

CONSTITUTION OF TAUPO CAMERA CLUB INCORPORATED

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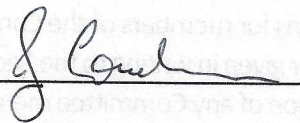
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At the Annual General Meeting of the Taupo Camera Club on 19 November 2024, a resolution was passed to adopt this updated Constitution of the Club.

Signed:



Michael M. Timmer
Treasurer



J. Couchman
Secretary

19th November 2024.

THE SOCIETY

1. Name

- 1.0 The name of the Society is Taupo Camera Club Incorporated (the Club).
- 1.1 The Club is constituted by resolution dated 02 November 2006 and a Constitution re-registered under the Incorporated Societies Act 1908 No 1888173 NZBN 9429043144259 on 21 November 2006.
- 1.2 The Club is affiliated to Photographic Society of New Zealand Incorporated (PSNZ).

2. Registered Office

- 2.0 The Registered Office of the Club shall be that of the Treasurer. The postal address may be the postal address of the Secretary or such address as the Committee decides.

3. Purpose of Taupo Camera Club Incorporated

- 3.0 The purpose of the Club is to:
 - a) Attract amateur photographers to participate and join the club.
 - b) Provide members with a regular meeting place.
 - c) Educate members in the art of photography.
 - d) Encourage members to develop and improve their technical skills and competency level in photography.
 - e) Promote the club and its activities in the wider community.
 - f) Make the rules and regulations as required for the good conduct of the club.
- 3.1 Pecuniary gain is not a purpose of the Club.

GOVERNANCE OF THE CLUB

4. Managing Committee

- 4.0 The Club is governed by a Management Committee (the Committee), which will consist of but not restricted to the following, with a minimum of six persons elected:
 - a) President
 - b) Vice President
 - c) Secretary
 - d) Treasurer; or Secretary – Treasurer
 - e) Image Secretary (formally known as the Competition Secretary)
 - f) One or two other members elected by the Club's members present at the Annual General Meeting (AGM).
- 4.1 Committee members must be financial members of the Club.

5. Nomination of Committee Members

- 5.0 Nomination for Office: All candidates standing for election as Officers of the Club will be nominated by one financial member and seconded by another. A ballot will be held where more than one nomination is received.
- 5.1 Nominations for members of the Committee may be made from the floor at the Annual General Meeting, or given in writing to the Secretary if a member is unable to attend the meeting.
- 5.2 If the position of any Committee member becomes vacant between Club Annual General Meetings, the Committee shall appoint another Club member to fill that vacancy for the unexpired term of office, or until the next Club Annual General Meeting.
- 5.3 If any Committee member is absent from three consecutive meetings without leave of absence, the Chairperson may declare that person's position to be vacant.

6. Cessation of Committee Membership

- 6.0 Persons cease to be Committee members when:
- a) They resign by giving written notice to the Committee.
 - b) They are removed from office. Any Officer of the Club or member of the Committee may be removed by a resolution passed and carried by two-thirds majority by any Special General Meeting of the Club.
 - c) Their Term of Office expires.
- 6.1 If a person ceases to be a Committee member, that person shall within one month return all Club documents and property to the Committee.
- 6.2 Certain people may not be Committee members as set out in section 47 (3) of the Incorporated Societies Act 2022. These include but not limited to an undischarged bankrupt, person under 16 years of age, a person convicted of a crime.

7. Powers and duties of the Committee

- 7.0 Subject to the rules of the Club (the Rules), the role of the Committee is to:
- a) Administer, manage, and control the Club and exercise reasonable care and diligence.
 - b) Raise funds, receive donations, subscriptions, and grants.
 - c) Carry out the purposes of the Club and use money or other assets to do that.
 - d) Manage the Club's bank accounts.
 - e) Ensure that all members follow the Rules.
 - f) Arrange the annual program, including workshops and other learning opportunities in addition to the monthly club meeting.
 - g) Decide the times and dates for meetings and set the agenda for meetings.
 - h) Decide the procedures for dealing with complaints.
- 7.1 Recommend membership fees, including subscriptions and levies. Guidelines for setting Family and Junior fees are outlined in the Definitions.
- 7.2 The Committee has all the powers of the Club, unless the Committee's power is limited by these Rules, or by a majority decision of the Club.
- 7.3 Decisions of the Committee bind the Club unless the Committee's power is limited by these Rules or by a majority decision of the Club.
- 7.4 Do anything which is lawful and necessary to achieve the purpose of the Club..
- 7.5 Act in the best interest of the Club, comply with this Constitution and the law.

