

# DERBY CITY PHOTOGRAPHIC CLUB

## CONSTITUTION AND RULES

### PREAMBLE

Derby City Photographic Club was originally known as "Madeley Photographic Workshop" when the first constitution was drawn up. It was subsequently renamed "City Photographic Workshop" and a revised constitution was introduced in January 1984.

It was renamed "Derby City Photographic Club" following a resolution at the Annual General Meeting held on 16th January 2006. At the same Annual General Meeting it was resolved that The Club's Constitution and Rules be reviewed and revised if considered necessary. The revised Constitution and Rules of the Derby City Photographic Club were adopted by resolution of the Annual General Meeting held on 15 January 2007. Some revisions have been deemed necessary to the Constitution and Rules agreed at that meeting and subsequently. These were adopted by resolution of the membership at the Annual General Meetings held on Monday 17<sup>th</sup> January 2011, Monday 4<sup>th</sup> March 2013 and Monday 19<sup>th</sup> January 2015 at The Grange, Littleover. This Constitution supersedes and replaces all previous versions.

For simplicity and brevity, masculine terms are used in the following document and shall be taken also to imply and include the feminine equivalent.

### TITLE

1. The organisation shall be called "DERBY CITY PHOTOGRAPHIC CLUB" (hereinafter called "The Club").

### AIMS, OBJECTS and ACTIVITIES

2. The Aims and Objects of The Club shall be:
  - a) To provide a social meeting place for photographers of all levels of ability.
  - b) To create and promote successful photography.
  - c) To further the art of photography.

- d) To encourage club members to share expertise and methods by informal discussion and/or demonstration.
- e) To organise meetings for practical participation by members.
- f) To organise photographic competitions.
- g) To organise meetings at which guest speakers or lecturers give talks, displays, demonstrations etc. on specialist subjects and/or photography in general.
- h) To undertake various photographic projects and assignments.
- i) To encourage members to produce their own photographic displays, talks, demonstrations etc.
- j) To encourage and help beginners to photography when appropriate.
- k) To provide, when and if possible, photographic or other associated equipment or apparatus for use by members.
- l) To assist members, where appropriate, in exploring, evaluating and implementing technological and social developments in photography and associated activities.
- m) To provide a forum for discussion, learning, opinion forming and lobbying in matters related to photography and associated activities.

### **ELIGIBILITY FOR MEMBERSHIP**

- 3. Club membership is at the discretion of the committee but generally shall be open to anyone interested in photography or in any associated activities that the committee deems suitable.

### **ELECTION OF MEMBERS**

- 4.
  - a) A candidate for membership shall not be deemed elected unless approved by the vote of the majority of members present and voting at either a meeting of the committee or a general meeting of The Club.
  - b) Any candidate whose application for membership is declined shall have no right of appeal.
  - c) A candidate for membership shall give an undertaking to accept this constitution and comply with the rules.
  - d) Prospective members may attend up to three meetings as visitors to

assess The Club and its members, facilities etc. before applying for membership and shall sign the attendance book and pay the attendance fees on each visit.

## **SUBSCRIPTIONS AND FEES**

5. a) Members shall pay an annual subscription plus, normally, a fee for each 'weekly' meeting attended. Members shall also pay such attendance fees for other meetings that the committee specifies or that are passed by ballot at Annual General Meetings or Special General Meetings. See also as noted in Rules 5e) and 16e).
- b) Annual subscriptions shall become due on the first day following the date of the Annual General Meeting and shall apply to the period ending on the day of the next Annual General Meeting.
- c) Members under the age of nineteen years or over the State Retirement Age or who are registered as unemployed shall pay half the annual subscription fee but shall pay the attendance fees for each meeting.
- d) New members joining part way through an administrative year shall pay a reduced annual subscription reflecting the remaining time in the administrative year, at the discretion of the Treasurer and as endorsed by the Committee, plus the normal attendance fees. New members joining during November and December shall be offered free membership for those months if they pay the following year's annual membership fee in advance at the current rate. The normal attendance fees shall still apply.
- e) The Club may, at the sole discretion of the committee, charge special attendance fees to members, guests and visitors for particular events or activities. Such fees may be in place of, or additional to, the normal attendance fees. Guests of The Club shall normally attend free of charge except where special attendance fees apply.
- f) Subscriptions and normal attendance fees shall be determined by the members at an Annual General Meeting or at a Special General Meeting but may be amended by the committee in certain circumstances. (See: Duties and Functions of the Committee - Rule 16e).

