

# CONSTITUTION

## of the

### WELLINGTON PHOTOGRAPHIC SOCIETY INCORPORATED

(as amended by the Annual General Meeting, 27 November 2025)

#### 1. NAME

The name of the Society is the Wellington Photographic Society Incorporated, herein after referred to as “the Society”.

#### 2. OBJECTS

The objects of the Society are the encouragement of the study and practice of photography.

#### 3. REGISTERED OFFICE

The registered office of the Society shall be at such place in New Zealand as the Committee from time to time determines.

#### 4. CONTACT PERSON

The Committee shall appoint a Contact Person in accordance with the requirements of the Incorporated Societies Act 2022.

#### 5. MEMBERSHIP

5.1. Membership of the Society is open to persons of any age.

5.2. (a) Any person wishing to join the Society shall submit an application form, which may be online, supplying the required contact details and indicating consent to becoming a Member.

(b) An application shall be put to the next meeting of the Committee. The candidate shall be approved for membership by not less than a two-thirds majority vote of the Officers present.

(c) When the candidate is elected, the Committee shall advise the candidate when they have been approved.

(d) If the prescribed subscription fee is not paid within two months of the date of approval, the approval shall be voided.

5.3. (a) The Society shall consist of the following categories of Member: Ordinary Members, Honorary Members and Life Members.

(b) Ordinary Members are those Members who have paid the prescribed ordinary fee.

(c) Admission of Honorary Members shall be at the discretion of the Committee. Honorary Members shall take no part in the management of the Society but may attend its outings and meetings and take part in club activities. They may not vote at such meetings. Honorary Members shall not be required to pay a subscription fee.

(d) Members may be admitted as Life Members of the Society for meritorious service in the interests of the Society. Candidates for Life Membership shall be recommended by the Committee to the Members for admission at an Annual General Meeting of the Society and their admission shall be by vote of the Members by not less than a two-thirds majority. Life Members shall have the rights and privileges afforded to Ordinary Members without the requirement for payment of a subscription fee.

- 5.4 Every Member shall provide the Society in writing, which may include by e-mail or online form, with that Member's name and contact details (namely e-mail address and a telephone number) and promptly advise the Society of any changes to those details.
- 5.5 The Society shall keep an up-to-date Register of Members. For each current Member, the information contained in the Register of Members shall include:
- (a) their name
  - (b) the date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown').
  - (c) their contact details.

## 6. TERMINATION OF MEMBERSHIP

- 6.1. **Resignation:** Any Member may resign their membership by giving notice in writing, which may include by e-mail or text message, to the Committee.
- 6.2. **Expulsion:** A Member may be expelled from membership of the Society as a result of the dispute resolution provisions in clause 22.
- 6.3. **Non-Payment:** Membership shall cease if the subscription fee is not paid within 12 weeks of notification that subscriptions are due.
- 6.4. A Member who has ceased to be a Member under this Constitution:
- (a) remains liable to pay all due subscriptions and other fees to the Society
  - (b) shall cease to hold themselves out as a Member of the Society
  - (c) shall return to the Society all material provided to Members by the Society (including any membership certificate, badges, handbooks and manuals)
  - (d) shall cease to be entitled to any of the rights of a Society Member.

## 7. SUBSCRIPTION

- 7.1. The Annual Subscription shall be such sums as set at an Annual General Meeting or Special General Meeting following a recommendation by the Committee.

## 8. MANAGEMENT OF THE SOCIETY

- 8.1. Management of the Society shall be the responsibility of the Committee. The Committee has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Society, and may regulate its proceedings as it sees fit, subject to such modifications, exceptions, or limitations as are contained in the Incorporated Societies Act 2022 or in this Constitution.
- 8.2. The Committee shall consist of the President, Immediate Past President, Secretary and Treasurer, and any additional positions as deemed required. The members of the Committee shall constitute the Officers of the Society.
- 8.3. No person shall be elected as an Officer if they are disqualified from being an Officer under the Incorporated Societies Act 2022 or the Charities Act 2005 or any succeeding legislation.
- 8.4. The Officers shall be elected at Annual General Meetings and shall hold office for a term of one year commencing at the end of the Annual General Meeting at which they were elected and expiring at the end of the next Annual General Meeting.
- 8.5. The President may hold office for no more than three consecutive years. They may seek office again after a lapse of one year. Upon ceasing to be President, that Member shall become the Immediate Past President and shall remain on the Committee until the following Annual General Meeting.

