

# **CONSTITUTION FOR TASMANIAN FEDERATION OF FILM SOCIETIES**

## **1. NAME**

The name of the association is THE TASMANIAN FEDERATION OF FILM SOCIETIES, later in this document called the Federation or TFOFS

## **2. DEFINITIONS**

2.1. TFOFS - Tasmanian Federation of Film Societies

2.2. THE FEDERATION - Tasmanian Federation of Film Societies

2.3. ACOFS - Australian Council of Film Societies

2.4. FILM SOCIETY - For the purpose of this Constitution, a Film Society shall be a non-profit organisation, properly constituted, which is accepted by the Federation

2.5. MEMBERS - include Affiliates, Associates and Honorary Members

2.6. AFFILIATES - Film Societies who have paid their subscriptions and levies for the current period to TFOFS.

2.7. ASSOCIATES - Unfinancial Film Societies, and like-minded organisations or individuals

2.8 . HONORARY MEMBERS - Are individuals appointed by the Committee for a defined period and include Honorary Life Members

2.9. DELEGATES - Those appointed by Affiliates to represent them at TFOFS meetings

2.10. DUE DATE - The date by which annual subscriptions to TFOFS are due, generally the first of March of the calendar year, or the first day of the month that the AGM is held

2.11. FILM(S) - any means of displaying motion pictures

2.12. AGM - the Annual General Meeting of TFOFS

2.13. SGM - a Special General Meeting of TFOFS, called to conduct business normally held at the AGM

2.14. GENERAL MEETING - a meeting of the Members

2.15. COMMITTEE MEETING - a meeting of the Officers and ordinary Committee members elected at the AGM or subsequently appointed

2.16. EXECUTIVE MEETING - a meeting of the Executive of the Federation

2.17. COMMITTEE - comprises members nominated by Affiliates and appointed at the AGM, or by the Committee to fill a casual vacancy

2.18. EXECUTIVE - comprises those members of the Committee who hold the following positions: President, Vice-president, Secretary, Treasurer

2.19. OFFICERS - members of the Executive

2.20. "the Act" means the Associations Incorporation Act 1964

2.21. "written notice" may be by letter or electronic means ( e.g. email, facsimile ) sent by the Secretary to the most recent point of contact provided by the Member

### **3. OBJECTS AND AIMS**

3.1. To encourage the growth of film societies in Tasmania

- 3.2. To coordinate the activities of Members in a civil, non-political, non-sectarian and objective manner, and represent Members on ACOFS and other relevant forums
- 3.3. To arrange and organise, where appropriate, film festivals, conventions, competitions and other film related activities
- 3.4. To provide and maintain any facilities deemed necessary by TFOFS for its operations
- 3.5. To provide, where practicable, assistance to Members
- 3.6. To consider changes to the Federal and State Laws affecting film production, distribution and censorship, and act to protect the interests of Members

#### **4. MEMBERSHIP**

4.1. Membership is restricted to Film Societies, like minded organisations and individuals, Life Members and Honorary members appointed by the Committee

4.2.1. Existing Members will not need to re-apply for membership annually, providing annual subscriptions and levies are paid by the due date

4.2.2. All organisations and individuals wishing to be a Member will need to submit an application to the Secretary, providing any details required by the Committee for approval at the next Committee Meeting. If approval is granted, membership will commence on receipt of any fee the Committee may deem appropriate

4.3.1. Film Societies that have paid their annual subscription by the due date will be known as Affiliates, and are entitled to participate and vote at General Meetings

4.3.2. Film Societies that have not paid their annual subscription by the due date will be known as Associates, and

may participate but are not entitled to vote at General Meetings

4.3.3. Like minded organisations and individuals recognised by the Committee will be known as Associates and may participate but not vote at General Meetings

4.3.4. Honorary Members and Life Members may participate but not vote at General Meetings

4.4.1. If an unfinancial Film Society pays its annual subscription and any levy due no later than three months from the due date, then their membership category shall change from Associate to Affiliate from the date payment is received, with restoration of appropriate rights and obligations. They will not have to re-apply for membership

4.4.2. If other unfinancial Associates pay their annual subscription and any levy due no later than three months from the due date, then their membership shall continue without the need to re-apply

4.4.3. If an unfinancial Film Society pays its annual subscription more than three months after the due date, then a new application for membership will need to be submitted to the Committee for approval

4.5.1. If any Member, whether an organisation or individual, be convicted of an indictable offence, or becomes bankrupt or insolvent, or, whose behaviour contravenes the objects and aims of The Federation, their membership, rights and privileges may be withdrawn at the discretion of the Committee

4.5.2. Any Member thus affected shall have the right of appeal to have their membership re-instated. The appeal shall be heard by ACOFS, or an independent arbitrator accepted by both the Member and the Federation

## **5. MEETINGS**

## 5.1. ANNUAL GENERAL MEETING (AGM)

5.1.1. The AGM must be held before the end of March each year, unless exceptional circumstances arise, in which case, the Committee shall determine a new date for as soon as practicable

5.1.2. At the AGM the President is to present a report for the prior financial period's activities, and the Treasurer is to present a financial report for the same period

5.1.3. The agenda for the AGM shall include Reports, election of Office-bearers, Committee Members and Public Officer, and any special business such as Constitutional matters

5.1.4. The Secretary shall provide written notice of the AGM to Members at least fourteen days prior, such notice to include the agenda, date, time and place of the meeting

5.1.5. The quorum for the AGM shall be the attendance of at least one Delegate or proxy of more than half of the Affiliates. Multiple Delegates/Proxies from the one Affiliate shall count as one for the purpose of the quorum.

