

RULES OF THE EASTERN SUBURBS PHOTOGRAPHIC SOCIETY INCORPORATED

NAME

1. The name of the incorporated association is EASTERN SUBURBS PHOTOGRAPHIC SOCIETY INCORPORATED, hereinafter referred to as “the Association”.

INTERPRETATION

2. (1) In these rules, unless the contrary intention appears:-
 - “Committee” means the Committee of management of the Association.
 - “Financial Year” means the year ending 31st December.
 - “General Meeting” means a meeting of Members convened in accordance with Rule 9.
 - “Election Meeting” means a meeting of Members convened in accordance with Rule 10.
 - “Annual General Meeting” means a meeting of Members convened in accordance with Rule 11.
 - “Member” means a member of the association.
 - “Officer” means a member of the Committee, as defined under Rule 14.
 - “Ordinary committee member” means a member of the committee who is not an Officer, as defined under Rule 14.
 - “The Act” means the Associations Incorporation Act 1981.
 - “Regulations” mean regulations under the Act.
- (2) In these rules, a reference to the Secretary 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.

PURPOSES OF THE ASSOCIATION

3. (1) The purposes of the Association are:-
 - a) to foster greater interest in and understanding of, all forms of photography that may be of benefit to the Association’s Members;
 - b) to conduct activities that may embrace monochrome and colour photography;
 - c) to encourage all Members to participate and cooperate with one another;
 - d) to conduct social or other activities that may be of advantage to the Association.

APPLICATION FOR MEMBERSHIP

4. (1) Any person who supports the purposes of the Association is eligible to become a Member.
- (2) Membership applications should be made in writing on a form which includes the information called for by the form shown in Appendix 1 and these will be considered at the next meeting of the Committee. Any entrance fee or membership subscription should be paid at the time of lodgement of the application form.
- (3) Upon approval by the Committee, and on receipt of any entrance fee and membership subscription, the Secretary shall enter the applicant’s name in the register of Members. On the name being so entered, the applicant becomes a Member. If membership is not approved then all monies shall be refunded.

- (4) Honorary Members may be recommended by the Committee but such Members shall only be appointed as a result of a ballot of Members at any one General Meeting. They have all other privileges of membership but shall be exempt from payment of any membership fees. No more than one Honorary Membership shall be given in any one year.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

5. (1) An entrance fee may be recommended by the Committee for ratification by Members at an Annual General Meeting.
- (2) The scale of subscriptions shall be recommended by the Committee for ratification by Members at an Annual General Meeting.
- (3) The full annual subscription shall be paid by all Members joining the Association on or before 30th June in each year. Members joining after 30th June in each year shall pay half the annual subscription.

REGISTER OF MEMBERS

6. (1) The Secretary shall keep and maintain a register of Members in which shall be recorded the name, address and date of entry of the name of each Member. The register shall be available for inspection by Members at the address of the Secretary.

RESIGNATION AND EXPULSION OF MEMBER

7. (1) Members may resign from the Association by giving written or verbal notice to the Secretary, or by non-payment of memberships fees within two months after they become due.
- (2) If membership fees have not been paid within two months after they become due the Secretary may make an entry in the register of Members recording the date the Member ceased to be a Member.
8. (1) The Committee may suspend or expel any Member who:-
- a) in the opinion of the Committee, acts in a manner which is contrary to the interests of the Association; or
 - b) no longer complies with the membership requirements of the Association.

The Member shall be informed of the allegation and invited to present a verbal or written explanation to the Committee who shall consider this explanation and advise the Member of their decision.

- (2) a) Any Member who feels aggrieved by any decision of the Committee under Rule 8.1 may appeal to a General Meeting by giving notice in writing to the Secretary within one calendar month of being advised of the Committee's decision.
- b) Such notice shall state the ground of the appeal and, providing at least seven days' notice has been given, such appeal is to be heard at the next General Meeting.
- c) On the hearing of any such appeal the member who feels aggrieved shall be given a full opportunity of being heard.
- d) Until the hearing of any such appeal, the decision shall have full force and effect. The decision of the General meeting shall be final.

GENERAL MEETING

9. (1) The Association will hold at least five General Meetings each year at times and places established by the Committee.
- (2) The ordinary business of General Meetings is to conduct photographic competitions, either between individual Members or with other similar clubs, and to promote and distribute relevant information and knowledge to Members.
- (3) Other business associated with the Association may be conducted at General meetings providing due notice has been given in writing.
- (4) Visitors may be invited to attend up to three consecutive General Meetings but this privilege does not confer any rights to participate in the Associations activities.

