

The By-Laws

Approved and adopted at the Annual General Meeting of The Society held on [] 2017.

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>
Address	includes a number or address used for the purposes of sending or receiving documents by electronic means without limitation by email or website, capable of being read;
The By-Laws	these By-Laws as added to, amended or revoked from time to time;
The Council	the council of management for the time being of The Society;
Election Year	a year in which elections to The Council are held, the first being (following the adoption of these By-Laws) in 2019, the second being in 2021, and then biennially thereafter;
Elective Posts	the President Elect, Treasurer and Ordinary Members of The Council;
Honorary Members	as defined in By-Law 4.1;
Honorary Officers	the President, President Elect and Treasurer;
Month	calendar month;
Office	the registered office of The Society;
Ordinary Members of The Council	the four members of The Council elected by the members of The Society under By-Law 9.1;
President Elect	includes the Vice President who is in office until the 30 th September 2019, and thereafter means any person appointed to perform the duties of the President Elect under By-Law 9.3;
Register	the record of those who are members of The Society;



Representatives Committee	the Representatives Committee constituted under By-Law 15;
The Rules	the Rules of The Society as added to, amended or revoked from time to time;
Seal	the common seal of The Society;
The Society	The Royal Photographic Society of Great Britain;
Treasurer	means any person appointed to perform the duties of the Treasurer of The Society under By-Law 9.2;
in Writing	representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods whether sent or supplied in paper copy or similar form, or by electronic means without limitation by email or website, capable of being read.

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 By-Laws 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 of The Society (which may have varying categories of subscriptions, as decided by The Council under By-Law 2.2, for example without limitation: Under 25 years; Over 65 years; Students; Disabled; Family and Overseas)
 - (b) Licentiates
 - (c) Associates



(d) Fellows

(ii) (a) Honorary Members

(b) Honorary Fellows

2.2. The Council shall provide for the formalities of application for admission to each class of membership and admission and all other matters relating thereto, including fees, costs and subscriptions, not otherwise prescribed by The By-Laws or The Rules. Every member of the Society shall be entered on the Register.

2.3. 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) to any member according to the provisions determined from time to time and included in The Rules.

2.4. The Society shall award the creative industry qualifications of Qualified in Imaging in the Creative Industries, Graduate in Imaging in the Creative Industries, Accredited in Imaging in the Creative Industries and Accredited Senior in Imaging in the Creative Industries (with post nominals respectively QICI, GICI, AICI and ASICI) to any member according to the provisions determined from time to time and included in The Rules.

2.5. Any person who is interested in photography or the sciences relating thereto, may apply for admission as an Ordinary Member of The Society.

2.6. The rights and privileges of every member shall be personal and shall not be transferable or transmissible.

2.7. 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.

2.8. The Council shall consider all applications for admission and shall have the power to admit, reject or defer any application.

2.9. Successful candidates shall be informed of their admission in Writing and sent a Membership Card.



3. Qualification for Licentiates, Associates, and Fellows

3.1. Licentiates

- (i) The Council may, from time to time, elect any Ordinary Member of The Society who has satisfied The Council of sufficient ability, 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.

3.2. Associates

- (i) The Council may, from time to time, elect any Ordinary 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. Fellows

- (i) The Council may from time to time, elect any Associate (or exceptionally, any Ordinary Member or Licentiate) of The Society who has in the opinion of The Council 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 By-Law 4 below.

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 Membership

4.1. The Council may, from time to time, elect Ordinary Members, Licentiates, and Associates who have rendered distinguished service to The Society or to photography as Honorary Ordinary Members, Honorary Licentiates, and Honorary Associates respectively of The Society (the "Honorary Members") for life or a limited term. Honorary Members shall possess all the privileges of their



Ordinary Membership, Licentiatehip or Associateship (including the right to vote), but persons who are Honorary Members shall not 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 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. Fees and Subscriptions

5.1. Subject as provided in The Rules and by The Council under By-Law 2.2 above, 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.

5.2. 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 By-Laws, be deemed to have been made in full).

6. Suspension and Termination of membership

6.1. Any class or category of member whose subscription is eight weeks 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, and shall be deemed to have forfeited membership, and the name shall be removed from the Register.

