Annual Subscription Fees.

5.1.3.1. The fee for a Junior Member is set at 50% of the Annual Subscription Fee.

5.1.3.2. Honorary Life Members are not required to pay an Annual Subscription.

5.4.4. Subscription Fees for all Members shall be payable annually on 1 January or at a time that the Annual General Meeting determines.

5.4.5. The Members, at the Annual General Meeting, may determine an amount ('the discount') by which the Annual Subscription Fee may be reduced upon its early payment and the date beyond which the discount no longer applies.

#### **5.5. Resignations**

5.5.1 A Member may resign from membership of the Club with immediate effect by giving written notice to the secretary or public officer of the Club. Any resigning Member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Club.

#### **5.6. Register of Members**

5.6.1 A register of Members must be kept and contain:

- the name and address of each member
- the date on which each Member was admitted to the Club, and
- if applicable, the date of and reason(s) for termination of membership.

## **5.7. Expulsion of a Member**

- 5.7.1 Subject to giving a Member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Club.
- 5.7.2 Particulars of the charge shall be communicated to the Member at least one month before the meeting of the Committee at which the matter will be determined.
- 5.7.3 The determination of the Committee shall be communicated to the Member, and in the event of an adverse determination the Member shall, (subject to the determination of an appeal provisions below), cease to be a Member 14 days after the Committee has communicated its' determination to the member.
- 5.7.4 It shall be open to the Member to appeal the expulsion from the Club at a general meeting. The intention to appeal shall be communicated to the Secretary or Public Officer of the Club within 14 days after the determination of the Committee has been communicated to the Member.
- 5.7.5 In the event of an appeal under the provisions above, the appellant's membership of the Club shall not be terminated unless the determination of the Committee to expel the Member is upheld by the Members of the Club in a subsequent General Meeting after the appellant has been heard by its Members. In such event his/her membership will be terminated at the date of the General Meeting at which the determination of the committee is upheld and his/her Annual Subscription Fee shall be refunded on a pro-rata basis.

## **6 The Committee**

### **6.1 General**

- 6.1.1 The Committee shall comprise not more than 12 Members. The Committee shall be comprised of a President, Vice President, Secretary, and Treasurer ('Office Holders') and not more than 8 Committee Members.

6.1.2 All Committee positions shall be subject to re-election at each Annual General Meeting.

## **6.2 Powers and Duties**

6.2.1 The affairs of the Club shall be managed and controlled by the Committee. In addition to any powers and authorities conferred by these rules, the Committee may exercise all such powers 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.

6.2.2 The Committee has the management and control of the funds and other property of the Club.

6.2.3 The powers of the Committee include the preparation, for adoption by resolution by Members, of rules for the conduct of competitions ('Competition Rules') and other activities and by-laws and standing orders consistent with the objects of the Club.

6.2.4 The 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.

6.2.5 The Public Officer shall be a member of the Committee. The Committee shall, within a month, give notice of the appointment and any change in the identity or address of the Public Officer to the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, Level 3, Chesser House, 91-97 Grenfell Street, Adelaide 5000; postal address: GPO Box 1719, Adelaide 5001.

6.2.6 The Treasurer shall pay all monies received by him/her on behalf of the Club into a banking account in the name of the Club at a bank approved by the Committee. Cheques or withdrawals on such account shall be signed by any two out of three Members authorised by the Committee to sign.

## **6.3 Appointment**

6.3.1 A Committee Member shall be a natural person.

6.3.2 All Members, excluding Junior Members, shall be eligible for election to the Committee.

- 6.3.3 Nominations for election to the Committee shall be called for at least four weeks before the Annual General Meeting and shall close and be in the hands of the Secretary at the commencement of the Annual General Meeting.
- 6.3.4 Nominations shall be in writing, and shall state the name of the Member nominated and shall be signed by two Full Members of the Club as proposer and seconder and the Member nominated shall sign the nomination form as evidence of his/her willingness to act if elected.
- 6.3.5 The elections shall take place at the Annual General Meeting of the Club, to be held in October of each year. At the Annual General Meeting all officers of the outgoing Committee shall retire and shall be eligible for re-election.
- 6.3.6 At the Annual General Meeting, the outgoing Committee shall complete its general business and appoint a Returning Officer, who shall conduct the election of officers. The incoming Committee shall then take office.
- 6.3.7 If no candidate has been nominated for an office, the Returning Officer may call for nominations at the Annual General Meeting and may proceed thereon as if the nomination had been duly made in writing at the specified closing date.
- 6.3.8 Where only one nomination is received, the nominee shall be declared elected.
- 6.3.9 Where more than one nomination is received for any office, a secret ballot shall be held to determine the elected officer. In the event of a tie, the Returning Officer shall have the casting vote.
- 6.3.10 The Committee shall have the power to appoint a suitably qualified Full Member, or Honorary Life Member of the Club to fill a casual vacancy occurring in the Committee, or any office of the Club, and any person so appointed shall hold office until the next Annual General Meeting.

#### **6.4 Office Holders and Other Positions**

- 6.4.1 To be eligible for election as President, Secretary or Treasurer a Member must have been a Member of the Club for at least twelve months



preceding the call for nominations or must be able to demonstrate, in respect of the Club's objects and purpose, experience and attributes that are particular to the office sought by the Member.

- 6.4.2 Appointment to positions such as Workshop Director, Competition Coordinators, Website Manager, Interclub Coordinator and Catering Manager shall be made from members of the Committee as the Committee may deem fit.
- 6.4.3 A person who is not a Member of the Club shall be appointed by the Committee to prepare an auditor's report at least once every year as to the correctness of the Club's financial statements. Such appointment is to be for twelve months.
- 6.4.4 The Committee may appoint sub-committees of Members or non-members for specific purposes who shall meet as they see fit or as directed by the Committee and who shall report to the Committee.

