



Constitution

Australian Council of Film Societies Incorporated

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1 Name

The name of the association is Australian Council of Film Societies Incorporated (**ACOFS**).

2 Purpose and powers

- (a) **ACOFS** is a not-for-profit incorporated association which is established to be, and to continue as, a Charity.
- (b) The Purpose for which **ACOFS** is established is to promote film culture by representing the Australian Film Society Movement at a national and international level.
- (c) In achieving the Purpose, **ACOFS** may, among other matters:

Representation and Rights

- (i) represent, advocate for, and defend the rights and interests of the Film Society Movement in all matters affecting the supply, distribution, exhibition, and production of films, across all formats and platforms – including but not limited to, issues of law, regulation, licensing, costs, and freedom of expression;

Film Culture

- (ii) advance a broad and inclusive understanding of film culture, embracing the artistic, educational, historical, technical, and social dimensions of film; its creation, distribution, presentation, and reception; its role in storytelling, education, and free expression; its place in community and society; its use as a medium for discussion, learning, and the exchange of ideas and perspectives; and encompassing both commercial and non-commercial practices, with the aim of fostering thoughtful, critical, and creative engagement with film and through film;

Federations/Members

- (iii) foster the growth of the Film Society Movement in Australia through cooperation with state and territory Federations, recognising each Federation as the representative body for film societies within its own state or territory; and, where no such Federation exists, encourage its formation by all means possible;
- (iv) serve the Film Society Movement as a roundtable of equal and excellent partners, recognising the State and Territory Federations collectively as the core of **ACOFS**; and affirm that in their role as the members of **ACOFS**, each Federation along with its Delegates, and the diverse perspectives they offer, act in the national and international interests of the Film Society Movement, engaging in open and respectful exchange, and with steadfast commitment to the flourishing of all their fellow Federations;

Partnership and Co-operation

- (v) cooperate with and support organisations, institutions, and groups other than film societies that use film as part of their wider purposes, sharing the knowledge, resources, and contacts of the Australian Film Society Movement, thereby extending its value beyond film societies and enriching cultural, educational, and community life nationally and internationally;
- (vi) cooperate constructively with the national Film Society Movement and film culture organisations of other countries, fostering friendly relations, mutual benefit and practical collaboration;
- (vii) engage, participate in, and contribute positively to organisations that represent, promote, or serve the Film Society Movement and film culture internationally; and foster camaraderie, cooperation, and openness across the Film Society Movement worldwide;
- (viii) welcome and develop formal and informal partnerships with organisations and projects whose interests, activities, or goals overlap with or constructively relate to the Film Society Movement; and through such partnerships to exchange knowledge, leverage resources, and create opportunities for shared projects, events, and creative learning that enrich both film culture and the wider community;
- (ix) treat the for-profit commercial film sector (**the Industry**) and the non-profit Film Society Movement as natural allies in the advancement of film culture, affirming that a thriving Industry and a flourishing Film Society Movement are inseparable and mutually beneficial; and on that basis, craft and maintain culturally and commercially fruitful arrangements for the supply, access, and cost of film to the Film Society Movement;

Film Supply

- (x) promote the increased supply, sourcing, and distribution of films, in all formats and on all platforms, to film societies and other non-commercial, cultural, or educational organisations and projects;

Tools and Training

- (xi) encourage the development and offering of formal and informal courses, training, and workshops that build knowledge and skills useful for running film societies, film festivals, Federations, and related film culture projects; support the development and use of software tools that assist in this work directly or indirectly;

Educational Use

- (xii) encourage the use of film as a medium for information, for diverse perspectives, and for public enlightenment, and to uphold the historic role of film societies in advancing both cultural and educational development;

Filmmaking and Filmmakers

- (xiii) encourage and support independent, amateur, and commercial filmmaking and the diverse arts, crafts, and skills that contribute directly or

indirectly to the filmmaking process, including creative thinking methods and technical knowledge and know-how; foster access to filmmaking tools, methods, and training, and encourage broad participation in filmmaking as a medium for education, storytelling, creative exploration, and artistic expression;

- (xiv) study and support historic, contemporary, and emerging technologies in filmmaking, presentation, distribution, accessibility, and education, for the advancement of film culture; and

History and People

- (xv) encourage and advance the thoughtful study of the history of film culture in general, and of the Film Society Movement in particular, including its individuals, institutions, traditions, and achievements.

Powers

- (d) Solely to carry out the Purpose, **ACOFS** may exercise all of the powers of an individual and an Association under the Act.

3 Not-for-profit

- (a) The income and property of **ACOFS** must be applied solely towards the Purpose.
- (b) No part of the income or property of **ACOFS** may be paid or transferred directly or indirectly to members by way of dividend, bonus or other profit distribution in their capacity as members.
- (c) Executive Committee members may not be paid a fee for work they do in their capacity as an Executive Committee member.
- (d) Clauses 3(b) and (c) do not stop **ACOFS** from making a payment:
 - (i) to a member for goods or services provided or expenses properly incurred at fair and reasonable rates or rates more favourable to **ACOFS**;
 - (ii) to a member in carrying out **ACOFS**'s Purpose;
 - (iii) of premiums for insurance indemnifying Executive Committee members to the extent allowed for by law and this Constitution; or
 - (iv) with the prior approval of the Executive Committee, to an Executive Committee member:
 - (A) for work they do for **ACOFS**, other than as an Executive Committee member, if the amount is no more than a reasonable fee for the work done; or
 - (B) as reimbursement for reasonable out-of-pocket expenses properly incurred in performing a duty as an Executive Committee member.

4 Membership

4.1 General

ACOFS must at all times have at least five members.

4.2 Membership Classes

- (a) **ACOFS** will have the Membership Classes set out in **Schedule A**.
- (b) The eligibility criteria, rights and obligations of members in each Membership Class are as set out in **Schedule A**.
- (c) The Executive Committee may amend **Schedule A** by resolution passed by 75% of all Executive Committee members only to establish a new Membership Class that does not have voting rights.
- (d) **ACOFS** may, by Special Resolution, amend **Schedule A** to:
 - (i) establish or abolish a Membership Class;
 - (ii) vary the eligibility criteria of a Membership Class; or
 - (iii) vary or cancel the rights or obligations of a Membership Class (including voting rights).
- (e) If an organisation:
 - (i) is part of a Membership Class that is abolished; or
 - (ii) no longer meets the eligibility criteria for their Membership Class for any reason (including due to the Executive Committee varying the eligibility criteria for their Membership Class);

the Executive Committee may, at the Executive Committee's discretion, transfer the membership of that organisation to a different Membership Class.

4.3 Application

- (a) An application for membership must be made in writing in the form and manner (if any) approved by the Executive Committee.
- (b) An applicant must pay the joining fee and annual membership fee determined by the Executive Committee (if any).

4.4 Admission

- (a) Applications for membership as a Member Federation or for any other voting Membership Class must be approved by Ordinary Resolution at a General Meeting.
- (b) Applications for membership as an Associate Member or for any other non-voting Membership Class must be approved by:
 - (i) the Executive Committee; and
 - (ii) Ordinary Resolution.
- (c) The Executive Committee must use its best endeavours to ensure that each application is considered within a reasonable time and that the applicant is notified promptly of the outcome.

