

# CONSTITUTION OF THE AUSTRALIAN COUNCIL OF FILM SOCIETIES INC

## 1 Name

The name of the association shall be **THE AUSTRALIAN COUNCIL OF FILM SOCIETIES INC**, also referred to in this document as **ACOFS**.

## 2 Definitions

In these Rules, unless a contrary intention appears-

“**Acceptable organisation**” means one which has aims compatible with the aims and rules of ACOFS and which include the exhibition of films on a not-for-profit basis, for example a film society, NPV cinema or NPV film festival.

“**Act**” means the **Associations Incorporation Act 1981 (Victoria)**.

“**Council**” means the current delegates to ACOFS eligible to vote at a General Meeting.

“**Delegate Entitlement**” means the maximum number of delegates for which a Federation qualifies at the time, under these Rules.

“**Delegate**” means an individual nominated by a Federation to represent them at ACOFS General Meetings or other times as required.

“**Executive**” means the committee of management of ACOFS.

“**Federation of Film Societies**” or “**Federation**” means a properly constituted, state- or territory-based organisation of not less than three film societies (or other Acceptable Organisations).

“**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.

“**Financial year**” means the year ending on 31 December or as otherwise decided at a General Meeting.

“**General Meeting**” means a meeting of delegates convened in accordance with these Rules.

“**Member**” means a member organisation of ACOFS.

“**NPV cinema**” means a properly constituted, **Not-for-Profit Volunteer** organisation operated for the purpose of exhibiting films on an ongoing basis to patrons who are not registered as members.

“**NPV film festival**” means a properly constituted, **Not-for-Profit Volunteer** organisation operated for the purpose of exhibiting films over a short period to patrons who are not registered as members.

“**Officer**” means President, Vice President, Secretary or Treasurer of ACOFS.

“**Ordinary member of the Executive**” means a member of the Executive who is not an officer of ACOFS under Rule 20.

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**“Qualifying Organisation”** means an organisation that is affiliated with a Full Member of ACOFS and operates either within the state or territory of that federation or within another state or territory that does not have a federation.

**“Regulations”** means regulations under the Act.

**“Relevant documents”** has the same meaning as in the Act.

In these Rules, a reference to the Secretary of ACOFS is a reference -

- (a) if a person holds office under these Rules as Secretary of ACOFS - to that person, or
- (b) in any other case, to the public officer of ACOFS.

## **3 Aims (Statement of Purpose)**

- 3.1 To represent the Australian Film Society movement at a national and international level.
- 3.2 To foster the growth of the film society movement in Australia by means of cooperation with existing state or territory federations of film societies and where no such state or territory federation exists to encourage by all means possible the formation of a state or territory federation of film societies.
- 3.3 To cooperate with international organisations and federations of film societies in other countries.
- 3.4 To cooperate with other national bodies in seeking improvement of standards of film appreciation and film study generally.
- 3.5 To support and cooperate with bodies of film users other than film societies or federations at a national level.
- 3.6 To represent the film society movement nationally on matters relating to the importation, distribution, exhibition and production of films in all relevant media.
- 3.7 To support the increase of supply of films available for film study purposes and improve the distribution of such films to non-commercial bodies.
- 3.8 To encourage the exchange of information between state federations of film societies, between individual film societies, and other bodies of film users on a state and national level.
- 3.9 To do or concur in doing all such acts, deeds, matters and things and to enter into and make such arrangements as are incidental or conducive to the attainment of the above aims and to establish funds for the carrying out of the above aims.

## **4 Membership**

- 4.1 Membership of the Australian Council of Film Societies shall be open to organisations within Australia which are approved by the Council and which subscribe to the aims of ACOFS. Membership is conditional on the payment of an annual membership fee, which is set in accordance with rule 30.1.

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There shall be two forms of membership:

- (a) Full membership
- (b) Associate membership.

4.2 Full membership is open to each state- or territory-based federation of film societies.

4.3 Associate membership is open to any organisation within Australia which:

- (a) subscribes to the aims of ACOFS.
- (b) pays an annual affiliation fee in accordance with rule 30.1.
- (c) is not eligible for membership of a state- or territory-based federation of film societies.

