



**WAIKATO  
PHOTOGRAPHIC  
SOCIETY INC. (WPS)**

**CONSTITUTION**

***HAMILTON'S  
CAMERA  
CLUB***

Amended August 2025

THE CONSTITUTION OF THE  
WAIKATO PHOTOGRAPHIC SOCIETY  
INCORPORATED

# **THE CONSTITUTION OF THE WAIKATO PHOTOGRAPHIC SOCIETY INCORPORATED**

## **NAME**

1. THE name of the Society shall be THE WAIKATO PHOTOGRAPHIC SOCIETY INCORPORATED.

## **REGISTERED OFFICE**

2. THE registered office of the Society shall be situated at the private or business address of the Secretary.

## **INTERPRETATION**

- 3.1 IN the construction of this constitution and of any bylaws and regulations duly made by the committee, the masculine gender shall be deemed to include the feminine, and the singular the plural where the context requires.
- 3.2 THE committee shall be the sole authority for the interpretation of these rules and of the bylaws and regulations made or hereafter to be made by them, and the decision of the committee shall be final and binding upon all members and upon the Society.
- 3.3 FINANCIAL year means a period commencing on the first day of January and ending on the next succeeding thirty-first day of December, or such other period as shall be fixed by regulation duly made and published by the committee.

## **OBJECTS AND POWERS**

- 4.1 THE objects of the Society in New Zealand shall be:
  - (i) To promote the art and techniques of photography to the public at large and to encourage the interchange of ideas and the study of all aspects of photography.
  - (ii) To promote, or assist in promoting, competitions, local, national or international, for the purposes of furthering interest in photography.
  - (iii) To make and exhibit photographic images of all kinds
  - (iv) To provide facilities and equipment for furthering the above objects.
  - (v) To do all such other lawful things as are incidental or conducive to the attainment of the above objectives or any of them.
- 4.2 THE committee may from time to time make, repeal and amend all such bylaws and regulations (not inconsistent with this constitution) as they shall think fit for the management of the Society. All such bylaws and regulations shall be binding upon the members until repealed by the committee or set aside by a resolution of a general meeting of the Society.
- 4.3 THE committee may from time to time invest and reinvest in such securities as it shall think fit the whole or any part of the funds of the Society which shall not be required for the immediate business of the Society.
- 4.4 THE Society shall, in addition to the other powers vested in it, have power to borrow on overdraft, or raise money from time to time by the issue of debentures, bonds or mortgages, or any other security founded or based on all or any of the property and/or rights of the Society, or without any such security, and upon such terms as to priority and otherwise shall seem fit. The Committee must hold a special general meeting and have a majority vote of 75% current financial members and active Life Members. (Active defined as participating with the club in the previous 12 months) in favour of the proposed action before proceeding.

4.5 THE committee may provide for the issue of badges and decide the terms on which they may be had by members

4.6 THE committee may, at its discretion, arrange social gatherings, lectures, talks, discussions or any other entertainment.

## **MEMBERSHIP**

5.1 WHILE membership shall be available to all enthusiasts of photography, subject to the conditions of Clause 5.2 below, the committee shall have the power to refuse applications and may not be called upon to give any reason for such a refusal. The applicant will be notified in writing by the secretary.

5.2 Any person wishing to become a member shall provide basic personal particulars, brief details of photographic experience (if any). Such Members will be required to complete and return an application form to the Secretary showing their consent to join the Society and shall pay the appropriate subscription.

5.3 EVERY new member shall be supplied with a copy of the constitution of the Society, and shall be bound by the said constitution, and by all bylaws and regulations duly made and published by the committee as hereinafter provided.

5.4 THE Society in general meeting, or the committee, shall have power to elect as honorary members for such period as the Society or committee may determine: any member of an association having objects similar to those of the Society or any other person (not being a member of this Society) whom they shall think fit. Honorary members shall be entitled to all the benefits and privileges of membership except that they shall not be qualified to become officers or members of the committee or to vote as members. Honorary members are required to complete and return an application form to the Secretary showing their consent to join the Society.

5.5 MEMBERS of other societies having objects in whole or in part similar to those of the Society may, at the discretion of the committee, be granted the privileges of membership of the Society for a period of not more than six months without the payment of any fees. Members appointed in the above category shall not be qualified to become officers of the Society or members of the committee or to vote as members. Such Members will be required to complete and return an application form to the Secretary showing their consent to join the Society.