- (d) The Executive Committee does not have to give reasons for accepting or rejecting any application.
- (e) If the Executive Committee accepts an application, the Executive Secretary must, as soon as possible:
 - (i) enter the applicant's details into the Register, subject to the payment of the joining fee and annual membership fee (if any); and
 - (ii) notify the applicant in writing of the date their membership commenced.
- (f) If the Executive Committee rejects an application, the Executive Secretary must notify the applicant in writing of the rejection as soon as possible.
- (g) A Person becomes a member when their name is entered into the Register.

4.5 Joining fee and annual membership fee

- (a) **ACOFS** may determine and vary the amount of the annual membership fee applicable to each Membership Class from time to time by Ordinary Resolution, noting that the fee shall always be set at an amount that ensures all members, regardless of size and resources, can afford membership without hardship.
- (b) The annual membership fee must be the same for each member of a Membership Class.
- (c) At a General Meeting, **ACOFS** may resolve to waive annual membership fees in a given year for all members of any Membership Class or Classes.
- (d) The Executive Committee may determine that any new member who joins after the start of a financial year must, for that financial year, pay a joining fee equal to:
 - (i) the full annual membership fee;
 - (ii) a pro rata annual membership fee based on the remaining part of the financial year; or
 - (iii) a fixed amount determined from time to time by the Executive Committee.
- (e) The annual membership fee is due and payable on the dates and in the manner determined by the Executive Committee from time to time.
- (f) The rights of a member (including the right to vote) who has not paid the annual membership fee by the due date are suspended until it is paid.
- (g) If a member does not pay their annual membership fee within three months of receiving a notice of payment from **ACOFS** and has been sent at least three reminders by ACOFS, the member is deemed to have resigned their membership.

4.6 Register of members

- (a) The Executive Secretary must maintain the Register.
- (b) The Register must contain:
 - (i) for each current member – the member's name, address, email address (if available), Membership Class and date of admission to membership; and
 - (ii) for each Person who ceased to be a member – the Person's name and the date on which the Person ceased to be a member.
- (c) The Executive Secretary must remove all information about a Person who is a former member within 14 days of the Person ceasing to be a member (other than the information specified in clause 4.6(b)(ii)).
- (d) Notices may be served on a member at their address in the Register.
- (e) **ACOFS** must give members access to the Register in accordance with the Act.
- (f) Information that is accessed from the Register must only be used in accordance with the Act.

4.7 Ceasing to be a member

- (a) A Person ceases to be a member upon:
 - (i) resignation in writing in accordance with clause 4.8;
 - (ii) expulsion in accordance with clause 7.1;
 - (iii) resignation in accordance with clause 4.5(g);
 - (iv) the Executive Committee deeming, in its sole discretion, the member to be an untraceable member because, among other things, the Person has not responded to correspondence within three months;
 - (v) failing to satisfy the relevant eligibility criteria for the member's Membership Class and the membership not being transferred to another Membership Class;
 - (vi) being dissolved or otherwise ceasing to exist;
 - (vii) having a liquidator or provisional liquidator appointed to it; or
 - (viii) being insolvent.
- (b) A member whose membership is terminated will be liable for all monies due by that member to **ACOFS**.
- (c) The Executive Committee may, in its sole discretion, refund all or part of any joining fee or annual membership fee in the event of an organisation ceasing to be a member, either on a pro rata basis or otherwise.
- (d) There will be no liability for any loss or injury suffered by a member as a result of any decision made in good faith to remove a member from the Register under this clause.

- (e) Any Person who for any reason ceases to be a member must not represent themselves in any manner as being a member.

4.8 Member resignation

- (a) A Member Federation that has paid all moneys due and payable to **ACOFS** may resign its membership by providing one month's written notice to the Executive Secretary of its intention to resign.
- (b) After the expiry of the notice period, the Member Federation will automatically cease to be a member.
- (c) An Associate Member can resign at any time by providing written notice to the Executive Secretary.
- (d) A member who is part of any other Membership Class may resign at any time by providing written notice to the Executive Secretary or as otherwise prescribed by the Executive Committee.

4.9 Delegates

- (a) Each Member Federation may:
 - (i) appoint up to three individuals as Delegates; and
 - (ii) revoke the appointment of an individual as a Delegate at any time, unless that Delegate is serving as a member of the Executive Committee.
- (b) A Delegate who is serving as a member of the Executive Committee must not have their appointment as a Delegate revoked by their appointing Member Federation before the next Annual General Meeting following their appointment.
- (c) A Delegate must be a member of a Film Society of the same State or Territory as the relevant Member Federation.
- (d) The Member Federation must notify **ACOFS** in writing as soon as practicable after:
 - (i) a Delegate has been appointed; or
 - (ii) the appointment of a Delegate has been revoked.
- (e) An individual will:
 - (i) become a Delegate on **ACOFS** receiving written notification of their appointment from the relevant Member Federation; and
 - (ii) cease to be a Delegate upon:
 - (A) providing their written resignation to **ACOFS**;
 - (B) **ACOFS** receiving written notification of the revocation of their appointment from the relevant Member Federation; or
 - (C) the relevant Member Federation ceasing to be a member for any reason.

4.10 Liability of members

The liability of members to contribute to the:

- (a) debts and liabilities of **ACOFS**; and
 - (b) costs, charges and expenses of the winding up of **ACOFS**;
- is limited to any unpaid joining fee or annual membership fee.

5 General meetings

5.1 Convening General Meetings

- (a) The President may, following consultation with the Executive Committee and Member Federations, call a General Meeting.
- (b) Delegates and Member Federations each with at least 25% of the votes that may be cast at a General Meeting may request that the Executive Committee convenes a General Meeting (referred to as a “**Request**” for the purpose of this clause 5.1).
- (c) The Request must:
 - (i) be in writing;
 - (ii) be delivered to **ACOFS**; and
 - (iii) include any Resolution to be proposed at the meeting.
- (d) Unless the Request includes a proposed Resolution that:
 - (i) would be in conflict with this Constitution, the Act or any applicable law;
 - (ii) is beyond the legal powers of **ACOFS** or of the Delegates or members; or
 - (iii) is inconsistent with the Purpose;the Executive Committee must give all members and Delegates notice of a General Meeting within 28 days of the Request and hold the General Meeting within two months of the Request.
- (e) If the Executive Committee is required by clause 5.1(d) to call a meeting and does not do so within 21 days of a Request:
 - (i) 50% or more of the Delegates and Member Federations who made the Request may call a General Meeting within four months of the Request; and
 - (ii) **ACOFS** must pay the Delegates and Member Federations who made the Request any reasonable expenses they incur because the Executive Committee did not call and hold the meeting.
- (f) To call and hold a meeting under clause 5.1(d), the Delegates must:

- (i) as far as possible, follow the General Meeting procedures in this Constitution; and
 - (ii) hold the General Meeting within three months after making the Request.
- (g) Any meeting that is held following a Request:
 - (i) must only consider the Resolution proposed within the Request; and
 - (ii) may not consider any other business.

