

CONSTITUTION



AUSTRALIAN PHOTOGRAPHIC SOCIETY INCORPORATED
Incorporated in the ACT on 7th May, 1962

(Last modified December 2006)

AUSTRALIAN PHOTOGRAPHIC SOCIETY INCORPORATED CONSTITUTION

As of December 2006

1. NAME AND TITLE

The name of the society is Australian Photographic Society Incorporated.

2. DEFINITIONS

In this Constitution unless a contrary intention appears-

"Clause" means a clause in this Constitution as amended and the word "Clauses" has a correlative meaning.

"Society" means Australian Photographic Society Incorporated.

"The Act" means the Australian Capital Territory Associations Incorporation Act 1991 as amended.

"Treasurer" means the person appointed as Treasurer of the Society in accordance with clause 10.1 of this Constitution.

3. OBJECTS

The objects of the Society are:

- a) To contribute to education in and through photography by holding lectures, courses, demonstrations, discussions, conventions, conferences, and by all other means possible, and to do all such things as are incidental or conducive to the advancement of photography as a science and an art.
- b) To provide the medium for the co-operative action of the photographic organisations of Australia in the promotion of photography in all its aspects.
- c) To arrange for the holding of an annual exhibition of photography under the auspices of the Society.
- d) To encourage national and international exhibitions and competitions, to rationalise dates where possible to facilitate the distribution of entries from one to the other and to lay down rules for the conduct of such exhibitions.
- e) To issue approval of exhibitions which are conducted according to the rules of the Society.
- f) To encourage Australian entries in Australian and overseas exhibitions. To arrange, circulate and exchange folios of photographic work within Australia and overseas.
- g) To arrange and thereby ensure the collection and preservation of outstanding and representative photographic work and material.
- h) To arrange the distribution to, or between, members and member bodies of literature, lectures and any other information of photographic interest.

4. POWERS

The Society shall have power to do all things as are necessary, incidental or conducive to the attainment of its objects.

4A. NON-PROFIT

- a) The income and property of the Society shall be applied solely towards the promotion of the objects of the Society and no part of that income or property shall be paid or otherwise distributed, directly or indirectly, to members.

- b) Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any Officers or Servants of the Society or to any member thereof or other person in return for any service actually rendered to the Society.

5. MEMBERSHIP

5.1 Membership of the Society shall be divided into the following categories -

- a) Ordinary Australian membership which shall be open to any Australian residents and shall include those 101 persons who were registered as Ordinary Members on the date of incorporation of the Society.
- b) Ordinary Overseas membership which shall be open to any non Australian residents.
- c) Organisational membership which shall be open to any club, society, association, business or other body interested in the objects of the Society.
- d) Honorary Membership which may be conferred by Management Committee on any person without payment of any fee.

5.2 Management Committee may determine the period of Honorary Membership at the time of conferring it, except that approval of Honorary Membership for Life must be obtained by a majority vote at an Annual General Meeting.

5.3 Management Committee may and without assigning any reason decline to accept any application for membership.

5A CANCELLATION OR SUSPENSION OF MEMBERSHIP

5A.1 Management Committee may cancel or suspend any membership where it is satisfied that the member concerned has:

- a) plagiarised another photographer's work; and
- b) engaged in any other act or activity which, in the reasonable opinion of the Management Committee, could bring the Society into disrepute or prejudice the attainment of its Objects.

Members who have their membership so cancelled or suspended may appeal for the reinstatement of their membership to an Appeal Tribunal appointed for the purpose by Management Committee and comprising three senior members of the Society.

5A.2 Any appeal must:

- a) be made in writing;
- b) clearly state the reasons for reinstatement; and
- c) be received by the Society office within one month of the date of the postmark of the cancellation notice.

The member shall be reinstated if at least two of the Appeal Tribunal members vote for reinstatement.

AUSTRALIAN PHOTOGRAPHIC SOCIETY INCORPORATED CONSTITUTION
As of December 2006

5A.3 Where Management Committee has cancelled or suspended any membership in accordance with Clause 5a1, the cancellation or suspension of membership appealed against shall not take effect and the name of the member concerned shall not be published in the Management Committee Minutes or otherwise unless and until either:

- a) any appeal against that cancellation or suspension of membership is dismissed; or
- b) in the event that no appeal is lodged, one month has expired following the date by which any appeal must be lodged.

