

## The Rules

Approved and adopted at the Annual General Meeting of The Society held on 30 September 2017, as amended at the Annual General Meeting held on 28 September 2019.

These Rules are made under Section 16 of the Charter of The Royal Photographic Society. They form part of the management procedures of The Society and are subject to review from time to time by The Council of The Society as are all procedural documents. Modifications of this set of The Rules are not subject to approval by the Privy Council but must be approved at a general meeting.

The Charter and The By-Laws of The Society prevail if there is conflict in meaning or instruction.

For ease of reference the definitions from The By-Laws are included below, but any changes to these will need to be cross checked with The By-Laws, as these definitions apply to both the By-Laws and The Rules.

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 <sup>th</sup> 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; and
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.

## 1. Membership

- 1.1. The first annual membership subscription shall become due on the date of admission as a member of The Society and subsequent subscriptions shall be due on the same date each year.
- 1.2. A subscribing member who has paid all subscriptions and other fees due may, by paying such life membership fee as The Council shall from time to time determine, compound all future subscriptions.
- 1.3. Standard life membership fees for the different categories of subscribing members may be set and adjusted by The Council, from time to time, so that different amounts shall be payable by persons of the same category of membership but of different ages.
- 1.4. No proposal for the expulsion of any member shall be considered by The Council unless a notice signed by ten or more subscribing members has been received by The Society at its Office requesting such expulsion and specifying reasons for the expulsion.



- 1.5. No member shall be expelled without having been given an opportunity to explain or rebut before a meeting of The Council the matters alleged against them in the notice referred to in Rule 1.4.

## **2. Proceedings and votes at General Meetings**

- 2.1. If a quorum of 20 members is not present within half an hour from the time appointed for holding a General Meeting, the meeting shall stand adjourned to such other time and place as The Council determines. At such an adjourned meeting, if a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be accepted as a quorum.
- 2.2. The President shall preside as chair at all General Meetings of The Society. In the absence of the President, the President Elect shall so preside. If neither the President nor the President Elect is present within ten minutes after the time appointed for holding the meeting, the members present shall choose a member of The Council or, if no member of The Council is present or willing to preside, another member present, to preside as chair.
- 2.3. The chair may, with the consent of, or shall, by the direction of, any General Meeting, adjourn the meeting to another day, time and place. No business shall be transacted at such an adjourned meeting other than business which might have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, notice shall be given in the same manner as the original meeting. For shorter adjournments members shall not be entitled to any notice of the adjournment or of the business to be transacted at the adjourned meeting.
- 2.4. If a poll is demanded on a show of hands by a simple majority of members present at a meeting, it shall be taken at such time and place, and in such manner, as the chair of the meeting shall direct, and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
- 2.5. No poll shall be demanded on the election of a chair of a meeting or on any question of adjournment.
- 2.6. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a second or casting vote.
- 2.7. A demand for a poll shall not prevent the continuance of a meeting for the transaction of business other than the question on which the poll has been demanded.



- 2.8. An instrument appointing a proxy shall be provided in Writing by the appointer. Any person appointed as proxy shall be either a subscribing member, an Honorary Member or an Honorary Fellow of The Society.
- 2.9. To be valid, any instrument appointing a proxy (and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy thereof) shall be delivered to The Society's Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll. Instruments appointing proxies shall cease to be valid twelve Months from the date of execution.
- 2.10. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the authority under which the proxy was executed, provided that no written notice of the death or insanity of the principal or revocation shall have been received at The Society's Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 2.11. An instrument appointing a proxy shall be in Writing in the following form:



I \_\_\_\_\_ Membership no. \_\_\_\_\_

of: \_\_\_\_\_

Being a subscribing member, or an Honorary Member, or an Honorary Fellow, as the case may be of The Royal Photographic Society of Great Britain, hereby appoint the Chair of the Meeting (see note)

or: \_\_\_\_\_

to vote for me and on my behalf at the Annual, Extraordinary, or Adjourned General Meeting, as the case may be, of The Society to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and at every adjournment thereof.

Note: If you wish to nominate any other person strike 'the Chair of the Meeting' and insert the name of the alternative proxy who must be either a subscribing member, or an Honorary Member or an Honorary Fellow of The Society. Please indicate with a cross or other mark below how you wish your vote(s) to be cast. Your proxy may vote or abstain as he or she wishes on any resolution for which you do not give an instruction.

Resolution

☐

For

☐

Against

☐

Abstention

☐

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

### 3. Council Management and Proceedings

- 3.1. The Council may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, but shall meet not less than four times a year. Five members of The Council, of whom at least one shall be an Honorary Officer, shall constitute a quorum. Questions arising shall be decided by a majority of votes; in case of an equality of votes the chair shall have an additional casting vote.
- 3.2. Three members of The Council may, at any time, require a meeting of The Council to be convened by notice served upon all members of The Council.
- 3.3. The Council may delegate any of its powers to committees consisting of members of The Society and non-members co-opted by The Council as advisers for their specialist expertise. Any committee so formed shall conform to any regulations or management procedures imposed on it by The Council. The meetings and proceedings of any such



committee shall be governed by the provisions in The Rules and all proceedings must be reported promptly to The Council.