5.2 Changes to General Meeting arrangements

- (a) The Executive Committee may change the venue for, postpone or cancel a General Meeting called under clause 5.1(a).
- (b) If a change is made under clause 5.2(a):
 - (i) notice of the change must be given to all Persons entitled to receive notices of a General Meeting under this Constitution;
 - (ii) a notice of postponement must specify the date, time and place to which the General Meeting has been postponed; and
 - (iii) clause 5.5 does not apply to the notice.
- (c) The only business that may be transacted at a General Meeting which is postponed is the business specified in the original notice convening the meeting.

5.3 Entitlement to receive notice

Notice of a General Meeting:

- (a) must be given to every member, Delegate and Executive Committee member; and
- (b) may be given to any auditor appointed for **ACOFS** and in office at the time.

5.4 Notice of General Meetings

A notice of General Meeting must:

- (a) be in writing;
- (b) state the place, day and time of the meeting;
- (c) provide details of any technology that will be used to facilitate the meeting;
- (d) state the general nature of the business to be transacted at the meeting;
- (e) state the wording of any Special Resolution to be considered (and state that it is proposed as a Special Resolution);
- (f) include any proxy form approved by the Executive Committee; and

- (g) state that the appointment of proxies must comply with the requirements of clause 6.10.

5.5 Timing of notice

All members and Delegates must be provided with at least 28 days' notice of a General Meeting.

5.6 Annual General Meeting

- (a) The Executive Committee must hold an Annual General Meeting at least once in every calendar year, within 5 months of the end of the financial year.
- (b) The business of an Annual General Meeting must include any of the following (even if not stated in the notice of meeting):
 - (i) the annual financial statements and any auditor's report;
 - (ii) the appointment of Executive Committee members; and
 - (iii) the appointment and remuneration of any auditor.

5.7 Chairperson of General Meetings

- (a) The President will preside as Chairperson at every General Meeting.
- (b) If there is no President, the President is not present within 15 minutes of the commencement time or the President is unable to act as Chairperson for all or part of the meeting, the following may preside as Chairperson (in order of precedence):
 - (i) the Vice President (if any);
 - (ii) an Executive Committee member chosen by a majority of the Executive Committee members present;
 - (iii) the only Executive Committee member present; or
 - (iv) a Delegate chosen by a majority of the Delegates present.

5.8 Quorum for General Meetings

- (a) No business may be transacted at a General Meeting (other than electing a Chairperson or adjourning the meeting) unless a quorum is present at the time the business is dealt with.
- (b) A quorum for a General Meeting is a majority of the Delegates present for the whole meeting, provided that a majority of the Member Federations are represented by
- (c) Delegates present at the meeting.
- (d) A Person may be counted towards a quorum if they are physically present at a meeting, in attendance using technology, or are attending via a proxy (in which case their proxy will count towards the quorum on their behalf).

- (e) If a quorum is not present within 30 minutes of the commencement time, then:
 - (i) if the meeting was called by or at the request of Delegates and Member Federations in accordance with clause 5.1(b), the meeting will dissolve; and
 - (ii) otherwise:
 - (A) the meeting stands adjourned to the day, time and place determined by the Executive Committee (or if no determination is made by the Executive Committee, to the same day, time and place in the following week); and
 - (B) if at the resumption of the meeting a quorum is not present within 30 minutes of the commencement time, the meeting will dissolve.

5.9 Adjournment of General Meetings

- (a) The Chairperson may (and must if directed by a majority of the Delegates and Member Federations present and entitled to vote) adjourn the meeting or any business, motion or discussion being considered or remaining to be considered.
- (b) A meeting adjourned under this clause 5.9 is adjourned to the day, time and place determined by the Executive Committee (or if no determination is made by the Executive Committee, to the same day, time and place in the following week).
- (c) It is not necessary to give any notice of an adjournment, or of the business to be transacted at any adjourned meeting, unless a meeting is adjourned for one month or more.
- (d) Only unfinished business may be transacted at a General Meeting resumed after an adjournment.

6 Voting at General Meetings

6.1 Voting rights and methodologies

- (a) **ACOFS** has three methods of voting:
 - (i) **General Business Resolutions**, to be conducted in accordance with clause 6.2, for routine matters. A Resolution will be a General Business Resolution unless:
 - (A) any Delegate demands that the matter be determined as an Ordinary Resolution at any time prior to the vote on the motion, in which case it is an Ordinary Resolution; or
 - (B) the Resolution relates to a matter required to be determined by Special Resolution in accordance with the Act or this Constitution, in which case it is a Special Resolution;

- (ii) **Ordinary Resolutions**, to be conducted in accordance with clause 6.3, for substantive matters; and
 - (iii) **Special Resolutions**, to be conducted in accordance with clause 6.4.
- (b) Associate Members may appoint Associates to attend General Meetings as their representatives, but they do not have voting rights.

6.2 General Business Resolutions

General Business Resolutions will be decided by a majority of votes cast by Delegates.

6.3 Ordinary Resolutions

- (a) A motion, except for a Special Resolution, must be considered by way of Ordinary Resolution instead of general business if demanded by any Delegate at any time prior to the vote on the motion.
- (b) Ordinary Resolutions must be decided by:
 - (i) a majority of votes cast by Delegates; and
 - (ii) if passed by a majority of votes cast by Delegates, a majority of votes cast by Member Federations in accordance with clause 6.5.

6.4 Special Resolutions

Special Resolutions must be decided by:

- (a) a majority of votes cast by Delegates; and
- (b) if passed by a majority of votes cast by Delegates, not less than 75% of the votes cast by Member Federations in accordance with clause 6.5.

6.5 Member Federation voting methods

- (a) Each Member Federation must determine its own method for casting votes for Ordinary Resolutions and Special Resolutions.
- (b) If a Member Federation has not determined its own method for casting votes on motions, then its vote will be determined by:
 - (i) a majority of its appointed Delegates present at the General Meeting for any votes at a General Meeting; or
 - (ii) a majority of its appointed Delegates for any votes by circulation in accordance with clause 6.12.
- (c) If:
 - (i) a Member Federation's vote is to be determined by decision of its Delegates; and
 - (ii) there is a tie between its Delegates' votes in favour of and against a motion;

then the Member Federation will be treated as abstaining from the vote on the motion (that is, they will not have cast a vote on the motion for the purposes of 6.3(b)(ii)6.4(b)).

6.6 Casting votes

The Chairperson has a deliberative vote for all Delegate votes except for those votes under clause 6.5(c). If the votes cast by Delegates on a motion are equal, the Chairperson will also have a casting vote.

6.7 Method of voting

- (a) Voting will occur by show of hands or voices or such other method as the Chairperson determines, unless a poll is demanded and not withdrawn.
- (b) A poll can be demanded by three Delegates at any time prior to a vote, or immediately after the declaration of a result of a vote conducted by means other than a poll.
- (c) A poll must be taken in the manner directed by the Chairperson.
- (d) A poll demanded on the election of the Chairperson or on a question of adjournment must be taken immediately.
- (e) A member, a Delegate or a proxy for a Delegate may vote in person or by technology.

