RULES OF ASSOCIATION

AUSTRALIAN PHOTOGRAPHIC SOCIETY INCORPORATED

Incorporated under the ACT on 7th May 1962

(Revised October 2025)

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1. NAME AND TITLE

The name of the society is Australian Photographic Society Incorporated.

2. DEFINITIONS

In these Rules unless a contrary intention appears-

"Clause" means a clause in this Constitution and the word "Clauses" has a correlative meaning.

"Society" means Australian Photographic Society Incorporated.

"The Act" means the Australian Capital Territory Associations Incorporation Regulation Act 1991 as amended.

"Treasurer" means the person appointed as Treasurer of the Society in accordance with clause 12.1 of these Rules.

The whole word "member" or "members" shall mean a member or members, as the case may be, of the Society with voting rights as defined in these Rules.

3. OBJECTIVES

The objectives of the Society are:

a) To contribute to education in and through photography by holding lectures, courses, demonstrations, discussions, conventions, conferences, webinars and web-based presentations, and by all other means possible, and to do all such things as are incidental or conducive to the advancement of photography as a science and an art.

b) To provide the medium for the co-operative action of the photographic organisations of Australia in the promotion of photography in all its aspects.

c) To encourage national and international exhibitions and competitions, to rationalise dates where possible to facilitate the distribution of entries from one to the other and to lay down rules for the conduct of such exhibitions.

d) To issue approval of exhibitions which are conducted according to the Rules of the Society.

e) To encourage Australian entries in Australian and overseas exhibitions. To arrange, circulate and exchange folios of photographic work within Australia and overseas as opportunity may arise.

f) To arrange the distribution to, or between, members and member bodies of literature, lectures and any other information of photographic interest.

g) To foster and promote interest in Photography amongst the community.

4. POWERS

The Society shall have power to do all things as are necessary, incidental or conducive to the attainment of its objects.

5. NON-PROFIT

a) The income and property of the Society shall be applied solely towards the promotion of the objects of the Society and no part of that income or property shall be paid or otherwise distributed, directly or indirectly, to members other than in the form of trophies or prizes earned through Society Competitions.

b) The income of the Society will be derived from membership subscriptions, fees paid by members to enter Society competitions, fees for medals and awards, fees for hosting members web galleries, donations, grants, bank interest or any other income earnt by the Society.

c) Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any Officers or Servants of the Society or to any member made only in return for any service rendered to the Society.

6. MEMBERSHIP

6.1 Membership of the Society shall be divided into the following: -

a) Ordinary Australian membership which shall be open to any Australian citizen or permanent resident and shall include those 101 persons who were registered as Ordinary Members on the date of incorporation of the Society.

b) Ordinary Overseas membership which shall be open to any person who is not an Australian Citizen or permanent resident.

c) Organisational membership, including honorary Organisational membership, which shall be open to any club, society, association, business or other body which supports the objects of the Society.

d) Membership is open to any of the above and the online membership form must be used, and payment received by the Society before membership is approved.

e) Honorary Membership including Honorary Life membership, which may be conferred by Management Committee on any person without payment of any fee.

f) A right, privilege or obligation that a person has because of being a member of the Society –

(a) cannot be transferred or transmitted to another person: and
(b) terminates on cessation of the persons membership.

g) A person ceases to be a member of the Society if the person –

(a) dies or resigns from membership by giving notice to the Secretary: or
(b) Is expelled from the Society: or
(c) fails to renew membership of the Society

h) Membership fees will be determined by the Management Committee and tabled at the Annual General meeting.

i) Membership fees will be due 12 months from the date of the first payment being received by the Society.

j) The Management Committee may, at its discretion, waive or offer a reduced membership fee of a member who is unable to pay due to financial hardship in times of National or International significance.
Such offer will be conditional on Management Committee setting limits and parameters for any reduced membership fee.

k) The liability of a member to contribute towards the payment of debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount (if any) unpaid by the member in relation to membership of the Society as required by 6.1.