4.4 Where no state or territory based federation exists, associate membership may be granted.

4.5 Membership shall lapse if a member body or organisation:-

- (a) tenders its resignation from ACOFS in accordance with rule 7,
- (b) is requested to do so by the Council in accordance with rule 8.
- (c) does not become a financial member within three months of the date for renewal set by ACOFS.

4.6 All new applications for membership of ACOFS shall be submitted to the Council which may accept or reject the application. If an application is rejected the applicant shall be advised of the reasons for rejection. The applicant then has the right to request that the matter be reconsidered by the Council.

## 5 Representation (Delegates) from Member Organisations

5.1 Number of delegates.

- (a) The Delegate Entitlement of a member Federation shall be determined by the number of Qualifying Organisations which belong to that Federation.
  - (i) three to five Qualifying Organisations - one delegate to Council
  - (ii) six to ten Qualifying Organisations - two delegates to Council
  - (iii) 11 to 20 Qualifying Organisations – three delegates to Council
  - (iv) Then according to the formula:

Delegate entitlement = 2 + (number of Qualifying Organisations) /10 (rounded down).

- (b) The number of Qualifying Organisations belonging to a Federation is to be taken as the maximum number in the previous calendar year. New applicants may use the current number of Qualifying Organisations.

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- (c) Delegates must be officially appointed by their Federation, and written notice of such appointments should be forwarded to the ACOFS secretary as soon as practical after the appointment and such appointment shall be in effect from then until revoked or replaced by their Federation.
- (d) A delegate to ACOFS from a Federation must be a member of a Qualifying Organisation that is a member of that Federation.
- (e) An associate member organisation shall have power to appoint one delegate to represent the organisation at General Meetings. Such delegate shall not have the power to vote on any resolution put before the Council nor stand for election to the Executive of ACOFS nor vote in any election.
- (f) A delegate appointment is automatically terminated if a federation's membership lapses in accordance with rule 4.5 or is suspended according to rule 8.

5.2 In the event of the withdrawal of a delegate or the resignation of a delegate from ACOFS, the organisation which appointed the delegate shall have the power to fill the vacancy immediately. If the delegate being withdrawn or resigning has been appointed to the Executive, that appointment is immediately terminated and the executive position may be filled according to rules 20.7 and 20.8.

5.3 Written notice of the appointment of all delegates and observers eligible to attend and participate in a General Meeting shall be delivered to the Secretary on or before the start of that General Meeting.

## 6 Register of Members

6.1 The Secretary must keep and maintain a current register of member organisations and delegates containing-

- (i) the name and address of each member and delegate; and
- (ii) the date on which each member's or delegate's name was entered in the register.

6.2 The register is available for inspection by any delegate upon reasonable request and upon payment of a reasonable fee not exceeding \$50, as determined by a resolution of the executive.

6.3 A delegate may make a copy of entries in the register.

6.4 In accordance with privacy laws, the information in the register may not be provided to any outside person or organisation or used for any purpose other than for registration or making contact on ACOFS matters.

## 7 Ceasing Membership

7.1 A member of ACOFS who has paid all moneys due and payable to ACOFS may resign from ACOFS by giving one month's notice in writing to the Secretary of their intention to

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resign.

7.2 After the expiry of the period referred to in sub-rule (1),

- (i) the member ceases to be a member; and
- (ii) the Secretary must record in the register of members the date on which the member ceased to be a member.

## 8 Discipline, Suspension and Expulsion of Members

8.1 If the Executive is of the opinion that a member or a delegate has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of ACOFS, the Executive may by resolution of a two-thirds majority notify the member of their concerns.

8.2 The notification should be in writing and sent to the member as soon as practicable and state:

- (a) The resolution of the Executive and the grounds on which it is based, and
- (b) That the member, through a nominated representative, may address the Executive at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
- (c) state the date, place and time of that meeting; and
- (d) inform the member that they may do one or both of the following-
  - (i) attend that meeting (in person or using electronic means); or
  - (ii) give to the Executive before the date of that meeting a written statement seeking the revocation of the resolution; and
- (e) inform the member that, if at that meeting, the Executive confirms the resolution with a two-thirds majority, the member may be suspended for a period or permanently.

