



CONSTITUTION OF F-STOP PHOTOGRAPHIC SOCIETY OF KEMPTON PARK

1. NAME AND FORM

- 1.1. The name of the club is the “**F-Stop Photographic Society of Kempton Park**”.
- 1.2. The club is a non-profit organisation for the promotion of photography among the public provided by the activities undertaken by the paid-up members.
- 1.3. The club is affiliated with the Photographic Society of South Africa (PSSA).
- 1.4. The club operates as non-profit organization under South African law.

2. DEFINITIONS

2.1. Clarification of Club Name

Although the organisation is officially named F-Stop Photographic Society of Kempton Park, it is referred to as a club within its constitution and day-to-day operations. The term “Society” is part of the official name for historical or branding reasons only and does not imply a different organisational structure or status. For all practical and legal purposes, the F-Stop Photographic Society functions as a club, with members, committees, meetings, and activities typical of a camera club. The F-Stop Photographic Society of Kempton Park, referred to as the club, is a non-profit voluntary association formed for the promotion and advancement of photography through structured member engagement, events, and educational initiatives.

2.2. Member

An individual who has been accepted into a club or organization and meets the criteria set out by that club, such as paying membership, agreeing to abide by the rules and constitution, and participating in the club's activities.

2.3 Member in Good Standing

A member who has paid all required fees adheres to the Constitution and rules of the club and is not subject to any disciplinary action or suspension.

2.4 Committee

The elected governing body of the club consists of a minimum of five members responsible for managing operations, finances, events, and communications, in compliance with this Constitution.

2.5 Committee Member

A person elected or appointed to serve on the governing body of a club, responsible for helping manage, oversee, and make decisions about the club's operations, activities, and direction.

2.6 The Chairperson

The elected leader of the committee who presides over meetings, provides strategic oversight, represents the club publicly, and exercises a casting vote in case of a tie during voting.

2.7 Quorum

The minimum number of eligible members or committee members is required to be present at a meeting to legally conduct business and make binding decisions. For General Meetings, a quorum is 50% of valid members; for committee meetings, it is half the committee members plus one.

2.8 Annual General Meeting (AGM):

An Annual General Meeting (AGM) is a yearly gathering of an organization's members to discuss key matters.

Core elements should typically include:

- Reviews performance: The group reviews the financial statements and overall progress and highlights from the previous year.
- Leadership updates: The chairperson will report on achievements, challenges, and possible strategic plans.
- Voting matters: Members may vote on important resolutions, such as electing committee members, changes in constitution and membership fees.
- Open forum: Attendees can raise questions or concerns.

2.9 Special General Meeting (SGM)

A non-regular meeting convened to address urgent or significant matters affecting the club, called either by resolution of the committee or by petition from 50% of members in good standing.

2.10 Written Notice

For the purposes of this Constitution, "written notice" shall include communication sent by email, WhatsApp, or any other official electronic platform used by the club to communicate with its members. It is the responsibility of each member to ensure that the club has their correct and up-to-date contact information.

2.11 PSSA

PSSA is an officially recognised body representing photographers in South Africa. PSSA is a company registered with the Registrar of Companies of South Africa. The management of PSSA is therefore governed by the South Africa Company's Act.

The club adopts the competition rules and judging guidelines of the PSSA, as outlined in Appendix A. These shall apply where relevant to our own competitions and events. In the event of any contradiction between our constitution and the external rules, this constitution shall take precedence unless otherwise stated.

2.12 Photo Vault Online

The PhotovaultOnline.com website facilitates the entry of photos in competitions. It is used by several clubs for competitions, such as monthly club entries, annual club competitions, interclub competitions and photographic salons. It will also facilitate the PSSA honours application entries for honours in digital photography.

2.13 Club Rules and Policies Addendum

A supplementary document maintained by the committee containing operational rules, guidelines, and procedures that support and give effect to the constitution. The Addendum may be amended by the committee in accordance with the constitution.

2.14 PSSA Salon Definitions & Conditions of entry Addendum B

A supplementary document maintained by the PSSA containing salon definitions & conditions of entry. These rules apply throughout all clubs as a standard for entries.

2.15 POPIA (Protection of Personal Information Act)

A South African data privacy law (Act No. 4 of 2013) that governs the collection, processing, storage, and sharing of personal information. The act is designed to protect individuals' privacy rights by regulating how personal data is handled by public and private bodies.