6.2 Honorary Membership

a) Management Committee may determine the period of Honorary Membership at the time of conferring it,

b) Honorary membership for Life must be approved by a majority vote at an Annual General Meeting

6.3 Management Committee may and without assigning any reason decline to accept any application for membership.

7. CANCELLATION, DISCIPLINE OR SUSPENSION OF MEMBERSHIP

7.1 Management Committee may cancel or suspend any membership where it is satisfied that the member concerned has:

a) plagiarised another photographer's work

b) engaged in any other act or activity which, in the reasonable opinion of the Management Committee, could bring the Society into disrepute or prejudice the attainment of its Objects

c) has persistently refused or neglected to comply with a provision of these Rules

d) has persistently and wilfully acted in a manner prejudicial to the interests of the Society

e) Members who have their membership so cancelled or suspended may appeal for the reinstatement of their membership to an Appeal Tribunal appointed for the purpose by Management Committee and comprising three senior members of the Society

f) if the Committee considers a resolution under subsection (7.1) is warranted the Secretary must, as soon as practicable, serve a written notice on the member setting out the resolution of the Committee and the grounds on which it is based

a) stating that the member has **full right of appeal** and may address the Committee at a meeting to be convened not earlier than 14 days and no later than 28 days after service of the notice

b) stating the date, place and time of that meeting and that the meeting may be held using web-based video conferencing

c) informing the member that the member may do either or both of the following:

d) attend and speak in person or by web-based or telephone conferencing

e) submit to the Committee at or before the date of the meeting written representations relating to the resolution.

Subject to the Act, section 50, at a meeting of the Committee mentioned in (7.1 e) the Committee must -

Give to the member an opportunity to make oral or written representations

Give due consideration to any written representations submitted to the Committee by that member at or before the meeting

By resolution decide whether to confirm or to revoke the resolution of the Committee so made under subsection 7.1

If the Committee confirms a resolution under subsection (7.1) the Secretary must, within 7 days after that confirmation, by written notice inform the member that confirmation and of the member's right of appeal under section 7.1 g)

7A.1 Dispute Resolution and Rights of Appeal

Any appeal must:

a) be made in writing

b) clearly state the reasons for reinstatement

c) be received by the Society office within one month of the date of the cancellation notice

d) The member shall be reinstated if at least two of the Appeal Tribunal members appointed under 7A.3 vote for reinstatement

7A.2 Where Management Committee has cancelled or suspended any membership in accordance with Clause 7.1, the cancellation or suspension of membership appealed against shall not take effect and the name of the member concerned shall not be published in the Management Committee Minutes or otherwise unless and until either:

a) any appeal against that cancellation or suspension of membership is dismissed; or

b) in the event that no appeal is lodged, one month has expired following the date by which any appeal must be lodged.

7A.3 Management Committee may appoint a subcommittee of three experienced members of the Society (the Appeals Tribunal) to conduct hearings and report to Management Committee on, any allegation against a member which could give rise to cancellation, suspension or discipline of that member's membership.

Membership of the subcommittee shall be at the discretion of the Management Committee but, where possible, at least one member should be resident in the State or Territory in which the member who is the subject of the allegation resides.

A Society member who is appointed to a subcommittee pursuant to this clause shall be ineligible for appointment to an Appeal Tribunal established to hear an appeal arising from an investigation by that subcommittee.

Management Committee shall nominate one of the three subcommittee members as Chairperson. The Chairperson shall, in the organisation and conduct of the hearing, ensure that:

a) the member the subject of the hearing is provided with written details of the allegation at least two weeks prior to the date of the hearing and afforded the opportunity to put his or her case to the subcommittee either verbally or in writing, and to call witnesses in support of his or her case

b) a written summary of the subcommittee proceedings is kept

c) a written report on the hearing, including, where appropriate, a recommendation as to disciplinary action, together with the written summary of proceedings an any documents of other material provided to the subcommittee, are forwarded to the President within one week of the conclusion of the hearing. Upon receipt of the material referred to in (c) above, the President shall refer it to the next meeting of the Management Committee for consideration

7A.4 Any member resigning membership or having membership cancelled by Management Committee shall immediately lose all rights and privileges as a member of the Society but shall retain any APS honours earned whilst a financial member of the Society.

8. VOTING RIGHTS

8.1 All financial Ordinary Members shall have the right to one vote at meetings of the Society.

8.2 Honorary Members, except Honorary Members for Life, shall not have the right to vote at general meetings of the Society.

