

**RPS Digital Imaging Group – Revised Constitution Approved at the DIG  
AGM on 13<sup>th</sup> March 2011**

The Constitution has been revised at the request of Council using a template which will be the basic framework for the Constitutions of all Society Groups. The revision references and aligns the DIG Constitution with other key governance procedures.

Importantly:-

- The objectives of the Group are unchanged with the exception that paragraph 2 d) that the Group *Be involved with a state of integration of digital imaging with silver-based photography such that eventually there ceases to be the need for a specialist Group* has been deleted.
- The committee may be 6 members plus 3 officers
- A facility for the formation of local Centres is included
- The sunset clause has been revised and does not now anticipate that the Group will have a specific period of existence.

## **The Constitution of the Digital Imaging Group of The Royal Photographic Society**

**Approved by Council      Date: 15 February 2011**

### **1. Name and Aims**

- 1.1. The Group shall be known as The Digital Imaging Group (DIG) of The Royal Photographic Society.
- 1.2. The aims and objectives shall be to:
  - a) Disseminate information about digital imaging.
  - b) Promote good technical and ethical practice in the application of digital imaging.
  - c) Facilitate and encourage the interchange of information and ideas among members of the Group by providing a programme of events and activities, which may include talks, workshops, exhibitions, The Society web presence, forum and publications.
- 1.3 The Group shall operate under the current Regulations and Guidelines for Special Interest Groups of The Royal Photographic Society (MP004 & FP003). All references to The Society herein are to The Royal Photographic Society. In all cases of a conflict of instruction or information The Society's governance procedures rule.
- 1.4 All publications advertising and publicity shall clearly indicate that the Group is part of The Royal Photographic Society and follow the current corporate branding.
- 1.5 To facilitate the above objectives, a local Centre of the DIG may be formed with the approval of the DIG Committee where needs are identified, there is local demand and there are volunteers to organise the activities. The purpose of local Centres is to further the aims of the DIG in their area. The DIG Committee shall prepare and approve additional rules and guidelines as necessary for the activities of local Centres which will each have a Centre Organiser. All Society governance procedures and the DIG Constitution apply to the local Centres and the finances of the local Centres are part of the DI Group finances.

### **2. Membership**

- 2.1. All paid up and Honorary members of The Royal Photographic Society are eligible to become members of the Group on payment of the appropriate Group subscription. A non-member of The Society cannot be a member of the Group. The level of subscription shall be decided from time to time by the Annual General Meeting upon a recommendation from the Group Committee. The Council of The Society shall be notified by 30<sup>th</sup> September each year of any change of subscription for the following financial year. The renewal date for the Group subscription shall be the same as the members Society subscription renewal date.

### **3. Committee**

- 3.1. A committee shall be elected by ballot, which may be a show of hands, at the Annual General Meeting or an Extraordinary General Meeting of the Group from members nominated in writing by not less than 2 other members. Such nominations and the written consent of the nominee must be received not later than 14 days before the date of the General Meeting or Extraordinary General Meeting
- 3.2. The Committee shall comprise of three officers: Chairman: Secretary: Treasurer: together with up to six other Group members. The length of service of the officers and committee members shall follow the current protocols in MP 001 of The Society. All officers and committee members must be members of The Society and of the Group. Any officer or committee member who ceases to be a member of The Society is immediately disqualified from office and the Group Committee.
- 3.3. The Officers of The Society shall be ex-officio members of the Committee and entitled to attend Committee meetings and to receive all Committee documents, but not entitled to vote or to be counted towards a quorum
- 3.4. The Committee may co-opt members of The Society who need not be members of the Group for specific purposes. Members so co-opted have no voting rights and do not count towards a quorum.
- 3.5. The Group Committee may invite non-members of The Society to attend Committee meetings for a specific purpose.
- 3.6. A quorum for committee meetings shall be three or one third of the Committee whichever is greater and must include two officers.
- 3.7. At the AGM the Group shall elect a representative from the Committee to The Society's Advisory Board. It is expected that this will be the Chairman unless exceptional reasons prevail.
- 3.8. In the event of a vacancy occurring, the Committee may co-opt a member of the Group to serve until the next General Meeting.
- 3.9. The Committee may appoint sub-committees as required. Sub-committees may co-opt members of The Society, who need not be members of the Group for specific purposes. Members so co-opted have no voting rights.

