



Victorian Association of Photographic Societies Inc.

Incorporation No: A0007142B

ABN: 84 252 668 335

Constitution - 2005

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VICTORIAN ASSOCIATION OF PHOTOGRAPHIC SOCIETIES INCORPORATED

CONSTITUTION

Original version - Dated 16th October, 1988

Updated version accepted by VAPS Annual General Meeting 9 October 2005, and approved by Department of Justice, Consumer Affairs Victoria, 10 November 2005

NAME

1. The name of the incorporated association is "VICTORIAN ASSOCIATION OF PHOTOGRAPHIC SOCIETIES INCORPORATED" (in these rules called "the Association").

DEFINITIONS

2. (1) In these rules, unless the contrary intention appears:
 - "Association" means the affiliated camera clubs and societies.
 - "Member" means a member club or society of the Association.
 - "Committee" means the Committee of Management of the Association.
 - "Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 21.
 - "Council" means the body comprised of the Councillors and a Chairman.
 - "Councillor" means a person appointed by a member club or society to represent that club or society at general meetings of the Association.
 - "Financial Year" means the year ending on the 31st July.
 - "General Meeting" means a general meeting of councillors convened in accordance with Rule 11.
 - "The Act" means the Associations Incorporation Act 1981.
 - "The Regulations" means regulations under the Act.
- (2) In these rules, a reference to the secretary of the Association is a reference:
 - (a) Where a person holds office under these rules as secretary of the Association - to that person; and
 - (b) In any other case, to the public officer of the Association.

APPLICATION FOR MEMBERSHIP

3. (1) The Association shall comprise recognised photographic clubs/societies. Such recognition shall be at the determination at all times by the Committee.
- (2) An affiliated club shall appoint councillors for membership of the Council as follows:
 - (a) Club membership total up to 25 members - one councillor;
 - (b) Club membership total - 26 to 50 members - two councillors;
 - (c) Club membership total - 51 and over - three councillors.
- (3) In the event that the appointed councillors are unable to attend the Annual General or Half Yearly Meeting of the Association, they shall appoint a proxy. (See clause 19(1).)

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

4. (1) The Entrance and Annual Affiliation Fees shall be determined annually at the Annual General Meeting.
- (2) The Annual Affiliation Fees shall be due on a date determined at the Annual General Meeting.
- (3) A member club that has not paid the due fees within 60 days after the due date shall be deemed unfinancial and shall have all privileges of membership suspended until the fee is paid.

REGISTER OF MEMBER CLUB

5. The secretary shall keep and maintain a register of member clubs in which shall be entered the full name, address and date of entry of the name of each member club, and of its secretary, and the register shall be available for inspection by individual members at the address of the secretary.

RESIGNATION AND EXPULSION OF MEMBER CLUBS

6. (1) A member club of the Association that has paid all monies due and payable by them to the Association may resign from the Association by first giving one month's notice in writing to the secretary of their intention to resign and upon the expiration of that period of notice, the member club shall cease to be a member.
- (2) Upon the expiration of a notice given under sub-clause (1), the secretary shall make in the register of members an entry recording the date on which the member club by whom the notice was given, ceased to be a member.
7. (1) Subject to these rules, the Committee may by resolution:
 - (a) Issue a warning of suspension to a member club in accordance with the regulations, if the Committee is of the opinion that the member club:
 - (i) Has refused or neglected to comply with these rules; or

- (ii) Has been guilty of conduct unbecoming a member club or prejudicial to the interests of the Association.
 - (b) Suspend a member club from membership of the Association for a specified period; or
 - (c) Expel a member club from the Association.
- (2) A resolution of the Committee under sub-clause 7(1):
- (a) Does not take effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after the service on the member club of notice under sub-clause 7(3) confirms the resolution in accordance with this clause; and
 - (b) Where the member club exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
- (3) Where the Committee passes a resolution under sub-clause 7(1), the secretary shall, as soon as practicable, cause to be served on the member club a notice in writing:
- (a) Setting out the resolution of the Committee and the grounds on which it is based;
 - (b) Stating that the member club 's representative may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) Stating the date, place and time of that meeting;
 - (d) Informing the member club that it may do one or more of the following:
 - (i) Its representatives may attend that meeting;
 - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution and stating their reasons;
 - (iii) Not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that it wishes to appeal to the Association in a special general meeting against the resolution.
- (4) At a meeting of the Committee held in accordance with sub-clause 7(2) the Committee:
- (a) Shall give to the member club an opportunity to be heard;
 - (b) Shall give due consideration to any written statement submitted by the member club; and
 - (c) Shall by resolution determine whether to confirm or revoke the resolution.
- (5) Where the secretary receives a notice under sub-clause 7(3)d(iii), he or she shall notify the Committee and the Committee shall convene a special general meeting of the Association to be held within 45 days after the date on which the secretary received the notice.
- (6) At a special general meeting of the Association convened after sub-clause (5):

