



# ESSENDON CAMERA CLUB Inc

## Statement of Purposes & Rules

As amended 14/10/2002

### PURPOSES

The purposes of the Association shall be:

- (1) To further the art of photography by,
  - (a) associating persons with a mutual interest in the art;
  - (b) promoting competitions on Club, Inter-Club and National levels; and
  - (c) arranging photographic and social functions for members and friends.

### RULES

1. The name of the incorporated association is "Essendon Camera Club Incorporated" (in these rules called 'the Association').
2. (1) In these rules unless the contrary intention appears -
  - 'Committee' means the Committee of Management of the Association.
  - 'Financial year' means the year commencing 1 July and ending on 30 June.
  - 'General meeting' means a general meeting of members convened in accordance with Rule 8.
  - 'Member' means a member of the Association.
  - 'Ordinary Member of the Committee' means a member of the Committee who is not an officer of the Association under Rule 19 .
  - '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 an 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.
  - (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* and the Act as in force from time to time.
3. (1) Membership shall be open to all persons subscribing to the purposes of the Association and paying the prescribed fee as specified in the annual Syllabus of the Association.
  - (2) Life membership may be awarded by the Committee for deserving service to the Association.

Such life memberships shall be limited to ten at any one time. Life members pay no fees or levies, but are entitled to all the rights and privileges of financial membership.

(3) Junior members, that is, those under the age of 16 years, and full time students under the age of 21 years, shall become members on payment of 50% of the prescribed fee.

(4) Concession Card holders shall become members on payment of 50% of the prescribed fee.

(5) Couples shall become members on payment of 70% of the prescribed fee for each partner.

(6) Persons joining after the 30th June shall become members on payment of 50% of the prescribed fee.

(7) A member shall not be deemed unfinancial until his subscription is three months or more in arrears.

4. (1) The Committee shall determine the fees and/or subscriptions to be paid by Members and shall advertise such fees and/or subscriptions in the annual syllabus of the Association.

(2) Subscriptions become due and payable on January 1st of each year.

5. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address, and date of entry of each member. The register, and all other personal information collected, shall be held by the Secretary, under the terms and conditions of the Essendon Camera Club Privacy Policy prevailing and as amended from time to time.

6. A person shall cease to be a member when he/she –

- (1) resigns from the Association in writing, or
- (2) is unfinancial as defined in Rule 3 (7).

7. (1) Subject to these rules, the Committee may by resolution -

- (a) expel a member from the Association; or

(b) suspend a member from membership of the Association for a specified period if the Committee is of the opinion that the member -

(c) has refused or neglected to comply with these rules; or

(d) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.

(2) A resolution of the Committee under sub-clause (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 of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and

(b) where the member 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 (1), the secretary shall, as soon as practicable, cause to be served on the member 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 may address the Committee at a meeting to be held not earlier than 14 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 that he may do one or more of the following:

(i) Attend that meeting;

(ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and

(iii) Not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that he wishes to appeal to the Association in general meeting against the Resolution.

(4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee -

(a) shall give to the member an opportunity to be heard;

(b) shall give due consideration to any written statement submitted by the member; and

(c) shall by resolution determine whether to confirm or to revoke the resolution.

(5) Where the secretary receives a notice under sub-clause (3), he shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within twenty-one days after the date on which the secretary received the notice.

(6) At a general meeting of the Association convened under 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 shall be given an opportunity to be heard; and

(d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(7) If at the general meeting -

(a) two-thirds of the members 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.

8. (1) Meetings of the Association shall be of four types -

(a) Committee meetings;

(b) General meetings;

(c) Annual general meetings; and

(d) Special general meetings.

(2) General meetings are the regular meetings of the Association as notified in the annual syllabus of the Association.

(3) The annual general meeting shall be the first advertised general meeting in the month of July each year.

(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;

(b) to receive from the Committee reports upon the transactions of the Association during the last 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 meetings that may be held in the same year.

9. (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 fifteen 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 members representing not less than 5 per cent of the total number of members, 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 members making the requisition and be sent to the address of the Secretary and may consist of several documents in like form, each signed by one or more of the members 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 members 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 members 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 persons incurring the expenses.

10. (1) General meetings of the Association shall be notified in the annual syllabus of the Association which shall be freely available to all members at all meetings of the Association. A copy of the current annual syllabus shall be given to each member of the Association when that member pays his subscription for the year. Publication of the syllabus shall constitute notice to all members of the dates, times and places of general meetings for the year.

(2) The Secretary of the Association shall, at least 21 days before a special general meeting, cause to be sent to each member of the Association at his address appearing in the register of members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(3) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

(4) A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in a notice calling the next general meeting after the receipt of the notice.

11. (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 members entitled under these rules to vote is present during the time when the meeting is considering that item.

(3) Ten members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of business at 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 members shall be dissolved and in any other case stand adjourned to the same day in the next week at the same time and unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.

12. (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 members present shall elect one of their number to preside as Chairman at the meeting.

13. (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 fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

(3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business of an adjourned meeting.

14. 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.

