



**WINNIPEG SOUTH PHOTO CLUB INC.**

Box 1635, Winnipeg, MB R3T 2Z6

**CONSTITUTION**

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## **ARTICLE 1**

### **Name and Objectives**

- 1.1 This organization shall be called the “**Winnipeg South Photo Club, Inc.**”, hereinafter referred to as the “Club”.
- 1.2 The Club shall be registered with the Companies’ Office, a special operating agency of the Province of Manitoba, as a “Non-profit”, “Non-share Corporation” and does not contemplate the distribution of gains, profits, or dividends to the members thereof; however with the benefits as outlined in Appendix A.
- 1.3 The objective of the Club will be to institute an educational and recreational program for the benefit of its members.

## **ARTICLE 2**

### **Membership**

- 2.1 All persons interested in photography are eligible to become members.
- 2.2 All members will be provided with a copy of the Code of Conduct and must adhere to its terms. The Club application form will include the link to the website page.

## **ARTICLE 3**

### **Officers of the Club**

- 3.1 The Officers of the Club shall consist of a President, Vice-President, Secretary, Treasurer and Past-President.
- 3.2 The Officers of the Club shall be the sole members of the Board of Directors.
- 3.3 Meetings of the Board of Directors shall be at the call of the President or any two (2) Board members.

## **ARTICLE 4**

### **Duties of Officers**

- 4.1 The President shall:
  - a) preside at all meetings of the Club and meetings of the Club Board of Directors;
  - b) be responsible for program planning with the aid of a programming committee if required;
  - c) appoint committees as necessary, with the approval of the Board of Directors;
  - d) have general Supervision of the Club activities;
  - e) be ex-officio member of all committees except the nominating committee;
  - f) perform other duties as may be required.

4.2 The Vice-President shall:

- a) act for the President during the President's absence and in such circumstances he/she shall possess all the powers of the President;
- b) be responsible for setting up and chairing a Membership Committee. This committee would be in charge of promoting the Club, recruitment and retention of members;
- c) plan and arrange field trips;
- d) perform other duties as may be required.

4.3 The Secretary shall:

- a) keep an accurate record of all meetings of the Club and Board of Directors;
- b) file all documents and essential correspondence;
- c) keep the Constitution and Standing Rules current for reference;
- d) perform other duties as may be required.

4.4 The Treasurer shall:

- a) receive funds and issue receipts;
- b) make disbursements as authorized by the Board of Directors;
- c) keep an accurate record of all funds;
- d) keeping an updated membership list which includes contact information;
- e) prepare and present financial reports at all regular meetings of the Board;
- f) prepare and present an itemized statement of receipts and disbursements at the semi-annual and annual meetings;
- g) file a tax return for the Club within six (6) months of its fiscal year end if and when it is required by law;
- h) prepare such financial and other reports as requested by the Board of Directors;
- i) file a Notice of Change of Directors with the Provincial Government including the required fee within 15 days of the change;
- j) submit books and financial statements for audit if requested by the Board of Directors;
- k) perform other duties as may be required.

4.5 The Past-President shall:

- a) act as an advisor to the President;
- b) perform other duties as may be required.

## **ARTICLE 5**

### **Elections**

5.1 The election of the President, Vice-President, Secretary and Treasurer shall take place each year at the annual general meeting.

5.2 Incumbent officers shall be entitled to seek the same or any other office in subsequent elections

## **ARTICLE 6**

### **Vacancies on the Board of Directors**

- 6.1(a) If any office, other than that of the President, shall for any reason become vacant, it shall be filled by appointment by the President, subject to the approval of the remaining members of the Board of Directors, but for a term no longer than the balance of the Club year (or alternatively, until the next regularly scheduled General Meeting, i.e. the Semi-Annual or Annual General meetings of the Club). Notwithstanding this, should the office of the Immediate Past President become vacant, the replacement must be selected from any past presidents who are still members of the Club.
- (b) If the office of the President shall, for any reason become vacant, the role of the President shall be assumed by the Vice-President, and the position of Vice-President shall be declared vacant and filled as outlined in Article 6.1(a).
- 6.2 A member of the Board of Directors may, on the grounds of malfeasance, misfeasance, or incompetence with regard to their assigned duties for the Club, or violation of the Code of Conduct, be subject to removal from office. In such event, the member may be removed from office following the passage of a motion calling for the removal of the said Board member, by a simple majority vote of the balance of the Board, followed by ratification by a majority vote of the general membership at a special meeting expressly called to deal with this issue, provided that the member be permitted to resign from office PRIOR to the matter being referred to the general membership. Notice of such a meeting must be provided to the membership at least ONE WEEK IN ADVANCE of the scheduled date of the meeting. Vacancies resulting from this process shall be filled as outlined in Article 6.1.

