

THE BY-LAWS

In these By-Laws:

1. DEFINITIONS AND CONSTRUCTION

(a) each of the following expressions has, where the context admits, the meaning set against it:

<i>Expression</i>	<i>Meaning</i>
The Society	The Royal Photographic Society of Great Britain
the Council	the Council of Management for the time being of The Society
the elective posts	the three honorary officers and the four elected members of Council
the Board	the Advisory Board constituted under Paragraph 15
the Office	the registered office of The Society
the Register	the record of those who are members of The Society
the Seal	the common seal of The Society
month	calendar month
in writing	written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form

General Meetings shall be taken to refer to general meetings having business relating to the direction or management of the Society or its property, as distinct from functions where the business is confined to reading or discussing communications or to conducting other transactions in furtherance of The Society's primary objects:

(b) The headings appearing in these Presents and in the Rules have been inserted for convenience only and shall not affect the interpretation or effect thereof.

2. MEMBERS

2.1 There shall be the following classes of Members of The Society who shall enjoy the rights and privileges of membership save where specifically excepted and shall fulfil the obligations of membership

(i) Subscribing Members consisting of:—

- (a) Ordinary Members
- (b) Licentiates (over the age of 18)
- (c) Associates (over the age of 18)
- (d) Fellows

(ii) (a) Honorary Members
(b) Honorary Fellows

(iii) Junior Members - those under the age of 18 and without voting rights

- 2.2 The Society shall award the imaging science qualifications of Accredited Senior Imaging Scientist, Accredited Imaging Scientist, Qualified Imaging Scientist and Graduate Imaging Scientists (with post nominals respectively ASIS, AIS, QIS, and GIS) according to the provisions determined from time to time and included in The Rules
- 2.3 Any person aged over 18 years who is interested in photography or the sciences relating thereto, may apply for admission as an Ordinary Member of The Society; any person aged under 18 who is so interested may (subject to producing such evidence of age as the Council may require) apply for admission as a Junior Member of The Society.
- 2.4 The rights and privileges of every member shall be personal and shall not be transferable or transmissible.
- 2.5 Every person wishing to join The Society shall apply in writing to The Society. The application should normally be made on The Society's current application form.
- 2.6 The Council shall consider all applications for admission and shall have the power to admit, reject or defer any application.
- 2.7 Successful candidates shall be informed of their admission in writing and sent a Membership Card.

3. FELLOWS, ASSOCIATES AND LICENTIATES

- 3.1 The Council may from time to time, elect any Associate over the age of 18 (or exceptionally, any Ordinary Member or Licentiate over the age of 18) of The Society who, in the opinion of the Council, has shown distinguished ability or originality in one or other of the branches of photography, or the sciences relating thereto, as a Fellow of The Society. Fellows shall have the right to place the letters "FRPS" after their names for so long as they remain in membership and "Hon FRPS" if they have been elected Honorary Fellows under Paragraph 4.
- 3.2 The Council may, from time to time, elect any Ordinary Member, Junior Member or Licentiate of The Society who has satisfied the Council of an ability in one or other of the branches of photography, as shall be determined by the Council, as an Associate of The Society. Associates shall have the right to place the letters "ARPS" after their names for so long as they remain in membership.
- 3.3 The Council may, from time to time, elect any Ordinary Member or Junior Member of The Society who has satisfied the Council of sufficient ability, being an ability less than required under Paragraph 3.2 above, in one or other of the branches of photography, as shall be determined by the Council, as a Licentiate of The Society. Licentiates shall have the right to place the letters "LRPS" after their names for so long as they remain in membership.
- 3.4 A Certificate, under the seal of The Society, shall be issued to all who are admitted to its Licentiateship, Associateship or Fellowship; but in all cases, such Licentiateship, Associateship or Fellowship shall be personal to the individual Member, and shall not be used as part of the registered name of any company or corporate body or any business whatsoever. The Certificates granted by The Society evidencing the admission of any person to Licentiateship, Associateship or Fellowship, as the case may be, shall be the sole property of The Society and Certificates shall be held by Members only so long as they remain Licentiates, Associates or Fellows and, upon ceasing to be such, the Certificates shall be returned at once to The Society.