## **ATTENDANCE AT MEETINGS**

6. a) All meetings of The Club, with the exception of Committee and Sub-committee meetings, shall be open to attendance by all elected and paid-up Club members, subject to the Rules under Paragraph 5.

- b) Non-members, both visitors and guests, shall be invited to attend Club meetings with the exception of Committee and Sub-committee meetings, subject to the Rules under Paragraph 5.
- c) Persons under the age of 16 years shall not be admitted to any meeting of The Club, unless accompanied by an adult family member or guardian.
- d) All members, guests and visitors shall print their names in the Attendance Register at every Club meeting they attend. Names shall be legible as the Register will be used as an evacuation roll call in the event of fire / fire drill at the meeting premises.

### **ADMINISTRATIVE AND FINANCIAL YEARS**

- 7. The financial year of The Club shall be the period commencing on the first day of January and ending on the thirty first day of December of the same year. The administrative year of The Club shall commence on the first day following the Annual General Meeting and end on the day of the next Annual General Meeting.

### **TERMINATION OF MEMBERSHIP**

- 8.
  - a) A member may terminate his membership of The Club at any time by tendering his resignation in writing to the committee.
  - b) A member's membership of the club will lapse if not renewed within 1 month of the AGM. Extenuating circumstances will be taken into account at the discretion of the Committee.

### **RIGHTS, PRIVILEGES AND LIABILITIES OF MEMBERSHIP**

- 9.
  - a) The rights, privileges and liabilities of each member shall be personal to himself and shall not in any circumstances be transferable or transmissible.
  - b) A member shall comply with the Constitution and Rules of The Club and shall not act in a way detrimental or prejudicial to the interests of The Club or its members

### **INDEMNITY**

- 10. The Club and its officers and committee collectively or individually accepts no responsibility or liability whatsoever for injuries or damage to any person or property, however caused.

## CONDUCT OF MEMBERS

11. a) All members attending meetings of The Club shall register their name in an attendance book made available for that purpose.
- b) A member may invite a guest to a club meeting. The guest shall sign the attendance book and shall pay the usual attendance fee.
- c) A member who, in the opinion of the committee, disregards disobeys or violates any of these rules or any additional rule or regulation issued by the committee or is guilty of conduct prejudicial or detrimental to the interests of The Club shall be liable to expulsion. Such a member shall be furnished, by the committee, with a statement in writing of the charges made against him and shall be afforded an opportunity of answering them either orally or in writing. If within twenty-eight days no explanation is given, or if in the opinion of not less than two-thirds of the members of the committee present and voting at a meeting called for that purpose, the explanation is unsatisfactory, the committee by a similar majority may decide to expel or suspend the member, whereupon the member shall within fourteen days be notified in writing of such decision. Any member thus expelled shall not be entitled to a refund of his subscription or any part thereof.
- d) The management of the venue reserves the right to refuse entry to any person. Anyone abusing the venue's facilities or who in any way contravenes the rules, regulations or conditions imposed by the management of the venue will be required to leave.

## ORGANISATION

12. a) The management of The Club shall be vested in a committee, (afore and hereinafter called "The Committee").
- b) The Committee shall comprise The Club Officers plus a minimum of two other elected members and shall comprise a minimum of eight persons in total.
- c) The Committee shall carry out their duties without reward or payment. Committee members may reclaim payment of reasonable expenses that they have incurred on behalf of The Club with the prior agreement of the committee. See also Rule 15d) Duties of Treasurer.

