

WELSH PHOTOGRAPHIC FEDERATION / UNDEB FFOTOGRAFFIG CYMRU

Member of the PHOTOGRAPHIC ALLIANCE OF GREAT BRITAIN

CONSTITUTION AND RULES (Approved on 02 March 2014)

1. TITLE

The Federation shall be called:-

The Welsh Photographic Federation / Undeb Ffotograffig Cymru

The Federation may be generally referred to as 'The WPF'

2. AIMS AND PURPOSE

The aims and purpose of the Federation shall be:

- (i) To promote and encourage an active and fraternal interest in photography amongst the societies in Wales and elsewhere by invitation.
- (ii) To encourage Member Societies to practice an equality of access to the full range of Photographic activities and events being arranged under the auspices of the Welsh Photographic Federation.
- (iii) To ensure that all members, actual and potential are treated equally and as individuals regardless of age, disability, ethnic or national origin, gender, marital or parental status, nationality, political belief, race, religion or sexual orientation.
- (iv) To become a member Federation of the Photographic Alliance of Great Britain and/or other suitable bodies.
- (v) To organise and advise upon exhibitions of photography both nationally and internationally.
- (vi) To promote an annual exhibition to be known as the Welsh Salon of Photography, entries for which are to be confined to members of societies, clubs and portfolios which are themselves members of the Welsh Photographic Federation, of other federations by invitation and to establish rules and conditions thereof.
- (vii) The Federation shall encourage members and other invited photographers to apply for distinctions based on photographic merit.
- (viii) To establish and maintain a panel of presenters and judges.
- (ix) To undertake any other activities which will further the interest of photography in general.

Note. References herein to Chairman are to be construed as applying to either gender as appropriate. Similarly, references to he, his, or him are to be so construed.

3. MEMBERSHIP

- (i) All photographic societies, clubs, portfolios and photographic sections or educational societies within Wales shall be eligible for membership, and upon election shall be entitled to describe themselves as affiliated to the Photographic Alliance of Great Britain through the Welsh Photographic Federation. Reference to society / societies in this document shall be taken to include all such groups.
- (ii) All member societies shall have a written constitution which shall be made available on request for review by the WPF Executive Committee. Member societies shall advise the Executive Committee of major changes to their constitutions as soon as possible.
- (iii) Societies seeking to join the WPF will be given a copy of this constitution.

4. SUBSCRIPTION

- (i) Member societies shall pay such annual subscription as a General Meeting of delegates shall decide.
- (ii) The annual subscription shall become payable upon election to membership, and thereafter shall become payable upon the first of January in each year. Any member society whose subscription is in arrears by the first Sunday in March will automatically be excluded from membership until such time as the appropriate subscription is paid. The effective date for calculation of subscriptions shall be the date of first application or 31st December immediately prior to renewal of application.
- (iii) The Executive Committee shall have the sole discretion to return an equal amount of their subscriptions to all the member societies.

5. DELEGATES

The Secretary, or if more than one, the General Secretary of a member society shall be a delegate to General Meetings of the Federation, and in addition societies shall be entitled to appoint further delegates in accordance with the following scale:-

- (i) 1-12 members..... one delegate
- (ii) 13-30 members..... two delegates
- (iii) Over 30 members..... three delegates

The above scale shall be applied based on the number of members reported. It shall be the duty of society secretaries to make an annual return of membership as at 31st December of the previous year; to be received by the Federation General Secretary by the 31st January of the current year.

5.1 Appointment of Delegates

Any delegate appointed under this Rule may be appointed in any manner and at such time as the society may decide and may be changed as required. No delegate appointed under this Rule shall be entitled to vote at a formal meeting of the Federation unless formal notification of his appointment has been received by the General Secretary of the Federation on or before 31st January in the year of the Annual General Meeting and such notification having been signed by the Chairman/Secretary of the society. No delegate may represent more than one society.

5.2 Substitute Delegates

Member societies may appoint substitute delegates to take the place of their appointed delegates at an Annual General Meeting of the Federation. Such substitutions shall be made in writing by post or e-mail and received by the General Secretary of the Federation not less than 24 hours before the commencement of the Annual General Meeting.

Such substitute delegates notified as above shall have full voting rights for the purposes of Rule 6.4 (i) of the Constitution provided the General Secretary of the Federation has been notified of their substitution not less than 24 hours before the commencement of the Annual General Meeting.

