



# The Photographic Society of New Zealand Inc.

## RULES

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1. **NAME.** The name of the Society shall be "The Photographic Society of New Zealand Incorporated".
  
2. **OBJECTS.** The objects of the Society shall be:
  - (a) To succeed to and take over the property assets rights and obligations of the existing Photographic Society of New Zealand.
  - (b) To promote the advancement of the photographic science and art in all its applications in New Zealand and overseas.
  - (c) To promote and facilitate friendship, co-operation and the exchange of information and ideas on photography amongst the members of the Society and elsewhere.
  - (d) To hold and/or promote exhibitions and salons of photographs and/or equipment used in the production of photographs.
  - (e) To foster supervise and control the conduct of the New Zealand Inter-Club Photographic Competitions or any other similar activities as may from time to time be decided upon, whether in New Zealand or overseas.
  - (f) To publish a magazine and any other books or publications relating to photography.
  - (g) To associate or affiliate with or become a member of any other national Guild or Society (whether incorporated or not) whose objects are altogether or in part similar to those of the Society, and to procure from and communicate to such Societies all such information as may be likely to promote common objects and interests.
  - (h) To purchase, hold, administer, take on lease, improve, hire or otherwise acquire and dispose of, let or lease real and personal property in any manner whatsoever as the Council may deem necessary or expedient for the purpose of attaining the objects of the Society or any of them or promoting the interests of the Society or its members.
  - (i) To borrow and raise money and to secure the repayment thereof by debentures or bonds payable to bearer or otherwise and either secured or unsecured by mortgage or charge on all or any part of the property of the Society or by Bills of Exchange or Promissory Notes or other obligations or Securities or in such manner as the Council may determine.
  - (j) To engage in any or all such lawful activities which may be conducive or incidental to the attainment of the objects of the Society.
  - (k) To make Such Rules and By-laws as may be necessary for the regulation of the Society for its completion and for the good conduct of the Society.

- (l) To act as the umbrella organisation for its members, member clubs and affiliated groups for photography in New Zealand.

**3. MEMBERS.** The members of the Society shall be such persons as the Council or in certain cases hereinafter mentioned the Society by the requisite majority of the votes of members admit to membership and are of the following classes:

- (i) Foundation Members.
- (ii) Ordinary Members.
- (iii) Junior Members.
- (iv) Honorary Life Members.
- (v) Honorary Fellows.
- (vi) Honorary Members.
- (vii) Clubs and Societies.

The classes of membership are defined as follows:

- (a) Foundation members shall be those members of The Photographic Society of New Zealand who shall have paid ten dollars 50c (\$10.50) for Foundation Membership to The Photographic Society of New Zealand or to this Society whether in one payment of ten dollars 50 cents or by instalments Their subscription shall be the same as for Ordinary Members as from five years from the date of their first payment and they shall enjoy all the rights and privileges of Ordinary Members as from the date of incorporation.
- (b) Ordinary Members. Any person of good standing who is interested in photography and who shall have met the requirements of the rules and by-laws and paid the required entrance fees and subscriptions may become an ordinary member. Ordinary members shall have the use and enjoyment in common with other entitled members of the property, facilities, amenities, rights and privileges of the Society.

The Categories of Ordinary Members are:

- (i) Individual Member: one (1) person
- (ii) Double Member: two (2) persons in one household, each entitled to the rights & privileges of the Society – entitled to two (2) votes & one copy of the Society's Journal.
- (iii) Family Member: three (3) or more persons in one household, whatever their relationship, each entitled to the rights & privileges of the Society, but restricted to two (2) votes and one copy of the Society's Journal. Voting rights for Juniors as in Rule 3(c) apply. The name of each Family person & those holding the voting right must be advised to the Secretary.

Within the class of Ordinary Members, those members resident in New Zealand shall be separately identified from those members resident outside New Zealand:- the latter to be referred to as 'Overseas' members. The categories applicable to Overseas members shall be the same as those for members resident in New Zealand, as set out in sub-clauses (i) through (iii) above but with the word 'Overseas' added in-front of the category name. (e.g. Overseas Individual, Overseas Double etc).

The Levies, including annual subscription rates, applicable to Overseas members may be set at levels different to those applicable to members resident in New Zealand.