- (a) No business other than the question of the appeal shall be transacted;
 - (b) The Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) The member club shall be given an opportunity to be heard; and
 - (d) The Councillors present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at a special general meeting:
- (a) Two-thirds of the Councillors vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) In any other case, the resolution is revoked.

ANNUAL GENERAL MEETING

8. (1) The Association shall in each calendar year convene an annual general meeting of its Councillors.
- (2) The annual general meeting of the Councillors shall be held not before the 1st day of October in any year and not later than the 30th day of November in that year.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:
- (a) To confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting, not already approved by an annual general meeting;
 - (b) To receive from the committee reports upon the transactions of the Association during the preceding financial year;
 - (c) To elect officers of the Association and the ordinary members of the Committee; and
 - (d) To receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- (6) The annual general meeting shall be in addition to any other general meeting that may be held in the same year.
- (7) A half yearly general meeting of the Council shall be held not before the 1st day of March in any year and not later than the 30th day of May in that year.

SPECIAL GENERAL MEETING

9. All general meetings other than the annual general meeting and the half yearly general meeting shall be called special general meetings.

10. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Committee shall, on the requisition in writing of the member clubs representing not fewer than 5% of the total number of member clubs convene a special general meeting of the Association.
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the member clubs making the requisition and be sent to the address of the secretary and may consist of several documents in a like form, each signed by one or more of the member clubs making the requisition.
- (4) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the secretary, the member clubs making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- (5) A special general meeting convened by member clubs in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the members incurring the expenses.

NOTICE OF MEETING

11. (1) The secretary of the Association shall, at least 45 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at its address appearing in the register of member clubs, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member club desiring to bring any business before a meeting must give notice of that business in writing to the secretary 60 days prior to the meeting. The secretary shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEEDINGS AT MEETINGS

12. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of councillors entitled under these rules to vote is present during the time when the meeting is considering that item.

- (3) Ten (10) councillors personally present (being councillors entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
 - (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of member clubs shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and at the same place (unless another day, time or place is specified by the Chairman at the time of adjournment or by written notice to member clubs given at least 3 days before the day to which the meeting is adjourned) and if at the adjourned meeting the quorum is not present within half an hour of the time appointed for the commencement of the meeting, the councillors present (being not fewer than 3) shall be a quorum.
13.
 - (1) The President, or in his absence, the Vice-President, shall preside as Chairman at each general meeting of the Association.
 - (2) If the President and the Vice-President are absent from a general meeting, the councillors present shall elect one of their number to preside as Chairman at the meeting.
14.
 - (1) The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
 - (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of a general meeting.
 - (3) Except as provided in sub-clauses 14(1) and 14(2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
15. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
16.
 - (1) Upon any question arising at a general meeting of the Association, a Councillor has one vote only.
 - (2) All votes shall be given personally by a councillor or by proxy.
 - (3) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
17.
 - (1) If at a meeting a poll on any question is demanded by not fewer than three councillors, it shall be taken at that meeting in such a manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

- (2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
18. A member club is not entitled to vote at any general meeting unless all monies due and payable by it to the Association have been paid
19. (1) Each member club shall be entitled to appoint any councillor present as its proxy by notice given to the secretary prior to the commencement of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in of the Policies and Information Guide
20. (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 21.
- (2) The Committee:
- (a) Shall control and manage the business and affairs of the Association;
- (b) May, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised at general meetings of the Association; and
- (c) Subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential to the proper management of the business and affairs of the Association.
21. (1) The officers of the Association shall be:
- (a) A President;
- (b) A Vice-President;
- (c) A Treasurer;
- (d) A Secretary.
- (2) The provisions of rule 23 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause 21(1).
- (3) Each officer of the Association shall hold office until the conclusion of the annual general meeting following the date of his or her election.
- (4) In the event of a casual vacancy in any office referred to in sub-clause 21(1), the committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting following the date of their appointment.
22. (1) Subject to section 23 of Act, the Committee shall consist of:
- (a) The officers of the Association; and
- (b) As many ordinary members of the Committee as deemed necessary but not fewer than six, each of whom shall be elected at the annual general meeting of the Association in each year.

