

# **TASMANIAN PHOTOGRAPHIC FEDERATION INCORPORATED**

## **CONSTITUTION & RULES AS AMENDED AT THE ANNUAL GENERAL MEETING 8 NOVEMBER 2020**

1. The Federation shall be called the TASMANIAN PHOTOGRAPHIC FEDERATION INC. hereinafter called the Federation.
2. The aims and objects of the Federation shall be:-
  - a) To provide a medium for the co-operative action between Photographic Camera Clubs/Societies in the State of Tasmania and encourage the Science, Art, and Practice of all phases of photography, and
  - b) To facilitate the better interchange of knowledge and ideas between members of Camera Clubs/Societies and
  - c) To hold Council Meetings, General Conferences, outings, excursions and whatsoever whereat photography can be discussed, explained, demonstrated and/or otherwise practised and
  - d) To conduct Competitions in the realm of all photographic media and processes and
  - e) To encourage Tasmanian entries in Tasmanian, National and International Exhibitions in the State of Tasmania and abroad and
  - f) To encourage recognition of photographic skills and services and
  - g) To affiliate, co-operate and/or associate with any recognised Photographic organisation having like objects and
  - h) To act as a Tasmanian Representative Body for any aforestated organisation and
  - i) As and when appropriate the Federation to engage in the transaction of ownership, purchase and sale of property, the publishing and issuing of publications, books and suchlike, undertake financial investments and what so ever activities as are directly incidental to or conducive to the attainment of the foregoing aims and objects.
3. **STRUCTURE**

The structure of the Federation shall consist of affiliate membership of any Photographic Camera Club/Society in the State of Tasmania, hereinafter called the Member Body.
4. **ADMINISTRATION**
  - a) The administration of the Federation shall be by the control and responsibility of an Executive Council, hereinafter called the Council.

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- b) The Council shall consist of two (2) Delegates from each Member Body and any person elected as President, Vice President, Secretary, Treasurer or Secretary/Treasurer of the Council. Member Bodies shall effect annual elections within their Camera Clubs for the election of representative delegates to the Federation Council and shall inform the Secretary of the Federation in writing, the names of these annual delegates at least one month prior to the Annual General meeting. Should any elected delegate not be available for a certain Council meeting, the Member Body concerned shall exercise the “Proxy” option – Rule 9.
- c) The Council may appoint a Patron (optional)
- d) The Council shall elect annually a President.
- e) The Council shall elect annually two (2) Vice Presidents.
- f) The President and Vice Presidents shall be representative of different areas of the State of Tasmania.
- g) The Council shall appoint annually a Secretary and a Treasurer, or in lieu a Secretary/Treasurer.
- h) The Council shall appoint a registered Company Auditor.

### 5. COUNCIL MEETINGS.

- a) The Council shall meet as prescribed Rule 5 (b) to administer, direct and control the affairs of the Federation. All meetings of the Council shall be known as and conducted as a “COMMITTEE”. Normal rules of debate, receiving of motions and resolutions and determinations thereof shall apply. Quorums and voting shall be as prescribed Rule 8. The order of business of the Committee shall be by Agenda published and forwarded to all Member Bodies at least one month prior to a Meeting. The form of the Meeting other than the Annual General Meeting 5(c) shall be:
  - (i) Confirmation of Minutes
  - (ii) Business arising from Minutes
  - (iii) Reports
  - (iv) Notices of Motion
  - (v) General Business
- b) (i) The Council shall meet at least twice each year. The first meeting after 31 March shall be the Annual General Meeting.

Meeting venues and facilities for General and special meetings shall be arranged between the Federation and affiliated Member Bodies on the host roster format.
- (ii) The Public Officer shall not less than one calendar month before the date fixed for the holding of a general meeting of the Federation cause to be delivered to each

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affiliated Member Body, notice in writing specifying the place, date and time for the holding of the meeting and the nature of the business to be transacted thereat.

