

PHOTOFOLIA ASSOCIATION CONSTITUTION AND BYLAWS

1. The name of the association is the Photofolia Association. The association is a Not-For- Profit entity.
2. The purposes of the association are:
 - a. To maintain and operate the website known as Photofolia.net which will enable its participants to share their photographic knowledge, skills and experience with other participants.
 - b. To provide an opportunity for the participants to achieve personal growth in the art of photography and photographic communication.
 - c. To uphold and adhere to the website's guidelines and Terms of Service which are published on the Photofolia.net website.

Bylaws of the Photofolia Association

Part 1 — Interpretation and definitions

- 1 (1) In these bylaws, unless the context otherwise requires:
"Board" means the Board of Directors of the Association for the time being;
"PF Association" means the Photofolia Association; **and Member means Association Member unless otherwise noted.**
 - (2) Participants in the website are divided into three groups:
Association Members – have premium privileges and share in the responsibilities of administering the website.
Premium Members – for an annual fee have posting privileges as outlined on the on the website but no say in how the website is administered; herein referred to as participant.
Basic Members – have limited posting privileges subject to those outlined on the website; herein referred to as a participant.
 - (3) If the number of members does not allow 75% to be a whole number, the number must be rounded **up** to the next whole number, so the **minimum** 75% requirement is met
- 2 Words importing the singular include the plural and vice versa, and words importing a male person include a female person.

Part 2 — Membership

- 3 A person may apply for a membership in the association and upon acceptance by a vote pursuant to Section 16-3 will become a member once the dues have been paid in full.
Prior to the vote members have up to 7 days to voice their objections by offering an explanation in writing as to why they feel a new member would be unsuitable.
- 4 Every member must uphold the constitution and comply with these bylaws.
- 5 The amount of the first annual membership dues have be determined as outlined in Part 15 after that the annual membership dues must be determined at a general meeting of the association to be held in January of each year. New members joining during the year will have their dues prorated on a monthly basis until the following January.
- 6 A person ceases to be a member of the association:
 - (a) by delivering his or her resignation to the secretary of the association by email,
 - (b) on his or her death, or
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 12 consecutive months
- 7 (1) A member may be expelled from the Association by passing a special resolution at a general meeting.

(2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(3) Any person or member who is the subject of the proposed motion for expulsion shall be given an opportunity to be heard at the general meeting before the motion is put to a vote.
- 8 (1) All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt owing by the member to the association. The member is not in good standing so long as the debt remains unpaid.

(2) The membership year shall begin on February 1st and shall end on January 31st of the year following. The annual fee shall be due and payable by February 1st each year. A member shall be deemed to be in good standing if the membership fee has been received by the last day in February or, in the case of new members immediately upon receipt

of the prorated fee.

Part 3 — Meetings of Members

- 9 The president or designated person acting for the president shall convene all meetings by opening a thread on the relevant dedicated forum. The secretary will notify members by email that a meeting has been called to order and discussions can take place on the forum. Each member who wishes to do so shall respond on the forum thread.
- 10 When the members agree to conclude the meeting, the secretary shall close the meeting with a final statement on the forum thread "Forum Meeting closed". The forum thread would then constitute the minutes of the meeting.
- 11 Every general meeting, other than an annual general meeting, is a general meeting.
- 12 The directors may, when they think fit, convene a general meeting.
- 13 (1) Notice of a general meeting must be circulated by email and, in case of special business, the general nature of that business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 14 The first annual general meeting of the association must be held not more than 14 months after the date of inception and after that an annual general meeting must be held at least once in every calendar year and not more than 12 months after the holding of the last preceding annual general meeting.

Part 4 — Proceedings at General Meetings

- 15 General meetings include all business related to the website, except the following:
 - (i) adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the fiscal year-end reports of officers, if any;
 - (iv) the report of the auditor, if any;
 - (v) the election of directors;
 - (vi) the appointment of officers;
 - (vii) the appointment of the auditor, if required;
 - (viii) the other business that, under these bylaws, ought to be conducted at

an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting;

The exceptions noted above will be included in the annual general meeting.

