

CONSTITUTION OF



NEW SOUTH WALES FEDERATION OF

FILM SOCIETIES

INCORPORATED

UNDER THE ASSOCIATIONS INCORPORATION ACT 2009

Contents

Part 1 – Preliminary

1	Definitions.....	3
2	Objects	4

Part 2 – Membership

3	Membership generally	5
4	Application for membership.....	6
5	Cessation of membership	6
6	Membership entitlements not transferable	7
7	Resignation of membership.....	7
8	Register of members	7
9	Fees and subscriptions	8
10	Members' liabilities.....	8
11	Resolution of disputes	8
12	Disciplining of members	9
13	Right of appeal of disciplined member.....	10

Part 3 – The Committee

14	Powers of the Committee	10
15	Composition and membership of Committee.....	11
16	Election of Committee members.....	11
17	Secretary	12
18	Treasurer.....	12
19	Casual vacancies.....	12
20	Removal of Committee members	13
21	Committee meetings and quorum	13
22	Delegation by Committee to sub-Committee	14
23	Voting and decisions	15

Part 4 – General meetings

24	Annual general meetings – holding of	16
25	Annual general meetings – calling of and business at	16
26	Special general meetings – calling of	17
27	Notice	17
28	Quorum for general meetings	18
29	Presiding member	18
30	Adjournment	18
31	Making of decisions	19
32	Special resolutions	19
33	Voting	20
34	Proxy voting	20
35	Postal ballots	21

Part 5 – Miscellaneous

36	Insurance	21
37	Funds – source	21
38	Funds – management	21
39	Change of name, objects and constitution	22
40	Custody of books etc	22
41	Inspection of books etc	22
42	Service of notices	22
43	Financial year	23
44	Dissolution	23

Part 1 – Preliminary

1. Definitions

(1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

ordinary Committee member means a member of the Committee who is not an office-bearer of the association.

Secretary means:

- (a) the person holding office under this constitution as Secretary of the association, or
- (b) if no such person holds that office – the public officer of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the Associations Incorporation Act 2009.

the Regulation means the Associations Incorporation Regulation 2010.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

(4) The association, being the New South Wales Federation of Film Societies, Inc., is herein referred to as "the Federation".

(5) a reference to "writing" or "written" is a reference to any visible representation of words, figures or symbols including messages sent by electronic mail or posted on a website.

(6) Unless otherwise indicated, any reference to "film" or "film art" will include, movies, motion pictures and cinematographic film in any medium, whether DVD, videotape, digital, or other.

(7) "Film Society" means a properly constituted, not-for-profit, volunteer organisation operated for the purpose of exhibiting films to members who are enrolled on a period subscription basis.

(8) ACOFS stands for "Australian Council of Film Societies"

2. Objects

The objects of the Federation are:

- (1) to foster the growth of the film society movement of New South Wales;
- (2) to promote and defend the interests of, and provide united representation for, its member film societies and its associate members;
- (3) to be an active member (as a Federation of film societies) of the Australian Council of Film Societies;
- (4) in the state or territory of a member where no ACOFS-affiliated Federation of film societies exists, to encourage by all means possible the formation of such a Federation;
- (5) to co-operate with ACOFS-affiliated Federations of film societies in other States and Territories of Australia, and with film society movement organisations in other countries;
- (6) to promote the study of film as an art form and as an educational medium, both within the community generally and within educational institutions and cultural organisations;
- (7) to pursue strategies to increase the supply of films available to film societies and to other organisations engaged in studying film as an art form and as an educational medium;
- (8) to secure representation on government Committees and other Committees relating to film arts or relevant to the film society movement of New South Wales;
- (9) to promote friendly and mutually beneficial relations between the film society movement and film distributors and exhibitors;
- (10) to foster the growth of children's film societies and encourage the screening of children's film programs by its member film societies;
- (11) to encourage the establishment of new film societies in New South Wales and offer assistance for this purpose;
- (12) to sell books and carry out such trading operations as may be deemed conducive to the objects of the Federation, including to print and publish any newspapers, periodicals, books or leaflets that the Committee may determine are desirable for the promotion of the Federation's objects;
- (13) to lend or hire out films in accordance with rights obtained from, or exercised on behalf of, producers, distributors, cultural organisations, embassies or consulates;
- (14) to organise film festivals and present film screenings, of all kinds, either solely or in cooperation with other organisations, companies, or persons, upon such terms and conditions as the Federation's Committee may decide from time to time;
- (15) to take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring

funds for the benefit of the Federation, by way of donations, annual subscriptions, or otherwise;