- (c) Junior Members. Any person of good standing under the age of eighteen years who is interested in photography and who shall have met the requirements of rules and by-laws and paid the necessary entrance fees and subscriptions may become a Junior member. Such members shall have all the rights and privileges of Ordinary Members except those of nominating Officers and voting.

They shall have the right to become Ordinary Members on reaching the age of eighteen years and paying the subscription of an Ordinary Member.

- (d) Honorary Life Members. Any person whether resident in New Zealand or overseas who has rendered distinguished service to the Society or to Photography, may be granted Honorary Life Membership in accordance with the rules and by-laws. Such members shall not be required to pay an entrance fee or subscription and shall enjoy all the rights and privileges of Ordinary Members and may hold Office on the Council of the Society.
- (e) Honorary Fellows. Any person whether resident in New Zealand or overseas who has rendered distinguished service to the Society or to Photography, may be granted Honorary Fellowship in accordance with the rules and by-laws. such Fellows shall not be required to pay an entrance fee or subscription and shall enjoy all the rights and privileges of Ordinary Members and may hold office on the Council of the Society. The number of living Honorary Fellows is limited to seven.
- (f) Honorary Members. Any person from overseas or elsewhere to whom the Council may wish to extend the privilege of membership for a period not exceeding six months may be elected an Honorary Member. Such members shall not be required to pay an entrance fee or subscription and shall possess all the privileges of Ordinary Members except those of nominating Officers, holding Office and voting. They may become Ordinary Members when they have met the requirements of the rules and by-laws and paid their entrance fees and subscriptions.
- (g) Member Clubs. Any Club or Society within New Zealand whose aims and objects are compatible with those of the Society may become an affiliated member when it has met the requirements of the rules and by-laws and paid the required entrance fees and subscriptions. Such Club or Society shall be entitled to exercise one vote for every ten (10) members or portion of ten (10)

for whom an affiliation fee is payable to the Photographic Society of New Zealand (subject to the provisions of The Incorporated Societies Act 1908 whereby for the purpose of application for incorporation or winding up by the Supreme Court such Club or Society shall be equivalent to three members).

- (h) If at any time or times any unincorporated Club or Society should claim that it is legally capable of membership of the Society and thereby entitled to any rights or privileges then the burden of proof shall be upon such unincorporated Club or Society to establish at its own expense that it is legally capable of membership of the Society and thereby entitled to the rights and privileges of a Member Club.

**4. AFFILIATED CLUBS.** Any Club or Society whether in New Zealand or not whose aims and objects are compatible with those of the Society may affiliate with the Society on complying with the rules and by-laws and paying such fees as are fixed at the Annual General Meeting. Such Club or Society shall enjoy only such privileges as are set out in the by-laws or as are determined by the Council from time to time.

**5. APPLICATION FOR MEMBERSHIP.**

(a) Candidates for membership shall make application in writing on the prescribed form and such applications shall be deemed to be agreement to accept and abide by the rules and by-laws of the Society made or to be made. All applications for membership shall be notified to Councillors in writing by the Secretary, Councillors being required to record their votes in writing to the Secretary within fourteen days; candidates shall be deemed to be admitted only if supported by a majority of the Council.

(b) The Council shall have power to refuse applications and may not be called upon to give any reason for such refusal. Applicants shall be notified by the Secretary, or designated officer, of their acceptance or rejection and, in the case of rejection, may appeal in writing to the Council.

**6. RESIGNATION.** A Member desiring to retire from the Society shall give notice in writing to the Secretary and shall satisfy all arrears of subscriptions and any other amounts due to the Society and shall pay the subscription for the current year as the case may be unless the Council dispenses with such payment or part thereof. No refund of subscription may be made on the resignation of a member. On resignation or expulsion a member shall return all Society property in his possession. Termination of membership shall operate to relieve all right, interest or title of any member to property, assets and privileges or the Society.

**7. EXPULSION.** The Council shall have power if at any time they shall be of the opinion that the interests of the Society so require, to invite in writing any member to withdraw from the Society within such time as may be specified in the letter. The member whose expulsion is so desired may appeal in writing to the Council offering any such explanation as he/she may wish. In the event of two thirds of the Council voting for his expulsion, such member shall thereupon cease to be a member of the

Society, and the Council cannot be called upon to give any reason for its decision which shall be final.

8. **SUBSCRIPTIONS.** Annual Subscription and Entrance Fees shall be determined at the Annual General Meeting and shall become payable on the first day of the financial year.

