

**SOUTH AUSTRALIAN PHOTOGRAPHIC
FEDERATION INCORPORATED**

CONSTITUTION

RULES,

BY-LAWS,

**AND
STANDING
ORDERS**

[Amended 23 March 2013]

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PART ONE - RULES

RULE 1. ESTABLISHMENT AND DESIGNATION:

- 1.01 The Association is established pursuant to the provisions of the "Associations Incorporation Act 1985" as amended and shall be the photographic federation in and for the State of South Australia.
- 1.02 The Name of the Association shall be "**SOUTH AUSTRALIAN PHOTOGRAPHIC FEDERATION INCORPORATED**", hereinafter referred to as "the Federation".
- 1.03 The place of business shall be at any location determined by the Management Committee.

RULE 2. OBJECTS:

- 2.01 To co-ordinate the activities of Camera and Photographic Clubs within the State and thereby encourage proficiency in the art and science of photography in all its categories.
- 2.02 To promote and/or conduct Club, Inter-Club, State, Inter-State and International photographic seminars, instructions, conventions, competitions and exhibitions of every kind.
- 2.03 To provide services to affiliated clubs, members, other kindred bodies and their members.
- 2.04 To encourage Clubs and Members in the pursuit of nature photography to observe and protect, and induce others to observe and protect, the ecology and natural environment and in particular the preservation of Australian Flora and Fauna.
- 2.05 To confer such photographic honours, service honours and awards, and conditions pertaining to them, as the Management Committee determines

Amended March 2013

RULE 3. DEFINITIONS OF TERMS:

In these Rules, By-Laws and Standing Orders unless the contrary intention is expressed or the context demands otherwise:

- 3.01 "*Affiliated Club*" means a duly constituted Camera or Photographic Club or other like body of persons admitted to membership of the Federation.
- 3.02 "*Ordinary Member*" means and includes every person who complies with the rules of membership of an Affiliated Club.
- 3.03 "*Associate Member*" means an individual person who has been granted direct membership to the Federation.
- 3.04 "*Delegate*" means the duly elected representative of an Affiliated Club or of the Associate Members.
- 3.05 "*General Assembly*" means a duly constituted meeting of Delegates.

- 3.06 *"Management Committee"* means the Committee elected by the Annual General Meeting of the Federation pursuant to these Rules, By-Laws and Standing Orders.
- 3.07 *"Appeals Committee"* means a Committee appointed in accordance with Rule 13 specifically for the purpose of hearing Appeals, Protests and Charges.
- 3.08 *"Ex-Officio"* means included automatically by virtue of Office held.
- 3.09 *"Honorary"* means without payment of formally arranged fees or levies.
- 3.10 *"Region"* means any part of the State set apart and approved by the Management Committee for the purpose of forming a separate group of Affiliated Clubs and Associate Members to be administered pursuant to Rule 11.
- 3.11 *"State"* means the State of South Australia.
- 3.12 *"Mullins Fund"* means the fund established pursuant to By-law B11A.
- 3.13 *"Mullins Fund Committee"* means the committee appointed to administer the Mullins Fund in accordance with By-law B11A

RULE 4. COMPOSITION

THE FEDERATION SHALL CONSIST OF:

- 4.01 All Clubs, which affiliate with the Federation and pay the Affiliation fee [with or with-out] capitation fees from time to time as set by the Management Committee..
- 4.02 Ordinary Members whose Affiliated Club complies with the requirements of Rule 4.01 of this Rule.
- 4.03 Associate Members as defined by Rule 3.03.
- 4.04 Any other person or body classified as a member under Rule 5.

RULE 5. MEMBERSHIP, MEMBERSHIP FEES AND VOTING RIGHTS:

- 5.01 *'Affiliated Club'* shall be any club, which has been duly admitted by the Management Committee and paid the prescribed Affiliation fee [with or without] capitation fees.
- 5.02 *"Ordinary Member"* shall be a member of an Affiliated Club who shall be entitled to be an Ordinary Member of the Federation. Ordinary Members shall have no voting rights in the General Assembly.
- 5.03 *"Associate Member"* shall be any person who has been duly admitted by the Management Committee and paid the prescribed membership fee. An Associate Member shall have access to the activities of the Federation as determined by the Management Committee. An Associate Member shall have no voting rights in the General Assembly. Associate Members as a group - shall be represented by not more than two delegates who shall have one vote each in the General Assembly.
- 5.04 *"Honorary Members"* shall be any photographer or any person interested in the promotion of photography who may be elected by Management Committee as an Honorary Member of the Federation for such period as seen fit. Honorary Members shall have no voting rights in the General Assembly.
- 5.05 *"Honorary Life Member"* shall be any person or body rendering outstanding service to the Federation who is recommended by the Management Committee to the General Assembly for election and granted Honorary Life Membership by the General Assembly. Honorary Life Members shall have no voting rights in the General Assembly.

- 5.06 "*Corporate Member*" shall be any company or association, which has been duly admitted by the Management Committee and paid the prescribed membership fee. Representatives of a Corporate Member shall have access to the activities of the Federation as determined by the Management Committee. A Corporate Member shall have no voting rights in the General Assembly.

RULE 6. TERMINATION OF MEMBERSHIP - AFFILIATED CLUBS AND MEMBERS:

- 6.01 Membership may be terminated by any of the following manners:
- (a) By resignation addressed to the Secretary in writing. Such resignation shall not be effective until any outstanding fees due are paid and all property of the Federation in the possession of the Affiliated Club or Associate Member is returned.
 - (b) By the Management Committee for non-payment of Affiliation and/or Capitation Fees in the case of an Affiliated Club, and Membership Fees in the case of an Associate Member, or other debts due to the Federation. Termination of membership due to unpaid fees shall be able to be applied not sooner than two calendar months after the due date for payment of such fees, but notice of impending termination may be advised within that two month period. The lack of a notice being issued shall not be sufficient defence or reason for Appeal by a terminated member.
 - (c) By expulsion as a result of a resolution of the Management Committee passed by a two-thirds majority of those eligible to vote, for breaches of the Rules, By-Laws or Standing Orders or conduct likely to bring discredit upon or be prejudicial to the Federation. Due notice in writing of the intended expulsion must be given to the offending Affiliated Club or Member. The Delegates of an Affiliated Club, or the Member as the case may be, shall be given the opportunity to attend the Management Committee meeting and offer a defence. An Appeal against a decision for expulsion may be lodged with the Appeals Committee in accordance with the provisions of Rule 13.