- c) The order of the said Annual General meeting shall be as follows:-
- (i) Appointment (optional) of a Patron.
  - (ii) The Council shall elect a President.
  - (iii) The Council shall appoint two (2) Vice Presidents, the Secretary, the Treasurer or in lieu a Secretary/Treasurer and an Auditor.
  - (iv) Confirmation of minutes.
  - (v) Business arising from minutes.
  - (vi) Notices of Motions previously submitted.
  - (vii) Determination of the number of occasions and venues of meetings for the pending year's activities, in addition to the Annual General meeting.
  - (viii) Determine the affiliate fee of the Member Bodies for the ensuing year.
  - (ix) General Business.
- d) (i) The Council may from time to time appoint Sub-committees to investigate, recommend and/or advise the Council concerning any matter or business considered by the Council to be of such nature as to require such attention.
- (ii) The Sub-committees shall be subject to the same Constitutional procedures as the Council.
- (iii) The President and Secretary of the Council shall at all times be deemed as ex-officio to all Sub-committees as appropriate.

### 6. SPECIAL MEETINGS.

- a) Subject to 1 (one) month's notice in writing under the signature of the Secretary (Sec/Treas) of the Federation the President may convene a special meeting of the Council for the consideration and dispatch of the stated business.
- b) Subject to 1 (one) month's notice in writing to the Secretary of the Federation a Member Body or Bodies may request the Federation to convene a special Council meeting to deal with specific stated matters being the concern of the petitioners. On the receipt of request of such a provision the President shall convene a Special Council meeting as per 6 (a) above.

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### 7. NOTICES OF MOTION.

Notices of Motions as intended to be brought before a certain meeting shall be given in writing to the Secretary of the Council not less than 60 days prior to the intended meeting.

### 8. MEETING PROCEDURE, QUORUMS AND VOTING

Council meetings in General and Special Meetings.

(a) (i) Quorums to be two thirds (2/3) of the financial affiliated Member Bodies.

(ii) VOTING. Each member Body may be represented by not more than two (2) delegates (or by proxy representation) each having one (1) vote. Each Member Body having a voting strength of two (2) votes.

(iii) Voting upon matters before a meeting shall be decided by at least two thirds (2/3) majority.

(iv) If the chairperson is not a delegate, he or she shall have a casting vote only.

(b) Sub-committees shall be subject to the same procedures as the Council excepting that the quorum shall be 3 (three) APPOINTED members of the Sub-Committee. The President and the Secretary of the Council being only ex-officio. Voting upon matters before the Sub-committee shall be decided by a two thirds (2/3) majority.

(c) The Quorum and procedure at general meetings of members of the Federation and of sub-committees appointed by any such meeting or constituted or established under the rules of the Federation are provided under Rule 8 (a) (b); Rule 5 (a) and Sub-Rules 5 (b) (i) – 5(b)(ii).

### 9. PROXY REPRESENTATION.

Whereas when a Member Body representative delegate cannot attend a Council meeting, the member body can still exercise its voting power by appointment of a Proxy to replace and act in lieu of the officially appointed Delegate.

### 10. DUTIES & DEFINITIONS.

(a) (i) The President, two (2) Vice-Presidents, Secretary and Treasurer (or Sec/Treas) shall remain in office until the Annual General meeting of the Federation activities. With the exception of the President as provided in 10 (a)(iii), the terms of office of Members of the Council shall be:

(1) For the Vice-Presidents, Secretary (Sec/Treas) and Treasurer a tenure until another officer has been appointed in lieu thereof, or conditions appertain as per 10(a)(ii).

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- (2) A Council Member being a representative delegate of a Member Body shall have a tenure until such time as the related Member Body elects another representative delegate in lieu thereof. A Member Body shall be responsible for informing in writing the Secretary of the Federation of any resignation or otherwise removal of its representative delegate and as to the name of its elected replacement representative delegate.
- (ii) In the event of a vacancy by resignation or absenteeism without sufficient cause or apology from 2 (two) consecutive meetings of the Council of any of the appointed officers, the Council shall deem that a resignation has been effected and the vacancy shall be filled by the Council at the next Council Meeting.
- (iii) **PRESIDENT.** The President may serve a concurrent term not exceeding 2 (two) consecutive years if re-elected. The President shall preside at all General and Special Council Meetings, in the President's absence a Vice President or otherwise a nominated Councillor shall assume the Chair. The incoming President upon election immediately assumes his or her office and takes over the chairing of the Annual General meeting.
- (b) **FINANCE**
- (i) The Funds of the Federation shall be by
- (1a) an affiliation fee paid by each Member body
  - (1b) occasional donors
  - (1c) proceeds of any activities authorised by Section 2(i)
  - (1d) (1) The income and property of the Federation, however derived shall be applied solely towards the promotion of the objects and purposes of the Federation and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Federation.
- (2) The Federation shall not:-
- a) appoint a person who is a member of the council to any office in the gift of the Federation to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or
  - b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).
- (3) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Federation of –
- (a) remuneration in return for services actually rendered to the Federation by the servant or member or for goods supplied to the Federation by the servant or member in the ordinary course of business;

