

**GEM CAMERA CLUB INCORPORATED**

Register No. 1004675

**GEM CAMERA CLUB INCORPORATED**  
**CONSTITUTION.**

**As Amended**

The Secretary  
Gem Camera Club Incorporated

P.O. Box 788  
Kalamunda W.A. 6926

Amended and lodged with the Commissioner on. ...03.../...02...../..2011..

**GEM CAMERA CLUB INCORPORATED**

**CONSTITUTION.**

**1. NAME**

The name of the club shall be “ GEM CAMERA CLUB INCORPORATED” hereinafter referred to as the “ Club ”

**2. OBJECTS**

To establish , maintain , and conduct a club of an educational , recreational, social and non-political character for the purpose of and fostering :

- ( a ) the study of photography and kindred disciplines ;
- ( b ) the photographic arts ( such as the selection of subjects , developing, mounting and display ) ;
- ( c ) encourage competition within the club , inter club and other areas ;
- ( d ) conduct meetings and workshops ; and
- ( e ) the provision of accommodation for members of the club and their guests upon premises of which the club is the bonafide occupier .

**3. POWERS**

Subject to the Associations Incorporation Act 1987 ( hereinafter referred to as the “ Act ” ) and the provisions of this Constitution the Club shall have the power to do all things as are necessary or convenient for carrying out its objects and , in particular, may –

- ( a ) open and operate financial institution accounts ;
- ( b ) invest its money in any security in which monies may be invested or in any other manner authorised by this constitution ;
- ( c ) raise such monies as necessary for the conduct and administration of the Club ;
- ( d ) exercise such other powers as are laid down in section 13 ( 1 ) of the

Act

**4. NON PROFIT**

The property and income of the Club shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or otherwise distributed directly or indirectly to its members . Provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any member of the Club for expenses incurred on behalf of the Club in the promotion of the objects of the Club .

## **5. MEMBERSHIP**

There shall be the following classes of members ;

### **(a) Ordinary member**

Persons eighteen years ( 18 ) and over may be eligible for membership and shall elected as ordinary members as in here in after provided .

- ( i ) be eligible to enter Club and associated competitions,
- ( ii ) be eligible to vote on Club matters and competitions ,
- ( iii ) be eligible to hold office ,
- ( iv ) may speak at meetings and matters pertaining to the Club ,

### **(b) Junior member**

Persons under the age of eighteen years ( 18 ) may be eligible for membership and shall be elected as junior members as hereinafter provided .

- ( i ) may not hold office ,
- ( ii ) may not vote or take part in the business procedure at meetings of the Club ; but be eligible to enter and vote in Club competitions .

### **(c) Honorary Member**

The club may confer Honorary membership upon any visitor or other person . Such membership shall be tenable for a period at the discretion of the Club . Honorary members have no voting rights nor may they serve on the committee .

### **(d) Honorary Life Member**

Honorary life membership of the Club may be conferred on any person at the Annual General Meeting of the Club . The criterion for election as an honorary life member is that the person shall have actually served the Club over an extended period of time or otherwise rendered special service to the Club . At least three quarters (  $\frac{3}{4}$  ) of those members entitled to vote at the Annual General Meeting must vote in favour of each and any such nomination for honorary life membership .

No more than two ( 2 ) honorary life members shall be so elected at any Annual General Meeting and in the event of more than two ( 2 ) nominations for honorary life membership , voting shall be conducted on a first and second past the post basis .

Honorary life members shall pay no annual subscription. Honorary life members shall be entitled to all the privileges of an ordinary member . Honorary life members shall hold the honour during the lifetime of such member

**6. ELECTION OF MEMBERS**

- ( a ) Applications for membership of the Club shall be submitted in the manner and form as prescribed by the committee , such applications to be nominated and seconded by members of the club .
- ( b ) The secretary shall submit all applications to the committee who shall consider each and every application and may refuse to grant membership without giving any reason for such refusal . Provided the committee may , when requested and at its entire discretion , disclose its reasons for refusing membership .
- ( c ) Upon acceptance of the application by the Committee and on payment of the joining fee and the first annual subscription , the applicant shall be a member of the Club in the class applied for .

**7. CONDITIONS OF MEMBERSHIP**

- ( a ) The Club , its officers or Committee shall accept no responsibility whatever for the safety of any member of the Club or visitor present or taking part in any activity of the Club regardless of the cause of any accident or injury . The personal safety of any member or visitor shall be the sole responsibility of that person .
- ( b ) In the case of an applicant for membership under eighteen years ( 18 ) years of age , one parent or guardian as the case shall be shall make and sign a declaration absolving the Club , the committee and officers collectively or individually from any blame for any accident or injury which the applicant may sustain during membership of the Club regardless of the cause .

