

**ANU Film Group Incorporated**  
**Constitution**

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## PART I — PRELIMINARY

### Name

1. The name of the association hereby constituted shall be “The ANU Film Group Incorporated”, which may be abbreviated to “ANU Film Group Inc.”.

### Definitions

2. In this constitution, unless the contrary intention appears :
  - (a) “ANU Film Group” means the ANU Film Group Inc.,
  - (b) “the Committee” means the Committee of Management of the ANU Film Group,
  - (c) “the constitution” means the ANU Film Group constitution,
  - (d) “the electoral by-laws” means the ANU Film Group Electoral By-Laws,
  - (e) “general meeting” means a meeting that is open for any member of the ANU Film Group to attend,
  - (f) “general sub-committee” means any sub-committee other than the executive sub-committee and the vacation sub-committee,
  - (g) “the Group” means the ANU Film Group,
  - (h) “member” means a person who is a member of the ANU Film Group,
  - (i) “special resolution” means a resolution passed at a general meeting for which at least 21 days notice, accompanied by notice of intention to propose the resolution as a special resolution, has been given in the same manner as notice of a general meeting of the Group is required, and is passed by at least three-quarters of the votes of those members present and entitled to vote at such general meeting,
  - (j) “the President” means the President of the ANU Film Group,
  - (k) “the Vice President” means the Vice President of the ANU Film Group,
  - (l) “the Public Officer” means the Public Officer of the ANU Film Group,
  - (m) “the Secretary” means the Secretary of the ANU Film Group,
  - (n) “the Treasurer” means the Treasurer of the ANU Film Group,
  - (o) “the University” means the Australian National University,
  - (p) “the Registrar General” means the Registrar General’s Office of the Australian Capital Territory, and
  - (q) “the Act” means the Associations Incorporation Act 1991, and
  - (r) “programme” means a range of event dates set and approved as a programme by Committee resolution.
3. The provisions of the Interpretation Act 1967 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.

### Objects

4. The objects of the Group are :
  - (a) to screen films of interest to members,
  - (b) to foster and promote interest in the aesthetics and history of the cinema,
  - (c) to engage in, and to encourage and assist members to engage in, the production of films and videos,
  - (d) to make donations to charities, and
  - (e) the doing of all such other lawful things that are incidental to the attainment of the basic objects of the Group.

## PART II — EXECUTIVE SUB-COMMITTEE

### Content

5. The President, Vice President, Secretary and Treasurer form the executive sub-committee. No person shall hold more than one position on the executive sub-committee.
6. The executive sub-committee is subordinate to and directly responsible to the Committee, and shall abide by all directions from the Committee.

### Casual vacancies

7. Casual vacancies occurring on the executive sub-committee may be filled by Committee resolution, but only members of the Committee are eligible to fill such vacancies.

### Authority of the executive

8. Between meetings of the Committee, members of the executive sub-committee have the authority to direct members of the Committee and servants of the Group in matters of urgency relating to the Group, and such members or servants are bound by such direction. Any such direction shall be reported to the Committee at the next Committee meeting. No direction shall be given that directly contravenes any part of this constitution, any Committee resolution

in force, or any general meeting resolution in force, and any direction given that does so contravene such restrictions shall be deemed null and void.

9. In the event of any conflict between members of the executive sub-committee :

- (a) the authority of the Secretary exceeds the authority of the Treasurer,
- (b) the authority of the Vice President exceeds the authority of the Secretary,
- (c) the authority of the President exceeds the authority of the Vice President, and
- (d) the authority of a meeting of the executive sub-committee exceeds the authority of the President.

Quorum

10. A quorum for executive sub-committee meetings is three members of the executive sub-committee. No business shall be transacted at any executive sub-committee meeting unless a quorum is present.

Chairperson

11. The chairperson at each executive sub-committee meeting shall be the President, or in his or her absence, the Secretary.

Votes and motions

12. Each executive sub-committee member present at an executive sub-committee meeting is entitled to one vote only per question put to the meeting. All votes are to be given personally. A motion shall be deemed passed if two or more members present vote for such motion, unless this constitution provides for a different majority.
13. When a vote at an executive sub-committee meeting is tied, the motion shall resolve in the negative.

**PART III — COMMITTEE**

Control of the Group

14. Subject to this constitution and to the resolutions passed at a general meeting of the Group, the management and control of the Group shall be vested in the Committee of Management, which has the power to perform all such acts as appear to the Committee to be essential for the proper management of the business and affairs of the Group, other than those that are required by this constitution to be exercised by a general meeting. The Committee shall keep in its custody or under its control all records, books and other documents relating to the Group.

