



# St George League's Club Photographic Society

Passionate about Photography

## CONSTITUTION – RULES

This constitution comprises two parts: "Constitution – Rules" – is mainly concerned with composition and governance of the Society, it includes provision that this part may only be changed at a General Meeting. "Constitution – 'Supplementary Organisation'" – is concerned with the society's activities and the people required to achieve them, items may be changed by the committee subject to communication to and review by members. Arrangements for the following membership year must be presented at the AGM.

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## CONSTITUTION - RULES

### 1. PRELIMINARY

#### 1.a. Society Name

1.a.a. The Society shall be known as the "St. George League's Club Photographic Society".

#### 1.b. Nomenclature

1.b.a. "St. George League's Club" shall hereinafter be referred to as "Club".

1.b.b. "St. George League's Club Photographic Society" shall hereinafter be referred to as "Society"

1.b.c. "Committee" shall be the body and its members elected to govern the "Society"

1.b.d. "President", "Secretary" and "Treasurer" are "Officers" of the Society.

1.b.e. "Executive Committee" must comprise the Officers and up to two other committee members.

1.b.f. "Organisation" shall refer to "Constitution – 'Supplementary Organisation'" which forms part of this Constitution.

1.b.g. "Meeting" shall refer to gatherings which are convened to discuss and decide the ordinances of the Society.

1.b.h. "Session" shall refer to regularly scheduled gatherings which are not meetings.

1.b.i. "Event" and "Outing" shall refer to Society activities which are not meetings or sessions.

1.b.j. "Communication" in any form shall refer to information being sent primarily by email but also any other means which may be appropriate.

1.b.k. Terms implying a singular or plural meaning must be interpreted as either meaning.

1.b.l. Terms implying a specific gender must be interpreted to mean any gender.

#### 1.c. Execution

1.c.a. "Constitution – Rules" must comprise the governing rules for the Society.

1.c.b. "Constitution – 'Supplementary Organisation'" must comprise items that may be changed to meet the needs of activities.

#### 1.d. Purpose

1.d.a. The Society must act on behalf of the Club to promote and manage the art of photography for its members.

1.d.b. The Society must arrange competitions, evaluations, exhibitions, instructional lectures, presentations and the like at its regular sessions and events and outings as required and appropriate.

1.d.c. The Society must arrange competitions and social activities within its own membership and in cooperation with other organisations as appropriate.

### 2. MEMBERSHIPS

#### 2.a. Memberships generally

2.a.a. Memberships must be valid for not more than one membership year.

2.a.b. A membership year must be from 1 January until 31 December of the same year.

2.a.c. All members must be natural persons.

2.a.d. A full member of the Society must be a financial or associate member of the Club.

#### 2.b. Membership Applications

2.b.a. An application for new membership must be made by submitting the Society's application form duly completed.

2.b.b. An application for renewal of existing membership must be made by submitting the Society's application form duly completed and paying the associated membership fee

2.b.c. Membership applications must be accepted as recorded by the Registrar subject to review by the Executive Committee.

2.b.d. If the register of members is kept in electronic form:

2.b.d.1. it must be stored in a way that protects privacy of members and is resilient to unauthorised changes.

2.b.d.2 Changes should only be made by the executive committee.

#### 2.c. Membership Application Review

2.c.a. The Executive Committee must review new and renewed applications and consider their acceptance or rejection at its first available meeting.

2.c.b. For members whose applications have been rejected by an Executive Committee decision

2.c.b.1. the Secretary must communicate the decision to the member with an explanation for the rejection.

2.c.b.2. the member so rejected must have one month to object to the decision and such objection must be considered at the first available Executive Committee meeting after its receipt.

2.c.b.3. the member so rejected must be allowed a hearing by the Executive Committee if requested and the minutes of the hearing must be presented at the next available committee meeting.

2.c.c. A member whose application has been rejected may proceed in accordance with item 2.k.