8.3 Organisational Members shall have the right to one vote only at general meetings of the Society.

8.4 An Organisational Member wishing to exercise its right to vote shall nominate a person to vote on its behalf at the time of paying its membership fees if any.

9. MANAGEMENT COMMITTEE

9.1

9.1.1 The Management Committee shall consist of -

a) Office-bearers of the Society; and

b) A minimum of two and maximum of four ordinary committee members who shall be members of the Society.

9.1.2 The office-bearers of the Society shall be -

a) The President

b) The Immediate Past President or the member appointed by virtue of Clause 9.4

c) The Senior Vice-President

d) The Junior Vice-President

e) Treasurer

f) Secretary

9.2. The term of office of each member of Management Committee shall be from the date of their appointment until the second Annual General Meeting following that at which they were appointed.

9.3 Management Committee may at any time remove any member of Management Committee including Immediate Past President from office, thus creating a casual vacancy, for any of the following reasons.

a) Non-participation in three consecutive meetings of Management Committee, for which not voting by the member or by a proxy is taken as proof

b) Performing any action which is in direct conflict with the objects of the Society or in direct conflict with the Society's current By Laws

c) Performing any unauthorised, dishonest or illegal act, or becoming insolvent

The removed member shall receive the Minutes of the Management Committee meeting(s) discussing and deciding on the removal.

9.4 In the event of any casual vacancy on Management Committee, the remaining members of Management Committee may appoint any other member of the Society to fill that casual vacancy for the balance of the term of the member of Management Committee being replaced.

9.5 In the event of there being insufficient members remaining on Management Committee to enable a quorum in accordance with Clause 9.B.9 the Secretary shall arrange a meeting of the remaining Management Committee members who shall appoint members to fill the vacancies on Management Committee.

9.6 No Ordinary member shall hold the office of President for more than two consecutive terms. A term of office as Acting President shall not be taken into account in determining the right to stand for this office in the following two consecutive years.

9A. ELECTION OF MANAGEMENT COMMITTEE MEMBERS

9A.1 The election of Management Committee, except for the Immediate Past President, Treasurer and Secretary, shall be by ballot of all members of the Society with the right to vote, as defined in these Rules, conducted in conjunction with the Annual General Meeting or by proxy form.

9A.2 Each member who has the right to vote in accordance with these Rules has the right to nominate one Ordinary Member as President, one Ordinary Member as Senior Vice President, one Ordinary Member as Junior Vice President, and up to four Ordinary Members as members of Management Committee and/or in a form to be specified by Management Committee. Each nomination requires a Proposer and Seconder and the acceptance of the Nominee. For the purpose of this Clause an Honorary Member for Life shall be treated as an Ordinary Member. A notice calling attention to the right of nomination shall be issued to all members at least 60 days before the Annual General Meeting.

9A.3 All nominations must be made not less than 30 days before the Annual General Meeting and such nominations must be made in writing addressed and delivered to the Secretary. No name shall be accepted unless such member of the Society has been nominated, seconded, and has consented to nomination in writing.

9A.4 The Secretary shall prepare and distribute to the members entitled to vote under these Rules the names of all candidates and the offices to which they have been nominated.

9A.5 If on the declaration of a poll there remains a Management Committee vacancy or vacancies, the Annual General Meeting may fill the vacancy or vacancies from the eligible members of the Society or alternatively request that each vacancy be treated as a casual vacancy. In the event that the Annual General Meeting either fails to act or takes no action, each vacancy shall be deemed a casual vacancy and shall be dealt with in accordance with the provisions of Clause 9.4

9B. POWERS AND DUTIES OF MANAGEMENT COMMITTEE

9B.1 The Management Committee, subject to the Act, the Regulations made under the Act, these Rules, and to any resolution passed by the Society in general meeting -

a) shall control and manage the affairs of the Society

b) may exercise all such functions as may be exercised by the Society other than those functions that are required by these Rules or the Act to be exercised by the Society in general meeting

c) has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Society

9B.2 Management Committee shall discuss and vote on all motions referred to it by any member of the Society with the right to vote as defined in these Rules.

9B.3 All motions raised at Management Committee meetings and the outcome, whether passed or failed shall be published in the next edition of Enews.