RULE 7. OFFICE BEARERS AND MANAGEMENT COMMITTEE:

- 7.01 The following shall be Office-Bearers and except for the Patron shall constitute the members of the Management Committee. With the exception of Patron, any person being nominated for Office shall be an Ordinary Member or an Associate Member.
- (a) *Patron:* Such person as may from time to time be appointed by an Annual General Meeting provided such person has signified beforehand in writing their agreement to be so appointed.
 - (b) *President:* The Annual General Meeting shall elect annually a President of the Federation who shall ex-officio be Chairman of the Management Committee and General Assemblies. In the event of this office being vacated, the Senior Vice-President shall assume Presidency for the balance of the term of office.
 - (c) *Senior Vice-President:* The Annual General Meeting shall elect annually a Senior Vice-President who shall ex-officio be Deputy Chairman to act in the absence of the Chairman. In the event of this office being vacated, the Management Committee shall appoint another Senior Vice-President.
 - (d) *Junior Vice-President/s:* The Annual General Meeting may in its discretion elect not more than two Junior Vice-Presidents.
 - (e) *Secretary:* The Annual General Meeting shall elect a Secretary who shall perform the duties assigned under the By-Laws. Except in the case of a misdemeanour warranting instant dismissal, this office may be terminated by not less than three

months notice on either side, or by the election of a new Secretary at a subsequent Annual General Meeting.

- (f) *Assistant Secretary:* The Annual General Meeting shall if it considers the business of the Federation so requires elect an Assistant Secretary whose duties shall primarily be the recording of minutes of General Assemblies, the Annual General Meeting, and Management Committee meetings.
- (g) *Treasurer:* The Annual General Meeting may elect a Treasurer upon the same terms and conditions as the Secretary.
- (h) *Immediate Past President:* This Officer shall ex-officio, be a member of the Management Committee.
- (i) *Management Committee Members:* In addition to the ex-officio office bearers the Annual General Meeting shall elect up to six Management Committee Members.

RULE 8. GOVERNMENT:

- 8.01 The Federation shall be governed by the General Assembly consisting of not more than two Delegates from each Affiliated Club and not more than two delegates from the Associate Membership. All Members of the Federation may attend and speak at an Assembly but only Delegates can vote and propose motions. A Delegate of a Club shall be a member of an Affiliated Club but not necessarily a member of the Club represented. A delegate of the Associate Membership shall be an Associate Member elected annually in the manner determined by the Management Committee. Proxies shall be allowed in accordance with By-Law B10. A Proxy shall have the same voting rights as the Delegate represented.
- 8.02 An Annual General Meeting of Delegates shall be held once each calendar year to elect all Office Bearers and Management Committee members in accordance with the method set out in the By-Laws.
- 8.03 General Assemblies shall be held twice yearly, September, March but may be suspended for a specified time by at least a two-thirds majority of voting Delegates at an Annual General Meeting, General Assembly or Special Meeting.
- 8.04 Delegates may submit Notices of Motion to be considered by a General Assembly, provided they reach the Secretary at least nine weeks prior to the date fixed for the Meeting or are tabled at the General Assembly preceding the one at which they will be considered.
- 8.05 Notices of Motion shall be included in the Agenda for the meeting and if passed by a majority of attending Delegates shall be binding as a Direction to the Management Committee.
- 8.06 Any motion moved without Notice as required by Rule 8.04, and passed by the General Assembly, shall only be in the form of a Recommendation for consideration by the Management Committee.
- 8.07 The General Assembly may give Directions or Recommendations to the Management Committee on any matter including management.
- 8.08 The General Assembly may appoint Sub-Committees for specific purposes provided always that such purpose does not conflict with, restrict, or contradict the powers of the Management Committee or any Sub-Committee appointed by the Management Committee.
- 8.09 A Sub-Committee of the General Assembly shall report back to the General Assembly and shall disband at the completion of the purpose for which it was formed.

RULE 9. MANAGEMENT:

- 9.01 The Management Committee as elected shall take office within one calendar month after the date of the Annual General Meeting and shall meet at least ten times per year not more than two months apart.
- 9.02 **EXHIBITIONS AND SEMINARS - DIRECTOR/S AND COMMITTEES**
The Management Committee shall appoint such Directors and/or Sub-Committees as considered necessary to cover the detailed planning of Exhibitions and Seminars.
- 9.03 The Management Committee may from time to time form such other Sub-Committees as it may in its discretion deem expedient for the efficient management of the Federation provided always that no such Sub-Committee can be vested with any power or powers greater than that which the Management Committee itself possesses.
- 9.04 Each Sub-Committee appointed by the Management Committee shall meet regularly or as laid down in the By-Laws and shall report to the Management Committee at intervals not exceeding three months. Additional reports may be requested by the President.
- 9.05 Each Director or Chairman of a Sub-Committee shall submit written reports to, or attend, Management Committee meetings as requested by the Management Committee.
- 9.06 Any sub-committee having control of SAPF funds shall be bound by Rules 23 and 24, and shall present financial statements to the SAPF Treasurer at intervals not exceeding three months. Additional reports may be requested by the Treasurer.
- 9.07 A Sub Committee of the Management Committee shall disband at the completion of the purpose for which it was formed.