*Note: See "Duties and Functions of the Committee - Rule 16".*

## **OFFICERS AND COMMITTEE**

13. a) The following officers of The Club shall be elected at the Annual General Meeting from the membership of The Club:
- i) Chairman
  - ii) Vice Chairman
  - iii) Secretary
  - iv) Treasurer
  - v) Internal Competition Secretary
  - vi) External Competition Secretary
  - vii) Equipment Officer
  - viii) Programme Secretary
  - ix) Webmaster
- b) The officers once elected shall constitute an Executive Committee empowered to act on The Club's behalf in times of emergency until new officers are elected to replace them, subject to their actions later being ratified by The Club committee.
- c) The Club may decide by ballot at an Annual General Meeting that the duties of two of the officers may be undertaken by one person for the period up to the next Annual General Meeting. See also Rule 15b) concerning the appointment of Vice Chairman.
- d) Any committee member who is absent from a committee meeting on more than three occasions without a specially agreed "leave of absence" may, at the discretion of the committee, be relieved of the position of committee member.

## **ELECTION OF OFFICERS AND COMMITTEE**

14. a) The officers shall be elected from the membership of The Club at the Annual General Meeting. Nominations for each post duly seconded and approved by the nominee shall be submitted in writing to the Secretary at least seven days before the Annual General Meeting. If there is more than one candidate for any office a ballot shall be taken at the meeting and each member of The Club present shall be entitled to vote in respect of each office to be filled. Nominations for a particular post may be accepted at the Annual General Meeting if no other nominations have been received for that post prior to the Annual General Meeting.
- b) The newly elected Chairman may assume the Chair immediately upon election if he so wishes.
- c) The election of the committee members additional to the officers

shall take place at the Annual General Meeting and shall be carried out in a similar manner to the election of officers as in (a) above.

- d) The newly elected members of the committee shall take office and assume their duties immediately after the Annual General Meeting and unless intermediately dismissed, or resigning voluntarily, shall hold office until the next Annual General Meeting.
- e) In the event of any vacancy occurring in the membership of the officers or committee before the next succeeding Annual General Meeting of The Club, the committee may appoint a suitable person from the membership to fill the vacancy.
- f) In addition, The Committee may, at its discretion, appoint suitable persons from the membership to act as committee members for the period up to the next Annual General Meeting or for other shorter periods that The Committee shall specify at the time of appointment. The persons appointed shall be entitled to vote at committee meetings.
- g) If an Annual General Meeting or a Special General Meeting does not achieve a quorum - see Rules 19a) and 19b) - The Committee shall remain in office and shall continue with all its duties until a further Annual General Meeting or Special General Meeting is arranged. The Committee shall arrange for a new Annual General Meeting or Special General Meeting to take place as soon as is practicable but not more than 56 days from the date of the Meeting that failed to achieve a quorum.

## **DUTIES OF OFFICERS**

15. The duties of the officers of The Club shall include the following:

a) **The Chairman.**

The Chairman shall be spokesman for The Club. He shall preside at club meetings, committee meetings and general meetings and be a member of the committee and have a right to a personal vote.

He shall in the event of a vote being equally divided at a general or committee meeting at which he is chairman have the right to a casting vote if he so wishes.

He shall, ex-officio, be the chairman of all sub-committees and other officially appointed groups and have the right to a casting vote at those sub-committee or group meetings if he so wishes, however, he shall not have the right to a personal vote.

He shall prepare an Annual Report and, subsequent to it being

approved by the committee, shall present it at the Annual General Meeting.

At every weekly club meeting he shall carry out the following duties:

- i) Welcome any visitors and/or prospective members.
- ii) Welcome any new members present.
- iii) Announce future club events which need early notification or notice.
- iv) Announce the content and venue of the next weekly meeting.
- v) Announce any other relevant items.
- vi) Announce the name and/or content of the present meeting and introduce the lecturer or judge etc. if appropriate.
- vii) Conclude the meeting and propose a vote of thanks to the lecturer or judge etc. if appropriate.

*Note: The Chairman is not bound to use his personal vote. If he chooses to use his personal vote he must do so at the time the votes are being counted otherwise he forfeits it on that issue. If he uses his personal vote, his casting vote is forfeited.*

b) **The Vice Chairman**

The Vice Chairman shall be a member of the committee and have a personal vote.

He shall deputise for and undertake the duties of the Chairman when the Chairman is absent.

He shall carry out such duties as the Chairman may wish if or when directed by the Chairman.

He shall, in the event of a vote being equally divided at a general or committee meeting at which he is chairman, have the right to a casting vote if he so wishes.