6.8 Decisions at General Meetings

- (a) A declaration by the Chairperson that a Resolution has been carried or lost on a show of hands or voices is conclusive evidence of the fact (unless a poll is demanded).
- (b) An objection to the right of a Person to vote may only be raised at the meeting at which the vote objected to is given or tendered. Any objection must be referred to the Chairperson, whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

6.9 Seconding

It is not necessary for a motion to be seconded in order to be put to a vote.

6.10 Proxies

- (a) A Delegate may appoint a proxy to act on their behalf at one or more General Meetings.
- (b) A proxy must be a member of a Film Society of the same Member Federation as the appointing Delegate.
- (c) A proxy may exercise any and all of the rights of Delegate who appointed them, subject to clause 6.10(d) and any directions or limitations specified in the proxy appointment.

- (d) A proxy cannot speak or vote for a Delegate while the Delegate is present at a meeting.
- (e) A Person must not hold more than two proxy votes.
- (f) A proxy appointment made under this clause 6.10 must be made in a verifiable manner that:
 - (i) confirms the identity and intent of the appointing Delegate;
 - (ii) confirms the consent of the proxy holder; and
 - (iii) specifies whether the proxy is open (undirected) or directed (with specific voting instructions provided).
- (g) A proxy vote is valid even if the appointing Delegate revokes the appointment, or ceases to be a Delegate, provided that the Chairperson was not aware of the revocation or cessation of membership at the time of the meeting.

6.11 Use of virtual meeting technology in General Meetings

- (a) **ACOFs** may hold a General Meeting at any two or more locations using any technology which allows participants to clearly and simultaneously communicate with each other participant.
- (b) A Person participating through the use of technology will be deemed to be present at the meeting in person.

6.12 Ordinary Resolutions without meetings

- (a) An Ordinary Resolution may be considered and voted upon by means of a circulating resolution, using email, online forum, or other transparent asynchronous communication.
- (b) The process for passing an Ordinary Resolution by means of a circulating resolution consists of:
 - (i) a notice period in accordance with clause 6.12(c);
 - (ii) an initial discussion period to be conducted in accordance with clause 6.12(d); and
 - (iii) a voting process conducted in accordance with clause 6.12(h).
- (c) Before commencing the circulating resolution process, the Chairperson must provide Member Federations with at least seven days' notice of the commencement date of the discussion period, together with the text of the proposed Ordinary Resolution.
- (d) The discussion period must run for at least seven days and be conducted by email, online forum, or similar transparent asynchronous means that allows for the participation of all Delegates. The discussion must be moderated by the Chairperson or by an individual appointed by the Chairperson.

- (e) At the conclusion of the discussion period, the Chairperson shall ask Member Federations whether there is any objection to proceeding to a vote by circulation.
- (f) A Member Federation does not need to provide reasons for objecting.
- (g) If any Member Federation objects, the vote on the Ordinary Resolution cannot proceed via circulation and must be considered at the next General Meeting.
- (h) Where the vote by circulation proceeds:
 - (i) the Ordinary Resolution must be passed in accordance with the requirements of clauses 6.3 and 6.5; and
 - (ii) Delegates and Member Federations may vote using email, sending messages in an online forum, or by using other transparent asynchronous communication; and
 - (iii) the motion fails if it has not achieved the required approval within ten business days after the conclusion of the discussion period; and
 - (iv) the Ordinary Resolution is passed only if and when a vote in favour is received from sufficient Delegates and Member Federations to constitute a majority.
- (i) The Chairperson may make reasonable adjustments to the conduct or timing of the discussion or voting processes, including moderating the discussion, briefly pausing or extending timeframes, or altering the format of communication, where the Chairperson considers such adjustments necessary for clarity, fairness, or effective participation.
- (j) Ordinary Resolutions passed via circulation must be recorded in the minutes of the next General Meeting.

7 Discipline and grievances

7.1 Disciplinary procedure

- (a) The Executive Committee may take disciplinary action against a member in accordance with this clause 7.1 if it considers there are sufficient grounds to do so.
- (b) The grounds upon which the Executive Committee may take disciplinary action against a member include, without limitation:
 - (i) non-compliance with this Constitution; and
 - (ii) engagement in conduct prejudicial to **ACOfS**.
- (c) Subject to clauses 7.1(d)-(f), the Executive Committee has discretion to adopt a disciplinary procedure to determine:
 - (i) whether to take disciplinary action against a member; and
 - (ii) what disciplinary action (if any) to take against a member.

- (d) A member who is the subject of a disciplinary procedure under this clause 7.1 must be:
 - (i) informed of the grounds upon which the disciplinary action against the member is proposed to be taken; and
 - (ii) given an opportunity to be heard in relation to the matter by either or both of the following:
 - (A) appearing in person; and/or
 - (B) providing a written statement,
 whichever the member prefers.
- (e) The outcome of any disciplinary procedure under this clause 7.1 must be determined by an unbiased decision-maker.
- (f) To the extent that doing so is compatible with clause 7.1(d), any disciplinary procedure under this clause 7.1 must be completed as soon as is reasonably practicable.
- (g) Disciplinary action under this clause 7.1 includes, but is not limited to, suspension or expulsion.

7.2 Grievance procedure

- (a) The parties to a dispute under this Constitution, being a member or Executive Committee member and:
 - (i) one or more members;
 - (ii) one or more Executive Committee members; or
 - (iii) **ACOFS**;
 must attempt to resolve the matter between themselves within 14 days of being made aware of the dispute.
- (b) **ACOFS**, a member or an Executive Committee member must not start a grievance procedure in relation to a matter which is the subject of a disciplinary procedure under clause 7.1 until the disciplinary procedure is completed.
- (c) If the parties cannot resolve the dispute within 14 days, they must:
 - (i) notify **ACOFS**;
 - (ii) agree or request that a mediator be appointed; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (d) The mediator must:
 - (i) be a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) for disputes between members – a person chosen by the Executive Committee; and

- (B) for all other disputes – a person chosen by the Dispute Settlement Centre of Victoria.
- (iii) A mediator chosen by the Executive Committee pursuant to clause 7.2(d)(ii)(A):
 - (A) must be a professionally accredited mediator;
 - (B) must not be a current or former member;
 - (C) must not have a personal interest in the dispute; and
 - (D) must not be biased towards or against anyone involved in the dispute.
- (iv) When conducting the mediation, the mediator must allow those involved a reasonable chance to be heard and to review any written statements.
- (v) The mediator must not determine the dispute.
- (vi) A member or an Executive Committee member must not commence a formal legal proceeding (except for interlocutory relief) in relation to a dispute under this Constitution unless and until they have complied with this grievance procedure.

8 Executive Committee members

8.1 Number and composition of Executive Committee members

- (a) At all times, **ACOFS** must have at least four Executive Committee members.
- (b) The Executive Committee will comprise:
 - (i) up to four Executive Officers – being the following positions:
 - (A) President;
 - (B) Vice-President;
 - (C) Treasurer; and
 - (D) Executive Secretary; and
 - (ii) up to five Ordinary Executive Committee members.
- (c) No more than two Executive Officers can be Delegates appointed by the same Member Federation at any time.
- (d) **ACOFS** must take steps to ensure that across the entire Executive Committee, there shall be at least one Delegate from each Member Federation.
- (e) The maximum number of available Ordinary Executive Committee positions may be increased, but not reduced, by Ordinary Resolution of the Member Federations.