5A.4 Management Committee may appoint a subcommittee of three senior members of the Society to conduct hearings and report to Management Committee on, any allegation against a member which could give rise to cancellation or suspension of that member's membership.

Membership of the subcommittee shall be at the discretion of the Management Committee but, where possible, at least one member should be resident in the State or Territory in which the member the subject of the allegation resides.

A Society member who is appointed to a subcommittee pursuant to this clause shall be ineligible for appointment to an Appeal Tribunal established to hear an appeal arising from an investigation by that subcommittee.

Management Committee shall nominate one of the three subcommittee members as Chairperson. The Chairperson shall, in the organisation and conduct of the hearing, ensure that:

- a) the member the subject of the hearing is provided with written details of the allegation at least two weeks prior to the date of the hearing and afforded the opportunity to put his or her case to the subcommittee either verbally or in writing, and to call witnesses in support of his or her case;
- b) a written summary of the subcommittee proceedings is kept;
- c) a written report on the hearing, including, where appropriate, a recommendation as to disciplinary action, together with the written summary of proceedings and any documents of other material provided to the subcommittee, are forwarded to the President within one week of the conclusion of the hearing. Upon receipt of the material referred to in (c) above, the President shall refer it to the next meeting of the Management Committee for consideration.

5A.5 Subject to Clause 5a2, any member resigning membership or having membership cancelled by Management Committee shall immediately lose all rights and privileges as a member of the Society.

5B. VOTING RIGHTS

5b.1 All financial Ordinary Members shall have the right to one vote at meetings of the Society.

5b.2 Honorary Members, except Honorary Members for Life, shall not have the right to vote at general meetings of the Society.

5b.3.1 Organisational Members shall have the right to one vote only at general meetings of the Society.

5b.3.2 An Organisational Member wishing to exercise its right to vote shall nominate a person to vote on its behalf at the time of paying its membership fees.

6. MANAGEMENT COMMITTEE

6.1

6.1.1 The Management Committee shall consist of -

- a) Office-bearers of the Society; and
- b) Three ordinary committee members who shall be members of the Society.

6.1.2 The office-bearers of the Society shall be -

- a) The President;
- b) The Immediate Past President or the member appointed by virtue of Clause 6.4.1. Hereof;
- c) The Senior Vice-President; and
- d) The Junior Vice-President.

6.2. The term of office of each elected member of Management Committee shall be from the date of their election until the second Annual General Meeting following that at which they were elected.

6.3 Management Committee may at any time remove any member of Management Committee including Immediate Past President from office, thus creating a casual vacancy, for any of the following reasons.

- a) Non-participation in three consecutive meetings of Management Committee, for which not voting by the member or by a proxy is taken as proof
- b) Performing any action which is in direct conflict with the objects of the Society or in direct conflict with the Society's current By Laws
- c) Performing any unauthorised, dishonest or illegal act.

The removed member shall receive the Minutes of the Management Committee meeting(s) discussing and deciding on the removal.

6.4

6.4.1 In the event of any casual vacancy on Management Committee, the remaining members of Management Committee may appoint any other member of the Society to fill that casual vacancy for the balance of the term of the member of Management Committee being replaced.

6.5 In the event of there being insufficient members remaining on Management Committee to enable a quorum in accordance with Clause 7.8 the Secretary shall arrange a meeting of the elected Executive Directors and remaining Management Committee members which shall appoint members to fill the vacancies on Management Committee.

6.6 No Ordinary member shall hold the office of President for more than two consecutive terms. A term of office as acting President shall not be taken into account in determining the right to stand for this office in the following two consecutive years.

6A ELECTION OF MANAGEMENT COMMITTEE MEMBERS

6A.1 The election of Management Committee, except for the Immediate Past President, shall be by ballot of all members of the Society with the right to vote, as defined in this Constitution, conducted in conjunction with the Annual General Meeting.

AUSTRALIAN PHOTOGRAPHIC SOCIETY INCORPORATED CONSTITUTION

As of December 2006

6A.2 Each member who has the right to vote in accordance with this Constitution has the right to nominate one Ordinary Member as President, one Ordinary Member as Senior Vice President, one Ordinary Member as Junior Vice President, and two Ordinary Members as members of Management Committee and/or as Executive Directors in a form to be specified by Management Committee. Each nomination requires a Proposer and Secunder and the acceptance of the Nominee. For the purpose of this Clause an Honorary Member for Life shall be treated as an Ordinary Member. A notice calling attention to the right of nomination shall be issued to all members at least four calendar months before the Annual General Meeting.

