

## The Association Constitution. Updated 28<sup>th</sup> September 2023

### 1. Names and Objectives of the Association

1.1 The name shall be **The British Press Photographers' Association** (hereinafter referred to in this document as The Association)

1.2 Definitions

The terms Member, Associate Member and Life Member shall refer individually to the categories defined by rule 3.1. The terms members and membership shall refer collectively to all Members and Associate Members.

1.3 The objects for which the Association is formed are:

- a. To promote and inspire the highest creative, ethical and technical standards of press photography.
- b. To give members a voice so that the Association can, by publication, exhibition, or discussion, represent their views and experiences upon such matters that may be of mutual interest to press photographers.
- c. To hold exhibitions, publish books, maintain a website, and other wise promote the finest examples of our members' work.
- d. To seek dialogue with outside agencies and to promote and provide for the exchange of ideas between members and other bodies notwithstanding the rights of members to interact with those bodies on an individual basis without notice to the Association.

1.4 The Association's Code

The Association shall draft and publish a Code for its members. The Code shall be published on the Association's website and be open for amendment at an Annual General or Extraordinary General meeting providing that proposed amendments are published not less than three weeks before the meeting and be approved by a majority of members of the Board.

### 2. Officers

2.1 Officers of the Association

The Officers of the Association shall be Members of the Association and shall consist of the Chair, Vice-Chair (two posts available), Secretary, Treasurer, Website Editor and two further Officers without portfolio.

Officers shall be elected at the Annual General Meeting in each year and hold office for One Year, retiring at the termination of the Annual General Meeting in each year.

All Officers of the Association shall be eligible for re-election. The Chair and Vice-Chairs shall be eligible for re-election up to a maximum of Three Consecutive Years in the same office, at which time upon retiring, shall stand down from that office for a minimum period of One Year before seeking re-election unless the office cannot be filled at which point the three-year limit is discounted and the period becomes unlimited.

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### 2.2 Duties of Secretary

The Secretary shall:

- a. Keep a register of The Association's members' names, addresses, email addresses, and mobile numbers.
- b. Conduct correspondence of the Association.
- c. Maintain custody of all Association documents
- d. Oversee the publication of a summary of all decisions of all Meetings of the Association, the Committee, and Sub-Committees which shall be confirmed and approved by the appropriate Chair upon agreement of the Association, Board or Sub-Committee.

### 2.3 Duties of Treasurer

The Treasurer shall:

- a. Cause such Books of Account to be kept as necessary to give a True and Fair view of the state of finances of the Association.
- b. Prepare a Balance Sheet and an Income and Expenditure Account drawn up to a date fourteen days before the Annual General Meeting and/or any Extraordinary General Meeting where an assessment of the finances might be reasonably expected, and shall thereafter cause the same to be available to the Members of the Association

### 2.4 Duties of Website Editor

The Website Editor shall:

- a. Oversee the Association's website, being responsible for content, technical performance, and chairing the website sub-committee .
- b. Maintain the Association's computer database.

## 3. Membership

### 3.1 Categories and Voting Rights

There shall be the following categories of membership with power to attend and vote at all General Meetings of the Association as indicated here under:

- a. Member. A person who is a full time working press photographer either based in the UK, or working abroad for publications based in the UK. The vote shall be one per member.
- b. Life Member. A person voted for by an AGM or EGM whose service to the association over a number of years has made them, in the opinion of that meeting, eligible for full Member status without the requirement to pay membership fees.
- c. Associate Member. A person who is not yet working full-time as a press photographer but who is working towards that goal either through working part-time in the industry or by studying on a course specialising in news photography, photojournalism or related editorial photography.

Full Members and Life Members shall have speaking and voting rights.  
Associate Members shall have speaking but not voting rights

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### 3.2 Subscription Fees

All revised rates of the annual subscription for all classes of members shall be proposed by the Board to the membership at an Annual General Meeting.

Any proposed changes shall be approved by a majority of those present and entitled to vote and shall be operative from the first next payment date for each member. The current rates of subscription shall be notified to all persons applying to join the Association.

All members shall pay to the account of the Association their first subscription upon joining and thereafter on the anniversary of their first becoming a member or on the agreed day of the month if they are paying monthly.

### 3.3 Obligation to Provide an Up-to-Date Address/Email Address.

Every Member shall be obliged to furnish the Treasurer with an up-to-date address which shall be recorded in the Association's register, and any notice sent to such an address shall be deemed to have been delivered.

### 3.4 Application for Membership

Every application for membership shall be in the form as from time to time prescribed by the Board and shall include the name and address of the applicant and shall include such sums as may be payable to the Association in respect of subscriptions.

### 3.5 Availability of the Constitution to Members

A copy of the constitution shall be published on The Association's website and will be made available to any member on request.

### 3.6 Resignation.

A member desirous of resigning membership shall give notice to that effect in writing to the Membership Administrator. Subscriptions shall be non-returnable.

### 3.7 Treatment of Subscriptions or Payments in Arrears.

Membership will automatically lapse for any member whose annual subscription is more than Three Months in arrears. No members whose payments are in arrears may enter any Association project or vote at any meeting, or be considered for any association awards.

### 3.8 Rights of Members

Members shall be able to participate in any Association event and shall be eligible for all Association awards.

### 3.9 Expulsion and Suspension of Members' Rights.

When it appears to any of the Officers of the Association, that the Board should meet to consider the expulsion or suspension of a member, then that person shall be given, in writing, the cause for potential expulsion and twenty-one days notice of such a Board meeting, within which period they may send to the Secretary a written statement which shall be considered by the Board before voting on the expulsion or suspension.

