

# **NATURE PHOTOGRAPHY SOCIETY OF NEW ZEALAND INC**

## **CONSTITUTION**

## Table of Contents

CONSTITUTION	3
1. NAME .....	3
2. PURPOSES .....	3
3. REGISTERED OFFICE .....	3
4. CONTACT .....	4
5. MEMBERS.....	4
5.1 CLASSES	4
5.2 APPLICATION FOR MEMBERSHIP	5
5.3 REGISTER OF MEMBERS	5
5.4 RESIGNATION	5
5.5 EXPULSION	5
6. THE MANAGEMENT COMMITTEE.....	6
6.1 FUNCTIONS	6
6.2 POWERS	6
6.3 OFFICERS	6
6.4 PATRON	6
6.5 OFFICERS' DUTIES	6
6.6. ELECTION	7
6.7 REMOVAL OF OFFICERS	8
7. MEETINGS .....	8
8. FINANCE.....	9
9. PROPERTY .....	11
10. AMENDMENT OF CONSTITUTION.....	12
11. INTERPRETATION .....	12
12. DISPUTES RESOLUTION .....	12
13. HONOURS.....	13
14. SUB-COMMITTEES .....	13
15. SERVICE AWARDS .....	14
16. LIFE MEMBERSHIP.....	14
17. WINDING UP OF THE SOCIETY .....	14

# **CONSTITUTION**

## **1. NAME**

The name of the Society shall be the “Nature Photography Society of New Zealand Incorporated”.

## **2. PURPOSES**

The Purposes of the Society shall be to:

- a. Promote the advancement of nature photography in New Zealand and overseas. Nature photography is here defined to include photography of all aspects of the natural environment, including landscapes, flora, fauna and close-up photography.
- b. Promote friendship, cooperation and the exchange of information and ideas about nature photography among the members of the Society both within New Zealand and overseas.
- c. Publish any material relating to the purposes and aspirations of the Society.
- d. Hold and/or promote exhibitions of nature photography and/or equipment used in the production of photographs.
- e. Affiliate to the national body, Photographic Society of New Zealand, to provide wider opportunities for members.
- f. Associate or affiliate with other nature photography societies around the world, with a view to exchanging ideas and views about nature photography that might promote common interests.
- g. Engage in any or all such lawful activities which may be conducive to or incidental to the attainment of the purposes of the Society.
- h. Award Honours of Fellowships, Associateships, Licenciateships, or Honorary Fellowships
- g. Award Service Awards of the Society in recognition of outstanding work or service in the field of nature photography.

## **3. REGISTERED OFFICE**

The registered office of the Society shall be the address of the Secretary, or any such place as may from time to time be determined.

#### **4. CONTACT**

- a. The Society shall have at least 1 contact person whom the Registrar can contact when needed.
- b. The Society's contact person must be:
  - i. A contact person can be appointed by the Management Committee or elected by the Members at a General Meeting.
  - ii. At least 18 years of age, and ordinarily resident in New Zealand.
  - iii. Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
    - a physical address or an electronic address,
    - and a telephone number.
- c. Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the **Society** becoming aware of the change.

#### **5. MEMBERS**

- a. A Member is a person whose application to join the Nature Photography Society of New Zealand Incorporated has been accepted and who has paid the annual subscription (if applicable).
- b. The Members of the Society shall be such persons as the Management Committee admits to membership in the following classes: Foundation Members, Ordinary Members, Joint Members, Life Members.
- c. The Society shall maintain a minimum of 15 Members.

##### **5.1 CLASSES**

- a. Foundation Member. Any member of the Society who paid a subscription fee of \$80 during the first twelve months of operation of Nature Photography Society of New Zealand is a Foundation Member of the Society.
- b. Ordinary Member. Any member of the Society who has paid the annual subscription is an Ordinary Member.
- c. Joint Members. Any two family members or any two people living at the same contact address, who have met the requirements for Ordinary Membership, as in 5.1(b) above, may apply to have joint membership. Where one member in a Joint Membership is a Life Member, the second partner only pays the difference between an Ordinary Member and Joint Member annual subscription fee.
- d. Life Member. Any financial member who has provided distinguished service to the Society may be granted Life Membership by the Society at the Annual General Meeting following the recommendation of the Management Committee as set out in clause 16. This member shall not be required to pay any annual subscription or levies and shall enjoy all the rights and privileges of financial

members, including holding office on any committee of the Society.