Composition

15. The Committee shall consist of the President, the Vice President, the Secretary, the Treasurer, any ex officio Committee members, and no fewer than six and no more than sixteen other positions. Only a general meeting of the Group may alter the total number of Committee positions.
16. Each member of the Committee is subordinate to and directly responsible to the Committee, and shall abide by all directions from the Committee.

Activities to comply with constitution and be legal

17. The Committee shall ensure that all of the Group's activities abide by this constitution, and comply with the Act and all other relevant legislation.

Members details to be kept

18. Each member of the Committee shall provide the Secretary with his or her name, residential address, contact telephone number and, if desired, postal address, and shall advise the Secretary of any changes to this information within 14 days of such change. A Committee member may request that his or her residential address be kept confidential and when such a request is made, that member's residential address shall be kept on file but not distributed beyond the executive sub-committee unless required in the investigation of a crime or otherwise by law.

Vacation of office

19. Each member of the Committee shall hold office, subject to this constitution, until the conclusion of the Annual General Meeting next following after the date of his or her election or appointment, but a position becomes vacant if its occupant :
- (a) dies,
  - (b) suffers from mental or physical incapacity,
  - (c) resigns in writing signed by his or her own hand,
  - (d) is disqualified from office under subsection 63(1) or 63(2) of the Act,
  - (e) fails to attend two consecutive Committee meetings (unless he or she is an ex officio Committee member) without leave granted by the Committee,
  - (f) refuses or otherwise fails to provide the information required by section 18 of this constitution, or

- (g) is considered by a Special General Meeting of the Group to have conducted him or herself in a manner gravely detrimental to the interests or reputation of the Group, and is removed from office by special resolution at such meeting, provided that any such member of the Committee shall first have received at least 21 days notice of the Special General Meeting with a concise statement of the grounds upon which his or her removal is sought, and shall be entitled at the Special General Meeting to make a statement in explanation and defence of his or her conduct.

#### Refund of membership fees to Committee members

20. A general member who is elected or appointed to the Committee during the first programme of his or her membership may receive a full refund of his or her general membership fee. A general member who is elected or appointed to the Committee during any other programme may receive the refund of the general membership fee payable by a member joining for that programme.

#### Portfolios

21. The Committee may divide its roles and responsibilities into portfolios and appoint members of the Committee to fill those portfolios and perform the tasks assigned to them.

#### Appointment of servants

22. The Committee shall have the authority to appoint servants or paid staff to assist with the management of the affairs of the Group or the carrying out of the Group's activities as it sees fit.

#### Casual vacancies

23. Casual vacancies occurring on the Committee (other than members of the executive sub-committee) may be filled by Committee resolution, but only members of the Group are eligible to fill such vacancies.

#### Frequency of meetings

24. The Committee shall meet at least once every five weeks during the University teaching period.

#### Notice of meetings

25. All Committee meetings shall be called by the President or the Vice President in consultation with at least one other member of the executive sub-committee. The executive sub-committee shall, except as otherwise stated in the constitution, notify each Committee member, either by electronic means (with a reply of acknowledgement at least eight days before the meeting) or by one of the following methods initiated at least seven days before the meeting:
- (a) personal contact with the Committee member;
  - (b) a letter posted to the Committee member's postal or residential address;
  - (c) a telephone conversation with the Committee member.

- 25A. In the event of urgent or emergency business, any two members of the executive sub-committee may authorise and/or call a meeting by telephone or personal conversation at least one day before the time appointed for that meeting; or by electronic means, provided that a reply of acknowledgement has been received two days before the time appointed for that meeting.

- 25B. A Committee member may request, in writing, an exemption from the notification of meetings for a period of time, and no notification need be sent to the requesting Committee member during the specified period.

#### Projectionists' representative

- 25C. If the Group has no Head Projectionist, the projectionists of the Group may appoint a representative from amongst themselves, who shall be entitled to attend Committee meetings.

#### Special meetings

26. A Special Committee meeting shall be called within seven days upon receipt of a petition upon which no less than five Committee members have called for such a meeting, provided that the petition states the business to be discussed at that meeting.

#### Agenda

27. The agenda for each Committee meeting shall be drawn up by the Secretary in consultation with the President and shall be followed in the order that it appears, unless leave is granted by the meeting. Where a meeting has been called by a petition of Committee members, the Secretary shall include one or more items on the agenda to deal with the business outlined in the petition.

#### Quorum

28. A quorum for Committee meetings is a simple majority of its total number of voting members or six voting members, whichever is the lesser, two of whom shall be members of the executive sub-committee, and at least one of the President or Vice President shall be present. No business shall be transacted at any Committee meeting unless a quorum is present.

29. If a quorum is not present within 30 minutes after the time appointed for a Committee meeting, the meeting is dissolved and another meeting shall be called and scheduled within 14 days.

