

Constitution of the Guild of Television Camera Professionals

Version 4.0

ADOPTED, 9th May, 2011

1. **Adopted at the Annual General Meeting of the Guild of Television Cameramen on Tuesday, 9th May 2011 at Castle Combe, Chippenham, Wiltshire
Proposed: Dick Hibberd Seconded: Rex Palmer Agreed: nem con**

Amended: (Ver.2.0) 18th July, 2017 at an EGM held at the Holiday Inn, High Wycombe on July 18th, 2017 Proposed:Graham Maunder (Chair), Seconded: Roger Richards

Amended (Ver 3.0) 2nd June 2019 at an AGM held at The Wood Norton Hotel.

Amended (Ver 4.0) 30 June 2020 at an AGM - held On-Line

2. NAME

The name of the association is the Guild of Television Camera Professionals (and in this document is called 'the GTC').

3. OBJECTS

The objects of the GTC are:

- 3.1 to ensure and preserve the professional status of the Television Camera Professional and to establish, uphold and advance the standards of qualification, competence and conduct of television camera professionals; and
- 3.2 to foster relations with governments and national and international organisations and with the public, and to cooperate with other organisations and individuals at all levels of technical and professional competence, whose objects and purpose are related to those of the GTC.

4. POWERS

4.1 The GTC has the following powers, which may be exercised only in promoting the objects:

- (a) to promote or carry out research;
- (b) to provide education, information and advice;
- (c) to publish or distribute information, and to publish journals and literature relating to the profession of the television camera professional;
- (d) to cooperate with other organisations and individuals;
- (e) to raise funds;
- (f) to set aside funds for special purposes or as reserves against future expenditure;
- (g) to deposit or invest funds in any lawful manner;
- (h) to insure the GTC against any foreseeable risk and take out insurance policies to protect the GTC where required;
- (i) subject to clause 10.2, to engage paid or unpaid agents;
- (j) to enter into agreements; and
- (k) to do anything else, within the law, which promotes the objects.

5. MEMBERSHIP

- 5.1** Membership of the GTC is open to camera professionals, organisations and individuals interested in promoting the objects of the GTC. Admission to membership will be at the discretion of the Council.
- 5.2** The Council shall determine grades of membership, subscription rates and voting eligibility.
- 5.3** Membership of the GTC is not transferable.
- 5.4** The Council may suspend or terminate the membership of any individual or organisation in any of the following circumstances:
- (a)** non-payment of their subscription;
 - (b)** on the death of the Member, or the organisation ceases to trade; and
 - (c)** when continued membership would, in reasonable view of the Council, and in consideration of any representation by that Member, be harmful to the GTC.
- 5.5** Where Council has resolved to suspend or terminate membership, the Council will provide written notice of suspension or termination to that Member.
- 5.6** Where membership is suspended or terminated, or the Member has resigned, a Member shall have no claim to a return of monies paid by the Member to the GTC in relation to membership and subscription fees.
- 5.7** A Member may resign their membership by written notice to the Council.

6. GENERAL MEETINGS

- 6.1** An Annual General Meeting shall be held each year and not more than fifteen months following the preceding Annual General Meeting. Members shall be given at least thirty calendar days written notice specifying the date and time of the meeting and the business to be transacted.
- 6.2** At the Annual General Meeting the Members present shall:
- (a)** receive the accounts of the GTC for the previous financial year;
 - (b)** receive reports of the Council on the GTC's activities since the previous Annual General Meeting;
 - (c)** provided it is an election year, and in accordance with clause 7.3 below, elect Members to the Council;
 - (d)** appoint an examiner for the GTC accounts; and
 - (e)** discuss and determine any other business that has been notified to the Secretary at least fourteen days in advance of the Annual General Meeting.
- 6.3** An Extraordinary General Meeting may be convened on a resolution of the Council or by request of twenty or more Members who are eligible to vote. Members shall be given at least fourteen calendar days written notice specifying the date and time of the meeting and the business to be transacted.
- 6.4** All Members (or, in the case of a member organisation, an authorised representative) are entitled to attend the Annual General Meeting and any Extraordinary General Meeting.
- 6.5** The omission to give notice of an Annual General Meeting or an Extraordinary General Meeting to (or the non-receipt of notice by) any Member or person entitled to receive notice, shall not invalidate the business conducted at such meetings.

