

# The Photographic Society of New Zealand Incorporated

## Constitution

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# CONSTITUTION OF THE PHOTOGRAPHIC SOCIETY OF NEW ZEALAND INCORPORATED

## 1.0 Name

The name of the society is the Photographic Society of New Zealand Incorporated ("The Society").

## 2.0 Registered Office

The Registered Office of the Society shall be the address of the Secretary or at any place as may from time to time be determined by the Executive Officers. Notice of the location of the registered office or any change, will be given to the relevant Government Agencies, all members and affiliated clubs within fourteen (14) days of any change being approved by the Executive Officers.

## 3.0 Purposes of the Society

### 3.1 The purposes of the Society are to:

- a. Promote education in and advancement of the art and science of photography in all its applications.
- b. Support members and affiliated clubs for photography.
- c. Promote and facilitate friendship, co-operation and the exchange of information and ideas on photography.
- d. Promote the highest standards of achievement in photography in order to encourage public appreciation of photography.
- e. Hold events including conventions, seminars and other activities to educate and provide opportunities for participants to grow their knowledge and practical applications in photography, including the art and science of photography.
- f. Produce in either printed or digital copy, publications to showcase the work of members or to promote the development and knowledge of photography for readers.
- g. Hold and promote exhibitions and salons of members' photographic works.
- h. Recognise the highest achievement of members by the award of photographic honours and distinctions.
- i. Engage in any or all such lawful activities which may be conducive or incidental to the attainment of the purposes of the Society.
- j. Affiliate and co-operate with kindred and other organisations including international photographic societies.
- k. Make Bylaws necessary for the regulation and good conduct of the Society.

### 3.2 Definitions and miscellaneous matters in this Constitution:

- a. Constitution

Means this Constitution as amended from time to time.

- b. Society Council

The Council consists of the Executive and Councillors who shall be members elected or appointed to fulfil the duties and purpose of the Society as determined by this Constitution.

- c. Councillor  
A member elected or appointed to manage a specific function or activities to fulfil the purposes of the Society.
- d. The Executive  
Members elected or appointed to fulfil the duties and purposes of the Society, being the Officers. The role of the Executive is further defined in 4.8.
- e. Ex Officio  
The right to be present at a defined meeting with the right to make comment including full voting rights or as amended by the Executive who have the power to determine the status of the ex officio appointment.
- f. Majority Vote  
Means a vote made by more than half of the members who are present at a Society Meeting and who are entitled to vote at that meeting upon a resolution put to that meeting.
- g. Member  
Means and includes all classes of members of the Society as described in the Bylaw relating to Membership unless otherwise expressly defined.
- h. Money or Other Assets  
Means the real or personal property or any interest therein owned or controlled to any extent by the Society.
- i. Patron  
Means the person appointed as the Patron of the Society.
- j. President  
Means the President of the Society.
- k. PSNZ  
Means the full legal name of the Society.
- l. Purposes  
Means the objects or purposes of the Photographic Society of New Zealand Incorporated as defined in 3.1.
- m. Quorum  
As defined in the Membership Bylaw.
- n. The Society  
Refers to the Photographic Society of New Zealand Incorporated that represents members of the said Society in New Zealand.
- o. Society Meeting  
Any Special or Annual General Meeting.
- p. Written Notice  
Notice of meeting shall be by mail or electronic media to the member's address as noted in the records of the Society. Postmark or dated electronic media no less than fourteen (14) days in advance of the scheduled meeting shall be used to confirm delivery of the material.

**It is assumed that:**

1. Where a masculine is used, the feminine is included.
2. Where the singular is used, plural forms of the noun are also inferred.
3. Headings are a matter of reference and not a part of this Constitution.

4. Matters not covered in this Constitution shall be decided upon by the Executive Officers.

## **4.0 Management of the Society**

### **4.1 Membership**

- a. Membership of the Society shall consist of two types of membership:
  - i. Ordinary members which includes the following classes: Individual members; Double members; Family members; Junior members; Honorary Life members; Honorary fellows; Honorary members. The Society's Council is empowered to add additional classes or delete any of these existing classes.
  - ii. Clubs and Societies. Any club or society whose aims or purposes are compatible with those of this Society may be added to the Membership and thus become an affiliated club.
- b. A member (including a club or society) may be a resident in New Zealand or overseas.
- c. Members shall accept and conform to the Constitution and Bylaws of the Society.