6.2. Any member may resign from The Society by giving notice in Writing.

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

7. General Meetings

7.1 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:



- (i) to consider, and if thought fit, to approve the audited accounts and balance sheet and the reports of The Council and of the Auditors;
- (ii) in every second year, to receive a report of the result of the ballot for the election of two Ordinary Members of The Council;
- (iii) in every fourth year, to receive a report of the result of the ballot for the election of the President Elect, Treasurer and two Ordinary Members of The Council , and to announce the new President; and
- (iv) to appoint The Society's Auditors and to fix their remuneration.

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

7.2. 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.

7.3. 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 two hundred 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. If the total number of members shall be less than two hundred then one-tenth of the number of the total number of members at that date shall have the power to convene a meeting.

7.4. 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.

7.5 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.

8. Proceedings and Votes at General Meetings

8.1. 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.



8.2. 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 chair 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 chair 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.

8.3. Every subscribing member (not being a subscribing member whose subscription is more than eight weeks 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.

8.4. Other proceedings for General Meetings shall be provided within The Rules

9. Elective Posts

9.1. Ordinary Members of The Council

- (i) At the Annual General Meeting in the 2019 Election Year there shall be announced the appointment of four Ordinary Members of The Council, who shall have been elected by ballot of the members of The Society in compliance with the procedure set out in The Rules, two for a term of two years and two for a term of four years. They shall each assume office at the close of the Annual General Meeting. And (subject as otherwise provided in The By-Laws) they shall remain in office until the close of the Annual General Meeting respectively two or four years later.
- (ii) In the Election Years following the 2019 Election Year two Ordinary Members of The Council shall be elected by ballot of the members of The Society in compliance with the procedure set out in The Rules for a term of office of four years each. They shall each assume office at the close of the Annual General Meeting of The Society at which their appointment by ballot is announced and (subject as otherwise provided in The By-Laws) shall remain in office until the close of the Annual General Meeting four years later.

9.2. Treasurer

- (i) Every four years, starting in the 2019 Election Year, the Treasurer shall be elected by ballot of the members of The Society in compliance with the procedure set out in The Rules for a term of four years. The Treasurer shall assume office at the close of the Annual General



Meeting of The Society at which his or her appointment by ballot is announced and (subject as otherwise provided in The By-Laws) shall remain in office until the close of the Annual General Meeting four years later.

9.3. President Elect

- (i) Every two years, starting in the 2019 Election Year, the President Elect shall be elected by ballot of the members of The Society in compliance with the procedure set out in The Rules for a term of two years. The President Elect shall assume office at the close of the Annual General Meeting of The Society at which his or her appointment by ballot is announced and (subject as otherwise provided in The By-Laws) shall remain in office until the close of the Annual General Meeting four years later, as President Elect for the first two years and as President for the subsequent two years.

9.4. Those who, during their term of office in an Elective Post, cease to be members of The Society or of The Council shall ipso facto vacate their Elective Posts.

10. Appointment of the President

10.1. At the Annual General Meeting in 2019 the person holding the role of Vice-President up until that Annual General Meeting shall automatically become the President for a term of two years at the close of that Annual General Meeting.

10.2. In future the President Elect shall automatically become the President at the close of the Annual General Meeting at which he or she ends his or her full term of two years as President Elect.

10.3. A President who, during his or her term of office ceases to be a member of The Society or of The Council shall ipso facto vacate his or her office as President.

11. Duties of the President and President Elect

11.1. It shall be the duty of the President to preside at all meetings of The Council and at General Meetings, 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 President Elect to act as President. In the event of the death or resignation of the President Elect, The Council shall appoint one of its number to act as President.

11.2. It shall be the duty of the President Elect to preside at meetings of The Council and General Meetings and other functions of The Society from which the President is absent. If the President Elect 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) the Ordinary Members of The Council ; and
- (iii) such members 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. Only members of The Society shall, in any circumstances, be eligible to hold office as a member of The Council.

13.4. The Council may, after consultation, co-opt on to The Council up to three additional members of The Society, being persons who appear to The Council to be especially qualified to serve as members of The Council. 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 Election Year.

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

13.6 The provisions for election of members of The Council by ballot, and lengths of terms of office, shall be made in The Rules.