#### 2.d. Cessation of membership

2.d.a. A person ceases to be a member of the Society if the person ceases to be a member of the Club, dies, resigns membership, is expelled from the society or fails to renew membership in accordance with clause 2.b.b

#### 2.e. Resignation of membership

2.e.a. A member may resign membership of the society by giving the Secretary one month's notice of such intention.

2.e.b. On expiration of the period of notice the member ceases to be a member.

#### 2.f. Membership Fees

2.f.a. An Annual Membership fee, set by the Committee and shown in 'Supplementary Organisation', must be applicable from the first day of each membership year and due at the end of calendar month following the date of the first meeting in the year.

2.f.b. Members must be given one month's notice in writing of any change in fees, such change must be shown in 'Supplementary Organisation'.

2.f.c. Previous year's memberships must not carry over to the following year.

2.f.d. A payment for membership fees may accompany a membership application form and be made to the Treasurer (or an Executive Committee member in the Treasurer's absence).

2.f.e. A payment for membership fees may be made by Electronic Funds Transfer to the Society's bank account with the remittance showing the member's details.

2.f.f. Records held by the Treasurer and Registrar must be the references for paid memberships.

2.f.g. Records held by the Registrar must be the reference for unpaid memberships.

#### 2.g. Membership Types

2.g.a. There must be three types of memberships.

2.g.a.1. Full:

2.g.a.1.1. A person who is a current financial member of the St George Leagues Club.

2.g.a.1.2. A Full Member may participate in all the Society's activities and events and may attend Committee Meetings but must have no voting rights.

2.g.a.2. Honorary:

2.g.a.2.1. A person who is useful to the Society for the services or information they can bring to the Committee.

2.g.a.2.2. An Honorary Member must not participate in any of the Society's activities and events unless specifically allowed or invited by the Committee.

2.g.a.2.3. An Honorary Member must not be required to make an application or pay any membership fees.

2.g.a.3. Life:

2.g.a.3.1. A person who has all rights of a Full Member and in addition has been duly awarded Life Membership according to the following convention.

2.g.a.3.1.1. Has given outstanding service to the Photographic Society for a period of not less than ten years.

2.g.a.3.2. A Life Member of the Society may participate in any meeting of the Society, including attendance and voting at Committee meetings.

2.g.a.3.3. Life members are not Officers unless so elected.

2.g.a.3.4. A Life Member must not pay any membership fees.

#### 2.h. Membership entitlements not transferable

2.h.a. A right, privilege or obligation which a person has by reason of being a member of the association:

2.h.a.1. is not capable of being transferred or transmitted to another person, and

2.h.a.2. terminates on cessation of the person's membership.

#### 2.i. Members' liabilities

2.i.a. The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by item 5.2.

#### 2.j. Process for Complaint Handling

2.j.a. A complaint may be made to the committee by any person that a member of the Society:

2.j.a.1. has refused or neglected to comply with a provision or provisions of this constitution, or

2.j.a.2. has wilfully acted in a manner prejudicial to the interests of the Society.

2.j.b. The committee may refuse to deal with a complaint if it considers it to be trivial or vexatious in nature.

2.j.c. If the committee decides to deal with the complaint, the committee:

2.j.c.1. must cause notice of the complaint to be served on the member concerned within seven days of its decision, and

2.j.c.2. must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and

2.j.c.3. must take into consideration any submissions made by the member in connection with the complaint.

2.j.d. The committee may resolve to expel the member from the Society or suspend the member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

2.j.e. If the committee expels or suspends a member, the Secretary must, within seven days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under item 2.k.

2.j.f. The expulsion or suspension does not take effect:

2.j.f.1. until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

2.j.f.2. if within that period the member exercises the right of appeal, unless and until the Society confirms the resolution under item 2.k, whichever is the later.

#### 2.k. Right of appeal

2.k.a. For a member who has been subject to the process in item 2.j. and for a member whose membership application has been rejected:

- 2.k.a.1. A member may appeal to the Society in General Meeting against a resolution of the committee under item 2.k within 7 days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.
- 2.k.a.2. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 2.k.a.3. On receipt of a notice from a member under item 2.k.a.1 the Secretary must notify the committee, which is to convene a Special General Meeting of the Society to be held within 28 days after the date on which the Secretary received the notice.
- 2.k.a.3.1. no business other than the question of the appeal is to be transacted, and
- 2.k.a.3.2. the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- 2.k.a.3.3. the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 2.k.a.3.4. The appeal is to be determined by a simple majority of votes cast by members of the Society.

