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Constitution of the

**SOUTH AUSTRALIAN
FEDERATION OF FILM SOCIETIES**

In accordance with section 23A of the Associations incorporation Act 1985

DRAFT

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1. Name

The name of the association is:

SOUTH AUSTRALIAN FEDERATION OF FILM SOCIETIES

referred to herein as “the federation”.

2. Definitions

- ‘the Act’ means the Associations Incorporation Act 1985
- ‘committee’ means the committee of management of the association
- ‘member’ means a film society that is member of the South Australian Federation of Film Societies.
- ‘general meeting’ means a general meeting of members (represented by their nominated delegates) of the association convened in accordance with these rules
- ‘special resolution’ means a special resolution defined in the Act
- ‘month’ shall mean a calendar month.
- A reference to “writing” or “written” is a reference to any visible representation of words, figures or symbols including messages sent by electronic mail or posted on a website.
- Unless otherwise indicated, any reference to “film” or “film art” will include, movies, motion pictures and cinematographic film in any medium, whether DVD, videotape, digital, or other.
- “Film Society” means a properly constituted, not-for-profit, volunteer – run organisation operated for the purpose of exhibiting films to members who are enrolled on a period subscription basis.
- ACOFS stands for “Australian Council of Film Societies”

3. Objects or purposes of the association

The objects of the Federation are:

- (1) to foster the growth of the film society movement of South Australia;
- (2) to promote and defend the interests of, and provide united representation for, its member film societies and its associate members;
- (3) to be an active member -- as a Federation of film societies -- of the Australian Council of Film Societies (ACOFS);
- (4) in the state or territory of a member where no ACOFS-affiliated Federation of film societies exists, to encourage by all means possible the formation of such a Federation;
- (5) to co-operate with ACOFS-affiliated Federations of film societies in other States and Territories of Australia, and with film society movement organisations in other countries;
- (6) to promote the study of film as an art form and as an educational medium, both within the community generally and within educational institutions and cultural organisations;
- (7) to pursue strategies to increase the supply of films available to film societies and to other organisations engaged in studying film as an art form and as an educational medium;
- (8) to promote friendly and mutually beneficial relations between the Film Society Movement and film distributors and film libraries;

- (9) to encourage the establishment of new film societies in South Australia and offer assistance for this purpose;
- (10) to organise film festivals and present film screenings, of all kinds, either solely or in cooperation with other organisations, companies, or persons, upon such terms and conditions as the Federation's Committee may decide from time to time;
- (11) to take such steps by personal or written appeals, public meetings, or otherwise, as may from time to time be deemed expedient for the purpose of procuring funds for the benefit of the Federation, by way of donations, annual subscriptions, or otherwise;
- (12) to do all such other lawful things as are incidental and conducive to the attainment of the above objects.

4. Powers of the association

The association shall have all the powers conferred by section 25 of the Act.

5. Membership

5.1 Types

- (1) Membership is open to any South Australian film society which
 - (a) is duly constituted, and
 - (b) subscribes to the objects of South Australian Federation of Film Societies, and
 - (c) pays the appropriate annual subscription in accordance with clause 5.3.

- (2) Membership is open to any film society in a State or Territory in which there is no current Federation of film societies affiliated with ACOFS, provided that such a film society
 - (a) is duly constituted, and
 - (b) subscribes to the objects of the South Australian Federation of Film Societies, and
 - (c) pays the appropriate annual subscription in accordance with clause 5.3.

- (3) Associate membership is open to any person or organisation which
 - (a) subscribes to the objects of the South Australian Federation of Film Societies, and
 - (b) is not a film society eligible for ordinary membership under clause 5.1 (1) or 5.1 (2), and
 - (c) pays the appropriate annual subscription in accordance with clause 5.3.

- (4) Each member society or associate member shall be issued with a membership certificate.

