



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 Provincial Department of Consumer and Corporate Affairs 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, as set out in Article 14 of this Constitution.

ARTICLE 2

Membership

- 2.1 All persons interested in photography are eligible to become members.

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.

ARTICLE 4

Duties of Elected 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 programs scheduling which shall be presented to the Board of Directors for approval.
 - c) Appoint all standing committees with the approval of the Board of Directors.
 - d) Appoint special committees as necessary, with the approval of the Board of Directors.
 - e) Have general Supervision of the Club activities.
 - f) Be ex-officio member of all committees except the nominating committee.
 - g) Perform such 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 s/he shall possess all the powers of the President.
- b) Be responsible for the membership until such time as it is deemed necessary to establish a Membership Committee.
- c) Perform such 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) Report recommendations and actions of the Board of Directors.
- c) File all documents and essential correspondence.
- d) Keep the Constitution and Standing Rules current for reference.

4.4 The Treasurer shall:

- a) Receive funds and issue receipts.
- b) Make disbursements as authorized by the Club.
- c) Keep an accurate record of all funds.
- d) Prepare and present an itemized statement of receipts and disbursements at the semi-annual and annual meetings.
- e) Must file a tax return for the Club within six (6) months of its fiscal year end.
- f) File a Notice of Change of Directors with the Provincial Government plus the required fee within 15 days of the change.
- g) Submit books and financial statements for audit at the close of the fiscal year and/or on request of the Club or Board of Directors.

4.5 The Past-President shall:

- a) Act as an advisory to the President.
- b) Perform such other duties as may be required.

ARTICLE 5

Elections

- 5.1 The election of the Vice-President, Secretary and Treasurer shall take place each year at the annual general meeting. The position of President shall automatically be filled, each year, by the incumbent Vice-President, in such cases as the Vice-President is unable to fill the position of President, the position shall be determined by an election from the membership at large.

5.2 Board Vacancies

- (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).
- (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 Section 5.2 (a).

ARTICLE 6

Quorum

- 6.1 Thirty-three percent (33%) of the current paid membership of the Club shall constitute a quorum for the transaction of all business of the Club.

ARTICLE 7

Meetings

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

ARTICLE 8

Meeting Location

- 8.1 The Board shall be responsible for arranging suitable locations for meetings.

ARTICLE 9
Board of Directors

- 9.1 Composition of the Board of Directors shall be the elected Officers of the Club and the immediate Past President.
- 9.2 Meetings of the Board of Directors shall be at the call of the President or any two (2) Board members, should the President refuse to do so.

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 special committees for such purposes as may be designated. The actions of any committee shall be subject to the approval of the Board of Directors. The President shall be automatically be a member of each committee.

ARTICLE 12
Membership Fees

- 12.1 The yearly membership fee shall be set annually by the Board of Directors and shall be payable upon 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 made on behalf of the Club must be approved by the Board of Directors.

ARTICLE 14

Educational and Recreational Program

14.1 The educational and recreational portions of the program shall be designed by the Board of Directors.

ARTICLE 15

Field Trips

15.1 All members will be eligible to participate in the field trips.

ARTICLE 16

Advertising

16.1 Club advertising shall be conducted through local sources at minimal costs to the Club. Major advertising will require the approval of the Board of Directors.

ARTICLE 17

Parliamentary Authority

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

ARTICLE 18

Endorsements

18.1 This Club shall endorse no person or other organization or the views, actions, or product of such persons or organizations where the purpose is exchange of information, but where the group takes no action which implies endorsement.

ARTICLE 19

Dissolution of this Corporation

19.1 No part of the income or principal of this Club shall incur to the benefit of or be distributed to any member, Director or Officer of this Club or to any other private individual, but reimbursement for expenditures of the payment of reasonable compensation for services rendered shall not be deemed to be distribution of income or principal. Upon dissolution of the Club, any funds and assets of the Club remaining after satisfaction of its debts and liabilities, shall be distributed to a recognized Charitable Organization in the area whose objects most closely accord with those of the Club as determined by its members at dissolution.

**ARTICLE 20
Amendments**

20.1 Proposed Amendments

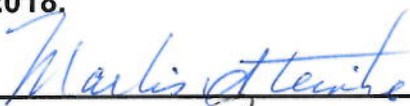
This Constitution may be amended at a General Meeting by a two-thirds (2/3) vote of the members present, provided quorum is present. Proposed amendments must be submitted to the President and received no later than four (4) weeks prior to the General Meeting, for the purpose of giving the Club members notice of the proposed amendments. Any exception to this ruling is allowed only if the proposed amendment has the unanimous recommendation of the Board of Directors and has the majority consent of the members. The proposed amendment may then be adopted at a subsequent business meeting by a two-thirds (2/3) vote of the members present.

20.2 Emergency Provisions


In an emergency where action is necessary between General Meetings, or because non General Meeting is held, a mail vote may be taken on proposed amendments, addressed to the last known address of each Club member, not less than four (4) weeks before the proposed effective date of the amendment(s). The question shall be adopted if approved by 2/3 of the responding Club members in good standing, provided that at least thirty-three (33%) of the Club members respond.

THE ARTICLES IN THIS CONSTITUTION FOR THE "WINNIPEG SOUTH PHOTO CLUB, Inc" WERE ADOPTED THE 9TH DAY OF JANUARY IN THE YEAR 1991.

Amendment 5.2 Board Vacancies (a) and (b) were adopted the 17th day of January, 2018.



President



Vice-President



Secretary



Treasurer