RULE 10. DUTIES OF THE MANAGEMENT COMMITTEE:

- 10.01 The Management Committee shall carry out all lawful directions of the General Assembly and shall, subject to the provisions of By-law B11A, manage the income, funds, and other property and shall exercise control and superintendence of the affairs of the Federation, and shall do all acts and deeds as may be necessary to carry out the objects of the Federation provided always that every act or deed shall be authorised by a duly recorded minute taken at a properly constituted meeting of the Management Committee.
- 10.02 The Management Committee shall receive the reports of any Sub-Committee appointed in accordance with Rule 9.03 and shall have full power to adopt, amend or reject any resolution or recommendation of such Sub-Committee. Before the Management Committee alters or rejects any resolution of a Sub Committee the Sub Committee members shall be given the opportunity to attend a Management Committee meeting and state their case.
- 10.03 The Management Committee shall define, amend or alter the powers and duties of any Sub Committee appointed pursuant to Rule 9.03 not otherwise provided for in these Rules.
- 10.04 The Management Committee may give or issue instructions affecting any matters connected with the proper management of its affairs and may suspend or remove from office any office-bearer or take such other measures to ensure that its directions are carried out. Its action shall not be questioned except at a General Assembly and in accordance with Rule 8.
- 10.05 The Management Committee shall have power to appoint a member to fill any vacancy amongst the Office-bearers or Management Committee but such appointment shall be valid only until the next election for that office.
- 10.06 The Management Committee shall have the power to buy, lease, or otherwise acquire land, buildings, or any items of Capital expenditure in the name of the Federation for the purpose of carrying out its obligations *provided always that the consent of the General Assembly shall be first required where any item of expenditure is to exceed \$4,000*

- 10.07 The Management Committee shall notify all Affiliated Clubs and Associate Members of any changes in Rules, By-Laws or Standing Orders, such changes not being effective until notice be issued. It is the express duty of the Management Committee to promulgate all such changes within one calendar month after such change is made.
- 10.08 The Management Committee shall give notice to Affiliated Clubs and Associate Members of any changes in administration or Supplementary Regulations, such changes not being effective until notice be issued.
- 10.09 The Management Committee shall, when required, elect representatives to any other body with which the Federation affiliates.
- 10.10 The Management Committee may constitute, undertake, execute or set up either gratuitously or otherwise any Trusts, which it may consider to be desirable in the interests of the Federation and its Affiliated Clubs and Members.
- 10.11 The Management Committee may recommend to the General Assembly the appointment of two or more responsible persons of legal age as Trustees with no survivorship (except that where the number of Trustees exceeds two there shall be no survivorship less than two), to administer any Trust which may be constituted pursuant to Rule 10.09. The powers, terms and conditions of such Trust shall be drawn up and executed under Seal by the Trustees and the Federation.
- 10.12 The Management Committee shall provide a report to each General Assembly meeting, giving such details as will sufficiently describe the activities of the Management Committee since its previous report. Unless instructed to the contrary by the General Assembly, such reports shall be verbal.
- 10.13 The Management Committee shall exercise control over the purchase, control, hire and maintenance of all equipment necessary to the functions of the Federation and its Sub-Committees. The equipment may, when not otherwise required by the Federation or its Sub-Committees, be available for the use of Affiliated Clubs in accordance with any Supplementary Regulations drawn up in accordance with Rule 22.02 (f).
- 10.14 The Management Committee shall be responsible for ensuring sufficient levels of insurance cover for the property of the Federation and other risks that may be identified.

RULE 11. DECENTRALISATION OF ADMINISTRATION (REGIONS):

- 11.01 If the Management Committee deems it to be expedient for the more efficient management of the Federation, then it may divide any part or parts of the State into Regions and each such Region shall take the name allotted to it by the Management Committee.
- 11.02 Each Region shall be required to co-ordinate the activities of the Affiliated Clubs within that Region for the purpose of furthering and carrying out the objects of the Federation and so far as the same may be necessary or expedient for carrying out such purpose the Rules, By-Laws and Standing Orders of the Federation shall, with necessary changes, apply.
- 11.03 Each Region shall be managed by a Regional Committee consisting of one Delegate from each Constituent Club.
- 11.04 The Regional Committee shall elect a Chairman, Secretary and Treasurer at its first Regional Committee meeting, which shall be called specifically for that purpose.
- 11.05 The Management Committee shall set up the financial structure of each Region, and each Regional Committee shall tender a written financial statement to each General Assembly. Each Regional Committee shall supply a Balance Sheet and Accounts at the end of the Federation's financial year, for incorporation into the Balance Sheet and Accounts of the Federation. The financial year of Regions shall be the same as that of the Federation.

RULE 12. DUTIES OF EXHIBITIONS AND SEMINARS COMMITTEES:

12.01 Exhibitions and Seminars Sub-Committees as appointed by virtue of Rule 9.02 shall be responsible for:

- (a) The arrangements for the proper conduct of all Exhibitions and/or Seminars as authorised by the Management Committee.
- (b) The preparation and printing of Programmes, Catalogues, Entry Forms and Conditions of the competitions or Seminars connected therewith.
- (c) The receipt and dispatch of entries, the recording of all results, and regular accounting of the proceeds to the Management Committee.

RULE 13. APPEALS COMMITTEE:

- 13.01 Should an appeal, protest or charge, become lodged an Appeals Committee of five members, shall be formed from club delegates by the Patron or his/her nominee. Should the grievance involve the Patron the President will form the committee. The Appeals committee shall be separate from the Management committee for the purpose of resolving such grievances and may have no more than one delegate from any one club. Decision of the Appeals Committee requires a simple majority.
- 13.02 The Appeals Committee shall have the power to seek advice from any person it sees fit..
- 13.03 The Appeals Committee shall be declared vacant at the Annual General Meeting, subject to Rule 13.04, and each member of the Appeals Committee shall be eligible for re-nomination, with further nominations being called for at the Annual General Meeting.
- 13.04 Should there be any appeal subject to unfinished deliberation at the time of the Annual General Meeting, the Appeals Committee members having already partly deliberated on the matter shall continue until a final deliberation on that appeal is made, subject to a time limit of two calendar months after the date of the Annual General Meeting, within such time a final deliberation is to be made or, if no final deliberation is made within that time, the matter shall be passed on to the incoming Appeals Committee.
- 13.05 Any member of the Appeals Committee who has any direct or indirect involvement with the specific matter being the subject of the appeal, shall not sit in any Appeals Committee meeting discussing the appeal and shall be precluded from having any involvement with the decision making process for that particular appeal, other than giving evidence as witness.
- 13.06 The decisions of the Appeals committee shall be final and be implemented by the Management Committee. The decisions of the Appeals Committee shall be reported to the next General Assembly meeting.