9. **OFFICERS & MANAGERS.**

- (a) The Officers of the Society shall be members of the Council of the Society, and the Council shall consist of:
- (i) A President whose position shall be honorary.
  - (ii) A Vice President whose position shall be honorary.
  - (iii) An Immediate Past President whose position shall be honorary.
  - (iv) A Secretary who shall be appointed by Council and who may be paid an honorarium.
  - (v) A Treasurer (whose office may be combined with that of Secretary) who shall be appointed by Council and who may be paid an honorarium.
  - (vi) A minimum of six Councillors. Council shall have the power to increase the number of Councillors up to a maximum of eight as Council may judge necessary from time to time to support the workload of Council.

All persons who are Officers of the Society shall at all times meet the qualification requirements for officers of a charitable entity as set out in Section 16 of the Charities Act 2005. These conditions are reproduced in Appendix 1 to these Rules for reference.

In the event that an Officer of the Society determines at any time that he/she fails to meet the said qualification requirements, he/she shall immediately advise the President of the Society who shall take such actions as are necessary to comply with the Charities Act 2005.

In the event that it comes to the attention of the Council that an Officer may not meet the said qualification requirements, the President shall seek a signed declaration from the Officer that the Officer meets the said qualification requirements. If it is then determined by Council that the Officer does not meet the qualification requirements, the President of the Society shall take such actions as are necessary to comply with the Charities Act 2005.

- (b) **President.** The President shall promote the good and welfare of the Society and carry out all normal duties appertaining to that office. He/she shall preside at all meetings of the Council and at Ordinary, Extraordinary, General and Annual General Meetings of the Society and regulate the proceedings. He/she

shall, when properly authorised by the Council or the Society, sign all written contracts or obligations of the Society. He/she shall be, if he/she wishes, ex officio a member of all sub or special committees. Any President who has held office for two consecutive years shall not be eligible for re-election as President until one year from the expiration of his last term of office. No member shall be eligible to be elected President unless he/she shall have served on the Council for one year out of the two years prior to his nomination for that office. In the event of the death, resignation or removal from office of the President, the Vice President shall succeed to the office of President and the Council shall elect a Vice President amongst themselves, who shall remain in office only until the next Annual General Meeting. In the event of the President resigning or being removed from office, he/she shall not succeed to the office of Immediate Past President. On his retirement at the expiry of his term of office, the President shall succeed to the office of Immediate Past President.

- (c) **Vice President.** The Vice President shall preside at meetings of the Council and at Annual General, Extraordinary General and Ordinary Meetings of the Society at which the President is not present. The Vice President shall not hold office for more than two consecutive years and shall not be eligible for re-election as Vice President until the expiry of one year from the termination of his term of office. No member shall be eligible for the office of Vice President unless he/she shall have served on the Council for one year out of the five years prior to his nomination for that office. In the event of the death, resignation or removal from office of the Vice President, the Council shall elect a Vice President from amongst themselves who shall remain in office only until the next Annual General Meeting.
- (d) **Immediate Past President.** On his retirement from office the President shall (except as provided in Rule 9(b)), ex officio succeed to the office of Immediate Past President and shall hold office until the next President retires. He/she shall have all the powers and responsibilities of the other Councillors, but may not hold any other position on the Council. On the succession of a new Immediate Past President, he/she shall be eligible for election to any office of the Council.
- (e) **Secretary.** The Secretary shall be appointed by the Council and shall retire annually at the first meeting of the newly elected Council. He/she shall be responsible to the Council for the minutes of all meetings of the Council and the Society (excluding sub-committee meetings), and for conducting the business and correspondence of the Society and for the carrying out such other duties as the Council may from time to time direct. The Secretary shall keep a register of members as required by statute. He/she shall render to the Charities Commission such returns as are required by Statute. In the event of the death, resignation, removal from office or inability through illness or any causes of the Secretary to carry out his duties, the Council may appoint a Deputy Secretary to act as Secretary.
- (f) **Treasurer.** The Treasurer shall be responsible for all monies received by the Society and the payment of such sums as may be ordered by the Council He/she shall keep proper books of account of all such receipts and payments

and render such statements to the Council and Auditors as they may require. All monies received on behalf of the Society shall be paid into the Society's bank account. In the event of the death, resignation, removal from office or inability through illness or any other causes of the Treasurer to carry out his duties, the Council may appoint a Deputy Treasurer to act as Treasurer. The Treasurer shall prepare the Annual Accounts and Balance Sheet which shall be audited at least 14 (fourteen) days before the Annual General Meeting. He/she shall render to the Registrar of Incorporated Societies and the Charities Commission such returns as are required by Statute. He/she shall be appointed by the Council and shall retire annually at the first meeting of the newly elected Council.