#### Chairperson

30. The chairperson at each Committee meeting shall be the President, or in his or her absence, the Vice President.

#### Votes and motions

31. Excepting ex officio Committee members, each Committee member present at a Committee meeting is entitled to one vote and one only per motion or question put to the meeting. Ex officio Committee members shall have no voting rights on any issue placed before the Committee. All votes are to be given personally. A motion shall be deemed passed if a simple majority of voting members present vote for such motion, unless this constitution provides for a different majority.
32. When a vote at a Committee meeting is tied, the chairperson of that meeting is entitled to a second, casting vote.

#### Adjournment

33. The chairperson may adjourn a Committee meeting from time to time and place to place or close a meeting, unless that meeting was called by a petition of members in which case the chairperson may adjourn the meeting (but not close it) if it has been in session for a period of at least two hours.

### **PART IV — SUB-COMMITTEES**

#### Vacation sub-committee

34. During University vacation periods, all powers, functions and control vested in the Committee (other than those specifically excluded) shall pass to the vacation sub-committee and that sub-committee may, subject to this constitution, exercise all such functions as may be exercised by the Committee. All actions taken and decisions made by the vacation sub-committee shall be reported to the Committee at the next meeting of the Committee.
35. The vacation sub-committee shall consist of all members of the Committee, but attendance at meetings of the vacation sub-committee is optional and no member of the Committee shall be penalised for not attending such meetings.
36. The vacation sub-committee is subordinate to and directly responsible to the Committee, and shall abide by all directions from the Committee.
37. Meetings of the vacation sub-committee shall only be called by a member of the executive sub-committee, and such member need not attend any meeting he or she calls.
38. A quorum for vacation sub-committee meetings is three members of the Committee. No business shall be transacted at any vacation sub-committee meeting unless a quorum is present.
39. The chairperson at each meeting of the vacation sub-committee shall be the President, or in his or her absence the Vice President, or in his or her absence, the Secretary, or in his or her absence, the Treasurer, or in his or her absence, any other member of the sub-committee appointed by the meeting.
40. When a vote at a vacation sub-committee meeting is tied, the chairperson of that meeting is entitled to a second, casting vote.

#### General sub-committees

41. The Committee may from time to time form general sub-committees to investigate any matter, take any action, and report back to the Committee. Each general sub-committee shall have at least one member that is also a member of the Committee. Each general sub-committee is subordinate to and directly responsible to the Committee, and shall abide by all directions from the Committee.
42. Each general sub-committee shall, at its first meeting, appoint a chairperson who shall chair meetings of that sub-committee, although the Committee may at its absolute discretion appoint a chairperson for a general sub-committee.
43. A quorum for general sub-committee meetings shall be three members of the sub-committee. No business shall be transacted at any general sub-committee meeting unless a quorum is present.
44. Meetings of a general sub-committee shall be called by the chairperson of the sub-committee, or by any member of the executive sub-committee. At least one days notice shall be given of general sub-committee meetings, such notice to be given in such manner as the sub-committee may direct.

## PART V — MEMBERSHIP

### Eligibility

45. Membership of the Group is open to any student of the University, and any other category or definable class of people as determined by the Committee. The Committee may deny membership of the Group from any person or group of persons, or apply any conditions of membership, as it sees fit.

### Membership

46. All members shall be deemed to have agreed to be bound by this constitution and any by-laws made hereunder.

### General membership

- 46A. The Group shall grant membership to a person upon application, payment of the prescribed fee, and acceptance of that fee by an officer or servant of the Group, for
- (a) a particular programme, or series of consecutive programmes. That person's general membership shall commence at the time of the grant or at the start of the programme or programmes applied for, whichever occurs later. The membership shall then terminate immediately before the start of the following programme.
  - (b) a fixed term not exceeding 12 months. That person's general membership shall commence at the time of the grant, or at the expiration of any existing general membership, but not more than six months from the time of the grant. The membership shall then terminate at the end of the fixed term.
- 46AA. A membership may also be terminated upon refund of the membership fee, unless otherwise provided for in this constitution.

### Life membership

- 46B. A general meeting may by resolution award membership of the Group for life to any person. Until and unless such membership is revoked by special resolution, a member who has been awarded life membership of the Group shall, subject to this constitution, be a member of the Group for the duration of his or her life without payment of any further membership fees.

### Committee-complimentary membership

- 46C. Subject to this constitution, each Committee member shall receive a complimentary grant of membership for the period of his or her tenure.

### Projectionist-complimentary membership

- 46D. Subject to this constitution, each projectionist employed by or under contract with the Group shall receive a complimentary grant of membership of the Group for the period of employment or contract.

