

Constitution – Draft

Name of Society: The Sackville Photography Club

Society’s Purpose: To provide a social and an educational environment, through regular meetings, field trips, competitions, dialogue and mentorships; and to promote and foster the enjoyment and the development of its membership, in the art of photography.

1. Definitions

“Club” means **The Sackville Photography Club**

“member” means **a member of the Club**

“Executive” means the **persons named in section 4.1.**

“operating year” means **September 1st to August 31st**

“fiscal Year” means the **calendar year**

“Registrar” means the **Registrar of Joint Stock Companies** appointed under *The Nova Scotia Companies Act*

2. Interpretation

Any conflict between this Constitution and the governing Acts, the regulations under the governing Acts will prevail.

3. Membership

- 3.1. A person over the age of 16, who is interested in photography, may become a member by completing the annual membership registration form and remitting the annual membership fee.
- 3.2. A person under the age of 16, may join the Club, provided they are accompanied at all Club-initiated events, by a responsible adult.
- 3.3. A business or an organization may register as a member and pay the fee for a single member of its organization.
- 3.4. Each member shall annually renew their registration and pay an annual fee on or before November 1st
- 3.5. The Executive may determine the membership fee.
- 3.6. The Executive may prorate membership fees.
- 3.7. A member may not transfer their membership.
- 3.8. The Executive may expel or otherwise discipline a member who fails to comply with the Constitution or for any of the following reasons:
 - 3.8.1 A member is found criminally or civilly responsible for an action that occurs during or arising out of an activity of the Club.
 - 3.8.2 Failure to register and/or to pay annual dues.

4. Executive

- 4.1. The Executive includes the President, Vice President, Treasurer, Secretary, Program Coordinator and Member at Large.

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- 4.2. There shall be an annual meeting of the Club. At the annual meeting, the Club members shall elect the Executive.
- 4.3. The annual meeting shall elect a nominating committee, which shall prepare a list of Executive nominees prior to each annual meeting.
- 4.4. The Executive shall oversee the day-to-day operations, including financial matters, of the Club.
- 4.5. The Treasurer along with three other members of the Executive shall have signing authority for the Club's bank account, for which any two will be required to sign.
- 4.6. The Executive may acquire assets related to the Club's activities and loan or dispose of the assets as it deems fit.
- 4.7. Upon dissolution of the Club, any assets shall be donated to an appropriate not for profit organization.
- 4.8. The Club members shall elect the Executive from among its members.
- 4.9. Each member of the Executive shall be elected annually and may be re-elected for a maximum of 2 additional one-year terms.
- 4.10. The Executive and committee positions are voluntary and non remunerative.
- 4.11. The Club may pay reasonable out of pocket expenses incurred in the performance of Club duties, provided the expenses are approved by the Executive and appropriate receipts are remitted to the Treasurer.
- 4.12. The Executive shall meet at least twice annually at the call of the President and additional meetings of the Chair will be held, as deemed necessary.
- 4.13. Fifteen members of the Club may request a meeting and the President shall forthwith call a meeting.
- 4.14. A meeting of the members or the Executive shall determine matters by majority vote, and a tie vote is deemed to be a loss.
- 4.15. A quorum of a meeting of Club members or the Executive shall be 50% plus 1
- 4.16. At least one week prior to the annual meeting, the Executive shall provide an annual report, including an annual financial report, to each Club member.
- 4.17. An Executive or committee member, who fails to execute the functions of their office may be replaced by the Executive, with another member of the Club, and the replacement shall serve until the next annual meeting.
- 4.18. The Executive, together with any additional club members it adds, shall serve as the Club's membership committee

5. Officers of the Club

- 5.1. **President** (nonvoting)
 - 5.1.1. The president is the presiding officer at the annual, Executive and special meetings. The President:
 - shall chair the annual meeting and all Executive meetings of the Club.
 - shall schedule a minimum of two Executive meetings per year.
 - shall have oversight of the activities of the Executive and any of the Club's committees.
 - is an ex officio member of each of the Club's committees or other entities.
 - is the recognized agent of the Club with the Registry of Joint Stock Companies.
- 5.2. **Vice President** (voting)
 - 5.2.1. The Vice President presides in the absence of the President and performs functions and tasks delegated by the Executive.

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5.3. Secretary (voting)

5.3.1. The secretary shall:

- prepare minutes for the annual, Executive and special meetings.
- maintain all records of the Club.
- maintain and ensure the Club's membership list is up to date.
- issue notices of meetings.
- compile the reports required for the annual or any special meetings of the Club.
- perform other functions and tasks delegated by the Executive

5.4. Treasurer (voting)

5.4.1. The treasurer shall manage the Club's financial responsibilities including:

- Maintaining the books and the accounts
- Maintaining the bank accounts
- Overseeing the collection of membership dues
- Preparing monthly financial updates
- Overseeing the financial transactions
- Maintaining the tax records
- Preparing the annual financial report

5.5. Program Coordinator (voting)

5.5.1. The annual meeting shall elect a program coordinator who, subject to the direction of the Executive, shall develop activities and events in furtherance of the Club's purposes. This includes content for the regular program meetings on the 1st and 3rd Wednesday of each month between September and June.

5.6. Member At Large (voting)

5.6.1. The member at large shall perform functions as determined by the Executive.

6. Meetings

6.1 **Annual Meeting** - The Club shall hold an annual meeting in April of each year and the secretary shall send a notice of the annual meeting on a date determined by the Executive. The Secretary shall send the notice of the annual meeting at least 14 days prior to the annual meeting.

6.2 **Special Meeting** – The Executive or any 15 members of the Club may require a special meeting of the Club on at least 15 days notice. The secretary shall issue a notice of the special meeting with at least 15 days notice.

6.3 **Program Meetings** – The Club shall hold program meetings twice per month, on the 1st and 3rd Wednesday, from September to June. The program coordinator will develop content, for the program meetings, to promote the objectives of the Club.

6.4 During any Club meeting, where a question of order is not clearly defined, the Chair may refer to Kerr and King's 'Procedures for Meetings and Organizations'.

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7. Voting

- 7.1. Each club member has the right to be present and to vote at the annual meeting and at any special meeting of the Club. All votes, with the exception of acclimations, shall be decided by majority vote.

Notwithstanding any other provision of this by-law, any Club proceeding, including a proceeding by any of its Executive, committees or other subordinate bodies including any meetings or elections, may be conducted by written correspondence (mail), telephone (teleconference), email or other electronic or other **communication device**.

8. Repeal and Amendment

- 8.1. Repeals or Amendments to this Constitution may be brought forward to the Executive by any member of the Club.
- 8.2. A Special meeting of the membership will be called to vote on the proposed change(s).

Notes:

Established 1988

Constitution Created: 1992

Constitution Amended: November 2014

Constitution Updated: November 2020

Constitution Updated: October 2021

**All above changes to the Club's first Constitution (initially set forth in 1992) in this Revised Constitution were approved by a vote (106 members' yes votes of the 201 current total membership) on November 19, 2014.