



Photocraft Camera Club Constitution

September 2018

1. Title

1.1 The name of the Club shall be Photocraft Camera Club.

2. Aims and Objectives

2.1 The aims and objectives of the Club shall be:

- a) to promote the practice and art of photography;
- b) to provide a place for those interested in photography to meet on a regular basis;
- c) to provide members of all experience levels with the opportunities to develop their photography and digital image processing skills; and
- d) to make the enjoyment of photography accessible to the wider community.

3. Membership

3.1 The Club year shall run from September to June.

3.2 Membership shall be open to all those willing to support the aims and objectives of the Club (as set out in Clause 2.1) upon payment of the annual subscription designated by the Executive Committee and subject to completion of such form of application and/or declaration as the Executive Committee may require.

3.3 The annual subscription fee for members joining after September shall be adjusted to an amount proportional to the remaining part of the Club year.

3.4 Members shall pay their annual subscription via a one-off payment and not in instalments.

3.5 Membership shall continue until any subscription payable by the member to the Club is in arrears and unpaid for three months or until the member dies, resigns or is expelled from the Club by resolution of the Executive Committee.

3.6 The minimum age for membership shall be 18 years. Younger members between the age of 16 and 18 may be accepted at the discretion of the Executive Committee.



Camera Club of Wallington

- 3.7 A member may resign at any time by notifying the Secretary of their desire to do so. Irrespective of when they resign, resigning members shall not be entitled to a refund of any annual subscription already paid in that Club year.
- 3.8 Any member may be expelled or asked to resign from the Club at the decision of the Executive Committee. The Executive Committee can request any member to appear before it, provided that where any charge or accusation is made, the member shall be given full and reasonable opportunity to put forward a defence and call witnesses at a later meeting.
- 3.9 Any member expelled or asked to resign shall have the right of appeal and may, if the said person so requests, call for an Extraordinary General Meeting convened for such purpose. If at that meeting a resolution is passed rescinding the Executive Committee's decision, the person concerned shall be reinstated in membership as from the close of the meeting but nothing in this Clause shall authorise a person so removed to exercise any vote or other right of privilege as a member of the Club unless and until they are reinstated under this Clause.
- 3.10 All Executive Committee proceedings and those of any Extraordinary General Meeting called under Clause 3.9 shall be treated as privileged and confidential.
- 3.11 All members and their guests, shall comply with the then current rules governing the location at which Club members regularly meet, this Constitution and such other relevant rules that the Executive Committee may make from time to time.
- 3.12 All members shall be required to participate in the preparation and serving of refreshments during Club evenings. The fair allocation of these duties shall be managed by an elected member of the Club Committee. Members may opt-out of this obligation in exchange for a donation to Club funds (such amount being set by the Executive Committee and stated clearly on the membership form), or request a special dispensation from the Treasurer if they are unable to safely participate e.g. for health reasons.

4. Meetings of Members

- 4.1 A General Meeting of members of the Club shall be convened each June on the date publicised in the Club programme. Not less than four weeks before the meeting, members shall be notified via email of:
 - a) the place, date and time of the meeting;
 - b) the general nature of the business to be transacted;



Camera Club of Wallington

- c) the names of the Executive Committee, indicating whether they are eligible and willing to be re-elected; and
 - d) the names of any candidates proposed under Clause 7.1 for election to the Executive Committee.
- 4.2 Such a General Meeting shall be known as the Annual General Meeting and this will provide members with the opportunity to:
 - a) approve the annual report by the Chair;
 - b) approve the annual report by the Treasurer;
 - c) consider the Independent Examiner's report and to approve the annual accounts;
 - d) set the annual subscription for the next Club year;
 - e) appoint an Independent Examiner for the next Club year;
 - f) discuss and vote on any motion raised under Clauses 4.3 and 4.4;
 - g) amend this Constitution;
 - h) elect a new Executive Committee; and
 - i) discuss any other business.
- 4.3 All motions or amendments shall be proposed by a member and submitted in writing to the Secretary not less than three weeks before the date of the Annual General Meeting. The Secretary shall publish such motions or amendments at least two weeks before the meeting.
- 4.4 Any member present at the Annual General Meeting may raise any other matter relevant to the aims and objectives, work or organisations of the Club and if time permits it shall be debated and put to the meeting; but if passed it will not have immediate effect, but will operate as a direction to the Executive Committee to consider appropriate action. The decision of the Chair (or delegate meeting chair) as to the relevance of any proposal and the amount of time available for its consideration shall be final.
- 4.5 Further General Meetings of the members (to be known as Extraordinary General Meetings) shall be convened whenever the Executive Committee so decides or where a notice signed by not less than one third of members is served on the Secretary setting the time and date for this meeting. Not less than three weeks' notice shall be provided via email for any Extraordinary General Meeting, and the proposed agenda shall be provided not less than two weeks before the meeting.