8. Roles of Committee Members

8.0 The President's role is to:

- a) Ensure that the Rules are followed.
- b) Convene Club meetings.
- c) Chair meetings, deciding who may speak and when.
- d) Oversee the operation of the Club.
- e) Give a report on the operation of the Club at each Annual General Meeting.
- f) Advise the Registrar of Incorporated Societies of any alteration to the Rules; and
- g) Being familiar with this Constitution and the statutory duties under which this Club operates.
- h) Ensure the annual return is filed and all statutory requirements are undertaken by the Club.

8.1 The Secretary's role is to:

- a) Record the minutes of Committee, Special and General Meetings.
- b) Maintain the Club's records, documents, and books, (including electronic records).
- c) Receive and reply to correspondence as required by the Committee.
- d) Ensure notices of motions are given to Members in accordance with this Constitution.

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- e) Induction and processing of new members.
 - f) Update the register of members.
 - g) Maintaining and completing Members application Consent Forms and accepting resignations
 - h) Maintenance of a Conflict-of-Interest Register.

8.2 The Treasurer's role is to:

- a) Collect and receive all payments made to the Club. These payments shall be banked within seven days after the Treasurer receives them.
- b) Make authorised payments from the Club's bank accounts approved by the committee in conjunction with another appointed and authorised committed member.
- c) Maintain a Register of all financial members with relevant details on members obtained from the Member application Consent Form provided by the Secretary.
- d) Keep a true and accurate record in the Club's account book, Members Register so that the Club's financial situation and Members can be clearly understood at any point in time.
- e) Give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, and more often if either the Committee or a majority of the Club decides this in a meeting.
- f) Complete the Annual Return for the Club in accordance with section 109 of the Incorporated Societies Act 2022 within 6 months of the financial year end.
- g) Advise the Registrar about changes to the Club, including Officers as set out in Section 116 of the Incorporated Societies Act 2020.

8.3 The Image Secretary's role is to:

- a) Contact judges and arrange which judges will critique the images for each month throughout the year.
- b) Collate all competition entries from club members each month and send these to the judge. Receive the results and prepare images and comments for club night.
- c) Keep an accurate record of member competition results and collate these to determine the winners of the various club trophies and awards.
- d) Present the competition images with judge's comments at club night.
- e) Forward by email the judge's comments to all members after each club night.
- f) Present any other supporting audiovisual material as the Committee decides.

8.4 Contact person of the Club with the Registrar

- a) Section 113 of the Incorporated Societies Act 2022 required that at least 1 person is appointed as a contact person and no more than 3 people are recorded with the Registrar. The Treasurer, Secretary and the President shall be a contact person.

8.5 Committee Members are responsible for:

- a) Assisting with the above roles by supporting the officers of the Club and taking on responsibilities to ensure for the smooth running of the Club. This may include but not limited to marketing, publicity, field trip organisation and the facilitation of workshops.

8.6 Advising the Registrar of Club changes

- a) Changes to our name, officers i.e. committee members, balance date, constitution, and purpose. These all must be done within 3 months of any changes.

8.7 Performing a Governance procedures review triennially

- a) Consider performing a governance review at least every 3 years that satisfies section 42G of the Charities Act 2005. Refer to Governance check List – Charities Services. First Published 15 March 2024.