Should the member wish to appoint a representative, then the Secretary must be informed, in writing, of the name of the representative at least Seven Days prior to the meeting.

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### 4. The Board

#### 4.1 Constitution of the Board

The Board shall consist of the Officers and up to fifteen Members of the Association elected at the Annual General Meeting in each year to hold office until the termination of the next Annual General Meeting following.

The immediate Past-Chair is an ex-officio member of the Board, ie by virtue of their previous office as Chair.

#### 4.2 Candidates for election to the Board

Candidates for election to the Board shall be those Members of the retiring Board eligible to offer themselves for re-election and such other Members whose nominations (duly proposed and seconded by Members of The Association) with their consent shall have been received by the Secretary at least Fourteen Days before the date of the Annual General Meeting in each year.

#### 4.3 Election of the Board by Ballot.

If the numbers of candidates proposed and seconded shall exceed the number of vacancies to be filled, the election at the Annual General Meeting shall be by ballot.

#### 4.4 No Contest for Election.

If the number of candidates for election is equal to or less than the numbers of vacancies to be filled, then all candidates shall be deemed to be elected if two thirds of those present at the Annual General Meeting and entitled to vote, vote in favour of such election.

#### 4.5 Equality of Votes

In the event of candidates polling an equal number of votes, the position to be filled shall be determined by lot.

#### 4.6 Casual Vacancy/Additional Members

If for any reason a casual vacancy should occur, the Board may co-opt a Member to fill such a vacancy until the next Annual General Meeting.

#### 4.7 Voting at Board

Voting shall be by a show of hands of all present including those present via teleconferencing. A simple majority of Board Members shall be decisive. If a majority vote of all Board members present falls short of a majority of all the Board, those not present may add their votes within seven days. A simple majority of all Board members voting shall then be decisive.

#### 4.8 Board Minutes

After all voting is completed Board Minutes will be prepared for presentation to and approval by the next Board meeting. Once approved they shall be made available to all members.

#### 4.9 Board Member Responsibilities

- a. Board members shall only speak or act in the name of the Board either by prior agreement of the Board or in accordance with BPPA policy.
- b. This shall not in any way prevent Board members from expressing their own personal views where they differ from those of the Board either to BPPA members or to the wider world.

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- c. Board members in breach of any of the above may be dismissed from the Board by a simple majority vote of all Board members.

### 4.10 Appeals

Any Board members dismissed from the Board under 4.9 above shall have the right of appeal to the Board in person or by videoconferencing at the next Board meeting.

### 4.11 Quorum

Eight elected members of the Board shall form a Quorum at meetings, of which two must be Officers.

### 4.12 Management of the Association by Board.

The Board shall manage the affairs of the Association according to the Rules and shall cause the funds of the Association to be applied solely to the objects of the Association or for a benevolent or charitable purpose nominated by a General Meeting.

### 4.13. Appointment of Sub-Committees

The Board may appoint such Sub-Committees as it may deem necessary. Such Sub-Committees shall consist of such members of the Board or the Association as the Board may think fit.

## 5. Meetings of the Association

### 5.1 Annual General Meeting

An Annual General Meeting of the Association shall be held each year at a date to be fixed by the Board. Special resolutions to be put to Annual general Meetings must be received in writing by the Secretary not later than fourteen days before the date of the meeting. The Secretary shall, at least seven days before the date of such meeting, or any General Meeting as hereinafter mentioned, post or deliver to each member notice of such a meeting and of the business to be brought before such a meeting.

### 5.2 Business at the Annual General Meeting

The business to be completed at the Annual General Meeting shall be the election of Officers and Board Members and the acceptance of the Treasurer's report and accounts and any special resolutions.

Upon completion of such business any members having any point to raise in the interests of the Association shall be free to make that point known in order that full and free discussion may take place, the depth and extent of such discussion shall be at the discretion of the Chair of the Meeting.

### 5.3 Extraordinary General Meeting

The Board may from time to time, upon giving fourteen days notice in writing, call a General Meeting of the Association for any special business, the nature of which shall be stated in the summons convening the Meeting and the discussion at such a Meeting shall be confined to the business stated.

### 5.4 Chair at Meetings

At every Meeting of the association, the Chair, or in the absence of the Chair, a Chair elected by those members present, shall preside.

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### 5.5 Quorum at Annual General Meetings

Twenty members entitled to vote and personally present shall form a Quorum at any Annual General Meeting of the Association of which two must be officers.

### 5.6 Voting at Meetings.

Only members entitled to vote may vote at any General Meeting of the Association.

### 5.7 Method of Voting at Meetings

The methods of voting shall be at the discretion of the Chair.

### 5.8 Equality of Vote.

In the case of equality of votes, the Chair shall have a second or casting vote on any matter other than the election of the Board.

### 5.9 Voting on Rule Changes.

On any resolution properly put to a Meeting of the Association relating to the creation, repeal or amendment of any Rule or regulation of the Association, such Rule or Regulation shall not be created, repealed or amended except by a majority vote of at least two thirds of those present and entitled to vote.

### 5.10 Dissolution of the Association

If upon winding up or dissolution of the Association there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to, or distributed amongst Members of the association, but shall be given or transferred to the funds of the Ian Parry Memorial Fund.

It is further agreed that no Officer of the Association shall be held responsible for any debts outstanding at such winding up or dissolution.

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