RULE 14. ANNUAL GENERAL MEETING:

- 14.01 The Management Committee shall fix the place and date for the Annual General Meeting, which may not necessarily be in the City of Adelaide.
- 14.02 The Annual General Meeting shall be held within the first three months of each calendar year.
- 14.03 Delegates may submit Notices of Motion to be considered at an Annual General Meeting, provided they reach the Secretary at least nine weeks prior to the date fixed for the Meeting or are tabled at the General Assembly preceding the Annual General Meeting.

- 14.04 Notices of Motion shall be included in the Agenda for the meeting. A Notice of Motion, other than a Notice of Motion referred to in Rule 26, passed by a majority of attending Delegates shall be binding as a Direction to the Management Committee.
- 14.05 Any motion moved without Notice as required by Rule 14.03 and passed by an Annual General Meeting shall only be in the form of a Recommendation for consideration by the Management Committee.
- 14.06 Notice of an Annual General Meeting shall be published in the magazine of the Federation.
- 14.07 Notice of an Annual General Meeting, including a copy of each Notice of Motion, if any, shall be posted/mailed to the last known address of the Secretary of each Affiliated Club, Associate Member and Region at least six weeks before the date of the Annual General Meeting. Should a copy of any Notices of Motion also be published in the Federation magazine, this shall be considered as having complied with the provisions of this Rule, provided the magazine is posted/e-mailed at least six weeks before the date of the Annual General Meeting.

RULE 15. SPECIAL MEETINGS:

- 15.01 Special Meetings may be summoned in accordance with the following:
- (a) In the case of a Special General Assembly:
 - (i) By the President.
 - (ii) By a requisition signed by the Presidents of not less than five affiliated Clubs
 - (iii) By a requisition signed by the delegates of not less than 1/3 of affiliated Clubs.
 - (b) In the case of a Special Management Committee Meeting:
 - (i) By the President.
 - (ii) By a requisition to the President signed by not less than one third of the members of the Management Committee including ex-officio members.
 - (iii) By a requisition to the President signed by not less than one-third of the Delegates.
 - (c) In the case of a Sub-Committee:
 - (i) By the President.
 - (ii) By the Chairman of that Sub-Committee.
 - (iii) By a requisition to the President or Committee Chairman signed by not less than one third of the members of that Sub-Committee.
- 15.02 Not less than seven days written notice shall be given to each person entitled to attend a Special Meeting except for proposed amendments to the Constitution Rules, By-Laws and Standing Orders, in which case the provisions of Rule 26 shall apply. The notice shall specify the day, date, time and place where the Special Meeting is to be held and the specific business of the Special Meeting.
- 15.03 There shall be no business conducted at any Special Meeting other than the specific business for which the notice was given.
- 15.04 If the President or Sub-Committee Chairman shall fail to convene a Special Meeting within a period of seven days after receipt of a requisition pursuant to Rules 15.01, then the Special Meeting may be called in the manner provided by Rule 15.02 by any one of the signatories to the requisition.

RULE 16. STATUS AND LIABILITY OF MEMBERS:

- 16.01 No Affiliated Club or Member shall have any estate or interest in the property or funds of the Federation other than the right to use its property in the exercise of the privileges of membership.

- 16.02 No Affiliated Club or Member shall be personally liable for any act or omission on the part of the Federation or its officers, servants or workmen.
- 16.03 Members of the Federation and the elected Office Bearers shall be indemnified out of the funds of the Federation against the damages, verdicts in, and costs of any legal proceedings that may be instituted against them or any of them arising from the reasonable duty of care and exercise of their office or the legal performance of their duties.

RULE 17. FINANCIAL YEAR:

- 17.01 The Calendar Year shall be the financial year of the Federation.

RULE 18. SEAL AND SEAL HOLDERS

- 18.01 The Seal holders shall be the President, Secretary and Treasurer with power of any two to affix the Seal whenever the same shall be necessary.
- 18.02 The Seal shall not be affixed to any instrument unless authorised by resolution of the Management Committee.
- 18.03 The President shall have the custody of the Seal.

RULE 19. PUBLIC OFFICER:

- 19.01 The Public Officer shall be appointed by the Management Committee and shall be a resident of the State of South Australia and not necessarily a member of the Federation.
- 19.02 If the position of Public Officer becomes vacant, Management Committee shall appoint another person to fill the vacancy within fourteen days.

RULE 20. AUDITOR:

- 20.01 At each Annual General Meeting there shall be appointed an Auditor who shall not hold any office in the Federation, and at such meeting the Auditor's fee for the following financial year may be fixed.
- 20.02 The term "Auditor" shall mean any person or firm, entitled to be appointed in accordance with the Associations Incorporation Act.
- 20.03 If the Auditor's fee is not fixed at the Annual General Meeting, it shall be fixed by the Management Committee. The Management Committee may delegate the negotiation of the Fee to the President, with or without setting a limit.