#### **4.1.1 Resignation of membership**

A member or members wishing to resign from the Society shall give notice in writing addressed to the Treasurer or Database-Coordinator of the Society. To be an effective resignation, the following must have been complied with:

- a. All arrears of subscriptions and any other amounts owing to the Society must be paid.
- b. No refund of subscription (or part year thereof) shall be made.
- c. On resignation (or termination), a member shall return all property including records and documents held.
- d. Once resignation has been confirmed by Council, the member's previous rights will cease, and the member will have no access to any property, assets or privileges of the Society.

#### **4.1.2 Termination of membership**

The Council shall have the power to terminate a member or members membership of the Society.

Termination shall proceed as follows:

- a. Termination shall be upon a majority vote of Council at a regular or special meeting of Council.
- b. Notice of intention to terminate shall then be served on the member in writing, with such notice to state the grounds for termination.
- c. The member may appeal the grounds for termination by notifying the Secretary of his/her intention to appeal within ten (10) days of receipt of the termination notice.
- d. The member's appeal shall be heard at the next regular Council meeting following the meeting of Council at which the termination decision was rendered.

No reasons shall be advised if the application is declined on appeal.

#### **4.1.3 Unfinancial members**

All types of members (including affiliated clubs) who are unfinancial by reason of not having paid their annual subscription will be deemed to be unfinancial members and as a consequence will cease to enjoy all the rights and privileges that a fully paid member enjoys.

Membership may be reinstated at the discretion of Council upon payment of all arrears from the date of the last subscription being due including the amount due for their current subscription year.

#### **4.2 Society Council**

The Society Council shall consist of the combined members of the Executive and Councillors.

#### **4.3 The Executive shall be the:**

- a. President
- b. Vice President
- c. Immediate Past President (for the one year following completion of tenure)
- d. Secretary
- e. Treasurer

#### **4.4 Appointment of Executive**

The requirements for the Executive Positions shall be:-

##### **4.4.1 President**

- a. No member shall be eligible to be elected to the office of President unless they have served on the Council for at least one of the two years prior to their nomination. The initial term of office for the President shall be two years.
- b. The President must be a financial member of the Society.
- c. In the event of the death, resignation or removal from office of the President, the Vice President shall become the President. The Council shall elect a new Vice President from among the Councillors, who remains in office until the next Annual General Meeting.
- d. A President who has held office for two consecutive years shall be eligible for re-election for a further term of one year, if they choose to stand for re-election. The maximum term shall be three (3) consecutive years.
- e. At the expiry of their term of office, the President shall become the Immediate Past President, for a term not exceeding one year.

##### **4.4.2 Vice President**

- a. No member shall be eligible to be nominated or elected to the office of Vice President unless they have served on Council for at least one of the two years prior to their nomination.
- b. The elected term of the Vice President shall be one year from the date of the Annual General Meeting at which they are elected. The incumbent may apply to stand for election on an annual basis.
- c. The Vice President must be a financial member of the Society.

- d. In the event of the death, resignation or removal from office of the Vice President, the Council shall elect a new Vice President from among the Councillors, who remains in office until the next Annual General Meeting.

#### **4.4.3 The Secretary and Treasurer**

The Secretary and Treasurer shall be appointed by Council in accordance with the respective Bylaws pertaining to these positions and in accordance with Clause 5.2.

#### **4.5 Role of the Executive**

The governance of the Society shall be vested in the Executive, which may exercise all the powers of the Society and do all things which are not expressly authorised by the Society at a Society Meeting.

Subject to this Constitution of the Society (the "Constitution"), the role of the Executive is to:

- a. Administer, manage, and fulfil the purposes of the Society.
- b. Contribute to the allocation of portfolios to elected Councillors.
- c. Develop, amend and recommend the implementation or removal to Council, Bylaws for the Governance of the Society.
- d. Ensure that all members are aware of the Constitution and Bylaws.
- e. Manage the Society's financial affairs, including approving the Annual Performance Reports for presentation to the members at the Annual General Meeting.
- f. Delegate responsibility and co-opt members or engage professional advisors, where necessary.
- g. Decide the times, dates and agenda for all Executive, Council and Society meetings.
- h. Decide the procedures for dealing with complaints, disputes; and the hearing and resolution of appeals.
- i. Bring all decisions made by the Executive to Council who shall have the right to challenge any decision for reconsideration.
- j. All decisions of the Executive shall be by a majority vote. In the event of an equal vote, the President shall have a casting vote, that is, a second vote.