## **5.2 APPLICATION FOR MEMBERSHIP**

- a. Candidates for membership shall make an application in writing on the Membership Application Form or online and such applicants shall be deemed to consent to be a member and accept and abide by the existing or future Constitution.
- b. The Management Committee shall have the power to refuse applications and may not be called upon to give any reason for such refusal.

## **5.3 REGISTER OF MEMBERS**

- a. The Society shall keep an up-to-date Register of Members.
- b. For each current Member, the information contained in the Register of Members shall include:
  - i. Their name
  - ii. The date on which they became a member (or zero date if unknown)
  - iii. Their contact details, including:
    - A physical address.
    - A telephone number.
    - An email address.
- c. Every current Member shall promptly advise the Society of any change of the Member's contact details.
- d. Store each year's Membership list for at least 7 years.

## **5.4 RESIGNATION**

A member desiring to retire from the Society may give notice in writing to the Secretary. No refund of subscription may be made on the resignation of a member. Termination of membership shall operate to relieve all right, interest or title of any member to property, assets and privileges of the Society.

## **5.5 EXPULSION**

The Management Committee shall have the power to expel members from the Society. If two thirds of the Management Committee vote in favour, to invite in writing, any member to withdraw from the Society within such time as may be specified in the letter. If the member does not withdraw within the time specified and two thirds of the Management Committee vote in favour, then the member will be expelled from the Society. Members who withdraw or who are expelled will no longer be allowed to append Society honours to their name. This clause is applicable to all membership types.

## **6. THE MANAGEMENT COMMITTEE**

### **6.1 FUNCTIONS**

From the end of each Annual General Meeting until the end of the next, the Society shall be managed by, or under the direction or supervision of, the Management Committee, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

### **6.2 POWERS**

The Management Committee has all the powers necessary for managing — and for directing and supervising the management of — the operation and affairs of the Society, within the policies passed by previous Management Committees and have the power and responsibility to adopt, change and implement these and any further policies required to manage the society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

### **6.3 OFFICERS**

The Management Committee shall consist of a maximum of 11 Officers elected annually at the AGM including:

- a. PRESIDENT:
- b. VICE-PRESIDENT:
- c. PAST PRESIDENT is an officer of the Management Committee for the immediate twelve months following stepping down from being President.
- d. The Officers of SECRETARY and TREASURER shall be appointed from the members of the Management Committee by the Management Committee.

### **6.4 PATRON**

- a. The Patron is appointed at a General meeting of the Society on the recommendation of the Management Committee
- b. The Patron shall support and maintain the values and culture of the Nature Photography Society of New Zealand and its members. The Patron has the right to attend Management Committee meetings as a non-voting observer.

### **6.5 OFFICERS' DUTIES**

- a. The President shall:
  - i. Chair General Meetings.
  - ii. Chair Management Committee meetings.
  - iii. Have a casting vote.
  - iv. Will promote the good name and welfare of the Society.

- v. Will carry out all normal duties pertaining to that office.
- c. The Vice-President will act for and represent the Society at any time the President is unable to do so.
- d. The Secretary shall:
  - i. Record the minutes of the Annual General Meeting, Management Committee meetings and Extraordinary General Meetings when these are held.
  - ii. Conduct the required correspondence and keep files of the incoming and outgoing correspondence.
- e. The Treasurer shall:
  - i. Ensure that all money received is deposited in the Society's bank account.
  - ii. Pay all accounts as directed by the Management Committee with payments approved by an additional authorised officer.
  - iii. Present a statement of annual reviewed financial accounts to the Society's members at the Annual General Meeting and forward a copy to the Registrar of Incorporated Societies, after it has been accepted at the Annual General Meeting.