RULE 21. WINDING UP AND DISPOSAL OF FUNDS:

- 21.01 If for any reason the Federation shall cease to function, or in the event of it being dissolved or wound up, the funds of the Federation shall be distributed as follows:
- (a) To such Clubs as are still affiliated, in proportion to the membership of the remaining Affiliated Clubs, or
 - (b) Should there be no remaining Affiliated Clubs, amongst other Incorporated Associations having similar objects to this Federation, or

- (c) Should there be no other Incorporated Associations as defined by subsection (b), to such other charitable organisations as shall be determined by the last President, Secretary and Treasurer.

21.02 The term Funds in this Rule includes all property and assets held by or on behalf of the Federation with the exception of the Mullins Fund, which shall be dealt with in accordance with By-law B11A.

RULE 22. SUPPLEMENTARY REGULATIONS:

22.01 The Management Committee shall have power to make and amend Supplementary Regulations not contrary to or inconsistent with the Constitution, By-Laws and Standing Orders.

22.02 The Management Committee shall have power to make Supplementary Regulations specifically for the purpose of regulating any of the following matters:

- (a) The publication of a regular magazine.
- (b) Printing, distribution and sale of programmes.
- (c) Use of the name or mark of the Federation.
- (d) The granting of licences for the use of any property belonging to or under the control of the Federation.
- (e) The control of the public or visitors to any function conducted by the Federation.
- (f) The hire of Federation equipment.
- (g) Insurances.
- (h) Competition Rules.
- (i) Nomination and election of Delegates for the Associate Members.

RULE 23. BANKING:

23.01 Subject to By-law B11A, all moneys received by or on behalf of the Federation shall be paid within seven days to the credit of an account opened in the name of the Federation with such bank or banks, as may be determined from time to time by the Management Committee.

23.02 Subject to By-law B11A, where moneys are subscribed or provided for a special purpose, the same shall be deposited in a special account bearing the name of the special purpose concerned preceded by the name of the Federation.

RULE 24. PAYMENTS:

24.01 All payments shall be by cheque signed by any two of three persons authorised by the Management Committee for that purpose and drawn upon the account established to meet the payment concerned.

24.02 A Petty Cash fund, for the purpose of meeting sundry small expenses, maybe established and maintained at an amount set by the Management Committee.

RULE 25. INTERPRETATION:

25.01 If any doubt shall arise as to the proper construction or meaning of any of the provisions of the Constitution Rules, By-Laws and Standing Orders or Supplementary Regulations of any of them or any expression used therein the interpretation of the Honorary Solicitor of the Federation, if there be one, shall be final. The interpretation of the Honorary Solicitor shall be expressed in writing and tabled at a General Assembly.

- 25.02 Should there be no Honorary Solicitor, the interpretation of the Management Committee shall be sought and this interpretation shall be expressed in writing and tabled at a General Assembly meeting, provided always that should any member feel aggrieved of the interpretation of the Management Committee then that member may appeal to the Appeals Committee for a final interpretation.

RULE 26. AMENDMENT TO THE CONSTITUTION RULES, BY-LAWS AND STANDING ORDERS:

- 26.01 No amendment to the Constitution Rules, By-Laws or Standing orders shall have any effect until approved at a meeting called for that purpose and, in the case of an amendment to By-Law B11A approved by an 80% majority and with the case of any other amendment approved by a two thirds majority at an Annual General Meeting or at a Special Meeting called for that purpose.
- 26.02 Amendments may be initiated by:
- (a) The Management Committee by Notice of Motion to a meeting defined in Rule 26.01
 - (b) A Notice of Motion proposed and seconded by any two Delegates.
- 26.03 Any Notice of Motion proposing an amendment as defined in Rule 26.01 to be considered at a Special Meeting shall be made in writing and must reach the Secretary at least nine weeks prior to the date fixed for the meeting.
- 26.04 Not less than six weeks notice shall be given to all Affiliated Club Secretaries and Associate Members for any meeting for which proposed changes as defined in Rule 26.01 are to be deliberated.

PART TWO - BY-LAWS

B1. CONSTRUCTION:

- B1.01 In these By-Laws unless a contrary intention is expressed words and phrases shall have the same meaning as that given to them by the Constitution Rules.

B2. FEES:

- B2.01 Affiliation Fees, Capitation Fees and Membership Fees shall be prescribed annually not later than the last Management Committee Meeting in the calendar year and shall be payable not later than two months after the due date.
- B2.02 Delegates of Clubs, which have Affiliation or Capitation Fees outstanding, shall not be eligible to exercise a vote until the outstanding fees have been paid.
- B2.03 Associate Members who have Fees outstanding shall not be eligible to participate in the election of Delegates until the outstanding fees have been paid.

B3. PROTESTS, APPEALS, CHARGES, EXPULSIONS:

- B3.01 No Appeal, Protest or Charge shall be considered until it is lodged with the Appeals Committee in writing setting out in simple language the nature of the matter to be determined
- B3.02 The Appeals Committee may call before it any member or other person willing to give evidence concerning the matter being determined and likewise a member may call witnesses in its, his or her defence.
- B3.03 The Appeals Committee shall not determine any Appeal, Protest or Charge against a member of the Federation unless that member has been given an opportunity to hear the evidence, cross examine the witnesses, and speak and/or tender evidence in its, his or her defence.
- B3.04 A member shall be deemed to have had an opportunity to be heard in its, his or her defence if the Appeals Committee is satisfied that the member has had such notice of the matter complained of and the time and place of the meeting dealing with the Appeal Protest or Charge, as would enable the member concerned in the ordinary course of travel to be present at the meeting.

B4. NOMINATION OF PATRON:

- B4.01 In the case of the election of a Patron, the Management Committee may submit a panel of nominees for consideration by the Annual General Meeting, without prejudice to the right of that Annual General Meeting to make additional nominations from the floor.

B5. PRESCRIBED NOMINATION FORM:

- B5.01 The Management Committee shall approve a Nomination Form to be used by nominees for Office-Bearers and the Management Committee.
- B5.02 A prescribed Nomination Form signed by a Proposer and Secunder shall also bear the signature of the nominee signifying that Nominee's agreement to the nomination. It shall be permissible for a Nominee to submit a Nomination Form without it bearing a Proposer and Secunder.