- 8.6. The Committee shall have the power to appoint a person to fill any vacant position in the Committee until the next Annual General Meeting. The Committee has the power to co-opt Committee members as required and appropriate.
- 8.7. An Officer shall be removed as an Officer by resignation or by resolution of the Committee or the Society where in the opinion of the Committee or the Society:
- (a) the Officer elected to the Committee has been absent from five Committee meetings without leave of absence from the Committee
  - (b) the Officer has brought the Society into disrepute
  - (c) the Officer has failed to disclose a conflict of interest
  - (d) the Committee passes a vote of no confidence in the Officer
- with effect from (as applicable) the date specified in a resolution of the Committee or Society.

## **9. BORROWING POWERS**

The Society may from time to time, borrow money for the purposes of the Society. Money may be borrowed from any persons, businesses, or corporations, but only in accordance with a resolution passed by a two-thirds majority vote of the Members present at an Annual or Special General Meeting.

## **10. BY-LAWS**

The Committee shall from time to time make, repeal and amend By-laws and Regulations (not inconsistent with this Constitution) as they think expedient for the internal management and well-being of the Society.

## **11. ANNUAL GENERAL MEETING**

- 11.1. The Annual General Meeting of the Society shall be held not more than six months after the end of the Society's financial year, and no more than 15 months after the previous Annual General Meeting, at a date, time and place to be fixed by the Committee.
- 11.2. The business of the Annual General Meeting shall be to:
- (a) receive from the Committee a Report and Financial Statements for the preceding financial year
  - (b) receive from the Committee notice of any disclosures of conflicts of interest made by Officers during that period (including a summary of the matters, or types of matters, to which those disclosures relate)
  - (c) elect the Committee
  - (d) set Annual Subscriptions
  - (e) decide if a Financial Review is required for the forthcoming year and, if required, authorise the Committee to appoint a suitably qualified person to undertake the review
  - (f) decide on any motion which may be duly submitted to the meeting
  - (g) consider general business.
- 11.3. Any Member wishing to submit a motion to alter the Constitution at the Annual General Meeting shall give notice in writing, which may include via e-mail, to the Secretary not later than four weeks before the Annual General Meeting. Any such notice of motion shall indicate the names of the proposer and the seconder.
- 11.4. Nominations for Officers shall be submitted in writing, which may include via an online form, to the Secretary not later than two weeks before the date of the Annual General Meeting. Any such nominations shall indicate the names of the proposer and seconder and shall include confirmation that the nominee consents to the nomination and certifies they are not disqualified from being an Officer under the Incorporated Societies Act 2022 or the Charities Act 2005.

- 11.5 In the event there are no nominations for a Committee vacancy received prior to the Annual General Meeting, the meeting Chairperson shall ask for nominations from those in attendance.

## **12. SPECIAL GENERAL MEETING**

- 12.1. A Special General Meeting may be called by the Committee at any time or upon receipt of a request signed by no fewer than ten Members;
- 12.2. Such a meeting shall be held within one calendar month of receipt of such a request at a date, time and place to be fixed by the Committee;
- 12.3. No business shall be conducted at any Special General Meeting except that which is specified in the notice calling the meeting.

## **13. NOTICE TO BE GIVEN OF MEETINGS**

At least seven days before the Annual General Meeting or any Special General Meeting, a notice of such meeting and of the business of which notice has been given shall be sent to the last known e-mail address of each Member. It shall also be posted to the Society's digital platforms.