8.2 Eligibility

- (a) Any natural person committed to the Purpose is eligible to be an Executive Committee member (and referred to as an “**Eligible Person**” throughout this Constitution) provided the person:
 - (i) is a Delegate;
 - (ii) has consented in writing to be an Executive Committee member; and
 - (iii) is not ineligible to be a:
 - (A) director pursuant to the *Corporations Act 2001* (Cth); or
 - (B) a responsible entity of a charity pursuant to the ACNC Legislation.
- (b) Clause 8.2(a)(iii)(B) will not apply to disqualify a person if an exemption is obtained from the ACNC Commissioner.

8.3 Nominations

- (a) Nominations for Executive Committee member positions must:
 - (i) be made in writing;
 - (ii) be approved by the nominee and at least one other Delegate;
 - (iii) specify the positions for which they wish to nominate; and
 - (iv) contain any information prescribed by the Executive Committee.
- (b) Nominations must be submitted to the Executive Secretary at least ten business days before the date of the relevant General Meeting.
- (c) A person can nominate for multiple positions but can only be appointed to and hold one position on the Executive Committee at any one time.
- (d) If the President or any nominations committee appointed by the Executive Committee determines (in their sole discretion) that a nominee meets the eligibility criteria in clause 8.2 and the nomination requirements in clause 8.3(a)-(b), the nominee will become an approved candidate.

8.4 Declaration without ballot

- (a) The Chairperson may declare all approved candidates elected without a ballot only if it can be demonstrated that running the election in full accordance with clauses 8.5 - 8.11 using the nominations received would result in the same candidates being elected to the same positions, and the resulting Executive Committee would comply with the composition requirements of clause 8.1.
- (b) If any of these conditions are not satisfied, or if any Delegate or any Member Federation objects to such a declaration, the election process must proceed in accordance with clauses 8.5 - 8.11

8.5 Elections – ballot process

- (a) Ballots for elections held under clauses 8.6 - 8.11 will be conducted at the relevant Annual General Meeting in such usual and proper manner as the Executive Committee may direct in the following order for each of the following positions where there is more than one approved candidate nominated for that position (or, in the case of Ordinary Executive Committee members, if there are more than five approved candidates):
 - (i) President;
 - (ii) Vice-President;
 - (iii) Treasurer;
 - (iv) Executive Secretary;
 - (v) Ordinary Executive Committee members (Reserved Positions);
and
 - (vi) Ordinary Executive Committee members (Open Positions).
- (b) If an approved candidate has nominated for multiple positions and is successful in an election, their nomination for the subsequent positions will automatically be withdrawn.
- (c) The results of an election held at an Annual General Meeting under clauses 8.6 - 8.11 must be announced at the Annual General Meeting.

8.6 Election of the President

- (a) If there is only one approved candidate nominated for President, the Chairperson shall declare that candidate elected.
- (b) If there is more than one approved candidate nominated for President, the position shall be decided by ballot.
- (c) If there is no approved candidate nominated for President, the position becomes a casual vacancy and shall be filled in accordance with clause 8.12.

8.7 Election of the Vice President

- (a) If there is only one approved candidate nominated for Vice President, the Chairperson shall declare that candidate elected.
- (b) If there is more than one approved candidate nominated for Vice President, the position shall be decided by ballot.
- (c) If there is no approved candidate nominated for Vice President, the position becomes a casual vacancy and shall be filled in accordance with clause 8.12.

8.8 Election and eligibility of the Treasurer

- (a) A nominee for Treasurer is not an eligible candidate if their election would result in more than two Delegates from the same Member Federation holding Executive Officer positions.
- (b) The election for Treasurer shall be conducted from among eligible candidates only.
- (c) Following the applications of subclauses 8.8(a) and (b):
 - (i) if there is only one approved candidate nominated for Treasurer, the Chairperson shall declare that candidate elected.
 - (ii) If there is more than one approved candidate nominated for Treasurer, the position shall be decided by ballot.
 - (iii) If there is no approved candidate nominated for Treasurer, the position becomes a casual vacancy and shall be filled in accordance with clause 8.12.

8.9 Election and eligibility of the Executive Secretary

- (a) A nominee for Executive Secretary is not an eligible candidate if their election would result in more than two Delegates from the same Member Federation holding Executive Officer positions.
- (b) The election for Executive Secretary shall be conducted from among eligible candidates only.
- (c) Following the applications of subclauses 8.9(a) and (b):
 - (i) if there is only one approved candidate nominated for Executive Secretary, the Chairperson shall declare that candidate elected.
 - (ii) If there is more than one approved candidate nominated for Executive Secretary, the position shall be decided by ballot.
 - (iii) If there is no approved candidate nominated for Executive Secretary, the position becomes a casual vacancy and shall be filled in accordance with clause 8.12.

8.10 Election of Ordinary Executive Committee members – Reserved Positions

- (a) Immediately after the election of the Executive Officers, the Chairperson shall identify each Member Federation that does not have any Delegate placed in an Executive Officer position.
- (b) For each Member Federation identified under subclause 8.10(a), one Ordinary Executive Committee position is designated as a Reserved Position specifically for that Member Federation.
- (c) A Reserved Position may be filled only by an approved candidate appointed by the Member Federation for which that position is reserved.
- (d) For each Reserved Position designated to a Member Federation:

- (i) if only one approved candidate from that Member Federation is nominated for that Reserved Position, the Chairperson must declare that person elected to the Ordinary Executive Committee member position; or
- (ii) if more than one approved candidate from that Member Federation is nominated for that Reserved Position, the Reserved Position shall be decided either by:
 - (A) a method determined by that Member Federation prior to the General Meeting; or
 - (B) in the absence of such a method, a ballot of all Delegates.

8.11 Election of Ordinary Executive Committee members – Open Positions

- (a) Any approved candidate for a Reserved Position who is not elected to that Reserved Position remains eligible for an Open Position.
- (b) If no approved candidate from that Member Federation is nominated for its Reserved Position, that Reserved Position remains vacant and is treated as a casual vacancy in accordance with clause 8.12, and may subsequently be filled only by a Delegate appointed by that same Member Federation.
- (c) Ordinary Executive Committee positions that are not Reserved Positions (**Open Positions**) shall be filled as follows:
 - (i) If the number of approved candidates does not exceed the number of available Open Positions, the Chairperson must declare those persons elected to the Ordinary Executive Committee member position; and
 - (ii) If the number of approved candidates exceeds the number of available Open Positions - a ballot must be held for those positions.
- (d) The approved candidate that receives the most votes in relation to each position will be elected. In the event of a tie, a further ballot will be held between the tied candidates. If the vote remains tied after the further ballot, the Chairperson will determine the outcome by lot.

8.12 Casual vacancies

Subject to clauses 8.1(c) and (d), in the event of a casual vacancy of an:

- (a) Executive Officer position, the Executive Committee may, by resolution:
 - (i) appoint an Ordinary Executive Committee member to fill the position; or
 - (ii) if no Ordinary Executive Committee member is willing or able to fill the position, appoint an Eligible Person to fill the position; and

- (b) Ordinary Executive Committee member position, subject to clause 8.11(b) the Executive Committee may, by resolution, appoint an Eligible Person to fill the position.

