

Constitution

AMENDED (October 2019)

CAPE TOWN PHOTOGRAPHIC SOCIETY

1. NAME AND OBJECTIVES OF THE SOCIETY

1.1 The name of the Society shall be CAPE TOWN PHOTOGRAPHIC SOCIETY.

1.2 The Society shall have for its aims the association of photographers for the general advancement of photography, cinematography, video and all the branches of art and science connected therewith.

1.3 The sole or principal object is to promote social and recreational amenities of facilities for the members in a non-profit manner.

2. CATEGORIES OF MEMBERSHIP

The Society shall consist of:

2.1 Ordinary Members

Anyone who is interested in photography shall be eligible for election as an Ordinary Member, without discrimination between amateur and professional.

2.2 Life Members

An Ordinary Member who has been a member for at least five consecutive years immediately preceding such application may apply in writing to the Council to be transferred to the category of Life Member.

2.3 Honorary Life Members

Members who have given long and outstanding services to the Society may be nominated by Council as Life Members.

2.5 Honorary Members

Individuals who are not members may be nominated by the Council for their special services to the Society or to photography generally, for a period not extending beyond its own term of office, but renewable by the new Council.

2.7 Visiting Members

The Council may, as an act of courtesy, extend the privileges of membership to visiting photographers, being members of a similar society, for a period not extending beyond its own term of office but renewable by the new Council.

3 ELECTION OF MEMBERS

3.1 Every application for Ordinary Membership of the Society shall be made on an application form approved by the Council and shall be accompanied by a remittance for the current subscription plus entry fee. (See paragraph 5.8.)

3.2 Nominations for membership under paragraphs 2.3, 2.5 and 2.6 shall be submitted to a General Meeting of the Society for approval and election. Members so elected shall not be called upon to pay any subscription or entry fee.

4 THE COUNCIL

The management of the Society shall be vested in a Council elected annually.

4.1 Composition

The Council shall consist of:

A president

A vice-president

A secretary

A treasurer

Two to six additional councillors who will handle portfolios and functions stipulated in the Council Guidelines document. The vice president must, and where their workload allows, the president, secretary and treasurer can, take responsibility for some of the functions stipulated in the Council Guidelines document.

The Council Guideline Document can be changed by council in line with the society's needs.

4.2 Election

The members of the Council shall be elected for a two-year term of office at the Annual General Meeting from among those members present or those members who have indicated in writing to the secretary, their willingness to accept office. All candidates for election must be nominated and seconded on a nomination form. They must indicate in writing that they have reviewed the Council Guidelines and agree in general terms to abide by it, and specifically agree to perform the functions relating to the portfolio they will manage.

The secretary must make the Council Guidelines and nomination form available on request from a member. The nomination must be received by the secretary at least a week before the meeting.

In order to have continuity approximately half the members should be elected in one year and the other half in the other year. The president will not serve more than two terms in succession. The President shall be ex officio a member of all committees of the Society.

4.3 Powers of the Council

The Council shall, subject to paragraph 5.5, in the name and on behalf of the Society:

4.3.1 have sole control, management and disposition of the affairs, property and funds of the Society;

4.3.2 receive, administer and apply moneys of the Society;

4.3.3 open and operate a banking account in the name of the Society;

4.3.4 have the power to buy, sell, let or hire, exchange, transfer receive by way of donation or otherwise, movable and immovable property, including debentures and stocks and shares, and to invest the funds of the Society in

Government or Municipal Stock, building societies or like organisations: to vary or realise any such investments and to write up or write down the value of any investment;

4.3.5 have the power to borrow money on the security of immovable property and to pass mortgage bonds on the same;

4.3.6 have the power to enter into and sign any contracts in the name of the Society and to institute and defend, compound or abandon on behalf of the Society, any legal proceedings by or against the Society;

4.3.7 have the power to deal generally with the movable and immoveable property of the Society and to sign and execute and deliver all necessary powers of attorney, declarations and other documents required in transacting the general business of the Society;

4.3.8 have the power to terminate or re-instate membership, suspend or expel any member for breach of rules or unseemly conduct calculated to bring the Society into disrepute. A member, having been expelled from the Society, shall have no claim on any of the funds or assets of the Society not any claim for a refund of any unexpired portion of subscriptions or fees;

4.3.9 have the power to call a Special General Meeting (see paragraph 6.3);

4.3.10 have the power to form groups specialising in particular branches of Photography and to appoint a Convenor for each of these groups whose duty shall be to organise and supervise the Society's and Inter-club Competitions (excluding Salons) and keep records of the photographic achievements of the members of the Society;

4.3.11 have the power to appoint such Sub-Committees as may be found necessary and shall prescribe their powers and duties;

4.3.12 have the power to promulgate By-Laws in conformity with the Constitution for the proper control of the affairs of the Society and may alter or add to such By-Laws according to its discretion;

4.3.13 have the power to do all such other things as, in its opinion, are conducive to the attainment of all or any of the aims of the Society;

4.3.14 authorise and control Photographic Exhibitions and Competitions which are held in its name: detailed accounts for Salons shall be kept and shall form part of the Financial Report to the Annual General Meeting.

