

LONDON INDEPENDENT PHOTOGRAPHY

Rules of the Constitution

(Adopted by the members at the annual general meeting
held on 12 December 2011)

1. Group name and type of organisation

- 1.1 The group is called London Independent Photography (“LIP” or “the Group”).
- 1.2 LIP is a voluntary, subscription-based, membership group.

2. Objectives

- 2.1 The objectives of LIP are:
 - (a) to encourage members’ self-expression using the medium of photography through collaboration (rather than through individual competition) amongst photographers and artists at all levels of experience and expertise;
 - (b) to create opportunities for the exhibition by members of independent photographic work;
 - (c) to promote and encourage debate on photography in all its different forms;
 - (d) to provide instruction and inspiration through workshops, talks and satellite groups, for the benefit of members;
 - (e) to gain a wider acceptance of the importance of photography as a visual art;
 - (f) to promote independent photography and LIP to a wider audience by publishing a magazine and operating a website;
 - (g) to promote the broader cultural and social uses of the photographic medium;
 - (h) to reach out and foster participation of all sections of society within LIP;
 - (i) to promote and represent the interests of the LIP membership to local and national organizations and to communicate and co-operate with other independent photography groups, galleries and photographic publications in the pursuit of these aims;
 - (j) to do all things incidental or conducive to the attainment of the above objects.
- 2.2 No one objective will predominate or prevail over any other objective.

3. Membership

- 3.1 Membership of LIP is open to any person over the age of 18.
- 3.2 The membership consists of ordinary members, overseas members and honorary members.
- 3.3 A person becomes a member when he or she completes an application form for membership and pays his or her subscription in full.
- 3.4 When a person becomes a member, he or she agrees to be bound by, and comply with, these rules as amended from time to time.
- 3.5 Membership is not transferable, and terminates automatically when the member dies.

4. Honorary Members

- 4.1 A person may be elected an honorary member at a general meeting of LIP on the recommendation of the committee. An honorary member will have the full privileges of membership and full voting rights, but will not be required to pay further subscriptions.

5. Subscription

- 5.1 The amount of any annual subscription for each category of membership is fixed at the annual general meeting on the recommendation of the committee.
- 5.2 A member’s subscription becomes due on the expiry of his or her previous subscription.
- 5.3 A person’s membership automatically lapses if his or her subscription is not paid in full within 3 months of the due date.

6. Officers

- 6.1 The officers consist of a Chair, Secretary, Treasurer, Membership Secretary, Programme Organiser, Exhibition Organiser, Magazine Editor, Satellite Group Liaison Officer, Webmaster and Publicity Officer.
- 6.2 The officers are elected at the annual general meeting. Their term of office automatically expires at the next annual general meeting, but they are eligible for re-election. An officer may be removed from office by a motion passed at an annual general meeting or extraordinary general meeting by two-thirds of the members present at the meeting and voting.

7. Committee and management

- 7.1 The committee consists of the officers and in addition may include up to 4 other members elected or appointed in accordance with these rules. A person must be a member of LIP in order to hold an office or position on the committee.
- 7.2 The affairs of LIP are managed by the committee. The funds, assets and property of LIP are vested in the committee. LIP will operate on a cash, not credit basis.
- 7.3 The committee has power:
- (a) to retain and hold as property of LIP all sums of money coming into LIP and to bank the funds of the Group; and to invest sums of money and LIP's funds in any prudent manner which the committee thinks will benefit the Group;
 - (b) to spend LIP's money and funds to further its objectives and to comply with its duties of management under these rules;
 - (c) to pay or reimburse out of LIP's funds any expenses (including legal expenses arising out of any dispute, mediation, claim or litigation involving LIP) necessarily incurred by members of the committee or by any member acting with the authority of the committee in the administration and management of LIP or in carrying out duties or responsibilities for or on behalf of LIP provided that where such expenses are not routine then prior committee authorisation was obtained;
 - (d) to fill any vacancy amongst the officers until the next annual general meeting (a vacancy arises when an officer resigns or dies, is suspended or expelled, or when his or her membership expires or is otherwise terminated);
 - (e) to establish for the duration of its term of office any working parties or project teams as it considers desirable or necessary;
 - (f) to arrange public liability insurance and insurance of LIP's assets.

8. Group Finances

- 8.1 The Treasurer will collect all subscriptions and monies as authorised by the committee, keep proper records of all financial transactions, report the financial position of the Group to the committee at committee meetings, and prepare a balance sheet and profit and loss account for consideration at the annual general meeting. The Treasurer has authority to make payments on behalf of LIP.
- 8.2 All cheques drawn by LIP will be signed by the Treasurer and either the Chair or one other officer duly authorised by the committee to sign cheques on behalf of LIP.
- 8.3 No committee member may receive any payment of money or other material benefit (whether direct or indirect) from LIP except:
- (a) the reimbursement of reasonable out-of-pocket expenses (including travel costs) necessarily incurred in the administration and management of LIP or in carrying out their duties or responsibilities on behalf of LIP;
 - (b) a reasonable fee for equipment, property or premises let or hired to LIP;
 - (c) a reasonable fee for specialist skills and knowledge or professional or commercial services supplied to LIP;
 - (d) as provided elsewhere in the rules and provided that such payment of benefit has received prior authorisation from the committee.