### 3. GOVERNANCE

#### 3.a. Committee

- 3.a.a. The Society must be governed by a Committee containing officers.
- 3.a.b. The Committee must comprise not more than fourteen financial members of the Society.
- 3.a.c. The Committee must work primarily for the benefit of the Society's members.
- 3.a.d. Subject to this constitution and any resolution passed by the Society in General Meeting, the committee:
- 3.a.d.1. is to control and manage the affairs of the Society and may exercise all the functions that may be exercised by the Society other than those functions that are required by this constitution to be exercised by a General Meeting of members of the Society.
- 3.a.d.2. has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the Society.

#### 3.b. Executive Committee

- 3.b.a. The Executive Committee must have the power to decide and act on all matters and business of the Society other than those functions that require a General Meeting of Society members.
- 3.b.b. If the Executive Committee votes equally for and against a motion or agreement, the chairperson must have the deciding vote at its meetings.
- 3.b.c. The following officer positions except the Registrar and optionally Vice President(s) must be appointed at a General Meeting and must be assigned to the Executive Committee.
- 3.b.d. President
- 3.b.d.1. Must have overall responsibility for the governance of the Society.
- 3.b.e. Vice-President(s) (appointment optional):
- 3.b.e.1. Must have overall responsibility for the governance of the Society when the President is absent.
- 3.b.f. Treasurer
- 3.b.f.1. Must be responsible for the account of receipts and disbursements in a book or extracted report from an accounting system which must be open for inspection by the Committee at all reasonable times.
- 3.b.f.2. Must be responsible for movements of the Society's funds in accordance with item 5.d.
- 3.b.f.3. Must advise the Committee of the financial affairs of the Society, including reconciliation of its bank account(s), at intervals set out in 'Supplementary Organisation'.
- 3.b.f.4. Must be responsible for presentation at each AGM of Balance Sheet and Profit and Loss reports reconciled to the Society's bank account statement for the last day of the month prior to the AGM.
- 3.b.f.5. Must be responsible for the provision of Balance Sheet and Profit and Loss reports for each membership year to the Committee which, when reconciled and approved, must be appended to the Annual Report and Minutes of the Annual General Meeting.
- 3.b.f.6. Must require the Registrar to provide to the Committee when requested a detailed list of current members with the dates and values of subscriptions.
- 3.b.g. Secretary
- 3.b.g.1. Must maintain a minute book of all proceedings of the Society, such book to be kept open for inspection by members at a Committee Meeting given reasonable notice.
- 3.b.g.2. Must receive, attend and report on incoming correspondence.
- 3.b.g.3. Must formulate and communicate notices, agendas and minutes for Committee, General and Annual General Meetings.
- 3.b.g.4. Such minutes must include those present at meetings and details of those appointed to Executive officer and committee positions.
- 3.b.g.5. Must formulate and publish each year's Annual Report.
- 3.b.g.6. Must oversee the order of Society's meetings and affairs that they comply with legal and generally held conventions.
- 3.b.g.7. Must ensure changes to 'Supplementary Organisation' are communicated promptly to members.
- 3.b.g.8. Must communicate to members changes within the Society, outside information such as competitions and events, and other items of interest in cooperation with the President.

### 3.b.h. Registrar (non-elected role)

3.b.h.1. Must maintain a register of all members specifying the name, postal or residential and email address, contact telephone details and dates of membership payments made.

3.b.h.2. Must record in the register all cessations of memberships.

3.b.h.3. Such register must be open for inspection by Committee members at any reasonable time.

3.b.h.4. The contents of the membership register must be kept confidential. Only committee members may use the information kept in the register for the purposes of sending a newsletter, a notice in respect of a meeting or event, information on an upcoming session or other material relating to the Society.