For the purpose of this Clause the word 'member' means member of the Society and the word 'members' has a correlative meaning.

6A.3 All nominations must be made not less than three calendar months before the Annual General Meeting and such nominations must be made in writing addressed and delivered to the Secretary. No name shall be placed on a ballot paper unless such member of the Society has been nominated, seconded, and has consented to nomination in writing.

6A.4 In the event that more than one nomination is received for any position Management Committee shall cause to be prepared and distributed by mail to the members entitled to vote under this constitution official ballot forms upon which shall appear the names of all candidates of contested positions, the offices to which they have been nominated, and full instructions for use and return of the ballots. All ballots are to be conducted by a system of preferential voting. The ballot forms are to be mailed by the Secretary at least two calendar months before the date of the Annual General Meeting and to be effective must be returned to the Secretary at least one calendar month before the Annual General Meeting. Management Committee shall make provision for the sealing of ballot forms by the members prior to their return to the Secretary.

6A.5 The Secretary shall cause the ballot papers to be delivered unopened to the four appointed scrutineers for the election of officers. The scrutineers shall reject any papers received from members of the Society who are not entitled to vote and those papers which are not completed in accordance with the instructions of Management Committee. The scrutineers shall announce the result of the election at least twenty one days before the Annual General Meeting. The members of the Society elected shall take office at the conclusion of the Annual General Meeting. If votes in any case are equal, the President for the then current year shall have a second or casting vote.

6A.6 In no case may a candidate act as a scrutineer for the counting of ballot papers on which that candidate's name appears. If any scrutineer is unable to act on this account or for any other reason Management Committee shall appoint a replacement scrutineer.

6A.7 If on the declaration of a poll there remains a Management Committee or Executive Director vacancy or vacancies, the Annual General Meeting may fill the vacancy or vacancies from the eligible members of the Society or alternatively request that each vacancy be treated as a casual vacancy. In the event that the Annual General Meeting either fails to act or takes no action, each vacancy shall be deemed a casual vacancy and shall be dealt with in accordance with the provisions of Clause 6.4.1.

7. POWERS AND DUTIES OF MANAGEMENT COMMITTEE

7.1 The Management Committee, subject to the Act, the Regulations made under the Act, this constitution, and to any resolution passed by the Society in general meeting -

- a) Shall control and manage the affairs of the Society;
- b) May exercise all such functions as may be exercised by the Society other than those functions that are required by this constitution or the Act to be exercised by the Society in general meeting; and
- c) Has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Society.

AUSTRALIAN PHOTOGRAPHIC SOCIETY INCORPORATED CONSTITUTION

As of December 2006

- 7.2** Management Committee shall discuss and vote on all motions referred to it by any member of the Society with the right to vote as defined in this Constitution.
- 7.3** The record of all Management Committee discussions and votes shall be circulated to the Treasurer all Management Committee and Executive Directors by the Secretary as soon as practicable and within one month of meetings being held or votes being received by the Secretary. Where a motion for Management Committee consideration is moved by a member not a member of Management Committee and not an Executive Director the Secretary shall also circulate the discussion and vote on that motion to the mover.
- 7.4** Management Committee may meet in person, by telephone conference, or by mail. The Secretary, Treasurer and all Executive Directors may participate fully in all Management Committee meetings, except that they shall not vote on motions. When meetings are conducted by mail, the Secretary shall circulate motions and discussion received in writing together with the results of voting from the previous Management Committee meeting, and a pro-forma for Management Committee members use in casting votes on motions.
- 7.5** The President or Acting President shall always act as Chairperson of the meeting and shall determine when motions will be put for voting except when Management Committee resolves that a motion shall be put. The Acting President shall be the Management Committee member appointed by Management Committee during any period of absence by the President.
- 7.6** Motions for consideration by Management Committee may be submitted in writing at any time to the Secretary by any member of the Society with the right to vote as defined in this Constitution. Motions do not require to be seconded.
- 7.7** The Secretary shall record all votes on motions cast by Management Committee. In the case of mail meetings Management Committee shall vote by completing the voting form provided for that purpose by the Secretary and returning it to reach the Secretary by the date determined by Management Committee and specified on the voting form. In the event of votes not being received by the date specified from any member of Management Committee, that member of Management Committee shall be deemed not present at the meeting.
- 7.8** At every meeting of Management Committee five members of Management Committee participating shall constitute a quorum.
- 7.9** A member of Management Committee not participating in any meeting of Management Committee may by writing under that member's hand authorise any other member of Management Committee to vote for such member in the manner indicated by such writing on all questions of which notice has been given to members of Management Committee.
- 7.10** At every meeting of Management Committee each member of Management Committee shall have one vote provided that on an equality of votes the Chairperson shall have a second or casting vote. A member of Management Committee shall also have further votes in the event of being authorised in writing by other members of Management Committee pursuant to the preceding clause.
- 7.11** The President shall sign the record of voting as evidence that it is a correct record.
- 7.12** Management Committee may appoint any office-bearers or sub-committees as it sees fit from time to time and delegate any of its powers, except the power of further delegation.
- 7.13** Each outgoing Management Committee shall endeavour to ensure the candidates for the incoming Management Committee and Executive Directors come from as many States and Territories as possible.