- 16 (1) Business, other than the acceptance of new members, setting of annual dues or other matters concerning finances requires a quorum of at least 75% minimum of Association's Members.
To pass a resolution will require a "Yes" vote by a simple majority of the people who voted.
- (2) If at any time during a general meeting there ceases to be a quorum present business then in progress must be suspended until there is a quorum present.
- (3) A quorum of 75% minimum of the Association's Members is required in matters involving acceptance of new members, financing and the setting of annual dues
To pass a resolution will require a "Yes" vote from 75% minimum of the people who voted.
- (4) To allow for time changes and temporary absences the voting time will remain open for 5 days after the motion is introduced.
- (5) If a member knows that they will be away for a scheduled meeting they may send a proxy vote to the secretary to vote on their behalf. The member may provide direction in his or her email as to how they wish the vote to be recorded.
- 17 The president of the association or, in his or her absence, one of the other directors present, must preside as chair of a general meeting.
- 18 If for a general meeting there is no president or other director available the members must choose a chair.
- 19 (1) A general meeting may be adjourned from time to time but business must not be conducted after an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- 20 (1) A motion proposed by email need not be seconded, and the chair of

a meeting may move or propose a motion.

(2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed motion does not pass.

21 (1) A member in good standing is entitled to one vote.

(2) Voting is by a “Yes” or “No” or “Abstain” by email.

(3) Voting by proxy is allowed pursuant to Paragraph 16-5.

Part 5 — Directors

22 Subject to the bylaws of the association or any other laws affecting the association the directors:

(1) must manage the affairs of the association in good faith and display the care, diligence and skill of a reasonable prudent person.

(2) may exercise all the powers and do all the acts and things that the association may exercise and do which are not necessarily covered in a general meeting.

23 (1) The Board of Directors must be 5 or a greater number as determined from time to time and must include the president and secretary. The balance may be made up of the treasurer and others who will be directors at large.

(2) If the treasurer is not a member of the association or board, s/he can be a premium member. In such a case, the same regulations pertaining to directors will apply. See items 24, 25, 26, 27, 28, 32

(3) The Web Manager will have the option of serving on the Board if he/she chooses to do so.

24 (1) The directors must retire from office on the 31st day of March following the annual general meeting in March when their successors are elected.

(2) Separate elections must be held for each office to be filled.

(3) An election may be by acclamation; otherwise it must be by email ballot.

(4) If a successor is not elected, the person previously elected or appointed

continue to hold office if they so wish.

- 25 (1) The directors may at any time and from time to time appoint a member as director to fill a vacancy in the Board.
- (2) A director so appointed holds office only until March 31st following the conclusion of the next annual general meeting of the association, but is eligible for re-election at the meeting.
- 26 (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid because there is less than the prescribed number of directors in office.
- 27 The directors may, by special resolution, remove a director, before the expiration or her term of office, and may appoint a successor to complete the term of office.
- 28 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the association. Any expenses paid personally must be approved by no less than two other directors.

Part 6 — Duties of Directors, Officers and Web Manager

- 29 (1) The president presides at all meetings of the association.
- (2) The president of the association must supervise the directors in the execution of their duties.
- 30 The web manager must:
- (a) act as the communicator between the Board and webmaster;
 - (b) be fluent in the language of the webmaster;
 - (c) obtain quotations for proposed changes to the website;
 - (d) formulate new features (or changes) into specifications, which are the guidelines for the webmaster to implement.
- 31 The secretary must do the following:
- (a) conduct the correspondence of the association;
 - (b) issue notices of meetings of the association and directors;
 - (c) keep minutes of all meetings of the association and directors;
 - (d) have custody of all records and documents of the association except

- those required to be kept by the treasurer;
 - (e) maintain the register of members and their email addresses.
- 32 The treasurer must:
 - (a) keep the financial records, including books of account, administer funds on behalf of the association, and
 - (b) render financial statements to the directors, members and others when required and at the annual general meeting each year.
- 33 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary for the meeting.

Part 7 — Borrowing

- 34 In order to carry out the purposes of the association, the directors may, on behalf of and in the name of the association, borrow any monies in the manner they decide, and in particular but without limiting that power, by the issue of a form of debenture.
- 35 A debenture cannot be issued without the authorization of a special resolution and will require a unanimous vote by all members of the association.
- 36 The members may, by special resolution, restrict the borrowing powers of the directors.

