

# LINCOLN CAMERA CLUB

## Constitution

Originally adopted on 5<sup>th</sup> January 2005.

Revised on 28<sup>th</sup> May 2013.

Revised on 7<sup>th</sup> June 2022.

### 1 Name

The name of the association is Lincoln Camera Club (Lincoln Camera Club is Registered Charity Number 1107903).

### 2 Objects

Lincoln Camera Club's objects ("the Objects") are to advance the education of photography primarily in the city of Lincoln by the provision of lectures, workshops, open days and exhibitions in photography.

### 3 Administration

Subject to the matters set out below Lincoln Camera Club and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 7 of this constitution ("the Executive Committee").

### 4 Powers

In furtherance of the Objects but not otherwise the Executive Committee may exercise the following powers:

- (i) Power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant law
- (ii) Power to buy, take on lease or exchange any property necessary for the achievement of objects and to maintain and equip it for use
- (iii) Power subject to any consents required by law to sell lease or dispose of all or any part of the property of Lincoln Camera Club

- (iv) Power subject to any consents required by law to borrow money and to charge all or any part of the property of Lincoln Camera Club with repayment of money borrowed  
Power to co-operate with other charities, voluntary bodies and statutory
- (v) authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them
- (vi) Power to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects
- (vii) Power to appoint and constitute such advisory committees as the Executive Committee may think fit
- (viii) Power to do all such lawful things necessary for the achievement of the Objects

## 5 Membership

- (1) Membership of Lincoln Camera Club is open to all members of the public regardless of sex, disability, ethnicity, nationality, sexual orientation, religion or other beliefs. Those under the age of 18 are only eligible for junior membership set out in sub-clause 3 section iv.
- (2) The Executive Committee may permit a person, who has not previously joined the club, to attend up to 4 club meetings before payment for membership is due.
- (3) Membership of Lincoln Camera Club is in one of four classes:
  - (i) Member – those over the age of 18 years. Concessions are available for students and those on income support.
  - (ii) Joint Member – for two people living at the same address.
  - (iii) Honorary Member – those deemed by the Executive Committee to have made a distinguished contribution to the Objects of Lincoln Camera Club.
  - (iv) Junior Member – those under the age of 18 years. Junior membership must be linked to the membership of a parent or appointed guardian who accepts responsibility for the minor.
- (4) All membership applicants must fill out an entry form stating their full name and address. Members must inform the Executive Committee in writing of any changes of their personal information listed above as soon as possible. All

personal information will be held and processed by the Executive Committee in accordance with the Data Protection Act 1998.

- (5) All membership classes will pay an annual non-refundable fee as decided at the Annual General Meeting. Payment is due on the 1<sup>st</sup> September of each year; after which a person's membership expires until paid.
- (6) The Executive Committee may allow a member of the previous membership year to attend the club meetings up to 30th October with the intention of renewing their membership through payment of the annual fee. Those who remain in arrears after this date will need to reapply for membership and are required to pay their membership fee immediately upon their return.
- (7) As of 30th October those who are still in arrears will be informed that their membership has expired and any electronically held personal information about them will be deleted.
- (8) Only members are permitted the rights and privileges associated with membership of Lincoln Camera Club.
- (9) Every member, joint member and honorary member shall have one vote on matters raised at the annual general meeting or a extraordinary general meeting. Junior members are not entitled to vote.
- (10) The Executive Committee may by majority vote refuse or terminate the membership of any individual for good reason. A paid up member has the right, should they wish, to be heard by the Executive Committee, accompanied by another club member as a witness, before a final decision is made. Reasons for refusal or termination of membership may include but are not limited to:
  - (i) Disruption at club meetings
  - (ii) Any form of bullying or intimidation
  - (iii) Character or conduct likely to bring the club into disrepute
  - (iv) Unreasonable behaviour
  - (v) Any unlawful actionOnce a decision is made by the Executive Committee the affected person must be given written notice stating the reason(s) for terminating or refusing their membership.
- (11) The Executive Committee have a responsibility to protect the interests and welfare of Lincoln Camera Club and its members. Any member found to be

damaging to those interests is likely to have their membership refused or terminated according to the above clause.

## 6 Honorary Officers

At the annual general meeting of Lincoln Camera Club the members shall elect from amongst themselves a President, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting.

## 7 Executive Committee

- (1) The Executive Committee shall consist of not less than 4 members nor more than 11 members being:
  - (i) The honorary officers specified in the preceding clause
  - (ii) Not less than 1 and not more than 8 members elected at the annual general meeting who shall hold office from the conclusion of that meeting
- (2) The Executive Committee may in addition appoint up to 3 co-opted members. The appointment of a co-opted member shall be made at a meeting of the Executive Committee called under clause 10 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- (3) All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they come into office but they may be re-elected or re-appointed.
- (4) The proceedings of the Executive Committee shall not be invalidated by any vacancies among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- (6) No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after the signing of the minute book of the Executive Committee a declaration of acceptance and willingness to act in the interests of Lincoln Camera Club.