#### **4.6 Roles of the Members of the Executive**

##### **4.6.1 The President is responsible for:**

- a. Representing the Society formally and informally as its figurehead.
- b. Promoting the good and welfare of the Society and carrying out all duties pertaining to that office including the management of strategy and policy issues.
- c. Allocating portfolio positions to elected Councillors.
- d. Presiding at all meetings of the Executive; Council; Special and Annual General Meetings of the Society and regulating the proceedings at said meetings.
- e. Signing all written contracts and/or obligations of the Society as and when required.
- f. Approving items of expenditure and acting as a signatory to all bank accounts.

- g. Being an ex officio member of all Society Boards and sub or special committees formed for whatever purpose of the Society.
- h. Having all the powers and responsibilities of the other Executive members and Councillors, but may not hold any other position on the Executive.

**4.6.2 The Vice President is responsible for:**

- a. Deputising for the President as required.
- b. Assisting the President in the management of strategy and policy issues.
- c. Presiding at all meetings of the Executive; Council; Special and Annual General Meetings of the Society and regulating the proceedings at said meetings for which the President is not present.
- d. Having all the powers and responsibilities of the other Executive members, but may not hold any other position on the Executive.

**4.6.3 The Immediate Past President is responsible for:**

Support for the President, Executive and Council.

**4.6.4 The Secretary is responsible for:**

- a. Accurate notation of the minutes for all meetings as required by the Council.
- b. Management of formal documentation and correspondence with members in preparation for Society Meetings.
- c. Coordination of Society Meetings.
- d. All functions and duties as set out in the Bylaws of the Society.
- e. Maintaining a register of members as required.
- f. Rendering all documents as required by Statute.
- g. Having the powers and responsibilities of other Councillors, but may not hold any other position on Council.
- h. Completion of other functions and duties from time to time as required by Council.

**4.6.5 The Treasurer is responsible for:**

- a. Keeping Council informed as to the financial state of the Society.
- b. Preparing all returns as required by Statute or the Charities Commission.
- c. Receiving all monies on behalf of the Society and depositing them into the Society's requisite bank accounts.
- d. Approving items of expenditure as a signatory to all bank accounts.
- e. Preparation of the Annual Performance Report along with the year-end financial statements for submission to review or audit.
- f. Presenting the Annual Performance Report, complete with the reviewed or audited financial statements at each Annual General Meeting.
- g. Working with and assisting the Executive on financial strategy, planning and management.
- h. All functions and duties as set out in the Bylaws of the Society.
- i. Having all powers and responsibilities of other Councillors, but may not hold any other position on Council.
- j. Completion of other functions and duties from time to time as required by Council.

#### **4.7 Councillors**

- a. Councillors manage the various portfolios within the Society. There shall be a maximum of eight Councillors.
- b. Councillors must at all times be financial members.
- c. The elected term of a Councillor shall be one (1) year from the date of the Annual General Meeting at which they are elected. Councillors may be re-elected on an annual basis.

#### **4.8 Election to Council**

##### **4.8.1 Nominations**

- a. Members shall nominate members to stand for elected Council positions (President, Vice President and Councillors).
- b. Nominations shall be called for at least forty-two (42) days prior to the date of the Annual General Meeting.
- c. All nominations must be submitted on the form prescribed in the Bylaws.
- d. Nominations for elected Council positions will close twenty-eight (28) days prior to the Annual General Meeting.

##### **4.8.2 Election**

- a. If the number of nominations for election to Council positions meets or falls below the required number, those persons nominated shall be declared elected.
- b. If the number of nominations for election to Council positions exceeds the required number then a ballot shall be held.
- c. The successful nominees will be those receiving the most votes as counted for that nominee.

##### **4.8.3 Ballot (if required)**

- a. Ballot papers shall be sent to all financial members entitled to vote no later than fifteen (15) days prior to the date of the Annual General Meeting by electronic or other means.
- b. Ballot papers shall be returned to the Secretary no later than seven (7) days prior to the Annual General Meeting by electronic or other means.
- c. The Secretary and President will compile the results of the ballot and announce the result at the Annual General Meeting.

#### **5.0 Authority of the Council**

The Council may exercise the following at their discretion:

#### **5.1 Honorariums**

The Council may decide from time to time to pay an honorarium to one or more members in recognition of services, or for any other reason that is not in conflict with any other provision of this Constitution, while avoiding the appearance or fact of conflict of interest.