9B.4 Members other than those on the Management Committee can also submit motions to the Management Committee for consideration. Such motions must be submitted via the Secretary and the proposer will be advised of the outcome within seven days of decision.

9B.5 Management Committee may meet in person, by telephone conference, by mail, email or other web-based medium.
When meetings are conducted by postal mail, the Secretary shall circulate motions and discussion received in writing together with the results of voting from the previous Management Committee meeting, and pro-forma for Management Committee members to use in casting votes on motions.

9B.6 Management Committee must meet formally a minimum of four times per financial year.

9B.7 The President or Vice President shall always act as Chairperson of the meeting and shall determine when motions will be put for voting except when Management Committee resolves that a motion shall be put.

9B.8 The Secretary will record all votes and affirmations made by Management Committee in the online MC forum, and this forum will be the record of all discussions and motions passed.

9B.9 At every meeting of Management Committee five members of Management Committee participating shall constitute a quorum.

9B.10 A member of Management Committee not participating in any meeting of Management Committee may by writing under that member's hand authorise any other member of Management Committee to vote for such member as his or her proxy in the manner indicated by such writing on all questions of which notice has been given to members of Management Committee.

9B.11 At every meeting of Management Committee each member of Management Committee shall have one vote provided that on an equality of votes the Chairperson shall have a second or casting vote. A member of Management Committee shall also have further votes in the event of being authorised in writing by other members of Management Committee pursuant to the preceding clause.

9B.12 All notices of Motions, their discussion and results of voting shall be recorded in the Management Forum which will serve as an electronic record of all management decisions. The Secretary will enter the results of all motions and declare either passed or failed in that Forum

9B.13 Management Committee may appoint any office-bearers or sub-committees as it sees fit from time to time and delegate any of its powers, except the power of further delegation.

9B.13.1

All delegations under this sub-clause 9B.13.1 and 9B.13.2 and rules and regulations under Clause 10.1.b shall expire at the completion of the Management Committee's term of office, as set out in Clause 9.2 or at such an earlier date, as MC may determine.

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9B.13.2

Management Committee may, as it sees fit, from time to time delegate any of its power to the Secretary as required to undertake the responsibilities as set out in the appointment agreement.

9B.13.3

All members of a subcommittee are to be financial members or honorary members of the Society at the time of their appointment.

9B.14 Each outgoing Management Committee shall endeavour to ensure the candidates for the incoming Management Committee come from as many States and Territories as possible.

10. SPECIAL INTEREST GROUPS

10.1 Special Interest Groups, (Groups) can be established, at the discretion of Management Committee, or on the petition of at least fifty members.

a) The Society may convene any number of Special Interest Groups.

b) Management Committee shall determine the rules and regulations applying to the operation of Groups and may vary them from time to time.

10.2 In the case where membership of a Group falls below fifty members and is inactive or has been inactive for more than six months, Management Committee by resolution can discontinue that Group provided that adequate advice is provided to the members of the Group and that notice of intention to discontinue a Group is posted in Enews in advance of that action.

10.3 Members of Groups must be members of the Society. Management Committee may set additional fees for membership of Groups.

10.4 Funds of each Group shall be under the control of the Treasurer.

10.5 No Group shall represent the Society as a whole for any purpose without the approval of Management Committee.

11. SPECIAL INTEREST GROUPS - GROUP CHAIRPERSONS

11.1 Each Group will have a Chairperson elected by ballot of all members of the Society with the right to vote.

11.2 The Secretary will issue nomination forms for each Group Chairperson and these can be returned to the Secretary or handed to the Secretary no later than 24 hours before an Annual General Meeting is scheduled to start.

11.3 Each nomination will be called and voted on at the AGM whether that be in presence or online.

11.4 The Group Chairperson will be responsible for the management of the Group they have nominated for and will call for an election of committee members from the members of that Group.

11.5 The term of office of the Group Chairperson and the elected committee of that Group shall be from the date of their election until the second Annual General Meeting following that date.

11.6 Management Committee may at any time remove a Group Chairperson by resolution if that Chairperson:

a) Fails to adequately carry out their duties in respect of the Group assigned

b) Performs any action which is in direct conflict with the objects of the Society or in direct conflict with the Society's current By Laws

c) Performing any unauthorised, dishonest or illegal act or becoming insolvent

11.7 In the event of any casual vacancy in any position of Group Chairperson, Management Committee may appoint any member of the Society to fill that casual vacancy for the balance of the term of the Group Chairperson being replaced.