8.3 Considering that the executive has the responsibility of maintaining a suitable standard of membership the ACOFS Executive is the final arbiter of this matter.

## 9 Disputes and Mediation

9.1 The grievance procedure set out in this rule applies to disputes under these Rules between-

- (a) a member or the delegate of that member and another member or the delegate of that member; or
- (b) a member or the delegate of a member and ACOFS.

9.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

9.3 If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a

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mediator.

9.4 The mediator must be-

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement-
  - (i) in the case of a dispute not involving ACOFS, a person appointed by the Executive of ACOFS; or
  - (ii) in the case of a dispute involving ACOFS, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

9.5 A delegate of ACOFS can be a mediator.

9.6 The mediator cannot be a member who is a party to the dispute.

9.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

9.8 The mediator, in conducting the mediation, must--

- (i) give the parties to the mediation process every opportunity to be heard; and
- (ii) allow due consideration by all parties of any written statement submitted by any party; and
- (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

9.9 The mediator must not determine the dispute.

9.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **10 Annual General Meetings**

10.1 The Executive may determine the date, time and place of the Annual General Meeting of ACOFS which should occur within 5 months of the end of each financial year.

10.2 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.

10.3 The ordinary business of the Annual General Meeting shall be-

- (a) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
- (b) to receive from the Executive, reports upon the activities and financial transactions and balance sheet of ACOFS during the preceding financial year, and
- (c) to elect officers of ACOFS and the ordinary members of the Executive, and
- (d) to receive and consider the annual statement submitted by ACOFS to Consumer Affairs in accordance with section 30(3) of the Act.

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10.4 The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

## 11 General Meetings

11.1 In addition to the Annual General Meeting, other General Meetings may be held in the same year.

11.2 No business other than that set out in the notice convening the meeting may be conducted at the meeting

11.3 The Executive may, whenever it thinks fit, convene a General Meeting of ACOFS.

11.4 If, more than 15 months would elapse between Annual General Meetings, the Executive must convene a special General Meeting before the expiration of that period.

11.5 Member organisations may appoint observers to attend General Meetings. Such observers must be officially appointed in writing by the member organisation. If permission is given by the General Meeting, observers may take part in the meeting but shall not vote on any resolution put before the meeting nor stand for election to office of the Council nor vote in any election of the Executive members.

11.6 The Executive of ACOFS shall have the power to invite representatives of non-member organisations to attend any General Meeting in an advisory capacity. Such representatives may take part in the meeting, provided that permission is given by the Council, but shall not vote on any resolution put before the Council nor stand for election to the Executive nor vote in any election.

11.7 A special General Meeting may be called at any time upon the written request of not less than twenty-five percent of delegates currently nominated by full members of the Council. Any such written request shall state the object of the General Meeting and the business of the meeting shall be limited to that object as stated in the written request from the delegates.

11.8 The request for a General Meeting must--

- (a) state the objects of the meeting; and
- (b) be signed by the delegates requesting the meeting; and
- (c) be sent to the address of the Secretary.

11.9 If the Executive does not cause a General Meeting to be held within two months after the date on which the request is sent to the address of the Secretary, the delegates making the request, or any of them, may convene a special General Meeting to be held not later than 4 months after that date. Notice of any General Meeting shall be given in accordance with rule 13.

11.10 If a General Meeting is convened by delegates in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Executive and all reasonable expenses incurred in convening the General Meeting must be refunded by ACOFS to the persons incurring the expenses.

## 12 Special Business

All business that is conducted at a General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the rules as ordinary business of the Annual General Meeting, is deemed to be special business and must be notified beforehand in the notice of meeting.

## 13 Notice of General Meetings

13.1 The Secretary of ACOFS shall give all members and delegates at least 6 weeks notice of all General Meetings in writing and shall request agenda items for all such meetings and these shall be circulated in writing to all members and delegates at least three weeks before the date of the meeting. The Secretary must include all such items in the notice calling the next General Meeting

13.2 Notice may be sent--

- (a) by email to the address appearing in the register of members; or
- (b) if the member requests, by facsimile or by Australia Post.