5.1.6. Attendance at the AGM is open to Members and invited guests

## 5 2. SPECIAL GENERAL MEETINGS (SGM)

5.2.1. The Committee of TFOFS may convene a SGM at any time

5.2.2. The Committee, if requested in writing by four Affiliates, shall convene a SGM as soon as practicable

5.2.3. Business shall be items not normally dealt with by General Meetings, or items requiring action prior to the next scheduled GM

5.2.4. The Secretary shall provide written notice of the SGM to Members at least fourteen days prior, such notice to include the agenda, date, time and place of the meeting

5.2.5. The quorum for a SGM shall be the attendance of at least one Delegate of more than half of the Affiliates. Multiple Delegates from an Affiliate shall count as one for the purpose of the quorum.

5.2.6. Attendance at the SGM is open to Members and invited guests

### 5.3. GENERAL MEETINGS (GM)

5.3.1. Shall be convened by the Committee as required

5.3.2. Business conducted at these meetings shall include items the Executive and the Committee wish to put before Members, and other business raised by Members

5.3.3. The Secretary shall provide written notice to Members at least fourteen days prior, including the agenda , date, time and place of the meeting

5.3.4. The quorum for the GM shall be the attendance of at least one Delegate of more than half the Affiliates. Multiple Delegates from an Affiliate shall count as one for the purpose of the quorum

5.3.5. Attendance at General Meetings is open to Members and invited guests

### 5.4. EXECUTIVE MEETINGS

5.4.1. Executive meetings are attended by Officers and invited guests

5.4.2. Executive meetings shall be held as required

5.4.3. These meetings may be conducted in person, or by telephone, audio-visual conference or other electronic means (e.g. email)

5.4.4. The quorum for an Executive meeting shall be more than half the number of Officer positions. Where an Officer holds more the one position, this shall count as one for the purpose of the quorum

## 5.5. COMMITTEE MEETINGS

5.5.1. Committee meetings are attended by Officers, ordinary committee members and invited guests

5.5.2. Committee Meetings shall be held as required

5.5.3. These meetings may be held in person, by telephone, audio-visual conference or other electronic means (e.g. email)

5.5.4. The quorum is more than half the filled Committee positions. Where an Officer holds two positions, this shall be counted as one for the purpose of the quorum

## 6. RETURNS OF AFFILIATES

Each Affiliate will provide a simple return to the Secretary or Treasurer no later than the first day of March, for a reporting period covering the previous calendar year. The appropriate form for this return will be issued by the Committee

## 7. COMMITTEE

7.1. The Committee consists of a President, two Vice-presidents, Secretary, and Treasurer (the Officers), and up to four ordinary members as elected at the AGM

7.2. A person other than the President may hold two Officer positions

7.3. Any Committee position not filled at the AGM may be filled later by appointment by the Committee

7.4. An Officer must not serve in the same Officer position for more than three consecutive terms of office, and must not serve in that position for at least one term of office after those three years, in order to be again eligible to nominate for that office

7.5. The Committee has the management of the affairs of the Federation

7.6. Committee Meetings shall be held as required

7.7. The Committee may meet in person or by telephone, audio-visual conference or other electronic means (e.g. email)

7.8. A resolution of the Committee may be made without a meeting by any other method approved by at least three-quarters of the Committee

7.9. The Committee may appoint sub-committees to deal with specific matters

7.10. A Sub-committee will consist of one or more Committee members, one of whom is to be the Chairperson, and other people whose expertise is valued, appointed by the Committee

## **8 ELECTION OF COMMITTEE**

8.1. Officers and up to four ordinary Committee members are to be elected at the AGM in each year and shall hold office until the conclusion of the following AGM

8.2. The Officers are the President, two Vice-presidents, Secretary and Treasurer

8.3. Nominations for Officers and ordinary Committee members shall be made in writing, signed by the nominee and



proposer, and be received by the Secretary before the commencement of the AGM

8.4. Nominations may be called from the floor for positions for which no nominations have been received, and must be accepted by the nominees

8.5. Elections are by show of hands, the retiring Secretary acting as Returning Officer. In the event of an equal poll, the result is to be determined by any manner agreed by the AGM