11.8 Group Chairpersons may contribute to the Management Committee decision making process by raising matters and by commenting on motions and other matters under consideration by Management Committee through a nominated member, the Liaison Officer appointed by Management Committee.

11.9 Group Chairpersons are expected to oversee their nominated areas of responsibility and put forward motions related to those areas.

11.10 A Group Chairperson has the power to manage the Group so assigned in accordance with the objectives of the Society.

11.A OPERATIONAL GROUPS

11.A.1 The Society will maintain two Operational Groups these will be Honours Sub Committee and Exhibition Services.

11.A.2 Chairs of these groups will manage the subcommittee so assigned and will report to Management Committee, they have the same authority as Group Chairpersons in forming a subcommittee and consulting and advising Management Committee on matters pertaining to their areas of responsibility.

11.A.3 The Society will maintain two Operational Groups these will be Honours Sub Committee and Exhibition Services.

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11.B MULLINS CONCEPTUAL PRIZE

11.B.1 The Mullins Conceptual Photography Prize will be maintained under the auspices of the Society whilst there are funds in the Mullins Bequest Reserve, taking into account the Bequest, cash sponsorship injections, plus/minus profits/losses made.

11.B.2 The society shall maintain a sub-committee with the sole purpose of management of the Mullins Conceptual Photography Prize whilst there are funds in the Mullins Bequest Reserve taking into account the Bequest, cash sponsorship injections, plus/minus profits/losses made.

11.B.3 Chair of this group will manage the subcommittee so assigned and will report to the Management Committee. They have the same authority as Group Chairpersons in forming a subcommittee which will consult and advise the Management Committee on matters pertaining to its activities.

12. THE TREASURER

12.1 Management Committee shall appoint a member or honorary member of the Society as the Treasurer with the same rights and obligations as elected office -bearers.

12.2

a) All monies received by the Treasurer shall be paid within one calendar month to the credit of an operating account, opened in the Society's name with such financial institution as Management Committee may determine from time to time.

b) No payment is to be made by the Society unless authorised by Management Committee. Such authorisation may be provided in the form of Resolution. This may include delegation to the Secretary authority to pay amounts up to a nominated level, subject to monthly reporting of such payments.

12.3 The Treasurer may arrange the movement of monies to or from the Society's operating account or to any other account or investment in the Society's name, as Management Committee may determine from time to time.

12.4 All payments by the Society shall be made by cheques, internet transfer, Bpay, electronic payments and any other means providing all payments are signed and authorised by any two authorised signatories electronically, and where possible including the Treasurer.

12.5 The Treasurer shall be responsible for the preparation of the Society's annual budget and financial statements as required by the Act.

12.6 The Treasurer shall ensure proper accounts are kept as required by the Act.

12.7 The Treasurer shall, at least once in each period of twelve months:

a) Prepare or cause to be prepared a Statement of Accounts as specified under the Act.

b) Where required cause the financial affairs of the Society to be audited by a person who is qualified under the Act, and who shall be appointed at each Annual General Meeting to hold office until the following Annual General Meeting.

12.8 The Treasurer shall determine the rate of interest payable on any monies lent by any member to the Society which shall not exceed the maximum rate approved to be charged by bankers on overdraft rates at the time of commencement of the loan of such monies.

13. THE SECRETARY

13.1 Management Committee shall appoint a person as the Secretary on such terms and conditions it thinks fit.

13.2 The Secretary's powers and duties shall be specified in accordance with Clause 13.1 above. Duties shall include preparing the minutes of General Meetings of the Society within one calendar month of each meeting. A copy of such minutes shall be stored electronically and shall be available for inspection by members at all reasonable times provided four weeks' notice is given.

13.3 The Secretary will maintain a register of members, including the start date and date membership ceases if a member resigns, or otherwise is no longer a financial member, membership records will be maintained in accordance with the Act.

14. GENERAL MEETINGS

14.1 The Society must hold an Annual General Meeting each financial year, with the second year being a committee election year.