13.7. 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;
- (iv) resigning their office by notice in Writing to The Society; or
- (v) being removed by resolution of The Council on the grounds that the member's continued membership of The Council would be harmful 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 a 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 regulations as it shall think fit (not being inconsistent with The Charter and The 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 Representatives Committee

15.1 The Representatives Committee shall consist of:

- (i) The chairs ex- officio of the seven standing committees (approved under The Rules).
- (ii) Two additional representative of the regions standing committee (approved under The Rules) selected by the Regions and approved and appointed by The Council.
- (iii) One additional representative of the groups standing committee (approved under The Rules) selected by the groups and approved and appointed by The Council.
- (iv) One additional representative of the overseas members selected by the overseas members and approved and appointed by The Council.



The Photographic Alliance of Great Britain (PAGB) representative; and the Volunteer Co-ordinator of The Society shall have a right to attend, but not to vote

The members of the Representatives Committee shall take up office contemporaneously with the members of The Council for a term of two years.

15.2. The Representatives Committee may recommend to The Council up to 3 additional persons, who need not be members of The Society, being persons who appear to be especially qualified to serve as a member of the Representatives Committee. The Council shall then have the power to elect them to the Representatives Committee or not.

15.3. The Representatives Committee may fill any vacancy occurring in the membership of the Representatives Committee 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 Representatives Committee 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.

15.5. The office of a member of the Representatives Committee shall be vacated for the same reasons as in 13.7.

16. 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 President Elect or Treasurer.

17. Investments

17.1. 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 By-Laws.



17.2. 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.

17.3. 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.

18. Records and Accounts

18.1. The members of The Council must comply with the requirements of relevant statutes as to keeping financial records and the audit of accounts.

18.2. The members of The Council must keep proper records of:

- (i) all proceedings at General Meetings, and
- (ii) all professional advice obtained

18.3. 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.



18.4. 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, within two Months.

19. Means of Communication to be used

(In this By-Law “**Document**” includes without limitation a notice, proxy form, ballot form or other information, except where expressly excluded.)

19.1. Any Document to be given to or by any person pursuant to The By-Laws or The Rules must be in Writing and sent or supplied in paper copy or similar form, or by electronic means without limitation by email or website, capable of being read, or (in the case of communications by The Society) by making it available on a website, to an Address for the time being notified for that purpose to the person giving the Document.

19.2. A member who does not register an address with The Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any Document from The Society.

19.3. Provision of a Document by electronic means

- (i) A Document may only be given by electronic means without limitation by email or website, capable of being read where the recipient has agreed (specifically or generally) that the document or information may be sent in that form, and this agreement has not been revoked.
- (ii) The Society may deliver a Document to a member:
 - (a) by electronic mail (except a Membership Card) to an Address notified by the member in Writing; or
 - (b) by a website (except a Membership Card) the Address of which shall be notified to the member in Writing;
- (iii) If a Document (other than a Membership Card) is sent by electronic mail, it is treated as being delivered forty-eight hours after it was sent.
- (iv) If a Document (other than a Membership Card) is published to a website (in the case of communications by The Society), it is treated as being delivered forty-eight hours after it was published on the website.



19.4. Provision of Documents by hand or by post

- (i) The Society may deliver a Document to a member:
 - (a) by delivering it by hand to the postal address recorded for the member on the Register;
 - (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the postal address recorded for the member on the Register;
- (ii) If a Document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the member.
- (ii) If a Document is sent by post or other delivery service not referred to in this By-Law, it is treated as being delivered:
 - (a) forty-eight hours after it was posted, if first class post was used; or
 - (b) seventy two hours after it was posted or given to delivery agents, if first class post was not used.

19.5. A technical defect in the giving of notice of which The Council are unaware at the time does not invalidate decisions taken at a meeting.

19.6. A member present in person, or by proxy at any general meeting of The Society shall be deemed to have received notice of the meeting, and where necessary of the purpose for which it was called.

19.7. This By-Law 19 does not affect any provision in any relevant legislation or The By-Laws requiring notices or documents to be delivered in a particular way.

20. Indemnity

- (i) Every member of The Council, 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.

In this By-Law a member of The Council means any member of The Council or former member of The Council of The Society.



- (ii) The Society may indemnify an auditor against any liability incurred by him or her in defending proceedings (whether civil or criminal) in which judgement is given in his or her favour or he or she is acquitted.