8.13 Term of office

- (a) The term of office of an Executive Committee member elected by members under clauses 8.6 - 8.11:
 - (i) commences at the end of the Annual General Meeting at which they are elected; and
 - (ii) expires at the end of the first Annual General Meeting following the election.
- (b) The term of office of an Executive Committee member appointed by the Executive Committee under clause 8.12:
 - (i) commences on the date of appointment; and
 - (ii) expires at the conclusion of the first Annual General Meeting following the appointment.
- (c) A person may be elected as an Executive Committee member for more than one term of office.

8.14 Ceasing to be an Executive Committee member

- (a) A person stops being an Executive Committee member, and a casual vacancy is created, if they:
 - (i) resign by written notice to **ACOFs**;
 - (ii) cease to be a Delegate;
 - (iii) are removed by the members under the Act;
 - (iv) are absent without leave of or without providing notice to the Executive Committee from:
 - (A) three consecutive Executive Committee meetings; or
 - (B) four Executive Committee meetings over 12 monthsand the Executive Committee has, in its discretion, resolved for that person to stop being an Executive Committee;
 - (v) die, or become subject to a Court order to receive treatment or have their finances managed by another person due to being of unsound mind or having a mental illness;
 - (vi) are directly or indirectly interested in any contract or proposed contract with **ACOFs** and fail to declare the nature of the interest as required by the Act; or
 - (vii) become ineligible to be an Executive Committee member under:
 - (A) the *Corporations Act 2001* (Cth); or
 - (B) the ACNC Legislation.

- (b) A person who has ceased to be an Executive Committee member must return original copies of any relevant document to the Executive Committee.

8.15 Secretary (statutory role) position

- (a) The Executive Committee must appoint a Secretary who:
 - (i) Consents in writing to being appointed as Secretary;
 - (ii) is at least 18 years of age;
 - (iii) resides in Australia; and
 - (iv) may also be an Executive Committee member.
- (b) The Secretary is to be appointed on such terms and conditions as the Executive Committee deems fit.
- (c) The Executive Committee may suspend or remove an individual from the role of Secretary.
- (d) The Secretary must give the Registrar notice of their appointment within 14 days of their appointment.
- (e) **ACOFS** must fill any vacancy in the office of Secretary within 14 days of the vacancy arising.

8.16 Treasurer position

The Treasurer must:

- (a) arrange for the collection and receipt of all moneys due to **ACOFS** and arrange for all payments authorised by **ACOFS** to be made;
- (b) ensure that the financial records of **ACOFS** are kept in accordance with the requirements of the Act and the ACNC Legislation; and
- (c) coordinate the preparation of the financial statements of **ACOFS** and their certification by the Executive Committee prior to their submission to the Annual General Meeting of **ACOFS**; and
- (d) ensure that at least one other Executive Committee member has access to the accounts and financial records of **ACOFS**.

8.17 Insufficient Executive Committee members

If the number of Executive Committee members is less than the minimum number fixed under clause 8.1, the remaining Executive Committee members may, except in an emergency, act only to:

- (a) increase the number of Executive Committee members to be at least four; or
- (b) convene a General Meeting of **ACOFS**.

8.18 Defects in appointment of Executive Committee members

An act done by, or with the participation of, a person acting as an Executive Committee member or member of a Subcommittee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting or taking the relevant step.

9 Executive Committee decision making

9.1 Executive Committee meetings

- (a) The President may convene, or instruct the Executive Secretary to convene, meetings of the Executive Committee.
- (b) In circumstances of genuine urgency, where the President is unavailable or unable to act, a majority of Executive Committee members may, by written consent, require the Executive Secretary to convene a meeting, clearly stating the matter or matters of urgency for which it is called.
- (c) The Executive Secretary must give reasonable notice of any such meeting to all Executive Committee members.
- (d) The Executive Committee shall meet as required to effectively perform its functions and fulfil its responsibilities under this Constitution.

9.2 Notice of Executive Committee meetings

- (a) Written notice of Executive Committee meetings must be given to every Executive Committee member at least seven days prior to the meeting (unless the Executive Committee unanimously waives this requirement).
- (b) A notice of an Executive Committee meeting:
 - (i) must specify the place, day and time of the meeting; and
 - (ii) must provide details of any technology that will be used to facilitate the meeting.

9.3 Quorum for Executive Committee meetings

- (a) No business may be transacted at any Executive Committee meeting unless a quorum is present.
- (b) A quorum of Executive Committee members for Executive Committee meetings is a majority of the total number of Executive Committee members, including at least two Executive Officers.

9.4 Use of virtual meeting technology in Executive Committee meetings

- (a) The Executive Committee may hold its meetings using any technology that is agreed to by the Executive Committee.

- (b) An Executive Committee member who attends by technology is deemed to be present in person at the meeting.

9.5 Chairperson of Executive Committee meetings

- (a) The President will preside as Chairperson at Executive Committee meetings.
- (b) If there is no President, the President is not present within 15 minutes after the commencement time or the President is unwilling to act as Chairperson for all or part of the meeting then:
 - (i) if there is a Vice President, the Vice President will be the Chairperson; and
 - (ii) if the Vice President is not present or is not willing and able to be the Chairperson during all or part of the meeting, the Executive Committee members present may elect an Executive Committee member to be Chairperson of the meeting or part of it.

9.6 Decisions of the Executive Committee

- (a) A question arising at an Executive Committee meeting is to be decided by a majority of votes of Executive Committee members present and entitled to vote.
- (b) The Chairperson has a deliberative vote. If the votes cast on a motion are equal, the Chairperson will also have a casting vote.

9.7 Resolutions without meetings

- (a) An Executive Committee resolution may be passed without a meeting if a majority of the Executive Committee members entitled to vote on the motion vote in favour.
- (b) For the purpose of this clause:
 - (i) an Executive Committee member may vote by sending an email or signed document to the Executive Secretary that contains the text of the proposed resolution and states whether they are in favour of the motion;
 - (ii) the motion fails if it has not achieved majority approval within ten business days after the notice was given; and
 - (iii) the resolution is passed only if and when a vote in favour is received from sufficient Executive Committee members to constitute a majority.
- (c) Resolutions without meetings must be recorded in the minutes of the next Executive Committee meeting.

10.1 Powers of the Executive Committee

- (a) The Executive Committee members are responsible for the governance of **ACOFS** and furthering the Purpose.
- (b) The Executive Committee members may exercise all the powers of **ACOFS** that are not, by the Act or by this Constitution, required to be exercised by the members.
- (c) The Executive Committee may delegate any of its powers to one or more Executive Committee members, a Subcommittee, an employee or any other person.
- (d) The Executive Committee may specify terms of the delegation (including the power to further delegate) and revoke a delegation.

10.2 Duties of Executive Committee members

Executive Committee members must comply with any duties imposed on them by the Act and with the duties described in governance standard 5 of the ACNC Legislation.