- 6.6** Twenty Members shall constitute a quorum at an Annual General Meeting and at an Extraordinary General Meeting. If such a meeting is inquorate, the Council will decide on an alternative date and time and reschedule the meeting.
- 6.7** The Chair of the GTC (or, if the Chair is unwilling or unavailable to do so, another Member who is eligible to vote at such a meeting, and who is elected by a majority of those present) presides at the Annual General Meeting and any Extraordinary General Meeting.
- 6.8** Except where otherwise provided in the Constitution, every issue at an Annual General Meeting or an Extraordinary General Meeting is determined by a majority of the votes cast by the Members present and eligible to vote.
- 6.9** Every Member eligible to vote is entitled to one vote on every issue. In the case of an equality of votes, the Chairman of the meeting has a casting vote.

7. THE COUNCIL

- 7.1** The GTC, its property and funds, shall be managed and administered by the Council as elected in accordance with this Constitution.
- 7.2** The Council shall consist of at least six and not more than twenty Members.
- 7.3** The Council consists of Chair, Vice Chair, Treasurer, Secretary and other posts as determined by the Council from time to time. The Council may elect (by a majority vote) individual Council members to these posts from time to time. An election for all posts must take place at the first Council meeting following the Annual General Meeting at which Council members have been elected to serve on Council.
- 7.4** Subject to clause 7.5, Council members shall be elected biennially. The procedure for electing Members to the Council is as follows:
- (a)** at least sixty days prior to the date of the Annual General Meeting, the Council will contact all Members in writing:
- (i)** to inform Members that the election of Council members is due;
 - (ii)** to request nominations from Members to join Council (nominations should be received in writing); and
 - (iii)** to inform Members of the posts that will make up the new Council.
- (b)** Nominations will not be accepted after twelve noon, forty-five days prior to the Annual General Meeting. Any person nominated to stand for election must have been a member of the GTC for 30 days before the date of nomination
- (c)** At least thirty days prior to the date of the Annual General Meeting, the Council must contact all Members in writing:
- to inform Members of the date of the Annual General Meeting;
 - to inform Members of the names of those persons nominated to join Council. Where more than twenty nominations have been received, a vote is required; and
 - (iii)** where a vote is required, Members will be provided with the opportunity to vote for up to twenty nominees and may only vote once. Votes received after twelve noon, fourteen days prior to the date of the Annual General Meeting, will not be accepted.

(d) Where no vote is required, the nominees shall all become members of Council at the Annual General Meeting. Where a vote is required, the Council shall appoint scrutineers to count the votes, with the result of the ballot being announced at the Annual General Meeting. The twenty Members with the most votes will become Council members.

7.5 (a) The Council may elect an Honorary President and Honorary Vice President, who shall be ex officio members of the Council and all committees of the Council, but will not be eligible to vote at meetings of the Council.

(b) Election or renewal of the Honorary President and Honorary Vice President roles are by Council vote, every two years at the first meeting of the newly elected Council and can be rescinded at any time.

7.6 The Council may co-opt any Member of the GTC to the Council, either to fill in a temporary vacancy amongst elected Members, or to provide a specific service or function to the Council. Co-opted Members have full voting rights on Council.

7.7 Council membership automatically ceases where a Member:

(a) becomes incapable, whether mentally or physically, of managing their own affairs; or

(b) is absent, without good reason, from three consecutive meetings of the Council; or

(c) ceases to be a Member of the GTC; or

(d) is removed by a resolution of the Council, after inviting the views of the Council member concerned, and considering the matter in the light of such views. In this case a resolution requires a majority of the Council Members, who are eligible to vote, to be present at the meeting.