In the event of paying an honorarium to a member of the Council this member must be recused from voting on the proposal. Council meetings shall conform to quorum rules even after a member or members is/are recused.

## **5.2 Appointment of Management Positions**

The Council shall have the authority to appoint personnel to management or other positions when Council deems this necessary to ensure the efficient functioning of the Society.

Any appointment shall not be a member of Council, with the exception of the Secretary and Treasurer.

## **5.3 Appointment of Committees**

- a. The Executive may at its discretion establish committees for the purposes of advising or administering matters as necessary to facilitate the efficient operations of the Society.
- b. The Executive shall approve the chairman of each committee and/or panel to be the convenor of the committee. The chairman may delegate responsibility for the summoning and reporting of that committee or panel.
- c. The President, Vice President and respective Councillors shall receive copies of all agendas, papers and minutes of meetings of said committee.
- d. The President or Vice President or their designated representative shall be ex officio of all committees.
- e. Councillors responsible for key Society portfolios, events and salons shall be ex officio of all relevant organising committees.

## **6.0 Responsibilities of Council Members**

- a. All Councillors and Executive shall endeavour to attend all Council and Society Meetings as scheduled throughout the calendar year. In the event a person cannot attend, written notice must be provided to the President and the Secretary stating the reason for absence.
- b. Council meetings may be conducted using audio visual links when considered appropriate.
- c. Council members shall carry out such duties as are required of them by the Constitution and Bylaws, or as delegated to the Council member, or as agreed to by the Council member.

## **6.1 Cessation of a Council Member**

- a. Persons cease to be a member of Council when any of the following apply:
  - i. They have not been elected, at the end of the Annual General Meeting.
  - ii. They resign by giving written notice to the President or the Secretary.
  - iii. They are removed by majority vote by members at a Society Meeting.
  - iv. They fail to meet the requirements or responsibilities set out in this Constitution, any relevant Statute or are persons to whom section 51 (2) of the Trustee Act 1956, or any successor legislation, may apply.

- v. They become non-financial during their term of office, in which case they cease to hold office on the expiring of fourteen (14) days of becoming nonfinancial.
  - vi. They fail to carry out such duties as are set out in the Portfolio Description, by the President, this Constitution and/or Bylaws, in which case they may be removed from office by the Executive.
- b. When a person ceases to be a Council member, that person must within one month give to the Secretary, all Society documents and property, including access to software and secure information technology.

## **6.2 Councillor Vacancies**

- a. The Executive shall have the power to appoint a person to fill any Councillor vacancy.
- b. Any appointed member shall hold office on Council only until the next Annual General Meeting, at which point they are eligible to offer themselves for election.

## **6.3 Council Meetings and Procedures**

Except to the extent specified in this Constitution, the Executive shall regulate the procedures for all Council meetings as specified in the Bylaws.

## **6.4 Society Meetings**

- a. A Society Meeting is either a Special or Annual General Meeting.
- b. The procedures and guidelines covering all Society Meetings are specified under the Bylaw pertaining to membership.

## **7.0 Patron**

The Council will recommend a person to fulfil the role of Patron, for confirmation by members at the Annual General Meeting. The annual membership fee for the Patron will be waived during their term in office.

## **8.0 Finances**

### **8.1 Financial Year**

- a. The financial year shall be one calendar year from the first day of January to the last day of December of that year, unless otherwise determined at any Society Meeting.

### **8.2 Assurance on the Financial Statements**

The Annual General Meeting shall:

- a. Receive and approve the audited or reviewed financial statements for the preceding financial year.
- b. Confirm the appointment of an auditor or reviewer for the ensuing financial year, who must be a Chartered Accountant and not a member of the Executive Committee or Council

## **9.0 Bowron Foundation**

For the purposes of the deed establishing the Bowron Foundation dated 25 March 1969, the membership of "the Council" as defined in Clause 1 (a) of the Trust Deed shall be the

Executive Officers and any other Councillor as the Executive choose to appoint from time to time.

### **10.0 Altering the Constitution**

- a. The Society may alter or replace this Constitution at an Annual General Meeting or Special Meeting of the Society by a resolution passed by a two-thirds majority of the members in attendance including proxies.
- b. No clause of the Constitution can be amended in any such way as to alter the Society's charitable status as approved by the relevant authority for Charities.
- c. Any proposed motion to amend or replace this Constitution shall be given in writing to the Secretary at least sixty (60) days before the Society's Annual General Meeting or any other Meeting called for this purpose and accompanied by a written explanation of the reasons for the proposal.
- d. When a change to the Constitution is approved by a Society Meeting, no change shall take effect until the Secretary has filed the changes with the relevant Government authorities and they have been acknowledged as accepted by the respective Registrars.