3.b.h.5. Must inform committee members as shown in 'Supplementary Organisation' of new, upcoming and renewed memberships.

3.b.h.6. The role of Registrar may be undertaken by any other executive officer except the Treasurer.

### 3.b.i. Other Officers

3.b.i.1. May be appointed in accordance with 'Supplementary Organisation'.

3.b.i.2. All officers may hold more than one office other than the offices of both President and a vice-President and except that the Treasurer must hold only that position.

### 3.c. Composition and Election

3.c.a. The total number of committee members must whenever possible not be less than seven.

3.c.b. Members of the Committee must be elected by ballot compulsorily at an Annual General Meeting, and at any other General Meeting if required.

3.c.c. Committee members must hold office only until the end of each membership year and be replaced for the following year by those elected at the Annual General Meeting.

3.c.d. There is no maximum number of terms for which a committee member may stand for election or hold office.

### 3.d. Election at Annual General Meeting

3.d.a. Positions to be elected for the following membership year must be as shown for Executive Committee and in 'Supplementary Organisation'. Members must be advised of these vacancies and nomination procedures four weeks before the AGM.

#### 3.d.b. Existing Committee Members

3.d.b.1. Existing committee members intending to serve in the same positions for another term must nominate in accordance with item 3.d.c. and advise the Secretary accordingly at least fourteen days prior to the date due for the Notice of Meeting to be communicated.

#### 3.d.c. New Nominations at The Annual General Meeting

3.d.c.1. New nominations must be in writing on the prescribed form signed by the proposer with the consent of the candidate endorsed thereon. The nominations must be received by the Secretary fourteen days prior to the date due for the AGM, Special General Meeting or General Meeting.

3.d.c.2. The names of all nominees and those positions that must become vacant must be displayed in a conspicuous place in the Society meeting room at all sessions of the Society from the opening of nominations up to and including that of the Annual General Meeting.

3.d.c.3. Should nominations be only those required to fill vacancies such nominees must be declared elected subject to objections from the floor of the meeting.

3.d.c.4. Other nominations may be made at the meeting.

3.d.c.5. Nominations of candidates for election as office-bearers of the Society or as ordinary committee members:

3.d.c.5.1. must be made in writing, signed by 2 members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

3.d.c.5.2. must be delivered to the Secretary of the Society at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

3.d.c.6. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be called for at any General Meeting.

3.d.c.7. If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.

3.d.c.8. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

3.d.c.9. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

3.d.c.10. The ballot for the election of office-bearers and ordinary committee members at any General Meeting is to be conducted in any usual and proper manner that the committee directs.

3.d.c.11. A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Society must be a member of the Society.

### 3.e. Casual Vacancies

3.e.a. Committee members may, at their discretion, invite a member to replace any vacancy occurring on the Committee.

3.e.b. In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Society to fill the vacancy. Subject to this constitution that appointed member must hold office until the next Annual General Meeting.

3.e.c. A casual vacancy on the committee occurs if a member:

- 3.e.c.1. dies, or
- 3.e.c.2. ceases to be a member of the Society, or
- 3.e.c.3. is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- 3.e.c.4. resigns office by notice in writing given to the Secretary, or
- 3.e.c.5. is removed from office under item 3.f, or
- 3.e.c.6. is absent without the consent of the committee from 3 consecutive meetings of the committee.
- 3.f. Removal of committee members
  - 3.f.a. The Society in a General Meeting may by resolution, remove any member of the committee from the office of committee member before the expiration of the member's term of office, and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
  - 3.f.b. If a member of the committee to whom a proposed resolution referred to in item 3.f.a relates makes representations in writing to the Secretary or President (within thirty days) and requests that the representations be notified to the members of the Society the Secretary or the President may send a copy of the representations to each member of the Society or, if the representations are not so sent, the member is entitled to require that the representations be read out at a specially convened General Meeting.
- 3.g. Delegation by committee to sub-committee
  - 3.g.a. The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of a member or members of the Society who the committee appoints) the power to exercise of any of the functions of the committee that are specified in the instrument, other than:
    - 3.g.a.1. this power of delegation, and
    - 3.g.a.2. a function which is a duty imposed on the committee by this constitution.
  - 3.g.b. A function of the exercise which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
  - 3.g.c. A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
  - 3.g.d. Despite any delegation under this clause, the committee may continue to exercise any function delegated.
  - 3.g.e. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
  - 3.g.f. The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
  - 3.g.g. A sub-committee may meet and adjourn as it thinks proper.
- 3.h. Voting and decisions
  - 3.h.a. Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
  - 3.h.b. 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 but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
  - 3.h.c. Subject to item 4.f the committee may act despite any vacancy on the committee.
  - 3.h.d. Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