- (g) **Councillors.** The Councillors should attend all meetings of Council and shall carry out such duties as are required of them by the rules and by-laws. They shall undertake the organisation of some section of the Society's functions and activities.
- (h) **Auditor.** An Auditor who shall be a member of the New Zealand Society of Accountants and who may be paid a fee for his services shall be appointed by the Annual General Meeting.
- (i) **Patron.** A Patron may be appointed by the Annual General Meeting.
- (j) Any Officer may be removed from office by the Council for failure to carry out such duties as are set out in these rules and the by-laws, or are required of him/her by the Council from time to time.
- (k) **Management Positions.** The Council shall have power from time to time to appoint members to management positions as Council shall deem necessary to ensure the efficient functioning of the Society. Such management positions may be appointed from the members of the Council or from persons having the rights and privileges of ordinary membership and may be paid an honorarium. Such management positions shall be outside of, but reporting to, the Council.
- (l) **Council Vacancies.** The Council shall also have power from time to time to fill any vacancies occurring on the Council as a result of death, resignation or removal from office of an Officer. Such additional or substituted Officers shall hold office only until the next Annual General Meeting.

## 10. ELECTION OF OFFICERS

- (a) The election of Officers (other than those appointed by the Council) shall be by Postal Ballot of all those members entitled to vote at Annual General Meetings. Such Officers as are elected by members shall retire annually, but may, except as provided otherwise in these rules, offer themselves for re-election. No member may be elected to the Council who is unfinancial and any Officer who becomes unfinancial during his term of office, shall cease to hold office on the expiry of 14 (fourteen) days of his becoming unfinancial.

- (b) Nominations. Each member who is entitled to vote at the Annual General Meeting may nominate one member for each office and up to the required number of Councillors. A notice calling for nominations for office shall be sent by the Secretary to all members entitled to vote not later than twenty eight (28) days before the closing date for nominations. The closing date shall be forty-two (42) days before the date set for the Annual General Meeting. All nominations shall be on the form prescribed in the by-laws and must be signed-
- (i) by the nominee agreeing to accept office and to carry out the duties of the office for which he/she is nominated, and
  - (ii) by the nominee certifying that the nominee meets the qualification conditions for the officers of a charitable entity as set out in Section 16 of the Charities Act 2005, and
  - (iii) by two financial members entitled to vote.
- (c) Ballot Papers. Ballot papers shall be distributed by post to all financial members entitled to vote at the Annual General Meeting not later than thirty five (35) days before the date set for the Annual General Meeting, and returned to the Society's auditor not later than seven (7) days before the Annual General Meeting. Names shall appear on the Ballot paper in alphabetical order.
- (d) Result of Ballot. The Society's Auditor shall open all postal votes and compile the results which he/she shall deliver to the President in a sealed envelope to be opened at the Annual General Meeting. Ballot papers shall be retained by the Auditor and be destroyed by him/her one week after the Annual General Meeting. The results as supplied by the Auditor shall be final.
- (e) If the number of nominations for election to the Council at the Annual General Meeting falls short of the required number, then those persons nominated shall be declared elected and the Council shall have power to appoint such members as it thinks fit to fill all, or part of, the remaining vacancies and such members so appointed, shall hold office until the next Annual General Meeting provided that if the number of such nominations is less than half of the total required to fill vacancies on the Council, fresh nominations shall be called for and an election held for the full number of Councillors in accordance with the procedure prescribed by Clauses 10(a), (b), (c) and (d), except that the President shall open the sealed envelope containing the results of the election in the presence of the Auditor or the Secretary without calling a general meeting, and upon the President being satisfied that the election has been properly conducted, he/she shall be at liberty to destroy the ballot papers and shall direct the Secretary to communicate the result to all members within fourteen days thereafter. If at any election of Officers held pursuant to the foregoing proviso the number of nominations again falls short of the required number then those persons nominated shall be declared elected

and the Council shall have power to fill the vacancies as herein before provided, notwithstanding that the number of nominations is less than half the required number. For the period between the Annual General Meeting and any election held pursuant to the foregoing proviso, the retiring Council shall continue to hold office.