14.2 Meetings including the Annual General Meeting, General Meetings and Special Resolution meeting or committee and subcommittee meetings can be held with a physical presence of members, or by web based video conferencing or telephone conference call provided that at each such meeting a quorum of members is present or on line within 30 minutes of the prescribed starting time.

14.3 When a meeting is conducted by electronic means, including video or conference call each attendee must be able to hear what is said and be able to respond by voice in a manner that all attendees can hear and respond as necessary.

14.4 If a member participates by web-based video they must display their name used for membership (no pseudonyms), and display their screen so they can be identified as the member. Members attending by telephone conferencing must clearly state their name and have their attendance noted. Each member's attendance mode (in-person, web or telephone) should be noted in the Minutes

14.5 An Annual General Meeting shall be held as provided in the "Act" (Associations Incorporation Regulation). Such meeting shall be held at a time and place, or online as prescribed by the Society in this Clause 14.2, or in default at such time as Management Committee appoints.

14.6 Management Committee may, whenever it thinks fit, convene a general meeting of the Society.

14.6.1 Management Committee shall, on the requisition in writing of not less than one-tenth of the members who are entitled under these Rules to vote, convene a general meeting of the Society.

14.6.2 A requisition of members for a general meeting

a) shall state the purpose or purposes of the meeting

b) shall be signed by the members making the requisition

c) shall be lodged with the Secretary

d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition

14.7 If Management Committee does not, within twenty-one days from the date of the lodgement of the requisition, commence to convene a general meeting, any one or more of the members who made the requisition may convene a general meeting to be held not later than three months from that date.

14.7.1 A general meeting convened by a member or members referred to in sub-clause 14.6.1 shall be convened as nearly as practicable in the same manner as a general meeting convened by Management Committee and any member who thereby incurs expense is entitled to be reimbursed by the Society for any reasonable amount so incurred.

14.8 All members of the Society shall be entitled subject to the provisions of these Rules to attend General Meetings of the Society.

14.9 The Society shall meet the reasonable travel and accommodation expenses of the President and one representative of the Secretary necessarily incurred in their attending Annual General Meetings other than those AGM's held online.

15. NOTICE OF MEETINGS

15.1 Subject to the provisions of Clause 14 of these Rules, not less than twenty-one days' notice shall be given for the holding of all General Meetings.

Such notice shall -

a) specify the place or online method, the day, the date, the hour of the meeting and, in the case of special business, the general nature of that business.

b) be given to all members, who under the Rules, are entitled to vote.

15.1.1 The twenty-one days' notice shall be exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which the notice is given.

15.1.2 An affidavit signed by the Secretary to the effect that a notice was posted on a particular day shall be deemed to be service on that same day.

15.1.3 Joint members shall be deemed to have been served with such notice if one of that joint membership has had a notice sent to him/her.

15.2 The accidental omission to give notice of any General Meeting to or the non-receipt of notice of such meeting by any member of the Society entitled to receive it, shall not invalidate the proceedings at any such meeting.

15.2.1 No business other than that specified in the notice convening the meeting shall be transacted at any meeting.

15.2.2 The business of the Annual General Meeting shall be –

a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting, the minutes of which have not yet been confirmed

b) to receive from Management Committee reports on the activities of the Society during the last preceding financial year

c) to receive and consider the statement of accounts and the reports that are required to be submitted to members pursuant to the Act

d) to declare the results of the election of members of Management Committee

e) where required to appoint auditors and fix their remuneration;

a) an external auditor will be appointed where required by the ACT or relevant legislation or regulation and remuneration set by the Management Committee

b) where an external auditor is not appointed, a statement attached to the financial reports, stating they give a true and fair view of financial performance and position of the Society, and that statement is to be signed by two members of the Management Committee, other than the President and Treasurer

f) to consider any business for which due notice has been given

15.2.3. Any member desiring to bring any business before a general meeting shall give at least one month's notice to the Secretary of such intention.

15.2.4 The provisions of the above sub-clause shall not apply to any recommendations, proposals, motions, or special business emanating from Management Committee nor to a meeting called by requisition.

16. PROCEEDINGS AT GENERAL MEETINGS

16.1 Any non-member with a genuine interest may attend a General Meeting unless the meeting resolves otherwise. Only members with voting rights as defined in these Rules may speak or vote at such meetings.

