

THE PHOTOGRAPHIC ALLIANCE OF GREAT BRITAIN

CONSTITUTION

1 **Constitution**

The Photographic Alliance of Great Britain (the PAGB) is established to consist of the Federations, Associations and Unions of photographic Clubs (the Member Federations) within the Geographical Limits of the United Kingdom of Great Britain and Northern Ireland, including the Channel Islands and the Isle of Man.

2 **Objects**

The objects of the PAGB shall be to promote and co-ordinate the interests of the Member Federations and the Affiliated Member Clubs in matters of common interest, to organise services and national events, and to co-operate with other national and international photographic bodies.

3 **General Conduct of the PAGB**

Subject to any decisions made in General Meetings, the business of the PAGB shall not interfere with the rights of self-government of the Member Federations.

4 **Use of Sub-titles**

- (a) Member Federations may use the sub-title 'Member of the Photographic Alliance of Great Britain'.
- (b) Affiliated Member Clubs belonging to Member Federations may use the sub-title 'Affiliated to the Photographic Alliance of Great Britain'.

5 **Admission to the PAGB**

A General Meeting may, by Special Resolution, admit a new Member Federation having twenty or more Clubs.

6 **Withdrawal from the PAGB**

A Member Federation may withdraw from the PAGB on giving notice in writing to the Secretary of the PAGB, but shall remain liable for any outstanding subscription due at the time of receipt of the notice.

7 **Removal from the PAGB**

A General Meeting may, by Special Resolution, remove a Member Federation from membership of the PAGB. The Federation is entitled to receive three months' notice of the intention to place such a resolution before the Meeting. Notice shall be served by recorded post to the last known address of the last known Secretary of the Federation.

8 **Establishment of Boundaries**

- (a) The boundaries between Member Federations shall be established by mutual agreement between the Federations.
- (b) A Club may only join the Federation within whose boundaries it is located, except where that Federation grants its permission for the Club to apply to join another Federation. A Club may be a member of more than one Federation.
- (c) The PAGB may adjust the boundaries of Federations consequent upon the admission of a Federation, the withdrawal of a Federation, the removal of a Federation, or on request by an existing Federation or applicant group. The PAGB shall only assume this responsibility after all reasonable attempts at agreement have proved unsuccessful.

(d) A Club affected by a boundary change may either change its Federation membership to be within the new boundary, or may retain its existing Federation membership.

9 Club Affiliation

(a) Except as provided at (b), Member Federations shall Affiliate all their Member Clubs to the PAGB where the Club is:

A camera club, photographic society, photographic club or photographic group with a published constitution and programme of events, united by a common interest in photography, meeting in person for mutual co-operation, education, entertainment or competition solely from one or more physical locations within the Geographical Limits of the PAGB.

(b) Where a Club is a member of more than one Federation, then the Club may be Affiliated to the PAGB through only one Federation, which shall normally be that in which it is located. An alternative Federation for Affiliation may be agreed between the parties.

(c) Federations shall provide the PAGB annually with a list of their Affiliated Clubs, and a list of any other of their member Clubs which are not Affiliated, with the reasons for exclusion.

10 Subscriptions

Subscriptions by Member Federations are payable to the PAGB on 1st January each year. The subscription for each Federation shall be calculated as the number of Affiliated Member Clubs in the Federation at 31st December of the year just ended, multiplied by a rate set by the Annual General Meeting. A Federation whose subscription remains unpaid by 31st March may be suspended from membership.

11 The Executive Committee

There shall be an Executive Committee of the PAGB, comprising:

(a) The elected Officers, being the President, the Vice-President, the Treasurer and the Secretary.

(b) The elected Federation members, being one member from each Member Federation.

(c) The elected FIAP Liaison Officer.

(d) Ex officio, the Immediate Past-President

(e) Ex officio, the Honorary Life Vice-Presidents.

(f) A non-voting representative appointed by the Council of the Royal Photographic Society.

12 Election of the Executive Committee

(a) All members of the Executive Committee shall retire each year and, where eligible, may be nominated for election at the Annual General Meeting, or shall become appointed ex-officio.

(b) The President shall not be eligible for a third consecutive year of office, except that any time spent as Acting President shall not be considered for this purpose.

(c) The Committee shall present nominations to the Annual General Meeting for the Officers, and for the FIAP Liaison Officer. Each nominee shall be a member of an Affiliated Member Club.

(d) Each Member Federation shall present one nomination to the Annual General Meeting. Each nominee shall be a member of an Affiliated Member Club within the Federation making the nomination.

(e) All nominations for election shall be given to the Secretary by the start of the Annual General Meeting. In the absence of any nomination, the meeting shall have discretion to accept a nomination during the meeting, or to declare a casual vacancy to be filled under the powers of the incoming Committee.