**8. REGISTER OF MEMBERS**

The Secretary shall , on behalf of the Club , keep and maintain in an up to date condition a register of members of the Club and their postal or residential addresses . Such register shall be open for inspection by a member and the member may make a copy or take an extract from the register but shall have no right to remove the register for that purpose

**9. TERMINATION OF MEMBERSHIP**

Any person's membership may be terminated by the following events :

- ( a ) Resignation
- ( b ) False or inaccurate statements made in the member's application for membership of the Club , breach of any rule , regulation or By-law of the club or commit any act detrimental to the Club .

( c ) The Club shall have the power to suspend or expel any member of the Club for any of the events in this clause 9 .

( d ) Any member who is expelled , suspended or has their membership terminated shall have the right to appeal against their suspension or expulsion by presenting their case to a Special General Meeting called for such purpose , and the decision of the Special General Meeting shall be final .

## **10. FEES**

( a ) Subject to this Constitution , fees registration of all categories of members of the Club shall be determined at the Annual General Meeting of the Club .

( b ) Annual subscriptions become due and payable on the first day after the Annual General Meeting .

## **11. FINANCIAL YEAR**

The financial year of the Club shall be from the first day of January to the thirty first day of December in the same years .

## **12. MANAGEMENT OF CLUB**

( a ) The affairs of the Club shall be managed by an Executive Committee consisting of :

- ( i ) a President
- ( ii ) a Vice President
- ( iii ) a Secretary
- ( iv ) a treasurer, who may be the same person as the Secretary
- ( v ) a Competition Director, who may also hold other committee positions
- ( vi ) Three Committee Members
- ( vii ) or one additional Committee Member should there be a combined Secretary/ treasurer
- ( viii) or one additional Committee Member if the Competition Director also holds another Executive Committee position

( b ) All office bearers and other persons so elected shall be known collectively as Committee members .

( c ) All Committee members shall be financial members of the Club elected to membership of the Committee at each Annual General Meeting for the efficient operation of the Club's activities, the Conduct of social events and in the interests of good management of the Club .

**13. ELECTION OF COMMITTEE**

( a ) At the Annual General Meeting in January each year the President will declare all Committee positions vacant and then seek nominations for each position on the Committee from the floor of the meeting .

( b ) Candidates for each position on the Committee shall verbally signify their assent at the time of being so nominated . In the event of a candidate not being able to be present at the Annual General Meeting shall signify in writing to the Secretary his/her consent to such nomination .

( c ) In the event of there being more than one nomination for each office bearer and there being more nominations for the number of other Committee members required the election shall be by ballot . In case of election by ballot two ( 2 ) scrutineers shall be appointed by members present at the meeting . Following the result being announced by the chairperson the appointed scrutineers shall forthwith destroy all ballot papers .

( d ) All members of the Committee shall hold office until the rising of the next Annual General Meeting but may offer themselves for re-election .

( e ) The Committee shall have the power to fill any vacancies which remain unfilled at the time of the Annual General Meeting .

( f ) The position of any member of the Committee shall become vacant if he/she, resigns, fails to attend three ( 3 ) consecutive committee meetings without satisfying the Committee that he/she had good reason for failure to attend, or ceases to be a financial member .

( g ) The Committee may appoint a member of the Club to fill a casual vacancy and such member shall hold office until the rising of the following Annual General Meeting and shall be eligible for election as a member of the Committee at that next Annual General Meeting .

**14. PROCEEDINGS OF COMMITTEE AND QUORUM**

- ( a ) The Committee shall meet at the discretion of the President .
- ( b ) Subject to the provisions of this Constitution the procedure and course of business to be followed at Committee meetings shall be determined by the Committee . The Committee may refer any matter to the following ordinary general meeting for decision by members .
- ( c ) Questions arising at any meeting shall be decided by a majority of votes and in the event of an equality of votes the chairperson shall have a casting vote in addition to a deliberative vote .
- ( d ) A member of the Committee having any direct or indirect pecuniary interest in a contract or proposed contract made by or in the contemplation of the Committee shall disclose that interest to the Committee as required by the Act and shall not take part in any deliberations or vote with respect to that contract .
- ( e ) A quorum of the Committee shall consist of three ( 3 ) Committee members .

**15. SUB-COMMITTEES AND CO-OPTION**

- ( a ) The Club may delegate power to the Committee to appoint sub-committees for specific purposes and the Committee shall issue terms of reference for the sub-committee to report back to the Committee with recommendations .
- ( b ) The Committee may co-opt members from the Club to serve on the Committee for specific purposes or duties .