## **11. MANAGEMENT**

- (a) Council. The governing body of the Society for the general guidance of its operations and the transaction of its official business shall be the Council which shall be comprised of the officers set out in Rule 9.
- (b) The Council shall direct conduct and control the affairs and exercise the powers of the Society as set out in Rule 2 and shall exercise a general supervision over the property of the Society. It shall keep insured against burglary, loss or damage by fire, the whole of the insurable assets of the Society and insure against any other such risks as may be prudent. It shall make all purchases and order such repairs to the Society's property and assets as are deemed necessary.
- (c) Honours.
  - (i) The Council may in its discretion appoint an Honours Board which will have the power to recommend to Council to grant appropriate honours and awards in recognition of service and/or ability in one or other of the branches of photography or the arts and science related thereto.
  - (ii) Such Honours Board shall consist of six members. At each Annual General Meeting of the Society the longest serving members of the Board shall retire, and if there shall be any disagreement as to who are the longest serving members, the President of the Society shall determine the matter by lot. At the first meeting of the Council following the Annual General Meeting, the Council shall make appointments to fill the vacancies on the Board whether caused by retirement or otherwise. The retiring members shall be eligible for re-appointment.
  - (iii) The Council shall when appointing an Honours Board make the necessary by-laws governing the kinds of honours and awards and procedure and policy to be followed by the Honours Board in considering and granting them.
- (d) By-laws. The Council shall make such by-laws as are necessary for:
  - (i) The carrying out and enforcing of these Rules so long as they are not repugnant to the Act or the Rules, and from time to time alter or repeal or make such new by-laws as it deems necessary.
  - (ii) The general management of the Society.

- (iii) The general conduct of the Society's affairs functions and activities.

All such by-laws shall be binding on every Officer and Member of the Society until set aside or amended by the Council.

- 12. PROPERTY.** The property and effects of the Society shall be vested in the Society and the funds of the Society shall be controlled by the Council and shall be utilised in accordance with the objects of the Society and for paying such charges as may be incurred in its administration. All monies shall be received by the Honorary Treasurer and paid into a Bank as directed by the Council in the name of the Society. All cheques shall be signed by any two of the following:

- (i) the Treasurer,
- (ii) the Society's Accountants, and
- (iii) two Councillors authorised by the Council to do so.

The funds and property of the Society from whatever source derived shall be applied solely towards the promotion of the objects of the Society as set out in these rules and no portion of the funds shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, to members of the Society. No member shall derive pecuniary gain from any of the property or operations of the Society. "Pecuniary Gain" does not include the winning of trophies and/or prizes. Members cannot retain prize money awarded by the Society.

Notwithstanding any of the foregoing provisions, the Council of the Society shall have power to vote an honorarium to the Honorary Secretary, the Honorary Treasurer, the Auditor, or other individuals appointed to management positions in the Society, in appreciation of their services for the past year to reimburse them for any expenses incurred in carrying out the business of the Society provided such business was carried out with the prior sanction of the Council.

- 13. REGISTERED OFFICE.** The registered office of the Society shall be at the address of the Secretary or at any such place as may from time to time be determined. Due notice of the location of the registered office or any change thereof, shall be given to the Registrar of Incorporated Societies, the Charities Commission, all members, member Clubs, and affiliated groups within 14 days of any change thereof.

- 14. SEAL.** The Common Seal of the Society shall be kept in the custody of the Secretary who shall affix it to such documents as the Council may from time to time direct. The affixing of the Seal shall be attested by any two members of the Council and the Secretary. The Seal shall consist of a circle enclosing a monogram composed of the letters "PSNZ" and shall have the words "The Photographic Society of New Zealand Inc." round the margin thereof.