CLUB MEMBERSHIP

9. Types of Members

- 9.0 A member is either an Ordinary Member, Family Member, a Junior Member (aged under 18 years), or a Life Member. A junior member may have a support person.
- 9.1 An Ordinary Member, Family Member, and a Junior Member have the rights and responsibilities as set out in these Rules.
- 9.2 A bona fide family living at the same address may be eligible for Family Membership. This will be three or more members and can include up to two adults and any number of juniors.
- 9.3 A Life Member is a person who is acknowledged as a longstanding and distinguished member of the Club.
- 9.4
 - a) In considering the award of Life Membership an individual should have demonstrated significant, sustained, and high-quality service enhancing the reputation and future of the Club, leaving a noteworthy legacy. They must be a financial Ordinary Member of the Club and will be currently involved in Club activities and events including mentoring other members and sharing their knowledge and expertise.
 - b) A Life Member has all the rights and responsibilities of an Ordinary Member (including the right to vote), but does not have to pay fees, subscriptions, or levies.
 - c) A Life Member may be called upon to assist with special projects or for guidance and advice in areas of expertise.

10. Admission of Members

- 10.0 To become an Ordinary Member, Family Member, or a Junior Member, a person (the Applicant) shall complete a Consent Form to become a Member.
- 10.1 The Committee shall have complete discretion when it decides whether to let the Applicant become an Ordinary Member, Family Member or Junior Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.
- 10.2 An Ordinary Member may become a Life Member only if:
 - a) The Committee recommends that the Club should appoint the Ordinary Member as a Life Member; or a nomination for appointment of an Ordinary Member as a Life Membership is submitted to the Committee for consideration; and
 - b) The Club passes a resolution at a Special General Meeting appointing the Ordinary Member as a Life Member by a two-thirds majority of those members present and voting. This meeting may be conducted by email, video-link, or phone conference call, any of which can be used as a means of avoiding the involvement of the nominee in the process.
- 10.3 Any nomination for Life Membership must be in writing and signed by two current financial members of the club, who are unrelated to each other. The nomination shall highlight the achievements and activities of the nominee and at a minimum must meet the criteria outlined above.
- 10.4 The presentation of the Life Membership Award may take place at any Club meeting.

11. The Register of Members

- 11.0 The Treasurer shall keep a register of all members (the Register), which shall contain the names, email addresses and telephone numbers of each person, and the dates at which they became members.
- 11.1 If a member's email address or telephone number changes, that member shall give the new email address or telephone number to the Secretary.
- 11.2 Each member shall provide such other details as the Committee requires.

12. Cessation of Membership

12.0 Any member may resign by giving notice to the Secretary.

12.1 A member may have his or her membership terminated in the following way:

- a) If, for any reason whatsoever, the committee is of the view that a member is breaching Constitution or acting in a manner inconsistent with the purposes of the Club, the committee may give written notice of this to the member (the Committee's Notice). The committee's notice shall:
 - i) Explain how the member is breaching the Rules or acting in a manner inconsistent with the purposes of the Club.
 - ii) State what the member must do in order to remedy the situation; or state that the member shall write to the Committee giving reasons why the Committee should not terminate the member's membership.
 - iii) State that if, within 14 days of the member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the member's membership.
 - iv) State that if the Committee terminates the member's membership, the member may appeal to the Club.
- b) After 14 days of the member receiving the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the member's membership by giving the member written notice (Termination Notice), which takes immediate effect. The termination notice shall state that the member may appeal to the Club at the next meeting by giving written notice to the Secretary (member's notice) within 14 days of the member's receipt of the Termination Notice.
- c) If the member gives the member's notice to the Secretary, the member will have the right to be fairly heard at the next Club meeting. If the member chooses, the member may provide the Secretary with a written explanation of the events as the member sees them (the member's Explanation), and the member may require the Secretary to give the member's Explanation to every other member. If the member is not satisfied that the other Club members have had enough time to consider the member's explanation, the member may defer his or her right to be heard until the following Club meeting.
- d) When the member is heard at a Club meeting, the Club may question the member and the Committee members.
- e) The Club shall then by majority vote decide whether to let the termination stand, or whether to reinstate the member. The Club's decision will be final.

13. Re-admission of former Members

13.0 Any former member who has resigned may apply for re-admission in the same way as a new applicant, but if the former member's membership was terminated by the Committee or the Club, the Applicant shall not be readmitted without the approval of the Committee by majority vote.

14. Obligations of Members:

14.0 All Ordinary, Junior, Family, and Life Members shall promote the purposes of the Club and shall do nothing to bring the Club into disrepute.