8. EXECUTIVE DIRECTORS

- 8.1** The Society may elect up to seventeen Executive Directors.

AUSTRALIAN PHOTOGRAPHIC SOCIETY INCORPORATED CONSTITUTION
As of December 2006

- 8.2** The elected Chairperson of each Division within the Society shall automatically be an Executive Director with particular responsibility for that Division.
- 8.3** The election of all Executive Directors shall be by ballot of all members of the Society with the right to vote, as defined in this Constitution, conducted in conjunction with the Annual General Meeting.
- 8.4** The election of Chairpersons of Divisions shall be by ballot of those members of the Society with the right to vote, as defined in this Constitution, and who are members of the respective Divisions. The ballot shall be conducted in conjunction with the Annual General Meeting.
- 8.5** The term of office of each elected Executive Director shall be from the date of their election until the second Annual General Meeting following that at which they were elected.
- 8.6** Vacant.
- 8.7** Management Committee may at any time remove any Executive Director from office, thus creating a casual vacancy, for any of the following reasons -
- a) Failure to adequately carry out their duties as laid down in Clause 9
 - b) Performing any action which is in direct conflict with the objects of the Society or in direct conflict with the Society's current By Laws.
 - c) Performing any unauthorised, dishonest or illegal act.
- The removed Executive Director shall receive the minutes of the Management Committee meetings discussing and deciding on the removal.
- 8.8** In the event of any casual vacancy in any position of Executive Director, Management Committee may appoint any member of the Society except a member of Management Committee to fill that casual vacancy for the balance of the term of the Executive Director being replaced.

9. POWERS AND DUTIES OF EXECUTIVE DIRECTORS

- 9.1** Each Executive Director shall be assigned a particular area of responsibility by the President, but shall contribute to discussion in all areas of the Society's activities.
- 9.2** Executive Directors shall contribute to Management Committee decision making process by raising matters and by commenting on motions and other matters under consideration by Management Committee.
- 9.3** In particular Executive Directors are expected to oversee their nominated areas of responsibility and put forward motions related to those areas.

10. THE TREASURER

- 10.1** Management Committee shall appoint a member of the Society as the Treasurer.
- 10.2**
- a) All monies received by the Treasurer shall be paid within one calendar month to the credit of an operating account, opened in the Society's name with such financial institution as Management Committee may determine from time to time.
 - b) No payment is to be made by the Society unless authorised by Management Committee. Such authorisation may be provided in the form of Resolution.

AUSTRALIAN PHOTOGRAPHIC SOCIETY INCORPORATED CONSTITUTION
As of December 2006

- 10.3** The Treasurer may arrange the movement of monies to or from the Society's operating account or to any other account or investment in the Society's name, as Management Committee may determine from time to time.
- 10.4** All payments by the Society shall be made by cheque signed by any one of those members authorised for that purpose by Management Committee from time to time. Wherever possible the cheque shall be signed by the Treasurer.
- 10.5** The Treasurer shall be responsible for the preparation of the Society's annual budget and financial statements as required by the Act.
- 10.6** The Treasurer shall ensure proper accounts are kept as required by the Act.
- 10.7** The Treasurer shall, at least once in each period of twelve months:
- a) Prepare or cause to be prepared a Statement of Accounts as specified under the Act.
 - b) Cause the financial affairs of the Society to be audited by a person who is qualified under the Act, and who shall be appointed at each Annual General Meeting to hold office until the following Annual General Meeting.
- 10.8** The Treasurer shall determine the rate of interest payable on any monies lent by any member to the Society which shall not exceed the maximum rate approved to be charged by bankers on overdraft rates at the time of commencement of the loan of such monies.