Camera Club of Wallington

- 4.6 The business of an Extraordinary General Meeting shall be to deal with such matters as may be referred to it by the Executive Committee or be raised by members pursuant to a signed notice served on the Secretary. Only business included on the agenda may be discussed at an Extraordinary General Meeting.
- 4.7 Twenty per cent of the membership present in person shall form a quorum at a General Meeting of members and each member present in person at a General Meeting shall be entitled to one vote. Proxy votes will be accepted if in writing and signed. The Chair (or delegate meeting chair) shall not vote except to exercise their casting vote.
- 4.8 The Secretary or some other person appointed for the purpose shall keep minutes of any General Meeting. Once approved by the chair of the meeting, such minutes shall be shared with members no later than four weeks after the meeting to which they relate. Members will be invited to provide comments on the draft minutes within a further two week period, after which the minutes shall be re-issued for approval at an Extraordinary General Meeting called for that specific purpose.

5. The Executive Committee

- 5.1 The formal affairs of the Club shall be managed by an Executive Committee, which shall consist of the Officers and their deputies.
- 5.2 In the furtherance of the aims and objectives of the Club as set out in Clause 2.1 and the conduct and management of its affairs the Executive Committee may exercise or do all powers, acts or things which expressly or by implication may be exercised or done by the Club except any which are expressly required by this Constitution to be exercised or done by Club members in a General Meeting.
- 5.3 In the event of any casual vacancy occurring in their body the Executive Committee may appoint Honorary Officers from among their body or co-opt another person (who must be a member of the Club and willing to undertake the role) to fill the vacancy until the next Annual General Meeting.

6. The Club Committee

- 6.1 Practical matters relating to the running of the Club shall be undertaken by the Club Committee which shall consist of Executive Committee members together with members elected to perform specific roles to support the running of the Club.



Camera Club of Wallington

- 6.2 The Club Committee shall be chaired by the Chair and shall meet informally and on an ad-hoc basis as determined by the practical matters of the day that require consideration.
- 6.3 The Chair shall have sole discretion to reassign matters arising within the Club Committee to the Executive Committee for further consideration and determination.

7. Election of Executive Committee and Club Committee Members

- 7.1 The Secretary shall in accordance with Clause 4.1, issue to the members with each notice convening an Annual General Meeting a list of candidates nominated for election to the Executive Committee. The list shall include all nominations received more than ten days before the date of the notices.
- 7.2 Nominees for Executive Committee positions shall be nominated and seconded. This may be from the floor at the Annual General Meeting or by prior written notification to the Secretary.
- 7.3 In the event that there are multiple candidates for a single Executive Committee position, the Secretary shall also issue to the members at the Annual General Meeting, voting papers whereby they can vote for a candidate or candidates to fill the vacancies. The result of the vote will be announced at the meeting and the successful candidates will take office effective from the end of the Club year.
- 7.4 Nominees for Club Committee positions shall be taken from the floor (unless already provided in advance in writing) following election of the Executive Committee. The list of required Club Committee positions shall be determined by the Chair and communicated to members in advance of the Annual General Meeting and may vary each Club year based on membership levels and current and/or foreseen Club activity.
- 7.5 Elected candidates will take office effective from the end of the Club year.