#### 4. FOUR TYPES OF MEETINGS

- 4.a. Committee Meeting
  - 4.a.a. The Committee may convene a meeting of its own members and officers as it sees fit and without notice.
  - 4.a.b. Proposed changes to 'Supplementary Organisation' must be reason to hold a committee meeting for discussion, approval or otherwise.
  - 4.a.c. Oral or written notice of a meeting of the committee must be given by the Secretary or another Executive Officer to each member of the committee at least 48 hours before the time appointed for the holding of the meeting.
  - 4.a.d. The Committee must intentionally meet at least five times per calendar year (emergencies excepted).
  - 4.a.e. Dates of each regularly scheduled Committee Meeting must be listed on the Society's calendar.
  - 4.a.f. The chair must be taken in the order of precedence as stated in Conduct of Meetings
  - 4.a.g. The main items of business must be:
    - 4.a.g.1. Apologies.
    - 4.a.g.2. Correspondence.
    - 4.a.g.3. Reading of and motion for acceptance of the minutes of the previous meeting.
    - 4.a.g.4. Business arising out of the minutes of the previous meeting including any listed action items.
    - 4.a.g.5. Reports as determined in 'Supplementary Organisation'.
    - 4.a.g.6. Any amendments to 'Supplementary Organisation'.
    - 4.a.g.7. General business.
  - 4.a.h. Absence from meetings:

- 4.a.h.1. Any member of the Executive Committee absent from three consecutive meetings of the Committee must be deemed to have vacated the seat unless a satisfactory explanation has been furnished.
- 4.a.i. Special meetings of the Committee
- 4.a.i.1. May be convened by:
- 4.a.i.1.1. a Director of the Club.
- 4.a.i.1.2. the President, Secretary, Treasurer or a Vice-President of the Society.
- 4.a.i.1.3. in accordance with a requisition signed by ten members of the Society which clearly states the purpose of the proposed meeting.
- 4.a.j. Postal or electronic ballots at Committee Meetings
- 4.a.j.1. Postal or electronic ballots must not be allowed.
- 4.b. Annual General Meeting (AGM)
- 4.b.a. Must be compulsory and held on a date towards the end of each membership year.
- 4.b.a.1. The proposed date for the next AGM must be shown in 'Supplementary Organisation'.
- 4.b.b. More than thirty days' notice of the AGM must be given in writing by the Secretary to members.
- 4.b.c. Such notice must invite members to submit agenda items.
- 4.b.d. Such notice must include any proposed changes to the Constitution.
- 4.b.e. Such notice must include a form for nomination of officers and committee members and set forth the fact that additional agenda items and nominations for members of the Committee must be advised to the Secretary eighteen days prior to the Annual General Meeting.
- 4.b.f. The agenda for an AGM must be given in writing by the Secretary to the members during a period in excess of two weeks before the meeting.
- 4.b.g. The following documents must be physically available for viewing prior to the commencement of the meeting:
- 4.b.g.1. minutes of the previous AGM.
- 4.b.g.2. notice of AGM as given with any supporting documents.
- 4.b.g.3. Annual Report for the preceding membership year.
- 4.b.g.4. The Agenda, items for which must include:
- 4.b.g.4.1. declaration of a quorum present as determined by recorded signatures in the attendance book.
- 4.b.g.4.2. declaration of proxies received and appointed.
- 4.b.g.4.3. reading and motion for acceptance of the minutes of the previous meeting.
- 4.b.g.4.4. business arising out of the minutes of the previous meeting.
- 4.b.g.4.5. reference to the Annual Report
- 4.b.g.4.6. President's report.
- 4.b.g.4.7. Treasurer's report and presentation of draft accounts for the current membership year reconciled at the end of the month prior to the AGM.
- 4.b.g.4.8. Secretary's report which, if required, must summarise changes made to 'Supplementary Organisation' since the last General Meeting.
- 4.b.g.4.9. correspondence.
- 4.b.g.4.10. proposed dates for any major future events.
- 4.b.g.4.11. agreement of a proposed change to annual membership fees for the next membership year, once approved, must be shown in 'Supplementary Organisation'.
- 4.b.g.4.12. any other items of business as put forward by any two members and notified to the Secretary or other officer in writing at least fourteen days before the AGM.
- 4.b.g.4.13. Statement of current officers and committee incumbents who wish to be re-elected to the same positions.
- 4.b.g.4.14. Declaration of existing officer and committee positions that are vacant for the following membership year and for which nominations have been received.
- 4.b.g.4.15. Request for the floor to nominate officer and committee positions that otherwise will not be filled.
- 4.b.g.4.16. Motion to approve all nominations for executive officer and committee positions.
- 4.b.g.4.17. Proposed date of next AGM.
- 4.b.g.4.18. Any other items of business agreed for discussion by those present.
- 4.b.g.5. Agenda items for an AGM may also include:
- 4.b.g.5.1. Formal motions proposed and seconded by any two members and notified to the Secretary in writing at least three weeks before the meeting
- 4.b.g.5.2. Advance notice of motions proposed for future meetings
- 4.c. General Meeting
- 4.c.a. Must be any General Meeting that is not an Annual General Meeting or Committee Meeting.
- 4.c.b. A General Meeting may be requested by any two members presenting to the committee one or more agenda items that call for changes to this Constitution or Policies or otherwise suggest activity to which the members might agree.
- 4.c.c. The committee must convene, subject to item 3.f of these regulations, a Special General Meeting within four weeks of receiving a request.
- 4.c.d. Two weeks' notice of a Special General Meeting must be given in writing by the Secretary to the members.
- 4.c.e. The committee may decide not to grant a request for a Special General Meeting if it considers a proposed agenda item fatuous or better suited to discussion at a meeting of agreement
- 4.c.f. Such a refusal must be discussed with and agreed by the members who made the request.