He shall if directed by the Chairman or in the absence of the Chairman assume the Chair at any sub-committee or officially approved group meeting as ex-officio Chairman and have the right to a casting vote if he so wishes, but he shall not have the right to a personal vote.

The office of Vice-Chairman may be held by another officer of The Club except the Chairman and:

- i) if the person is nominated and elected to both offices.
- ii) if the person elected can execute fully the duties of both offices.

- iii) on the condition that the person shall only have one personal vote.

*Note: The Vice-Chairman, when in the Chair, is not bound to use his personal vote. If he chooses to use his personal vote he must do so at the time the votes are being counted otherwise he forfeits it on that issue. If he uses his personal vote, his casting vote shall be forfeited.*

c) **The Secretary**

The Secretary shall convene, attend and take minutes of all meetings and conduct the correspondence of The Club. He shall prepare and supply to each officer and member of the committee the agenda together with any reports relevant to that meeting.

He shall prepare the agenda together with any relevant reports and correspondence for any general meeting and arrange for the necessary notice to be given to members.

He shall prepare and arrange the distribution to members of nomination forms for the election of officers and committee members at the Annual General Meeting and allow sufficient time for their return in compliance with this constitution.

He shall retain and maintain in good order all minutes, records and copies of correspondence relevant to The Club.

He shall in the absence of the Chairman and Vice-Chairman undertake the Chairman's duties at weekly meetings.

He shall be the keeper of this Constitution and shall make it available to all members upon request. He shall be responsible for updating this Constitution as directed by an Annual General Meeting or a Special General Meeting.

He shall carry out any other duties relevant to his office and deemed as necessary by the committee.

On his retirement from office he shall hand over to his successor or to the Chairman of The Club all books, papers, records, etc. appertaining to his office.

d) **The Treasurer**

The Treasurer shall keep proper books of account of all monies received or paid on behalf of and in the name of The Club.

He shall in the name of The Club keep records of all investments.

He shall arrange for all monies and securities to be deposited at a bank or similar institution approved by the committee where an account shall be held in the name of The Club and from which cheques in the name of The Club, signed by two officers of The Club who shall be chosen by a committee resolution, may be drawn.

He shall be responsible for the calling-in and collecting of all debts and subscriptions and for the discharge of all liabilities of The Club out of The Club funds as directed by the committee.

He shall keep a debtor and creditor account and prepare the annual statement of accounts of The Club to the thirty-first day of December of each year which he shall present to the Annual General Meeting. He shall be responsible for the payment of expenses to speakers, judges, lecturers, models, etc., out of club funds. He shall be responsible for the reimbursement of the reasonable expenses of committee members and ordinary members where these expenses are incurred by approval of The Committee.

He shall make available The Club accounts and the annual statement of accounts for an audit by an independent auditor, who shall be chosen by a committee resolution immediately prior to the Annual General Meeting or at any other time at the direction of the committee.

He shall retain and maintain a record of all members and guests etc. attending weekly club meetings who shall sign an attendance book indicating the attendance fee paid.

He shall be responsible for the arrangement of insurance policies and indemnities as detailed in Rule 16g and for the payment out of club funds of premiums in respect of such insurances and indemnities.

He shall be responsible for compiling a list of all members together with addresses and other forms of contact information. He shall furnish this list to both the chairman and secretary and provide updates to it when changes to the list are necessary.

He shall carry out any other duties relevant to his office and deemed as necessary by the committee.

On his retirement from office he shall hand over to his successor or to the Chairman of The Club all books, papers, monies, cheque books, etc., appertaining to his office.

e) **The Internal Competition Secretary**

The Internal Competition Secretary shall attend to the correspondence appertaining to internal competitions.

He shall arrange the reservation of judges for the following year's competitions, on dates agreed with the Programme Secretary.

He shall confirm all reservations and arrangements made with judges for the current year's internal competitions.

He shall keep a record of all entries and points awarded to entries submitted to internal competitions and shall circulate this information to members as soon as possible after each competition.

He shall maintain an annual record of aggregate points scored and calculate annual award winners. He shall procure trophies, etc. for annual award winners as required.

He shall carry out any other duties relevant to his office and deemed as necessary by the committee.

