



# TONBRIDGE CAMERA CLUB CONSTITUTION

## 1. Name

The Club shall be called the Tonbridge Camera Club.

## 2. Objects

The objects of the Club shall be to promote, encourage and facilitate interest and participation in any aspect of photography.

## 3. Membership

- a. The Club strives to adhere, wherever reasonable and/or practicable to do so, to principles of Equality of Opportunity and to be sensitive to issues arising from a person's cultural and/or religious heritage.
- b. Any person interested in becoming a Member may attend up to two meetings of the Club as its guest without any obligation to apply for membership or to pay any fee for such attendances.
- c. Candidates for membership shall be provided with a copy of this Constitution for reference and shall complete the Club's standard form of application for registration as a Member.
- d. Applications for membership shall be considered by the Committee Members there present, provided this constitutes a quorum, who shall act reasonably in exercising their discretion as to the election or rejection of a candidate by a simple majority of those present and voting.
- e. On election and after payment of the requisite subscription, a candidate shall be a Member of the Club and shall be deemed to have agreed to be bound by this Constitution.
- f. Any Member aged 18 and under will be deemed to be a Junior Member.
- g. Junior Members under the age of 16 must be accompanied by a Parent, Guardian, or such other person who has security clearance for their care.
- h. Honorary Members may be appointed from time to time at the discretion of the Committee.

## 4. Officers and Committee

- a. The Executive shall consist of the following Officers: Chairman, Vice-Chairman, Secretary and Treasurer. The affairs of the Club shall be conducted by a Committee consisting of the said Executive Officers and not less than four or more than nine other Members.
- b. The Officers may, at the request of the Secretary, appoint from the Committee Members an Assistant Secretary.
- c. The Committee shall have the power to co-opt other Members as circumstances require.
- d. All offices shall be held in an honorary capacity.
- e. The Committee shall meet as required but no fewer than five times each year and a quorum shall be four Members one of whom shall be an Officer.
- f. The Committee may appoint such Sub-Committees as they may consider expedient. No Sub-Committee may incur any expense on behalf of the Club without specific authority.
- g. The Officers and Committee Members shall be eligible for re-election each year.
- h. In the event that there is no one individual prepared to stand for the role of Chairman or other Executive Roles, then the Club may accept a nomination of two individuals to act jointly in that role.
- i. The Committee will ensure that it complies with all relevant Data Protection Legislation.

## **5. General Meetings**

- a. An Annual General Meeting shall be held each year in the month of May for the presentation of a report of the year's activities, including audited accounts, and for the Election of the Committee and of one or two Auditor(s) for the ensuing year. At least 10 days' notice by email of such meeting shall be given to each Member.
- b. An Extraordinary General Meeting shall be called upon a resolution of the Committee, or upon a request submitted to the Secretary signed by not less than 20% of the Members setting forth the purpose for which the meeting is desired. No matters, other than those set out in the Agenda prepared by the Executive on the one hand and those set out in the said request on the other hand, shall be discussed at the meeting. Each Member shall be given at least ten days' notice by email of such meeting which, in the case of a request by Members, shall be held within one month of the receipt of the said request by the Executive.
- c. Junior Members and Ordinary Country Members may attend General Meetings and Extraordinary General Meetings and may join in the discussion but they shall not be entitled to vote and shall not be considered as part of the requisite quorum.
- d. At the Committee's discretion, eligible Members who are unable to attend General Meetings may be granted a proxy vote. Members may apply to the Secretary for a proxy vote by email, by telephone or in person stating the reason why it is requested. Members can apply for a proxy vote if they are unable to attend the General Meeting for any of the reasons listed below:
  - away on holiday
  - sickness or a physical condition prevents attendance
  - employment constraints prevent attendance
  - unavoidable prior engagementNote that this is not necessarily a comprehensive list of permitted reasons. All requests will be assessed on their own merits. For proposals circulated in advance of the General Meeting, Members can either instruct the Secretary how they wish their proxy votes to be cast or they can authorise the Secretary to vote on their behalf. There will be no proxy voting on proposals raised at the General Meeting.
- e. Decisions of any General Meeting shall be those of the majority of the eligible Members present and voting together with proxy votes, if any.
- f. In the event of an equality of votes at a General Meeting or a Committee Meeting the person in the chair for such meeting shall have a casting or additional vote.
- g. For all business at a General Meeting or Extraordinary General Meeting the quorum shall be not less than 20% of the eligible Members.

## **6. Financial Matters**

- a. The Club's financial year shall end on 31st March in each year to which day the accounts shall be balanced and presented to the next Annual General Meeting.
- b. At every Annual General Meeting one or two Member(s) of the Club (not being Members of the Committee) shall be elected to serve as Auditor(s) for the ensuing year and they shall audit the accounts not less than 14 days before the next Annual General Meeting.
- c. A vacancy in the office of Auditor during the year shall be filled by a Member appointed by the Executive.
- d. The Club shall maintain such Bank or Building Society accounts as the Committee consider convenient and all cheques and orders for the payment of money from any such account shall be signed by such Committee Member(s) as are duly authorised by the Committee.

## **7. Subscriptions**

- a. The annual membership subscriptions shall be such amounts as the Club may from time to time in General Meeting determine.
- b. Such subscriptions shall be due and run from the 1st September without demand except that a Member joining or re-joining part way through the year shall pay a proportional

amount to cover the remainder of that year. Such amount shall be determined by the Treasurer.

- c. Any Member whose subscription is overdue by more than two months without a reason acceptable to the Committee shall be deemed to have resigned membership and all offices of the Club.
- d. The Committee may at their discretion waive all or part of any subscription or in case of financial hardship accept payment of a subscription by instalments.

## **8. Expulsion of Members**

- a. The Committee shall have the power to expel any Member whose conduct shall in their opinion render his continued membership untenable. Such Member shall be given not less than seven days' notice by email to attend a meeting of the Committee such notice to specify the complaint made.
- b. So far as is reasonably practicable the meeting of the Committee shall be held on a date and at a time convenient to both the Member and the Committee.
- c. No Member shall be expelled without first having an opportunity of appearing before the Committee and answering the complaint and without a Resolution in favour of expulsion by at least two-thirds of the Committee Members present and voting at such meeting.
- d. A Member who is expelled shall not be entitled to any refund of subscription.

## **9. Dissolution**

- a. If at any General Meeting or Extraordinary General Meeting a resolution to wind up the Club is passed by the required number of Members present and voting together with proxy votes, if any, the Committee shall as soon as reasonably practical act as follows:
- b. All debts and liabilities of the Club shall be fully discharged.
- c. Any remaining assets and property shall be given or transferred free of charge (save for any costs of or associated with transportation and delivery) to such not-for-profit organisation having objects similar to those of the Club as shall be determined at either of the above-mentioned meetings or, if such an organisation cannot be identified, then to such other not-for-profit organisation or group as shall be determined by either of the said meetings.
- d. Upon completion of the disposal of the assets the Club shall be dissolved.

## **10. Constitution Changes**

This Constitution shall not be changed except by a two-thirds majority of the eligible Members present and voting at a General Meeting together with proxy votes, if any.

## **11. Interpretation and Definitions**

- a. The Committee shall be the sole authority for the interpretation of this Constitution and their decision shall be final and binding.
- b. 'Eligible Members' means the following categories of Members: Honorary, Full, Joint, Fulltime Student, Unemployed and Full Country. It does not include Junior Members and Ordinary Country Members. 'Total Eligible Membership' shall be construed accordingly.
- c. Unless the context otherwise requires the singular includes the plural and vice versa and the masculine includes the feminine and vice versa.