6. GENERAL MEETINGS

General Meetings, whether Annual General Meetings or Extraordinary General Meetings, shall be convened by not less than fourteen days and not more than twenty eight days notice in writing to the persons entitled to attend forwarded by the General Secretary of the Federation.

6.1 Quorum

A quorum shall be present at a General Meeting of the Federation before the meeting can proceed and a quorum shall be ten persons entitled to vote thereat, representing at least five member societies, not being members of the Executive Committee.

6.2 Venue

Any such General Meeting shall be held at such place in Wales as the Executive Committee shall direct, or failing such direction as the President and General Secretary may decide.

6.3 Chairman

The President shall take the chair at all General Meetings of the Federation. If the President is absent, the Chair shall be taken by the Vice President. If neither the President nor the Vice President is present within fifteen minutes of the time to commence the meeting, those present shall proceed to elect a Chairman from amongst the persons properly entitled to vote, but excluding the Auditor.

6.4 Entitlement to Vote

- (i) The only persons entitled to vote at a General Meeting shall be delegates and members of the Executive Committee, who shall be entitled to one vote, with the exception of the Chairman who shall be entitled to a casting vote in addition to any vote as a delegate.
- (ii) Any member of a member society, not being a delegate, is entitled to attend General Meetings of the Federation as an observer but, shall not be allowed to speak or vote thereat. The exceptions shall be the Auditor, who shall be entitled to make any explanation or statement with regard to the accounts audited by him and any person covered under rule 6.5.

6.5 Advice and Information

The Chairman shall have the sole right to invite any person to attend, and to speak at, any General Meeting (whether or not they are a society member) so as to seek their advice and/or obtain information from them.

6.6 Passing of resolutions

All propositions arising at a General Meeting shall be decided by a simple majority with the exception of those propositions concerning Finance, the alteration of the Constitution, dismissal of an Executive Committee member or dissolution of the Federation, which shall require to be passed by two-thirds of the votes cast.

7. ANNUAL GENERAL MEETINGS

The affairs of the Federation shall be governed by an Annual General meeting of the delegates to be held in March of each year. The business of Annual General Meetings shall be:-

- (i) To receive a report from the Executive Committee as to the work of the Federation since the last Annual General Meeting.
- (ii) To receive an Income and Expenditure Account and Balance Sheet in respect of the previous financial year, which accounts shall be certified by the Auditor prior to presentation to the meeting.
- (iii) To elect an Executive Committee. The General Secretary and Treasurer shall be members of member societies of the Federation. All other members of the Executive Committee must be elected from delegates as notified on or before 31st January in the year of the Annual General Meeting, who shall be members of member societies of the Federation.

- (iv) To appoint an Auditor, who may be a member of a properly constituted society of accountants, or a person used to the preparation of accounts to an adequate standard, who may be member of a member society of the Federation is not and was not a member of the Executive Committee during the financial year in question.
- (v) To transact any other competent business.

8. PROPOSALS

Proposals for consideration by the Annual General Meeting under Rule 7(v) may be originated by a member society or the Executive Committee. Proposals from a member society shall be in writing and signed by the Chairman and Secretary and be in the hands of the General Secretary of the Federation not later than 14 days prior to the Annual General Meeting.

9. EXTRAORDINARY GENERAL MEETINGS

An Extraordinary General Meeting may be convened at any time by the Executive Committee or by different delegates from not less than five societies. Notice shall be given in writing to the General Secretary of the Federation that they require such a meeting to be called, specifying the business to be transacted thereat. Upon receipt of such notice the General Secretary shall within fourteen days of receipt despatch notices calling a General Meeting of delegates in accordance with Rule 6.

10. BANK ACCOUNT

One or more bank or building society accounts shall be opened in the name of the Federation. Withdrawals from and payments out of such account shall be made upon any two of the signatures of the President, Vice-President and Treasurer. Such Petty Cash Accounts shall be maintained as shall be directed by the Executive Committee.

Arrangements must be made for second copy of all account statements to be sent by the bank and/or building society to a second member of the Executive Committee.

11. EXECUTIVE COMMITTEE

The day to day business of the Federation shall be controlled by the Executive committee elected under Rule 7(iii).

11.1 Composition

The Executive Committee shall consist of :-

- (i) President
- (ii) Vice President
- (iii) General Secretary
- (iv) Treasurer
- (v) and not more than ten Ordinary members.