On his retirement from office he shall hand over to his successor or to the Chairman of The Club all books, papers, etc., appertaining to his office.

f) **The External Competition Secretary**

The External Competition Secretary shall attend to the correspondence appertaining to external competitions.

He shall arrange the reservation of judges for the home legs of the following year's external competitions.

He shall confirm all reservations and arrangements made with judges for the home legs of the current year's external competitions. He shall inform the Programme Secretary of the dates of external competitions.

He shall, from the Internal Competition Secretary's records, maintain a record of the entries awarded the highest marks in internal competitions for possible inclusion in inter-club and other competitions and exhibitions, etc.

He shall arrange, with the approval of the committee, for selection committees to be formed to decide on The Club entries for N&EMPF and/or any other Alliance, national, local and inter-club competitions.

He shall be responsible for the collection and despatch of selected entries and arrangements for the return of entries for all appropriate competitions.

He shall carry out any other duties relevant to his office and deemed as necessary by the committee.

On his retirement from office he shall hand over to his successor or to the Chairman of The Club all books, papers, etc., appertaining to his office.

g) **The Equipment Officer**

The Equipment Officer shall be responsible for all items of equipment, apparatus, books, media and other similar items owned by The Club.

He shall, as far as is practicable, ensure that the equipment or apparatus is maintained in good working order and report any defects to the committee.

He shall, upon the approval of the committee, arrange for the repair or maintenance of any item of equipment or apparatus and expend such an amount of money as agreed, out of club funds, to fulfil this responsibility.

He shall compile and maintain a detailed inventory of all equipment, apparatus and similar items owned by The Club.

He shall submit to the committee, for its consideration, any requests made by members who wish to purchase any items owned by The Club and advise and make recommendations as to their suitability, cost and possible benefit to The Club.

He shall, on the direction of the committee following a committee resolution, arrange on behalf of The Club for the purchase or acquisition of specified items which shall be paid for out of club

funds and duly accounted for by the Treasurer.

He shall make available for loan to members of The Club certain items owned by The Club and, where specified by The Committee, shall charge prescribed fees. The items to be loaned and the fees payable may be changed from time to time at the discretion and direction of the committee.

He shall maintain a record of items loaned to members and the fees paid, and deliver the fees to the Treasurer who shall duly enter them into The Club accounts.

He shall carry out any other duties relevant to his office and deemed as necessary by the committee.

On his retirement from office, he shall hand over to his successor or to the Chairman of The Club, all equipment, books, papers, etc., appertaining to his office.

**h) The Programme Secretary**

The Programme Secretary shall prepare the programme of events for the following year for consideration by the committee.

He shall, upon agreement of the programme by the committee, arrange the reservation of lecturers, guest speakers, models, items of equipment, etc., required for the various events as detailed in the programme and shall negotiate fees within specified limits detailed by the committee.

He shall arrange for publication of the programme of events and its distribution and display to members and other interested parties.

He shall confirm all reservations and arrangements made with lecturers, guest speakers, models, etc., for the current year's programme and make alternative arrangements if at all practicable in the event of a cancellation, subject to the committee's approval.

He shall carry out any other duties relevant to his office and deemed as necessary by the committee.

He shall be responsible for the administration of Model Release Forms and shall ensure that they comply with this Constitution and any further requirements set out by The Committee – see also Rule 26. He shall ensure that Model Release Forms are properly completed where they are relevant to Club activities.

On his retirement from office he shall hand over to his successor or to the Chairman of The Club, all books, papers, etc., appertaining to his office.

i) **The Webmaster**

The Webmaster shall be responsible for designing, implementing and managing all aspects of The Club's website.

He shall arrange, with the approval of the committee, for a sub-committee to be formed to decide on content, layout and design requirements of The Club's website.

He shall ensure the website's content is kept up-to-date, and communicate these updates to the members.

He shall monitor the website's technical performance, effectiveness and security, and report statistics back to the committee and members as appropriate.

He shall carry out any other duties relevant to his office and deemed necessary by the committee.

On his retirement from office, he shall hand over to his successor or to the Chairman of The Club all data files, login details, etc., appertaining to his office.