15. Disputes Resolution

15.0 Committee adopts the disputes resolution process as set out in Schedule 2 of the Incorporated Societies Act 2022, if it is not covered by Cessation of Membership above.

CONFLICT OF INTEREST

16. Conflict of Interest

A member of the Club has a conflict of interest in a decision of the Club when:

- 16.0 the member has a personal or financial interest in the decision;
- 16.1 the decision affects an organisation in which the officer has a personal or financial interest;
- 16.2 the decision affects a close family member;
- 16.3 where the member is unable to act in the best interests of the Club because of a competing interest.
- 16.4 Where a member is interested in a decision of the Club they **may not**:
- 16.5 materially influence or vote on the decision; and
- 16.6 take part in the deliberation about the decision.
- 16.7 A member must declare any interest in writing to the Committee as soon as they become aware of it.
- 16.8 The Secretary is to maintain a conflicts of Interest Register when such an activity arises.

MONEY AND OTHER ASSETS OF THE CLUB

17. Use of Money and Other Assets

- 17.0 The Club may only use money and other assets if:
- 17.1 It is for a purpose of the Club.
- 17.2 It is not for the sole personal or individual benefit of any member; and
- 17.3 That use has been approved by either the Committee or by majority vote of the Club.

18. Joining Fees, Subscriptions and Levies

- 18.0 The Club shall decide by majority vote at a Club Annual General Meeting:
- 18.1 What the fees (subscription) shall be for an Ordinary, Family, and Junior Member order to stay a member and how often this is to be paid.
PSNZ members may pay the relevant fee, less the PSNZ affiliation fee.
- 18.2 Annual membership subscriptions shall be paid by 01 February or upon joining.
- 18.3 If any member does not pay a subscription by the date set by the Committee or the Club, that member shall have a further period of seven days to pay the subscription or levy. After the seven-day period, the member shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Club activity until all the arrears are paid, and the member's membership shall be suspended until all arrears are paid in full.

19. Additional Powers

- 19.0 The Club may invest any funds in a manner that a prudent person might exercise.

20. Financial Year

- 20.0 The financial year of the Club begins on 1st October of every year and ends on 30 September of the following year.

21. Financial Arrangements

- 21.0 The Committee must keep accounts consistent with the standards set by the External Reporting Board (XRB). The most recent annual accounts can be seen by any member of the Club on request and must be filed with Registrar within six months of the financial year end.

22. Payments

- 22.0 Any payment made by the Club shall be by electronic transaction. All payments shall be approved by the committee and recorded in the monthly financial report.
- 22.1 The Treasurer, the President and one other committee member (preferably the Secretary) shall be registered with the bank and have access to Internet Banking.
- 22.2 All electronic payments made from the Club's bank accounts, shall be electronically authorised by the Treasurer and one other of the two registered as above.
- 22.3 Both of the electronic authorisers of a club payment are expected to view the relevant documentation and confirm that the goods or services have been received by the club, and that the payee's bank account details are correctly loaded into the banking system.

23. Inspection of Accounts

- 23.0 At an Annual General Meeting, the Committee shall present the accounts for the immediate past financial year. Once the accounts have been approved by members the President shall produce certified copies of the accounts to the Registrar of Incorporated Societies.
The members at an Annual General Meeting may or may not require the accounts to be (a) reviewed by an independent person, and or (b) audited by a suitable person.