- 4.c.g. General procedures must follow the rules shown for an Annual General Meeting.
- 4.c.h. Special General Meetings of all Society members may be convened by:
- 4.c.h.1. the Board of Directors of the Club.
- 4.c.h.2. the Society's Executive Committee.
- 4.c.h.3. a committee member subject to a resolution as shown in item 3.c6 of this constitution.
- 4.c.h.4. in accordance with a requisition signed by ten members of the Society which clearly states the purpose of the proposed meeting.
- 4.d. Meeting of Agreement
- 4.d.a. An informal meeting held with or without notice to discuss and agree matters for an activity or event or of a social or minor nature for which extended debate is not considered necessary.
- 4.d.b. Any Society member may chair the meeting.
- 4.d.c. The chair must discourage long discussion and request agreement as quickly as possible.
- 4.d.d. Any agreement made by those members present must be binding regardless of their number.
- 4.d.e. If an agreement concerns not only the immediate activity or event, it may apply only to the two following events of a similar nature.
- 4.d.f. If the decisions and agreements made affect the governance of the Society or refer to dispute(s), then minutes and the names of those present must be recorded by a Secretary appointed for the meeting and reported to the Society's Secretary in writing.
- 4.e. Service of Notices
- 4.e.a. For the purpose of this constitution, a notice of meeting may be served on or given to a person:
- 4.e.a.1. by delivering it to the person personally, or
- 4.e.a.2. by sending it by pre-paid post to the address of the person, or
- 4.e.a.3. by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 4.e.b. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served: 4.e.b.1. in the case of a notice given or served personally, on the date on which it is received by the addressee, and 4.e.b.2. in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and 4.e.b.3. in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date, or if sent by email a dated delivery receipt.
- 4.f. Quorums
- 4.f.a. Committee meetings
- 4.f.a.1. No business is to be transacted by the committee 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 is to stand abandoned or adjourned to a place and time acceptable to all those entitled to attend.
- 4.f.a.2. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 4.f.b. Quorums required
- 4.f.b.1. The following quorums for meetings must apply:
- 4.f.b.1.1. Annual General Meeting and General Meeting – fifteen financial members of the Society.
- 4.f.b.1.2. Executive Meeting – three appointed Executive Officers.
- 4.f.b.1.3. Committee Meeting – five members of the committee including at least one Executive Officer.
- 4.f.b.1.4. Meeting of Agreement – those present.
- 4.g. Conduct of Meetings
- 4.g.a. If a quorum is not present within half an hour of the proposed starting time for a meeting, one of those present must be appointed to advise the Secretary or President of the situation and may request the meeting be rescheduled.
- 4.g.b. At a rescheduled meeting all original communications for a rescheduled meeting must stand, only the new date and time must be communicated.
- 4.g.c. All meetings other than Meetings of Agreement must be chaired by the President or in his or her absence first by the Vice President then by an officer or committee member as they may be available.
- 4.g.d. All meetings must have minutes recorded except that minutes for Meetings of Agreement are optional.
- 4.g.e. If there be no Chairperson, or if at any meeting he or she is not present within fifteen minutes of the time appointed for holding such a meeting or is unwilling to act, the members of the Executive Committee may choose a chairperson. In default of their so doing, the members must choose one of the Executive Committee to be Chairperson or, if no member of the Executive Committee is present or willing to take the chair, must choose one of their number to be Chairperson.
- 4.g.f. The chair must have absolute control of a meeting, must maintain the order of any agenda provided, and must only allow new or summarising information to be heard.
- 4.g.g. A member must indicate his or her wish to speak with a raised hand, and the chair must recognise speakers in order of indication.
- 4.g.h. Minutes must include a list of attendees, those apologising, the name of the chairperson and all matters conducted including proposers and seconders of motions, the defeat or carrying of motions by counted vote, acclaim or majority vote and the date, start and finishing times of the meeting.
- 4.h. Use of Technology at Meetings

4.h.a. A meeting may be held at two or more venues using any technology approved by the attendees that gives each of them a reasonable opportunity to participate.

4.h.b. A financial member who participates in such a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### 4.i. Voting at General Meetings

##### 4.i.a. Proxy Voting

4.i.a.1. Proxy voting must be allowed by financial members only at General Meetings and must be assigned to an attendee at the meeting.

4.i.a.1.1. No member may hold more than five proxy votes at any General Meeting.

4.i.a.2. Proxy requests must be submitted on the prescribed form and may only contain the name of the intended voter and indication of one of the following;

4.i.a.2.1. that the proxy vote may be made at the discretion of the chairperson or

4.i.a.2.2. that the proxy vote demands affirmative or negative votes to be made on specific agenda items.

4.i.a.3. No opinion or other statements may be communicated on proxy requests.

4.i.a.4. Proxy voters may be instructed to vote for any or all appropriate agenda items in the negative, affirmative or to abstain as they see fit and must comply with the instruction.

4.i.a.5. Proxies must be advised to the Secretary before commencement of the meeting and declared by the chairperson at the commencement of the meeting.

4.i.a.6. Proxy votes must be declared by the Secretary or other person so delegated in the normal process of voting at a General Meeting.

##### 4.i.b. Voting Procedures

4.i.b.1. All members must be entitled to one vote at all meetings except those held by the committee.

4.i.b.2. The chairperson may at any time during the meeting appoint two Returning Officers who must be responsible for the accuracy of the votes counted.

4.i.b.3. Matters must generally be decided by a show of hands which, in a close vote, may be counted to determine and declare the result or an obvious majority may be declared which must be recorded as "by acclaim".