**15. MEETINGS.** Meetings shall be held as follows

- (a) Council Meetings. Meetings of the Council shall be held at least twice a year. Between meetings, the Council may carry out its functions by correspondence and decisions so taken shall be entered in the Minute Book of the Council and be confirmed at the first following meeting of the Council. Replies from a majority of the Officers shall be a quorum.
- (b) Annual General Meeting. The Annual General Meeting of the Society at which only financial members entitled to vote shall be present, shall be held within six months of the end of the financial year. At this meeting the President shall present a report of the Society's activities and proceedings for the year, the audited accounts of the Treasurer and such other reports as may be required by the by-laws. He/she shall also announce the result of the ballot for the election of Officers.
- (c) Extraordinary General Meetings. Extraordinary General Meetings of the Society may be convened by the Council from time to time as it deems necessary. In addition, Council shall convene within 28 (twenty-eight) days an Extraordinary General Meeting upon a requisition by members to that effect being lodged with the Secretary. Such requisition must be signed by not less than 20 (twenty) financial members entitled to vote and state the purpose for which the meeting is to be convened.
- (d) Ordinary Meetings. Ordinary Meetings for reading communications and for other business connected with the objects of the Society shall be held at such times and places as the Council may decide.
- (e) Notice of Meetings. Notices of Annual General, Extraordinary General and Ordinary Meetings of the Society shall be by letter to the last recorded address of members 28 (twenty-eight) days prior to the date for which the meeting is called. It shall be the responsibility of members to advise the Secretary of any changes of address and all notices to members shall be deemed to be duly served on the day but two following the day of posting.
- (f) Quorum. A majority of the current members of the Council shall constitute a quorum for any meeting of the Council and thirty members at any meeting of the Society.
- (g) Proxies. Any member entitled to vote may appoint a proxy or proxies to vote on his behalf at any meeting of the Society. Any member holding a proxy must present his authority in writing to the Secretary 7 (seven) days before the meeting and be on the form prescribed by the by-laws. No Councillor may appoint a proxy to vote at a Council meeting.
- (h) All resolutions before meetings of the Society shall be decided on voices and the ruling of the Chairman shall be final unless 3 (three) members call for a ballot in which case it shall be decided by that method. A bare majority shall suffice for each resolution except where provided otherwise in these rules. In the case of equal voting the Chairman shall exercise a casting vote in addition to his deliberative vote.

- (i) Rules of Debate. In all proceedings of the Society the Parliamentary Rules of Debate shall apply except where such rules are inconsistent with the rules and by-laws of the Society.

**16. FINANCE.**

- (a) Financial Year. The financial year shall be from the first day of January to the last day of December in that year.
- (b) Levies. All Levies, Membership, Subscriptions Affiliation Fees and Entrance Fees shall be determined at the Annual General Meeting and notified to all members.
- (c) Payment of Levies. The yearly payment of Levies, Membership, Subscriptions, and Affiliation Fees, shall fall due on the first day of each financial year. Any member whose subscription is not paid within one calendar month of the first day of the financial year shall be deemed unfinancial and, having been advised of this, shall cease to be a member. On payment of arrears, Membership shall be re-instated. A new member joining after the 1<sup>st</sup> day of September each financial year shall be entitled to the rights and privileges of the Society until the 31<sup>st</sup> day of December of the following year.
- (d) Any member who resigns from, or who is expelled from, the Society shall not be entitled to any refund of any levy or fees or subscriptions or any part thereof.

**17. ALTERATION TO RULES.**

- (a) These rules may be altered by resolution of the members present at any Annual General or Extraordinary General Meeting of the Society, provided that any member desirous of moving such resolution shall notify the Secretary in writing of his intention to move such a motion at least three months before the date on which the meeting is to be held and the Secretary shall have given all members entitled to vote two months' notice of such proposed alteration and provided such resolution shall be deemed passed only if carried by at least a two-thirds majority of those present and entitled to vote.
- (b) PROVIDED THAT no Rule of the Society can be amended in any such a way as to alter the Society's 'charitable' nature as approved under Section 61 (25) and (27) of the Income Tax Act 1976.

- 18. INTERPRETATION.** The Council in session shall be the sole authority for the interpretation of the rules and of the by-laws and regulations of the Society and the decision of the Council shall be final and binding on all Officers and members of the Society. In the construction of these rules and of the by-laws the masculine gender shall be deemed to include the feminine and the singular the plural where the context so requires.