8. Termination of Membership of the Executive Committee

- 8.1 A member of the Executive Committee shall forthwith cease to be a member of the Executive Committee if they:
- a) cease to be a member of the Club;
 - b) resign their membership of the Executive Committee by notice in writing to the Secretary; or



- c) are absent for more than six months without permission of the Chair from meetings of the Executive Committee held during that period.

9. Meetings of the Executive Committee

- 9.1 The Chair shall determine the dates and times of Executive Committee meetings and shall hold at least two meetings per Club year.
- 9.2 The quorum at any such meeting shall be four members, of which a minimum of two must be Officers.
- 9.3 Each member of the Executive Committee present at a meeting of the Executive Committee shall be entitled to one vote. Proxy votes will be accepted if in writing and signed. The Chair shall be entitled to vote and may also exercise their casting vote.
- 9.4 The Executive Committee may invite persons other than members of the Executive Committee to attend at their meeting and to join in their work, but not to vote.

10. Validity of Decisions

- 10.1 All acts done by any meeting of the Executive Committee or by any persons acting as a member of the Executive Committee shall be valid unless it is discovered afterwards that there was some defect in the appointment of such persons or that they were disqualified or had vacated office.
- 10.2 A resolution in writing signed by all the members of the Executive Committee shall be as valid and effectual as if it had been passed at a duly convened and constituted meeting of the Executive Committee.
- 10.3 Any decision which for reasons of urgency may be taken by the Chair after consultation with the appropriate Officers but without waiting for an Executive Committee meeting must be reported to the Executive Committee at their next available meeting so that the Executive Committee can either approve the action taken or initiate alternative policies.

11. Officers and their Duties

- 11.1 The Officers shall consist of a Chair, a Secretary and a Treasurer to be elected at the Annual General Meeting of the Club.
- 11.2 In addition to any other duties set out elsewhere within this Constitution:



- a) the Chair shall be responsible for the smooth running of the Club;
- b) the Secretary shall keep minutes of all meetings and conduct the formal correspondence of the Club; and
- c) the Treasurer shall collect all subscriptions and monies due, pay out all duly authorised costs incurred in the running of the Club, arrange all required liability insurances, and at the end of each Club year prepare an income and expenditure account together with a balance sheet and present them to the Independent Examiner for review.

12. General Meeting and Executive Committee Meeting Procedure

- 12.1 Meetings shall be chaired by the Chair, or in the absence of the Chair, by their deputy. In the absence of both the Chair and their deputy, meetings shall be chaired by another member appointed by a majority of those present.
- 12.2 All questions arising at the meeting shall be decided by a simple majority of votes of those present and entitled to vote.
- 12.3 The declaration of the meeting chair as to the result of any vote shall be final.
- 12.4 The Secretary or some other person appointed for the purpose shall keep minutes of the meeting. The minutes of General Meetings shall be approved in accordance with Clause 4.8. The minutes of Executive Committee meetings shall be shared with Executive Committee members within two weeks of the meeting to which they relate and be approved at the next meeting of the Executive Committee.

13. Financial Affairs

- 13.1 The Treasurer, acting under the direction of the Executive Committee, shall ensure that proper accounts are maintained of the finances of the Club.
- 13.2 The Executive Committee may open, maintain and operate such bank account or accounts as they shall think fit for the purposes of the Club, and may also determine the Officers (being not less than two in number) who are individually entitled to act as a signatory for cheques or orders.
- 13.3 A current copy of the Club bank account statement shall be shared with members on a regular basis.



14. Use of Club Funds

- 14.1 All moneys received by way of subscription or otherwise shall be devoted to the aims and objectives of the Club.
- 14.2 No remuneration shall be payable to Officers or other members of the Executive Committee.
- 14.3 No payment shall be made to any member except reasonable and proper payment for expenses or work carried out at the express request of or with the specific approval of the Treasurer or Executive Committee. Payments of small sums (the amount of which shall be determined by the Executive Committee from time to time) shall be verbally approved by the Treasurer before the expense is incurred, whereas all other payments shall be approved in writing by the Executive Committee before the expense is incurred.
- 14.4 The Executive Committee shall not on behalf of the Club enter into any loan agreement or make any one-off purchase of a value exceeding £200, without the prior agreement of Club members, such agreement to be obtained at an Extraordinary General Meeting.