B6. RESIGNATIONS:

- B6.01 A resignation from any Office Bearer shall be in writing and delivered or posted to the President.
- B6.02 The Secretary and Treasurer shall be required to give at least three calendar months notice of resignation.
- B6.03 The resignation of a Trustee shall be by notice in writing delivered or posted to the President and shall take effect from the Management Committee meeting next following the receipt of the notice. A retiring Trustee as a condition of being released from Trust shall execute any appointment of a new Trustee as may be necessary.

B7. INFORMATION REQUIRED FROM AFFILIATED CLUBS:

- B7.01 At the time of initial affiliation, and at each subsequent re-affiliation, Clubs shall provide the following information on a Form or Forms approved by the Management Committee:
- (a) The full legal name of the Club, indicating incorporation where applicable.
 - (b) A list of all financial and life members.
 - (c) The names of the President and Secretary and their respective addresses and telephone numbers.
 - (d) If correspondence is to be forwarded other than to the address of the Secretary, the alternative address.
 - (e) Information as to the place, time and frequency of its meetings.
 - (f) The names, addresses [postal and email] and telephone numbers of the Club's Delegates.
 - (g) The Club's main photographic interests.
 - (h) Such other information as shall be required by the Management Committee.

B8. INFORMATION REQUIRED FROM ASSOCIATE MEMBERS:

- B8.01 At the time of initial application for membership the Applicant shall provide the following information on an Application for Membership Form approved by the Management Committee:
- (a) Full name, address [postal and email] and telephone number.
 - (b) The Applicant's main photographic interests.
 - (c) Photographic Honours where applicable.
 - (d) Signature of the Applicant.

- B8.02 The Associate Member shall advise any change to the information advised in By-Law B8.01, as it occurs.

B9. REGISTER OF MEMBERS:

- B9.01 The Secretary shall maintain a Permanent File for each Affiliated Club. Each Club Permanent File shall contain the most recent correspondence containing the information required in By-Law B7.01 and the date that each item of correspondence in the File was received. Old Forms shall be archived.
- B9.02 The Secretary shall maintain an Associate Members Permanent File which shall contain the Application for Membership forms of each accepted Associate Member, sorted in surname alphabetical order. Application for Membership forms of resigned Associate Members and those of Associate Members who have not renewed membership within the time allowed as provided by Rule 6.01 (b) shall be removed from the Associate Members Permanent File and archived.

B10. PROXIES:

B10.01. A Proxy Delegate shall produce to the meeting a written authority to act signed by the President of the Affiliated Club or, in the case of a Delegate of the Associate Members, the Delegate he or she is representing. The authority shall be handed to the Chairman not later than ten minutes before the commencement of the meeting.

B10.02. A Proxy Delegate shall be:

- (a) A member of an Affiliated Club but not necessarily a member of the same Club as the represented Delegate,
- (b) An Associate Member.

B11. SUB COMMITTEES:

B11.01. Subject to By-law B11A, members appointed to Sub Committees do not necessarily have to be Members of the Management Committee, Affiliated Clubs or Associate Members.

B11.02. Subject to By-law B11A, Sub Committees that, in the opinion of the Management Committee do not meet regularly, may be disbanded on failure to meet on dates fixed for that purpose.

B11.03. Subject to By-law B11A, a Sub Committee may act notwithstanding a vacancy in their number of members provided that such vacancy is notified to the Management Committee in the case of a Sub Committee of the Management Committee, or notified to the General Assembly in the case of a Sub Committee of the General Assembly. The vacancy shall be filled, if possible, at the next respective Management Committee meeting or General Assembly meeting.

B11A. MULLINS FUND:

B11A.01 The Federation acknowledges the contribution known as the Mullins Fund received in memory of the late Doug Mullins. The monies from this fund shall be used to promote photography in South Australia in accordance with the objectives of the Federation.

B11A.02. The Mullins Fund shall be managed by the Mullins Fund Committee which shall comprise the following:

- [a] one person to be the SAPF Patron.
- [b] one person elected by the Management Committee.
- [c] one person elected by the General Assembly

B11A.03. Any member of the Mullins Fund Committee appointed under By-law B11A.02 shall hold office until:

- [a] in the case of the person appointed by the Management Committee, for a term of 3 years, at which time the person's appointment may be renewed, or the person may be replaced by such other person as elected by the Management Committee.
- [b] in the case of the member elected by the General Assembly for a period of 3 years. The appointment of the Mullins Fund Committee member appointed by the General Assembly shall be determined by vote of the delegates by simple majority held at the Annual General Meeting immediately preceding the termination of the member.

B11A.04. The Mullins Fund Committee shall meet periodically as the Mullins Fund Committee shall determine.
Copies of the Minutes of its meeting shall be forwarded to the Management Committee.
The Management Committee Treasurer or nominee from the same committee may attend the Mullins Fund Committee meetings in a non-voting capacity.

The Mullins Fund Committee and the Management Committee shall meet annually to determine the amount of funds needing transfer for the annual operational funds of the SAPF without jeopardising the value of the Mullins Fund principal.