## 8 Determination of Membership of Executive Committee

A member of the Executive Committee shall cease to hold office according to the following:

- (i) They are disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision)
- (ii) They become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs
- (iii) They are absent without good reason from the majority of the committee meetings or club meetings held over a twelve month period
- (iv) They have their membership terminated or refused according to clause 5 sub- clause 10
- (v) They notify the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the resignation is to take effect)

## 9 Executive Committee Members not to be personally interested

No member of the Executive Committee shall acquire any interest in property belonging to Lincoln Camera Club (otherwise than as a trustee for Lincoln Camera Club) or receive remuneration or be interested otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

## 10 Meetings and proceedings of the Executive Committee

- (1) The Executive Committee shall hold at least two committee meetings each year. A special meeting may be called at any time by the President or by any two members of the Executive Committee upon not less than 4 days notice being given in writing or email to the other members of the Executive Committee of the matters to be discussed.
- (2) The President shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any business is transacted.

- (3) There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is greater, are present at a meeting, one of whom must be an honorary officer.
- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote. Co-opted committee members are not entitled to vote. Abstentions are not to be counted as votes in the case of determining a majority. For example if there are 3 votes for, 4 abstentions and 2 against then the motion would be passed as a majority of 3 for and 2 against.
- (5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- (6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee.

#### 11 Annual General Meeting

- (1) There shall be an annual general meeting of Lincoln Camera Club which is to be held in the month of May each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days notice of the annual general meeting to all members of Lincoln Camera Club. All Members, Joint Members and Honorary

Members of Lincoln Camera Club shall be entitled to attend and vote at the meeting.

- (3) The Executive Committee shall present to each annual general meeting the reports and accounts of Lincoln Camera Club for the preceding year.
- (4) Nominations for election to the Executive Committee must be made by members of Lincoln Camera Club in writing to the general secretary at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

## 12 Extraordinary General Meetings

The Executive Committee may call a extraordinary general meeting of Lincoln Camera Club at any time. If at least ten club members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days notice must be given. The notice must state the business to be discussed.

## 13 Procedure at General Meetings

- (1) The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of Lincoln Camera Club.
- (2) There shall be a quorum when at least one tenth of the number of members of Lincoln Camera Club for the time being or ten members of Lincoln Camera Club, whichever is greater, are present at any general meeting.
- (3) The President shall chair any general meeting. If the President is absent then the Executive Committee will by majority vote choose one of their own to chair the meeting.
- (4) Decisions shall be by majority vote through a show of hands that must be counted by at least two separate members (scrutineers), unless otherwise stated.

## 14 Receipts and Expenditure

- (1) The funds of Lincoln Camera Club, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of Lincoln Camera Club at such a bank as the Executive Committee

shall from time to time decide. All cheques drawn on the account must be signed by at least two of the signatories nominated by the Executive Committee.

- (2) The funds belonging to Lincoln Camera Club shall be applied only in furthering the Objects.

## 15 Property

- (1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:

- (i) all land held by or in trust for Lincoln Camera Club which is not vested in the Official Custodian for the Charities; or
- (ii) all investments held by or on behalf of Lincoln Camera Club

to be vested either in a corporation entitled to act as custodian or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of Lincoln Camera Club, the Executive Committee may permit any investments held by or in trust for Lincoln Camera Club to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee subject to reasonable and proper remuneration for acting as such.

## 16 Accounts

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or Modification of the Act) with regard to:

- (i) The keeping of accounting records for Lincoln Camera Club
- (ii) The preparation of annual statements of account for Lincoln Camera Club
- (iii) The auditing or independent examination of the statements of account of Lincoln Camera Club
- (iv) The transmission of the statements of account of Lincoln Camera Club to the Commission

## 17 Annual Report

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of a return and its transmission to the Commission.

## 18 Annual Return

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

## 19 Notices

Any notice required to be served on any member of Lincoln Camera Club shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter sent shall be deemed to have been received within 10 days of posting.

## 20 Alterations to the Constitution

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of a general meeting must include notice of the resolution setting out the terms of the alterations proposed.
- (2) No amendment may be made to clause 1 (the name of the charity clause), clause 2 (the Objects clause), clause 9 (Executive Committee members not to be personally interested clause), clause 20 (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- (3) No amendment may be made which would have the effect of making Lincoln Camera Club cease to be a charity at law.
- (4) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

## 21 Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve Lincoln Camera Club it shall call a meeting of all members of Lincoln Camera Club, of which not

less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise assets held by or on behalf of Lincoln Camera Club. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the Objects of Lincoln Camera Club as the members of Lincoln Camera Club may determine or failing that shall be applied for some other charitable purpose. A copy of the account and statement, for the final accounting period of Lincoln Camera Club must be sent to the Commission.

## 22 Adoption

This constitution was adopted on the date at the top of this document by the Executive Committee at that time whose signatures appear below.

President:

Jorj Malinowski



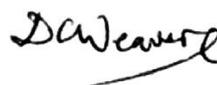
Secretary:

David Davies



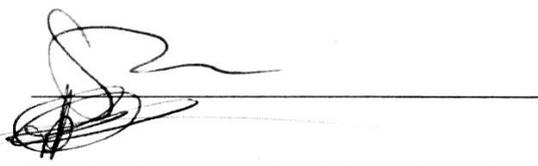
Treasurer:

David Weaver



## Executive Committee

Steve Percival

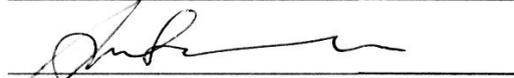


David Tabberner

Dawn McCall



Alastair Scammell



Bryan Hurd



David Chapman:



Andy Antell



Wayne Waite