16.2 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when such meeting proceeds to business; save as herein otherwise provided twenty members personally present or as allowed under Clause 15.1 a), i.e. Online, and entitled to vote shall be a quorum.

16.3 If within thirty minutes from the time appointed for the General Meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the members present shall be a quorum.

16.4 Quorums at meetings:

a) Annual General Meeting, or Special Resolution meeting, shall be twenty
b) Management Committee meetings, shall be five
c) Subcommittee or Group Councils, shall be 50% of the committee members with a minimum quorum of 3
d) Group meetings shall be 5% of members of that Group

16.5 Subject to Clause 16.6, the President of the Society shall preside as Chairperson at every General Meeting of the Society.

16.6 If there is no President or if at any General Meeting the President is not present within thirty minutes after the time appointed for holding such meeting or is unwilling to act as Chairperson, the Vice President will chair the meeting, in the absence of a Vice President the members present shall choose someone of their number to be Chairperson.

16.7 The Chairperson may with the consent of any General Meeting at which a quorum is present (and shall if so directed by such meeting) adjourn the meeting from time to time and from place to place, including any online meeting time, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a General Meeting is adjourned for ten days or more at any one time notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned General Meeting.

16.8 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, or affirmation by voice or a web based voting process in the case of an online meeting, together with proxy votes. A declaration by the Chairperson that a resolution has been carried or or lost and an entry to that effect in the records of the proceedings of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

16.9 On an equality of votes on motions at General Meetings, the Chairperson of such meeting shall have a second or casting vote.

16.10 Votes may be cast personally or by proxy or by voice or by a web based methodwhen a meeting is held online.

16.11 The instrument appointing a proxy shall be in writing under the hand of the member doing the appointing or of that member's Attorney duly authorised in writing. A proxy must be an Ordinary Member of the Society who is entitled to vote. There is no limit on the number of proxies an Ordinary Member may hold.

16.12 The instrument appointing a proxy and the power of Attorney or other authority (if any) under which it is signed or a certified notarial copy of that power or authority shall be delivered to the Secretary or any person acting in the Secretary's stead at least one hour prior to the holding of the General Meeting or adjourned such meeting at which the Person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

16.13 An instrument appointing a proxy may be in any form the Secretary or Management Committee determines.

16.14 The two scrutineers appointed in accordance with Clause 15.2.2 f) & g) shall count the proxy votes relating to motions in the hour before the meeting is scheduled to begin. The results of the counting shall be delivered to the Chairperson of the meeting and shall not be released by anyone until each individual motion has been resolved. The scrutineers shall not be entitled to participate in debate on the motions during the meeting.

16.15 All minutes of all General Meetings held since the preceding Annual General Meeting will be distributed electronically to members registered email addresses and when that meeting is held in a physical location shall be available for inspection by any member at the place of the Annual General Meeting in the hour before the meeting is scheduled to begin.

17. SUBSCRIPTIONS, CHARGES AND SOCIETY PROPERTY

17.1 Management Committee shall determine all entrance fees subscriptions and charges and may vary them at any time.

17.2 The Secretary shall give reasonable notice advising each member of the Society the amount of their annual subscription renewal fees payable together with the date those fees fall due for payment. For the purpose of this clause annual subscription renewal fees fall due for payment on the day after membership expires. Further for the purpose of this clause the words 'each member' does not include those members who are not expected to pay annual subscription renewal fees eg. Life Members and Honorary Members.

17.3 Any member who has not paid any annual subscription within seven weeks of the due date shall be deemed unfinancial and immediately lose all rights and privileges enjoyed within the Society, other than honours earned whilst a financial member, and in particular shall immediately cease to receive publications to which financial members of the Society are entitled. If at the expiration of a further four weeks the annual subscription remains not paid, the member shall be deemed to have forfeited membership and may only be reinstated on payment of a new full year's subscription. The provisions of this clause shall not preclude the Society from recovering any outstanding debts or any of the Society's property held by the member who has forfeited membership.

17.4 Any member may at any time by notice in writing to the Secretary resign from membership of the Society but shall remain liable for all obligations as a member until the resignation is in the hands of the Secretary and all of the Society's property in the member's possession is returned to the Secretary.

18.5 No member shall be entitled to receive any publications despatched to financial members in the period between when the annual subscription is due and when it is received by the Secretary.