9. Committee meetings

- 9.1 Committee meetings are held at least 4 times in each year. The quorum for committee meetings is 6, but a quorum must include the Chair or the Treasurer.
- 9.2 The Chair presides at committee meetings, unless the Chair is absent or unable or unwilling to do so, in which case another committee member elected by those committee members present will preside at the meeting.
- 9.3 All motions and decisions taken by the committee are decided by a simple majority of those present at the meeting and voting, except where otherwise provided in the rules. If the votes for and against a motion or proposal are equal, the chair of the meeting has a casting vote in addition to his or her ordinary vote.
- 9.4 A resolution or motion expressed in writing or by equivalent electronic means and approved by a majority of the committee members is as valid as a resolution passed at a committee meeting. For this purpose the resolution or motion may be contained in more than one document and will be treated as passed on the date of approval.

10. General meetings (i.e. Annual General Meetings and Extraordinary General Meetings)

- 10.1 All members are invited to and are entitled to attend a general meeting. The quorum for a general meeting is 20 members present at the meeting. A member is entitled to vote at a

- general meeting if he or she is present and has paid his or her subscription for the current year in full.
- 10.2 The Chair presides at the general meeting, unless the Chair is absent or unable or unwilling to do so, in which case another member elected by those members present may preside at the meeting.
- 10.3 All motions and proposals to be voted on at a general meeting are decided by a simple majority of those present at the meeting and voting, except where otherwise provided in these rules. If the votes for and against a motion or proposal are equal, the chair of the meeting has a casting vote in addition to his or her ordinary vote.
- 10.4 A motion or proposal put to the vote of a general meeting is decided on a show of hands unless poll is demanded under these rules. A poll on a motion may be demanded at a general meeting by the chair of the meeting or by any two members. The demand may be withdrawn if the poll has not yet been taken and the chair of the meeting consents to the withdrawal. Polls are to be taken in such manner as the chair of the meeting directs.
- 10.5 A general meeting is called by giving at least 14 days' notice in writing to members. The notice of meeting will contain the agenda of the meeting and specifies the business to be transacted. No motion, proposal or issue not contained or specified in a notice of meeting may be raised or brought before or voted on at any general meeting convened by the notice.
- 10.6 The accidental omission to give notice of a general meeting to, or the non-receipt of a notice of meeting by, any member will not invalidate the proceedings of the meeting.
- 10.7 The chair of a general meeting may permit other persons who are not members of LIP to speak at the general meeting.
- 10.8 No objection may be raised to the qualification of any person voting at a general meeting unless made at the meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 10.9 If a quorum is not present then the meeting is to be dissolved and adjourned to a new date as soon as possible thereafter, provided that at least 14 days notice of the new date is given to members. If at the adjourned meeting a quorum is not present then the members present (being at least three in number) will constitute a quorum.
- 11. Annual general meetings**
- 11.1 An annual general meeting is held in October of each year (or as soon thereafter as practically possible):
- (a) to receive and if thought fit approve the accounts of LIP for the previous financial year;
 - (b) to receive reports from the officers on activities since the previous annual general meeting;
 - (c) to elect the officers and other committee members (if any);
 - (d) to fix the subscriptions for each class of membership;
 - (e) determine any issues of policy of which proper notice has been given; and
 - (f) transact any other general business of which proper notice has been given.
- 11.2 A member wishing to submit items for consideration to the annual general meeting in any year has to give written notice and details of these to the Secretary at least 28 days before the date of the annual general meeting.
- 11.3 A member wishing to stand for election to any office or other position on the committee needs to be nominated in writing by 2 members. Such nomination and the written consent of the nominee have to be received by the Secretary at least 28 days before the date of the annual general meeting.
- 12. Extraordinary general meetings**
- 12.1 The Secretary will convene an extraordinary general meeting within 60 days of receiving a direction from the committee or a written request signed by at least 30 members setting out the proposals and business to be conducted at the requisitioned meeting.
- 13. Working parties and project teams**
- 13.1 The chairperson of a working party or project team is appointed by the committee. Additional persons are co-opted to a working party or project team by its chairperson after consulting with any existing members of the working party or project team.
- 13.2 An Officer may form a team to assist him or her in carrying out the duties, tasks and administration of office, and may co-opt members to that team, but the Officer will be team leader at all times and remain responsible for all actions and activities of the team.

- 13.3 All motions and decisions taken by a working party or project team require a simple majority of those at the meeting and voting.
- 13.4 All working parties or project teams are required to conduct their mandate and business in accordance with any directions from the committee, and report their activities and proceedings to the committee for approval and ratification.