**16. GENERAL MEETINGS**

- ( a ) Annual general meeting
  - ( i ) The Annual General Meeting shall be held in January of each year on a date to be decided by the members at the final ordinary general meeting prior to January .
  - ( ii ) The Secretary shall give 7 days notice of the time and date of the Annual General Meeting along with the agenda for that meeting on the lines of paragraph ( iv ) of this sub-clause (a) and where available, electronic mail (e-mail) distribution to members recorded contact details be deemed an approved method of notice.
  - ( iii ) Any financial member shall be entitled to move motions at the Annual General Meeting by giving notice in writing to the Secretary of such motions at least fourteen (14) days before the date fixed for the meeting.

- ( iv ) The regular business of the Annual General Meeting shall be-  
 Attendance and apologies;  
 Confirmation of the minutes of the previous Annual General Meeting;  
 Matters arising therefrom ;  
 The Presidents address ;  
 The Treasurer presents the financial statement of Accounts ;  
 The election of the committee for the ensuing year ;  
 Fix the annual subscription and joining fees ;  
 Determine policy guidelines for the Committee .  
 Attend to any other business of which notice has been given ;  
 Any other business permitted by the chair person.

( b ) Ordinary General Meetings

- ( i ) These shall be held on the second Wednesday in every alternate month, or on a date to be agreed by the committee should it not be necessary to hold the meeting on the second Wednesday .
- ( ii ) As ordinary general meetings are held on a regular basis notice of such meetings is therefore unnecessary except where there is a change to the second Wednesday when an announcement shall be made at the preceding ordinary general meeting .
- ( iii ) The regular business of Ordinary General Business shall be –  
 Attendance and apologies ;  
 Confirmation of the minutes of the previous meeting ;  
 Matters arising there from ;  
 Financial report and accounts for payment ;  
 Correspondence inward and outward ;  
 Any general business .

( c ) Special General Meetings

- ( i ) The Secretary shall convene a special general meeting as directed to do so by the president or by the Committee or by at least six ( 6 ) financial members of The club who shall specify in such written request the purpose for which the special general meeting is to be convened .
- ( ii ) The meeting shall be held no less than twenty one (21) days from the date on being directed or requested to do so .
- ( iii ) The Secretary shall give notice in writing of the date and time of the meeting and shall state the purpose for which the meeting is being called .

- ( iv ) Only the business or purpose for which the meeting is called as expressed in the notice shall be transacted and no other matter whatsoever shall be permitted .

**17. QUORUM AND PROCEEDINGS AT ALL GENERAL MEETINGS**

( a ) The quorum for all general meetings shall be eight (8) financial members present who are entitled to vote .

( b ) If within thirty ( 30 ) minutes of the appointed time 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 day and time in the next week or as decided by the President if the day and time is not suitable for such adjourned meeting . If at such adjourned meeting a quorum is not present within thirty ( 30 ) minutes of the time appointed for the meeting the members who are present in person may nevertheless proceed with the business of that meeting as if a quorum were present .

( c ) At a general meeting an ordinary resolution put to the vote shall be decided by a majority of votes cast by a show of hands ; and a special resolution put to the vote shall be decided either by a ballot or by a show of hands at the discretion of the chairperson . Notwithstanding the foregoing a ballot may be demanded during the meeting by at least six (6) financial members present at the meeting .

( d ) A ballot so demanded shall be taken in such manner as the chairperson directs .

( e ) The ordinary rules of debate shall be applicable at all meetings and the ruling of the chairperson shall be final .

**18. RECORDS OF THE CLUB**

Upon the request of a financial member of the Club to either the Secretary or the Treasurer the officer concerned shall make the Club's Records available for inspection by the member who may make a copy Or take an extract from the records but shall have no right to remove the records for that purpose .

**19. VOTING RIGHTS**

( a ) Subject to this constitution each ordinary member , and honorary life member present at a general meeting shall be entitled to one vote .

( b ) The chairperson at any general meeting , shall have a casting vote as well as a deliberative vote in the event of an equality of votes .