CONDUCT OF MEETINGS

24. Club Meetings

- 24.0 A Club meeting is either an Annual General Meeting, Special General Meeting, or a Club meeting (but not a committee meeting). Meetings can be face to face, or remotely by electronic means i.e. video-link, or conference call or via email/post see section 24.2 below.
- 24.1 The Annual General Meeting shall be held once every year in November. The Committee shall determine when and where the Club shall meet within those dates. Not less than twenty-one (21) days' notice of the time and location of such an intended meeting will be sent by email to each member.
- 24.2 A resolution can be passed in lieu of a meeting as set out in Section 89 to 90 of the Incorporated Societies Act 2022.
- 24.3 Special General Meetings may be called by the Committee. The Committee shall call a Special General Meeting if the Secretary receives a written request signed by at least a quarter of the members.
- 24.4 The Secretary shall give all members at least 10 days' notice of the business to be conducted at any Club General or Special General Meeting.
- 24.5 All members may attend and vote at Club meetings.
- 24.6 No Club Annual General or Special General Meeting may be held unless at least half plus one of the members attend.
- 24.7 All Club meetings may be chaired by the President. If the President is absent the Club may elect another club member to chair that meeting. Any financial member of the club chairing a Club meeting has a casting vote.
- 24.8 The Committee may appoint an independent person to chair a Club meeting (Chairperson). This person would not need to be a member of the Club and would have no voting rights.
- 24.9 On any given motion at a Club meeting, the Chairperson shall in good faith determine whether to vote by:
 - a) Voices,
 - b) Proxy Votes held by the President (independently confirmed beforehand),
 - c) Show of hands; or

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- d) Secret ballot.
However, if any member demands a secret ballot before a vote by voices or show of hands has begun, voting shall be by secret ballot.
If a secret ballot is held, the Chairperson, if they are a club member, will have a casting vote.

24.10 The business of an Annual General Meeting shall be to:

- a) Consider the minutes of the previous meeting(s).
- b) Adopt the President's Annual report on the business of the Club.
- c) Review Treasurer's report on the finances of the Club, and the Statement of Accounts for the most recent financial year.
- d) Elect Officers and Committee members and record bank signatories.
- e) Set membership fees for the next year (due 01 February).
- f) Consider motions.
- g) Attend to general business.
- h) Hold a planning session for the following year's programme.

25. Motions at Club Meetings

25.0 Any member may request that a motion be voted on (Member's Motion) at a Club meeting, by giving written notice to the Secretary at least 28 days before that meeting. The member may also provide information in support of the motion (Member's Information). The Committee may in its absolute discretion decide whether the Club will vote on the motion. However, if the member's motion is signed by at least a quarter of all members:

- a) It shall be voted on at the Club meeting chosen by the member; and
- b) The Secretary shall give the member's Information to all members at least 14 days before the Club meeting chosen by the member; or
If the Secretary fails to do this, the member has the right to raise the motion at the following Club meeting.
- c) The Committee may also decide to put forward motions for the Club to vote on (Committee Motions).
- d) Voting at a Club Meetings can be remotely by electronic means or in person or by Proxy Vote given to the President.
- e) A proxy form with notice of motion is to be sent out to Members under section b above and setting out the motion asking the Member to either support the motion, reject the motion, or to give their vote of the motion to the President to be used at their discretion.
- f) A simple majority of 50% or more carries a motion at a Club meeting.

26. Committee Meetings

26.0 The Committee will schedule to meet each month to conduct the business of the club. Meetings can be face to face, or by email, video-link, or conference telephone calls.

26.1 No Committee meeting may be held unless more than half of the Committee members attend. Where an email meeting is called the secretary will specify a time by which all replies should be received. Those committee members that reply within the timeframe will have their attendance recorded.

26.2 If the number of Committee Members falls below the 50% threshold then those Committee Members at a meeting may act in a caretaker role to meet the ongoing obligations of the club, but for no other purpose.

26.3 The President shall chair Committee meetings, or if the President is absent, the Vice President shall chair the Committee meeting. If the Vice President is also absent, the Committee shall elect a Committee member to chair that meeting.

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- 26.4 Decisions of the Committee shall be by majority vote.
 - 26.5 The Chairperson or person acting as Chairperson has a casting vote.
 - 26.6 Only Committee members present at a committee meeting may vote at that Committee meeting. In the case of a meeting conducted by video-link or phone conference, voting shall be by the members who are participating signifying individually his or her assent or dissent by voice.
 - 26.7 In the case of a meeting transacted by email, voting shall be determined by the number of valid votes received by the Secretary by email within the time specified in the notice given for that meeting. Votes received after that time shall be invalid votes.
 - 26.8 Subject to these Rules, the Committee may regulate its own practices.

