



WESTERN AUSTRALIAN UNDERWATER PHOTOGRAPHIC SOCIETY INC.

CONSTITUTION

CONSTITUTION OF THE WESTERN AUSTRALIAN UNDERWATER PHOTOGRAPHIC SOCIETY INCORPORATED

1. NAME
2. OBJECTIVES
3. MEMBERSHIP
4. TYPES OF MEMBERSHIP
5. CESSATION OF MEMBERSHIP
6. MEMBER CONDUCT
7. COMMITTEE
8. POWERS OF THE COMMITTEE
9. COMMITTEE MEETINGS
10. GENERAL MEETINGS
11. ANNUAL GENERAL MEETINGS
12. SPECIAL GENERAL MEETINGS
13. VOTING
14. INCOME AND PROPERTY (NON-PROFIT)
15. ACCOUNTS AND FINANCE
16. COMMON SEAL
17. CONSTITUTION
18. DISSOLUTION OF THE SOCIETY
19. DECLARATION

CONSTITUTION OF THE WESTERN AUSTRALIAN UNDERWATER PHOTOGRAPHIC SOCIETY INCORPORATED

1. NAME

The name of the Society shall be the “Western Australian Underwater Photographic Society Incorporated”, hereafter referred to as the Society.

2. OBJECTIVES

- 2.1. To promote an improvement of underwater photographic skills amongst its members.
- 2.2. To promote an interest in underwater photography in the community.
- 2.3. To encourage an understanding and preservation of the marine environment.
- 2.4. To promote an exchange of skills and ideas from within the Society and from external bodies.

3. MEMBERSHIP

- 3.1. Membership shall be open to any person who is interested in the objectives of the Society and who agrees to abide by the rules and constitution of the Society.
- 3.2. The Society shall consist of members who shall be designated as ordinary members, associate members, or life members.
- 3.3. Any member entitled to nominate an associate member must make any correspondence issued from the Society available to their associate members thus nominated.
- 3.4. Only members of the Society shall be entitled to receive benefits and privileges of the Society.
- 3.5. All membership renewals are due at the start of the Society’s financial year.
- 3.6. All members shall be bound by this constitution and the rules and regulations of the Society, and all resolutions passed by the Committee shall be binding on all members.
- 3.7. Applications for membership received after 31st December of each year shall incur a reduced membership fee.

4. TYPES OF MEMBERSHIP

4.1. Ordinary Members

Any person who makes a written application and is approved by the Committee shall become an ordinary member of the Society from the payment of the appropriate fees.

4.2. Associate Members

Any person who is so nominated in writing by an ordinary member or life member and conforms with the conditions of membership and upon payment of the appropriate fees shall become an associate member of the Society.

An associate member is not entitled to be issued with any copy of the Society’s correspondence and must therefore avail themselves of their nominating member’s issued correspondence.

4.3. Life Members

- 4.3.1. Life Membership may be conferred upon a member in recognition of outstanding and exceptional services to the Society over a considerable period of time.

The recipient shall be titled "Life Member" and upon completion of the Society's relevant forms shall be entitled to all the ordinary member privileges whilst being exempted from all membership renewal fees.

- 4.3.2. Recommendations for Life Membership shall be made in writing to the Committee prior to notifications of the next Annual General Meeting.

Notice of such recommendations approved by the Committee shall be given with the notice of the next Annual General Meeting. The election of a Life Member shall require a majority of at least 4/5 of the votes cast by the members present at an Annual General Meeting.

5. CESSATION OF MEMBERSHIP

- 5.1. Membership of the Society shall cease:

- a) at the completion of the Society's financial year
- b) upon resignation of the member
- c) upon the death of the member
- d) upon expulsion of the member.

- 5.2. If an ordinary or life member ceases before the end of the Society's financial year, any rights or privileges of that member are conferred upon one of their associate members.

- 5.3. Any person ceasing to be a member of the Society for any reason shall not be entitled to the return of their membership fees or any portion thereof.

6. MEMBER CONDUCT

- 6.1. Any member wishing to participate in any Society organised dive must hold a SCUBA (Self Contained Underwater Breathing Apparatus) diver qualification approved by the Committee, or as approved by the Government of Western Australia.

- 6.2. The personal safety of any member or visitor shall be the sole responsibility of that person.

- 6.3. If the conduct of any member, in the opinion of the Committee, be contrary to the welfare or interests of the Society, the member may be called upon to be present at a nominated Committee meeting to justify or explain such conduct.

If after consideration, a majority of the Committee members is of the opinion that the conduct is as charged, the Committee may caution, suspend, or expel the member such charged.

The member shall be served in writing of such a decision.

- 6.4. Any member so cautioned, suspended or expelled by the Committee shall have the right to appeal to a General meeting, providing such appeal is requested in writing and received by the Committee within 14 days of such decision being served on the member.

The General meeting may reverse or alter the decision of the Committee on at least a 3/5 majority vote of the members present. The decision of the General meeting shall be final.

7. COMMITTEE

- 7.1. The Committee shall consist of the following positions:
 - a) President
 - b) Vice President
 - c) Secretary
 - d) Treasurer
 - e) Editor
 - f) Four Committee members.
- 7.2. All officers of the Committee shall be elected at the Annual General meeting and must be a member of the Society during their term of office.
- 7.3. The term of office shall be until the next election of Committee officers, with no maximum number of terms of office a Committee officer may serve.
- 7.4. All nominations up to and during the Annual General meeting, and prior to voting for the nominated position shall be accepted.
- 7.5. Any officer of the Committee who fails to attend three (3) consecutive Committee meetings without leave, or who fails to discharge their Committee obligations, maybe required to vacate their position.
- 7.6. In the event of a casual vacancy in any position on the Committee, the Committee may appoint one of its officers to the vacant position, and the officer so appointed may continue in office up to the election of a new Committee.
- 7.7. The Committee shall keep and maintain such books and accounts of the Society as is required by the law of Western Australia.