10.3 Establishment of Subcommittees

- (a) The Executive Committee may establish Subcommittees.
- (b) A Subcommittee may include, or be comprised of, non-Executive Committee members.
- (c) The meetings and proceedings of Subcommittees are:
 - (i) subject to any terms of reference and/or delegation; and
 - (ii) otherwise governed as far as possible by the provisions of this Constitution which regulate the proceedings of the Executive Committee.

10.4 Bylaws

- (a) The Executive Committee may make regulations, policies or bylaws not inconsistent with this Constitution for the general conduct and management of **ACOFS** and the business of the Executive Committee.
- (b) The Executive Committee may revoke and alter bylaws, policies or regulations as it sees fit.

11 Executive Committee members' interests

- (a) An Executive Committee member who has a material personal interest in a matter being considered at an Executive Committee meeting must disclose the nature and extent of that interest and the relation of the interest to the activities of **ACOFS**:

- (i) to the Executive Committee – as soon as the Executive Committee member becomes aware of the interest; and
 - (ii) to the members – at the next General Meeting.
- (b) The Executive Committee member:
 - (i) must not be present while the matter is being considered at the Executive Committee meeting; and
 - (ii) must not vote on the matter.
- (c) Clauses 11(a)-(b) do not apply to a material personal interest:
 - (i) that exists only because the Executive Committee member belongs to a class of persons for whose benefit **ACOFS** is established; or
 - (ii) that the Executive Committee member has in common with all, or a substantial proportion of, the members.

12 Indemnities and insurance

- (a) **ACOFS** indemnifies every present and past Executive Committee member and officer of **ACOFS**, to the full extent permitted by law against all losses and liabilities incurred as a result of their position as an Executive Committee member or an officer of **ACOFS**.
- (b) This indemnity:
 - (i) is a continuing obligation and is enforceable even if the person has ceased to be an Executive Committee member or an officer; and
 - (ii) is not subject to any requirement to first incur an expense or make a payment.
- (c) **ACOFS** may, to the extent permitted by law, pay or agree to pay, a premium in respect of a contract insuring its Executive Committee members or officers.
- (d) Where the Executive Committee considers it appropriate, **ACOFS** may execute a documentary indemnity in any form in favour of any Executive Committee member or officer provided that such terms are not inconsistent with this clause 12.
- (e) Nothing in this clause 12 limits **ACOFS**'s ability to indemnify or pay for insurance for any person not expressly covered by this clause nor affects any other right or remedy that an Executive Committee member or an officer may have in respect of any loss or liability (including costs and expenses).
- (f) Where the Executive Committee considers it appropriate, **ACOFS** may:
 - (i) give a former Executive Committee member or officer of **ACOFS** access to certain papers, including documents provided or available to such person and other papers referred to in those documents; and
 - (ii) bind itself in any contract with any such person or any former Executive Committee member or officer.

13.1 Minutes

- (a) The Executive Secretary must ensure that:
 - (i) minutes of all General Meetings, Executive Committee meetings and Subcommittee meetings; and
 - (ii) records of resolutions passed by members, Executive Committee members and Subcommittees without a meeting,are recorded and kept with **ACOFS**'s records as soon as practicable.
- (b) **ACOFS** must ensure that minutes of an Executive Committee or General Meeting are signed within a reasonable time by the Chairperson of the meeting or of the next meeting.

13.2 Inspection of books and records

- (a) Members may not have access to the financial records, books, securities and any other document of **ACOFS**, including minutes of Executive Committee meetings, unless otherwise permitted by this Constitution, law, or the Executive Committee.
- (b) Members may on request inspect:
 - (i) the Register;
 - (ii) the minutes of General Meetings; or
 - (iii) this Constitution.
- (c) The Executive Committee may refuse any request to inspect books and records of **ACOFS** in accordance with the Act, including where:
 - (i) the records relate to confidential, personal, employment, commercial or legal matters; and/or
 - (ii) allowing the request would be prejudicial to the interests of **ACOFS**.
- (d) If **ACOFS** provides access to this Constitution on **ACOFS**'s website or the ACNC website, the Executive Committee will be deemed to have allowed a member to inspect and copy this Constitution, unless the member informs **ACOFS** that they are unable to access this Constitution on either website.
- (e) A member must be given a copy of this Constitution and minutes of General Meetings within one month of **ACOFS** receiving a request by the member and the member paying any fee prescribed by the Executive Committee.

13.3 Common seal

ACOFS does not have a common seal.

13.4 Execution of documents

ACOFs may execute documents by the signature of:

- (a) two Executive Committee members; or
- (b) one Executive Committee member and the Secretary.

14 Audit and finance

14.1 Accounts and other records of **ACOFs**

- (a) The Executive Committee must:
 - (i) ensure that proper financial records are kept in accordance with all legal and regulatory requirements;
 - (ii) ensure that records of its operations are kept; and
 - (iii) take reasonable steps to ensure that **ACOFs**'s records are kept safe.
- (b) **ACOFs** must retain its records for at least seven years.

14.2 Audit

- (a) If required by law, **ACOFs** must appoint and remunerate an auditor.
- (b) Any auditor is entitled to attend any General Meeting and to be heard by the members on any business of the meeting that concerns the auditor in their capacity as auditor.
- (c) **ACOFs** may give any auditor all communications relating to the General Meeting that the members of **ACOFs** are entitled to receive.
- (d) The members may remove an auditor by resolution at a General Meeting provided:
 - (i) the notice of General Meeting is provided at least two months before the General Meeting;
 - (ii) the notice is provided to the auditor; and
 - (iii) a copy of the notice is lodged with the Registrar.

14.3 Financial year

The financial year will begin on 1 January and end on 31 December, unless an Ordinary Resolution is passed to change the financial year.

14.4 Source of funds

- (a) The funds of **ACOFs** may be derived from joining fees, annual membership fees, donations, fundraising activities, private grants, interest and any other voluntary sources approved by the Executive Committee.

- (b) Where any proposed source of funds may be reasonably contested as compromising the independence, ideological neutrality or creative freedom of **ACOFS**, its members, or the Film Society Movement, the matter must be referred to the Member Federations for determination by Ordinary Resolution.

14.5 Management of funds

- (a) The Executive Committee may approve expenditure on behalf of **ACOFS**.
- (b) All cheques must be signed by two Executive Committee members or otherwise authorised in accordance with any process determined by the Executive Committee.
- (c) The Executive Committee must ensure that systems and procedures for the management of **ACOFS**'s funds are appropriate for its size and circumstances and the complexity of its financial affairs.
- (d) All payments must be authorised in accordance with any process determined by the Executive Committee.

15 Amending this Constitution

- (a) **ACOFS** may only alter this Constitution by Special Resolution and in accordance with the Act.
- (b) The Delegates and members must not pass a Special Resolution that amends this Constitution if passing it causes **ACOFS** to no longer be a Charity.

16 Notices

- (a) Notices can be served on members, Delegates or Executive Committee members personally or by post, email or other electronic means.
- (b) Notices are taken to be served:
 - (i) in the case of a properly addressed and posted notice – five business days after the date of posting; and
 - (ii) in the case of a notice sent by email or other electronic means – at the time of sending.
- (c) The non-receipt of notice or a failure to give notice does not invalidate anything done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) the individual waives notice before or after the meeting (including by attending the meeting); or
 - (iii) the individual notifies **ACOFS** of their agreement to that thing or resolution before or after the meeting.
- (d) In calculating a period of notice, both the days on which the notice is given or taken to be given and the day of the meeting must be disregarded.