4. HONORARY MEMBERS AND HONORARY FELLOWS

- 4.1 The Council may, from time to time, elect persons who have rendered distinguished service to The Society or to photography as Honorary Members of The Society for life or a limited term. Honorary Members shall possess all the privileges of Ordinary Members (including the right to vote), but persons who are Honorary Members shall not, as such, be required to pay an admission fee or annual subscription to The Society.
- 4.2. The Council may, from time to time, elect distinguished persons having, from their position or attainments, an intimate connection with the science or fine art of photography, or the application thereof, as Honorary Fellows of The Society provided that not more than eight Honorary Fellows, shall be elected in any one year. Honorary Fellows shall possess all the privileges of Fellows (including the

right to vote), but persons who are Honorary Fellows shall not, as such, be required to pay an admission fee or annual subscription to The Society.

- 4.3. The acceptance of an Honorary Membership or an Honorary Fellowship shall imply acquiescence in all the rules and regulations of The Society.

5. JUNIOR MEMBERS

5.1 Any persons admitted as Junior Members of The Society may (subject to the other provisions of these Presents) remain Junior Members until the next subscription date immediately succeeding their eighteenth birthdays, and shall then, if they pay a subscription appropriate to their category of membership in respect of the year commencing on their subscription date, become Ordinary Members, Licentiates or Associates (as the case may be) of The Society without further formality and without payment of any further admission fees.

5.2 A Junior Member shall not be entitled to receive notice of, attend or take part in, General Meetings of The Society, to nominate any person for or hold any office, to vote, or to become a Fellow.

The Council shall also have power to impose by The Rules such further restrictions as it shall think fit upon the privileges to be enjoyed by Junior Members.

6. FEES AND SUBSCRIPTIONS

6.1 Subject as provided in The Rules, each class or category of member shall contribute to The Society such admission fee and annual subscription as the Council, by a two-thirds majority of the votes cast, shall from time to time prescribe, provided that a minimum of six weeks' notice be given of the newly applicable rates.

6.2 The Council shall have power at its discretion, in, any particular case, to waive payment of the whole or any part of an annual subscription, admission fee or life membership fee (and any payment so waived shall, for all purposes of these Presents, be deemed to have been made in full).

7. SUSPENSION AND TERMINATION OF MEMBERSHIP

7.1 Any class or category of member whose subscription is three months in arrears, shall not be entitled to receive notice of, attend, or take part in General Meetings or functions of The Society, or to receive The Society's printed papers, or to vote. Any member whose subscription is twelve months in arrears shall be deemed to have forfeited membership, and the name shall be removed from the Register.

7.2 Any member may resign from The Society by giving notice in writing.

7.3 Any member who shall be convicted on indictment of an offence shall ipso facto cease to be a member at the expiration of two months after that date on which the Council receives notification of such conviction, provided that the Council shall have the power at its discretion, by a resolution passed within such period of two months, to waive the provisions of this Clause in any particular case.

7.4 The Council may, at its discretion, expel any member from The Society, according to the provisions of The Rules

8. GENERAL MEETINGS

8.1 The Society shall hold a General Meeting within nine months of the end of its financial year in every year as its Annual General Meeting, and shall specify the Meeting as such in the notices calling it. The ordinary business of The Society's Annual General Meeting shall be:—

(a) to consider, and if thought fit, to approve the audited accounts and balance sheet and the reports of the Council and of the Auditors:

(b) in alternate years, to receive a report of the result of the ballot for the election of the President, Vice-President, Treasurer and elected Members of the Council and elected Members of the Board for the ensuing two years: and

(c) to appoint The Society's Auditors and to fix their remuneration.

All other business transacted at an Annual General Meeting shall be deemed special.

- 8.2 All General Meetings, other than the Annual General Meetings, shall be called Extraordinary General Meetings. All business transacted at an Extraordinary General Meeting shall be deemed special.
- 8.3 Extraordinary General Meetings may be convened by the Council whenever it thinks fit, and shall be convened on such requisition or, in default, may be convened by not less than twenty members (each having the right to vote at General Meetings of The Society on the date the requisition is deposited) stating the purpose for which the meeting is to be convened.
- 8.4 Twenty-one days' notice in writing at the least of every Annual General Meeting and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting and, in the case of special business, the general nature of that business, shall be given to such persons (including the Auditors) as are entitled to receive such notices from The Society.
- 8.5 The accidental omission to give notice of a meeting to, or the non-receipt of, such notice by any person, entitled to receive notice thereof, shall not invalidate any resolution passed at any meeting.

