

**YORK PHOTOGRAPHIC SOCIETY CONSTITUTION**  
Adopted at the Annual General Meeting of the Society  
held on 03 May 2023

**Definitions**

*Definitions*

1. In this Constitution –

‘General Meeting’ means an Annual General Meeting within Article 7 or an Extraordinary General Meeting within Article 8;

‘Member’ means an Ordinary Member within Article 4 or an Honorary Life Member within article 5;

‘Programme’ means a Programme for a Season distributed by the Committee, or provided as a download from the Society web site, to Members;

‘Society’ means the Society described in Article 2(1); and

‘Season’ means the period of twelve months beginning on 1 September in each year.

‘Officers’ means the positions of President, Vice President, Treasurer and General Secretary

**The Society**

*Continuity and purposes of the Society*

2.

(1) There shall continue to be a Society called York Photographic Society, which was founded in 1887 and re-formed in 1932.

(2) The purposes of the Society shall be the advancement of the knowledge and practice of all forms of photography and of related arts by the holding of lectures, demonstrations, competitions and exhibitions, by participation in competitions and exhibitions organised by other bodies, and otherwise as the Society in general meeting may determine.

*Affiliations etc*

3. The Society shall be affiliated to the Yorkshire Photographic Union and may seek affiliation to, or membership of, any other organisation where it appears to the Committee that such affiliation or membership would advance the purposes of the Society.

**Members**

*Ordinary Members*

4. Any person may become an Ordinary Member of the Society upon payment of a subscription in accordance with Article 17: Provided that the Committee-

(a) may rescind membership if it appears to the Committee that the subscription of the person concerned is in arrear; and

(b) may refuse or rescind membership if it appears to the Committee that the conduct of the person concerned has been, or is likely to be, such as to bring discredit upon, or to injure the interests or standing of, the Society; and accordingly the name of that person shall not appear on the roll of Ordinary Members.

*Honorary Life Members*

5. The Society at a General Meeting may elect any person to be an Honorary Life Member of the Society in recognition of distinguished service to the Society or to photography.

**Meetings**

*Ordinary Meetings*

6.

(1) Ordinary Meetings of the Society shall be held weekly during each of the months September to April inclusive in Season; particulars of such meetings shall be set out in the Programme.

(2) Ordinary Meetings may be added or removed at the discretion of the Committee.

(3) A break for Christmas of two weeks is normal.

*Annual General Meetings*

7. An Annual General Meeting of the Society shall be held on a day in May in each Season determined by the Committee (the place, date and time of which shall be made aware to members by the Committee at least 3 months prior) for the purpose of receiving the reports of the President and Treasurer, for the election of members of the Committee for the following Season and for the conduct of any other business relating to the Society or its activities.

### *Extraordinary General Meetings*

8. An Extraordinary General Meeting of the Society shall be called-

- (a) at the request in writing of not fewer than ten Members, which request shall state the purpose for which the meeting is requested and shall include the text of any resolution to be proposed at the meeting, or
- (b) at any time where it appears to the Committee necessary or expedient in the interests of the Society; and notice of the meeting setting out the purpose of the meeting and the text of any resolution to be proposed at the meeting shall be sent by the General Secretary to all Members not less than fourteen clear days before the date of the meeting.

### *Procedure at General Meetings*

9.

- (1) At a General Meeting, a Member may attend and vote in person or may appoint another Member as proxy to vote on the Member's behalf; and appointments of proxies, signed by the Member appointing the proxy, shall be delivered to the General Secretary not later than the time fixed for commencement of the meeting.
- (2) No person whose name does not appear on the roll of Ordinary Members or the roll of Honorary Life Members shall be present at a General Meeting of the Society without the leave of the chairman of the meeting.
- (3) At a General Meeting, ten Members shall constitute a quorum.
- (4) In the case of an equality of votes (including any vote cast by a proxy) at a General Meeting, the chairman of the meeting shall have a casting vote.