5.2 Application for membership

- a) A film society may apply for membership of South Australian Federation of Film Societies or a person or organisation may apply for associate membership of South Australian Federation of Film Societies, provided that:
 - i. the application is made in writing by means of an application form approved by the Committee, and
 - ii. the applicant meets the required conditions of membership or associate membership, and
 - iii. the application is lodged with the Secretary of the Federation.
- b) Upon confirming the validity of the application and receiving payment by the applicant of the subscription fee referred to in clause 5.3, the Secretary will enter or cause to be entered the applicant's name in the register of members and associate members and, upon the name being so entered, the applicant becomes a member or associate member of the Federation.

5.3 Subscription/Membership fees

- a) The subscription fees for membership shall be such sum (if any) as the members shall determine from time to time in general meeting.
- b) The period of annual membership of the Federation runs from January 01 until December 31 of each year.
- c) Upon approval of its application a new member or associate member must pay the Federation a joining fee, if any, and any portion of the annual membership fee as determined and published from time to time by the Committee.
- d) A member or associate member must pay the Federation the appropriate annual membership fee as determined and published from time to time by the Committee.

- e) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

5.4 Resignations

A member may resign from membership of the Federation by giving written notice to the secretary or public officer of the Federation. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Federation.

5.5 Expulsion of a member

- a) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- c) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, subject to 5.5 (d) below, cease to be a member 14 days after the committee has communicated its determination to the member.
- d) It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.
- e) In the event of an appeal under 5.5 (d) above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has

been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5.6 Register of members

A register of members must be kept and contain:

- the name and address of each member
- the date on which each member was admitted to the association, and
- if applicable, the date of and reason(s) for termination of membership.

6. The committee

6.1 Powers and duties

- a) The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- b) The committee has the management and control of the funds and other property of the association.
- c) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- d) The committee shall appoint a public officer as required by the Act.
- e) Notice of appointment and any change in the identity or address of the public officer are to be lodged within one month after the change with Consumer and Business Services (CBS)

6.2 Composition and membership of Committee

- (1) The Committee is to consist of:
 - the office-bearers of the Federation, and
 - up to 5 ordinary Committee members, each of whom is to be elected at the annual general meeting of the Federation.

- (2) The office-bearers of the Federation are as follows:
 - the President,
 - the Vice-President,
 - the Treasurer,
 - the Secretary.

- (3) A Committee member may hold up to 2 offices (other than both the President and Vice-President offices).

- (4) Each member of the Committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

- (5) A Committee member must be a natural person who is a member of a film society which is a member of the Federation.

- (6) The first committee of the association shall be appointed from the promoters of the association, or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation.

(7) The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.

6.3 Election of Committee members

(1) Nominations of candidates for election as office-bearers of the Federation or as ordinary Committee members:

(a) must be made in writing, signed by the President, the Secretary, the vice-President or the Treasurer of any member film society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

(b) must be delivered to the Secretary of the Federation at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

(2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received from film society delegates at the annual general meeting.

(3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.

(4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

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

6.4 Secretary

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

6.5 Treasurer

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

- (a) that all money due to the Federation is collected and received and that all payments authorised by the Federation are made, and

(b) that correct books and accounts are kept showing the financial affairs of the Federation, including full details of all receipts and expenditure connected with the activities of the Federation.

6.6 Casual vacancies

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

(2) A casual vacancy in the office of a member of the Committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of a member film society, or
- (c) the member's film society ceases to be a member of the Federation
- (d) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- (e) resigns office by notice in writing given to the Secretary, or
- (f) is removed from office under 6.7, or
- (g) becomes a mentally incapacitated person, or
- (h) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or
- (i) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (j) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

6.7 Removal of Committee members

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

6.8 Committee meetings and quorum

- (1) The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- (3) The Committee may hold meetings, or permit members of the Committee to participate in meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member.
- (4) A member of the Committee who participates in a meeting in a manner permitted under subclause (3) is taken to be present at the meeting.
- (5) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.