Part 8 — Investments

- 37 (1) The members may from time to time as they see fit, invest and reinvest any monies of the association in any one of or all of the securities listed below
- (2) At the direction of the members, the treasurer is hereby authorized and empowered on behalf of the association to invest its surplus funds in short-term investments which shall include guaranteed obligations such as short-term notes, GIC's, term deposits and treasury bills from a recognized financial institution.

Part 9 — Special Funds

- 38 The members may create a fund designed to promote the general objectives of the association and its members. The regulations governing the operation and administration of such funds shall be determined by the

directors.

Part 10 — Auditor

- 39 This Part applies only if the association is required or has resolved to have an auditor.
- 40 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 41 At each annual general meeting the members must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 42 An auditor may be removed by ordinary motion.
- 43 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 44 A director or officer of the association must not be its auditor.
- 45 The auditor may be included in general meetings.

Part 11 — Notices to Members

- 46 A notice will be given to a member by email to the member at the member's registered email address.
- 47 A notice sent by email is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed to the registered email address.
- 48 (1) Notice of a general meeting must be given to:
 - (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of a general meeting or annual general meeting.

Part 12 — Bylaws

49 The Bylaws shall be published on the website and upon becoming a member in the association each new member will be encouraged to read the constitution and bylaws of the association.

50 These bylaws must not be altered or added to except by special resolution.

Part 13 – Legal Obligations

51 The PF Association leases the website from the original owners and founders- Isabel Abreu, Peter Boehringer and José Hauer. The lease endures as long as the website is administered by the PF Association. The association agrees to pay each owner the sum of \$1.00 U.S. per year (\$3.00 per year in total) in satisfaction of the lease and by way of expediency the owners agree to donate said funds back to the association.

52 In the event a third party offers to purchase the website the Association agrees to pay a maximum sum of \$6,500 to the each of the original owners from the proceeds before distributing the balance of the funds to the registered members at that time. Since the original owners incurred total expenses personally of \$19,500 to design and maintain the site they are entitled to be reimbursed accordingly.

Part 14 – Liability Issues

53 The Association's' financial obligations can be satisfied only from its assets. The members shall not be personally liable for the obligations or debts of the Association.

Members should note that this disclaimer may not be sufficient in preventing litigation against the members should it arise but the members agree to take every precaution in order to avoid potential legal issues.

Part 15- Capital Structure

54 (1) Membership fees are initially set as follows, and may be changed at a general meeting by a vote pursuant to Section 16-3:

- (a) Basic membership: No fee
- (b) Premium membership: US \$25 annually.
- (c) Association membership: US \$50 initiation fee, and US \$100 annually. All association members are automatically premium

members, but are no longer subject to the premium membership fee of \$25.

(2) Upon the creation of the Association, each association member will pay the initiation fee and the full annual membership fee. Any association member subsequently chosen will pay the initiation fee and a portion of the annual membership fee prorated monthly as a percentage of the fiscal year to January 31st.

(3) If a member leaves the Association the fees are non-refundable.

55 The association derives its revenue as follows:-

- (a) Fees as stated above;
- (b) Fees from premium participants;
- (c) Donations from participants;
- (d) Fees from advertising.

56 (1) A member or participant may be expelled from the website by passing a special resolution at a general meeting.

(2) The notice of special resolution for expulsion must be accompanied by a statement of the reasons for the proposed expulsion.

(3) Any person or member who is the subject of the proposed motion for expulsion shall be given an opportunity to be heard at the general meeting before the special motion is put to a vote.

Part 17 - Other

57 The association agrees to seek out and maintain any links to other entities that it deems to be beneficial to the website as a whole.

58 The association is committed to protecting the privacy of people whose personal information is held by it through responsible information management practices. Any personal information provided to the association is collected, used and disclosed in accordance with various Freedom of Information and Privacy Protection Acts or other applicable legislation.

59 The signing officers of the association shall be established following each annual general meeting.

Part 18 - Dissolution

- 60 In the event that the membership in the Association declines to less than 10 members the current members shall have a period of 60 days in which to recruit new members.
Failing to do so will result in a dissolution of the Association with the website being returned to the original owners unless some other arrangement is decided upon between the association and the owners at that time.
- 61 In the event of dissolution of the association all assets shall be sold. After payment of all liabilities including those outlined in paragraph 52, remaining monies shall be distributed to one or more charitable organizations by passing a special resolution.

First amendment 9th November 2015