8. COUNCIL MEETINGS

8.1 The Council must hold at least five meetings each year.

8.2 A quorum at a Council meeting is six Members.

8.3 The Chair, or another Council member chosen by the Members present, will preside at each Council meeting.

8.4 All normal meetings will be convened by giving a minimum of two weeks notice to Council members, along with an Agenda of matters to be discussed at the meeting.

8.5 Every Council member has one vote and every issue will be determined by a simple majority of the votes cast at a Council meeting, with the exception of the Chair of the meeting, who has a second casting vote in the case of a tied decision.

8.6 Full and accurate minutes of the proceedings of all meetings of the GTC, the Council and all committees of the Council, will be kept. The minutes shall be signed by the Chair, subject to any amendments, as a correct record, at the next meeting.

9. POWERS OF THE COUNCIL

The Council has the following powers:

9.1 To appoint Chair, Treasurer, Secretary and other honorary officers.

9.2 To delegate any of its functions to sub committees which:

- (a) shall have the Chairman of the sub committee elected by the Council;
- (b) consist of two or more people, one of whom must be a Council member; and
- (c) shall report all proceedings to Council.

9.3 To make rules and regulations consistent with this Constitution.

9.4 To establish procedures to assist in the resolution of any disputes within the GTC.

9.5 To exercise any powers of the GTC that are not reserved to a General Meeting.

10 PROPERTY AND FUNDS

10.1 The property and funds of the GTC must be used only for promoting the GTC's Objects and does not belong to the GTC Council or Members.

10.2 No Council member may receive any payment of money or other material benefit (whether direct or indirect) from the GTC except:

- (a) reimbursement of reasonable expenses as determined by Council;
- (b) an indemnity (as provided under clause 4.1(h) in respect of liabilities properly incurred in running the GTC;
- (c) subject to Clause 10.3, any Council member who possesses specialist skills or knowledge, and any firm or company of which such a person is a member or employee, may be paid reasonable fees, as agreed by the Council, for work carried out for the GTC;
- (d) In exceptional cases, other payments may be made or material benefits given, with the prior approval of Council.

10.3 Whenever a Council member has a personal interest in a matter to be discussed at a Council meeting, the Council member must:

- (a) declare an interest in the matter before discussion begins;
- (b) withdraw from that part of the meeting, unless expressly invited to remain in order to provide information;
- (c) withdraw during the vote, and have no vote in the matter.

11 RECORDS AND ACCOUNTS

11.1 The Council shall be responsible for:

- (a) keeping the accounting records of the GTC; and
- (b) the preparation of annual statements of account for the GTC.

11.2 The Council must keep proper records of:

- (a) all proceedings at General Meetings;
- (b) all proceedings at Council meetings;
- (c) all reports of sub committees; and
- (d) all professional advice obtained.

11.3 The GTC in General Meetings may, from time to time, impose reasonable restrictions as to the time and the manner of the inspection by Members of the accounts and books of the GTC and, subject to these restrictions, the accounts and books of the GTC shall be open to inspection by Members.

12 AMENDMENTS

Any provision of this Constitution may be amended at the Annual General Meeting, or at an Extraordinary General Meeting, provided that any resolution in this respect is passed by a two-thirds majority of the votes cast.

13 DISSOLUTION

13.1 A vote to dissolve the GTC can only be held at an Extraordinary or Annual General Meeting and will require a majority vote of a minimum of two-thirds of the total GTC membership. In the case of a vote in favour of dissolution, then the Council will remain in office, and will be responsible for the orderly winding up of the GTC.

13.2 After making provision for all outstanding liabilities of the GTC, the Council apply remaining property and funds in one or more of the following ways:

- (a) directly for the Objects;
- (b) by transfer to one or more other bodies established to provide similar objects and aims as the GTC.