

The Perth Centre for Photography Inc Constitution

ABN: 88 341 268 815

1 The Name

The name of the Association shall be The Perth Centre for Photography Incorporated (hereinafter referred to as "the Centre").

2 Objects

To encourage and promote innovative photo-based art in Western Australia through exhibitions, workshops, seminars, the provision of resources, tours and exchanges with national and international photographic galleries with the aims: to develop a critical audience for contemporary photo-based art; to provide and co-ordinate an accessible public gallery offering a program of exhibitions representing local, interstate and international photo-based art, and; to promote the Centre as a resource centre for texts, international publications, information and skills access and training.

3 Powers

The Centre shall have the following powers:

- (a) To apply for and receive grants, loans or other monies from public or private sources.
- (b) To borrow or raise and secure payment in such a manner as the Centre thinks fit.
- (c) To invest any monies not immediately required upon such securities as may be determined.
- (d) To appoint, employ, pay, dismiss or suspend necessary staff officers.
- (e) To become affiliated with or subscribe to and be represented upon any other body whose objects are similar to those of the Centre and to withdraw from any such body.
- (f) To purchase, take on, lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which the Centre may think necessary or convenient.
- (g) To sell, exchange, lease, mortgage, hire, dispose of or turn to account or otherwise deal with all or any part of the real or personal property of the Centre.
- (h) To draw, make, accept, endorse and issue negotiable securities and instruments of whatever kind or nature.
- (i) To take and defend all legal proceedings by or on behalf of the Centre.
- (j) To do all other things incidental to or conducive to the attainment of its objects.

4 Membership and Voting

- (a) Any person interested in the conduct of the Centre and paying such Membership as may be from time to time determined by the Committee may apply for Membership.
Such Members will have voting rights at Annual General Meetings and Special General Meetings and benefits that may be from time to time arranged by the Committee.
- (b) After receipt of the application of Membership, the application may be considered by the Committee, which may thereupon determine upon the admission or rejection of the applicant. If the application is rejected, the Membership Fee shall be refunded.
- (c) Any person elected to life membership of the Centre by a majority vote at a General Meeting shall be a Life Member.
- (d) The Secretary shall keep a register of Members in which shall appear the names, addresses and areas of interest of every Member and particulars of whether or not such Members are financial.
- (e) The Centre may at its discretion strike off the register any Member whose subscription remains in arrears for more than six months after receiving written notification of expiry of Membership.
- (f) Every financial Member on the register is entitled to one (1) vote in person at all General Meetings and Special Meetings as provided in this Constitution, or by a proxy appointed in writing signed by the appoint or which may direct the manner in which the proxy is to vote in respect of a particular resolution.

5 Management

- (a) The Management of the Centre shall be vested in a Committee of seven (8) Members (hereinafter called "the Committee"). There shall be four (4) Office Bearers:
 - (1) Chairperson.
 - (2) Deputy Chairperson.
 - (3) Secretary.
 - (4) Treasurer.
- (b) The Committee shall have the power to co-opt Members to fill casual vacancies as is considered necessary. Co-opted Members shall have the power to vote at Committee Meetings and shall hold office until the next Annual General Meeting.
- (c) The Treasurer may not be a spouse, parent or child of any other member of the Committee.
- (d) The Committee may meet as frequently as it may from time to time deem necessary, but such Meetings shall not be less than once in each quarter year. Notice of any Meeting shall be given by the Secretary to the Members of the Committee and such notice shall be at least fourteen (14) days in advance and shall, where possible, set forth the agenda for the Meeting to be held.
- (e) Four (4) Members shall be a quorum at any properly convened Meeting of the Committee. All questions shall be decided by a majority of votes of those present in the case of a tie.
- (f) The Office Bearers and other Members of the Committee shall be elected annually at the Annual General Meeting, and shall hold Office until the conclusion of the Meeting at which their successors are elected. Retiring Members are eligible for re-election.

- (g) The Office Bearers and other Committee Members may' resign upon written notice to the Centre. The Committee vacancy will be filled at the following Annual General Meeting.
- (h) The Committee shall be empowered to exercise all powers under Section 3 hereinbefore on behalf of the Centre, and to take all steps necessary for registration and/or incorporation of the Centre.
- (i) The Committee may appoint sub-Committees not necessarily from the Members of the Committee. Every such sub-Committee shall keep records and make reports and seek ratification as the Committee shall decide.
- (j) The Committee may make rules not inconsistent with this Constitution for the regulation and. management of the Centre and its activities and for the election of Officers and of Members and may alter, amend or rescind them as occasion may require. All such rules, alterations and amendments shall be available for inspection of Members of the Centre on request to the Secretary.
- (k) The Secretary shall keep minutes of all Committee Meetings, or in the absence of the Secretary, such other Committee Member as shall be decided by the Committee, and such minutes when signed by the Chairperson of the next succeeding Meeting, shall be evidence of the proceedings thereof.
- (l) The Committee shall have the power to appoint an Administrator(s) and Co-Ordinator(s) to co-ordinate the activities of the Centre. Two (2) such appointees shall each have voting rights at any Meeting of the Committee.
- (m) The position of a Member of the Committee (including without limitation any Office Bearers) shall be vacated if the Member concerned is absent from three (3) consecutive Meetings of the Committee without having been given prior leave of absence or permission from the Committee.
- (n) The Centre must be managed or administered by responsible persons, and maintain the numbers of responsible persons in the Committee as majority. Details of what constitutes a 'responsible person' for this purpose are detailed in 5(o) below.
- (o) A Responsible person is person who is considered to have a degree of responsibility to the community as a whole and includes:
 - (1) church authorities,
 - (2) judges,
 - (3) clergymen,
 - (4) solicitors,
 - (5) doctors, and
 - (6) other professional persons, mayors, councillors, town clerks and members of parliament.