ELECTION MEETING

10. (1) The Association will hold an Election Meeting in November each year at a time and place established by the Committee.
- (2) The business of the Election Meeting is to:-
 - a) confirm the minutes of the previous Election Meeting;
 - b) elect Officers and Ordinary committee members;
 - c) appoint an auditor for the ensuing year.
- 3) The Election Meeting may be held in conjunction with a General meeting.

ANNUAL GENERAL MEETING

11. (1) The Association will hold an Annual General Meeting in January each year at a time and place established by the Committee.
- (2) The ordinary business of the Annual General Meeting is to:-
 - a) confirm the minutes of the previous Annual General Meeting;
 - b) receive from the Committee reports on the transactions of the Association during the previous year;
 - c) receive and consider the statement submitted in accordance with Section 30(3) of the Act;
 - d) ratify the amount of the entrance fee (if any) and the scale of annual Membership subscriptions;
 - e) consider any other business that may be brought forward by Members.
- (3) The Annual General meeting may be held in conjunction with a General Meeting.

NOTICE OF MEETINGS

12. (1) Members will be given at least one months notice, either in writing or verbally, of the time, date and location of the each Election meeting and Annual General Meeting of the Association.

PROCEEDINGS AT MEETINGS

13. (1) A quorum for all meetings, requiring one months notice shall be twelve members and shall include the President and Secretary, or their nominated Committee members. If a quorum is not present within 30 minutes of the advertised time of the meeting the meeting shall proceed and any resolution passed, shall be presented for ratification at the next General Meeting.
- (2) The President, or his/her nominee, shall chair all meetings. In their absence a Chairperson shall be appointed from other Committee members present at the meeting.

- (3) Each Member present shall be entitled one vote. Resolutions shall be carried by a majority of the members present and voting. In the event of a tied vote the Chairperson shall exercise a casting vote.

Members are not entitled to vote by proxy.

- (4) Minutes of the proceedings of Election Meetings and Annual General Meetings shall be taken and kept as a record. This record should be maintained for at least four years and shall be available for inspection by Members at the address of the Secretary of the Association.

COMMITTEE OF MANAGEMENT

14. (1) The affairs of the Association shall be managed by a Committee of Management which, subject to these rules, shall be empowered to take whatever action it deems necessary for the proper and effective management of the Association.
- (2) The Committee shall consist of three Officers:-
- a) President
 - b) Secretary
 - c) Treasurer
- and a minimum of five, and a maximum of nine, Ordinary committee members.
- (3) The Committee shall hold office from 1st January until 31st December of the year following the Election Meeting.
- (4) A retiring Committee member is eligible for re-election to the Committee.
- (5) The Committee shall be elected by the Members at the Election Meeting held prior to their term of office.

A Vice-President, an Assistant Secretary and an Assistant Treasurer shall be elected by the Committee from within the Committee.

- (6) The immediate past President shall, at the discretion of the Members at the Election meeting, automatically be a member of the next Committee.
- (7) Any casual vacancy occurring in the Committee shall be filled, for the remainder of the year, by the Committee appointing another Member.
- (8) Additional Ordinary committee members may be elected by the Members at a General Meeting, providing that the Committee does not exceed twelve in number.
- (9) The Committee may appoint any Member to assist in particular activities.
- (10) Any decision of the Committee shall be put to a General Meeting for review if requested by twelve Members.

ELECTION OF COMMITTEE

15. (1) Nominations for the Committee shall be made in writing on a form shown in Appendix 2. This form shall be signed by a Member and by the candidate, and shall be delivered to the Secretary at any time prior to the time and date fixed for the holding of the Election Meeting.
- (2) If insufficient nominations are received to fill all vacancies the candidates nominated shall be deemed to be elected and further nominations may be received at the Election Meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled then the persons nominated shall be deemed elected.

- (4) The ballot for the election of Officers and Ordinary committee members shall be conducted at the Election Meeting in such usual and proper manner as the Committee may direct.
- (5) A Nomination of a candidate for election is not valid if that candidate has been selected to another office at the same election.
- (6) The position of Officer or Ordinary committee member becomes vacant if the officer or Ordinary committee member:-
 - a) ceases to be a Member;
 - b) becomes insolvent under administration within the meaning of the Companies (Victoria) Code;
 - c) resigns the office by giving notice in writing to the Secretary;
 - d) is absent from three consecutive Committee meetings without a satisfactory reason.

PROCEEDINGS OF COMMITTEE

16. (1) The Committee shall meet at least five times in each year at such times and places as the Committee may decide.
- (2) A quorum for a Committee meeting shall be two thirds (neglecting fractional parts) of the elected Committee. If a quorum is not present within 15 minutes of the due starting time of the meeting the meeting shall proceed and any resolutions passed shall be presented for ratification at the next Committee meeting.
- (3) The President or his/her nominee shall chair all Committee meetings. In their absence a Chairperson shall be appointed from other Committee members present.
- (4) Each Committee member present shall be entitled to one vote. Resolutions shall be carried by a majority of the members present and voting.
- (5) The president and any two Committee members may summon a meeting of the Committee. Reasonable verbal, or written, notice shall be given to each member of the Committee before the date of the meeting.
- (6) Minutes of the proceedings of Committee shall be taken and kept as a record. This record shall be maintained for at least seven years and shall be available for inspection by members of the Committee at the address of the Secretary.