5. FUNDS AND ASSETS

5.1 Financial Year

The Society's Financial Year shall commence on August 1st and end on the following July 31st.

5.2 Vesting of Assets

All assets, funds, movable or immovable property and rights of the Society of what so ever kind shall be vested in the Council.

5.3 Funds of the Society

The funds of the Society shall be deposited to the credit of the Society with a bank and/or other institutions approved by separate accounts for special purposes. The funds of the Society shall be utilised solely for the furtherance of the aims of the Society.

5.4 Payments

All payments shall be authorised by the Council and shall be approved by signature or by internet banking authorisation by two of the following: the President, the Vice-President, the Secretary and the treasurer, of whom either the President or the treasurer shall be one. Separate accounts shall be kept of all Petty Disbursements for which a covering refund shall be given at suitable intervals.

5.5 The Council shall not:

5.5.1 expend at any time, on behalf of the Society, a sum exceeding R 100 000,00 on any one item, which amount may be adjusted at any General Meeting;

5.5.2 dispose of any archival material, the museum, permanent collections of prints, slides, cinematographic films, audio-visual sequences, video tapes, the library or other similar assets without first giving members a reasonable opportunity to object to the disposal.

5.5.3 The proceeds from the sale of 28 Jarvis Street should be invested as a long term investment with the goal of providing income for the society. Capital growth of CPI inflation, as per Statistics SA, (hereafter called the capital portion), should be allowed for. The balance of the growth in the investment (hereafter called the income portion) can be utilised for the benefit of the members. It will be council's responsibility to consult with legitimate and recognised advisors (including a FSB registered advisor) before determining the investment strategy.

While the income portion is available for use by the Society as decided by the Council at a properly constituted meeting, the capital portion cannot be utilised unless approved by 75% of members present in person and by proxy at a general meeting.

The treasurer's annual report to members must include a section dealing with this investment, explaining the returns achieved, how the money was invested during the year, any foreseen changes to that strategy and comparing the market value of the fund at year end to the capital portion and the original value.

It is recognised that fluctuations in market value are part of the nature of long term investments. Should this cause a growth rate lower than inflation, or a reduction in the capital portion, council must adopt special strategies to attempt to recover the loss."

5.6 Auditing

An Auditor shall be appointed by the Council who shall audit the Society's books and report thereon to the annual General Meeting (See paragraph 6.2).

5.7 Income

The income and property of the Society whence-so-ever derived shall be applied solely towards the promotion of its main objective and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, to the members of the Society, provided that nothing herein contained shall prevent the

payment in good faith of reasonable remuneration to any officer or servant of the Society or to any member thereof in return for services actually rendered to the Society.

5.8 Subscriptions

5.8.1 All subscriptions and entrance fees shall be ratified by the Annual General Meeting.

5.8.2 Life Members shall pay a single subscription equal to twelve times that paid by the Ordinary Member irrespective of distance of residence from the Society's domicile.

5.8.3 Subscriptions shall fall due on the first day of August each year and be payable to the treasurer. Anyone applying for membership after 1st February shall pay half the annual subscription for that year. Anyone applying for membership during the last two months of the financial year will only pay subscription from the beginning of the following financial year.

5.8.4 Any member whose subscription is three months overdue and who fails to pay the subscription within a month of due notification shall, unless otherwise decided by Council (see paragraph 4.3.9) cease to be a member of the Society. A member may be reinstated by Council provided the arrear subscription together with a reinstatement fee of R50 is paid within the current financial year.

5.8.5 When a member, who has been a member for at least five years, suffers financial hardship he or she may apply to council to waive their subscription for a year.

5.9 Intellectual Property

5.9.1 All intellectual property created for the society by any member or any other individual will become part of the assets of the society and be dealt with under clause 5.2

5.9.2 Any images created by members may be used by the society in promotional and other publications in any medium unless a member request otherwise.

5.9.3 The ownership of any image or other type of publication created by any member for the purposes of the promotion or general business of the society shall vest in the society.

5.10 The President, the Vice-President, the Secretary and the Treasurer, who accept fiduciary responsibility for the club in terms of the Income Tax Act, will not be connected persons in relation to each other, and no single person directly or indirectly controls the decision making powers relating to such organisation.