- 3.4 There shall be seven standing committees set up in accordance with Rule 3.3:
- (i) Awards;
  - (ii) Distinctions;
  - (iii) Education;
  - (iv) Finance;
  - (v) Science;
  - (vi) Groups; and
  - (vii) Regions.
- 3.5. A technical defect in the appointment or re-appointment of a member of The Council, of which The Council is unaware at the time, does not invalidate decisions taken by meetings of The Council.
- 3.6. The Council shall cause proper records to be kept of:
- (i) all proceedings at general meetings;
  - (ii) all proceedings at meetings of The Council;
  - (iii) all appointments made by The Council;
  - (iv) all reports of committees; and
  - (v) all professional advice obtained.

The minutes of any meeting, if signed by the chair of the meeting, or by the chair of the next succeeding meeting, shall be deemed sufficient evidence of what took place at the meeting without any further proof of the facts recorded therein.

- 3.7. The Council may agree that a particular motion may be communicated and voted upon by written or electronic means rather than at a meeting of The Council. Such a motion, if passed by a majority of The Council members, shall be as valid as if it had been passed at a meeting of The Council and shall be formally recorded in the minutes of the next meeting of The Council.



- 3.8. Groups of members formed for the study of specified branches of photography, in such a way as to further the objects of The Society, may be approved by resolution of The Council. Any such Group shall be recognised as an approved Special Interest Group of The Society. An approved Special Interest Group of members shall cease to be such on the approval of The Council being withdrawn.
- 3.9. The Council may appoint such members of The Society as it thinks fit to be Regional Organisers of The Society's activities to work in specified areas of the British Isles.
- 3.10. The Council may, from time to time, appoint any member of The Society to act as an Overseas Chapter liaison. Such an appointment shall not become effective until it has been accepted in Writing by the member concerned (and until then may be revoked by The Council). Any such appointment shall not be for more than two calendar years, but may (if The Council thinks fit) be renewed any number of times.
- 3.11. The duties of Overseas Chapter Coordinators shall be such as The Council shall decide from time to time.
- 3.12. The Imaging Science Qualifications and the Creative Industry Qualifications which The Society is authorised to award to any member under the By-Laws shall be regulated as follows:
- (i) The Council shall appoint an Imaging Science Qualifications board and a Creative Industry Qualifications board;
  - (ii) these two boards will then agree the requirements for each qualification offered under the By-laws in the areas of Imaging Science and the Creative Industry respectively;
  - (iii) the Distinctions standing committee will agree the standard for any distinctions within these qualifications; and
  - (iv) the Distinctions standing committee will then review all applications and make recommendations to the Council for approval and award of the qualification.

#### **4. Representatives Committee**

- 4.1. The Representatives Committee shall elect their own chair from amongst their number, and meet at least twice each year on dates they shall determine.
- 4.2. A meeting of the Representatives Committee must be called and held by the Representatives Committee within 28 days on a written request from The Council.

#### **5. Elections to The Council**



- 5.1. Elections shall be held in an Election Year.

***Nominations***

- 5.2. Every member of The Society entitled to vote at General Meetings may nominate one candidate for each of The Society's Elective Posts:

- (i) President Elect;
- (ii) Treasurer; and
- (iii) four Ordinary Members of The Council.

- 5.3. Nominations shall be made in Writing (authorized by the member in line with the management procedures laid out by The Council), and delivered to The Society's Office (or to The Society's authorised agent) by a date specified by The Council in an Election Year. The Society shall verify that each nomination is received from a member of The Society and shall confirm in Writing to each nominee notice of their nomination. A nominee's name will not be included on the ballot form unless:

- (i) the nominee has been validly nominated by at least ten members entitled to vote at General Meetings; and
- (ii) signed notice of acceptance of nomination by the nominee has been delivered to The Society's Office within seven days after service of such notice of nomination (or within such longer period as The Council may specify from time to time).

- 5.4. A person nominated for or elected to any Elective Post in The Society, at the time of such nomination or election:

- (i) must be a subscribing member, Honorary Member or Honorary Fellow of The Society;
- (ii) must not be in arrears with their subscriptions;
- (iii) if they have served as a member of The Council since the last election must not have vacated office during that period; and
- (iv) if they have been elected or co-opted as a current member of The Council must have attended at least half of its meetings unless otherwise permitted by The Council.