- (2) Each ordinary member of the Committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of his election but is eligible for re-election.
- (3) If there is a need for an additional member, caused either by a casual vacancy or other event, occurring in the office of an ordinary member of the Committee, the Committee may appoint a person from a member club or society to fill the vacancy and the person so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting following the date of their appointment.

ELECTION OF OFFICERS AND VACANCY

23. (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee:
 - (a) Shall be made in writing, signed by two financial members of an affiliated club or society and accompanied by the written consent of the candidate (which may be endorsed on the nomination form) and who shall be a financial member of an affiliated club or society; and
 - (b) Shall be delivered to the secretary of the Association prior to the annual general meeting.
 - (2) If insufficient nominations are received to fill vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
 - (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
 - (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
 - (5) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
24. (1) For the purposes of these rules, the office of an officer of the Association or of any ordinary member of the Committee becomes vacant if the officer or member of the Committee:
 - (a) Ceases to be a financial member of an affiliated club or society;
 - (b) Becomes an insolvent under administration within the meaning of the Corporations Law; or
 - (c) Resigns his or her office by notice in writing given to the secretary.

PROCEEDINGS OF COMMITTEE

25. (1) The committee shall meet at least three (3) times in each year at such place and at such time as the committee may determine.
- (2) Any six (6) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (3) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present

the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.

- (4) At meetings of the committee:
 - (a) The President or in his or her absence the Vice-President shall preside; or
 - (b) If the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (5) Questions arising at a meeting of the committee or of any sub-committee appointed by the Committee shall be determined by a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (6) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (7) Written notice of each Committee meeting shall be served on each member of the Committee by delivering to him or her at a reasonable time before the meeting at or her usual or last known place of abode, at least five business days before the date of the meeting.
- (8) Subject to sub-clause 25(4) the Committee may act notwithstanding any vacancy on the committee.
- (9) Special meetings of the Committee may be convened by the President or by any four (4) of the members of the Committee.
- (10) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

PUBLIC OFFICER

- 26 The Public Officer shall be appointed by the Committee of Management.
27. The Public Officer of the Association shall:
 - (1) Within one month after the date of the annual general meeting of the Association, or, if the annual general meeting is not held within the period when it is required to be held, within one month after the last day of that period, give to the Registrar a statement in the prescribed form setting out a true and fair view of the financial position of the incorporated Association during and at the end of its last financial year, in accordance with the Act.

REMOVAL OF MEMBER OF COMMITTEE

28. (1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint

another member in his stead to hold office until the expiration of the term of the first-mentioned member.

- (2) Where the member to whom a proposed resolution referred to in sub-clause 31(1) makes representations in writing to the secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the secretary or the President may send a copy of the representations to each member club of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

CHEQUES

29. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two nominated members of the Committee of Management.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

30. These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

NOTICES

31. (1) A notice may be served by and on behalf of the Association upon any councillor or their address shown in the Register of Member Clubs.
- (2) Where a document is properly addressed pre-paid and posted to a councillor as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

WINDING UP OR CANCELLATION

32. In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act.

CUSTODY OF RECORDS

33. (1) Except as otherwise provided in these rules, the secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge to any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other documents of the Association.

FUNDS

34. (1) The funds of the Association shall be derived from annual subscriptions, donations and other such sources as the Committee determines.
- (2) The Treasurer of the Association must:
 - (a) Collect and receive all monies due to the Association and make all payments authorised by the Association.
 - (b) Keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

AUDITOR

36. An Auditor shall be appointed at the annual general meeting of the Association.

BY-LAWS

37. (1) The Committee may make such by-laws as it deems necessary for the proper running of the Association.
- (2) All members shall be notified in writing of all changes to the by-laws.

DISPUTES AND MEDIATION

38. (1) The grievance procedure set out in this rule applies to disputes under these Rules may involve the Association, member clubs, or individual members.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must within 10 days hold a meeting in the presence of a mediator
- (4) The mediator must be one of:
 - (a) A person chosen between the parties
 - (b) A person provided by the committee of the Association
 - (c) In the case of a dispute involving the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice)
- (5) An individual member of the Association may be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:

- (a) Give the parties to the mediation process every opportunity to be heard
 - (b) Allow due consideration to all parties of any written statement admitted to any party
 - (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.