8.6. The office of any Committee member (including Officers) becomes vacant if the Committee member:

8.6.1. dies, or

8.6.2. gives written notice of resignation to the Secretary or Committee, or

8.6.3. is considered by at least three-quarters of the remainder of the Committee to not be properly fulfilling duties of the Officer position held, or other duties allocated

## **9 VOTING RIGHTS AT MEETINGS**

9.1.1. Voting at General Meetings is limited to Delegates from financial Affiliates

9.1.2. Each Delegate/Proxy is entitled to one vote for each resolution requiring a vote

9.2. Affiliates may send Delegates to General Meetings according to their membership numbers shown on the return for the previous financial period. The number of Delegates is as follows:

Up to fifty members - one Delegate

51 to 100 members - two Delegates

101 to 500 members - three Delegates

## Over 500 members - four Delegates

- 9.3. Delegates appointed by Affiliates serve from one AGM until the next, unless retired by the Affiliate, or they submit their resignation
- 9.4. Affiliates not fully represented may provide a proxy vote for absent Delegates, provided the Proxy Form is completed and given to the Secretary prior to the Meeting. The appropriate Proxy Form is shown as Appendix 1
- 9.5. At meetings other than General Meetings each properly appointed member is entitled to one vote. The Chairperson of each meeting is entitled to a casting vote
- 9.6. Associates, Honorary Members, official guests and observers are not entitled to vote, but may address meetings if permitted by the Chairperson

## **10. FINANCIAL**

- 10.1. TFOFS is funded by annual fees paid by Affiliates and Associates, and by occasional levies. TFOFS will set the fees at the Annual General Meeting for the next financial period, and levies will be set by the Committee or Executive if and when required.
- 10.2. TFOFS shall operate its financial period from 1<sup>st</sup> day in March to the last day of February of the following year, but this may be altered by the Committee to suit changed circumstances
- 10.3. The annual subscription for each category of Member shall be set at the AGM for the following calendar year
- 10.4. Fees of Affiliates will be based on their total number of members at the end of each calendar year, plus an additional set amount, and apply for the following financial period of the Federation

10.5. The Committee shall set levies as and when required for payment by Affiliates, taking into consideration the membership and financial situation of each Affiliate

10.6. Subscriptions are due by the first day of March each year, or by the first day of the month in which the AGM is to be held, if it is not March

10.7. The funds of the Federation are to be lodged with such Financial Institution as the Committee determines

10.8. Cheques must be signed by two of the nominated signatories

10.9. Electronic banking and payments may be utilised, provided transactions are authorised by two of the nominated TFOFS authorised Officers

10.10. The Committee may authorise a petty cash amount of \$50 (fifty dollars) to be held and used by the Secretary

10.11. No other expenditure is to be incurred on behalf of TFOFS unless previously authorised by the Committee, generally or specifically

## **11. AUDIT AND ANNUAL FINANCIAL REPORT**

11.1. TFOFS may apply annually, if desired, to the Department of Consumer Affairs or its equivalent successor, for exemption from audit. A resolution must be passed at each AGM for the applicable financial period

11.2. If exemption is not granted, the accounts of the Federation for that financial period are to be prepared and submitted to the Auditor not less than twenty-eight days prior to the AGM.

11.3. The AGM is to appoint the Auditor for the ensuing financial period, but if it does not do so, the Committee is to make the appointment.

11.4. A copy of the Financial Report and the Auditor's Report (if required) is to be provided to the members at the AGM.

## **12. AMENDMENTS TO THE CONSTITUTION**

This Constitution may only be amended in accordance with the Act

## **13. WINDING UP THE FEDERATION**

Subject to the requirements of the Act, if TFOFS is wound up:

13.1. Every Member within one year immediately previous to the commencement of the winding up shall contribute to the debts and costs of winding up the sum of one dollar (\$1), if required

13.2.1. Subject to Section 33 of the Act, the Federation's net assets, if any, shall be distributed to such organisation(s) as the Committee determines, which in the Committee's opinion has/have similar objects and aims to those of the Federation; and is exempt from income tax

13.2.2. No Member, Committee Member or Delegate of TFOFS at the time of winding up shall be eligible to receive any part of any asset distribution

## **APPENDIX 1**

### **THE TASMANIAN FEDERATION OF FILM SOCIETIES**

#### **APPOINTMENT OF PROXY**

**Please print apart from signature**

**I, .....**  
**.....,**

**a Delegate**  
**for .....**  
**.....,**

**appoint .....**  
**.....,**

**of .....**  
**.....,**

**for the purpose/s of**

- (1) **For quorum purposes and/or**
- (2) **as my proxy to vote on my behalf at the General Meeting(s) being held on .....**  
**.....**

**The Agenda items that this proxy apply to are**

.....  
.....

.....  
.....

.....  
..... **(if all, write all)**

**Signed .....**  
**.....**

**N.B. This proxy to be given to the Secretary prior to the meeting(s) concerned.**