3. OBJECTIVES

The objectives of the club are as follows:

- 3.1 To promote and encourage interest in photography.
- 3.2 To enhance the knowledge and proficiency of members through sharing knowledge, mentorship, lectures, discussions and competitions.
- 3.3 To create and promote a feeling of camaraderie between members through regular meetings, workshops, seminars and gatherings.
- 3.4 To provide regular meetings where photographs are judged through objective critique to increase knowledge and learning and to provide a means of gaining points towards advancement through the club grading.

4. MEMBERSHIP

- 4.1 Membership is open to individuals with an interest in photography.
- 4.2 The new member may submit their application form (available from the website) to a committee member assigned with the task of handling new members, via the email info@fstoppphoto.co.za.
- 4.3 Membership will only commence once payment is received.

- 4.4 Once the application has been processed along with receipt of the membership fee, as set out on the application form, the member may request to join F-stop Photographic Society on PhotoVaultOnline.com and submit images for judging at the next meeting.
- 4.5 The committee (secretary) will keep and maintain a member register (within the confines of the POPIA specifications).

5. MEMBER'S FEES

- 5.1 Membership fees are payable in advance and are calculated for the period 1 March to 28 February each year.
- 5.2 Any member whose subscription fees are in arrears shall be notified by the committee. If payment is not received by the date specified in the notice, the individual membership shall be terminated with immediate effect. However, special arrangements for payment may be made in writing, subject to the committee's approval.
- 5.3 Should a member resign from the club for any reason, or if their membership is terminated by the committee, no refund of membership fees will be granted.

6. MEMBER CONDUCT

All members are expected to conduct themselves in a respectful, responsible, and ethical manner that upholds the values and reputation of the club.

- 6.1 Members shall abide by the club's constitution, rules, and policies, and uphold the values and objectives of the club.
- 6.2 Members shall treat fellow members, guests, and the public with courtesy and respect.
- 6.3 Members shall refrain from any behaviour that may cause the club into disrepute or cause harm to its members or activities.
- 6.4 Members shall follow reasonable instructions from the committee or event organisers during club functions or meetings.
- 6.5 Members shall avoid discriminatory, harassing, or offensive conduct in any form. Failure to adhere to the expected standard of conduct may result in disciplinary action, including suspension or termination of membership, as determined by the committee.
- 6.6 Membership can be terminated for the following reasons:
 - 6.6.1 Non-payment of subscription fees by the due date, as outlined in clause 5.3.
 - 6.6.2 Failure to comply with the rules and regulations of the Photographic Society of South Africa (PSSA) or F-Stop, where applicable.
 - 6.6.3 Conduct contrary to the constitution, rules of the club, or the guidelines of the PSSA.
 - 6.6.4 Any actions that may bring the club into disrepute or cause division within the club.

7. MEETINGS OF THE CLUB

- 7.1 Club meetings shall be held on the second Wednesday of each month, from January to December unless otherwise specified.
- 7.2 Participation via electronic means (e.g., Zoom or Teams) shall be considered equivalent to physical attendance for all meetings, including AGMs and SGMs, provided the member is identifiable and actively participating.
- 7.3 The club reserves the right of admission to all meetings. This right may be exercised by any member of the committee.
- 7.4 Meetings are open to all members and may be attended either in person or online via a platform designated by the club.
- 7.5 Members are welcome to bring guests to meetings; however, the member assumes full responsibility for the conduct of their guest.

8. ANNUAL GENERAL MEETING (AGM)

- 8.1 An Annual General Meeting (AGM) of the club shall be held in February each year.
- 8.2 Notice of the AGM, including the date, time, venue, and proposed agenda, shall be sent to all members in writing at least 14 days prior to the meeting.
- 8.3 Only items listed on the agenda shall be addressed at the AGM.
- 8.4 Members may submit written requests for additional items to be included on the agenda. Such requests must be received no later than seven (7) days before the AGM.
- 8.5 The general agenda of the AGM shall include the following:
 - 8.5.1 Constitution of the meeting. A quorum shall be constituted by fifty percent (50%) of valid Club members, excluding non-paying members and students/scholars under 18.
 - 8.5.2 Reading and approval of the minutes of the previous AGM and any Special General Meeting (SGM), if applicable.
 - 8.5.3 Presentation and acceptance of the Chairman's annual report.
 - 8.5.4 Presentation of the club's financial statement
 - 8.5.5 Presentation of the secretary's annual report.
 - 8.5.6 Election of the new committee.
 - 8.5.7 General.

9. SPECIAL GENERAL MEETING (SGM)

- 9.1 A Special General Meeting (SGM) may be convened either by a written request from no less than fifty percent (50%) of the club's members in good standing, or by a resolution of the committee. In either case, written notice must be given to all members by the committee.
- 9.2 Notice of a Special General Meeting (SGM), including the date, time, venue, and agenda, shall be sent to all members in writing at least fourteen (14) days prior to the meeting.

