

The Rules and By-Laws of Eastern Suburbs Camera Club Incorporated

RULES

1. Name

The name of the incorporated association is Eastern Suburbs Camera Club Incorporated (hereinafter called 'the Club').

The place of business and Registered Office of the Club shall be located in the metropolitan area of the City of Adelaide at an address to be determined from time to time by the Committee.

2. Definitions

- 'Committee' means the committee of management of the association
- 'General meeting' means a General Meeting of members of the association convened in accordance with these rules
- 'Member' means a member of the association
- 'Month' shall mean calendar month
- 'Special resolution' means a special resolution defined in the Act
- 'the Act' means the *Associations Incorporation Act 1985*
- 'the Regulations' means *Associations Incorporation Regulations 2008*

3. Objects of the Club

The objects of the Club are to provide opportunities for those interested in photography to meet regularly and by co-operation to foster interest in the hobby.

4. Powers of the Club

4.1 Appointment of sub-Committee(s)

If the club acquires any property other than money in the bank the Committee may appoint from amongst its members a sub-Committee of three or more of them for any purpose delegated to it by the Committee with or without power to act on behalf of the Club.

4.2 Status and Liability of Members

No member of the club shall by virtue of their membership have or be deemed to have any estate or interest in the property, funds or assets of the club other than the right to use such property in the exercise of their privileges as a member. Likewise no member body or person shall be personally liable for any act or omission on the part of the club or its officers, servants or contractors. Members of the club including the Committee shall be indemnified from the funds of the club against the damages in, verdicts in and cost of any legal proceedings that may be instituted against them or any of them in the exercise of their office or the performance of their duties by reason of membership howsoever arising.

5. Membership

5.1 Types

- a) Ordinary Members: Any person who supports the objects of the association and agrees to be bound by its rules and is nominated by two financial members in writing on a nomination form approved by the Committee may become an Ordinary Member of the Club. Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall be a member of the association and will be free to enter any Club Competitions. Persons under the age of 18 years must be accompanied by a responsible adult and shall not be eligible to hold office.
- b) Social Members: Any person who supports the objects of the association and agrees to be bound by its rules who is nominated by two financial members in writing on a nomination form approved by the Committee may become a Social member of the Club. Such members shall have the rights and privileges of an Ordinary member except for their exclusion from all Club Competitions and shall not be eligible to hold office.
- c) Honorary Members: Any person over the age of 18 years visiting the State or considered worthy of membership without payment of fees may be elected an Honorary Member of the Club during their visit or during the pleasure of the Committee as the case may be.
- d) Honorary Life Membership: Any person who has been a financial member of the club for at least 15 years immediately preceding election may become an Honorary Life Member in recognition of outstanding service to the club upon being recommended for election by the Committee and being duly elected at an Annual or Special General Meeting of the Club. An Honorary Life Member shall have all the rights and privileges of an Ordinary member and shall not be required to pay any subscription.

5.2 Privileges of Membership

Unless otherwise stated in the Rules only financial members of the Club shall be entitled to:

- a) vote in the election of the Committee,
- b) vote at any special or General Meeting of the Club,
- c) nominate candidates or be nominated for the Committee,
- d) represent the Club at any other Club,
- e) compete in any of the Club Competitions pursuant to membership classifications,
- f) examine a copy of the Rules on the Club's website,
- g) any other privileges which may from time to time be extended by the Club to its members, *provided* nevertheless that Junior Members shall not be entitled to the privileges set out in paragraph a) to d) inclusive until they attain the age of 18 years.

5.3 Subscriptions

- a) The subscription fees shall be payable annually on 1st January or at a time that the Committee determines. Only financial members are permitted to enter Club photographic Competitions. A Junior Member shall pay the same membership fee as an Associate Member.
- b) The subscription fees for membership shall be such sum as the Committee shall determine from time to time and any variation shall be notified to members in the Agenda for the Annual General Meeting.

- c) Only members who were financial as at the preceding 31st December shall be permitted to vote at the Annual General Meeting.
- d) Any member whose subscription is outstanding for more than three (3) months after the due date for payment shall cease to be a member of the Club, provided that the Committee may reinstate such a person's membership on such terms as it thinks fit.

5.4 Resignations

A member may resign from membership of the Club by giving written notice to the Secretary or Public Officer of the Club.