11. SECRETARY

- 11.1** Management Committee shall appoint a person or persons or business as the Secretary for an agreed fee and the duties of the Secretary shall be specified in a written agreement signed by the Society and the Secretary.
- 11.2** The Secretary shall not be a member of Management Committee, nor an Executive Director, unless he/she receives no fee for performing the duties of Secretary.
- 11.3** The Secretary's powers and duties shall be specified in accordance with Clause 11.1 above. Duties shall include preparing the minutes of all Management Committee meetings and General Meetings of the Society within one calendar month of each meeting. A copy of such minutes shall be kept at the Secretary's office and shall be open to the inspection of members at all reasonable times provided four weeks notice is given.

12. GENERAL MEETINGS

- 12.1** An Annual General Meeting shall be held as provided in the Act. Such meeting shall be held at a time and place as are prescribed by the Society in Annual General Meeting, or in default at such time as Management Committee appoints.
- 12.2** Deleted.
- 12.3.1** Management Committee may, whenever it thinks fit, convene a general meeting of the Society.
- 12.3.2** Management Committee shall, on the requisition in writing of not less than one-tenth of the members who are entitled under this constitution to vote, convene a general meeting of the Society.
- 12.4.1** A requisition of members for a general meeting -
- a) Shall state the purpose or purposes of the meeting;
 - b) Shall be signed by the members making the requisition;

- c) Shall be lodged with the Secretary; and
- d) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.

12.4.2. If Management Committee does not, within twenty-one days from the date of the lodgement of the requisition, commence to convene a general meeting, any one or more of the members who made the requisition may convene a general meeting to be held not later than three months from that date.

12.4.3 A general meeting convened by a member or members referred to in sub-clause 12.4.2 shall be convened as nearly as practicable in the same manner as a general meeting convened by Management Committee and any member who thereby incurs expense is entitled to be reimbursed by the Society for any reasonable amount so incurred.

12.5 All members of the Society shall be entitled subject to the provisions of this Constitution to attend General Meetings of the Society.

12.6 The Society shall meet the reasonable travel and accommodation expenses of the President and one representative of the Secretary necessarily incurred in their attending General Meetings at the request of Management Committee. Management Committee shall determine the maximum level of expenses to be deemed reasonable.

13 **NOTICE OF MEETINGS**

13.1.1 Subject to the provisions of Clause 23 of this Constitution, not less than twenty one days notice shall be given for the holding of all General Meetings.

Such notice shall -

- a) Specify the place, the day, the date, the hour of the meeting and, in the case of special business, the general nature of that business.
- b) Be given to all members, who under the Constitution, are entitled to vote.

13.1.2 The twenty one days notice shall be exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which the notice is given.

13.1.3 An affidavit signed by the Secretary to the effect that a notice was posted on a particular day shall be deemed to be service on that same day.

13.1.4 Joint members shall be deemed to have been served with such notice if one of that joint membership has had a notice posted to him/her.

13.2 The accidental omission to give notice of any General Meeting to or the non-receipt of notice of such meeting by any member of the Society entitled to receive it, shall not invalidate the proceedings at any such meeting.

13.3.1 No business other than that specified in the notice convening the meeting shall be transacted at any meeting.

13.3.2 The business of the Annual General Meeting shall be -

- a) To confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting, the minutes of which have not yet been confirmed;
- b) To receive from Management Committee reports on the activities of the Society during the last preceding financial year;

- c) To receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to the Act;
- d) To declare the results of the election of members of Management Committee;
- e) To appoint auditors and fix their remuneration;
- f) To appoint four scrutineers to count proxy votes at the next Annual General Meeting and any intervening general meetings;
- g) To appoint four scrutineers to count votes at the next election of officers;
- h) To consider any business of which due notice has been given.

13.4.1. Any member desiring to bring any business before a general meeting shall give at least six months notice to the Secretary of such intention.