13.3 All business proposed to be conducted at the meeting must be set out in the notice convening the meeting.

## 14 Quorum at General Meetings

14.1 No item of business may be conducted at a General Meeting unless a quorum of delegates entitled under these Rules to vote is present at the time when the meeting is considering that item.

14.2 50% of delegates appointed by Full Members constitute a quorum for the conduct of the business of a General Meeting providing that at least 50% of the Full Members are represented.

14.3 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present--

- (a) In the case of a meeting convened upon the request of delegates the meeting must be dissolved and
- (b) in any other case the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to delegates given before the day to which the meeting is adjourned) at the same place.

14.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the delegates personally present (being not less than 25% of delegates of Full Members) shall be a quorum.

## 15 Presiding at General Meetings

15.1 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each General Meeting of ACOFS.



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15.2 If the President and the Vice-President are absent from a General Meeting, or are unable to preside, the delegates present must select one of their number to preside as Chairperson.

## 16 Adjournment of Meetings

16.1 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

16.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

16.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 13.

## 17 Voting at General Meetings

17.1 Upon any question arising at a General Meeting of ACOFS, a delegate of a Full Member of ACOFS has one vote only.

17.2 All votes relating to special resolutions must be given personally or by proxy. Votes on all other matters may be given either personally, by email, by postal vote or by proxy.

17.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

17.4 A delegate is not entitled to vote at a general meeting unless all moneys due and payable by the member to ACOFS have been paid, including the amount of the annual subscription payable in respect of the current financial year.

17.5 It shall be valid for the Council to make decisions by majority vote by correspondence, provided that each Qualifying Delegate has the opportunity to submit a vote by any available means of communication.

17.6 If at a meeting a vote on any question is demanded by not less than 3 delegates, it must be taken at that meeting in such manner as the Chairperson may direct.

17.7 A vote that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a vote that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

17.8 **Use of Technology.** 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. A member participating in a general meeting as permitted under this rule is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## 18 Manner of Determining Whether Resolution Carried

If a question arising at a general meeting of ACOFS is determined on a show of hands-

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- (a) a declaration by the Chairperson that a resolution has been-
  - (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) an entry to that effect in the minute book of the meeting is evidence of the fact. It is not necessary to record the number or proportion of the votes recorded in favour of, or against, that resolution.

## 19 Proxies

Appointment of a proxy must be advised in writing by the start of a meeting at which it applies, and approved by the secretary of the organisation represented.

Proxies are not provided for at Executive meetings.

## 20 Management

- 20.1 Except to the extent otherwise expressly decided by these Rules or by the Act and Regulations or by the Council in meeting, the affairs and business of the Council shall be managed by an Executive committee.
- 20.2 Members of the Executive shall be elected at the Annual General Meeting by secret ballot by and from delegates of Full Members of ACOFS.
- 20.3 The election shall be decided by simple majority. In the event of an equality of votes the newly elected President has a casting vote. If not yet elected or not present, the Chairperson of the meeting has the casting vote.
- 20.4 All nominees must be delegates of Full Members of ACOFS and belong to a Qualifying Organisation.
- 20.5 The Executive shall consist of 4 officers:
  - (a) President
  - (b) Vice President
  - (c) Secretary
  - (d) And Treasurer
  - (e) Plus up to 5 other members, as decided by the Council.
- 20.6 The Executive shall have power, subject to the control of the Council in meeting, to handle the affairs of ACOFS.