(6) Notice of a meeting given under subclause (5) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

(7) Any 4 members of the Committee present in person or as per subclause (3) constitute a quorum for the transaction of the business of a meeting of the Committee.

(8) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.

(9) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

(10) At a meeting of the Committee:

(a) the President or, in the President's absence, the vice-President is to preside, or

(b) if the President and the vice-President are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

6.9 Delegation by Committee to sub-Committee

(1) The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of such member or members of the Federation as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:

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

6.10 Voting and decisions

- (1) Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-Committee present in person or via teleconference or any other suitable means agreed by the Committee at the meeting.

(2) Each member thus present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(3) Subject to clause 21 (5), the Committee may act despite any vacancy on the Committee.

(4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.

7. The seal

(If incorporating) the Federation shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Federation.

The affixing of the seal shall be witnessed by the president and the secretary.

8. General meetings

8.1 Annual general meetings – holding of

(1) The Federation must hold its first annual general meeting within 18 months after its formation or its registration under the Act.

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

8.2 Annual general meetings – calling of and business at

- (1) The annual general meeting of the Federation is, subject to the Act, and to the provisions of this constitution, to be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,

- (b) to receive from the Committee reports on the activities of the Federation during the last preceding financial year,
 - (c) to elect office-bearers of the Federation and ordinary Committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

8.3 Special general meetings – calling of

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Federation.
- (2) The Committee must, on the requisition in writing of at least, either 3 member film societies or one fifth of the member film societies – whichever is the greater number -- convene a special general meeting of the Federation.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.
- (6) Each member film society may nominate up to two delegates to attend and vote at a special general meeting.
- (7) Associate members may each nominate one delegate who may attend and be heard at the special general meetings but may not vote

8.4 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Federation, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Federation, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 25 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

8.5 Quorum for general meetings

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

8.6 Presiding member

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

8.7 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Federation stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

8.8 Making of decisions

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

8.9 Special resolutions

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

- (1) A resolution is passed by the Federation as a "special resolution":
 - (a) at a meeting of the Federation of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
 - (b) a postal ballot conducted by the Federation, or
 - (c) in such other manner as the Act may direct,
 - (d) if it is supported by at least three-quarters of the votes cast by members of the Federation who, under the Federation's constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal ballot referred to in subsection (1) (b) may only be conducted in relation to resolutions of a kind that the Federation's constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the Act.
- (4) A direction under subsection (1) (c) may not be given unless it is impracticable to require votes to be cast in the manner provided by subsection (1) (a) or (b).

8.10 Voting

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

8.11 Proxy voting

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

(6) The Secretary shall make available or accessible to members a suitable proxy assignment and voting form or specify the criteria an acceptable form must meet.

8.12 Postal ballots

- (1) The Federation may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 5.5).
- (2) The Secretary will make postal ballot forms available to all members well before any meeting in which they may be used.
- (3) The Committee may from time to time determine the precise form of postal ballot forms.

9. Dispute resolution

- (1) Any dispute concerning the interpretation of any part of the Constitution shall be finally resolved by reference to an arbiter appointed by the Executive Committee of the Australian Council of Film Societies.
- (2) In all other instances, a dispute between a member or associate member and another member or associate member (in their capacity as members or associate members) of the Federation, or a dispute between a member or associate member or members or associate members and the Federation:
 - (a) 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.
 - (b) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

11. Financial reporting

11.1 Financial year

The financial year of the Federation shall be the period commencing on January 01 and ending on December 31 of each year.

11.2 Accounts to be kept

The Federation shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

12. Prohibition against securing profits for members

The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

13. Winding up

The association may be wound up in the manner provided for in the Act.

14. Application of surplus assets

- (1) If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- (2) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

15. Rules

- (1) These rules may be altered by special resolution of the members of the Federation. This includes rescission or replacement by substitute rules.
- (2) In the event that the Federation incorporates, the alteration shall be registered with CBS, Corporate Affairs Commission, as required by the Act.
- (3) The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.