5.6 THE Society in general meeting may confer life membership upon any person in recognition of outstanding service rendered to the Society. Such a motion, however, which must have been approved by the committee, must be carried by at least three-quarters of the total number of members present and entitled to vote at that meeting. Any person so elected shall be entitled to the benefits and privileges of membership but shall be exempt from payment of an annual subscription. Such Members will be required to complete and return an application form to the Secretary showing their consent to become a life member of the Society.

## **CESSATION OF MEMBERSHIP**

6.1 A member desiring to withdraw from the Society must give notice by email to the Secretary, and must satisfy all arrears of subscriptions and pay the subscription for the current year as the case may be, unless the committee decides to dispense with such payment or part thereof.

6.2 THE committee shall have power to request any member by registered letter to resign and in default of such resignation to submit the question of that member's expulsion to a general meeting of the Society within six weeks after the date of such letter. Any member whose expulsion is under consideration shall be allowed to offer such a meeting an explanation of his/her conduct, either verbally or in writing, and expulsion shall only be effective if carried by at least two thirds of the members present who are entitled to vote. The committee shall have the power to exclude such a member from the benefits and privileges of membership and from the exercising of any office held by the member until a vote has been taken upon the question of expulsion as hereinbefore provided.

## **DISPUTE RESOLUTION**

### **7.1 How complaint is made**

- a) A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that —
  - i) states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
  - ii) sets out the allegation to which the dispute relates and whom the allegation is against; and
  - iii) sets out any other information reasonably required by the society.
- b) 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 —
  - i) states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
  - ii) sets out the allegation to which the dispute relates.
- c) The information given under subclause a) ii. or b)ii. 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.
- d) A complaint may be made in any other reasonable manner permitted by the society's constitution.

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

- a) 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.
- b) If the society makes a complaint —
  - i) the society has a right to be heard before the complaint is resolved or any outcome is determined; and
  - ii) an officer may exercise that right on behalf of the society.
- c) 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 —
  - i) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
  - ii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
  - iii) an oral hearing (if any) is held before the decision maker; and
  - iv) the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

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

- a) This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent) —
  - i) has engaged in misconduct; or
  - ii) has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022; or
  - iii) has damaged the rights or interests of a member or the rights or interests of members generally.
- b) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- c) If the respondent is the society, an officer may exercise the right on behalf of the society.
- d) 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 —
  - i) 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
  - ii) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is

held); and

- iii) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- iv) an oral hearing (if any) is held before the decision maker; and
- v) the respondent's written statement or submissions (if any) are considered by the decision maker.

#### **7.4 Investigating and determining dispute**

- a) The 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.
- b) Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

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

Despite the clause 'Investigating and determining dispute' above, the 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 the Incorporated Societies Act 2022;
  - 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.

#### **7.6 Society may refer complaint**

- a) The society may refer a complaint to —
  - i) a subcommittee or an external person to investigate and report; or
  - ii) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- b) The 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).

#### **7.7. Decision makers**

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.

### **REVENUE AND SUBSCRIPTIONS**

#### **8.1 THE revenue of the Society shall consist of:**

- (a) Membership subscriptions.
- (b) Donations from persons or organisations in sympathy with its objects.
- (c) Funds raised by various means such as competitions or exhibitions.
- (d) Funds raised by any other means approved by the committee.

8.2 THE committee may levy an annual subscription on each member of the Society.

The amount of such subscription shall be determined by the committee from time to time, and the committee may graduate the amount of such subscription according to the class of membership, and the age or other condition of the member upon whom the amount is levied.

8.3 THE yearly payment of subscription shall fall due on the first day of each financial year. The Treasurer shall send an account to any member whose subscription remains unpaid at the expiration of one calendar month from the due date. If the member does not pay the subscription within one month of the notice, membership shall cease forthwith

8.4 THE subscription of a new member joining after the expiration of six months of any one financial year shall be one half of the corresponding annual subscription.

8.5 ANY member who resigns or is expelled from the Society shall not be entitled to any refund of the subscription or part thereof or have any other claim upon the Society or its funds.

8.6 IN special circumstances, of which it shall be the judge, the committee shall have the power to remit any subscription or part thereof.

## **MANAGEMENT**

9.1 THE management of the Society shall be vested in a committee consisting of a President, Secretary, Treasurer and five ordinary committee members (hereinafter referred to as "the elected officers of the Society"). All offices of the Society shall be honorary except that if the members of the Society, at an annual general meeting, agree, may vote such reasonable payment, for services rendered to the Secretary or Treasurer, or any of them.

9.2 THE committee, of which four members shall form a quorum, shall meet, except in the month of January, at least once a month for the disposal of business.

9.3 THE committee may from time to time appoint such sub-committees from their own number, and from the members of the Society, as they deem necessary or expedient and may delegate such of their duties as they think fit.