10. VOTING

- 10.1 Voting shall be conducted by a show of hands, unless a secret ballot is deemed necessary. In the case of a secret ballot, two (2) scrutinisers shall be appointed from among the members present to oversee the process.
- 10.2 Each member, excluding the Chairperson, shall be entitled to one (1) vote per resolution. Decisions shall be made by a majority vote of those present and eligible to vote.
- 10.3 In the event of a tie, the Chairperson shall have the casting vote.
- 10.4 Only members in good standing with the club shall be entitled to vote at any meeting.

11. MANAGEMENT COMMITTEE, POWERS & DUTIES

- 11.1 The management of the club shall be entrusted to a committee consisting of a minimum of five (5) members. The committee shall fulfil the following functions:
 - Coordinate the leadership of the club (Chairperson and Vice-Chairperson)
 - Oversee administrative duties (Secretary)
 - Manage financial responsibilities (Treasurer)
 - Handle monthly image entries and update member scores
 - Edit and distribute the club's monthly communications (newsletter, magazine, etc.), including coordinating advertisements
 - Liaise with the PSSA and/or judges for monthly meetings, and assist with new member engagement
 - Organise and coordinate club entries and maintain related equipment
 - Plan and coordinate workshops and outings in line with the club's objectives
- 11.2 Committee meetings shall be held every first Tuesday of the month, unless the Chairperson instructs otherwise due to unforeseen circumstances.
- 11.3 At the first meeting of the newly elected committee, roles and responsibilities shall be structured based on the current needs of the club.
- 11.4 The Committee shall elect a Chairperson to lead the committee for the administrative year.
- 11.5 All committee members shall be nominated and elected at the Annual General Meeting (AGM) held in February and shall serve for a term of one (1) year.
- 11.6 The club's administrative year runs from March of the current year to February of the following year.
- 11.7 If not, all positions are filled at the Annual General Meeting (AGM), or if vacancies arise during the year, the committee may nominate candidates for the vacant roles. These nominations must be presented to the members at the next club meeting for voting and approval.
- 11.8 Specific duties shall be allocated to each committee member to ensure all functions are effectively fulfilled.
- 11.9 The committee shall manage the general affairs of the club and make decisions on matters not specifically provided for in the Constitution. Any decisions requiring member approval as per the Constitution must be made at an Annual General Meeting (AGM) or Special General Meeting (SGM).
- 11.10 The committee may appoint sub-committees and delegate authority as needed. It may also co-opt additional members to assist with responsibilities.

- 11.11 The committee has full authority to manage and administer the club's activities, subject to the decisions of the general membership.
- 11.12 Should a committee member resign for any reason, their responsibilities will be temporarily assigned to another committee member until a replacement is appointed.
- 11.13 Committee membership may be terminated by a two-third (2/3) majority vote of the committee for the following reasons:
 - 11.13.1 Disrespect towards other members
 - 11.13.2 Harassment of other members
 - 11.13.3 Violent or physical behaviour
 - 11.13.4 Fail to fulfil their duties satisfactorily
 - 11.13.5 Miss three (3) consecutive meetings either in person and or online without formally requesting leave of absence.
- 11.14 Technical equipment owned by the club may be stored at a committee member's private residence.
- 11.15 The club does not provide insurance for its equipment. Therefore, any committee member storing equipment at their residence shall not be liable for loss, theft, or damage, including during transport to or from club events—unless otherwise provided for in the club's budget.
- 11.16 Members, guest or committee members will be held personally liable for any damage to the club's property caused by negligence or willful destruction.
 - 11.16.1 Negligence refers to careless actions or failure to exercise reasonable care, resulting in damage to the Club's property (e.g., mishandling club equipment, leaving gear unsecured).
 - 11.16.2 Willful destruction refers to intentional actions meant to damage or sabotage the club's property (e.g., deliberate vandalism, tampering with digital systems or data).
- 11.17 Committee members must disclose any actual or perceived conflicts of interest and may not vote on matters where such conflicts exist. Disclosures must be recorded in the minutes.
- 11.18 Committee Meetings:
 - 11.18.1 A quorum for a committee meeting shall consist of half the committee members plus one.
 - 11.18.2 Voting at committee meetings shall be conducted by a show of hands, unless the committee agrees to use an alternative method.
 - 11.18.3 All committee members shall have one vote. The Chairperson shall have both a deliberative vote and, if required, a casting vote in the event of a tie.
 - 11.18.4 Accurate minutes shall be recorded for all committee and ~~general~~ meetings, Annual General Meetings (AGM) or Special General Meetings (SGM). The Chairperson shall ensure minutes are kept, and a designated committee member shall be responsible for capturing and maintaining the minutes.