## **6.6. ELECTION**

- a. The Society shall elect a Management Committee which shall operate as stated in clauses 6.1 and 6.2 (Functions and Powers).
- b. The President may hold the elected office for a maximum period of three consecutive years'.
- c. A previous President may be re-elected as President after a minimum of 12 months stand down from being the President.
- d. The Management Committee shall continue in office from each Annual General Meeting until the next following Annual General Meeting, at which time all members will retire and may stand for re-election.
- e. Except for Life Members all members of the Management Committee must have paid their annual subscription.
- f. Prior to the election a person must consent in writing to be an Officer and certify that they are not disqualified from being elected or appointed.
- g. The Financial Reviewer shall not be a member of the Management Committee.

- h. If any person being an Officer or member of the Management Committee is unable to continue to hold office during the year, the Management Committee may co-opt a member of Nature Photography Society of New Zealand to fill the vacancy.

## **6.7 REMOVAL OF OFFICERS**

- a. An Officer shall be removed as an Officer by resolution of the Management Committee or the Society where in the opinion of the Management Committee or the Society:
  - i. The Officer elected to the Management Committee has been absent from 3 Management Committee meetings without leave of absence from the Management Committee.
  - ii. The Officer has brought the Society into disrepute.
  - iii. The Officer has failed to disclose a conflict of interest.
  - iv. The Management Committee passes a vote of no confidence in the Officer.
- b. The Officer's removal will take effect from the date specified in a resolution of the Management Committee or the Society.
- c. An Officer can resign from the Management Committee by providing a letter of resignation to the Management Committee.

## **7. MEETINGS**

Meetings shall be held as follows:

- a. An Annual General Meeting shall be held once a year.
  - i. At the meeting the President shall present a report of the Society's activities and proceedings for the year.
  - ii. The Treasurer shall present a reviewed financial report of the Society's financial affairs.
  - iii. The President, Vice-President, and Management Committee will be elected.
  - iv. A Patron shall be appointed on the recommendation of the outgoing Management Committee.
  - v. On the recommendation of the Management Committee or Treasurer, a Financial Reviewer will be appointed at the Annual General Meeting or at a Management Committee Meeting if a Financial Reviewer resigns before completing their review. See 8.m. for Financial Reviewer details
  - vi. Only financial Members of the Society are entitled to vote.
- b. Notice of any Annual General or Special General Meetings of the Society shall be given in writing or by electronic means to the last recorded address of members no later than twenty-eight days before the date for which the meeting is called. Notice of Motions must be given at the same time.
- c. Special General Meetings of the Society may be convened by the Management Committee as it sees fit, with notice to members as above. In addition, a Special General Meeting shall be called, by the Management Committee within fourteen days of a requisition from members being lodged with



the Secretary. Such requisition must state the purpose for the meeting and be signed by no fewer than fifteen financial members.

- d. The Management Committee shall meet at least 6 times a year. Notice for Management Committee Meetings shall be provided at least 7 days before the meeting or at such other time as members of the Management Committee unanimously agree.
- e. Ordinary meetings for members (society nights) shall be held once a month or at any other time determined by the Management Committee.
- f. Quorums.
  - i. Fifteen members at any Ordinary or Special General Meeting of the Society is a quorum.
  - ii. More than half the Officers of the Management Committee is a quorum.
- g. Voting Procedures
  - i. All questions shall be decided by a simple majority of those in attendance at a meeting in person or via an internet link. The President will have a casting vote.
  - ii. If a member is unable to attend a meeting they may provide a proxy vote in writing to an attending member to vote on their behalf.
  - iii. No written resolutions may be passed in lieu of a general meeting.
- h. Minutes
  - i. Minutes will be taken at all General Meetings, approved by the Management Committee at the following Management Committee meeting, sent out to all society members within one month of approval by the Management Committee, and ratified at the following General Meeting.
  - ii. Minutes will be taken at all Management Committee meetings, distributed to Management Committee members within fourteen (14) days of the meeting, and approved at the following Management Committee meeting.

## **8. FINANCE**

- a. Financial Year. The financial year of the Society shall be from the first day of January to the last day of December in that year.
- b. An Annual Subscription and any other fee pertaining to the Society's activities shall be determined at the Annual General Meeting and notified to all members. Any changes to subscriptions and other fees will take effect immediately but shall not be payable by current financial members until the start of the next financial year, being the 1<sup>st</sup> of January of the year following the Annual General Meeting.
- c. Annual Subscriptions are due prior to 31st January and any payment made after 28th February may, at the discretion of the Management Committee, incur a late payment penalty. If a member is still not financial at the date of the Annual General Meeting, the membership will be deemed to have lapsed.