## **DUTIES AND FUNCTIONS OF THE COMMITTEE**

16. a) The Committee shall meet at least four times in each administrative year.
- b) The Committee shall receive at each meeting, reports from the Chairman, Secretary, Treasurer, Competition Secretaries, Equipment Officer, Programme Secretary and Webmaster and take all steps necessary to run The Club effectively.
- c) The committee shall consider and deal with all matters of ordinary current administration and all matters affecting the interests of members of The Club, whether raised by members or arising from communications or otherwise.
- d) The Committee Officers shall each submit a report on their activities to the Annual General Meeting of The Club via the Chairman.
- e) The committee may, in order to raise funds and/or defray expenses, charge such fees for attendance at or participation in club activities and the use of equipment and incur such liabilities as it may deem necessary and proper provided that the committee does not without the prior approval of a General Meeting, incur liabilities in excess of the assets of The Club including the reasonable expected income.
- f) The Committee may, at its discretion, invest money other than in bearer securities.

- g) The Committee shall ensure that equipment and property owned by The Club and that in The Committee's judgement should be appropriately insured is covered against all usual risks and that The Club is adequately insured against any third party or public liability claims. The Committee shall insure that its members are indemnified against personal liability.
- h) The Committee shall hold and administer for the general benefit of all members, all funds, property and equipment in the general ownership of The Club.  
Such club assets shall only be used for bona fide activities having the prior approval of the committee.
- i) The Committee shall arrange activities for members of The Club in accordance with the Aims and Objects of The Club. Members may arrange additional activities. However, no activity shall be deemed official unless the approval of the committee has been given in advance and an organiser acceptable to the committee has been declared to be responsible well in advance of each event.
- j) The committee may from time to time impose, make or repeal rules and regulations as it may consider expedient for the internal management and well being of The Club and the safe pursuit of the Aims and Objects of The Club.  
All such rules and regulations shall be by-laws of and in accordance with this Constitution and shall outline a code of acceptable conduct binding upon all members until repealed by the committee or set aside by a resolution at a General Meeting of the Club.

## **DELEGATION OF DUTIES**

- 17. a) The officers of The Club may be assisted in their duties at the committee's discretion by such persons as the committee shall approve.
- b) The Committee may co-opt members for any special purpose. They shall be titled 'co-opted committee members' and they shall not be entitled to vote at committee meetings.
- c) The Committee may appoint and dismiss sub-committees and working parties and prescribe rules and terms of reference for the conduct thereof.
- d) The Committee shall appoint an independent auditor to audit The Club accounts and the annual statement of accounts immediately prior to the Annual General Meeting and/or at any other time it deems necessary. The appointed auditor shall not be a member of The Club or a partner or a relative of any of the officers of The Club.

- e) The Chairman may delegate his duties and the duties of the other officers in the event of illness, absence or other unavoidable commitments etc.
- f) Communications to the public, the press or any other media on behalf of The Club shall be made only by an officer or member authorised by The Committee to do so.

## **PATRONAGE**

- 18. a) Honorary members may be appointed by at least a two-thirds majority vote of the committee in recognition of services to the Club or to photography in general for such period as the invitation to accept such membership shall state.  
The number of honorary members shall be at the discretion of the committee and the appointments shall carry no voting rights.
- b) The members of The Club, if they so choose, may nominate a fellow member, honorary or otherwise, to become President of The Club in recognition of exceptional services and interest.  
The invitation shall be extended by the committee having due regard to members' wishes and if it approves the nomination by at least a two-thirds majority vote.  
The period of office shall be one year unless the invitation is renewed.  
At the Chairman's invitation the President may take the Chair at general meetings and attend, ex-officio, all meetings organised by The Club although the honorary post shall carry no voting rights.

## **GENERAL MEETINGS**

- 19. General meetings shall be convened by the committee and be conducted in accordance with this Constitution and generally comply with the "Rules of Debate".
  - a) The Annual General Meeting  
  
A general meeting called the Annual General Meeting shall be held as far as practicable in January, but in any case not later than the fourteenth day of February in each year.  
The Annual General Meeting shall be convened by the committee who shall give not less than fourteen days' notice to members by announcement at club meetings, by display on The Club notice-board, by inclusion in the "Programme of Events" and, at the discretion of The Committee, by written notice.  
The quorum at an Annual General Meeting shall be not less than half the average attendance of The Club 'weekly' meetings over the previous financial year. The average is calculated by adding up the

number of members' names in the attendance book for the whole year and dividing by the number of meetings. Decimal portions shall be rounded up to the nearest whole number.