9. PROCEEDINGS AND VOTES AT GENERAL MEETINGS

- 9.1 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as provided in The Rules, twenty Members personally present shall be a quorum.
- 9.2 At any General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman of the meeting or by at least five members present in person, and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting. Unless a poll be so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minute book of The Society shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- 9.3 Every subscribing member (not being a subscribing member whose subscription is more than three months in arrears) and every Honorary Member and Honorary Fellow, shall have one vote on every poll. Votes may be given on a poll, either personally or by proxy.
- 9.4 Other proceedings for General Meetings shall be provided within The Rules

10. ELECTED HONORARY OFFICERS

- 10.1 The elected Honorary Officers of The Society shall be the President, the Vice-President and the Treasurer. They shall each assume office at, or during, an Annual General Meeting of The Society and (subject as otherwise provided in The By-laws) shall remain in office until the next Annual General Meeting but one.
- 10.2 Elected Honorary Officers who, during their term of office, cease to be members of The Society or of the Council shall *ipso facto* vacate their offices.

11. THE PRESIDENT AND VICE-PRESIDENT

- 11.1 It shall be the duty of the President to preside at all meetings of the Council and at General Meetings and other functions of The Society, and to regulate proceedings. The President shall deliver an address to The Society during the term of office. In the event of the death or resignation of the

President, the Council shall appoint the Vice-President to act as President. In the event of the death or resignation of the Vice-President, the Council shall appoint one of its number to act as President.

- 11.2 It shall be the duty of the Vice-President to preside at meetings of the Council and General Meetings and other functions of The Society from which the President is absent. If the Vice-President is unable to preside, the Council shall appoint one of its number to act.

12. THE TREASURER

12.1 The Treasurer shall be responsible for all monies received by The Society, and the payment of such sums as may be ordered by the Council. The Treasurer shall cause to be kept proper accounts of all such receipts and payments, and render such statements to the Council and the Auditors as they may require.

12.2 All monies payable to The Society shall be received by the Treasurer or such other Officers of The Society or such bank as the Council shall appoint to receive the same. The receipt of the Treasurer or of such other Officer or Officers or of such bank shall be a sufficient discharge.

12.3 In the event of the death or inability through illness or otherwise of the Treasurer to carry out such duties, a Deputy-Treasurer appointed by the Council shall act as Treasurer.

13. THE COUNCIL OF MANAGEMENT

13.1 The Council shall consist of:-

- i the Honorary Officers; and
- ii four elected members of The Society; and
- iii such members of the Board as may be co-opted on to the Council in accordance with the provisions hereinafter contained.

13.2 Members of the Council shall be the charity trustees for the purposes of the Charities Acts.

13.3 No person who is not a Member of The Society shall, in any circumstances, be eligible to hold office as a Member of the Council.

13.4 The four elected members of the Council shall assume office during, or immediately after, The Society's Annual General Meeting in those years in which an election has been held and (subject as otherwise provided in The Rules) shall remain in office until the next Annual General Meeting but one.

13.5 The Honorary Officers may, after consultation with the other elected members of Council, co-opt on to the Council up to three additional members of the Board who are also members of The Society, being persons who appear to the Council to be especially qualified to serve as Council Members. Such members shall have all the rights and obligations of membership of the Council and shall remain on the Council until immediately after the next Annual General Meeting but one.

13.6 The Council may fill any vacancy occurring in its body by co-option. Such co-options may be additional to those made under these Presents.

13.7 The provisions for election of Council members shall be made in The Rules.

13.8 Members of the Council shall cease to hold office on:-

- i. being disqualified from acting as a trustee by virtue of the Charities Acts:
- ii. becoming incapable by reason of mental disorder, illness or injury of managing and administering their own affairs:
- iii. ceasing to be a member of The Society; or
- iv. resigning their office by notice in writing to The Society.

14. POWERS OF THE COUNCIL

14.1 The business of The Society shall be managed by the Council, which may exercise all such powers of The Society and do on behalf of The Society all such acts and things as may be exercised and done

by The Society. No regulation made by The Society in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

- 14.2 Subject to the qualifications contained in the last preceding By-law, the Council shall have power to make and prescribe such Rules as it shall think fit (not being inconsistent with The Charter and By-laws) for the management of The Society.
- 14.3 The members for the time being of The Council may act notwithstanding any vacancy in their body: provided always that in case the members of the Council shall at any time be reduced in number to less than the minimum number prescribed by The Rules as the necessary quorum of members of the Council, it shall be lawful for them to act as the Council for the purpose of filling vacancies in their body or of summoning a General Meeting, but not for any other purpose.