13.4.2 The provisions of the above sub-clause shall not apply to any recommendations, proposals, motions, or special business emanating from Management Committee nor to a meeting called by requisition.

14. PROCEEDINGS AT GENERAL MEETINGS

- 14.1** Any non-member with a genuine interest may attend a General Meeting unless the meeting resolves otherwise. Only members with voting rights as defined in this Constitution may speak or vote at such meetings.
- 14.2** No business shall be transacted at any General Meeting unless a quorum of members is present at the time when such meeting proceeds to business; save as herein otherwise provided twenty members personally present and entitled to vote shall be a quorum.
- 14.3** If within thirty minutes from the time appointed for the General Meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the members present shall be a quorum.
- 14.4** Subject to Clause 14.5, the President of the Society shall preside as Chairperson at every General Meeting of the Society.
- 14.5** If there is no President or if at any General Meeting the President is not present within thirty minutes after the time appointed for holding such meeting or is unwilling to act as Chairperson, the members present shall choose someone of their number to be Chairperson.
- 14.6** The Chairperson may with the consent of any General Meeting at which a quorum is present (and shall if so directed by such meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a General Meeting is adjourned for ten days or more at any one time notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned General Meeting.
- 14.7** At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands together with proxy votes and a declaration by the Chairperson that a resolution has on a show of hands and proxy votes been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 14.8** On an equality of votes on motions at General Meetings, the Chairperson of such meeting shall have a second or casting vote.

AUSTRALIAN PHOTOGRAPHIC SOCIETY INCORPORATED CONSTITUTION

As of December 2006

- 14.9** Votes may be cast personally or by proxy.
- 14.10** The instrument appointing a proxy shall be in writing under the hand of the member doing the appointing or of that member's Attorney duly authorised in writing. A proxy must be an Ordinary Member of the Society who is entitled to vote. There is no limit on the number of proxies an Ordinary Member may hold.
- 14.11** The instrument appointing a proxy and the power of Attorney or other authority (if any) under which it is signed or a certified notarial copy of that power or authority shall be delivered to the Secretary or any person acting in the Secretary's stead at least one hour prior to the holding of the General Meeting or adjourned such meeting at which the Person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- 14.12** An instrument appointing a proxy may be in any form the Secretary or Management Committee determines.
- 14.13** The four scrutineers appointed in accordance with Clause 13.3.2(g) shall count the proxy votes relating to motions in the hour before the meeting is scheduled to begin. The results of the counting shall be delivered to the Chairperson of the meeting and shall not be released by anyone until each individual motion has been resolved. The scrutineers shall not be entitled to participate in debate on the motions during the meeting.
- 14.14** All minutes of all Management Committee meetings and General Meetings held since the preceding Annual General Meeting shall be available for inspection by any member at the place of the Annual General Meeting in the hour before the meeting is scheduled to begin.
- 14.15** For the purpose of Clauses 14.1 to 14.14 (inclusive) the whole word 'member' or 'members' shall mean a member or members, as the case may be, of the Society with voting rights as defined in this Constitution.

15. SUBSCRIPTIONS, CHARGES AND SOCIETY PROPERTY

- 15.1** Management Committee shall determine all entrance fees subscriptions and charges and may vary them at any time.
- 15.2** The Secretary shall give reasonable notice advising each member of the Society the amount of their annual subscription renewal fees payable together with the date those fees fall due for payment. For the purpose of this clause annual subscription renewal fees fall due for payment on the day after membership expires. Further for the purpose of this clause the words 'each member' does not include those members who are not expected to pay annual subscription renewal fees eg. Life Members and Honorary Members.
- 15.3** Any member who has not paid any annual subscription within seven weeks of the due date shall be deemed unfinancial and immediately lose all rights and privileges enjoyed within the Society and in particular shall immediately cease to receive journals to which financial members of the Society are entitled. If at the expiration of a further four weeks the annual subscription remains not paid, the member shall be deemed to have forfeited membership and may only be reinstated on payment of a new application fee and a full year's subscription. The provisions of this clause shall not preclude the Society from recovering any outstanding debts or any of the Society's property held by the member who has forfeited membership.
- 15.4** Any member may at any time by notice in writing to the Secretary resign from membership of the Society but shall remain liable for all obligations as a member until the resignation is in the hands of the Secretary and all of the Society's property in the member's possession is returned to the Secretary.
- 15.5** No member shall be entitled to receive any journals despatched to financial members in the period between when the annual subscription is due and when it is received by the Secretary.