- 19. ADVERTISING.** It shall always be a principle that the Society shall not be used to further private interests.
- 20. APPEALS.** Any member of the Society who may find cause for dissatisfaction with its operation may appeal in writing to the Council whose decision shall be final.
- 21. DISPOSAL OF ASSETS.**
- (a) The Society may be wound up voluntarily if the Society at an Extraordinary General Meeting of its members passes a resolution requiring the Society to be so wound up and the resolution is confirmed at a subsequent Extraordinary General Meeting called together for that purpose and held not earlier than thirty (30) days after the date on which the resolution so to be confirmed was passed.
  - (b) If upon winding up or dissolution of the Society (whether voluntarily or by direction of the Registrar of Incorporated Societies), there remains after the satisfaction of all costs and its debts and liabilities, any property or assets whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be transferred to the Minister of Internal Affairs to be held by him/her upon trust and shall be given or transferred to some other charitable Society or Societies within New Zealand having objects similar to those objects of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on this Society, such Society or Societies to be determined by the members of the Society at or before the time of dissolution or in default thereof by the Minister of Internal Affairs of New Zealand or in the absence of any Society or Societies then to such a public charity or public charities as the said Minister may determine.
- 22. DATE OF OPERATION.** These rules shall operate and be in force from the date of the incorporation of the Photographic Society of New Zealand.

End of Rules.

## APPENDIX 1

# REPRODUCTION OF QUALIFICATION CONDITIONS FOR OFFICERS OF CHARITABLE ENTITIES

## SECTION 16 OF THE CHARITIES ACT 2005

The following persons are disqualified from being officers of charitable entities registered under the Act:

- a) An individual who is an undischarged bankrupt
- b) An individual who is under the age of 16 years
- c) An individual who, or a body corporate that, has been convicted of a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961) and has been sentenced for that crime within the last 7 years
- d) An individual who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, a company under section 382, section 383, or section 385 of the Companies Act 1993
- e) An individual who, or a body corporate that, is disqualified from being an officer of a charitable entity under section 31(4) - *this refers to an individual who, or a body corporate that, is subject to an order by the Charities Commission disqualifying an officer of an entity removed from the Charities Register by the Commission, from being an officer of a charitable entity for a specified period not to exceed 5 years*
- f) An individual who is subject to a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act
- g) A body corporate that is being wound up, is in liquidation or receivership, or is subject to statutory management under the Corporations (Investigation and Management) Act 1989
- h) In relation to any particular entity, an individual who, or body corporate that, not comply with any qualifications for officers contained in the rules of that entity.

The Charities Commission may on written notice to an entity, waive the application of any of the disqualifying factors set out in subsections (a) to (g) above, in relation to an officer of that entity

## **Copies of By-laws governing:**

1. Duties of Secretary.
2. Duties of Treasurer.
3. Delegates and Proxies.
4. Authority.
5. Emma & William McPherson Award.
6. Panel Judges.
7. Bowron Foundation.
8. National Conventions.
9. Regional Conventions.
10. The Honours Board.
11. Conduct of National Exhibition & Davies Natural History Salon.
12. Wiltshire Cup Colour Slide.
13. Bledisloe Cup Inter-Club Print.
14. Trans Tasman Contest.
15. International Exhibitions.
16. George Chance Landscape Inter-Club Prints.
17. Bowron Landscape Inter-Club Slides.
18. Regional Inter-Club Slide Exhibitions.
19. Regional Inter Club Print Exhibitions.  
Trophies.

...are available from the Society's website [www.photo.org.nz](http://www.photo.org.nz)

This edition of Rules published 1.5.08

## **RULES AND BYLAWS—FURTHER THOUGHTS ON REMITS**

A **REMIT** is normally considered to be matter or idea put forward for consideration and discussion.

Members should have provision to discuss matters which affect them and the Society and normally this can only happen at an Annual General Meeting. HOWEVER, no decision made following discussion of a remit or a matter discussed under General Business can change or rescind or make RULES AND BYLAWS.

"**RULES**" can only be changed at an A.G.M. or Extraordinary G.M. in accordance with RULE 17. This provides for three months notice in writing to the Secretary of the intention to move an amendment so that he/she can then give two months notice to the members and clubs.

"**BYLAWS**" ARE CONCERNED WITH THE MANAGEMENT OF THE SOCIETY They are made or amended or rescinded by Council - NOT by members at an A.G.M. Refer to RULE 11 (b).

Therefore no 'remit' decision can alter 'RULES AND BYLAWS' but can only be a 'recommendation to Council for consideration'.

Should the 'Remit' decision apply to a RULE then procedures would need to be undertaken in accordance with RULE 17.

Should the 'Remit' decision apply to a BYLAW Council would be bound to consider the matter but after due consideration need not necessarily agree to act on the recommendation.

However, while it is Council's prerogative to make or amend or rescind Bylaws it would need to have good grounds to go against the wishes of members at an A.G.M.