## **14. PROCEDURE AT MEETINGS**

- 14.1. Annual and Special General Meetings of the Society and meetings of the Committee may be held either by the Members who constitute a quorum assembled together at the place, date and time appointed for the meeting, or by means of audio, or audio and visual, communication by which all Members constituting a quorum can simultaneously hear each other throughout the meeting.
- 14.2. **Quorum:** The quorum throughout all Annual and Special General Meetings of the Society is ten Members present in person (including those present by means of audio, or audio and visual, communication). The quorum for Committee Meetings is four Officers.
- 14.3. **Chair:** At all meetings of the Society, the Chair shall be taken by the President or, in the President's absence, their nominee. If both are absent, the Members present shall elect one of their number to take the chair.
- 14.4. **Voting Eligibility**
- (a) Every Ordinary and Life Member present shall be entitled to one vote upon every motion.
- (b) Voting powers at General Meetings shall be limited to those Members sixteen years of age and over.
- 14.5. **Proxy Voting:** Any Ordinary or Life Member of the Society unable to be present at an Annual or Special General Meeting may exercise a vote by proxy.

A proxy duly signed by the Member or submitted by online form must be in the hands of the Chair before the meeting commences.

### **14.6. Voting Procedure**

- (a) Voting at all meetings, including meetings of the Committee shall be in the first instance by voice PROVIDED that if no fewer than two Members shall so demand voting shall be by show of hands PROVIDED ALSO that if no fewer than two Members shall so demand voting upon the admission of a candidate shall be by ballot.
- (b) In the case of an excess of candidates for the position(s) available, voting for Election of the Officers and Committee shall be by ballot only.
- (c) In the case of an equality of votes the Chairperson shall have a second or casting vote.
- 14.7. **Minutes:** The Society must keep minutes of all Annual and Special General Meetings of the Society and meetings of the Committee.

## **15. FINANCIAL YEAR**

The financial year shall end on 30 June, to which day the accounts of the Society shall be balanced.

## **16. INTERPRETATION OF THE CONSTITUTION**

- 16.1. The Committee is the sole authority for the interpretation of this Constitution and of the By-laws and Regulations made thereunder.
- 16.2. The Committee may determine any matter affecting the Society that arises which is not provided for under this Constitution in such manner as it deems fit provided such a decision shall be consistent with the provisions of the Incorporated Societies Act 2022 or any succeeding legislation or regulations and is not inconsistent with the Society's Objects.
- 16.3. A decision made by the Committee under this clause 16 shall be final and binding on the Members.

## **17. ALTERATION OF CONSTITUTION**

- 17.1. This Constitution may be added to, repealed, or amended by resolution of which notice has been given at any Annual or Special General Meeting provided that no such resolution shall be deemed to have been passed unless it be carried by at least two-thirds of the Members voting thereon.
- 17.2. No addition to or alteration or recision of the Constitution shall be approved if it affects the personal benefits clause 21 or the liquidation clause 20.

## **18. CONTROL OF FUNDS**

- 18.1. The funds and property of the Society shall be:
  - (a) controlled, invested and disposed of by the Committee, subject to this Constitution, and
  - (b) devoted solely to the promotion of the objects of the Society.
- 18.2. The Committee shall maintain bank accounts in the name of the Society.
- 18.3. All money received on account of the Society shall be banked within five working days of receipt.
- 18.4. All accounts paid or for payment shall be submitted to the Committee for approval of payment. Online payments shall be authorised by any two Officers appointed for that purpose by the Committee.
- 18.5. The Committee must ensure that there are kept at all times accounting records that:
  - (a) correctly record the transactions of the Society, and
  - (b) allow the Society to produce financial statements that comply with the requirements of the Incorporated Societies Act 2022 and the Charities Act 2005 or any succeeding legislation, and
  - (c) would enable the financial statements to be readily and properly reviewed if an Annual General Meeting decides that a Financial Review is required.
- 18.6. The Committee must establish and maintain a satisfactory system of control of the Society's accounting records.
- 18.7. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last seven completed accounting periods of the Society.