SIGNING OF DOCUMENTS

27. Signing of Documents

- 27.0 A document shall be executed on behalf of the Club if the document is signed by any one of the Chairperson, Secretary, or Treasurer, and countersigned by one other member of the Committee.

ALTERING THE CONSTITUTION

28. Altering the Rules

- 28.0 The Club may amend or replace this Constitution or decide to wind up at a Club Annual General or Special General Meeting by a resolution passed by a two-thirds majority of those members voting including Proxy Votes held by the President.
- 28.1 At least 10 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.
- 28.2 When a Constitution change is approved by a General Meeting the Managing Committee shall submit it to Registrar in the required form.
- 28.3 No addition to or alteration of the purpose of the Club, personal benefit clause, or winding up clause, shall be made, which affect the non-profit body status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.
- 28.4 The Registrar must be advised of changes no later than 3 months from the date the amendment is made.

WINDING UP

29. Winding up

- 29.0 If the Club is wound up:
 - a) The Club's debts, costs and liabilities shall be paid.
 - b) Surplus money and other assets of the Club may be disposed of:
 - i) By resolution; or
 - ii) In accordance with the provisions of the Incorporated Societies Act 2022; but
 - c) No distribution may be made to any member.
 - d) The surplus money and other assets shall be distributed to the Photographic Society of New Zealand Incorporated for that Society to use as it sees fit. If PSNZ ceases to exist the surpluses and other assets shall be given or transferred to any registered charitable organisation in New Zealand, with similar objects or purposes to those of the Club as may be determined in accordance with the Rules and any resolution to wind up passed by the members.
 - e) Failing the above in accordance with section 27 of the Charitable Trust Act 1957, i.e. at the direction of the Court.

DEFINITIONS

30. Definitions

Club	Taupo Camera Club Incorporated.
Constitution	Being this document, setting out the rules of the Club.
Club Meeting	Club Meeting is either an Annual General Meeting, Special General Meeting or a regular monthly club meeting.
Committee	The Committee of the Club.
Committee Meeting	A meeting of the Committee and not a Club Meeting.
Committee Member	Any member who is on the Committee. A committee member is considered an Officer in terms of the Incorporated Societies Act 2022.
Consent Form	A Consent Form is required for membership and is completed on application for membership and is used to update the Members Register.
Ordinary Member	An adult who is aged 18 years or over at time of joining the club.
Officer	An Officer of the Club in terms of the Incorporated Societies Act 2022 is a Committee Member.
Junior Member	A member who is aged under 18 years at time of joining the club or when their next subscription is due.
Family Membership	A family group of three or more people living at the same address. Must be a bona fide family group and can include up to two adults and any number of juniors (aged under 18 years).
Family Membership Fee	The fee will be the one full ordinary (adult) membership fee plus the highest value full fee for the second member (may be a second adult or a junior). For subsequent juniors, the fee will be 10% standard junior membership fee.
Junior Membership Fee	The standard junior fee for member aged under 18 years will be set at 50% ordinary adult fee.
Support person for Junior	An adult may attend meetings solely to support a junior, and not take an active part in club competitions. There will be no membership fee for the adult.
Majority vote	A vote made by more than half of the members who are present at a meeting and who are entitled to vote and voting at that meeting upon a resolution put to that meeting.
Money or Other Assets	Any real or personal property or any interest therein, owned or controlled to any extent by the Club.
Management Committee	Management Committee is the Committee of the Club.
Payment	Any transfer of legal tender by cash, electronic transfer, or any other means of paying legal tender.
Proxy Vote	A Proxy Vote maybe given by a member to the President to be exercised at a Club Meeting. The Proxy Vote must be given in writing and can be by email. The vote can be given on a specific motion, or it can be given to the President to be used at their discretion.
Register	Register of members to contain name, contact details, and date becoming a Member.
Registrar	The Registrar is the Registrar of Incorporated Societies
Use Money or Other Assets	To use, handle, invest, transfer, give, apply, expend, dispose of, or in

Written Notice	any other way deal with, money or other assets. Hand-written, printed, or electronic communication of words i.e. email or a combination of these methods.
Tenure of Office	Elected Committee members will hold the position from the AGM at which they are elected, or from the time they are appointed during the year, until the next AGM.