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- (b) interest not exceeding the minimum bank borrowing rate on monies lent to the Federation by the servant or member; or
    - (c) a reasonable and proper sum by way of rent for premises let to the Federation by the servant or member.
  - (ii) All monies belonging to the Federation shall be paid into the Bank a/c (account) of the Federation at a Bank selected by the Council.
  - (iii) (1a) (1) True accounts shall be kept –
    - (a) of all sums of money received and expended by the Federation and the matter in respect of which the receipt or expenditure takes place; and
    - (b) of the property, credits and liabilities of the Federation, and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Federation for the time being; those accounts shall be open to the inspection of the members of the Federation.
  - (2) The Treasurer of the Federation shall faithfully keep all general records, accounting books, and records of receipts and expenditure connected with the operations and business of the Federation in such form and manner as the committee may decide.
  - (3) The accounts, books and records referred to in sub-rules (1) and (2) of this rule shall be kept at the Federation's office or at such other place as the committee may decide.
  - (1b) No cheques shall be drawn on the Federation's Bank account except for the payment of expenditure that has been authorized by the Council. The President, Secretary and Treasurer, or in the case of a Secretary/Treasurer, the President, Secretary/Treasurer and one Vice-President shall have power to operate the account on behalf of the Federation, 2 (two) signatures being necessary to so operate the aforesaid account.
- (iv) All negotiable instruments the drawing up and signing of drafts, promissory notes for and on behalf of the Federation documents and the like, authorized by the Council, shall be impressed with the Common Seal and attested by the Public Officer of the Federation, together with the President or a Vice President.
- (v) An amount not exceeding 25% of the total yearly affiliation fees may be held by the Secretary (Secretary/Treasurer in form of Petty Cash which amount shall be refunded as required on the imprest system.

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- (vi) The Secretary shall render to the Treasurer a strict account of all monies expended from Petty Cash.

### 11. THE PUBLIC OFFICER OF THE FEDERATION

- (a) The Federation shall as required by the Act appoint a Public Officer. The Council's appointment shall be the Secretary (Secretary/Treasurer) of the day.
- (b) The Public Officer shall cause to be delivered to the Auditor a list of all accounts, books and records of the Federation.
- (c) The Common Seal of the Federation shall be held in custody by the Public Officer of the day, and its use shall be only at the direction of the Council. The Common Seal of the Federation shall be in the form of a rubber stamp, inscribed with the name of the Federation encircling the word "SEAL".
- (d) The impression of the Common Seal shall always be attested by the signature of the Public Officer together with either that of the President or a Vice President.

### 12. THE OFFICE OF THE FEDERATION.

This shall be deemed to be the address of the Secretary (Secretary/Treasurer) of the day.

### 13. AUDITOR.

- (a) The appointed Auditor shall be a Registered Company Auditor who shall annually audit the yearly financial affairs of the Federation.
- (b) The first Auditor of the Federation may be appointed by the Council before the first Annual General meeting. And if so appointed shall hold office until the first Annual General Meeting of Incorporation, unless previously removed by resolution of the Council at a Special Meeting, in which case, the Council shall at a Special Meeting appoint another Registered Company Auditor to act until the first Annual General meeting of Incorporation.
- (c) Except as provided in the Sub-rule (b) above, the Auditor shall only be removed from office by a special determination of the Federation.
- (d) If a casual vacancy occurs in the office of Auditor during the course of a financial year of the Federation, the Council may nominate and appoint a new Auditor. The nominee so appointed shall hold office until the next succeeding Annual General meeting.
- (e) (i) The Auditor shall have a right to the accounts, books, records, vouchers, documents and the like being Federation records and  
(ii) may require from the servants of the Federation such information and explanations as may be necessary for the performance of his or her duties, and

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- (iii) may employ Persons to assist him or her in investigating the accounts of the Federation, and
  - (iv) may in relation to the accounts of the Federation examine any member of the Council or any servant of the Federation.
- (f) The Auditor shall certify as to the correctness of the accounts of the Federation and shall issue a written statement and report thereof.
- (g) The Auditor's report in covering the certification of accounts shall state –
- (i) As whether he or she has obtained the information required by him or her and
  - (ii) whether, in his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Federation according to the information at his or her disposal and explanations given to him or her as shown by the books of the Federation, and
  - (iii) whether the rules relating to the administration of funds of the Federation have been observed.
  - (iv) The Annual Audit shall be conducted in sufficient time as to allow the Treasurer to present to the Council at the Annual General meeting the Audited Financial Statements and Auditor's Report, together with the Treasurer's report.