6. MEETINGS

6.1 Ordinary Meetings of the Society shall be held at such times and places as shall be approved by the Council.

6.2 The **Annual General Meeting** of the Society shall be held within three months of the end of the Society's financial year (31st July), due notice of the Annual General Meeting having been given twenty one days in advance, to:

6.2.1 receive the Report of the Council together with the Financial Statements duly audited;

6.2.2 elect the Council for the ensuing year;

6.2.3 ratify the annual subscriptions and entrance fees;

6.2.4 transact general business as per a published AGENDA.

6.3 A Special General Meeting of the Society shall be convened by the Council within twenty one days of its first monthly meeting following the receipt by the Secretary of the Society of a written request signed by twelve members of the Society stating the purpose for which such Special General Meeting is to be called, or may be convened as and when decided by the Council. Fourteen days' notice of such meeting shall be given in writing to each member of the Society, stating the business for which the meeting is called (as per Agenda).

6.4 Council Meetings

6.4.1 The Council shall hold a meeting in each of the months February to December inclusive and such further meetings as the President or Council may decide.

6.4.2 A Special Meeting of the Council shall be held on the request of not less than four members of the Council who shall state the purpose for which such meeting is to be called. The date of such special meeting shall be decided by the President in consultation with the Vice-President.

6.4.3 Any member of Council who is absent from three consecutive Council meetings shall cease to be a member of the Council unless prior leave of absence has been obtained.

The Council shall have the power to fill for the unexpired term any vacancy that may occur among the members listed in paragraph 4.1 with the exception of the office of the President who shall be elected at a Special General Meeting (see paragraph 6.3) called within two months of the vacancy occurring.

6.5 Quorum

6.5.1 At each of the following meetings the number given shall form a quorum:

Special or Annual General Meeting - Twenty (20)

Council Meeting - Four (4)

6.5.2 In the absence of a quorum at a Council meeting the proceedings may be ratified at the next meeting of Council.

6.5.3 In the absence of a quorum at a General Meeting the meeting shall be adjourned to a date to be determined by Council, fourteen days' notice having been given of the meeting which shall proceed with or without a quorum.

6.6 Proceedings

6.6.1 The President shall have the right to preside at all meetings of the Society. Otherwise, such meetings shall be conducted by the Vice-President or, in his absence, by any member of Council.

6.6.2 Minutes shall be kept of all Council and Committee meetings. The Minutes of the Committees shall be read at the following Council meeting. The decisions at meetings of the Committees shall be subject to review by the Council.

6.6.3 Fourteen days' notice shall be required to review and rescind any resolution duly passed and minuted by Council unless the matter is of such urgency that two thirds of those present deem it necessary to hold a Special Meeting for its consideration.

6.7 Voting

6.7.1 Every person whose name is included in the current Membership Roll of the Society as an Ordinary Member, Ordinary Junior Member, Life or Honorary Life Member shall be entitled to vote at any meeting of members of the Society.

6.7.2 All voting for election of members of the Council at the Annual General Meeting shall be by ballot. All other voting shall be by a show of hands unless a member present demands a ballot.

6.7.3 A majority vote shall prevail unless otherwise provided for in this Constitution.

6.7.4 Proxies may be used only on a form approved by Council and only in respect of business, notice of which has been previously circulated to all members in the form of an Agenda.

6.7.5 All members entitled to vote shall have equal voting power except that, in case of equality of votes, the Chairman shall have a casting vote.

7. WINDING UP OF THE SOCIETY

7.1 Votes

The Society may be wound up on a resolution of members of the Society passed with a majority of 75% of the votes of the members present or by proxy, at a Special General Meeting called for that purpose.

7.2 Assets

In the event of the Society being wound up, the assets of the Society remaining after the satisfaction of all liabilities must be transferred to –

- (i) Any other recreational club which has been approved by the Commissioner in terms of section 30A of the Act;
- (ii) Any public benefit organisation, contemplated in paragraph (a)(I) of the definition of a “public benefit organisation” in section 30(1) which has been approved in terms of section 30(3) of the Act.
- (iii) Any institution, board or body which is exempt from tax under the provisions of section 10(1)(cA)(i) of the Act, which has as sole or principal object the carrying on of any public benefit activity; or
- (iv) The government of the Republic in the national, provincial or local sphere, contemplated in section 10(1)(a) of the Act.

8. AMENDMENT OF THE CONSTITUTION BY MAJORITY VOTE

No alteration or addition shall be made to the Constitution except by a two thirds majority of the members present at a General Meeting called for that purpose, save that the majority required for any amendment or addition to paragraph 5.5 shall be 75% of the members at such General Meeting. Proxies may be used.