AUSTRALIAN PHOTOGRAPHIC SOCIETY INCORPORATED CONSTITUTION
As of December 2006

15.6 No refund of subscriptions shall be paid to any person in the event of the death of a member or in the event of resignation of membership in accordance with clause 5.5 of this Constitution.

15.7 For the purpose of Clauses 15.2 to 15.6 (inclusive) the word 'member' means member of the Society.

16. PHOTOGRAPHIC HONOURS AND AWARDS

16.1 The Society may confer such photographic honours, service honours and awards and the conditions pertaining to them as Management Committee determines.

17. COMMON SEAL

17.1 The Common Seal shall be kept in the custody of the Secretary.

17.2 Except as provided in sub para 17.3 (below), the Common Seal shall not be affixed to any instrument except by authority of a resolution of the Management Committee and every instrument to which the Common Seal is so affixed shall be signed by the Secretary and one member of Management Committee or alternatively by two members of Management Committee.

17.3 In respect of Membership Certificates and Honours Certificates, the issue of which have been duly authorised by the relevant committee or sub-committee, the Common Seal may be affixed and attested by the Secretary and the President whose signatures may be appended by means of a rubber stamp or any other mechanical or electronic process.

17A. FINANCIAL YEAR

The Society's financial year shall end on 30 June.

18. BOOKS OF THE ASSOCIATION

18.1 Subject to the Act, the regulations and these rules, the Secretary and/or Treasurer, as the case may be, shall keep in his/her custody or under his/her control, all records, books, and other documents relating to the Society relevant to his/her position.

18.2 Such records, books and other documents of the Society shall be open to inspection at the office of the Secretary and/or Treasurer, as the case may be, free of charge, by a member of the Society at any reasonable hour.

19. DIVISIONS

19.1 When in its opinion such action advances the objects of the Society and serves the interests of the membership, or upon the petition of not less than fifty members of the Society, Management Committee may create, establish, combine, re-organise or discontinue Divisions of the Society for specialised activities in various fields of photography.

19.2 Members of Divisions must be members of the Society. Management Committee may set additional fees for membership of Divisions.

19.3 Management Committee shall determine the rules and regulations applying to the operation of Divisions and may vary them from time to time.

19.4 Funds of each Division shall be under the control of the Treasurer.

AUSTRALIAN PHOTOGRAPHIC SOCIETY INCORPORATED CONSTITUTION
As of December 2006

19.5 No Division shall represent the Society as a whole for any purpose without the approval of Management Committee.

20. WINDING UP

20.1 The Society may only be dissolved as provided under the Act.

20.2 If upon winding-up or dissolution of the Society there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Society but shall be given or transferred to some other Society having objects similar to those of this Society and which shall prohibit the distribution of its or their income and property amongst its or their members, and which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in Section 23 of the Income Tax Assessment Act, 1936 (as amended).

21. Deleted.

22. BY LAWS

The Society may make By Laws not inconsistent with this Constitution.

23. VARIATION AND INTERPRETATION OF THIS CONSTITUTION

23.1 This Constitution may not be altered except as provided in the Act.

23.2 If any doubt shall arise as to the proper construction or meaning of any of the provisions of this Constitution or of any By Laws made under any of those provisions or of any expression used in those provisions, the decision of Management Committee thereon shall be final and conclusive, provided such decision be reduced to writing and recorded in the minutes of the proceedings of Management Committee.

BY LAWS

1. The honours and awards conferred by the Society pursuant to Clause 16 of the Constitution shall be:

Photographic Honours:

Youth Licentiate of the Australian Photographic Society (YLAPS)
Licentiate of the Australian Photographic Society (LAPS)
Associate of the Australian Photographic Society (AAPS)
Fellow of the Australian Photographic Society (FAPS)
Master of the Australian Photographic Society (MAPS)

Service Honours:

State Service to Photography (SSAPS)
Exceptional Service (ESAPS)
Honorary Fellowship (Hon FAPS)

Awards:

AP-R Medal
Commonwealth Medal
APS Nature Award
Les Newcombe Memorial Award
AV Medallion
Certificates of Achievements