## **ARTICLE 7**

### **Quorum**

- 7.1 A quorum of thirty-three percent (33%) of the current membership shall be required for the conduct of any Club business requiring the passage of a motion, with proxies and virtual participants included in the quorum count.

## **ARTICLE 8**

### **Meetings**

- 8.1 Regular meetings shall be held for the purpose of education and enjoyment of the membership in the photographic arts.
- 8.2 General Meetings shall be held for the purpose of discussing Club business. There shall be at least one General Meeting held towards the latter part of the fiscal year. The date(s) of General Meeting(s) will be decided by the Board; and with the members being provided at least one month's written notification.

**ARTICLE 9**  
**Meeting Venues**

9.1 The Board shall be responsible for arranging suitable venues for meetings.

**ARTICLE 10**  
**Fiscal Year**

10.1 The fiscal year shall be June 1 through May 31.

**ARTICLE 11**  
**Committees**

11.1 The Board of Directors may appoint committees for such purposes as may be designated. The actions of any committee shall be subject to the approval of the Board of Directors.

**ARTICLE 12**  
**Membership Fees**

12.1 The yearly membership fee shall be set annually by the Board of Directors and shall be payable upon joining or renewing membership into the Club.

12.2 Prospective members will be allowed to attend two (2) Club meetings prior to applying for membership with the Club.

**ARTICLE 13**  
**Signing Authorities**

13.1 Signing authorities for official Club business shall be the President, Vice-President and Treasurer. Cheques will require two signatures, all other documents one signature, unless otherwise stipulated.

13.2 All expenses exceeding one hundred dollars (\$100.00), made on behalf of the Club, must be approved by the Board of Directors.

**ARTICLE 14**  
**Advertising**

14.1 Major advertising will require the approval of the Board of Directors.

**ARTICLE 15**  
**Parliamentary Authority**

15.1 Robert's Rules of Order Newly Revised shall apply on all questions of procedure and parliamentary law not specified in this Constitution.

**ARTICLE 16**  
**Endorsements**

- 16.1 The Club shall not endorse any person or organization, or the views, actions or products of such persons or organizations, where the purpose is for personal, financial, commercial or political gain to a Club member.
- 16.2 The Club may affiliate with any other groups or organizations for the purpose of furthering the photographic experience of the Club's members.

**ARTICLE 17**  
**Dissolution of this Corporation**

- 17.1 Upon dissolution, no part of the income or principal of this Club shall inure to the benefit of, or be distributed to, any member of this Club or to any other private individual or commercial organization. Reimbursement for expenditures on behalf of the Club shall not be deemed to be distribution of income or principal.
- 17.2 Upon dissolution, any funds and assets of the Club remaining after satisfaction of its debts and liabilities, shall be distributed to a recognized charitable organization whose objectives most closely accord with those of the Club as determined by its members at dissolution.

**ARTICLE 18**  
**Amendments**

- 18.1(a) Proposed amendments to this Constitution must be submitted, in writing, by a member of the Club to a member of the Board of Directors at least four (4) weeks prior to a general meeting, for the purpose of giving the general membership notice of the proposed amendments.
- 18.1(b) A motion proposing amendments or any sub-amendments thereto, will require an affirmative vote of a two-thirds (2/3) majority of those present or participating virtually or by proxy, for passage, provided that a quorum, as defined in Article 6, has been attained.

- 18.2 In an emergency where action is necessary between General Meetings, or because no General Meeting is held, a vote on proposed amendments may be taken by email or any alternate electronic means of communication, not less than four (4) weeks before the proposed effective date of the amendment(s). The question shall be adopted if approved by two thirds (2/3) of the responding Club members, provided that at least thirty-three percent (33%) of the Club members respond.

**THE ARTICLES IN THIS CONSTITUTION FOR THE “WINNIPEG SOUTH PHOTO CLUB, Inc” WERE ADOPTED THE 6<sup>th</sup> DAY OF JANUARY, IN THE YEAR 2021.**