### 14. MEMBERSHIP

- (a) Any Photographic Camera Club/Society in the State of Tasmania may become affiliated with the Federation.
- (b) Termination of Affiliation. Termination shall be effected by –
- (i) Resignation of the Member Body addressed to the Council, after all financial obligations have been satisfied, or
  - (ii) Cancellation should a Member Body lose its character of purpose all financial obligations having been satisfied.
  - (iii) In exceptional circumstances of non-payment of financial obligations of a Member Body.
  - (iv) Any Member Body which has been removed from the Federation under the foregoing termination conditions shall have no claim or action whatsoever against the Federation.



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### 15. CONSTITUTION & RULES

- (a) Any intention to change the Constitution shall be by Notice of Motion, addressed to the President or Secretary as required by Rule 7.
- (b) Any change of the Constitution and Rules, objects, and/or purposes of the Federation shall only be effected at the Annual General meeting of the Federation.
- (c) Voting upon matters of interest shall be decided and passed by at least 2/3 (two thirds) majority of financial affiliated Member Bodies.

### 16. CUSTODY OF RECORDS.

- (a) The Custody of the Books and Records of the Federation shall be vested in the appropriate Officers of the Federation, viz.
  - (i) Minute Books, Correspondence and general records to be the care and attention of the Secretary (Secretary/Treasurer).
  - (ii) The Financial Books of accounts and the like to be the care and responsibility and attention of the Treasurer.
  - (iii) Legal Documents, Securities and the like, the Seal of Incorporation to be in the care and attention of the Public Officer.

### 17. COMPETITIONS.

- (a) The Council shall promote regulations for photographic competitions.
- (b) The conditions shall as far as practicable conform to those conditions under which International Competitions are conducted.
- (c) The Federation shall strictly supervise and control its regulations relating to its promoted Competitions.

### 18. (a) RECOGNITION OF PHOTOGRAPHIC MERIT

- (i) For the purpose of assuring proper recognition of outstanding talents and contributions to all fields of photography, the Council may by procedure laid down from time to time, confer Honours on Members of affiliated Member Bodies. These Honours are the subject of the Merit Award System, and are to be conditional accordingly, and shall be-

- (1) Licentiateship
- (2) Associateship
- (3) Fellow
- (4) Honorary Fellowship

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- (ii) Certification from Affiliated Member Bodies are required to support that such distinctions have been attained, and that applicants qualify for the appropriate Honour to be awarded by the Federation.

### (b) RECOGNITION OF OUTSTANDING SERVICE.

- (i) For the purpose of assuring proper recognition of outstanding service in the administration of the FEDERATION, the Council may by procedure laid down from time to time, confer Life Membership on a serving member of the Council. Except for the initial year of operation of this sub-clause, no more than one Life Member shall be elected in any one year.
- (ii) The conferring of Life membership shall not convey any pecuniary interest in the Federation nor shall such election be used by the recipient for personal financial gain.
- (iii) A Life Member shall not be a member of Council and shall have no voting rights, except where he/she is an elected delegate of a Member body.

### 19. SERVICE OF NOTICES

Except as otherwise provided by these rules, written notice may be given or served under these rules on a person, the Council or a Member Body by –

- a) giving it to the person, the secretary of the Council, or the secretary or public officer of the Member Body; or
- b) leaving it at, or sending it by post to, the person's, the Council's or the Member Body's postal address last known to the server of the written notice; or
- c) emailing it to the person's, the Council's or the Member Body's email address.

### 20. INTERPRETATION OF THE CONSTITUTION AND RULES

If any doubt arises as to the proper construction or meaning of the provisions of the Constitution and Rules or any expression used therein, the Council's interpretation of the Constitution and Rules shall be final and conclusive, provided such decision is reduced to writing and properly recorded in the proceedings of the Council.

### 21. USE OF THE NAME OF THE FEDERATION.

No affiliated Member Body or individual member of such a body shall use the name of the Federation for personal gain excepting the normal privilege of Membership of the Federation.

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