- (16) to purchase, take on lease, or in exchange, or otherwise acquire any lands, buildings, easements or property, real or personal, which may be requisite for the purpose of, or conveniently used in connection with any objects of, the Federation, and to sell, demise, mortgage, give in exchange, or dispose of the same; and for the purpose aforesaid, to appoint trustees to acquire, hold, deal in, and dispose of such real and personal property upon trust for the members of the Federation;
- (17) to do all such other lawful things as are incidental and conducive to the attainment of the above objects.

Part 2 – Membership

3. Membership generally

- (1) Membership is open to any New South Wales film society which
 - (a) is duly constituted, and
 - (b) subscribes to the objects of New South Wales Federation of Film Societies Inc., and
 - (c) pays the appropriate annual subscription in accordance with clause 9.
- (2) Membership is open to any film society in a State or Territory in which there is no current Federation of film societies affiliated with ACOFS, provided that such a film society
 - (a) is duly constituted, and
 - (b) subscribes to the objects of New South Wales Federation of Film Societies Inc., and
 - (c) pays the appropriate annual subscription in accordance with clause 9.
- (3) Associate membership is open to any person or organisation which
 - (a) subscribes to the objects of New South Wales Federation of Film Societies Inc., and
 - (b) is not a film society eligible for ordinary membership under clause 3 (1) or 3 (2), and
 - (c) pays the appropriate annual subscription in accordance with clause 9.
- (4) Each member society or associate member shall be issued with a membership certificate.

4. Application for membership

- (1) A film society may apply for membership of New South Wales Federation of Film Societies or a person or organisation may apply for associate membership of New South Wales Federation of Film Societies, provided that:
 - (a) the application is made in writing by means of an application form approved by the Committee, and
 - (b) the applicant meets the required conditions of membership or associate membership, and
 - (c) the application is lodged with the Secretary of the Federation.
- (2) Upon confirming the validity of the application and receiving payment by the applicant of the subscription fee referred to in clause (9), the Secretary will enter or cause to be entered the applicant's name in the register of members and associate members and, upon the name being so entered, the applicant becomes a member or associate member of the Federation.

5. Cessation of membership

- (1) A film society ceases to be a member of the Federation if it:
 - (a) resigns its membership, or
 - (b) is expelled from the Federation, or
 - (c) fails to pay the annual membership or associate membership fee under clause 9 (2) within 3 months after the fee is due.
- (2) A person ceases to be an associate member of the Federation if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the Federation, or
 - (d) fails to pay the annual associate membership fee under clause 9 (2) within 3 months after the fee is due.
- (3) An organisation ceases to be an associate member of the Federation if it:
 - (a) resigns its associate membership, or
 - (b) is expelled from the Federation, or
 - (c) fails to pay the annual membership or associate membership fee under clause 9 (2) within 3 months after the fee is due.

6. Membership entitlements not transferable

A right, privilege or obligation which a film society, organisation or person has by reason of being a member or associate member of the Federation:

- (1) is not capable of being transferred or transmitted to another film society, organisation or person, and
- (2) terminates on cessation of the film society, organisation or person's membership or associate membership.

7. Resignation of membership

- (1) A member or associate member of the Federation may resign from membership of the Federation by first giving to the Secretary written notice of at least one month (or such other period as the Committee may determine) of the member or associate member's intention to resign and, on the expiration of the period of notice, the member or associate member ceases to be a member or associate member.
- (2) If a member or associate member of the Federation ceases to be a member or associate member under subclause (1), and in every other case where a member or associate member ceases to hold membership or associate membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member or associate member ceased to be a member or associate member.