### Other complimentary membership

- 46E. Subject to this constitution, the Committee or a general meeting may by resolution make a complimentary grant of Group membership to any person, for a period not exceeding 12 months.
- 46F. Multiple overlapping grants of membership to a person for any period shall not confer greater benefit than a single grant of membership for the same period.

### Register of members

47. When a person becomes a member of the Group, the Group shall record the person's name and address, as given by the person, the person's signature, and the date on which the person becomes a member.

### Attendance at activities

48. Subject to this constitution, members shall be entitled to attend general meetings and, at the absolute discretion of the Committee, all film screenings of the Group. The Committee may permit members to bring guests, subject to any conditions as the Committee deems fit. The Committee or a General Meeting may invite any person to attend any activities of the Group.
50. Any right, privilege or obligation of a person by right of his or her membership of the Group is not capable of being transferred or transmitted to another person, and terminates upon the cessation of his or her membership, whether by death, resignation or otherwise.

### Cessation of Membership

51. A person ceases to be a member of the Group if he or she:
- (a) dies;
  - (b) resigns from the Group in writing;
  - (c) is expelled from the Group; or
  - (d) has his or her membership terminated as otherwise provided for in this constitution.

### Suspension

55. If the executive sub-committee or the Committee considers the action or conduct of any member to be contrary to the interests of the Group or to be injurious to the Group's activities or reputation or to be contrary to this constitution, the executive sub-committee or the Committee may suspend that member from the Group. Such suspension shall take effect immediately. Suspension may be for a fixed period, or may remain in force until enquired into by the Committee. After suspending any member, the executive sub-committee shall report the suspension to the next Committee meeting.

56. If a member is present at the time of his or her suspension, he or she shall be verbally notified of the suspension together with the reason for and the duration of the suspension.
57. A member suspended from the Group shall not take part in any activity organised by the Group until the Committee or a general meeting annuls the suspension or the suspension period expires, unless otherwise provided for in this constitution.
58. Where a member has been suspended for a period exceeding 14 days :
- (a) the member shall be notified in writing, posted to the member's recorded address or hand-delivered to the member, within seven days of the suspension, advising the member of the suspension and the actions or conduct resulting in suspension. Such notice shall also include an invitation to attend a Committee meeting enquiring into the matter, and shall advise the member of the date, time, and place of the meeting. Such notice shall also advise the member that he or she may attend and speak at that meeting, or submit to the Committee at or prior to that meeting written representations relating to the matter, or both.
  - (b) the Committee shall convene a meeting not more than 28 days after the suspension to enquire into the suspension. The member shall be allowed to concisely state his or her case and to defend and justify the actions or conduct specified in the invitation. Any written representations relating to the matter received from the member at or prior to the meeting shall be read out to the meeting, given due consideration, and attached to the minutes of the meeting. After discussion on the matter, the Committee may annul the suspension or call on the member to resign, and, if the member does not resign, may expel him or her by a resolution passed by a two-thirds majority, provided that the member in question is not also a member of the Committee. Should the matter remain unresolved at the meeting, the Committee shall convene another meeting within seven days, again providing the member the opportunity to make written representations, to attend the meeting, to hear any new particulars, and to answer them, at which reconvened meeting, if the Committee does not pass a resolution by two-thirds majority to expel the member, the matter shall be resolved in the member's favour. A member who is expelled from the Group shall receive written notification of such expulsion posted to the member's recorded address or hand-delivered to the member, within eight days of the expulsion, which notification shall include advice that the member has the right to appeal to the next general meeting of the Group to have the expulsion overturned. A member who is expelled from the Group shall be allowed to appeal that decision at the next general meeting of the Group, and the decision of the general meeting shall be final.

## PART VI — GENERAL MEETINGS

### Annual General Meeting

59. An Annual General Meeting shall be held once in every calendar year on such day, being not later than three months after the close of the financial year of the Group, as the Committee may determine in order to transact the following business :
- (a) confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting,
  - (b) receive and, if approved, adopt the Annual Report and audited statement of the accounts to the end of the last preceding Financial Year,
  - (c) elect the President, Vice President, Secretary, Treasurer, and other Committee members,
  - (d) answer questions from members, and
  - (e) conduct any other business brought before the meeting.