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- 20.7 In the event of a casual vacancy in any office of the Executive, the Executive may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.
- 20.8 In the event of a vacancy occurring in the general members of the Executive, the vacancy may be filled by appointing an available delegate of a Full Member of ACOFS after consultation by any available means of communication with delegates of Council by the remaining members of the Executive. The delegates may in their discretion decide that the vacancy be not filled until the following General Meeting.
- 20.9 The Secretary of ACOFS shall call for nominations for election to the Executive at least seven weeks before the election is to be held. Nominations shall be in writing, specify which position applies, be signed by the nominator and the nominee and shall be delivered to the Secretary not less than five weeks before the election is to be held. The Secretary shall then notify all the delegates and member organisations of the names of the nominees and the positions to which they have been nominated, at the same time as the despatch of meeting notices, to be received not less than 3 weeks before the General Meeting.
- 20.10 In the situation where no nominations are received for a given position within the prescribed time then nominations can be called from the assembled delegates at the Annual General Meeting for that position.
- 20.11 If the number of nominations exceeds the number of vacancies to be filled, a secret ballot must be held.
- 20.12 Delegates who cannot attend the General Meeting at which the election is to be held shall have the right to apply for a postal vote and these votes must be received by the Secretary of ACOFS at least three days before the date of the meeting at which the election is to be held.
- 20.13 A delegate representing a Full Member of ACOFS may be nominated for more than one office but may be elected to only one.
- 20.14 The members of the Executive may be replaced by the calling of a General Meeting convened for such purpose as set out in Rule 28 hereunder.
- 20.15 In the event of a delegate being unable to attend a General Meeting, then the delegate may lodge a postal vote (Rule 17), nominate a proxy or the delegate's member organisation may appoint another delegate as provided for in Rule 5.
- 20.16 Each member of the Executive shall hold office until the Annual General Meeting next after the date of his or her election but is then eligible for re-election.

## **21 Sub-Committee Meetings**

- 21.1 The Council and executive shall have power to appoint sub-committees. Any such sub-committees shall be under the Chairmanship of at least one delegate of a Full Member of the Council and shall be responsible to report back to the Council or Executive and shall have no power to initiate any action without Council or Executive approval.

## 22 Vacancies

The office of an ACOFS executive position, or of an ordinary member of the Executive, becomes vacant if:

- (a) the federation of which the person is a delegate ceases to be a member of ACOFS, or
- (b) the delegate no longer qualifies to be a delegate of that federation, or
- (c) the delegate becomes an insolvent under administration within the meaning of the Corporations Law, or
- (d) the delegate resigns from office by notice in writing given to the Secretary.

## 23 Meetings of the Executive

23.1 The Executive shall confer in meeting not less than once per year between General Meetings and at all times shall have power to consult together by any available means of communication on matters approved by the Council in meeting and act accordingly.

23.2 The Executive shall have power to consult with all delegates of the Council at all times by any available means of communication on any matters.

23.3 Special meetings of the Executive may be convened by the President or by any 4 members of the Executive.

## 24 Notice of Executive Meetings

24.1 Written notice of each Executive meeting must be given to each member of the Executive at least 7 days before the date of the meeting.

24.2 Written notice must be given to members of the Executive of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

## 25 Quorum for Executive Meetings

25.1 50% of the members of the Executive constitute a quorum for the conduct of the business of a meeting of the Executive providing at least 2 office bearers are included.

25.2 No business may be conducted unless a quorum is present.

- (a) If within half an hour of the time appointed for the meeting a quorum is not present—
  - (i) in the case of a special meeting, the meeting lapses;
  - (ii) in any other case the meeting shall stand adjourned to the same place and the same time and day in the following week.

25.3 The Executive may act notwithstanding any vacancy on the Executive.

## **26 Presiding at Executive Meetings**

At meetings of the Executive-

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

## **27 Voting at Executive Meetings**

- 27.1 Questions arising at a meeting of the Executive, or at a meeting of any sub-Committee appointed by the Executive, shall be determined on a show of hands or, if a member requests, by a vote taken in such manner as the Chairperson may determine.
- 27.2 Each Delegate present at a meeting of the Executive, or at a meeting of any sub-Executive appointed by the Executive (including the Chairperson), is entitled to one vote and, in the event of an equality of votes on any question, the Chairperson may exercise a second or casting vote.
- 27.3 A member of the Executive who has a personal or pecuniary interest in any contract with ACOFS or any other matter being considered or determined by the Executive must disclose that interest to the Executive, as required by the Act, and is unable to exercise a valid vote with respect to that matter. Matters which the executive believes do constitute a conflict of interest are to be recorded in the minutes of the meeting.

## **28 Removal of Executive Member**

- 28.1 ACOFS in General Meeting may, by resolution of two-thirds majority, remove any member of the Executive before the expiration of the member's term of office and appoint another delegate in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 28.2 A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of ACOFS and may request that the representations be provided to the members of ACOFS.
- 28.3 The Secretary or the President may give a copy of the representations to each member of ACOFS or, if they are not so given, the member may require that they be read out at the meeting.