8. Register of members

- (1) The Secretary of the Federation must establish and maintain a register of members and associate members of the Federation specifying the name and postal or residential address of each film society, organisation or person who is a member or associate member of the Federation together with the date on which the person became a member or associate member.
- (2) The register of members and associate members must be kept in New South Wales:
 - (a) at the main premises of the Federation, or
 - (b) if the Federation has no premises, at the Federation's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Federation at any reasonable hour.
- (4) A member or associate member of the Federation may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member or associate member requests that any information contained on the register about the member or associate member (other than the member or associate member's name) not be available for inspection, that information must not be made available for inspection.

- (6) A member or associate member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person material relating to or relevant to the film society movement or in furtherance of the Objects of the Federation, or a notice in respect of a meeting or other event relating to the business of the Federation, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

9. Fees and subscriptions

- (1) The period of annual membership of the Federation runs from January 01 until December 31 of each year..
- (2) Upon approval of its application a new member or associate member must pay the Federation a joining fee, if any, and any portion of the annual membership fee as determined and published from time to time by the Committee
- (3) A member or associate member must pay the Federation the appropriate annual membership fee as determined and published from time to time by the Committee

10. Members' liabilities

The liability of a member or associate member of the Federation to contribute towards the payment of the debts and liabilities of the Federation or the costs, charges and expenses of the winding up of the Federation is limited to the amount, if any, unpaid by the member or associate member in respect of membership or associate membership of the Federation as required by clause 9.

11. Resolution of disputes

- (1) Any dispute concerning the interpretation of any part of the Constitution shall be finally resolved by reference to an arbiter appointed by the Executive Committee of the Australian Council of Film Societies.
- (2) In all other instances, a dispute between a member or associate member and another member or associate member (in their capacity as members or associate members) of the Federation, or a dispute between a member or associate member or members or associate members and the Federation, is to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.
- (3) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (4) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

12. Disciplining of members

- (1) A complaint may be made to the Committee by any person that a member or associate member of the Federation:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Federation.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the member or associate member concerned, and
 - (b) must give the member or associate member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member or associate member in connection with the complaint.
- (4) The Committee may, by resolution, expel the member or associate member from the Federation or suspend the member or associate member from membership or associate membership of the Federation if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Committee expels or suspends a member or associate member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member or associate member of the action taken, of the reasons given by the Committee for having taken that action and of the member or associate member's right of appeal under clause 13.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member or associate member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member or associate member exercises the right of appeal, unless and until the Federation confirms the resolution under clause 13, whichever is the later.

13. Right of appeal of disciplined member

- (1) A member or associate member may appeal to the Federation in general meeting against a resolution of the Committee under clause 12, within 7 days after notice of the resolution is served on the member or associate member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member or associate member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member or associate member under subclause (1), the Secretary must notify the Committee which is to convene a general meeting of the Federation to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the Federation convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Committee and the member or associate member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Federation.

Part 3 – The Committee

14. Powers of the Committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Federation in general meeting, the Committee:

- (a) is to control and manage the affairs of the Federation, and
- (b) may exercise all such functions as may be exercised by the Federation, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Federation, and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Federation.

15. Composition and membership of Committee

- (1) The Committee is to consist of:
 - (a) the office-bearers of the Federation, and
 - (b) at least 2 but no more than 8 ordinary Committee members, each of whom is to be elected at the annual general meeting of the Federation under clause 16.
- (2) The office-bearers of the Federation are as follows:
 - (a) the President,
 - (b) the Vice-President,
 - (c) the Treasurer,
 - (d) the Secretary.
- (3) A Committee member may hold up to 2 offices (other than both the President and Vice-President offices).
- (4) Each member of the Committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

16. Election of Committee members

- (1) Nominations of candidates for election as office-bearers of the Federation or as ordinary Committee members:
 - (a) must be made in writing, signed by the President, the Secretary, the vice-President or the Treasurer of any member film society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of the Federation at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received from film society delegates at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

- (6) The ballot for the election of office-bearers and ordinary Committee members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary Committee member of the Federation must be a member of a member film society.
- (8) Associate members shall be entitled to send observers to general meetings of the Federation. These observers may be heard but shall not vote.