### Special General Meetings

60. All general meetings other than the Annual General Meeting shall be called Special General Meetings.

### Calling general meetings

61. No general meeting shall be held during a University vacation period. Any general meeting that needs to be convened during a vacation period as a result of the requirements of this constitution, shall be convened as soon as is practicable after the resumption of a teaching period.
62. All general meetings shall be called by the highest-ranking member of the Executive sub-committee, by the Secretary in consultation with the President, by the Committee, or by petition of a majority of Committee members. General meetings shall be called with the placement of a legible written notice, clearly visible to members, at the entrance doors of the main theatre utilised by the Group, at least seven days before the meeting is to be held. Such notices shall include the date, time, and place of the meeting, and the nature of the business to be transacted thereat.
63. A Special General Meeting shall be called after receipt of a petition upon which no fewer than 30 members have called for such a meeting, provided that the petition :



- (a) states the purpose or purposes of the meeting,
- (b) is signed by the members making the petition together with the printed name of each, and
- (c) is lodged with a member of the Executive sub-committee or posted by registered mail to the Group's postal address.

When a petition proposes a resolution that is required under this constitution to be a special resolution, the rules for proposing a special resolution shall be in effect, and the Special General Meeting shall be called within 28 days of receipt of the petition. In all other cases, the meeting shall be called within 14 days of receipt.

64. If the Committee fails to convene a Special General Meeting within 28 days after the date on which a valid petition of members calling for such meeting is received, any one or more of the members who made and signed the petition may convene a Special General Meeting to be held not later than two months after that date. Such meeting shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the Group for any reasonable expense so incurred.

#### Agenda

65. The Committee may direct that any item to be discussed at any general meeting be removed from the agenda if it considers the item to be scandalous, defamatory, or contrary to the terms of this constitution.
66. The agenda for each general meeting shall be drawn up by the Secretary in consultation with the President and shall be followed in the order that it appears, unless leave is granted by the meeting. Where a meeting has been called by a petition of members, the Secretary shall include one or more items on the agenda to deal with the business outlined in the petition.
67. A member wishing to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall place one or more items on the agenda for the next general meeting to deal with that business.

#### Quorum

68. A quorum for general meetings is 15 members. No business shall be conducted at any general meeting without a quorum.
69. If a quorum is not present within 30 minutes after the time appointed for a general meeting not called by a petition of members, the meeting shall stand adjourned to the same place at the same time, one week later, unless the members present elect some other date, time, and/or location, in which case the meeting stands adjourned until that date, time and/or location. In either case, a legible written notice, clearly visible to members, advising the new date, time, location, and business to be transacted thereat shall be placed, within 24 hours, at the entrance doors of the main theatre utilised by the Group
70. If a quorum is not present within 30 minutes after the time appointed for an adjourned general meeting, the members present at the time shall form a quorum.
71. If a quorum is not present within 30 minutes after the time appointed for a general meeting where such meeting has been called by a petition of members, the meeting is dissolved.

#### Chairperson

72. The chairperson at all general meetings shall be the President, or in his or her absence the Vice President, or in his or her absence, the Secretary, or in his or her absence, the Treasurer, or in his or her absence, a member of the Committee appointed by the meeting, or if no Committee members are present, a member of the Group appointed by the meeting.

#### Votes and motions

73. Each member present at a general meeting is entitled to one vote only per question put to the meeting. All votes are to be given personally. A motion shall be deemed passed if a simple majority of members present vote for such motion, unless this constitution provides for a different majority.
74. When a vote at a general meeting is tied, the chairperson of that meeting is entitled to a casting vote.

#### Adjournment

75. The chairperson of a general meeting may, with the consent of the majority of members properly present and entitled to vote thereat, adjourn a general meeting from time to time and place to place or close a meeting.

#### Elections

76. All positions on the Committee, other than those specified in this constitution as ex officio positions, are deemed elected positions.

77. The Annual General Meeting shall include elections for all Committee positions which shall, subject to this constitution, be conducted in accordance with the electoral by-laws.
- 77A. Elections for vacant Committee positions may be held at a Special General Meeting, subject to this constitution and in accordance with the electoral by-laws.
78. Only a member of the Group is eligible for election to the Committee. Current Committee members may stand for re-election.
79. All persons elected at the Annual General Meeting shall take office from the close of that meeting.
80. At each Annual General Meeting, or as soon as practicable after each Annual General Meeting, the outgoing Committee shall pass on to the newly elected Committee all correspondence, keys, documents and assets belonging to or controlled by the Group, and the control of all funds, monies and accounts owned or operated by the Group.

## **PART VII — FINANCE**

### Financial Year

81. The financial year of the Group is the period beginning on the first day of January in each year and ending on the thirty-first day of December in the same year.

### Application toward objects

82. The income and property of the Group, however derived, shall be applied solely towards the promotion of the objects and purposes of the Group and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any member of the Group by virtue of his or her membership of the Group.

### Expenditure to be authorised

83. No member shall incur any expenditure on behalf of the Group without the approval of the Committee.

### Control of income and funds

84. All monies payable to the Group shall be approved by the Committee and received by the Treasurer or other such officer or bank as shall be appointed by the Committee. All money received by the Group shall be deposited as soon as practicable and without deduction to the credit of the Group's bank account. All funds belonging to the Group shall unless invested be retained in a banking account in the name of the Group and no sum shall be drawn or appropriated from this account except by cheque signed by two members of the executive sub-committee or by bank transfer. Any monies not required for immediate use may be invested by the Committee.