- 13 **Powers of the Executive Committee**
Subject only to any matter reserved for, or resolution of, a General Meeting, the Executive Committee shall have full control of the affairs of the PAGB, including:
- (a) Holding the assets of the PAGB, establishing bank accounts, and conducting financial transactions for the business of the PAGB.
 - (b) Removing from membership of the Committee anyone who ceases to be a member of an Affiliated Member Club.
 - (c) Appointing to any casual vacancy arising amongst its elected members. In appointing to a vacancy of a Federation member, the Committee shall take notice of any recommendation from the respective Federation.
 - (d) Where a Federation member is unable to attend, permitting a voting deputy to attend a meeting of the Committee.
 - (e) Co-opting additional voting members.
 - (f) Appointing one of its members to attend the Royal Photographic Society, and inviting the Council of the Royal Photographic Society to appoint its representative to attend General Meetings and meetings of the Committee.
 - (g) Inviting additional non-voting attendance at meetings of the Committee, where the invitee has special knowledge of a particular item of business.
 - (h) Appointing Subcommittees, from amongst its members and others, and determining their terms of reference. The President shall, ex officio, be a member of all Subcommittees.
- 14 **Meetings of the Executive Committee**
- (a) Meetings of the Executive Committee shall be held at such time and place as the Committee shall decide, under the chairmanship of the President or, in his absence or at his request, of some other member.
 - (b) An Extraordinary meeting of the Committee shall be convened on the direction of the President, or on the requisition of not fewer than five members of the Committee addressed to the Secretary. The meeting shall be held within two months of the direction or requisition.
 - (c) The quorum at meetings of the Committee shall be nine members attending, representing not less than one third of the number of Member Federations. An inquorate meeting shall be adjourned to another date and time and, when reconvened, the number of persons present shall then form a quorum.
 - (d) Meetings of Subcommittees shall be held at such times and places as each Subcommittee shall decide.
- 15 **Notice of Executive Committee Meetings**
Notice of Executive Committee meetings shall be given at least twenty-one days before the date of the meeting to all those entitled to attend, and shall state the business which is to be transacted.
- 16 **Business at Executive Committee Meetings**
All Resolutions shall require more than one-half of the votes cast to be in favour for the Resolution to be passed.
- 17 **Voting at Executive Committee Meetings**
- (a) Any member unable to attend in person, or in the case of a Federation Member by an agreed deputy, may appoint the Chairman or another member attending the meeting to vote as a proxy. All proxy appointments must be notified to the Secretary before the start of the meeting.
 - (b) Voting on any resolution shall normally be by a show of hands of those present, except that any member present may require that voting shall include proxies.

- 18 **Annual General Meeting**
 An Annual General Meeting shall be held each year in April. The meeting shall:
 (a) Receive a report from the Executive Committee on the activities of the previous year.
 (b) Receive a financial report from the Executive Committee including the accounts for the year ended on the previous December 31st.
 (c) Set the subscription rate for the following year starting 1st January.
 (d) Elect the new Executive Committee, which shall take office at the end of the meeting.
 (e) Appoint Accountants, an Honorary Solicitor, and an Archivist.
 (f) Conduct other business included on the Agenda.
 (g) Conduct any other business, provided that the meeting votes in favour of urgency.
- 19 **Extraordinary General Meeting**
 An Extraordinary General Meeting shall be held at such time and place as the President shall appoint, either on the requisition of the Executive Committee or on the requisition of not fewer than five Member Federations addressed to the Secretary. The requisition shall state the purpose of the proposed meeting.
- 20 **Composition of General Meetings**
 General Meetings shall be chaired by the President or, in his absence or at his request, by another member of the Executive Committee, and shall consist of:
 (a) The current voting members of the Executive Committee.
 (b) Representatives of the Member Federations, appointed by those Federations in accordance with the following scale, and whose names have been notified to the Secretary before the start of the meeting:

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| Up to 40 Affiliated Clubs | 3 Representatives |
| from 41 to 80 Affiliated Clubs | 4 Representatives |
| 81 or more Affiliated Clubs | 5 Representatives |

 (c) All Past Presidents.
 (d) A non-voting representative appointed by the Council of the Royal Photographic Society.
 (e) The quorum shall be twenty persons attending and entitled to vote, representing not less than half the number of Federations. An inquorate meeting shall be adjourned to another date and time and, when reconvened, the number of persons present shall then form a quorum.
- 21 **Notice of General Meetings**
 Notice of General Meetings shall be given at least twenty-one days before the date of the Meeting to the Member Federations and to all others entitled to attend, and shall state the business which is to be transacted. Notices to the Federations shall request the appointment of their representatives at the Meeting and shall be deemed given if addressed to the Secretary of a Federation.
- 22 **Business at General Meetings**
 (a) Any Resolution for the admission of a Member Federation, the removal of a Member Federation, the alteration of this Constitution, or the dissolution of the PAGB shall be a Special Resolution requiring more than two-thirds of the votes cast to be in favour for the Resolution to be passed.
 (b) Any other Resolution shall require more than one-half of the votes cast to be in favour for the Resolution to be passed.
- 23 **Voting at General Meetings**

- (a) Each person entitled to vote at a General Meeting, even if in more than one capacity, shall have one vote.
- (b) Any person entitled to vote at a General Meeting, but unable to attend, may appoint the Chairman or another person attending the meeting to vote as a proxy. All proxy appointments must be notified to the Secretary before the start of the meeting.
- (c) Voting on any Special Resolution shall always include proxy votes.
- (d) Voting on any other Resolution shall normally be by a show of hands of those present. However, any member present may require that voting on the Resolution shall include proxy votes.

24 Honorary Life Vice-Presidents

A General Meeting may, on a proposal from the Executive Committee, elect a person who has given distinguished service to the PAGB as an Honorary Life Vice-President.

25 Alteration of the Constitution

A General Meeting may, by Special Resolution, amend this Constitution.

26 Dissolution of the PAGB

A General Meeting may, by Special Resolution, dissolve the PAGB and appoint Trustees to call in, hold, manage and dispose the residual net assets of the PAGB upon such conditions as the Meeting shall direct.