



## Constitution

Adopted 4 March 2000

Amended 13 October 2001, 1 March 2003, 10 March 2012

**1 NAME** - The name of the federation is "**Western Counties Photographic Federation**".

**2 INTERPRETATIONS** - In this Constitution the terms in the first column shall have the meanings assigned to them in the second column:-

The Federation	Western Counties Photographic Federation (WCPF)
PAGB	Photographic Alliance of Great Britain
The Federation Area	the area agreed with neighbouring federations and with the PAGB as being the area covered by the Federation
Club	a member of the Federation as defined in Clause 4
Club Member	an individual who is a member of a Club as defined above
Council	the Council of Management of the Federation as defined in Clause 6A
Executive Committee	the committee charged with the day-to-day management of the Federation as defined in Clause 6B
AGM	the Annual General Meeting of the Federation
EGM	an Extraordinary General Meeting of the Federation

Where the context so requires or admits, the masculine gender shall be deemed to include the feminine gender and vice versa.

**3 OBJECTS** - The Objects of the Federation are to encourage the knowledge and practice of photography both directly and through the Clubs and to render such services to Clubs and Club Members as may be helpful in the attainment of these Objects. The Federation may do anything which in the opinion of the Council is conducive to the furtherance of these Objects.

**4 MEMBERSHIP** -

- a) Membership of the Federation is open to all photographic societies, clubs, groups and kindred bodies, who meet within the Federation Area, and such others as may be accepted by the Executive Committee.
- b) Bodies eligible for membership shall, if approved by the Executive Committee, be admitted on payment of an annual subscription determined under Clause 5

**5 SUBSCRIPTIONS** -

- a) Clubs shall pay an annual subscription on the 1st January of each year in respect of that year, based on the Club's membership at the end of their preceding club year. In addition, Clubs will be required, as part of the subscription, to pay a sum not based on membership numbers, in respect of the Federation's membership of the PAGB. A Club failing to pay the annual subscription by 31st January shall cease to have the right to enter Federation events. On failing to pay by the end of February, the defaulting Club shall be deemed to have left the Federation, but may be reinstated by the Executive Committee at its discretion with or without penalty.



- b) The amount of the annual subscription shall be decided at the AGM in respect of the calendar year following that meeting, but may be varied if necessary at a subsequent Council meeting convened for the purpose.
- c) A body seeking membership of the Federation during the year will normally be required to pay the full year's subscription on admission, but the Executive Committee may offer a reduction.
- d) Clubs will not be entitled to a refund if their membership of the Federation ceases during the course of a year.

**6 MANAGEMENT** - The overall management of the Federation is in the hands of the **Council**, but the day-to-day business is delegated to the **Executive Committee**.

## **A The Council**

- a) The Council may exercise all the powers of the Federation other than those reserved for General Meetings. The Council arranges its own business.
- b) The Council consists of the members of the Executive Committee and two delegates from each Club.
- c) There shall be at least one meeting of the Council in each calendar year, and if only one is arranged, it shall be held from four to nine months after the previous Annual General Meeting and in any case never more than 15 months after the previous Council Meeting.
- d) Council Meetings may be called by the Executive Committee or on requisition sent to the Secretary in writing signed by not less than 15% of the Clubs specifying the nature of the business to be discussed at the meeting. On receiving such a requisition the Secretary shall arrange the meeting with all due dispatch.
- e) Subject to c) above, the times and places of Council Meetings shall be decided by the Executive Committee.

## **B The Executive Committee**

- a) Subject to any directions that may be given to it by the Council, the Executive Committee is charged with the day-to-day running of the Federation including
  - (i) preparing and printing publications, both regular or occasional;
  - (ii) organising exhibitions and competitions, whether internal or external;
  - (iii) organising and running lectures, seminars, weekends, courses, workshops and other events;
  - (iv) awarding certificates, medals, and other prizes;
  - (v) arranging and organising meetings; and generally with doing anything that the Council considers to be conducive to the furtherance of the Objects of the Federation.
- b) The Executive Committee consists of the Officers, as defined in Clause 7, the Immediate Past President, and up to fifteen other Club Members. Election of the other Club Members shall take place at AGMs. Nominations, signed by two Club Members and the nominee, must be in the hands of the Secretary in accordance with the time scales in the table in 9A. The Nominations shall state the main work expected to be carried out by the nominee if elected. If, in the opinion of the Executive Committee, an insufficient number of nominations have been received, the President may ask for



nominations from the floor and any persons so nominated may then be elected by the meeting.

- c) The Executive Committee shall meet at least four times in every year.
- d) The Executive Committee may: co-opt Club Members to serve on the Committee until the next AGM; request individual members to carry out specific duties; set up sub-committees chaired by a member of the Committee which may include Club Members who are not members of the Executive Committee.
- e) Any member of the Executive Committee shall resign if requested to do so by a majority of the members of the Council at a meeting convened for that purpose.

## 7 OFFICERS AND LIFE VICE-PRESIDENTS -

### A Officers

- a) The Officers of the Federation shall consist of the President, the Vice-President, the Secretary and the Treasurer. All Offices are Honorary. The President and the Vice-President shall be elected for a term of two years. The Secretary and the Treasurer shall be elected annually. Elections take place at AGMs. Nominations, signed by two Club Members and the nominee must be in the hands of the Secretary in accordance with the time scales in the table in 9A. In the event of no nominations being received for an Office, the Members present at the AGM may elect a Club Member to fill that Office by motion proposed and passed at the AGM without prior notice.
- b) A President may not be re-elected immediately after the end of his term of office, and no other Officer may serve for more than ten years in any one Office. After this period two years shall elapse before re-election to any Office. All these periods shall be calculated from the date of adoption of this Constitution.
- c) In the event of the death or inability of any Officer to carry out duties through illness or otherwise, the Executive Committee shall appoint one of their number to act in that capacity until the next AGM, and this procedure shall apply to the Vice-Presidency if the Vice-President becomes acting President under e) below.
- d) Any Officer shall resign if requested to do so by a majority of the members of the Council at a meeting convened for that purpose.
- e) The President or in his absence the Vice-President: shall preside at AGMs, at EGMs and at meetings of the Council; shall act as Chairman of the Executive Committee; shall be an ex-officio member of any sub-committees; shall regulate the proceedings of the Federation; and shall have a second or casting vote at all meetings at which he presides. In the event of the resignation, permanent incapacity or death of the President, the Vice-President shall act as President until the next AGM.
- f) The Treasurer shall:
  - (i) be responsible for the collection of all monies due to the Federation and for disbursements. In the event of his inability to discharge these duties for any reason, they may be carried out by one or more "Alternates" appointed by the Executive Committee;
  - (ii) be authorised to pay without reference to the Executive Committee amounts due by way of subscription to the PAGB, and such other items as may from time to time be authorised in general terms by the Council;
  - (iii) keep or cause to be kept proper Accounts for monies received or paid, and at every AGM present examined Accounts of the Federation for the previous accounting period.



- g) The Secretary shall:
  - (i) send out Notices of meetings of the Federation, of the Council, and of the Executive Committee; keep or cause to be kept minutes of such meetings, and ensure that such minutes are correctly distributed;
  - (ii) do all such things as are usual for the Secretary of a voluntary organisation or which he may agree to do at the request of the Executive Committee.

## **B Life Vice-Presidents**

The Council may appoint persons whom it desires to honour for services rendered to the Federation to be Life Vice-Presidents of the Federation, and all persons already so appointed at the date of the adoption of this Constitution are confirmed in their positions. Life Vice-Presidency has voting rights, but does not confer ex-officio membership of the Executive Committee.

## **8 GENERAL MEETINGS**

### **A AGM**

- a) An AGM shall be held every year at a place and time determined by the Executive Committee.
- b) The AGM shall conduct Ordinary business, namely:
  - (i) to receive, consider, and if thought fit approve the Minutes of the previous AGM, the examined Accounts for the previous financial year, Reports from the Officers and other members of the Executive Committee;
  - (ii) to elect Officers and members of the Executive Committee;
  - (iii) to appoint two persons, not members of the Executive Committee, to examine the annual Accounts and certify their correctness;
  - (iv) to set the annual subscription for the following calendar year.
- c) Business other than Ordinary business ("Other business") may be conducted at an AGM. The Agenda of an AGM shall state what business is Ordinary, and what is Other.

### **B EGMs**

- a) An EGM may be called by the Executive Committee or upon requisition sent in writing to the Secretary signed by not less than 15% of the Clubs. On receiving such a requisition the Secretary shall make all necessary arrangements for the meeting to be held with due dispatch.
- b) The Notice convening the meeting shall state its purpose and shall include the text of any Resolution to be put to the meeting. No other business may be taken at an EGM.
- c) The Executive Committee may decide to allow voting by postal ballot at an EGM if it thinks this desirable

## **9 PROCEDURE AT MEETINGS -**

### **A General Rules:**

Except where otherwise laid down, the following rules shall apply to the AGM, to EGMs and to meetings of the Council:-