The size of the majority required shall be at the Chairman's discretion having due regard to this Constitution.

Members wishing to have a motion considered at an Annual General Meeting shall submit the motion in writing, signed and seconded, to the Chairman or Secretary at least fourteen days prior to the meeting.

The committee reserves the right to refuse any motion that is unconstitutional.

The business of the Annual General Meeting shall include:

- i) Apologies for absence.
- ii) Minutes of the previous Annual General Meeting and any other General Meeting held since then.
- iii) Adoption of minutes.
- iv) Matters arising from minutes.
- v) Chairman's Annual Report.
- vi) Annual reports from:  
The Secretary.  
The Treasurer, who shall also submit the Annual Statement of Accounts.  
The Internal Competition Secretary.  
The External Competition Secretary  
The Equipment Officer  
The Programme Secretary.  
The Webmaster
- vii) Adoption of reports.
- viii) The announcement of names of nominees for the election of officers and committees etc.
- ix) The election of officers and committees for the ensuing year.
- x) The discussion of any motions of which notice has been given.
- xi) Applications for membership.
- xii) Any other competent business at the Chairman's discretion.

Any general meeting other than the Annual General Meeting shall be called a Special General Meeting.

A Special General Meeting shall be convened by the committee who shall give not less than fourteen days notice to members by announcement at club meetings, by display on The Club notice-board and, at the discretion of the committee, by written notice.

The quorum at a Special General Meeting shall be not less than half the average attendance of The Club 'weekly' meetings over the twelve calendar month period ending on the last day of the month preceding that in which the Special General Meeting is held. The average is calculated by adding the number of members' names in the attendance book for the whole twelve months and dividing by the number of meetings. Decimal portions shall be rounded up to the nearest whole number.

The size of the majority required shall be at the Chairman's discretion having due regard generally to this Constitution. The business of a Special General Meeting shall be that for which it is convened and no other. Members may request a Special General Meeting in which case the procedure shall be:

- i) The request shall be in writing and signed by at least five members.
- ii) The request shall clearly state the reason(s) for calling the meeting.
- iii) The committee shall arrange to hold the meeting within twenty-eight days from the receipt of the request.

## **COMMITTEE MEETINGS**

20. A meeting of the officers and committee members shall be called a committee meeting.

A committee meeting shall be convened, with the approval of the Chairman, by the Secretary who shall give not less than seven days notice to all committee members.

The first meeting of a new committee shall be held within four weeks of its election and there shall be not less than four committee meetings held during each administrative year.

The quorum at a committee meeting shall be two-thirds of the total membership of the committee or six committee members whichever is the less but must include the Chairman or Vice-Chairman.

## **EXPENSES OF REPRESENTATIVES**

21. The Committee may, at its discretion, pay out of the funds of the Club, the travelling or other expenses properly incurred by members when representing The Club and/or attending club affairs at the direction of the committee.

## **AFFILIATION TO OTHER ORGANISATIONS**

22. a) The Club may affiliate to any appropriate photographic association, club, federation, etc., or any other organisation in its endeavour to pursue the aims and objects outlined in this constitution.
- b) Derby City Photographic Club members, collectively or individually, shall become affiliated members, if necessary, of any club, society or association etc. under whose management the venue, where Derby City Photographic Club holds its headquarters, is vested.

## **COMPETITIONS**

23. a) The rules and conditions of entry appertaining to competitions shall be bylaws of this constitution and shall be made by The Committee consistent with this constitution.  
The Committee may from time to time make and/or repeal such rules and conditions as they may consider expedient for the good management and well-being of The Club and the safe pursuit of The Club's aims, objects and activities.  
All rules and conditions made by The Committee relative to competitions shall be binding upon all members until repealed by The Committee or set aside by a resolution at a general meeting of The Club.  
The rules and conditions of entry for competitions, or amendments to them, shall be published from time to time, as deemed necessary by The Committee, in Information Sheets, News Letters, Web Sites, on The Club notice board, etc.
- b) Trophies being the property of The Club shall be awarded to members in accordance with the rules relating to competitions. The trophies shall remain the property of The Club whilst in the custody of the current holders and the current holders shall be responsible for the safe keeping and return of the trophies as directed by The Committee.