## **19. INDEMNITY**

Any Officer acting in their official capacity with the approval of the Society or the Committee who incurs a personal liability shall be indemnified by the Society to the extent allowed in the Incorporated Societies Act 2022 or any succeeding legislation, provided the Officer has acted honestly and without negligence. Prior to being invoked in regard to any matter or any Officer, any indemnity must be approved by a resolution passed by a simple majority vote of the Committee.

## **20. LIQUIDATION**

In the event of a liquidation, the property of the Society shall be disposed of for such charitable purposes or to such charitable organisations as the Committee in its discretion thinks fit.

## **21. PERSONAL BENEFITS**

- 21.1. Any income benefit or advantage shall be applied to the stated objects of the Society.
- 21.2. No Member of the Society or any person associated with a Member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever.
- 21.3. Any income paid shall be reasonable and relative to that which should have been paid in an arm's length transaction (being the open market value).
- 21.4. The provisions and effects of these clauses shall not be removed from the Constitution of the Society.

## **22. DISPUTE RESOLUTION**

### **Raising disputes**

- 22.1. Any grievance raised by a Member, or any complaint by anyone, is to be lodged with the Secretary in writing, which may be by e-mail, and must provide the details of the grievance or complaint. All Members (including the Committee) are obliged to co-operate to resolve disputes efficiently, fairly, and with minimum disruption to the Society's activities.
- 22.2. The person raising the grievance or complaint, and the Committee, must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

### **Investigating disputes**

- 22.3. This rule concerns any grievances of Members relating to their rights and interests as Members, and any complaints concerning the alleged conduct or discipline of Members, collectively referred to as "disputes".

These disputes procedures are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints.

- 22.4. Rather than investigate and deal with any grievance or complaint, the Committee may:

- (a) appoint a sub-committee to deal with the grievance or complaint, or
- (b) refer the grievance or complaint to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice and the following requirements under this rule are satisfied,

The Committee or any such sub-committee or person considering any grievance or complaint is referred to hereafter as the "decision-maker".

- 22.5. The decision-maker:

- (a) shall consider whether to investigate and deal with the grievance or complaint, and
- (b) may decline to do so (for instance, if the decision-maker is satisfied the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material damage; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members' interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Society).

- 22.6. Where the decision-maker decides to investigate and deal with a grievance or complaint, the following steps shall be taken:

- (a) The complainant and the Member(s), or the Society, which is the subject of the grievance, must be advised of all details of the grievance.

- (b) The Member(s), or the Society, which is the subject of the grievance, must be given adequate time to prepare a response.
- (c) The complainant and the Member(s), or the Society, which is the subject of the grievance, must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers an oral hearing is required.
- (d) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

22.7. Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:

- (a) The complainant and the Member(s) complained against must be advised of all allegations concerning the Member(s), and all details of the complaint.
- (b) The Member(s) complained against must be given an adequate time to prepare a response.
- (c) The Member(s) complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers an oral hearing is required.
- (d) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.

22.8. A Member may not make a decision on, or participate as a decision-maker in regards to a grievance or complaint, if two or more Officers, or the decision-maker, consider there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially, or without a predetermined view. Such a decision must take into account the context of the Society and the particular case, and may include consideration of facts known by the other Members about the decision-maker, so long as the decision is reasonably based on evidence that proves or disproves an inference the decision-maker might not act impartially.

### **Resolving disputes**

22.9. The decision-maker may:

- (a) dismiss a grievance or complaint, or
- (b) uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Society and Members shall comply), or
- (c) uphold a complaint and:
  - (i) reprimand or admonish the Member, and/or
  - (ii) suspend the Member from membership for a specified period, or terminate the Member's membership, and/or
  - (iii) order the complainant (if a Member) or the Member complained against, to meet any of the Society's reasonable costs in dealing with a complaint.