- B11A.05. The decisions of the Mullins Fund Committee shall be by way of simple majority.
- B11A.06. The Mullins Fund Committee shall be solely responsible for the Mullins Fund, including the investment of the Mullins Fund and the distribution of the Mullins Fund or any income derived from the Mullins Fund. In so doing, the Mullins Fund Committee shall have the powers of the Management Committee as set out in this Constitution including, but without limiting the generality of the above:
- (a) The Mullins Fund Committee shall establish such rules as the Mullins Fund Committee shall determine including rules governing the consideration of any application for payment from the Mullins Fund.
 - (b) All monies received by or on account of the Mullins Fund Committee shall be deposited in the bank account or accounts in the following name, namely SAPF Inc – Mullins Fund Committee. The signatories to such bank accounts shall be the Mullins Fund Committee and a minimum of two signatories shall operate upon the account or accounts.
- B11A.07. All income and property of the Mullins Fund Committee shall be applied solely towards the promotion of objects as set out in this By-law and no portion thereof shall be paid or transferred directly or indirectly by way of bonus or by any other means to any members of the Mullins Fund Committee or members of the Federation except for bona fide compensation for costs expended in publication of any photographs or expenses incurred on behalf of the Mullins Fund.
- B11A.08. If upon winding up of the Mullins Fund or if for any reason the Federation shall cease to function or be dissolved or wound up, the Mullins Fund shall be distributed as follows:
- (a) To such Clubs as are still affiliated to the Federation, in proportion to the membership of the remaining Affiliated Clubs; or
 - (b) Should there be no remaining Affiliated Clubs, amongst other incorporated associations having similar objectives to the Federation; or
 - (c) Should there be no other incorporated associations as defined by subsection (b), to such other charitable organisations as shall be determined by the last members of the Mullins Fund Committee.

B12. TENURE OF OFFICE:

- B12.01. All Office Bearers and Management Committee members shall retire annually and shall be eligible for re-election provided that with the exception of the Secretary and Treasurer, no member of the Management Committee shall serve for more than three consecutive years in the same office.
- B12.02. An Office Bearer who is suspended or removed from office shall have the right of Appeal against the dismissal or removal. The Appeal document shall be lodged within one week of notification of dismissal or removal, and the dismissal or removal shall then not take effect until the Appeals process is complete except in the case of a misdemeanour warranting instant dismissal.

B13. NOTIFICATIONS:

- B13.01. Any notification under these Constitution Rules, By-Laws and Standing Orders are required to be given by post or email and shall be deemed to have been delivered on the next working day following the day of postage or transmission.

B14. ATTENDANCES AT MEETINGS:

B14.01. Where the President, Senior Vice President and Junior Vice President/s (if any) are absent, or not in attendance at the appointed commencement time, the meeting shall proceed if a quorum exists, and elect a Chairman pro tem.

B14.02. A record of attendance at Management Committee meetings shall be kept in the minutes. Any member absent without leave from three meetings may have that seat declared vacant, whereupon Rule 10.05 shall apply.

B14.03. A record of attendance at other meetings shall be kept in the respective minutes of the meetings, except in the case of General Assemblies where a summary may be noted in the minutes in lieu of a record of attendance.

B15 QUORUMS:

B15.01. Quorums for all meetings shall be as follows:

- (a) Special Meeting of General Assembly:
the number not less than one third of affiliated Clubs being represented by delegate(s).
- (b) General Assembly:
not less than one third of affiliated Clubs being represented by delegate(s).
- (c) Management Committee:
five members including ex-officio.
- (d) Sub Committees:
such number as shall be set by the General Assembly or the Management Committee at the time the Sub Committee is appointed.
- (e) Appeals Committee:
five members or reserves.

B16. ELECTIONS:

B16.01. The method for election of Officers and Committee Members shall be:

- (a) Should less than the required number be nominated, the nominees shall be declared elected without the need for a ballot, and the remaining vacancies then treated as casual vacancies to be filled as specified in Rule 10.05.
- (b) Should the number of nominees be equal to the number of vacancies, the nominees shall be declared elected without the need for a ballot.
- (c) Should the number of nominees be greater than the vacancies, scrutineers shall be appointed and a secret ballot shall be held, whereby those gaining the greater number of votes shall be elected. Should there be a tied number of votes for any vacancies, a further ballot shall be conducted only for those nominees for whom votes were tied, and those gaining the greater number of votes in the initial ballot shall be declared elected. The required nominee/s gaining the greatest number of votes from the second ballot shall be declared elected to the remaining vacancy/vacancies. At no time shall the number of votes gained by any member in a secret ballot be stated, and the scrutineers shall only advise the Chairman of the names of the successful nominees. The Chairman shall then advise the meeting of the result of the ballot, stating only the names of the successful nominees.

B17. AGENDA FOR MEETINGS:

B17.01. The Agenda for all meetings shall be in the following form but may be modified to suit special circumstances:

- (a) Apologies and announcements.
- (b) Confirmation of minutes of the previous meeting.
- (c) Business arising from the previous minutes.
- (d) Correspondence.
- (e) Business arising from correspondence.
- (f) Reports by Office Bearers, Committees and Sub Committees.
- (g) Presentation of accounts. (Audited Balance Sheet and Statement of Accounts in the case of the Annual General Meeting).
- (h) Administrative matters.
- (i) Notices of Motion.
- (j) General Business.
- (k) Notices of Motion (to be tabled only) for the next meeting.

B18. DUTIES OF SECRETARY:

B18.01. In addition to duties elsewhere contained in the By-Laws, the following duties shall be carried out by the Secretary:

- (a) The opening of all correspondence inwards and reporting same to the Management Committee.
- (b) The writing of any letters required to be written in reply to correspondence received.
- (c) The writing of any letters as directed by the Management Committee.
- (d) The judicial answering of any requests for information on Affiliated Clubs where such information does not breach the requirements of Laws relating to privacy.
- (e) The reporting to the Management Committee of all correspondence outwards.
- (f) The carrying out of any other duties as required by the Management Committee or the General Assembly.
- (g) The recording of the proceedings of Management Committee and General Assembly meetings if an assistant secretary has not been elected according to Rule 7.01.