SECRETARY

17. (1) The Secretary shall:-
 - a) supervise the keeping of all resolutions and proceedings of Election Meetings, Annual General Meetings and Committee Meetings in books provided for that purpose;
 - b) keep the register of Members referred to in Rule 6;
 - c) deal with correspondence of the Association.

TREASURER

18. (1) The Treasurer shall:-
 - a) supervise the collection and receipt of all monies due to the Association and all payments authorised by the Association;
 - b) keep correct account books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association. These accounts and books shall be available for inspection by Members.

FINANCE

19. (1) The Association's accounts shall be kept in a bank selected by the Treasurer and approved of by the Committee.

- (2) All cheques and other negotiable instruments shall be signed by two of the following Committee members – President, Vice President, Secretary or Treasurer.

SEAL

20. (1) The Common Seal of the Association shall be kept at the address of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by authority of the Committee and the fixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one Committee member and the Public Officer of the Association.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

21. (1) No rule of the Association or Statement of Purpose shall be repealed or amended, and no new rule shall be made, except by:-
- a) giving twenty-one days notice in writing to all Members of the proposed amendments; or,
 - b) publishing the details of the proposed amendments in two consecutive issues of the Associations newsletter;
- prior to a vote being taken at a General Meeting or Annual General Meeting.
- (2) A three-fourths majority of the Members present and voting shall be required to carry a resolution to amend these rules.

WINDING UP OR MERGING

22. (1) The Association may be wound up, or merged with another organisation having similar interests, after:-
- a) giving twenty-one days notice in writing to all Members of the proposed winding up or merger; or,
 - b) publishing the details of the proposed winding up or merger in two consecutive issues of the Associations newsletter;
- prior to a vote being taken at a General Meeting or Annual General Meeting.
- (2) A three-fourths majority of three members present and voting shall be required to carry a resolution to wind up or merge with another organisation.
- (3) In the event that the Association is wound up all assets shall be sold and all monies in the Association's account, after payment of all debts and charges, shall be given to a charity controlled by the City of Whitehorse.
- (4) In the event that the Association merges with another organisation the assets of the Association shall become the property of the merged organisation under terms to be negotiated by the Committee and ratified by the Members.

CUSTODY OF RECORDS

23. (1) Except as otherwise provided in these rules, the Secretary or Treasurer shall keep and control all books, documents and securities of the Association. All such records shall be available for inspection by any Member upon reasonable notice to the Secretary.
- (2) Records relating to competitions conducted by the Association shall be kept by the Committee member known as the Competition Steward.

FUNDS

24. (1) The funds of the Association shall be derived from entrance fees, subscriptions, donations and such other sources as the Committee determines.
- (2) All income to the Association shall be applied to further its objectives and no portion shall be distributed to Members except as compensation for services rendered or expenses incurred on behalf on the Association.

GRIEVANCE PROCEDURE

25. (1) This procedure applies to disputes between:-
- a) a member and another member; or
 - b) a member and the Society.
- (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 of the 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 –
- a) a person chosen by agreement between the parties; or
 - b) in the absence of agreement –
 - i) in the case of a dispute between a member and another member, a person appointed by the Committee; or
 - ii) in the case of a dispute between a member and the Society, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria, (Department of Justice).
- (5) A member of the Society can be a mediator.
- (6) The mediator cannot be a member who is 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; and
 - b) allow due consideration by all parties of any written statement submitted by any party; and
 - 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.

The above Rules were approved at the General Meeting held on 23rd August 1989, and contain amendments approved at the General Meeting held on 27th September 1989 and amendments approved at the General Meeting held on 23rd June 1999.

APPENDIX 1

EASTERN SUBURBS PHOTOGRAPHIC SOCIETY INCORPORATED

MEMBERSHIP APPLICATION FORM

I.....(Name)

of.....(Address)

.....Post Code.....Telephone.....

support the purposes of this Association and wish to apply for membership.

Signed.....Date.....

APPENDIX 2

EASTERN SUBURBS PHOTOGRAPHIC SOCIETY INCORPORATED

NOMINATION FORM

Nomination from.....(Member).

I nominate.....for the position of :

President / Secretary / Treasurer / Ordinary Committee Member / Auditor.
(Strike out inapplicable positions)

Signature of nominator:.....

I accept nomination for the above position.

Signature of nominee:.....

Date:.....