### **11.0 Interpretation**

The Executive shall be the sole authority for the interpretation of the Constitution and Bylaws of the Society. The decision of the Executive shall be final and binding on all Executive, Councillors and members of the Society.

### **12.0 Appeals (Disputes Resolution Procedures)**

The procedures for dealing with complaints, whether lodged by the Society (via the Council or Executive) or by an individual member, are detailed in Schedule 1.

A member who may find cause for dissatisfaction with the operations of the Society may appeal in writing to the Secretary who will present the appeal to the Executive. The Executive will review the appeal and undertake any research necessary to balance both sides of the appeal. The Executive will make a decision based on its findings and notify the appellant. The Executive's decision will be final.

### **13.0 Bylaws to Govern the Society**

- a. The Council may from time-to-time create, alter or rescind Bylaws for the general management of the Society so long as these are aligned to the Constitution and purposes of the Society.
- b. All such Bylaws shall be binding on members of the Society. A copy of the Bylaws shall be available to any member through the member's area on the website.
- c. Bylaws become binding when published.

### **14.0 Winding up of the Society**

After the payment of all of the Society's debts, costs and liabilities either of or a combination of the following may be applied:

- a. The Society may be wound up voluntarily if the members of the Society, at a Special Meeting pass a resolution requiring the Society to be wound up, and the resolution is confirmed at a subsequent Special Meeting called specifically for

that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed, was passed.

- b. If the Society is wound up, the surplus assets after payment of all debts, costs and liabilities shall be applied in accordance with the purposes of the Society or will be given or transferred to any registered charitable organisation in New Zealand with similar objects or purposes to those of the Society, as may be determined in accordance with the Constitution and any resolution to wind up passed by the members.

## Schedule 1

# Dispute Resolution Procedures

The procedures in the constitution must be treated as being consistent with the rules of natural justice if those procedures consist of:

1. all of the procedures in this schedule; and
2. any additional procedures that are consistent with those procedures.

### How complaint is made

1. A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that:
  - a. states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
  - b. sets out the allegation to which the dispute relates and whom the allegation is against; and
  - c. sets out any other information reasonably required by the society.
2. The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that—
  - a. states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
  - b. sets out the allegation to which the dispute relates.
3. The information given under subclause (1)(b) or (2)(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
4. A complaint may be made in any other reasonable manner permitted by the society's constitution.

### Person who makes complaint has right to be heard

1. A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
2. If the society makes a complaint,—
  - a. the society has a right to be heard before the complaint is resolved or any outcome is determined; and
  - b. an officer may exercise that right on behalf of the society.
3. Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if—
  - a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - c. an oral hearing (if any) is held before the decision maker; and
  - d. the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

### Person who is subject of complaint has right to be heard

1. This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent)—
  - a. has engaged in misconduct; or

- b. has breached, or is likely to breach, a duty under the society's constitution or bylaws or this Act; or
  - c. has damaged the rights or interests of a member or the rights or interests of members generally.
- 2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 3. If the respondent is the society, an officer may exercise the right on behalf of the society.
- 4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
  - a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
  - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - d. an oral hearing (if any) is held before the decision maker; and
  - e. the respondent's written statement or submissions (if any) are considered by the decision maker.

### **Investigating and determining dispute**

- 1. A society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
- 2. Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

### **Society may decide not to proceed further with complaint**

- 1. Despite the above, a society may decide not to proceed further with a complaint if—
  - a. the complaint is trivial; or
  - b. the complaint does not appear to disclose or involve any allegation of the following kind:
    - i. that a member or an officer has engaged in material misconduct
    - ii. that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or this Act:
    - iii. that a member's rights or interests or members' rights or interests generally have been materially damaged:
  - c. the complaint appears to be without foundation or there is no apparent evidence to support it; or
  - d. the person who makes the complaint has an insignificant interest in the matter; or
  - e. the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
  - f. there has been an undue delay in making the complaint.

### **Society may refer complaint**

- 1. A society may refer a complaint to—

- a. a subcommittee or an external person to investigate and report; or
  - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 2. A society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga based practice).

### **Decision makers**

- 1. A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be—
  - a. impartial; or
  - b. able to consider the matter without a predetermined view.