14. Satellite Groups

- 14.1 LIP encourages members to set up smaller, local or interest-based groups of members which are self-organising and autonomous but which operate in association with LIP. Any such group recognised for the time being by the committee will be a satellite group of LIP.
- 14.2 A member of LIP is entitled to join any satellite group.
- 14.3 The Satellite Group Liaison Officer may attend the meetings and participate in the activities of any satellite group. In order to maintain the autonomy of satellite groups, the Satellite Group Liaison Officer cannot vote on any motion or proposal put to the organising committee or membership of any satellite group, and cannot be involved in the management of any satellite group.
- 14.4 Each satellite group will appoint a person responsible for liaising with the Satellite Group Liaison Officer regarding its meetings and activities.
- 14.5 Persons who are not LIP members may attend the activities of a satellite group on a trial basis for 3 times before their continued attendance requires them to become a member of LIP.
- 14.6 A satellite group is solely responsible for the activities it organises or undertakes. A satellite group has no authority or power whatsoever to enter into any contracts or make any representations or binding promises or commitments, for or on behalf of LIP or the committee.

15. Annual exhibition

- 15.1 LIP holds an annual exhibition of members' photographic work. All members are entitled to submit work for exhibition. The rules and procedures for the submission and selection of images are approved by the committee. The Exhibition Organiser manages the submission and selection process and all other arrangements for the exhibition within the guidelines given by the committee.
- 15.2 The selection of images for the annual exhibition is conducted anonymously by a selection committee consisting of not less than 2 persons renowned in the photographic field. The selectors cannot be members of LIP. The selectors are chosen by the Exhibition Organiser with that choice requiring ratification by the committee.

16. Magazine and website

- 16.1 LIP publishes a magazine which exists as a voice of independent photography, a showcase for members' work, and a medium to engage its readers in a wider dialogue concerning the many diverse approaches to photography.
- 16.2 LIP operates and maintains at least one website which functions as a central point of reference for the Group. The website will deliver a wide range of information and news to and about the members.
- 16.3 All intellectual property rights throughout the world arising from any work or action done by the Magazine Editor, the Webmaster or any other member in relation to any magazine published by LIP or any website operated by LIP or any activity authorised by the committee, shall belong to LIP. If requested by the committee, a member will promptly sign any deed or document reasonably required to transfer or vest such rights in LIP. Nothing in this provision affects a member's ownership of or intellectual property rights in his or her own photographic images.

17. Declaration of interest

- 17.1 A member will disclose to the Chair or the Chair of a Working Party or Project Team on which he or she sits any interest which may conflict with the proper consideration of a matter under discussion. A member disclosing an interest is not entitled to vote on the matter. The other members at the meeting are to decide whether the disclosing member may participate in the discussions.

18. Resignation, suspension and expulsion

- 18.1 A member may resign from LIP at any time by notifying the Secretary in writing. A resigning member is not entitled to a refund of any of his or her subscription, and remains liable for any unpaid subscription monies for the year in which the resignation is given.
- 18.2 The committee has the power to expel or to suspend for a period not exceeding 12 months any member who infringes any of the rules, is convicted of a criminal offence, or whose conduct

- in the opinion of the committee is injurious to the good name and reputation of LIP or brings LIP into disrepute or renders him or her unfit for membership of LIP.
- 18.3 In order to suspend or expel a member, the committee must tell the member why his or her membership is under consideration and give the member full opportunity to put forward a defence at any committee meeting called to consider the suspension or expulsion. Any motion for suspension or expulsion of a member has to be passed by a three-quarters majority of the committee present at the meeting and voting. All committee proceedings conducted under this rule are treated as privileged and confidential.
- 18.4 When a person ceases to be a member of LIP for any reason, or is suspended from membership, any position which that person holds on the committee or any Working Party or Project Team automatically terminates at the same time.
- 19. Indemnity**
- 19.1 Except for losses arising from fraud or wilful default, the members of the committee will be entitled to an indemnity out of the funds and assets of the Group for all expenses and other liabilities incurred in the discharge of their respective duties.
- 20. Amendment of the rules**
- 20.1 These rules may only be added to, altered or revoked at a general meeting at which two-thirds of the members present at the meeting and voting pass a motion to carry the amendments.
- 21. Dissolution**
- 21.1 Any motion to dissolve LIP has to be passed at a general meeting, and carried by three-quarters of the members present at the meeting and voting.
- 21.2 In the event that the members pass a motion to dissolve LIP, any property belonging to LIP will not be distributed to the members, but will be given or donated to such other associations having objects similar to LIP as the members may decide in a general meeting.
- 22. Miscellaneous**
- 22.1 Notice in writing under these rules is validly given by post, courier, fax or email. A notice addressed to all members may also be given by being displayed on a webpage of the website or published in the magazine.
- 22.2 Any dispute about the meaning or interpretation of any of these rules will be put to the committee for a ruling on the dispute.
- 22.3 Any contingency not covered by these rules will be dealt with at the discretion of the committee.

Note: Date of the rules: 1987

Date of the first amended rules: 23 January 1988 (adopted at AGM)

Date of the second amended rules: 13 April 1996 (adopted at AGM)

Date of the third amended rules: 6 November 2010 (adopted at AGM)

Date of the fourth amended rules: 12 December 2011 (adopted at AGM)