**20. DUTIES OF OFFICE BEARERS**

- ( a )     The President shall ;
- ( i ) represent the Club as required at functions and shall chair all meetings of the Club ;
  - ( ii ) be responsible for the proper conduct of the Clubs affairs as set out in the constitution ;
  - ( iii ) co-ordinate policy as approved by the Club and be responsible for the good publicity bringing the aims and objects of the Club before the public in appropriate cases .
- ( b )     The Vice President shall ;
- ( i ) assist the President in his/her duties and may deputise for the President when requested to do so ;
  - ( ii ) chair the meeting in the absence of the President ;
  - ( iii ) in the event of both officers being absent the meeting shall appoint a chairperson .
- ( c )     The Secretary shall ;
- be responsible for the proper keeping of all the records of the Club , other than the financial records , conduct the Correspondence of the Club and , subject to this clause , notify members of the Committee when it is to meet from time to time , and shall perform such other duties as shall be fixed from time to time by any general meeting of the Club or the Committee.
- ( i ) Unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the association, including those referred to in paragraph ( c ) but other than those required by rule 13 to be kept and maintained by, or in the custody of , the Treasurer; and
  - ( ii ) perform such other duties as are imposed by these rules on the Secretary.

- ( d )     The Treasurer shall ;
- ( i ) collect and receive all monies due to the Club ( or cause them to be collected and received ) and shall deposit them ( or cause them to be deposited ) without delay to the credit of the Club in a financial institution nominated by the Club , shall make ( or cause to make ) there from such payments as shall be authorised by general meetings of the Club or by the committee .
  - ( ii ) keep proper records of revenue and expenditure of the Club ( or cause them to be kept ) and at the Annual General Meeting of the Club shall present a report of the financial affairs of the Club , with a balance sheet and an income and expenditure statement for the preceding financial year .
  - ( iii ) on the authority of the Club to arrange for any two of the following : the President , the Secretary and the Treasurer ( or other committee member should the Secretary and the Treasurer be the same person ) to sign cheques on the account/s and withdrawal forms on any investment account/s ; in the event of any two of the aforesaid signatories being from the same household , the Club shall appoint another office bearer from the Committee or another member from the Club to replace one of the two signatories from the same household .
  - ( iv ) have custody of all securities , books and documents relating to the financial affairs of the Club ; and
  - ( v ) perform such other duties usually associated with the office of Treasurer as may be required by the Club .

## **21. COMMON SEAL**

The Club shall have a common seal which shall be kept in the custody Of the Secretary . The common seal shall only be affixed to any deed , instrument or document by the President and Treasurer pursuant to a resolution of the Club and in the presence of the Secretary , who shall keep a record of all documents to which to which the common seal has been affixed .

## **22. THE CONSTITUTION**

The Constitution shall bind the Club and every member to the same extent as if they had respectively signed and sealed it and agreed to be bound by all the provisions thereof .

**23. ALTERATIONS , ADDITIONS OR AMENDMENTS TO THE CONSTITUTION**

( a ) No alteration , addition or amendment to this constitution shall be made except at an Annual General Meeting or Special General Meeting called for that purpose , and then only by a special resolution requiring a majority of three quarters (3/4) of votes cast . The notice to be given pursuant to clause 16 convening such meeting shall set out in detail the nature of the amendment , alteration or addition proposed to be made .

( b ) Any such alteration , addition or amendment passed by a general meeting of the Club shall be subject to and conditional upon the submission of such alteration, addition or amendment being lodged within one month from the date of the meeting with the Department of Consumer and Employment Protection pursuant to The provisions of the Act .

**24. DISSOLUTION**

( a ) The Club shall be deemed to have been dissolved by a special resolution if and when a Special General Meeting shall have been held to discuss the proposition and a ballot shall thereafter have been taken and at least three quarters (3/4) of the votes cast at such ballot shall have been in favour of such dissolution .

( b ) The Club shall cause a copy of the special resolution passed under the aforesaid sub-clause (a) above to be lodged with the Department of Consumer and Employment Protection within Fourteen (14) days after the passing of the special resolution .

( c ) If , on dissolution of the Club , any property of the Club remains after satisfaction of debts and liabilities of the Club and costs , charges and expenses of that dissolution , that property shall be distributed for charitable purposes , which incorporated association or purposes , as the case requires , shall be determined by resolution of the members at or before the time of dissolution pursuant to sub-clause (a) above .

( d ) If for any reason the Club is unable to meet and pass a special resolution pursuant to sub-clause (a) of this clause any member remaining on the register of members may invoke the provisions of section 31 of the Act and petition the Supreme Court for a compulsory winding up of the Club

**CERTIFICATE**

CERTIFIED THAT this Constitution as amended was adopted by the Club at a  
Annual General meeting held on the 19<sup>th</sup> day of January 2011.

Amendments at the 2011 Annual General Meeting are:

- Page 5, Clause 12, Management of Club, Sub Section (a)
- Page 7, Clause 16, General Meetings, Sub Section (a) (ii)
- Page 7, Clause 16, General Meetings, Sub Section (a) (iii)

( signed ) .....  
Ailsa McDonald  
President

.....  
Wayne Bentley  
Secretary