

Bylaw 24. Council Meetings

INTRODUCTION

Under the Constitution of the Photographic Society of New Zealand Inc. (PSNZ) the Executive Officers have been given the power to create and set Bylaws that are applicable to the description of specific events, activities, jobs, portfolios and/or publications that fall within the operations of the Society.

Objectives of this Bylaw

This Bylaw is intended to outline the conduct of Council meetings and Council business in accordance with paragraph 6.3 of the Constitution.

Clause 4.5(g) of the Constitution provides for the Executive to decide the times, dates and agenda for all Executive, Council and Society meetings.

1. Council Meetings

- (a) A full Council meeting will be held as and when required, but will not be less than twice per Council term at a time and place decided by the President.
- (b) Meetings will be chaired by the President or in his/her absence by the Vice President or another person appointed for the purpose of chairing the meeting.
- (c) Councillors are required to prepare for and contribute appropriately and effectively to all Council meetings. Councillors who cannot attend a meeting are required to advise the President and Secretary in writing.
- (d) The Council is not precluded from discussing matters that are the prerogative of the Executive Officers under clause 4.5 of the Constitution. Any conclusion arrived at will be a recommendation to the Executive Officers to approve the appropriate resolution to give effect to the recommendation.
- (e) Any resolution passed independently by the Executive Officers may be challenged by Council, and if deemed necessary the Executive Officers may be requested to reconsider and amend accordingly.
- (f) The business discussed at Council meetings is to be recorded by either digital or paper copy by the Secretary and retained for future reference purposes. This record is to be approved as a true and correct record of the meeting at the next meeting of Council.
- (g) The details of business discussed at Council meetings is CONFIDENTIAL to Councillors and should not be discussed, debated or shared to persons outside

of council except with the permission of the President. The President may also rule that a particular item of business on the Agenda is STRICTLY CONFIDENTIAL or “in Committee” in which case it may not be revealed to anyone who is not a member of Council.

- (h) Matters debated while council is “in Committee” shall not be reported in any published minutes of Council meetings.
- (i) Only Council members in attendance at a Council meeting may vote at that Council meeting. No proxy voting is permitted.
- (j) In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.
- (k) Matters of urgency and not requiring debate may be decided by circulating full information to all Councillors and an electronic vote may be taken. A simple majority will decide the issue. Any requests meeting this criterion are to be addressed to the Secretary who will circulate the matter to Councillors and record the outcome of the voting as if the resolution was passed at a regular meeting of Councillors.
- (l) A copy of all council decisions will be advised to all members after the meeting.
- (m) A copy of the final minutes of the meeting (minus any information sufficient to identify an individual member) will be published in the members areas of the PSNZ website.

2. Executive Meetings

- (a) The Executive Officers will meet as deemed necessary to fulfil the purpose of its role as set out in the Constitution. The recording and procedures at meetings of the Executive Officers will be the same as those noted above for General Council Meetings.

- (b) **Bowron Foundation**

Clause 9.0 of the Constitution appoints the Executive Officers to be designated Trustees for the purposes of the Trust deed of the Foundation. Bylaw 7 explains the background and purpose of the Foundation.

- All resolutions pertaining to matters on behalf of the Foundation are to be by unanimous resolution of the Executive Officers. Any abstentions from voting will result in a “failed” resolution and the matter under discussion will not proceed.