15. THE ADVISORY BOARD

15.1 The Advisory Board shall consist of:

- i. the Honorary Officers and the other elected members of Council ex-officio:
- ii. six elected members of The Society:
- iii. a representative of each Group of The Society approved under The Rules to be elected by the respective Group at an Annual General Meeting of its members to serve for 2 years provided that no person shall be eligible to serve for more than 4 consecutive periods of election as a representative of one Group or to represent more than one Group at a time; and
- iv. a representative of each Region for which a Regional Organiser is eligible for appointment under The Rules to be elected at an Annual General Meeting of the members of the respective Region to serve for two years: provided that no person shall be eligible to serve for more than 4 consecutive periods of election as a representative of one Region or to represent more than one Region at a time: and
- v. a representative nominated by the Executive of the Photographic Alliance of Great Britain:
- vi. such persons as may be co-opted on to the Board in accordance with the provisions hereinafter contained.

The members of the Board shall take up office contemporaneously with the members of the Council.

- 15.2 The Council may appoint up to 3 additional persons, who need not be members of The Society, being persons who appear to the Council to be especially qualified to serve as a member of the Board. Such persons shall have all the rights of membership of the Board.
- 15.3 The Council may fill any vacancy occurring in the membership of the Board by co-option to hold office pending the election or appointment, as the case may be, of an eligible person to fill the vacancy. Any such co-options shall be additional to those made under 15.2 above.
- 15.4 The business of the Board shall be to act as a forum for debate and discussion on all matters concerning the implementation of the objects and purposes of The Society, and to make recommendations thereon for consideration by the Council.

16. DISQUALIFICATION OF MEMBERS OF THE BOARD

The office of a Member of the Board shall be vacated for the same reasons as in 13.8.

17. THE SEAL

The Council shall provide for the safe custody of the Seal which shall only be used by the authority of the Council or of a Committee of the Council authorised by the Council in that behalf: and every instrument to which the Seal shall be affixed shall be signed by the President or, in case of absence, the Vice President or Treasurer.

18. INVESTMENTS

- 18.1 All monies of The Society (in excess of such current balances in the hands of The Society's bankers or of the Treasurer or of any other duly authorised agent or Officer or The Society) as the Council may authorise or require to be kept in hand to meet the current expenses of The Society shall, subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law, be invested in accordance with the provisions in the Royal Charter and these Presents.
- 18.2 Provided that if The Society shall take or hold any property subject to any trusts, The Society shall only deal with or invest the same such manner as shall be allowed by law, having regard to such trusts.
- 18.3 The Society may delegate the management of investments to a financial expert, but only on terms that:
- (i) the investment policy is set down in writing for the financial expert by the members of the Council:
 - (ii) every transaction is reported to the members of the Council:
 - (iii) the performance of the investments is reviewed regularly with the members of the Council:
 - (iv) the members of the Council are entitled to cancel the delegation arrangement at any time:
 - (v) the investment policy and the delegation arrangement are reviewed at least once a year;
 - (vi) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the members of the Council on receipt;
 - (vii) the financial expert must not do anything outside the powers of the members of the Council.

Subject as aforesaid no liabilities shall attach to any officer, servant or member of The Society in respect of any loss or depreciation of any investment so made as aforesaid and any investment may be varied from time to time at the discretion of The Society.

19. RECORDS AND ACCOUNTS

- 19.1 The members of the Council must comply with the requirements of relevant statutes as to keeping financial records and the audit of accounts.
- 19.2 The members of the Council must keep proper records of:
- i all proceedings at General Meetings, and
 - ii all professional advice obtained
- 19.3 Accounting records relating to The Society must be made available for inspection by any member of the Council at any reasonable time during normal office hours and may be made available for inspection by members who are not members of the Council if the members of the Council so decide.
- 19.4 A copy of The Society's latest published statement of accounts must be supplied on request to any member of the Council or member or to any other person who makes a written request and pays The Society's reasonable costs, within two months.

20. NOTICES

- 20.1 A notice may be served by The Society upon any members, either personally or by sending it through the post in a prepaid letter, addressed to such members at their registered address as appearing in the Register of Members.
- 20.2 When a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

21. INDEMNITY

Every member of the Council, Auditor, or other Officer or agent of The Society, shall be indemnified out of the assets of The Society against any liability incurred by them in defending any proceedings in relation to The Society, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of The Society.