- d. Any member who resigns from or is expelled from the Society shall not be entitled to any refund of any levy or fees or subscription or any part thereof.
- e. The Management Committee may, to promote the purposes of the Society, recommend borrowing or raising money on mortgage of the real or personal property of the Society or part of it, or borrow money from any source with or without security, in such manner as the Society may determine.
- f. The funds and property of the Society shall be—
  - i. controlled, invested and disposed of by the Management Committee, subject to this Constitution, and
  - ii. and devoted solely to the promotion of the purposes of the Society.
- g. The Management Committee shall maintain bank accounts in the name of the Society.
- h. All money received on account of the Society shall be banked within 7 Working Days of receipt.
- i. All accounts paid or for payment require two Officers to approve the payment and all transactions will be ratified at the following Management Committee meeting.
- j. The Management Committee must ensure that accounting records are kept that:
  - i. correctly record the transactions of the Society, and
  - ii. allow the Society to produce financial statements that comply with the requirements of the Act, and
  - iii. would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).
- k. The Management Committee must establish and maintain a satisfactory system of control of the Society's accounting records.
- l. The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last seven (7) completed accounting periods of the Society.
- m. The Financial Reviewer:
  - i. will have a level of knowledge of the organisation to be able to identify the events and transactions that may have a significant effect on the financial statements.
  - ii. will perform an independent review of the subject matter using analytical procedures.
  - iii. should provide a reasonable level of assurance as to the accuracy and completeness of the financial statements. oi0

n. Management

i. The Society must not operate for the purpose of, or with the effect of—

- distributing, any gain, profit, surplus, dividend, or other similar financial benefit to any of its Members (whether in money or in kind); or
- having capital that is divided into shares or stock held by its Members; or
- holding, property in which its members have a disposable interest (whether directly, or in the form of shares or stock in the capital of the society or otherwise).

ii. But the Society will not operate for the financial gain of Members simply if the Society:

- engages in trade, or
- pays a Member for matters that are incidental to the purposes of the Society, and the Member is a not-for-profit entity, or
- distributes funds to a Member to further the purposes of the Society, and the Member—
  - i. is a not-for-profit entity, and
  - ii. is affiliated or closely related to the Society, and
  - iii. has the same, or substantially the same, purposes as those of the Society, or
- reimburses a Member for reasonable expenses legitimately incurred on behalf of the Society or while pursuing the Society's purposes, or
- provides benefits to members of the public or of a class of the public and those persons include Members or their families, or
- provides benefits to Members or their families to alleviate hardship,
- provides educational scholarships or grants to Members or their families, or
- enters into any transactions with a Member or organisation for goods or services supplied to or from them, which are at arm's length, relative to what would occur between unrelated parties, or
- provides a Member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the Society.

## 9. PROPERTY

a. The funds, property and assets of the Society shall be under the control of the Management Committee and shall be managed and used in accordance with the purposes of the Society.

b. A member has a conflict of interest in a decision of the Society when:

i. the member has a personal or financial interest in the decision,

- ii. the decision affects an organisation in which the member has a personal or financial interest,
  - iii. the decision affects a close family member, or
  - iv. where the member is unable to act in the best interests of the Society because of a competing interest.
- c. Where a member has an interest in the decision of the Society they may not:
  - i. materially influence or vote on the decision, or
  - ii. take part in the deliberation about the decision
- d. A member must declare any interest in writing to the Management Committee as soon as they become aware of it.

## **10. AMENDMENT OF CONSTITUTION**

- a. This Constitution may be amended by resolution of the members present at any Annual General Meeting or Extraordinary General Meeting of the Society, provided that any member desirous of moving such resolution shall notify the Secretary in writing at least three calendar months before the date of the next Annual General Meeting.
- b. The proposed amendment will be in writing. A resolution to amend the Constitution is passed if two thirds of those Members present and entitled to vote, vote in support of it.
- c. No addition to, deletion from or alteration of the organisation's rules shall be made which would allow personal financial gain to any individuals.. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.
- d. The Secretary shall notify the Registrar of Incorporated Societies of any resolution of the members to amend the Constitution of the Society, providing a written copy of the amended Constitution.