## **EQUIPMENT AND PROPERTY**

24. a) The Committee may, by a resolution made by it, authorise the purchase or acquisition of appropriate apparatus, books, media, software or other items on behalf of The Club. Such items shall be for use by members collectively or individually, or as directed by the committee, at club meetings to enable the aims and objects and activities of The Club to be achieved. Such items shall be paid for out of club funds and shall be the property of The Club. Members who use the equipment or apparatus do so at their own risk.
- b) Certain specified equipment, apparatus or other items owned by The Club, where determined by The Committee and where not precluded by licence or copyright restrictions, shall be available for use by members at times other than at club meetings. The loan of such items may, at the discretion of the committee, be subject to a charge payable in advance by the member into The Club funds. The rate of such charges shall be subject to change from time to time at the discretion of the committee. Derby City Photographic Club accepts no responsibility or liability whatsoever for injuries, loss or damage to any person or property however caused by the equipment or the use of the equipment, apparatus or other items.
- c) The Committee may authorise the purchase or acquisition of books, stationery and other clerical items or sundries, etc., consistent with the organisation, correspondence and effective working order of The Club. Such items shall be paid for out of club funds and shall be the property of The Club.

## **SALES**

25. The Committee may authorise the purchase of minor photographic or associated items on behalf of The Club. Such items, when available, may be for sale to members as a service of The Club. Any profits made from the sales shall be part of the general fund raising of The Club and shall be credited to The Club's account and be duly accounted for by the Treasurer.

## **MODELS ETC.**

26. The Committee may from time to time authorise the hiring of models or other subject matter for the purpose of creating images at club meetings or at other times agreed by it. Any hire charges incurred shall be paid for out of club funds and shall be accounted for in The Club's accounts. Any models hired for this purpose shall sign a "Model Release Form" which, in consideration of the sum paid to the model, gives The Club and individual members the absolute right and permission to process, modify and publish the images created in any media, editorial or advertisement.

## **DISSOLUTION**

27. The Club may be dissolved by a resolution passed at an Annual or any General Meeting provided that:
- a) At least twenty-eight days notice in writing of the proposal to dissolve has been sent by the Chairman or Secretary to each and every member of The Club at the address listed by the Treasurer.
  - b) At least three-fourths of the members present and voting, vote in favour of the proposal.

It shall not be competent for The Club to dissolve and reform if such action would enable The Club to contravene the conditions of this Constitution or escape any legal actions brought against it.

## **TRANSFER OF ASSETS ON DISSOLUTION**

28. Where The Club is dissolved The Committee shall thereupon, or at such future date as shall be specified in the resolution that dissolves The Club, proceed to realise the property of The Club and after discharge of all liabilities shall divide, as equally as is practicable, the net assets between the members of The Club at the time The Club ceases to operate.

## **INTERPRETATION**

29. The Club Committee shall determine any question as to the interpretation of this Constitution and of any rules, regulations or by-laws made under its provisions.

## **CONSTITUTIONAL AMENDMENTS**

30. Any proposed amendments to this Constitution shall be submitted to a ballot at an Annual General Meeting or a Special General Meeting of The Club and the rules appertaining to Annual or Special General Meetings (whichever it may be) as specified in this Constitution shall apply.  
An amendment to the Constitution shall only be made by a resolution carried by at least a two-thirds majority of members present and voting at such a meeting.

## **CONTINGENCIES**

31. Any contingency of a constitutional nature which may arise and is not covered in the provisions of this document shall be decided by a majority of not less than two-thirds of the members of the Committee present and voting at a Committee Meeting who shall then, if necessary, arrange for an appropriate amendment to be moved at the next General Meeting or a Special General Meeting convened for the purpose in accordance with Rule 30 (Constitutional Amendments).

**The foregoing Constitution and Rules were made at an Annual General Meeting of Derby City Photographic Club on 19 January 2015.**

**Signed:**

**David White  
Chairman**

**Date:**

**Tony Bennett  
Retiring Treasurer**

**Date:**

**Gill Dishart  
Secretary**

**Date:**

**-- End --**