## **Management of the Society**

### *Functions of the Committee*

10. The Committee shall manage the affairs of the Society in accordance with this Constitution and shall take all such actions as it considers necessary or expedient in the interests of the Society in furtherance of its purposes.

### *Composition of the Committee*

11. The Committee shall comprise the President, Vice-President, General Secretary, Treasurer (*the Officers*) and up to 6 other Members elected at each General Meeting, whether Annual or Extraordinary, to hold office until the next Annual General Meeting. There is no upper limit to the Committee membership. The Committee may appoint additional members in a general capacity or for specific posts.

### *Election of President, Vice-President General Secretary, Treasurer and members of the Committee*

12. Each Annual General Meeting or Extraordinary General Meeting shall elect:

- (a) one Member to be President;
- (b) one Member be Vice-President;
- (c) one Member be Treasurer;
- (d) one Member be General Secretary
- (e) other Members to be members of the Committee (up to 10 Members in total across all Committee positions).

Provided that no Member shall be President for more than two consecutive seasons and that no member may hold more than two Offices concurrently.

In the case of an AGM all Officers will be required to be elected, whereas at an EGM only vacancies will be open for nominations and election.

### *Nominations for election of President, Vice-President, General Secretary, Treasurer and members of the Committee*

13. Nominations for election as President, as Vice-President, as General Secretary, as Treasurer or as a member of the Committee-

- (a) shall be in writing, or suitable digital media, signed by two Members as proposer and seconder; and
- (b) shall state that the Member nominated has consented, if elected, to serve as President, Vice-President, General Secretary, Treasurer or member of the Committee, as the case may be, and shall be sent to the General Secretary before the date appointed for the Annual General Meeting or Extraordinary General Meeting
- (c) Where one or more of these posts does not have a nomination prior to the meeting it is permissible to take a volunteer from the floor of the meeting provided they have a proposer and seconder and are willing to stand. With two or more candidates for the same position a vote will be held.

### *Casual vacancies on the Committee*

14. The Committee may at any time appoint a Member to be a member of the Committee to fill a vacancy (however arising) or as a supernumerary member of the Committee for the remainder of the Season in which the appointment is made.

### *Meetings of the Committee*

- 15.
- (1) The Committee shall meet for the purpose of conducting the business of the Society not less than four times in the period of twelve months beginning immediately after the Annual General Meeting at which they were elected. There is no minimum between an EGM and the next AGM.
  - (2) At a meeting of the Committee, four members shall constitute a quorum. At least two of these being from the President, Vice President, Treasurer and General Secretary.
  - (3) In the case of an equality of votes cast at a meeting of the Committee, the chairman of the meeting shall have a casting vote.
  - (4) Meetings of the Committee may be called by the General Secretary, the President or the Vice-President

### *Appointment of Committee posts*

16. The Committee shall from time to time appoint members of the Committee to fill posts as it may determine. Recognised posts include Programme Secretary, Print Secretary, Projected image Secretary, Webmaster, Publicity Secretary, YPU Representative. Where these posts are not explicitly appointed the responsibilities will be undertaken by the Committee.

## **Subscriptions and charges**

### *Subscription rates and periods of Membership*

- 17.
- (1) The rates of subscriptions payable by an Ordinary Member commencing or renewing membership at any time during a Season shall be those agreed by the Annual General Meeting held in the preceding Season and shall be stated in the Programme.
  - (2) Different rates of subscription may be set for different categories of Members.
  - (3) A subscription payable by an Ordinary Member shall apply to the period of commencement of Membership until the end of August following commencement or, in the case of renewal, from the end of the preceding period of Membership; and a subscription shall be due and payable at the beginning of the period to which it relates. Where new members join part way through the season the Treasurer, or other Committee member, may apply discretion in applying a lower subscription rate for the remaining period until the next renewal date.
  - (4) The timely payment of subscriptions is important. The treasurer in setting a recommended Subscription for the year will have the ability to set a normal subscription applying to all renewals and new members joining after the end of October but to have a discount, or discounts to members joining or renewing before this date or any other date to be determined.