## **11. INTERPRETATION**

The Management Committee shall be the sole authority for the interpretation of the Constitution of the Society, and the decision of the Management Committee shall be binding on all Officers and members of the Society.

## **12. DISPUTES RESOLUTION**

- a. The complaint procedures in Schedule 2 of the Incorporated Societies Act 2022 shall apply in relation to any dispute. For the purposes of this clause a dispute includes an allegation that —

- i. an officer or a member has engaged in misconduct, or
  - ii. a member's rights or interests have been damaged, or
  - iii. there has been (or is likely to be) a breach by members, officers, or the society of a duty under —
    - i. the society's constitution or its bylaws, or
    - ii. the Incorporated Societies Act 2022.
- b. A dispute will be raised using the following procedure:
  - i. The complaint or dispute needs to be made in writing and can be made to any current Management Committee member.
  - ii. It will be acknowledged within five working days.
  - iii. The complaint or dispute will be considered at the next Management Committee meeting.
  - iv. The person or persons making the complaint or raising the dispute will be entitled to attend the session in the Management Committee meeting where the matter is discussed.
  - v. Both sides have the right to be heard.
  - vi. The decision of the Management Committee must be agreed by a majority of two thirds of the members at the meeting.
  - vii. To avoid any conflict of interest, any Management Committee member who is involved in the complaint or dispute will not be eligible to vote.
  - viii. The decision of the Management Committee will be final.

### **13. HONOURS**

- a. The Management Committee may at its discretion appoint an Honours Board which will have the power to recommend to the Management Committee to award honours.
- b. Such Honours Board shall conduct itself in accordance with the Honours Board Rules.
- c. The Management Committee itself may from time to time make, amend, or cancel Honours Rules after recommendation from the Honours Board.

### **14. SUB-COMMITTEES**

- a. The Management Committee may appoint sub-committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Committee.

- b. the quorum of every sub-committee is half the members of the sub-committee but not less than two persons.
- c. No sub-committee shall have power to co-opt additional members.
- d. A sub-committee must not commit the Society to any financial expenditure without express authority from the Management Committee.
- e. A sub-committee must not further delegate any of its powers.

## **15. SERVICE AWARDS**

The Management Committee may at its discretion grant a Certificate to any member in recognition of outstanding service or support to the Society.

## **16. LIFE MEMBERSHIP**

Any financial member may nominate a financial member for Life Membership in writing to the Management Committee for consideration, at least three calendar months prior to the next Annual General Meeting, outlining the reason for the nomination. All Life Memberships shall be announced and awarded at an Annual General Meeting. At the time of appointing a new life member the number of living life members shall not exceed five per cent of the total membership of the Society.


## **17. WINDING UP OF THE SOCIETY**

- a. The Society will be wound up if its membership is less than 10Members.
- b. The Society may be wound up by a resolution of the majority of the members present at any General Meeting. Notice of the proposed resolution must be given with the required notice of any such meeting at which the resolution is to be put.
- c. Notice of the passing of such a resolution shall be given by the Management Committee to the Registrar of Incorporated Societies. In the event of winding up, the property of the Society shall be applied to the payment of the debts and liabilities of the Society and the costs and expenses of the winding up.
- d. The remaining property shall be transferred to some other not-for-profit entity having similar purposes to those of the Society, and to be determined by the Society at or before the time of winding up.

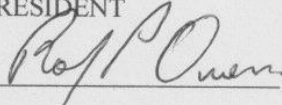
Agreed by resolution passed at a General Meeting of the Society on

Date

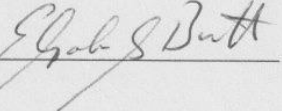
PRESIDENT

Signed  Name James Thompson Dated 7/4/25

VICE-PRESIDENT

Signed  Name Robyn Owen Dated 7/4/25

SECRETARY

Signed  Name Elizabeth Buttt Dated 7/4/25