8. POWERS OF THE COMMITTEE

- 8.1. The Committee shall be the governing and controlling body for the management of the Society and its affairs.
- 8.2. To conduct all business within the limitations of the objects and of the Society, as shall be deemed expedient by the Committee and calculated by it to be for the general benefit of the members of the Society.
- 8.3. To become affiliated with, or subscribe to any other association or body whose objects are similar to the objects of the Society, and if thought fit, to withdraw or retire from any such association or body.
- 8.4. To publish a periodical to be issued regularly and posted to all non-Associate members.

9. COMMITTEE MEETINGS

- 9.1. The business and affairs of the Society shall be conducted at all meetings of the Committee, convened at its discretion.
- 9.2. The quorum at a Committee meeting shall be not less than half of the current Committee officers.
- 9.3. The Committee meeting shall be chaired by the President, or in their absence the Vice President, or if neither is in attendance, any officer chosen by the officers present at the meeting.

10. GENERAL MEETINGS

- 10.1. General meetings of the members shall be held at regular intervals at the discretion of the members.
- 10.2. The President shall chair all meetings, or in their absence, the Vice President, or another officer of the Committee shall chair the meetings.

11. ANNUAL GENERAL MEETINGS

- 11.1. The Committee shall call an Annual General meeting to be held during the month of May, and will notify Ordinary members and Life members in writing, not less than fourteen (14) days prior to the date on which the meeting is to be held.
- 11.2. The business of the Annual General meeting will be:
 - a) minutes
 - b) annual report from the Committee
 - c) financial report
 - d) appointment of auditors
 - e) to set the membership fee
 - f) election of Committee officers
 - g) general business
- 11.3. A quorum for the Annual General meeting shall be 2/5 of the current membership of the Society.
- 11.4. Should there be no quorum at the Annual General meeting, a Special General meeting may be called to decide the business of the Annual General meeting.

12. SPECIAL GENERAL MEETINGS

- 12.1. Special General meetings may be called at the direction of the Committee, or on the request of at least 1/5 of the members of the Society.
- 12.2. Notification of a Special General meeting shall be as for the notification of an Annual General meeting, and shall include the reason for holding the Special General meeting.

13. VOTING

- 13.1. Only members present at a Society meeting may vote.
- 13.2. Upon any question arising at a meeting of the Society, a member has one vote only.
- 13.3. All votes shall be given personally.
- 13.4. On the case of an equality of voting on any question, the chairman of the meeting is entitled to exercise a second or casting vote.

14. INCOME AND PROPERTY (NON-PROFIT)

- 14.1. The Society shall be a non-profit organisation and the income and property of the Society shall be applied solely towards the promotion of the objectives of the Society.
- 14.2. No portion of the income or property of the Society shall be paid or transferred directly or indirectly to any member of the Society, or to any other person not being a member of the Society, unless for remuneration for services rendered to the Society and carried out with the approval of the Committee.

15. ACCOUNTS AND FINANCE

- 15.1. The financial year of the Society shall be from the 1st of June to the 31st of May.
- 15.2. All funds received shall be paid into the accounts of the Society, held at such financial institutions as the Committee directs.
- 15.3. No funds shall be drawn from the Society's accounts save by the signatories authorised by the Committee.

A minimum of two (2) signatories shall be required for each amount drawn from the Society's funds.
- 15.4. The books and accounts of the Society shall be audited annually by auditors appointed by the Committee at the Annual General Meeting.
- 15.5. The auditor shall make a report to the members on the books and accounts at the next General meeting, and shall state whether in their opinion, they are properly drawn up as to exhibit a true and correct view of the Society's financial affairs.
- 15.6. Members may inspect the books and documents of the Society by arrangement with the appropriate Committee officer when convenient for the officer, at a Committee meeting.

16. COMMON SEAL

- 16.1. The common seal of the Society shall contain the name of the Society and shall remain in the custody of the Secretary of the Society.
- 16.2. The seal of the Society shall not be affixed to any instrument except by the authority of the Committee, and the affixing thereof shall be witnessed by the signatures of two officers of the Committee, or by one officer of the Committee and such other person as the Committee may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by the authority of the Committee.

17. CONSTITUTION

- 17.1. The constitution of the Society may be altered, repealed, or added to at any Annual or Special General meeting of the Society provided that notice of any such meeting shall have specified the proposed alteration, and the alteration shall be passed and approved by at least 4/5 of the members of the Society present at the meeting.
- 17.2. Should any queries arise as to the interpretation of this constitution, such questions shall be directed to the Committee whose decision shall be final and binding on all members.

18. DISSOLUTION OF THE SOCIETY

- 18.1. The Society may be dissolved by the votes of at least 4/5 of the members present at a Special General meeting called to consider such a question.
- 18.2. Upon dissolution or winding up of the Society, assets and funds on hand may, after payment of all debts, expenses and liabilities, be handed over or distributed to such other clubs, associations, or institutions having objects wholly or in part, similar to those stated in this constitution and whose constitution or rules prohibit the distribution of its or their income and property among its or their members.
- 18.3. The decision as to the distribution of the Society's assets and funds shall be determined by at least 4/5 of the members present at the Special General meeting called to consider the dissolution of the Society.

If no decision can be reached at this meeting, then the payment and distribution of the Society's assets and funds shall be determined by a Judge of the District Court of Western Australia.

19. DECLARATION

- 19.1. This shall be the only constitution of the **WESTERN AUSTRALIAN UNDERWATER PHOTOGRAPHIC SOCIETY INCORPORATED** and supersedes any constitution dated prior to **5th January 1988**.