4.i.b.4. In sensitive matters, as may arise in elections, those standing for election or who might otherwise be affected by the result may be asked to leave the room while the vote is taken.

4.i.b.5. A meeting may agree (by acclaim or majority vote) to take a secret ballot in which case the chairperson must request two of those present to act as returning officers and issue voting slips to all present who wish to vote.

4.i.b.6. At all meetings the Chairperson must have a casting vote as well as a deliberate vote.

## 5. ARRANGEMENTS

### 5.a. Constitution – 'Supplementary Organisation'

5.a.a. 'Supplementary Organisation' items apply to the current running of the Society.

5.a.b. 'Supplementary Organisation' items proposed at an AGM for the following financial year must be the subject of an approved motion to stand.

### 5.b. Changes to 'Supplementary Organisation'

5.b.a. May be requests from members which the Committee must consider at its first available meeting.

5.b.b. May be made in accordance with a majority vote at a Committee or Executive Committee meeting.

5.b.c. Any change to the 'Supplementary Organisation' must only be made in accordance with a majority vote by the committee.

5.b.d. Only the committee may record changes to 'Supplementary Organisation'.

5.b.e. Changes made by the committee during the membership year must be immediately communicated to members

### 5.c. Financial Year

5.c.a. The financial year of the Society must commence on the first day of January and terminate on the thirty-first day of the following December.

### 5.d. Banking

5.d.a. All banking for and on behalf of the Society must be conducted in accordance with the St. George League's Club banking policy as outlined and instructed in the Club's constitution.

5.d.b. All withdrawals from the account(s) must be authorised by a minimum of two Executive Committee members.

5.d.c. The Society's bank statements must be made available to the committee within one month of the latest month end when requested.

### 5.e. Liquidation

5.e.a. In the event of the winding-up of the Society, its cash and other assets must pass to the Club for disbursement as directed by the Board of Directors of the Club.

### 5.f. Loss of Property

5.f.a. Neither the Club nor the Society must be responsible in any way for damage or loss to any members equipment, digital media, prints or slides whilst taking part in any event connected with the Society.

### 5.g. Profits and Income

5.g.a. The profits and income of the Society must be applied solely towards the promotion of the purpose of the Society and no

part thereof must be distributed, paid or transferred by way of dividends, bonus, distribution of profits or otherwise to or amongst the members of the Society. This clause does not prevent the remuneration in good faith to any member of the Society for any services actually rendered to the Society, or prevent payment of reasonable interest on monies borrowed from a member of the Society, nor the payment of reasonable and proper rental for premises demised or let by any member to the Society.

5.g.b. No member of the Committee must be appointed to any salaried office of the Society paid by fees.

5.g.c. No remuneration or any other benefit must be given by the Society to any member except as repayment of expenses actually paid out by them or for interest, rent or services as aforesaid.

#### 5.h. Liability of Members

5.h.a. Members of the Society who may, by authority of the Executive Committee, accept or incur any pecuniary liability on behalf of the Society, must be indemnified by the Society against any personal loss in respect of such liability.

5.h.b. The Society must in its own right or under the Club be required to hold an insurance policy to indemnify office bearers.

#### 5.i. Amendments or Alterations to this Constitution

5.i.a. Items 1 to 5 inclusive of this Constitution may be amended by a three-fifths (60%) majority at an Annual General Meeting or specially convened General Meeting, provided twenty-one days written notice has been given to all members of the meeting date.

5.i.b. 'Supplementary Organisation' may be amended at a General Meeting or by the Committee without prior approval of the members.

5.i.c. Proposals by members for amendments to the 'Supplementary Organisation' must be dealt with in accordance with the procedures shown in items 4.b and 4.c.

5.i.d. Changes to "Supplementary Organisation" must be communicated to all members within two weeks of their inclusion.

#### 5.j. Conflict of Rules

5.j.a. Where these Rules or 'Supplementary Organisation' are silent or conflict; the Rules, By-Laws and Ordinance of the Club must prevail.