The Executive Committee shall appoint from members persons to undertake the duties of:-

- (i) Competitions and Exhibitions Liaison Officer
- (ii) Presenters and Judges Secretary
- (iii) Portfolio Secretary
- (iv) Membership Officer
- (v) Public Relations Officer
- (vi) and other such posts at the time being deemed necessary.

The immediate Past President shall be an ex-officio member of the Executive Committee. This shall not prevent his being elected as an Officer of the Executive Committee.

11.2 Term of Office

All members of the Executive Committee shall retire annually on the conclusion of the Annual General Meeting next following that at which they were elected and shall be eligible for re-election, except that the President may not hold that office continuously for more than two years.

11.3 Frequency of meetings

The Executive Committee shall meet not less than four times in each calendar year and in such place as it shall decide.

11.4 Quorum

A quorum of members shall be present at Executive committee meetings before that meeting can proceed, and a quorum shall be five persons entitled to be present.

The President shall take the chair at all Executive Committee meetings. If the President is not present the provisions of Rule 6.3 shall be followed.

11.5 Duties of Executive

The Executive Committee shall in particular:-

- (i) Determine the date and place of the next Annual General Meeting for approval by the Annual General Meeting and prepare a report for submission thereto.
- (ii) Notify all delegates of :-
 - a) Names of retiring Executive Committee members and their attendance at Committee meetings.
 - b) The names of the delegates.
- (iii) Not less than fourteen days before the date of the Annual General Meeting, invite nominations for the Executive Committee to be elected, such nominations to be received by the General Secretary not less than seven days before the date of the meeting.
- (iv) Appoint from amongst its members a person to be on the Executive Committee of the Photographic Alliance of Great Britain and also delegates to General Meetings of that body.
- (v) Have full control of the finances of the Federation, except that the subscription rate shall be determined at an Annual General Meeting.
- (vi) Have power to fill by co-option from amongst delegates vacancies caused by death or resignation. Members so co-opted shall have all the rights of elected members.
- (vii) Have power additionally to co-opt not more than three persons who are members of member societies. Such co-opted members shall have all the rights of elected members.
- (viii) Should the Executive Committee consider that the Committee elected under Rule 7(iii) does not adequately represent all regions of the Federations, have power additionally to co-opt not more than three persons who are members of member societies situated in the region(s) considered inadequately represented. Such co-opted members shall have all the rights of elected members.

12 CONDUCT OF EXECUTIVE OFFICERS

The Executive members shall be required to act in a respectful and responsible manner in the course of their duties.

Where the executive becomes aware of any apparently inappropriate conduct by any executive member(s) the President or Hon. Gen. Secretary, as appropriate, should investigate the matter and suspend the member(s) pending consideration. The matter should be considered by the Executive Committee at the earliest opportunity.

The Executive Committee should consider whether to apply an appropriate sanction (including suspension or resignation). Any such sanction should be agreed by a two thirds majority of the Executive Committee. Should the Executive Committee decide that the member(s) be suspended or asked to resign, an Extraordinary General Meeting shall be called under Rule 6 of this constitution except that the maximum period shall be thirty four days.

Should the member(s) decide to accept the decision of the Executive Committee then an Extraordinary General Meeting need not be called.

In the event of an Executive member or members being suspended or asked to resign then the member(s) may not be considered for re-appointment to the Executive for a minimum period of 12 months.

13 DISTINCTIONS

A Distinction to be known as Honorary Fellow of the Welsh Photographic Federation (Hon. FWPF) may be presented as a lifetime award to persons having served the photographic interests of Wales for a period of at least ten years. The Distinction shall be proposed by the Executive Committee and election shall be made at a General Meeting. This is without prejudice to existing holders of the title of Life Vice-President.

14 AMENDMENT OF CONSTITUTION

This Constitution and Rules may be altered at any General Meeting by a two-thirds majority of the votes cast, subject to the notice required in Rules 8 and 9.

15 DISSOLUTION

The dissolution of the Federation must first be discussed at an Extraordinary General Meeting called under Rule 9. If it is decided to proceed therewith, a resolution must be passed by a two-thirds majority of the votes cast at a further Extraordinary General Meeting. This further meeting must be convened by sending to every member society a notice thereof to be received not less than twenty-one days in advance of the meeting. The dissolution shall then take effect from the day when the resolution is passed and the Executive Committee shall be responsible for the winding-up of the assets and liabilities of the Federation. Any assets remaining after the discharge of all debts and liabilities, and the collection of any monies owed to the Federation, shall be shared equally amongst the member societies at the date of the dissolution.