17. Secretary

- (1) The Secretary of the Federation must, as soon as practicable after being appointed as Secretary, lodge notice with the Federation of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the Committee, and
 - (b) the names of members of the Committee present at a Committee meeting or a general meeting, and
 - (c) all proceedings at Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

18. Treasurer

It is the duty of the Treasurer of the Federation to ensure:

- (d) that all money due to the Federation is collected and received and that all payments authorised by the Federation are made, and
- (e) that correct books and accounts are kept showing the financial affairs of the Federation, including full details of all receipts and expenditure connected with the activities of the Federation.

19. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of a member film society to fill the vacancy and the individual so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

- (2) A casual vacancy in the office of a member of the Committee occurs if the member:
- (a) dies, or
 - (b) ceases to be a member of a member film society, or
 - (c) the member's film society ceases to be a member of the Federation
 - (d) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (e) resigns office by notice in writing given to the Secretary, or
 - (f) is removed from office under clause 20, or
 - (g) becomes a mentally incapacitated person, or
 - (h) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
 - (i) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (j) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

20. Removal of Committee members

- (1) The Federation in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Federation, the Secretary or the President may send a copy of the representations to each member of the Federation or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21. Committee meetings and quorum

- (1) The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or by any member of the Committee.

- (3) The Committee may hold meetings, or permit members of the Committee to participate in meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member.
- (4) A member of the Committee who participates in a meeting in a manner permitted under subclause (3) is taken to be present at the meeting.
- (5) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (6) Notice of a meeting given under subclause (5) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (7) Any 4 members of the Committee present in person or as per subclause (3) constitute a quorum for the transaction of the business of a meeting of the Committee.
- (8) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (9) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (10) At a meeting of the Committee:
 - (a) the President or, in the President's absence, the vice-President is to preside, or
 - (b) if the President and the vice-President are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

22. Delegation by Committee to sub-Committee

- (1) The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of such member or members of the Federation as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.

- (2) A function the exercise of which has been delegated to a sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-Committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-Committee may meet and adjourn as it thinks proper.

23. Voting and decisions

- (1) Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-Committee present in person or via teleconference or any other suitable means agreed by the Committee at the meeting.
- (2) Each member thus present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 21 (5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.

Part 4 – General meetings

24. Annual general meetings – holding of

- (1) The Federation must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Federation must hold its annual general meetings:
 - (a) within 6 months after the close of the Federation's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.
- (3) Each member film society may nominate up to two delegates to attend and vote at an annual general meeting.
- (4) Associate members may each nominate one delegate who may attend and be heard at the annual general meetings but may not vote.
- (5) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (6) A member participating in a general meeting as permitted under subclause (5) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

25. Annual general meetings – calling of and business at

- (1) The annual general meeting of the Federation is, subject to the Act and to clause 24, to be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Committee reports on the activities of the Federation during the last preceding financial year,
 - (c) to elect office-bearers of the Federation and ordinary Committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

26. Special general meetings – calling of

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Federation.
- (2) The Committee must, on the requisition in writing of at least 3 member film societies convene a special general meeting of the Federation.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.\
- (6) Each member film society may nominate up to two delegates to attend and vote at a special general meeting.
- (7) Associate members may each nominate one delegate who may attend and be heard at the special general meetings but may not vote

27. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Federation, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Federation, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 25 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

28. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) At least one delegate from each of four member film societies (being member film societies entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

29. Presiding member

- (1) The President or, in the President's absence, the vice-President, is to preside as chairperson at each general meeting of the Federation.
- (2) If the President and the vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

30. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Federation stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. Making of decisions

- (1) A question arising at a general meeting of the Federation is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 2 or more members present at the meeting decide that the question should be determined by a written ballot -- a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Federation, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

32. Special resolutions

A special resolution may only be passed by the Federation in accordance with section 39 of the Act as follows:

- (1) A resolution is passed by an Federation as a "special resolution":
 - (a) at a meeting of the Federation of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
 - (b) a postal ballot conducted by the Federation, or
 - (c) in such other manner as the Director-General may direct,
 - (d) if it is supported by at least three-quarters of the votes cast by members of the Federation who, under the Federation's constitution, are entitled to vote on the proposed resolution.

- (2) A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal ballot referred to in subsection (1) (b) may only be conducted in relation to resolutions of a kind that the Federation's constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the regulations.
- (4) A direction under subsection (1) (c) may not be given unless the Director-General is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subsection (1) (a) or (b).

33. Voting

- (1) On any question arising at a general meeting of the Federation a member has one vote only.
- (2) All votes shall be given personally, by proxy or by post.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any general meeting of the Federation unless all money due and payable by the member to the Federation has been paid.
- (5) A member is not entitled to vote at any general meeting of the Federation if the member is under 18 years of age.

34. Proxy voting

- (1) Proxy voting is allowed, but limited to elections and to motions listed in General Meeting notices.
- (2) Proxies are not provided for at Executive Committee meetings.
- (3) Proxy votes may not be counted towards a meeting quorum.
- (4) The procedure by which proxy voting is to be conducted shall from time to time be determined by the Committee and members notified of that procedure well in advance of any meeting allowing proxy voting. It shall include provision for the Principal's vote to be placed by the Proxy in a specific manner, either for or against or abstaining, on any of the motions specified in the General Meeting notice.
- (5) Appointment of a proxy must be advised in writing by the start of the meeting at which it applies.
- (6) The Secretary shall make available or accessible to members a suitable proxy assignment and voting form or specify the criteria an acceptable form must meet.

35. Postal ballots

- (1) The Federation may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 13).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 of the Regulation.
- (3) The Secretary will make postal ballot forms available to all members well before any meeting in which they may be used.
- (4) The Committee may from time to time determine the precise form of postal ballot forms.

Part 5 – Miscellaneous

36. Insurance

The Federation may effect and maintain insurance.

37. Funds – source

- (1) The funds of the Federation are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Federation in general meeting, such other sources as the Committee determines.
- (2) All money received by the Federation must be deposited as soon as practicable and without deduction to the credit of the Federation's bank or other authorised deposit-taking institution account.
- (3) The Federation must, as soon as practicable after receiving any money, issue an appropriate receipt.

38. Funds – management

- (1) Subject to any resolution passed by the Federation in general meeting, the funds of the Federation are to be used in pursuance of the objects of the Federation in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the Federation, being members or employees authorised to do so by the Committee.
- (3) The assets and income of the Federation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Federation except as bona fide compensation for services rendered or expenses incurred on behalf of the Federation.

- (4) The Committee may authorise the Treasurer to expend funds on behalf of the Federation (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (5) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

39. Change of name, objects and constitution

An application to the Director-General for registration of a change in the Federation's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Committee member.

40. Custody of books etc.

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Federation.

41. Inspection of books etc.

- (1) The following documents must be open to inspection, free of charge, by a member of the Federation at any reasonable hour:
 - (a) records, books and other financial documents of the Federation,
 - (b) this constitution,
 - (c) minutes of all Committee meetings and general meetings of the Federation.
- (2) A member of the Federation may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

42. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

43. Financial year

The financial year of the Federation is:

- (a) the period of time commencing on the date of incorporation of the Federation and ending on the following 31 December, and
- (b) each period of 12 months after the expiration of the previous financial year of the Federation, commencing on 1 January and ending on the following 31 December.

44. Dissolution

In the event of the Federation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation with similar purposes which is not carried on for the profit or gain of its individual members.