PART THREE - STANDING ORDERS

The Standing Orders governing all meetings of the Federation, Management Committee, and other Committees, shall be as follows:

S1. GENERAL:

- S1.01. It shall be the duty of the Chairman to preserve order and endeavour to conduct all business before the meeting with due decorum and to a speedy and proper result.
- S1.02. The Chairman shall state every question properly put to the meeting, and before putting the vote ask "Is the meeting ready for the question?". Should no Delegate or Member offer to speak the question shall then be put, which having been done, no further discussion on that question shall be allowed.
- S1.03. Should the Chairman desire to speak on any question, the Chair shall be vacated by the Chairman and a qualified Delegate or Member shall be appointed to act in his stead.
- S1.04. It shall be the duty of the Chairman and the privilege of any Delegate or Member, to call to order a Delegate or Member who violates any rule of debate.
- S1.05. The Chairman shall decide questions of Order subject to an appeal by any two Delegates, and on such challenge no Delegate or Member shall speak more than once.
- S1.06. When an appeal is made from the decision of the Chairman the question shall be put thus: "Shall the decision of the Chair be sustained?"
- S1.07. No motion carried at a meeting shall be rescinded except by - Notice of Motion at a subsequent meeting.
- S1.08. No question shall be stated, nor open for discussion, unless moved and seconded. A motion shall be reduced to writing if required by the Chairman.
- S1.09. Any member having moved a motion may withdraw it with the consent of the seconder before it is debated, but not afterwards except with leave of the meeting.
- S1.10. When a question is before the meeting no motion shall be received unless:
 - (a) To adjourn
 - (b) To put the question
 - (c) To lie on the table
 - (d) To postpone indefinitely
 - (e) To postpone for a given time
 - (f) To refer to or amend
 - (g) To proceed to the next business

which motions shall have precedence in the order in which they are arranged. The first three shall be put without discussion.

- S1.11. Only one amendment upon any motion shall be entertained, and decided at a time, and if any amendment is carried, it shall be held to have negated the original motion and stand in its place.
- S1.12. It shall be competent when one amendment is carried to receive other amendments, one at a time, in a like manner to be discussed and decided on, until the subject is finally disposed of.

- S1.13. No Delegate shall propose more than one amendment on any motion.
- S1.14. Should any amendment be to "strike out" or "insert" words, the paragraph to be amended shall be read as it stands, then the words proposed to be struck out or those to be inserted, and finally the paragraph as it stands when so amended. No question having been dealt with shall be open for reconsideration at the same meeting , but may, on notice of motion, be reconsidered at the next meeting.
- S1.15. An amendment destroying or altering the intention of a motion shall be in order, but an amendment relating to a different subject matter or which is a direct negative shall not be in order.
- S1.16. The names of the mover and seconder of every motion shall be recorded in the minutes.

S2. RULES OF DEBATE:

- S2.01. When a Delegate or Member speaks the Delegate or Member shall rise, remain in place, and, addressing the Chair, confine themselves to the question under consideration avoiding personalities and unbecoming language. The Chairman may permit Delegates or Members to remain seated while addressing the Chair.
- S2.02. When a Delegate or Member is called to order they shall take their seat until the point is determined.
- S2.03. When two or more Delegates or Members rise to speak at the same time, the Chairman shall decide who is entitled to preference.
- S2.04. No Delegate or Member shall speak more than once on any question, except the mover of the original motion, who shall have the right of reply. A member who seconds a motion or amendment without remark will not be held to have spoken thereon.
- S2.05. While any Delegate or Member is speaking, no one shall interrupt them, except to call the speaker to order, or ask the Chairman's leave to explain. A Delegate or Member shall only be allowed to explain an actual misunderstanding and shall be strictly prohibited from going into debate on the merits of the case.
- S2.06. Any Delegate or Member rising to a point of order shall state distinctly such point of order without debate, then resume their seat, and the Chairman shall rule thereon.
- S2.07. No Delegate or Member while speaking shall impeach the motives of a fellow Delegate or Member or treat them disrespectfully. Any departure from this rule shall render such offending Delegate or Member liable to incur the censure of the Chairman.
- S2.08. If any Delegate or Member shall deem themselves personally aggrieved at the decision of the Chairman, that Delegate or Member may appeal from such decision.
- S2.09. Any Delegate nominating or proposing a candidate for office must do so without comment.
- S2.10. Any Officer vacating their seat during the sitting of the meeting, without first appointing a deputy, shall be censured.

S3. TAKING THE VOTE:

- S3.01. All questions, unless otherwise fixed by these By-Laws, shall be determined by a majority of formal votes of the number of Delegates present.
- S3.02. A Delegate who fails to indicate their vote shall be deemed to abstained.
- S3.03. Every fully qualified Delegate shall be entitled to vote on every question before the meeting, unless that Delegate is directly interested or concerned in the matter before the Chair. In the latter case the Chairman may, in absolute discretion, request the Delegate concerned to retire while the question is decided.
- S3.04. When the Chairman has commenced taking the vote, no further remark shall be allowed, unless a mistake has been made, which mistake shall be rectified, and the Chairman shall recommence taking the vote.
- S3.05. When the decision on any question is doubted the Chairman shall appoint two scrutineers to count the votes in the affirmative and negative, and report the result to the Chair.
- S3.06. The Chairman shall have a deliberative but not a casting vote except as hereinafter provided. In the case of equality of votes the following shall apply:
- (a) Where a motion seeks to change an existing state of affairs the status quo shall prevail.
 - (b) Where the motion relates to a new matter the same shall stand adjourned to the next meeting
 - (c) Where the voting relates to the appointment of an office bearer or an official, the Chairman may, if no candidate is willing to withdraw, exercise a casting vote.
- S3.07. On the call for a division on the question by one tenth of the Delegates present, the majority shall decide. The call for a division can only be granted when there is a distinct question for decision. Upon a division being taken the ayes shall go to the right and the noes to the left of the Chair. The Chairman shall appoint tellers, the division shall be recorded and at Management Committee and other Committee meetings the names shall be recorded in the minutes. No Delegate or Member shall be allowed to enter or leave the meeting while a vote or division is being taken on any question. When a division is to take place during a General Assembly, all persons not entitled to vote, with the exception of the appointed tellers, shall be requested to leave the meeting during the division.
- S3.08. The Chairman shall announce all votes and decisions.

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