85. The Group shall not pay any bill, invoice, expense, debt or other expenditure except by cheque signed by two members of the executive sub-committee or by bank transfer

- 85A. All payments by bank transfer shall receive prior authorisation in writing on an authorising form.

The authorising form must contain:

- (a) Name of the person or entity to whom the transfer will be made;
- (b) Reason for the transfer;
- (c) Amount of the transfer;
- (d) Date of authorisation; and
- (e) Signatures of two members of the executive sub-committee.

### No payment to the Committee

86. No member of the Committee shall receive from the Group any wage, salary, fee, dividend, remuneration, or otherwise by virtue of his or her membership of the Committee, except for the authorised repayment of expenses, and the reimbursement of membership fees.

### Payments and remuneration

87. No member of the Committee (other than an ex officio member) shall also be an employee or contractor of the Group.

88. Nothing in this constitution prevents the payment in good faith to a servant or member of the Group :

- (a) of interest at current bank overdraft rate on money lent to the Group, or
- (b) for goods supplied to the Group by the servant or member in the ordinary course of business.

### Records and accounts

89. The Committee shall ensure that true and proper records and accounts are kept of all of the Group's transactions, income, receipts, assets, expenditure, credits and liabilities.

90. At each Annual General Meeting a properly prepared and audited statement of the accounts shall be placed before the members and such statement shall include :
- (a) the income and expenditure of the Group during the most recently ended financial year,
  - (b) the assets and liabilities of the Group at the end of that financial year,
  - (c) a copy of the auditor's report to the Group in relation to the Group's accounts for that financial year, and
  - (d) a report signed by 2 members of the Committee stating :
    - (i) the name of each member of the Committee during the most recently ended financial year and, if different, at the date of the report,
    - (ii) the principal activities of the Group during the most recently ended financial year and any significant change in the nature of those activities that occurred during that financial year, and
    - (iii) the net profit or loss of the Group for the most recently ended financial year.
91. The Group shall retain its accounting records for at least seven years after the transactions to which they relate were completed.

#### Property

92. The Group may receive and disclaim property of any nature whether or not it is subject to any express conditions. The Group may purchase or otherwise acquire and hold property of any nature, and may sell, lease, mortgage or otherwise deal with the same.

### **PART VIII — PROJECTIONISTS**

#### Head Projectionist

93. If the Group utilises one or more people as projectionists, the Committee may appoint a Head Projectionist from amongst them. The Head Projectionist shall, under the direction of the Committee, manage the projection room and the affairs of the projectionists.

#### Ex officio Committee position

95. If a Head Projectionist is appointed, he or she shall have an ex officio position on the Committee.

#### Appointment of projectionists

96. The Committee may vest the authority to appoint and/or dismiss projectionists with the Head Projectionist.

### **PART IX — STATUTORY REQUIREMENTS**

#### Alteration of this constitution

98. This constitution shall be amended or altered only by special resolution, and all such amendments and alterations shall be properly recorded in Appendix I of this constitution. The Group shall lodge with the Registrar General, no later than one month after any such resolution is passed, a notice in the approved form setting out the particulars of the amendment or alteration, and shall include a declaration by at least two members of the Committee to the effect that such special resolution was duly passed by the Group. A resolution to alter this constitution shall have no effect until such notice has been lodged with the Registrar General.

#### Public Officer

99. The Group shall have a Public Officer who shall be the President, or if the President refuses such position or is unavailable or unsuitable for the position, such other member of the Group as determined by the Committee. The Public Officer shall reside in the Australian Capital Territory.
100. The Group shall lodge with the Registrar General, in the approved form, notification of the appointment of a Public Officer within one month of such appointment. The Group shall lodge with the Registrar General, in the approved form, notification of a change of address of the Public Officer within one month of such change. The Public Officer shall notify the Group of a change of his or her address within 14 days of such change.
101. Where a vacancy occurs in the office of Public Officer of the Group, the Committee shall, within 14 days after the vacancy occurred, appoint a member of the Group to fill the vacancy.

#### Changes to Committee to be notified

102. Where
- (a) a person becomes a member of the Committee,
  - (b) the office of a member of the Committee becomes vacant, or
  - (c) a member of the Committee changes his or her postal address,

the Group shall, not later than one month after the occurrence of the event, lodge with the Registrar General notice of the occurrence in the approved form. For the purposes of this section, "postal address" means residential address when a Committee member has not provided a separate postal address.