15. (1) Upon any question arising at a general meeting of the Association, a member has one vote only.

(2) All votes shall be given personally 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.

16. (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such 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.

17. A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

18. (1) Each member shall be entitled to appoint another member as his proxy by notice given to the secretary no later than 24 hours before the time 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 Appendix 1

19. (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 20.

(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 by general meetings of the members 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 for the proper management of the business and affairs of the Association.

20. (1) The officers of the Association shall be -

- (a) a President;
- (b) a Vice-President;
- (c) a Secretary;
- (d) a Treasurer;
- (e) a Publicity Officer; and
- (f) a Print and Slide Secretary.

(2) The provisions of Rule 22 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 (1).

(3) Each officer of the Association shall hold office for the twelve months following the election, that is

from July to June inclusive and shall be eligible for re-election.

(4) Any vacancy occurring in any office referred to in sub-clause (1) will be filled by an election held at the next general meeting of the Association at which a quorum of members is present. No prior notice of such election will be necessary. Any financial member may be so elected and will hold office from that time to the following June and shall be eligible for re-election.

21. (1) Subject to section 23. of the Act, the Committee shall consist of -

- (a) the officers of the Association; and
- (b) seven ordinary members -

each of whom shall be elected at the annual general meeting of the Association in each year.

(2) The immediate Past President of the Association shall be entitled, if he so desires, to automatic inclusion as one of the seven ordinary members of sub-clause (1 b).

(3) Each ordinary member of the Committee shall, subject to these rules, hold office for the calendar year following the election, that is from July to June inclusive and shall be eligible for re-election.

(4) Any vacancy occurring in the office of an ordinary member of the Committee will be filled by an election held at the next general meeting of the Association at which a quorum of members is present. No prior notice of such election will be necessary. Any financial member may be so elected and will hold office until the end of the current calendar year.

22. (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee -

(a) shall be called for and accepted at all general meetings of the Association in the two months preceding the election;

(b) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) and

(c) shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the annual general meeting.

(2) If insufficient nominations are received to fill all 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 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 by secret ballot.

(6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for, election at the same election.

23. For the purposes of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member-

(a) ceases to be a member of the Association;

(b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or

(c) resigns his office by notice in writing given to the secretary.

24. (1) The Committee shall meet at least 6 times in each year at such place and such times as the Committee may determine.

(2) Special meetings of the Committee may be convened by the President or by any four members of the Committee.

(3) 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.

(4) Any seven members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

(5) 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.

(6) At meetings of the Committee -

(a) the President or in his 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.

(7) Questions arising at a meeting of the Committee or of any subcommittee appointed by the Committee shall be determined on a show of hands or, demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

(8) Each member present at a meeting of the Committee or of any subcommittee 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.

(9) The position of any Committee member absent for three consecutive Committee meetings without leave of absence will be declared vacant. Acceptance of an apology shall be deemed grant of leave of absence.

(10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee.

25. The secretary of the Association shall -

(a) keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings:

(b) attend to outgoing correspondence;

(c) receive inward correspondence; and

(d) prepare ballot papers for elections.

26. (1) The Treasurer of the Association -

(a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and

(b) shall 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.

(2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

27. (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 subclause (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 of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

28. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the following office bearers: President, secretary or treasurer.

29. (1) The common seal of the Association shall be kept in the custody of the secretary.

(2) The common seal shall not be affixed to any instrument except: by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

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

31. (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his address shown in the Register of Members.

(2) Where a document is properly addressed prepaid and posted to a person 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.

32. (1) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and other such sources as the Committee determines.

(2) The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividends, bonus or otherwise howsoever by way of profit or gain to the individual members of the Association. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant or to any member of the Association in return for any services actually rendered to the Association nor prevent the payment for out of pocket expenses, interest on money lent or reasonable and proper rent for premises demised or lent to any officer or servant of the Association or member of the Association.

33. (1) The grievance procedure set out in this rule applies to disputes under these Rules between –

- (a) a member and another member; or
- (b) a member and the Association.

(2) The parties of 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 –

- (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 of the Association; or

(ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre or Victoria (Department of Justice).

(5) A member of the Association can 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; 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 otherwise at law.

34. (1) 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.

(2) Dissolution of the Association and disposal of the assets of the Association shall be decided only at a special general meeting. If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid out or distributed amongst the members of the Association but shall be given or transferred to some other association having similar purposes to the Association and which shall prohibit the distribution of its income and property amongst its members to the extent at least as great as is imposed on the Association, such association to be determined by the members of the Association at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of Victoria as may have, or acquire, jurisdiction in the matter.

35. Except as otherwise provided in these Rules, the secretary shall keep in his custody or under his control all books, documents and securities of the Association.

36. Rules for regular competitions of the Association shall be decided by the committee and will be published and made available to all members. Competition rules may be amended by the committee at any time, and for any reason as deemed necessary.

**APPENDIX 1**

**Form of Appointment of Proxy**

I, .....

of .....

being a member of Essendon Camera Club Incorporated hereby appoint

..... of .....

being a member of the Incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on ..... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

Signed .....

Date .....