9.4 ANY member of the committee failing to attend three consecutive meetings of the committee without having first obtained leave of absence shall cease to be a member of the committee, unless the committee records in its minutes that it has been given a satisfactory explanation of the absence.

9.5 THE committee shall have the power to appoint a member to fill any casual vacancy occurring in any office of the Society, and any person so appointed shall hold office until the next annual general meeting.

9.6 THE President, Secretary, Treasurer, and committee shall retire annually, but they shall be eligible for re-election.

9.7 (a) THE Secretary shall call for nominations in writing for the elected officers of the Society by forwarding by the first week in December each year, a nomination form to each financial member. Every nomination must bear the names of the proposer and seconder and be signed by the nominee. Completed nomination forms must be in the hands of the Secretary by the last day of February. Nominees may submit a brief resume of his or her history and experience.

(b) IN the event that there are insufficient nominations to fill the elected offices, nominations may be accepted from the floor of the annual general meeting PROVIDED that the person nominated is present and consents to the nomination or otherwise has previously consented in writing.

(c) In the event that there are no more nominations than there are elected positions available, then the persons so nominated shall be declared duly elected.

## **DUTIES OF PRESIDENT**

- 10.1 THE President shall promote the good and welfare of the Society and carry out all normal duties pertaining to that office. He shall preside at all meetings of the committee and at extraordinary, general and annual meetings of the Society and regulate the proceedings. He shall, when properly authorised by the committee or the Society, sign all written contracts or obligations of the Society. He shall, if he so wishes, be ex officio a member of all sub or special committees.
- 10.2 THE President may at any time request an officer of the Society to preside at an ordinary meeting.
- 10.3 THE President shall, when required, act as a contact person for the Society. This includes but is not limited to the Charities Services register.

## **DUTIES OF SECRETARY**

11. THE Secretary shall:
  - (a) Conduct the general business and correspondence of the Society, and shall obey the directions of the committee on that behalf.
  - (b) Record and maintain records of all proceedings of general meetings and of committee meetings.
  - (c) Assist the President in preparing for each annual general meeting a full report on the Society's activities during the past year.
  - (d) In conjunction with the Treasurer, keep a register of members and render to the Registrar of Incorporated Societies such returns as are required by statute.
  - (e) THE Secretary shall, when required, act as a contact person for the Society. This includes but is not limited to the Charities Services register.

## **DUTIES OF TREASURER**

12. THE Treasurer shall:
  - (a) Receive all monies on behalf of the Society and send out email receipts for the same, and as soon as reasonably possible, lodge all monies so received to the credit of the Society with its bankers.
  - (b) Sign all cheques or withdrawal slips in conjunction with the Secretary or such other person or persons as may be appointed on that behalf from time to time after first satisfying himself that all such payments are in order.
  - (c) Keep all such books as may be necessary fully and correctly to set forth the Society's financial affairs, and produce at every committee meeting a correct statement of the Society's current financial position and a list of accounts to be passed for payment.
  - (d) Submit to each annual general meeting a reviewed balance sheet of the assets and liabilities and a statement of the payments and receipts of the Society. The Society's balance date is 31 December.
  - (e) If the members assembled in general meeting think fit, they may provide that the duties of the Secretary and Treasurer may be carried out by the one person, in which event the committee shall proceed to appoint one of their number to sign cheques or withdrawal slips in conjunction with such Secretary and Treasurer.

## **REVIEWER**

13. At each annual general meeting the assembled society members with voting rights shall nominate to:
  - a) Accept the financial records as presented by the Treasurer, Or
  - b) Request an independent person be appointed, by the committee, to review the financial records of the current or any given period. Or
  - c) The members assembled can request an independent qualified Auditor be appointed to review the financial records for a given period.

## MEETINGS

14.1 (a) Ordinary general meetings shall consist of the annual general meeting which shall be held within three calendar months of the termination of the financial year, and any other ordinary general meetings that the committee may deem necessary or useful to further the work of the Society. The business for consideration at the annual general meeting shall consist of:

- (i) The presentation by the President of an address incorporating a report on the activities of the Society during the past year.
- (ii) A report by the Treasurer including an income and expenditure account and balance sheet.
- (iii) The election of officers.
- (iv) Disclosure of conflicts of interest.
- (v) General business admitted by the Chair.

(b) Special or extraordinary general meetings may be called by the authority of the President and Secretary whenever occasion is deemed to demand it, or by written requisition of not less than ten financial members, or by decision of any previous general meeting. Any notice so given shall set out the specific purpose of the meeting.