5.5 Register of Members

A register of members must be kept and contain:

- a) the name and address of each member,
- b) the email address of each member,
- c) the phone number of each member,
- d) the date on which each member was admitted to, or resigned from, the Club, and
- e) the date of and reason(s) for termination of membership (if applicable),
- f) the phone number of member's next of kin (in case of an emergency).

5.6 Expulsion of a Member

- a) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Club,
- b) particulars of the charge shall be communicated to the member at least one month before the meeting of the Committee at which the matter will be determined,
- c) the determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall (subject to 5.5d above), cease to be a member 14 days after the Committee has communicated its determination to the member,
- d) in the event of an appeal under 5.5d above, the appellant's membership of the Club shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Club in General Meeting after the appellant has been heard by the members of the Club, and in such event membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

6. The Committee

6.1 Powers and Duties

- a) The affairs of the Club shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Club, and are not by the Act or by these Rules required to be done by the Club in General Meeting,
- b) the Committee has the management and control of the funds and other property of the Club,
- c) the Committee shall have authority to interpret the meaning of these Rules and any other matters relating to the affairs of the Club on which these rules are silent,

- d) the Committee shall appoint a Public Officer as required by the Act. If for any reason the position becomes vacant at any time the Committee shall within fourteen (14) days appoint another person resident in the metropolitan area of the City of Adelaide to fill the vacancy and cause notice thereof to be filed with the Office of Consumer and Business Services,
- e) levies for the payment of models or other incidental expenses may be imposed at the discretion of the Committee but no such levy shall exceed one-tenth of the current membership fee fixed pursuant to Rule 5.3 without the consent of the majority of members at a General Meeting.

6.2 Appointment

- a) The Committee shall be comprised of a President, Vice-President, immediate Past President, Honorary Secretary, Honorary Treasurer, Program Co-ordinator, and four (4) other elected by and from the Club members at the Annual General Meeting,
- b) a Committee member shall be a natural person,
- c) a retiring Committee member shall be eligible to stand for re-election. No person shall be eligible to stand for election unless a member of the Club has nominated that person at least 2 (two) days before the meeting by delivering the nomination of that person to the Honorary Secretary of the Club. The nomination shall be signed by the proposer and the nominee.
- d) notice of all persons seeking election to the Committee shall be given to all members of the Club with the notice calling the meeting at which the election is to take place,
- e) the Committee may appoint a person to fill a casual vacancy, and such a Committee member shall hold office until the next Annual General Meeting of the Club and shall be eligible for election to the Committee,
- f) at the Annual General Meeting all offices shall be declared vacant and elections held for new office bearers. Where elections are necessary they shall be conducted by secret ballot.
- g) the Committee shall have the control and management of all affairs of the club with the power to accept, refuse or terminate membership without assigning any reason subject to Clause 5.6 a),
- h) a Patron may be elected by the Annual General Meeting. The Patron shall not be a member of the Committee.

6.3 Proceedings of Committee

- a) The Committee shall meet, if practical, on the last Tuesday in every month (except December), or in case of urgency whenever called for by the President or in his/her absence, the Vice-President. Committee meetings may be held in person or via electronic means,
- b) questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes, the chairperson shall have a casting vote in addition to a deliberative vote,
- c) a quorum for a meeting of the Committee shall be one half of the members of the Committee,
- d) the President, Vice President or Immediate Past President shall preside at all meetings of the Club or Committee in that order in the absence of one or more of them. In the absence of all three of them the members shall elect a Chairperson pro tem,
- e) the Chairperson shall preserve order and endeavour to conduct all business before the meeting with due decorum and to a speedy and proper result,

- f) the Chairperson shall be impartial in their conduct of the meeting and shall have a casting vote only. Should they desire to speak on any question they shall vacate the chair and appoint some qualified member to act in their stead,
- g) it shall be the duty of the Honorary Secretary to keep a faithful record of all proceedings at meetings of the Club including a record of members present,
- h) a member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Club must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The members of the Committee must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Club.

6.4 Disqualification of Committee Members

The office of a Committee member shall become vacant if a Committee member is:

- a) disqualified from being a Committee member by the Act,
- b) expelled as a member under these Rules,
- c) permanently incapacitated by ill health,
- d) absent without apology from more than four meetings in a financial year.