## **6.5 Proceedings of Committee**

- 6.5.1 Five members of the Committee present at a meeting shall form a quorum.
- 6.5.2 The Committee shall meet as often as required by the President or, in the absence of the President, at the call of 2 Committee Members for the exercise of its powers and the satisfactory performance of its duties.
- 6.5.3 The President, or in his/her absence, the Vice-President, shall be the Chairman of all meetings of the Club. In the absence of the President and Vice-President, the Committee Members present may proceed to elect one of their members as Chairman for that meeting.
- 6.5.4 Questions arising at any meeting of the Committee shall be decided by a majority of Committee Members who vote in person. In the event of equality of votes the chairman shall have a casting vote in addition to a deliberative vote.
- 6.5.5 Any resolution carried by the Committee and signed by the President, or in his/her absence, the Vice-President, shall be effective for all purposes.

6.5.6 A Member of the Committee having a potential direct or indirect conflict of interest must disclose the nature and extent of that interest to the Committee as required by the Act and shall not vote with respect to that matter.

## **6.6 Dis qualification of Committee Members**

6.6.1 The office of a Committee Member shall become vacant if a Committee Member is:

- disqualified from being a Committee Member by the Act
- expelled as a Member under these Rules
- permanently incapacitated by ill health

## **7 The Seal**

The Club shall have a common seal upon which its corporate name shall appear in legible characters. The Seal shall not be used without the expressed authorisation of the Committee and every use of the Seal shall be recorded in the minute book of the Club. The affixing of the Seal shall be witnessed by the Chairperson and the Secretary.

## **8 General Meetings**

### **8.1 Annual General Meeting**

8.1.1 The committee shall call an Annual General Meeting in accordance with the Act and these Rules.

8.1.2 The Annual General Meeting will be conducted in October of each year.

8.1.3 The order of the business at the meeting shall be:

- (1) the confirmation of the minutes of the previous Annual General Meeting and of any special general meeting held since that meeting.
- (2) the ~~meeting~~ consideration of the accounts and reports of the Committee and the Auditor's Report.
- (3) the election of Committee Members.
- (4) any other business requiring consideration by the Club in a general meeting.

### **8.2 Special General Meeting**

- 8.2.1 The President may call a Special General Meeting of the Club at any time.
- 8.2.2 Upon a requisition in writing of not less than 5 Members or 5% of the membership, whichever is greater and/or upon the requisition of 5 Members of the Committee, the President shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 8.2.3 Every requisition for a special general meeting shall be signed by the relevant Members and/or Committee Members and shall state the purpose of the meeting.
- 8.2.4 If a special general meeting is not convened within one month, as required ~~by~~ above, the requisitioners may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a General Meeting convened by the Committee and for this purpose the Committee shall ensure that the requisitioners are supplied free of charge with particulars of the Members entitled to receive a notice of the meeting.

### **8.3 Notice of General Meetings**

- 8.3.1 At least 14 days notice of any General Meeting shall be given to Members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 8.3.2 A notice may be given by the Club to any Member by serving the Member with the notice personally, or by sending it by email or post to the address appearing in the register of Members.

### **8.4 Proceedings at General Meetings**

- 8.4.1 Ten Members present personally shall constitute a quorum for the transaction of business at any General Meeting.
- 8.4.2 If within 30 minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members shall lapse. In any other case, the meeting shall stand adjourned to the same time and place in fourteen days and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the Members present shall form a quorum.

8.4.3 The President shall preside as chairperson at a *General Meeting* of the Club.

8.4.4 If the President is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Members may choose a Committee Member or one of their own number to be the chairperson of that meeting.

## **8.5 Voting at General Meetings**

8.5.1 Subject to these rules, every Member of the Club who is entitled to vote 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.

8.5.3 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 Poll at General Meetings**

8.6.1 If a poll is demanded by at least five Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

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 is as defined in the Act.

8.7.2 An Ordinary Resolution is a resolution passed by a simple majority at a *General Meeting*.

## **9 Minutes**

9.1. The Secretary shall keep or cause to be kept, proper minutes of all proceedings of meetings of the Committee and general meetings of the Club. The minutes shall, within one month of the relevant meeting be recorded in either or both a hard copy minute book or in electronic form and be kept by the Club in a safe and secure place.

9.2. The minutes kept pursuant to this rule must be confirmed by the Members of the Club or the members of the Committee (as relevant) at a

subsequent meeting. The Secretary, upon written request, shall provide a copy of the minutes to a Full Member or Honorary Life Member.

- 9.3. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 9.3. 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 held 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.<sup>1</sup>

## **10 Financial Reporting**

### **10.1. Financial Year**

- 10.1.1 The financial year of the Club shall be the period commencing on 1 July and ending on 30 June of each year.

### **10.2. Accounts to be Kept**

- 10.2.1 The Club shall keep and retain 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.

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## **11 Prohibition Against Securing Profits for Members**

- 11.1 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 or indirectly to Members or their relatives or 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 Section 41 of 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 any organisation which has similar objects and has rules which prohibit the

distribution of its assets and income to its members. The Club may determine to distribute surplus assets to nominated charities.

13.2 Such organisation or organisations shall be identified and determined by a resolution of Members at a *General Meeting*.

## **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 at its *Annual General Meeting* or a *Special General Meeting*. This includes rescision or replacement by substitute rules.

14.1. The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act.

14.1. 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.

14.1. Subject to any provision in the Rules or a resolution to the contrary, an alteration to the Rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the Club which does not come into force until registered by the Office of Consumer and Business Affairs, Corporate Affairs Commission.

Adopted at the Annual General Meeting, 27<sup>th</sup> October, 2015

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