#### Common seal

103. The Group shall have a common seal, and that seal shall be kept in the custody of the Secretary, or such other member of the Committee or place as the Committee determines.
104. The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of the Public Officer and the Secretary, or any 2 members of the Committee as determined by the Committee.

#### Auditing

105. The Committee shall cause the Group's accounts to be audited in accordance with the Act at least 14 days before the audited statement of accounts is required to be presented at the Annual General Meeting. The Group's accounts shall be audited by a person who is :

- (a) a Chartered Accountant,
- (b) a Certified Practising Accountant,
- (c) a Company Auditor,
- (d) a Registered Auditor, or
- (e) a member of the National Institute of Accountants,

who is not a member of the Committee of the Group, and has not prepared or assisted with the preparation of those accounts.

106. No person shall refuse or fail to allow an auditor access, for the purpose of auditing the Group's accounts, to any accounting or other records of the Group. No person shall refuse or fail to give to the auditor, within a reasonable time, any information or explanation required by the auditor that is within the knowledge of that person. No person shall hinder, obstruct or delay an auditor in the performance of his or her duties or the exercise of his or her powers under the Act.

#### Annual return

107. Within six months of the end of each financial year, the Group shall lodge with the Registrar General an annual return in the approved form, together with an audited statement of the Group's accounts and a copy of the auditor's report in relation to those accounts, and any other particulars required on the annual return.

#### Name on documents

108. The Group's name shall include, at the end of the name, the word "Incorporated" or the abbreviation "Inc.". The Group's name shall appear on the common seal, and on every business letter, statement of account, invoice, official notice, publication, bill of exchange, promissory note, endorsement, cheque or other negotiable instrument, order, receipt and letter of credit issued or executed by or on behalf of the Group.

#### Investment

109. The Group shall not, without the written approval of the Registrar General, invite a person other than a member of the Group to invest money with the Group nor receive money from such a person for investment with the Group.

#### Dissolution

110. The Group may be voluntarily dissolved only by special resolution passed at a Special General Meeting called for that sole purpose. Application can be made to the Supreme Court for dissolution of the Group by the Group itself, by a member or creditor of the Group, or by the Registrar General.
111. Upon dissolution, all surplus monies, assets, properties and funds of the Group shall be disposed of to non-profit film organisations and/or for charitable purposes as determined by a resolution passed at any general meeting. The Committee shall always ensure that a non-profit film organisation or organisations and/or charity or charities is/are nominated and recorded to receive such benefits in the event of dissolution of the Group. No member of the Group shall receive any benefit or any of the said monies, assets, properties or funds by virtue of his or her membership.
112. The liability of a member to contribute towards the payment of the debts and liabilities of the Group or the costs, charges and expenses of the winding up of the Group is limited to the amount, if any, unpaid by the member in respect of membership of the Group.

#### Inspection of documents

113. Other than as required by this section, any records, books, financial accounts or other documents of the Group shall be open to inspection at a place in the Australian Capital Territory, free of charge, by any member of the Group at any reasonable date and time. If such a request is received from a member during a University vacation period, the

Committee or holder of such records, books, accounts or documents may postpone the request until the commencement of a teaching period.

The Committee may determine some records of the Group to be personally sensitive. This information must:

- (a) specifically identify an individual, either by name or membership number; and
- (b) contain information beyond that required by law to be freely accessible to all members.

Where a record has been determined to be personally sensitive, the Committee may determine restrictions on the access to this information. These restrictions must:

- (a) permit access as required by law; and
- (b) permit access of a member to those records that contain information about themselves; and
- (c) permit access to the Group's auditor.

This determination must be made publicly accessible to all members, and should be available whenever members provide information that will be entered into the document.

114. On the request of a member, the Group shall give the member a copy of this constitution. The Group may charge a fee not exceeding that allowed by legislation for each copy supplied.

#### Service of documents

115. Where pursuant to the Act a document or process is served on the Public Officer or a member of the Committee, that person shall, as soon as is practicable after receiving the document or process, bring it to the attention of the Committee.

#### Submitting documents

116. A document lodged with the Registrar General shall bear the name, address and telephone number of the person by whom or on whose behalf the document was submitted, and shall be signed by the Public Officer of the Group or by a Committee member authorised by the Committee for that purpose. The name of the person signing any such document shall be clearly printed under or beside the signature of the person.

## **PART X — MISCELLANEOUS**

#### By-Laws and Standing Orders

117. The Committee may from time to time make, vary and revoke by-laws not inconsistent with this constitution for the regulation of the internal affairs of the Group and the conduct of members, and the by-laws for the time being in force shall be binding on all members. By-laws may impose their own restrictions on their variation, amendment, alteration or revocation and such restrictions where in place shall be observed, provided that any by-laws can be varied, amended, altered or revoked by simple majority at a general meeting.
118. Proceedings at general meetings, meetings of the Committee, and meetings of any sub-committee shall, subject to this constitution, be regulated by the standing orders set out in the schedule to this constitution. Such standing orders may be amended, altered or revoked only by special resolution.