7. The Seal

The Club shall have a Common Seal upon which its corporate name shall appear in legible characters.

The Seal shall not be used without express authorisation of the Committee, and every use of the Seal shall be recorded in the Minute Book of the Club. The affixing of the Seal shall be witnessed by any two (2) of the President, Honorary Secretary and Honorary Treasurer.

The Honorary Secretary shall have custody of the Seal.

8. Meetings

8.1 Annual General Meetings

- a) The Committee shall call an annual General Meeting in accordance with the Act and these Rules.
- b) the Annual General Meeting shall be held on the third Tuesday of January each year.
- c) two fifths of the financial members present personally or by proxy shall constitute a quorum for the transaction of business at an Annual General Meeting,
- d) the order of business at the Annual General Meeting shall be:
 - the confirmation of the Minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting,
 - the election of Committee members,
 - the consideration of the accounts and reports of the Committee and the Auditor's report,
 - the appointment of auditors,
 - any other business requiring consideration by the Club in a General Meeting.

A program of Club activities for the ensuing year shall be drawn up and distributed to all financial members at the meeting immediately following the Annual General Meeting.

8.2 Special General Meeting

- a) The Committee may call a Special General Meeting of the Club at any time,
- b) upon a requisition in writing of not less than 10% of the total number of members of the Club, the Committee shall, within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition,
- c) every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting,
- d) if a Special General Meeting is not convened within one month, as required by 8.2 b) above, the requisitionists, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Club.

8.3 Special and ordinary Resolutions

A special resolution as defined in the Act, viz.

- a) where the rules of the Club provide for the membership of the Club - a resolution passed at a duly convened meeting of the members of the association if -
 - (i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Club; and
 - (ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the Club as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting;
- b) where the rules of the Club do not provide for the membership of the Club - a resolution passed at a duly convened meeting of the members of the Committee of the association if -
 - (i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Committee; and
 - (ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the Committee as, being entitled to do so, vote in person or, where alternates are allowed, by alternates, at that meeting.
- c) an ordinary resolution is a resolution passed by a simple majority at a General Meeting.

8.4 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the Club to be their proxy, and attend and vote at any Annual General Meeting of the Club.

9. Minutes

- a) Proper Minutes of all proceedings of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b) the Minutes kept pursuant to this Rule must be confirmed by the members of the Club or the members of the Committee (as relevant) at a subsequent meeting,
- c) the Minutes kept pursuant to this Rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed,

- d) where Minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

10. Dispute Resolution

- a) The dispute resolution procedure set out in this Rule applies to disputed under these Rules between:
- a member and another member,
 - a member and the Club
- b) the parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties,
- c) if the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

11. Financial Reporting

11.1 Financial Year

The financial year of the Club is a period of 12 months and shall commence on 1st January and conclude on 31st December of each year.

11.2 Accounts to be Kept

The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act.

The club shall open an account with a recognised financial institution approved by the Committee. All moneys belonging to the club shall be banked therein without delay. All payments from the bank account shall be by cheque signed by any two of the signing officers who shall be the President, Vice President, Honorary Secretary or Honorary Treasurer.

The Honorary Treasurer shall issue a receipt for all moneys received and keep a duplicate thereof. A financial statement made up to the end of December shall be prepared annually, audited by the club's Auditor and presented at the Annual General Meeting. The Honorary Treasurer may be required to present a financial statement for the information of the Committee at any meeting.

11.3 Accounts and Reports to be Laid before Members

The accounts, together with the auditor's Report on the accounts, the Committee's Statement and the Committee's Report, shall be laid before members at the Annual General Meeting.

11.4 Appointment of Auditor

- a) At each Annual General Meeting, the members shall appoint a person to be auditor of the Club,
- b) the auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment,
- c) if an appointment is not made at the Annual General Meeting the Committee shall appoint an auditor for the current financial year.

12. Prohibition against Securing Profits for Members

The income and capital of the Club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a members for services rendered or expenses incurred on behalf of the Club.