## **29 Minutes of Meetings**

The Secretary of ACOFS must keep minutes of the resolutions and proceedings of each General and Executive meeting, including a record of the attendance and apologies at those meetings.

## **30 Finance**

- 30.1 Each member organisation shall pay an annual membership fee to the Treasurer by a date to be fixed by the Council in meeting, the amount of such fee and the basis for the assessment of the fee shall be determined by the Council in meeting with or without recommendation from the Treasurer. Non-payment by this date results in the federation

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membership lapsing in accordance with rule 4.5.

30.2 The Council shall operate a bank account or bank accounts. Such account or accounts to be operated upon by any two members of the Executive, as nominated by the executive.

30.3 The Council in meeting may direct the investment of funds in an approved trustee investment.

30.4 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the executive determines.

30.5 The Committee may authorise the Treasurer to expend funds on behalf of the Association (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.

30.6 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.

## **31 Alteration of the Constitution**

31.1 A full member of the Council or the Executive may propose any alteration or amendment to the Constitution of ACOFS. Only delegates of Full members of ACOFS may vote on any proposed changes to the Constitution though all proposals shall be circulated to all delegates of Full and Associate Members of ACOFS.

31.2 Notice of motion to propose any alteration or amendment to the Constitution with details of any proposed alterations or amendments must be received by the Secretary in writing at least twelve weeks before the Annual General Meeting.

31.3 The notice of motion to propose any alteration or amendment to the Constitution with details of any proposed alteration and amendments together with the existing rules must be circulated in writing to all delegates by the Secretary as soon as possible after the receipt of the notices of motion.

31.4 Any amendment to the alterations or amendments proposed must be received by the Secretary in writing within three weeks of the receipt of the original notification of the proposed alterations or amendments. The Secretary shall then circulate in writing the amendments received to all delegates at least five weeks before the Annual General Meeting.

31.5 A vote by the majority of delegates of full members of the Council at the Annual General Meeting shall be taken as sufficient to alter any part of or the whole of the Constitution of the Australian Council of Film Societies.

31.6 The Secretary shall advise all delegates of any changes to the Constitution of ACOFS as a result of the ballot and these shall be advised in writing and at some later date the agreed upon amended Constitution shall be circulated to all delegates of the Council and copies shall be made available upon request to delegates of full and associate members of the Council.

## **32 Seal**

- 32.1 The common seal of ACOFS must be kept in the custody of the Secretary.
- 32.2 The common seal must not be affixed to any instrument except by the authority of the Executive and the affixing of the common seal must be attested by the signatures either of two members of the Executive or, of one member of the Executive and of the public officer of ACOFS.

## **33 Notice to Members**

Except for the requirement in rule 11.8, any notice that is required to be given to a member, by or on behalf of ACOFS, under these Rules may be given by-

- (a) delivering the notice to the member personally; or
- (b) by email at that member's address shown in the register of members; or
- (c) by facsimile or Australia Post if requested by that member.

## **34 Custody and Inspection of Books and Records**

- 34.1 Except as otherwise provided in these Rules, the Secretary and or Treasurer must keep in his or her custody or under his or her control all books, documents and securities of ACOFS.
- 34.2 All accounts, books, securities and any other relevant documents of ACOFS must be available for inspection by any member upon request at a reasonable fee not exceeding \$50 as determined by the executive
- 34.3 A member may make a copy of any accounts, books, securities and any other relevant documents of ACOFS.

## **35 Winding Up**

The Australian Council of Film Societies shall be wound up if at a General Meeting called pursuant to the provisions of Rule 11 a three-quarters majority of the full members require it. If upon the winding up or dissolution of ACOFS there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be distributed amongst the members of ACOFS but shall be distributed to another not-for-profit organisation with aims compatible with those of ACOFS.

### **Last Amended**

- 11<sup>th</sup> May 2012 – rewritten version approved for adoption, by the ACOFS AGM.  
19 June 2012. – Minor technical changes to meet Consumer Affairs requirements for incorporation.  
10<sup>th</sup> May 2013 – Minor changes re Proxy and misc. clauses.