15. Accounts

- 15.1 A member of the Club shall be appointed as Independent Examiner and they shall hold office until the next Annual General Meeting when they will be eligible for re-appointment unless a resolution to the contrary effect or a resolution appointing a new Independent Examiner shall be passed, and so on at each succeeding Annual General Meeting.
- 15.2 The Independent Examiner shall not be (and shall not be related to or cohabiting with anyone that is) a member of the Executive Committee or a signatory to any Club bank account.
- 15.3 As soon as may be after the end of each accounting period of the Club (June to May) the Treasurer shall present the accounts for that period to the Independent Examiner who will proceed to certify (if satisfied) the same for submission to the Annual General Meeting.
- 15.4 A copy of the accounts for the year shall be sent to every member of the Club not less than one week before the date of the Annual General Meeting.



16. Dissolution

- 16.1 If the Executive Committee or members (in accordance with Clause 4.5) at any time decide that on the ground of expense or otherwise it is desirable that the Club shall be dissolved, an Extraordinary General Meeting of the members shall be called for that purpose.
- 16.2 The Club may only be dissolved if seventy five per cent or more of those present at the Extraordinary General Meeting vote for dissolution and this number exceeds sixty seven per cent of the then current membership. In such cases the resolution shall have effect and the affairs of the Club shall be wound up.
- 16.3 In the event of the Club being dissolved, the Executive Committee shall appoint a liquidator to dispose of the Club's assets.
- 16.4 The members shall be jointly responsible for any outstanding liabilities.
- 16.5 After meeting all recognised liabilities the liquidator shall pass any remaining assets to a voluntary organisation of the Executive Committee's choosing, such organisation preferably having aims and objectives similar to those of the Club.

17. Notices

- 17.1 Notices to members of the Club shall be sufficiently served if sent by email to the last email address that they have notified to the Secretary in writing.
- 17.2 The Executive Committee shall employ best efforts to serve notices to members not having provided a valid email address for Club communications.

18. Use of the Club Name

- 18.1 No member shall in any publication, film, television or other broadcast or other public utterance ascribe views or policies to the Club without the approval of the Executive Committee.

19. Club Affiliations

- 19.1 The Club shall be affiliated to such regional and/or national federations and alliances as will benefit the Club members. Affiliation fees shall be automatically incorporated in the annual subscription.



20. Data Protection

- 20.1 The Executive Committee shall ensure that the Club at all times complies with current data protection legislation and shall ensure that the Club's policies and working practices operate in accordance with the requirements that any such legislation may place upon the Club.
- 20.2 The Executive Committee shall publish and maintain on the Club website its Privacy Policy which shall set out the Club's approach to data protection and in particular the personal data that will be collected and for what purposes.
- 20.3 The Chair shall be responsible for ensuring that all members with access to personal data are clear about the need to maintain a separation between personal data from different data controllers, and between controlled and domestic use of personal data.
- 20.4 Data Protection shall be a standing agenda item for each Executive Committee meeting, during which the Executive Committee shall review the Club's current data protection processes and procedures and assure their on-going relevance and effectiveness.
- 20.5 Wherever reasonably practical members shall be notified of changes to the Privacy Policy with not less than four weeks notice.
- 20.6 In the event that a proposed change to the Privacy Policy is required in order for the Club to remain compliant with data protection legislation, any member not agreeing to the policy will be required to resign from the Club. Any other change to the Privacy Policy may be discussed with the Executive Committee in the first instance, after which any member may call for an Extraordinary General Meeting in accordance with Clause 4.5 if they remain dissatisfied with the proposed change.

21. Changes to the Constitution

- 21.1 All changes to this Constitution shall be agreed at a General Meeting of members.

6th September 2018