17.6 No refund of subscriptions shall be paid to any person in the event of the death of a member or in the event of resignation of membership in accordance with clause 6.1 g) of these Rules.

18. PHOTOGRAPHIC HONOURS AND AWARDS

18.1 The Society may confer such photographic honours, service honours and awards and the conditions pertaining to them as Management Committee determines. (Refer to Clause 24)

19. COMMON SEAL

19.1 The Common Seal shall be kept in the custody of the Secretary.

19.2 In respect of Membership Certificates and Honours Certificates, the issue of which have been duly authorised by the relevant committee or sub-committee, the Common Seal may be affixed and attested by the Secretary and the President whose signatures may be appended by means of a rubber stamp or any other mechanical or electronic process.

20. FINANCIAL YEAR

The Society's financial year shall end on 30 June.

21. BOOKS OF THE ASSOCIATION

21.1 Subject to the Act, the regulations and these Rules, the Secretary and/or Treasurer, as the case may be, shall keep in his/her custody or under his/her control, all records, books, and other documents relating to the Society relevant to his/her position.

21.2 Such records, books and other documents of the Society shall be open to inspection or by online transmission, free of charge, by a member of the Society at any reasonable hour.

21.3 The Management Committee by resolution may restrict access to information that in its view is confidential, or by application of a member requesting that their personal details are not made public or distributed.

22. WINDING UP

22.1 The Society may only be dissolved as provided under the Act.

22.2 If upon winding-up or dissolution of the Society there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Society but shall be given or transferred to some other Society having objects similar to those of this Society and which shall prohibit the distribution of its or their income and property amongst its or their members, and which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in Section 23 of the Income Tax Assessment Act, 1936 (as amended).

23. VARIATION AND INTERPRETATION OF THESE RULES

23.1 These Rules may not be altered except as provided in the Act.

23.2 If any doubt shall arise as to the proper construction or meaning of any of the provisions of these Rules or of any By Laws made under any of those provisions or of any

expression used in those provisions, the decision of Management Committee thereon shall be final and conclusive, provided such decision be reduced to writing and recorded in the minutes of the proceedings of Management Committee.

24. Photographic Honours and Awards (list)

1. The honours and awards conferred by the Society pursuant to Clause 16 of these Rules shall be:

Photographic Honours:

Licentiate of the Australian Photographic Society (LAPS & AV-LAPS)
Associate of the Australian Photographic Society (AAPS & AV-AAPS)
Fellow of the Australian Photographic Society (FAPS & AV-FAPS)
Master of the Australian Photographic Society (MAPS)
Grand Master of the Australian Photographic Society (GMAPS)
Australian Photographic Society Exhibitors Medal (APSEM)
Australian Photographic Society Exhibitors Medal/bronze (APSEM/b)
Australian Photographic Society Exhibitors Medal/silver (APSEM/s)
Australian Photographic Society Exhibitors medal/gold (APSEM/g)

CAPA AWARDS (Not eligible for APS distinctions)
The Conceptual Art Portfolio Awards are a free standing self-challenging competition that has its own level of awards being:
Conceptual APS Award - Bronze (CAPS/b)
Conceptual APS Award - Silver (CAPS/s
Conceptual APS Award - Gold (CAPS/g
Conceptual APS Award - Platinum (CAPS/p)

Service Honours:

State Service to Photography (SSAPS)
Exceptional Service (ESAPS)
Honorary Fellowship (Hon FAPS)
Service to APS (SAPS) (Certificate)
Certificate of Service

Awards:

AP-R Medal
Commonwealth Medal
APS Nature Award
Les Newcombe Memorial Award

APS AV Medallion

Certificates of Achievements

Digital Division Award (John Low Medallion)

Print Group Medallion

25. By Laws

25.1 The Society may make By Laws not inconsistent with these Rules.

The basic By-Law under which the APS will operate is as follows -

a. Treat all members in a respectful, lawful and considerate manner.

b. Be sufficiently flexible to allow for all of the interests of all members to be catered for.

c. Provide a robust platform for discussion where the issue and not the person is discussed.

d. Aim at achieving best practice in all respects.

e. Operate by the code of conduct that individuals and organisations expect when dealing with APS.

f. Respect the privacy of members