12. FINANCIAL RULES

- 12.1 The club's financial year shall run from 1 March to 28 February of the following year.
- 12.2 A bank account shall be opened in the name of the club. All funds received shall be deposited into this account.
- 12.3 All payments, except for petty cash expenses, shall be made via Electronic Funds Transfer (EFT). All Electronic Funds Transfers (EFT's) must be authorised by any one of the following officers of the club:
 - Chairperson
 - Vice-Chairperson
 - Treasurer
- 12.4 The Treasurer shall maintain accurate and complete records of all income and expenditure.
- 12.5 The Treasurer shall present a financial report at the Annual General Meeting (AGM). This report must be reviewed and certified by two (2) club members who are not serving on the committee.
- 12.6 Any funds not immediately required for the day-to-day running of the club may be invested in a manner deemed in the best interest of the club, as decided by the management committee.
- 12.7 The committee may accept or request donations on behalf of the club. All donations must be recorded and reflected in the Treasurer's financial report.
- 12.8 All monies received by or on behalf of the club shall be used solely for the benefit and objectives of the club. No member may profit or receive personal financial gain from club funds. However, individuals may be compensated for services rendered to the club, subject to committee approval.

13. IMAGE RIGHTS, PERMISSIONS, AND LIABILITY

- 13.1 Any member or participant submitting photographic material to the club, whether for competitions, exhibitions, publications, or any other club-related purposes, warrants that they are the sole creator and legal owner of the submitted work or have secured all necessary rights and permissions for such submission and use.
- 13.2 It is the responsibility of the submitter to obtain all requisite permissions and consents from any identifiable persons depicted within the submitted images. This obligation is especially important where the subjects are minors, vulnerable individuals, or are depicted in sensitive contexts.
- 13.3 By submitting photographic material, the submitter grants the club a perpetual, non-exclusive, royalty-free license to reproduce, publish, display, and distribute the material as a whole or in part for all Society-related purposes including, but not limited to newsletters, magazines, social media, websites, and local press.
- 13.4 The submitter agrees to indemnify and hold harmless the club, its officers, members, and affiliates against all claims, liabilities, damages, or expenses (including legal fees) arising from any breach of the warranties set forth herein,

- including but not limited to any failure to obtain necessary consent or infringement of privacy or personality rights.
- 13.5 The club reserves the right to request evidence of consent for any submitted material and to refuse publication or use of any photographic work where such consent cannot be satisfactorily demonstrated.

14. AMENDMENTS TO THE CONSTITUTION

- 14.1 Any provision of this Constitution may be repealed, amended, or added to by resolution passed at a General Meeting either, Annual General Meeting (AGM) or Special General Meeting (SGM), of the club.
- 14.1.1 Written notice of any proposed amendment or alteration to the Constitution must:
- 14.1.2 seconded by two members in good standing and forwarded to the Committee Secretary at least seven (7) days before the date of the proposed General Meeting, Annual General Meeting (AGM) or Special General Meeting (SGM); or
- 14.1.3 be approved by the management committee at a meeting of the said committee.
- 14.1.4 Full details of any proposed amendments shall be included in the notice convening the General Meeting, Annual General Meeting (AGM) or Special General Meeting (SGM).
- 14.1.5 Any amendment or alteration to the Constitution requires two-thirds (2/3) majority vote of the members present and entitled to vote at the General Meeting, Annual General Meeting (AGM) or Special General Meeting (SGM).
- 14.1.6 The Club's Policies and Rules Addendum document forms an integral part of the Constitution and may be updated as necessary by the Committee, in line with the provisions of this clause.

15. DISSOLUTION OF THE CLUB

- 15.1 Should the club cease to exist for any reason, or if circumstances require its dissolution, such a decision must be taken at a duly convened Special General Meeting (SGM).
- 15.2 In the event of dissolution, the remaining members of the committee shall be responsible for finalising all outstanding matters of the club.
- 15.3 Once all obligations have been settled, any remaining assets or funds of the club shall be donated or transferred to the Photographic Society of South Africa (PSSA), or another non-profit photographic organisation as agreed upon at the SGM.

16. VALIDITY OF THE CONSTITUTION

This Constitution, dated August 2025, of the F-Stop Photographic Club, was unanimously adopted at a Special General Meeting held on 29 July 2025 at the Bonaero Park NG Kerk, Kempton Park and is hereby signed and confirmed by the committee members present either in person and or online at the meeting.