17 Winding up or revocation of endorsement

17.1 General

ACOFS may only be wound up in accordance with the Act.

17.2 Distribution of assets on winding up or revocation of endorsement

- (a) If **ACOFS** is a Deductible Gift Recipient, any DGR gifts must be deposited in a separate bank account or otherwise identified so that they can be distinguished from other assets of **ACOFS**.
- (b) If **ACOFS** is a Deductible Gift Recipient and it:
 - (i) is wound up; or
 - (ii) ceases to be endorsed as a Deductible Gift Recipient,any DGR Gifts and surplus funds in the Gift Fund must be transferred to a fund, authority or institution with charitable purposes similar to the Purpose that is endorsed as a Deductible Gift Recipient.
- (c) On the winding up of **ACOFS**, any assets remaining after complying with clause 17.2(b):
 - (i) must not be paid or distributed to a member in their capacity as a member, and
 - (ii) must be given or transferred to a fund, authority or institution which:
 - (A) has charitable purposes similar to the Purpose, and
 - (B) prohibits the distribution of income, profit or assets to its members in their capacity as members.
- (d) The members must decide before any winding up, dissolution or revocation which fund, authority or institution will receive a distribution under clause 17.2(b) and 17.2(c). If the members fail to decide, the matter must be determined by application to the Supreme Court in the State of Victoria.

18 Gift Fund

- (a) This clause only applies while **ACOFS** is a Deductible Gift Recipient.
- (b) **ACOFS** must maintain for its Purpose a Gift Fund:
 - (ii) which is operated to identify DGR Gifts and deductible contributions;
 - (iii) which is operated to identify and record any money received by **ACOFS** because of those DGR Gifts and deductible contributions; and
 - (iv) that does not record any other money or property.
- (c) Receipts for DGR Gifts or deductible contributions must state the:
 - (v) name and Australian Business Number of **ACOFS**;

- (vi) date and amount (or value, if property) of the DGR Gifts or deductible contribution;
- (vii) name of the donor or contributor; and
- (viii) fact that it was a DGR Gift or deductible contribution (and if it was a deductible contribution, the relevant fundraising event and GST inclusive market value of the event or goods or services purchased).

19 Interpretation

19.1 Definitions

In this Constitution:

ACNC means the Australian Charities and Not-for-profits Commission.

ACNC Legislation means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012* (Cth).

ACOFS means the association, Australian Council of Film Societies Incorporated.

Act means the *Associations Incorporation Reform Act 2012* (Vic).

Associate means an individual appointed by an Associate Member to attend and participate in General Meetings of **ACOFS** on behalf of that Associate Member, but who does not have any voting rights.

Auditor may mean a reviewer, if permitted by the Act or ACNC Legislation.

Business day means a day that is not a Saturday, Sunday or public holiday in the State of Victoria.

Chairperson means the person chairing a meeting.

Charity means a charity registered under the ACNC Legislation.

Deductible Gift Recipient means an entity to which tax deductible gifts may be made pursuant to Division 30 of the ITAA 1997.

Delegate means a person appointed to represent a Member Federation in accordance with clause 4.9.

DGR Gifts means:

- (a) Gifts of money or property for the Gift Fund received during any time that **ACOFS** is endorsed as a Deductible Gift Recipient;
- (b) Contributions described in item 7 or 8 of the table in section 30-15 of the ITAA 1997 in relation to a fundraising event (as defined by section 995-1

of the ITAA 1997) held for that purpose during any time that **ACOFS** is endorsed as a Deductible Gift Recipient; and

- (c) Money received by **ACOFS** because of such gifts or contributions during any time that **ACOFS** is endorsed as a Deductible Gift Recipient.

Executive Committee means the group of individuals who are responsible for the governance, strategy and management of **ACOFS**. The Executive Committee members are the committee members of **ACOFS** for the purposes of the Act.

Executive Officer means President, Vice President, Treasurer and Executive Secretary elected under clauses 8.6 - 8.9.

Executive Secretary means the person elected to the position of Executive Secretary under clause 8.9.

Film Society means a non-profit organisation, dedicated to the shared screening and serious, constructive use of film — run by its members and for its members — to realise, extend, or explore one or more of these purposes: artistic appreciation of film, cultural enrichment, learning through film, or creative and experimental engagement with film.

General Meeting means a meeting of members (including an Annual General Meeting).

Gift Fund means the gift fund in clause 18.

ITAA 1997 means the *Income Tax Assessment Act 1997* (Cth).

Member means a Person whose name is entered in the Register as a member of **ACOFS** in accordance with clause 4.6.

Membership Class means a class of membership prescribed in **Schedule A** (as amended by the Executive Committee from time to time).

Ordinary Executive Committee member means an Executive Committee member elected under clause 8.10 or 8.11.

Person includes a natural person, a corporation within the meaning of section 57A of the *Corporations Act 2001* (Cth) and an unincorporated association.

President means the person elected to the position of President under clause 8.8.

Purpose means the purpose set out in clause 2(b).

Register means the register of members under the Act.

Registrar means the Registrar of Incorporated Associations in Victoria.

Secretary means the person appointed to the position under clause 8.15 to be the contact person with Consumer Affairs Victoria responsible for notifications and ensuring compliance with Consumer Affairs Victoria's requirements.

Treasurer means the person elected to the position of Treasurer under clause 8.8.

Vice President means the person elected to the position of Vice President under clause 8.7.

19.2 Interpretation

In this Constitution:

- (a) if an expression in this Constitution has a meaning in the Act, the meaning from the Act will apply to the expression (except where a contrary intention appears in this Constitution); and
- (b) a reference to any legislation or to any provision of any legislation includes:
 - (i) any modification or re-enactment of it;
 - (ii) any legislative provision substituted for it; and
 - (iii) all regulations and statutory instruments issued under it.

20 Transitional provisions

The following rules apply notwithstanding anything to the contrary in this Constitution.

20.1 Members

The members immediately following the adoption of this Constitution will be those members listed on the Register at the time of adoption.

20.2 Executive Committee members

The Executive Committee members immediately following the adoption of this Constitution will be those in office at the time of adoption.

Schedule A: Membership Classes

Membership Class	Eligibility criteria	Voting rights
Member Federation	A properly constituted State or Territory based organisation of not less than three Film Societies.	Voting
Associate Member	An organisation that is: (a) committed to the Purpose; and (b) not eligible for membership as a Member Federation.	Non-voting

Schedule B: Proxy form

Appointment of Proxy – Australian Council of Film Societies Incorporated

I,
(Delegate)

of
(Address)

appoint
(Proxy)

as my proxy for the General Meeting of Australian Council of Film Societies Incorporated to be held on

.....
(Date)

and at any adjournment.

Choose

☐ My proxy can vote on my behalf for all resolutions at the above General Meeting.

OR

☐ My proxy can vote for the resolutions listed below as indicated:

in favour of / against	detail of proposed resolution
.....	
.....	
.....	
.....	
.....	
.....	
.....	
.....	
.....	

Signed:
(Delegate)

Date: