



# The Northern Ireland Photographic Association

## Constitution

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### General

This document is termed the Constitution of the Northern Ireland Photographic Association (NIPA), otherwise referred to as the Association within this document. This document comprises a series of definitions of key terms used within the document followed by rules that are collected together under headings associated with the subject matter of a particular rule type or set of rules.

Amendments to this Constitution shall only be made at an Annual General Meeting, or an Extraordinary General Meeting called for that purpose. Such alterations or amendments can only be passed if at least two-thirds of the eligible voters present at the meeting vote in favour.

For the purposes of this Constitution, it is assumed that the Association shall remain a Federation within the Photographic Alliance of Great Britain (PAGB).

### Definition of Terms

- The Association – The Member Societies, as approved by Council.
- Member Society – typically a photographic society or club that is accepted by Council to participate and benefit from the activities of the Association.
- Council – a collective of volunteers from the Member Societies that manage the activities of the Association.
- Council Meeting – periodic meetings of the Council as part of the management of the Association.
- Member Society Council Member – A person appointed by each Member Society as their member on the Council of the Association. Such a person's principal role is to aid with the running of NIPA for the benefit of all Member Societies and to make known to Council the relevant views of their club as applicable.
- Co-opted Member – A member of a Member Society, as elected to Council, as being required for specified purposes.
- Officer – A member of a Member Society, as elected to Council, who performs a specific defined key role on the Council.
- General Meeting – Refers to the Annual General Meeting (AGM) or an Extraordinary General Meeting (EGM).
- Affiliated Group – A group of two or more photographic Societies, or clubs, none of which necessarily need to be defined as a Member Society.
- Member Society AGM Representative – Up to two members of a Member Society appointed by their Society to specifically represent the society's view at the AGM.
- Procedure(s) - written documents, agreed by Council at any time during a year, that define ways of performing certain tasks by members of Council or those involved in any particular task group or committee.

- Roles & Responsibilities - written documents, agreed by Council at any time during a year, that define roles and/or responsibilities by members of Council or those involved in any particular task group or committee.

## 1.0 Association Name

The Association shall be called 'The Northern Ireland Photographic Association'.

## 2.0 Object of the Association

The object of the Association is the advancement of photography in all its forms.

## 3.0 Membership of the Association

- 3.1 Membership of the Association is open to all Photographic Member Societies that have their declared address in Northern Ireland whose constitution is accepted by the Council of the Association and which have a minimum of ten members, or a lesser number, if so approved by the Council.
- 3.2 Admission of a Society to the Association or suspension from the Association of a Member Society or Affiliated Group shall only be passed if at least two-thirds of those eligible to vote at the applicable Council meeting or General meeting are in favour of such admission or suspension.
- 3.3 In the case of suspension, thirty days notice of appeal shall be given by the Association Secretary to the Member Society's Secretary, or the Affiliated Group's Secretary, including the reason for such action (see 3.5 below).
- 3.4 An appeal against any decision by the Council, regarding such admission or suspension, shall only be made at an Annual General Meeting or an Extraordinary General Meeting called for that specific purpose.
- 3.5 No member society or their individual member shall by word and/or action, by allegation or implication, bring the reputation of the Northern Ireland Photographic Association, its member societies and/or individuals within member societies into disrepute.

## 4.0 Management of the Association

- 4.1 The Association shall be managed by a Council consisting of the following Officers:
- (a) The President;
  - (b) The Vice-President;
  - (c) The Treasurer;
  - (d) The Secretary;
  - (e) The Assistant Secretary;
  - (f) The Immediate Past President; and
  - (g) The Member on the Executive Committee of the Photographic Alliance of Great Britain.

Together with the following:

- (h) Member Society Council Members;
  - (i) Past Presidents;
  - (j) Honorary Life Vice-Presidents;
  - (k) Co-opted Members;
  - (l) Federation Award Officer; and
  - (m) Federation Competition Officer
- 4.2 The Officers, Past Presidents (per 8.7.1), and Honorary Life Vice-Presidents shall not be appointed as Member Society Council Members by Member Societies.
- Past Presidents (per 8.7.2) may be proposed as a Member Society Council Member but shall not be eligible to stand as Vice President or President.
- 4.3 Persons being proposed as Officers of the Association, except for the Immediate Past President, shall be nominated in writing on a Nomination form to the Association Secretary by the Secretary of a Member Society or by a Member Society Council Member, between thirty days and two days before the date of the Annual General Meeting, provided the nominee has given their prior consent.
- 4.4 Each Officer of the Association shall be an active member of a Member Society.
- 4.5 Each Officer, except for the Immediate Past President, shall be elected annually at the Annual General Meeting (AGM).

## 5.0 Member Societies

- 5.1 Each Member Society shall elect from within their active members a Member Society Council Member to participate as a member of the NIPA Council. See section 8.6 for more details on the roles of the Member Society Council Member.
- 5.2 Any Member Society resigning from the Association shall so inform the Association Secretary, in writing, and receipt of such a letter of resignation must be acknowledged by the Association Secretary and recorded in the relevant Council meeting minutes.

- 5.3 In the event of resignation from the Association, Member Societies shall be liable for all subscriptions due prior to and on the date of receipt of their letter of resignation from the Association.
- 5.4 New Member Societies, or former Member Societies being readmitted to membership after an absence in excess of three years, will pay a reduced membership fee. This reduced fee will be one third of the full fee for the first year of membership and two thirds for the second year of membership. Thereafter, no reduction applies.
- 5.5 Each Member Society shall have a written 'Policy for Safeguarding Children and Vulnerable Adults at Risk or in Need of Protection'<sup>1</sup> and appoint a person responsible for such a policy.
- 5.6 New Member Societies shall require their constitution to be approved by the Council. Existing Member Societies shall present to Council updates to their constitution if those updates are of a significant material change or if Council requests to see a copy of the Member Society Constitution.
- 5.7 Each member society should maintain adequate public liability insurance at all times.
- 5.8 Member Societies and their members shall not make public any NIPA business, be that Council meetings or otherwise (discussions, minutes or reports etc) but may distribute them within their own society as appropriate.

## 6.0 Affiliated Group

- 6.1 Affiliation to the Association is open to a Group of two or more clubs. Such Groups will be known as an Affiliated Group and will be entitled to use the wording 'Affiliated to the Northern Ireland Photographic Association' on all correspondence.
- 6.2 The following conditions shall be fulfilled by an Affiliated Group:
  - (a) It shall have a constitution approved by the Council of the Association, and which shall contain a dissolution clause;
  - (b) It should maintain adequate Public Liability Insurance at all times;
  - (c) It shall have a written Policy for Safeguarding Children and Adults at Risk or in Need of Protection; and
  - (d) It shall pay an Affiliation Fee to the Treasurer of the Association. The time payment is due and the penalty for late payment shall be as set out in Rule 10.4, save that there will be no reductions for new groups.
- 6.3 Any suspended Affiliated Group will have the right of appeal to a General Meeting of the Association and should send two representatives to speak at such a meeting. An appeal will succeed if the suspended Affiliated Group obtains a simple majority in its favour.

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<sup>1</sup> Check the Association's website ([nipphoto.co.uk](http://nipphoto.co.uk)) for the current 'Policy for Safeguarding Children and Adults at Risk or in Need of Protection'.

## 7.0 Council

- 7.1 The Council shall meet as often as the affairs of the Association require, on dates fixed by a previous Council Meeting, or on dates fixed by the Secretary in consultation with the President.
- 7.2 The Council shall have authority to:
- (a) Determine it's own Procedures including Roles & Responsibilities
  - (b) Make bye-laws;
  - (c) Appoint Committees for special duties;
  - (d) Elect Member Societies, or Affiliated Groups to the Association or suspend such societies or groups from the Association;
  - (e) Recommend to the Annual General Meeting the subscription payable to the Association by Member Societies and Affiliated Groups for the succeeding financial year;
  - (f) Invite any person to attend and speak at Council Meetings, or General Meetings, for such period of time, and with such limitations as may be determined by the Council;
  - (g) Appoint up to two Co-opted Members; and
  - (h) In response to recommendations from the Honours and Memorials Committee, appoint Honorary Life Vice Presidents and confer awards such as Northern Ireland Photographic Association Service Awards to recognise service to the Association.
- 7.3 If an Officer resigns, or cannot execute his/her duties, the Council at a suitably timed Council or General meeting shall have authority to appoint another person from Council to replace the Officer who resigned.
- 7.4 Each Council Member shall abide by the relevant Procedure(s).

## 8.0 Roles of those on Council

### 8.1 President and Vice President

- 8.1.1 The President shall preside at all Council Meetings and General Meetings. In the President's absence the Vice-President shall preside. If both are absent the Member Society Council Members present shall appoint a chairperson from those in attendance.
- 8.1.2 The President shall have a casting vote at all Council and General Meetings.
- 8.1.3 The office of President shall not be held for more than two consecutive years by any one person.

### 8.2 Treasurer

- 8.2.1 The Treasurer shall have authority, subject only to the Council's overriding authority, to conduct all financial transactions on behalf of the Association, except that the Council shall give prior consent for any form of investment of funds.

#### 8.2.2 The Treasurer shall:

- (a) Receive all monies payable to the Association;
- (b) Keep auditable accounts, and present same to each Council and General Meeting and ensure, where considered appropriate, auditable accounts are kept by committees that were appointed by the Council;
- (c) Present to each General Meeting an annual Income and Expenditure Account and Balance Sheet, and ensure, where considered appropriate, these are prepared by the treasurers of all Committees appointed by the Council;
- (d) Ensure all accounts are audited;
- (e) Prepare audited copies of the accounts of the Association, and those of such Committees as the Treasurer may decide, to be issued seven days prior to the Annual General Meeting, or an Extraordinary General Meeting when required, to all members of such a meeting; and
- (f) Be a signatory to all the Association's bank and investment accounts, along with others authorised by Council to be signatories.

#### 8.3 Association Secretary and Assistant Secretary

8.3.1 The Secretary shall give at least seven days notice, in writing, of all Council Meetings, to all those appointed to Council and the secretaries of Member Societies. The notice shall include the agenda for the meeting.

#### 8.3.2 The Secretary shall:

- (a) Keep, in a storage facility as agreed with the Officers, the minutes of all Council Meetings and General Meetings;
- (b) Circulate and read, where applicable, the minutes of the previous meeting;
- (c) Convene all Council Meetings and General Meetings as stated in these rules; and
- (d) Prepare a formal report of the Council's activities since the previous Annual General Meeting.

8.3.3 The Assistant Secretary shall assist the Secretary as required and deputise for the Secretary, if and when necessary.

#### 8.4 Immediate Past President

8.4.1 A President who has served a period of at least one continuous twelve month period prior to standing down from office at a General Meeting.

8.4.2 Provide guidance, support and advice to Council but in particular the President and Vice President.

#### 8.5 Member on the Executive Committee of the Photographic Alliance of Great Britain (PAGB)

8.5.1 Report to Council on any PAGB business that arises at or from the PAGB Executive that may be considered useful and relevant to the Association.

## 8.6 Member Society Council Member

- 8.6.1 Each Member Society Council Member shall exercise his/her personal judgement in respect of all Council business with the sole purpose of furthering the object of the Association.
- 8.6.2 Each Member Society Council Member shall:
- (a) Attend meetings as convened by the Association Secretary;
  - (b) Ensure that a deputy attends meetings in their absence;
  - (c) In the case of a Member Society situated more than fifty miles from the venue of the meeting, the Member Society Council Member concerned may authorise the Association Secretary to vote on their behalf by informing the Association Secretary in writing, and stating the specific business on the agenda on which the Association Secretary shall vote on their behalf; and
  - (d) Ensure that their Member Society is fully informed of business conducted by the Council. See also 9.4
- 8.6.3 If a Member Society wishes to have a specific proposal put on the agenda for a Council Meeting, the Secretary of the Member Society or their Member Society Council Member shall so inform the Association Secretary in writing at least fourteen days before the appropriate meeting.

## 8.7 Past Presidents

- 8.7.1 After holding the Officer post of Immediate Past President, the title of Past President shall apply. A Past President may attend, speak and vote at all Council Meetings and General Meetings for a period of five consecutive years.
- 8.7.2 After the five consecutive year period, a Past President's Membership of Council shall end. However, such a Past President may continue to attend and speak but not vote at all General meetings.

## 8.8 Honorary Life Vice President (HLVP)

- 8.8.1 Honorary Life Vice Presidents may attend and speak, but may not vote, at Council and General Meetings of the Association.
- 8.8.2 Proposals for a HLVP should be sent to the chair of the Honours and Memorials Committee using the specific nomination form available for this purpose. Following receipt of the form, the committee shall discuss the proposal, making any relevant enquiries and bring its recommendation to council for discussion, a vote and final decision.
- 8.8.3 A HLVP, once elected, shall not hold any of the posts of Officer (as listed in section 4.1).
- 8.8.4 A HLVP shall not deputise for their Member Society Council Member or their Society's AGM representative(s) at General Meetings.

## 8.9 Co-Opted Members

- 8.9.1 Co-Opted Members are full Members of NIPA Council and may attend, speak and vote at Council and General Meetings.

## 9.0 Meetings of the Association

### 9.1 Council Meetings

- 9.1.1 The Council shall meet as often as the affairs of the Association require, on dates fixed by a previous Council Meeting, or on dates fixed by the Secretary in consultation with the President.
- 9.1.2 A Council Meeting shall only consider accepting or voting on a proposal if the meeting has a Quorum of at least thirteen Members of Council including at least three Officers and at least ten Member Society Council Members.
- 9.1.3 Any proposal put before a Council or General Meeting shall receive a seconder at that meeting before it can proceed.
- 9.1.4 All proposals put before the Council shall be decided by a simple majority vote except as otherwise stated in this constitution.

### 9.2 Annual General Meeting (AGM)

- 9.2.1 At least twenty-one days' notice of the venue, date, and agenda of the Annual General Meeting shall be given by the Association Secretary to all those on Council plus the Secretary of each Member Society. Upon receipt of the agenda, the Secretary of each Member Society should ensure that copies of the notice convening the meeting, together with any associated documentation, are forwarded to the Member Society AGM Representatives as soon as possible.
- 9.2.2 A General Meeting shall only proceed if it includes a Quorum of thirty attendees including at least three Officers and at least fifteen Member Society Council Members; plus sufficient other Members from NIPA Council and Member Society AGM Representatives (per 9.2.4) to achieve the minimum of thirty.
- 9.2.3 The Association shall annually hold a General Meeting (typically referred to as the Annual General Meeting or AGM) between the twenty-first day of March and the twenty-first day of April of each year.
- 9.2.4 At an AGM, each member Society's attendees should include up to two Member Society AGM Representatives who shall have the same speaking and voting rights as their Member Society Council Member.



9.2.5 The Agenda of the Annual General Meeting shall:

- (a) Receive the Secretary's Report;
- (b) Receive the Treasurer's Report, and adopt the Accounts, if passed;
- (c) Determine the subscription fees due from each Member Society for the incoming financial year;
- (d) Elect the Officers as stipulated in rule 4.1 (a) to (e);
- (e) Elect, as an Officer of the Association (ref 4.1 g ), the person to be the NIPA Nominee for possible election to the Executive Committee of the Photographic Alliance of Great Britain at the PAGB's Annual General Meeting to be held in the calendar year following the Association's current Annual General Meeting;
- (f) Appoint two auditors who shall have no involvement of any description in the Association's financial business;
- (g) Debate any proposal on the agenda, and subsequently, any proposal arising in the course of the meeting;
- (h) Attend to other necessary AGM business if agreed by the meeting;
- (i) Approve the Policy for Safeguarding Children and Adults at Risk or in Need of Protection;
- (j) Approve the Association's constitution.

9.3 Extraordinary General Meeting (EGM)

- 9.3.1 An EGM shall be called by the Association Secretary upon receipt of a written request for such a meeting signed by the Chairperson, Secretaries and Member Society Council Members from not less than four Member Societies, except as stated in rule 9.3.5. Such a request shall state the business for which the meeting is being called, and be received by the Association Secretary at least thirty days before the proposed date of the meeting.
- 9.3.2 An EGM shall have the same membership requirements as an AGM and receive the same notice as for an AGM. The notice of an Extraordinary General Meeting, as issued by the Association's Secretary, shall state the specific business for which the EGM is called.
- 9.3.3 An EGM shall not proceed unless it comprises a Quorum as defined for an AGM.
- 9.3.4 An Extraordinary General Meeting to consider an appeal against the suspension of a Member Society shall be called by the Association Secretary upon receipt of a written request for such a meeting signed by the Chairman, Secretary and Member Society Council Member from the Member Society or Affiliated Group concerned.
- 9.3.5 At an Extraordinary General Meeting called to consider an appeal against suspension of a Member Society, the appeal shall be upheld if the Member Society concerned receives a simple majority in its favour.

9.4 Confidentiality of Meetings

- 9.4.1 To aid accuracy of minute taking and the NIPA obligation to Data Protection compliance, the secretary of any meeting pertaining to NIPA business (be that Council, Committee or otherwise) may record by any electronic means any part or all of the discussion of the meeting. Approval to do so shall be sought from the meeting

prior to meeting commencing. Any such recording shall be deleted once the minutes are drafted.

9.4.2 Attendees at any meeting that discusses NIPA business shall not make public that NIPA business, be that Council meetings or otherwise (discussions, minutes or reports etc) but may distribute them within their own society as appropriate.

9.4.3 Attendees at any meeting that discusses NIPA business shall not make any form of electronic recordings unless prior agreed by the relevant meeting.

## 10 Financial

10.4 The Financial Year of the Association shall end on the thirty-first day of August.

10.5 The funds of the Association shall be deposited in a bank or building society account, or invested as agreed by the Council.

10.6 Cheques shall be signed by one signatory out of the three appointed by the Council.

10.7 The Annual Subscription shall be due on the first day of September and be received by the Treasurer on or before the thirtieth day of September. Member Societies or Affiliated Groups who have not paid by this date, may, upon instruction from Council, be suspended from membership until the Treasurer receives the payment due.

10.8 All proposals concerning finance can only be passed if at least two-thirds of the eligible voters present at a Council or General meeting vote for the proposal.

10.9 Should the Association be wound up then each Member Society shall contribute equally to defray the winding up costs, including the payment of outstanding creditors. Monies raised through the realising of assets shall be set against any such debts and winding up costs, and any remaining balance shall be divided equally amongst the Member Societies.

## 11 Committees

11.4 The President, Vice-President, Treasurer, Secretary and Assistant Secretary, (if deputising for the Secretary), shall have the right to attend all committee meetings.

11.5 Committees shall agree with Council their roles, responsibilities and powers at the time of appointment or prior to its first operation.

11.6 Members of Committees need neither be Member Society Council Members nor members of Member Societies, except that the Chairperson of each Committee shall be a member of Council.

## 12 Policies

12.4 The Association shall apply and uphold a Policy for Safeguarding Children and Vulnerable Adults at Risk or in Need of Protection, together with any subsequent amendments approved by the Council in order to ensure that the policy continues to conform to any changes in legislation.