### *Persons whose subscriptions are in arrears may not to participate in activities of Society*

18. A person whose subscription is in arrear shall not serve as a member of the Committee or participate in any activity of the Society save by casual attendance at meetings in accordance with Article 19.

### *Casual attendance at ordinary meetings*

19. A charge for attendance at an Ordinary Meeting of the Society to be payable by a person who is not a Member may be set for a Season by the Annual General Meeting held at the end of the preceding Season and shall be stated in the Programme.

## **Competitions**

### *Holding of, and Rules for, Competitions*

20. The Committee shall each Season organise competitions of photographic work, which shall be open only to Members, for such classes of work as it may determine and shall settle the Rules for entry to, and conduct of, such competitions.

## **Assets and liabilities**

### *Assets of the Society*

21. The assets of the Society shall be vested in the members of the Committee for the time being; and the Committee may acquire and dispose of assets as it considers necessary or expedient in the interests of the Society.

### *Liabilities of the Society*

22. The Committee shall not incur any liability exceeding the realisable value of the assets of the Society save in accordance with a resolution passed at a General Meeting; Provided that the Committee shall not be under any obligation to incur any such liability unless the members of the Committee are indemnified against any personal liability relating to it.

### *Insurance*

23. The Committee-

- (a) shall maintain insurance cover against public liability of the Society in such sums as appear to it to be appropriate; and
- (b) may maintain insurance cover against loss of, or damage to, such of the assets of the Society, and in such sums, as appear to it to be in the best interests of the Society; and the Committee shall use its best endeavours to ensure that nothing is done, or omitted to be done, which could render any such insurance cover void or ineffective.

### **Revocation and commencement**

#### *Revocation of former Constitution*

24. This Constitution replaces the Constitution dated adopted on 21 May 2003 (as last amended on 2nd May 2012) which is hereby revoked, but without prejudice to anything done or suffered under that Constitution.

#### *Revocation or amendment of Constitution*

25. This Constitution may be revoked or amended-

- (a) by resolution of an Annual General Meeting pursuant to a proposal of which notice in writing signed by not less than ten Members for the time being has been sent to the General Secretary not less than fourteen clear days before the date of the meeting; or
- (b) by resolution of an Annual General Meeting on a proposal by the Committee; or
- (c) by resolution of an Extraordinary General Meeting called for that purpose, and any such resolution shall be adopted by not less than two-thirds of the votes cast.
- (d) Changes to the constitution will be recorded in an Appendix held by the General Secretary but not made available unless requested in writing by a member with at least two weeks notice.

#### *Commencement*

26. This Constitution shall come into force on the day after it is adopted. Where the General Meeting is in agreement the changes can come into force immediately they have been accepted. This allows the changes to be applied for subsequent business at the General Meeting.

27. The position of honorary Life Vice President, recognised by the title 'Life Vice President', may be offered to retiring President of the Society. This will be subject to agreement by the Society at a General Meeting, subject to the Past President being no longer a Committee member and provided there is a proposer and seconder and the Past President is willing to be nominated. The title is a recognition of the Service to the Society and a willingness to provide support in the future should the Society have need to call on a member with experience.

28. Where for whatever reason the President can no longer continue in Office during the season the following action will take place:

- a) The Vice president will take over as President until the next AGM or EGM.
- b) Where there is no Vice President, in this situation, the Committee should call an EGM called to elect a new President and Vice President.

29. Capability to run is a minimum requirement to have: A President, Treasurer and General Secretary. Where one or more of these posts is vacated there should be a calling of an EGM to appoint a replacement. In the case of General Secretary, or Treasurer the Committee may appoint a temporary replacement, but in the absence of a replacement an EGM should be called.

Where the Society is incapable of continuing by electing Officers at an AGM or EGM to run then there will be a statement issued by the Chairman of the meeting giving notice of an EGM to appoint the Officers or otherwise formally start the process to wind up the Society and agree on distribution of assets to another Photographic Society or charitable bodies. All equipment to be given away or sold off and monies disbursed.