- a) Clubs may send two delegates to meetings. Members of the Executive Committee may not act as delegates for Clubs. All delegates, Life Vice-Presidents and members of the Executive Committee have one vote on each motion put at meetings. Any Club Member may attend meetings and speak to the business of a meeting, but only the delegates, Life Vice-Presidents and members of the Executive Committee may vote.
- b) For the AGM and for Council Meetings, any club which wishes to raise a matter and desires that it shall appear as an item on the Agenda must inform the Secretary, specifying the nature of the business, in accordance with the time scales in the following table; matters may also be raised without notice under "any other business". For EGMs the provisions of Clause 8.B.b) apply.
- c) The Secretary shall send Notice of meetings to all Clubs by email, or post if no email contact is known, addressed to the last-known address of the contact notified by the Club in accordance with the time scales in the following table. Failure by a Club to receive a Notice of a meeting shall not invalidate the meeting. The Notice shall specify the place, date and time of the meeting, and shall include an Agenda.
- d) Rules for Elections
  - (i) Details of current post holders intentions for re-election to be sent to clubs 56 days prior to the AGM. (Blank nomination forms available on the WCPF website).
  - (ii) Current post holders must make their intentions known as to whether they wish to stand for re-election at an Executive meeting prior to the notification to clubs.
  - (iii) Completed nomination forms to be provided to the secretary 42 days before the AGM.
- e) Contested Elections
  - (i) Candidates may send a written statement, if they wish, to the secretary, not less than 35 days before the AGM, on no more than one side of A4 paper. Details of nominated candidates and their statements to be sent to clubs 28 days before the AGM.
  - (ii) No candidate will speak for more than 3 minutes in support of their statement. Candidates will be allowed to take a reasonable amount of questions.
  - (iii) No canvassing to take place.
  - (iv) The secretary will arrange a secret ballot unless he/she is involved in the election, when the President will designate this duty.
  - (v) Club delegates must have their 'right to vote' validated at the time of booking for the AGM, by their club secretary, or bring this validation with them to the AGM.
  - (vi) Ballot forms will be issued on entry to the bona fide delegates and existing Executive members.
  - (vii) Voting will take place at the time of the election.
  - (viii) The President will appoint 2 tellers.
  - (ix) The count will take place and if necessary the President will have a casting vote. The result to be announced immediately.



**Table - Timescales for Communication for AGM's and Council Meetings**

Minimum number of days prior to the Meeting		
	AGM	Council
Federation Secretary to notify "Ordinary" business agenda items to all Clubs, with attendance form.	56	49
Financial accounts and AGM delegate nomination to be made available to all Clubs.	56	N/A
<i>#. Federation Secretary to notify Executive initiated "Other" business agenda items to all Clubs.</i>	56	49
<i>#. Federation Secretary to notify all Clubs of Executive Committee vacancies and/or nomination changes. Note 2.</i>	56	N/A
<i>#. "Initiating" Clubs to notify the Federation Secretary of substantive "Other" business agenda items. Note 3</i>	42	35
<i>#. "Initiating" Clubs to notify the Federation Secretary of nomination(s) for election to the Executive committee. Note 4</i>	42	N/A
<i>#. "Initiating" Clubs to return completed delegate nomination and attendance booking form to Federation Secretary.</i>	42	35
<i>#. Federation Secretary to invite Nominees facing a Contested Election to submit their written statements. Note 5</i>	39	N/A
<i>#. Nominees facing a contested election to submit their written statement to the Federation Secretary.</i>	35	N/A
<i>#. Federation Secretary to notify Clubs of any new Executive Committee nominations.</i>	28	N/A
<i>#. Federation Secretary to issue Clubs with any Contested Election written statements.</i>	28	N/A
Federation Secretary to issue Clubs with final agenda showing any Club-initiated "Other" business agenda items together with Officers Reports as available. Note 6	28	-28
Clubs, other than "Initiating" ones, to return delegate nomination and attendance booking form.	14	14

Notes:

1. *Actions highlighted in italics and marked "#"* might not be necessary and will be omitted if appropriate to do so.
2. Unless explicitly advised otherwise, each incumbent executive committee member is willing, and has been correctly nominated, to continue in their present role(s).
3. Any notification of Substantive Other Business received after the due date will not be actioned.
4. Any nominations or statements received by the Federation Secretary after the due date will not be actioned.
5. Including first class post, with proof of posting.
6. Any decision on a substantive "other" business issue raised on-the-day during AOB will be held-over, if deemed appropriate by the Executive



**B Quorums:**

- a) The following percentages of the current membership of the Federation are required as quorums for the meetings set against them:

(i)	EGM to dissolve the Federation	Clause 11	51%
(ii)	EGM to amend Clauses 9B(a), 10, or 11 of the Constitution	Clause 10	51%
(iii)	EGM to amend the Constitution other than Clauses 9B(a), 10 or 11	Clause 10	25%
(iv)	AGM, Council, and other EGMs	Clauses 8 & 9A	15%

- b) The quorum for a meeting of the Executive Committee shall be 55% of its current membership.

**10 AMENDMENTS TO THIS CONSTITUTION -**

This Constitution may be amended by a simple majority of all those voting at an EGM called for the purpose, except for Clauses 9B(a), 10 and 11. Amendments to these clauses require the procedure set out in Clause 11 for Dissolution and the appropriate quorum (51%).

**11 DISSOLUTION -**

- a) The Clubs may call for the dissolution of the Federation by resolution at an EGM convened for the purpose, and the Federation shall be dissolved if the resolution is passed by a majority of all the Clubs.
- b) If upon dissolution of the Federation there remains after the satisfaction of all its debts and liabilities any money or property whatsoever, the same shall not be paid to or distributed among the Clubs but shall be given or transferred to some other British photographic organisation or organisations having a like restriction on the distribution of its assets in the event of its dissolution as the Federation, the said organisation or organisations to be determined by the Clubs at or before the time of dissolution or in default by any judge of Court having jurisdiction in such matters.