13. Rules

- a) These Rules may be altered (including an alteration to the Club's name) by special resolution of the members of the Club. This includes rescision or replacement by substitute Rules,
- b) the alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act,
- c) the registered Rules shall bind the Club and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

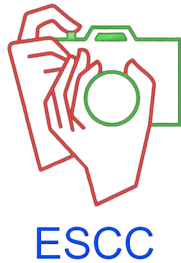
14. Winding Up

The Club may be wound up in the manner provided for in the Act.

15. Application of Surplus Assets

- a) if after the winding up of the Club there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to the South Australian Photographic Federation Inc which has similar objects and has rules which prohibit the distribution of its assets and income to its members,
- b) such organisation or organisations shall be identified and determined by a resolution of members in a General Meeting.

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By-Laws

B1. Conduct of Members

- a) No member who is present during the judging of a Competition shall make any sign, offer any comment, or ask any question which may tend to disclose or have the effect of disclosing the name of any competitor,
- b) in all Competitions the decision of the judge or judges appointed by the Committee shall be final and binding on all parties interested and no appeal or objection shall be taken by any member or competitor against his, her or their decision,
- c) no members shall conduct themselves in an unseemly manner in the presence of any model, lecturer, demonstrator, guest artist or speaker or utter any slander or publish any libel or do any act or thing which may bring or be likely to bring the club into disrepute,
- d) no member shall upon club premises photograph a nude model in any manner. The provision of models by the Committee is for the express purpose of enabling members to create pictures of artistic merit and any abuse of this privilege will render the member concerned liable to expulsion,
- e) no member under the age of 18 years shall be permitted to attend a meeting when models are posing in the nude,
- f) no person who is not a member shall be present without the express permission of the presiding officer at any meeting of the club at which a model is posing in the nude,
- g) it shall be the duty of each member of the Committee when any person who is not a member visits club premises to see that they are made welcome and given every encouragement, if acceptable, to become a member.
- h) to attend club meetings as of 16 February 2022, ESCC members are required to show proof of full COVID-19 vaccination or a valid medical exemption as per directives issued by SA Health. The Secretary and/or Treasurer will keep an appropriate and simple notation of the evidence/exemption.

B2. Competition Rules

Note: the terms print, photograph and image are used interchangeably.

1. Club Competitions are open to all financial and Life Members. Associate members are not permitted to enter Competitions.
2. All images must be 100% photographic in origin and entirely the work of the entrant, including post-production. Digital images must include all metadata.
3. Any image manipulation must be carried out by the image author. While members are encouraged to support each other by sharing processing techniques, all work entered in Competitions must be entirely the work of the entrant.

4. Image manipulation is not permitted in categories of Nature, Photojournalism and Travel. Pixels shall not be added or subtracted except to remove dust spots and/or by cropping. Adjustments of brightness, contrast, saturation and sharpening are acceptable.
5. All images, including digital copies of print Competition entries, must be uploaded to the PhotoComp system prior to the time and date specified in the Competition description.
6. All prints and projected images must have a title. Titles will be announced during judging.
7. Once a title is assigned to an image, it must be exclusive to that image for all future uses, regardless of any further editing, including cropping or conversion to or from monochrome.
8. Any marking on the face of a print, matt or projected image that could identify the author is not permitted.
9. The maximum number of images or prints that can be entered in a section is determined by the PhotoComp software. (Typically three).
10. Photographic prints may be processed either at home or by a photo printing service in accordance with "Preparation of Prints and Mounts" below.
11. The back of each print must be labelled with its unique title and the author's name. Where the orientation may be confusing, use an arrow (↑) to indicate the top of the print.
12. If an image has received an Honour or Merit award (that is, a score of 9 or 10) in a Competition, it is excluded from all subsequent Competitions. The 'same image' (see Rule 13) may only be entered twice in Competition, and never on the same night.
13. 'Same image' is defined as images by the same author which are so similar in subject, composition and lighting that they could be confused with one another. An image is considered to be the same after cropping or conversion to or from monochrome.
14. Set Subjects: A judge may reject entries deemed 'out of category'.
15. An image that has been awarded an Honour or Merit in monthly Competitions shall not be precluded from entry in an annual exhibition.

B3. Alterations to By-Laws

The Committee shall have authority to add to, amend, change or delete any part thereof the By-Laws, and will advise members at a General Meeting and via email notification, as well as post any revision to the Competition Rules on the Club's website.

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