- 5.5. A person nominated for election as President Elect, at the time of such nomination:

- (i) must be a current member of The Council;





- (ii) must not be the immediate past President; and
  - (iii) must not be the current President.
- 5.6. A person nominated for election as one of the four Ordinary Members of The Council, at the time of such nomination:
- (i) must not be the current President or immediate past President; and
  - (ii) must not have been serving on The Council as an elected member of The Society for a continuous period of more than seven years.

#### ***The Council terms of office***

- 5.7. All members of The Council shall be elected by ballot of the members for terms of four years to run from the date of the Annual General Meeting at which their appointment is announced until the Annual General Meeting four years later, except two Ordinary Members of The Council elected in 2019 who shall only serve for two years from 2019, in line with the terms of The By-Laws.
- 5.8. No member of The Council may serve more than eight consecutive years on The Council, except for:
- (i) a member of The Council who becomes President Elect immediately after eight years' consecutive service on The Council may then serve up to twelve consecutive years in total including a two year term as President Elect and a two year term as President); or
  - (ii) members of The Council in office in 2019, whose terms of service pre-date the adoption of this set of The Rules will not be counted when calculating their period of service above; or
  - (iii) the two Ordinary Members of The Council elected in 2019 for an initial term of two years, who may serve up to ten years in total.

#### ***Ballots***

- 5.9. Ballot forms containing the names of all members validly nominated for an Elective Post in The Society, together with any information about each nominee as decided by The Council, (or details of where to find them published on a website if agreed to by the member in line with By-Law 19) shall be distributed (in accordance with By-Law 19) to all The Society members in an Election Year at an appropriate time, for example but without limitation with the notices given by The Society of its Annual General Meeting. For any member entitled to vote at such Annual General Meeting with a registered Address outside the United Kingdom, a ballot form, together with any information about



each nominee as decided by The Council (or details of where to find it published on a website if agreed to by the member in line with By-Law 19) shall, so far as is reasonably practicable, be sent to such Address (or an alternative Address within the United Kingdom which may have been given to The Society by that member) in time to enable the member to complete and return such ballot form to The Society or its authorized agent not later than the fifth day before the Annual General Meeting. Ballot forms shall be sent by ordinary post unless The Council directs otherwise and the members have consented where necessary under By-Law 19.

- 5.10. Every member of The Society entitled to vote at the Annual General Meeting shall be entitled to one vote in the election for each of the offices of President Elect and Treasurer, and up to four votes for the Ordinary Members of The Council. No ballot form shall be allowed to count as recording more than one vote for any candidate in the same capacity.
- 5.11. Ballot forms sent and returned by electronic means, without limitation by email or website, to be treated as valid, must:
- (i) be received by The Society not later than noon on the fifth day preceding the relevant Annual General Meeting;
  - (ii) comply with the terms for return laid out in the instructions sent with the ballot forms; and
  - (iii) cast no more than the number of votes permitted under Rule 5.10.
- 5.12. Ballot forms sent and returned by post, to be treated as valid, must:
- (i) be received at The Society's Office not later than noon on the fifth day preceding the relevant Annual General Meeting;
  - (ii) be in a sealed envelope bearing the voter's signature, printed name and membership number;
  - (iii) contain no indication of the voter's identity on the ballot form itself; and
  - (iv) cast no more than the number of votes permitted under Rule 5.10.
- 5.13. The counting of the votes cast shall be conducted under the supervision of scrutineers appointed by The Council and, if The Council thinks fit, additional supervision by the auditors. No candidate for an Elective Post in The Society shall be appointed a scrutineer.



- 5.14. The results of the elections shall be announced at the Annual General Meeting in the Election Year and such elections shall be deemed to have taken place on the date of that Annual General Meeting.
- 5.15. The Council shall have powers:
- (i) to publish or exhibit to members a list showing the number of attendances by the persons holding Elective Posts in The Society at the meetings of The Council, or its committees (containing such explanatory matter as The Council may think fit);
  - (ii) to nominate additional candidates to make up the number in the event of fewer than five members being nominated for election to The Council (any nominations made by The Council under this Rule shall be distinctly indicated on the ballot form);
  - (iii) to attach with each ballot form a statement showing the eligibility and suitability of candidates for any Elective Post in The Society (to be compiled from answers returned by the candidates to specified questions); and
  - (iv) to recommend particular candidates for any of the elective Honorary Officers of The Society as being persons who appear to The Council to be especially qualified to serve in the office for which they are so recommended.

In making such recommendations, The Council shall have regard to the desirability of giving each area of The Society's activities some measure of representation on The Council.

- 5.16. Those members who are described in the Register by an Address within the United Kingdom shall be entitled to receive notices from The Society. Notices shall be sent to members having registered Addresses outside the United Kingdom, so far as postal facilities permit, without conferring any right on such members to receive notices, in accordance with and subject to such regulations as The Council shall from time to time prescribe. Overseas members may, if they so wish, provide The Society with an Address within the United Kingdom for receipt of notices. Communications with members shall be served as laid out in By-Law 19.