#### Minutes

119. All proceedings at a meeting shall be recorded and minutes kept in such form as the Committee may direct. The Committee shall keep minutes of all elections and appointments to the Committee, and the names of Committee members present at all Committee meetings and all general meetings.
120. The minutes of any meeting shall be confirmed at the next meeting of the same body, provided that such next meeting shall have the opportunity to peruse and amend such minutes if they do not accurately describe the proceedings listed. Such amendment shall be limited to correcting errors in the minutes. Once all motions to amend the minutes have been dealt with, and the minutes amended where necessary, the chairperson shall sign them and the Committee shall cause them to be stored permanently.
121. When the minutes from a previous meeting have been dealt with by a meeting and signed by the chairperson of that meeting, such minutes shall be conclusive as to all matters and things therein recorded or purported to have been done or directed to be done.

#### Invalidity/Ambiguity

122. The non-receipt of notice of a meeting by any member shall not invalidate any proceedings or resolutions passed at any meeting of the Group or any committee thereof, provided that posting of such notice can be shown.
123. No act or proceedings of any committee of the Group shall be later invalidated by any vacancy on such committee, or on the ground that a member of such committee was not qualified or had become disqualified after the date of his or her election or appointment.

#### Interpretation

124. If there should be any ambiguity or difference of opinion concerning the purport or interpretation of any clause in this constitution, or to deal with any matter not provided for in this constitution, the chairperson shall consider the opinions of the members of the meeting entitled to vote thereat and shall then make a ruling on the matter. The decision of the chairperson shall be binding on all parties unless it be challenged at the time by two or more members of the meeting entitled to vote thereat, in which case the matter shall be referred to the meeting (if the meeting is a Committee meeting or a general meeting) or to the next Committee meeting (if the meeting is neither a Committee meeting nor a general meeting). The decision of a general meeting shall be binding on all parties. The decision of a Committee meeting shall be binding on all parties, unless that decision is overturned by a general meeting as provided for in this constitution.

## APPENDIX I - CHANGE HISTORY

Date changed by special resolution	Date notification lodged with Registrar General	Summary of change
19-Aug-1996	27-Aug-96	Adopted new constitution.
8-Oct-1996	30-Oct-96	Section 25: corrected ambiguous notice of meeting. Section 81: changed financial year from 30 June.
24-Mar-1997	4-Apr-97	Section 124: allowed disputes to be resolved at general meetings, not just Committee meetings.
19-Oct-1998	?	Section 87: don't need a general meeting to comply with an award
29-Mar-1999	?	Section 87 (replaced): prevent Committee members from also being employees or contractors.
27-May-2000	16-Jun-2000	Section 113 (replaced): places restrictions on availability of personal documents and personal information of members of the group.
28-March-2001	29-March-2001	Section 2, 5, 9, 11, 15, 30, 39, 59, 72: added reference to new executive sub-committee position of Vice President. Section 10, 25, 28, 30: Change meeting and quorum rules to reflect new executive committee member Section 15: Change number of general committee positions possible Section 52: Replace reference to 'ticket stubs' with 'records'.
29-March-2004	8-April-2004	Sections 84 and 85: Insert "or by bank transfer". Section 85A: New clause to provide criteria for payment by bank transfer
26-October-2005	15-November-2005	Sections 2, 46, 77, 117: Correct spelling of electoral by-laws Section 77, 77A: Changed to allow elections at SGMs Section 25, 25A, 25B: Changed to allow electronic notification of meetings Section 62, 63, 69: Changed the way that general meetings are called and by whom Section 74: Removed "second" Section 1: Changed definition of "member" and introduced definition of "programme" Section 46, 46A, 46B, 46C, 46D, 46E, 46F: New membership conditions Section 49, 52, 53, 54, 97: Deleted obsolete membership sections Section 20, 86: Changed to allow refund of Committee membership fees Section 55, 57, 58: Changed to improve rights of members vis a vis suspension. Section 48: Changed to clarify rights of members to attend film group events Section 51: Introduced how membership ends
30-May-2006	2-June-2006	Sections 93, 94: Changed to allow position of Head Projectionist to remain vacant and generalise duties of the Head Projectionist Sections 25C: Inserted to allow a projectionist representative to attend Committee meetings. Sections 15, 19, 31, 95: Moved Ex Officio members' rights to Committee section
02-March-2020	?	Section 46A, 46AA: Allow fixed term memberships.