14.2 NOTICE of any general meeting or committee meeting shall be given by email posted to the last recorded address of each member or other electronic means at least five days prior to the date for which such meeting is called.

14.3 EVERY member of the Society shall from time to time communicate to the Secretary his address, and all notices posted to such address shall be deemed to be duly received, when the email has been sent.

14.4 TEN members shall form a quorum at any general meeting, and at any meeting of the committee four members, PROVIDED ALWAYS that any such meeting which lapses for lack of a quorum may be postponed for such period as the members present may decide. Upon that date the business for consideration shall proceed whether a quorum has been obtained or not. For the purpose of this rule a quorum must be obtained before fifteen minutes have elapsed from the announced commencement time of the meeting.

14.5 IN all proceedings of the committee and of annual or other general meetings of the members, the Parliamentary Rules of Debate shall apply, except where such rules are inconsistent with this constitution or with any bylaws and regulations made or hereinafter to be made by the committee.

14.6 THE President shall be the chairman of the committee at all their meetings. In the absence of the President he shall elect a chairman from their own number.

14.7 ONLY members actually and rightfully present at any committee meeting or at any general meeting shall have the right to vote on any motion before such meeting unless a majority of the members present at such meeting shall otherwise decide. Each member shall have the right to exercise one vote only on each motion before each such meeting, except that in the case of equality of voting the chairman may exercise a casting vote in addition to his deliberative vote.

14.8 (a) Voting on any motion before such meeting shall be by the voices, except that any member present at such meeting may require a show of hands, and any ten per cent of the members present at such meeting may require a secret ballot.

(b) Whenever more than one person is nominated for a position on the committee, voting for the election of the committee at the annual general meeting shall be by secret ballot. In the event of a tie for any position, the decision shall be by drawing lots.

(c) A majority of the members voting shall decide any question except where the constitution requires the approval of a special majority.

## **COMMON SEAL**

15. THE committee shall approve and provide a common seal of the Society. The common seal shall not be affixed to any deed or document except by order of the committee. Any deed or other document to which the seal of the Society needs to be affixed shall be signed by two members of the committee and by the Secretary. The Secretary shall have the custody of the common seal.

## **ALTERATION OF RULES**

16.1 THE constitution and any bylaws and regulations made at any time by the committee may be altered, added to or rescinded by resolution of the members present at any annual or other general meeting duly convened as set out in Clause 13 above PROVIDED ALWAYS:

- a) that any member who wants to move such resolution shall notify the Secretary in writing at least fourteen days before the date on which the meeting is held; and
- b) the Secretary shall give to all members five days notice of such proposed alteration; 14.2

## **AND PROVIDED FURTHER:**

- a) that any such resolution shall be deemed passed only if carried by at least two-thirds of the members present and entitled to vote; and
- b) Every amendment must be in writing; and
- b) that no such alteration shall be passed which shall or may deprive the Society of any benefit conferred by the Inland Revenue Acts or the Charities Act 2022 and any subsequent amendments or the Incorporated Societies Act 1908 .

## **WINDING UP**

17.1 THE property and assets of the Society of every kind are vested in the Society for the use of the Society solely and the furtherance of the objects of the Society and any profit or surplus arising from the use of such property and assets shall be regarded solely as an increment to such property and assets and, except as provided in the constitution, no portion of such property or assets or profit or surplus shall be surrendered or paid to any member by way of bonus or gratuity or dividend.

17.2 A resolution for the winding up of the Society of which all members shall have had at least fourteen days' notice, may be brought forward at any annual or other general meeting of the Society. Such resolution shall only be carried if supported by a majority of members present and entitled to vote AND shall further be subject to the confirmation of a subsequent general meeting called for that purpose and held not earlier than thirty days after the date on which the resolution to be confirmed was passed.

17.3 ON the winding up of the Society or on its dissolution by the Registrar the proceeds of the realisation of its assets shall, after payment of its liabilities, be transferred to such other organisation or organisations which shall have charitable objects similar to those objects of the Society, or in default of any such organisation existing, as may be directed by a Judge of the High Court.

## **INDEMNITY AGAINST PERSONAL LOSS**

18. ANY member acting for the Society with proper authority for such actions who incurs expense on the Society's behalf, shall be held indemnified against personal loss to the extent of the Society's property and effects.

**DATE OF OPERATION**

19. THIS constitution replaces all previous rules and amendments thereto and shall come into full force and effect as from the date of registration by the Registrar of Incorporated Societies.

4/11/2025.

Signed by:



President: Jacqui Stokes



Secretary: Pamela Stephen



Treasurer: Andre Mutavdzic