### **4. General Meetings**

- 4.1 The Group's Annual General Meeting shall be held within 3 months of the end of The Society's financial year 31 December
- 4.2 All officers and committee members shall retire annually at the AGM but may offer themselves for re-election. A member serving as Chairman may serve for up to a maximum of 6 consecutive years. In special circumstances, the Group may apply to Council for an extension of this limit.
- 4.3 Written notice of an AGM shall be dispatched at least 28 days before the meeting to each Group members' last known address, (this may be an email address if

such has been provided) as well as being published on The Society website.

- 4.4 A quorum for an AGM shall be 15 or one third of the membership which ever is fewer. In the event of the AGM being inquorate it shall be adjourned and reconvened at another time when the attendance at the reconvened Meeting will be deemed to constitute a quorum. The Committee may permit post and / or proxy votes on resolutions specified in the notice of meeting.
- 4.5 An Extraordinary General Meeting may be convened by the Group's Committee as it considers necessary. An Extraordinary General Meeting must also be convened, within 90 days of receipt by the Secretary of a requisition signed by at least 25 members or 50 % of the Group membership whichever is fewer. Written notice of the EGM shall be dispatched at least 28 days before the Meeting to each Group member's last known address (this may be an email address if such has been provided) as well as being published on The Society website stating the purpose for which the Meeting is convened. No business other than that specified in the notice may be conducted at the EGM. A quorum shall be 25 members or 50% of the Group membership whichever is fewer. If the Meeting is inquorate it shall not be reconvened without the previous procedure being undergone again and the specified quorum achieved. The Committee may permit post and/or proxy votes on resolutions specified in the notice of meeting.

## 5. Finances

- 5.1 The funds of the Group shall be under the control of the committee and shall only be used in the furtherance of the stated objectives of the Group. The committee is not authorised to enter into any expenditure or commitments it has insufficient funds to cover.
- 5.2 The committee shall require the treasurer to maintain proper accounting records comprising as a minimum, a record of all cash and bank transactions, a regular bank reconciliation statement, an income and expenditure account and a balance sheet. All supporting vouchers and documentation are to be retained for a period of at least six years.
- 5.3 Apart from the treasurer, the committee may appoint additional bank/cheque signatories for different levels of expenditure in accordance with protocols of the Banking Arrangements as set out in the Society's Manual FP003. The financial records shall be available for inspection at any time by the committee or the by the Treasurer of The Society.
- 5.4 The financial year end shall coincide with that of The Society, namely 31 December.
- 5.5 The treasurer shall prepare in summary format (the template to be provided by the Director General of The Society) accounts for the financial year and lodge these with the society by the 31 January for inclusion in The Society Group accounts.
- 5.6 The committee may appoint an independent examiner (who may not be the treasurer nor a member of the committee) to review the accounts to ensure that the figures supplied to The Society are in agreement with the records and vouchers kept by the treasurer. Any material inconsistencies should be brought to the attention of the committee and The Society Treasurer. (Please note this is not

a requirement of the Society.)

5.7 The accounts of the Group are to be laid before the members for approval, at the AGM of the Group.

5.8 Should the Group be disbanded at any time, then any remaining sums in the Group bank accounts or cash reserves are to be immediately transferred to The Society.

## **6. Winding Up**

6.1 The Group may be wound up by an AGM or EGM of the Group provided all members of the Group are given adequate opportunity to vote by post or proxy on the winding up resolution. The Council of The Society must be advised of such a possibility at the earliest opportunity.

## **7. Revision of this Constitution**

7.1 This Constitution and any amendments thereto are subject to approval and ratification by the Council of The Royal Photographic Society. Amendments shall only be made by an AGM or EGM of the Group after notice of proposed revisions has been included with or sent prior to the notice of meeting.