Generally, persons who are acceptable as having a degree of responsibility to the community as a whole are known to a broad section of the community because they perform a public function or they belong to a professional body (such as the Institute of Chartered Accountants, State Law Societies and Medical Registration Boards) which have a professional code of ethics and rules of conduct. Other persons who are acceptable are appointees of a Chief Justice of the Supreme Court. Persons who have received formal recognition from the Government for their services to the community (for example, an Order of Australia award) will also be considered to have the requisite degree of responsibility.

6 Meetings

- (a) The Annual General Meeting shall be held in each year and not more than fifteen (15) months from the previous Annual General Meeting to:
 - (1) Receive the Committee's report and financial statements.
 - (2) Elect Officer Bearers and Members of the Committee. Nominees must either be present at the Meeting or have signified in writing their willingness to accept nominations. Should there be more nominations than vacancies, voting shall be by secret ballot conducted by a Scrutineer appointed by the Meeting, and the results announced at the Meeting by the Chairperson.
 - (3) Appoint auditors.
 - (4) Consider any proposed alteration to the Constitution. And
 - (5) Transact any other business as may be brought before the Meeting in conformity with the Rules.
- (b) A Special General Meeting may be called by the direction of the Committee or shall be called by the Secretary for a date within twenty-one (21) days after the receipt of a requisition to that effect signed by not less than ten (10) Members, specifying the business to be transacted as such a Meeting.
- (c) At least fourteen (14) days written notice shall be given to Members by the Secretary of the Annual General Meeting and Special General Meeting.
- (d) The quorum shall be not less than one half of the Committee plus not less than twenty (20) current financial Members.
- (e) Every question submitted to a Meeting shall, unless a poll is demanded by a majority of those present, be decided on a show of hands.
- (f) Minutes of the proceedings shall be entered and kept in a Minute Book which, when signed by the Chairperson, shall be conclusive evidence of the proceedings and binding on Members.

7 Finance

- (a) All monies received by the Treasurer shall be deposited in the account of the Centre at a bank approved by the Committee and payment of all accounts authorised by the Committee shall be made therefrom by cheque, or if savings bank, by medium of withdrawal form, on such bank, signed by any two (2) of the following:
 - (1) Chairperson;
 - (2) Deputy Chairperson;
 - (3) Treasurer;
 - (4) Administrator

Provided that, on receipt of a proper request or voucher, the Committee may authorise the Treasurer to advance or reimburse in cash to Members money rightfully expended solely on behalf of the Centre.
- (b) The Committee shall cause a Financial Statement to be prepared and presented to each Committee Meeting specified by the Committee, such Statement to be certified by the Treasurer.
- (c) The financial years shall end on 30 June.

8 Audit

At least once every year the accounts shall be audited. The Auditor shall not be a Member of the Committee nor the spouse of a Member of the Committee.

9 Income and Property

The income and property of the Centre from whatever source derived shall be applied solely towards the promotion of the objects of the Centre and no part thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise to the persons who at any time are or have been Members of the Centre or any of them, provided that nothing herein contained shall prevent the payment in good faith of interest on money borrowed from a Member of the Centre, or the payment of monies for bona fide expenses, salaries, scholarships, bursaries, travel grants or other assistance to Members of the Centre for the purpose of administration.

10 Common Seal

The Centre shall have a Common Seal which shall remain in the custody of the Secretary. The Common Seal shall not be affixed to any deed or any other document except on instruction from the Committee. All deeds, instruments or documents to which the Common Seal is to be affixed shall be signed by any two (2) of the Chairperson, Deputy Chairperson or Secretary.

11 Alterations to the Constitution

- (a) No new clauses shall be added nor shall any clauses contained herein be amended, altered or rescinded unless with the consent of a three-quarters (3/4) majority of the Members present at an Annual General Meeting or Special General Meeting.
- (b) At least twenty-one (21) days written notice shall be given to the Secretary of any proposal to alter the Constitution and notice of such proposal shall be included in the notice convening the Meeting at which the proposal is to be considered.

12 Resignation of Auditor

An Auditor may at any time resign by giving notice in writing to the Committee. The Committee may appoint an Auditor to fill any such vacancy until the next Annual General Meeting.

13 Dissolution

- (a) A Special General Meeting called for that purpose may, by a three-quarters (3/4) majority of the Members present and voting resolve to dissolve the Centre. If such resolution is confirmed by a similar majority at a subsequent Special General Meeting held not less

than twenty-one (21) nor more than thirty-five (35) days thereafter the Centre shall be thereupon dissolved.

- (b) The notice convening such Special General Meeting shall state that the dissolution of the Centre is to be proposed or confirmed as the state may be.
- (c) In the event of the organisation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.
- (d) If the organisation is being dissolved or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
 - a. gifts of money or property for the principal purpose of the organisation
 - b. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
 - c. money received by the organisation because of such gifts and contributions.