

Constitution

**THE SOCIETY OF AUSTRALIAN CINEMA PIONEERS
LTD
ACN**

Constitution of The Society of Australian Cinema Pioneers Ltd

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Preliminary

1. Defined terms

1.1 In this Constitution unless the contrary intention appears:

Auditor means the Society's auditor.

Cinema/Film Industry means the:

- (a) cinema exhibition; and/or
- (b) film distribution; and/or
- (c) production; and/or
- (d) post production,

of theatrical motion pictures (including so-called “documentary films” or “short films”) produced for exhibition in cinemas.

Constitution means the constitution of the Society as amended from time to time.

Corporations Act means the *Corporations Act 2001* (Cth) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Society.

Director includes any person occupying the position of director of the Society.

Elected Additional Director has the meaning given to that expression in clause 29.1(g).

Events mean activities organised for participation by Members including, without limitation, social gatherings and reunions.

Financial Year means the period commencing 1 July in each year and terminating on 30 June in the following year.

Member means a member of the Society under clause 6.

Member Benefits include:

- (a) participation in Society Events (including invitations to attend all Society Events);
- (b) access, without charge, to screenings of films made available by Participating Distributors and Exhibitors;
- (c) copies of the Society's annual Cinema Pioneers Bulletin and Newsletter and the Society's membership list; and
- (d) such other benefits as are determined by the National Executive Committee from time to time.

National Executive Committee means all or some of the Directors acting as a board.

National Executive Committee Annual Meeting means the meeting of the National Executive Committee to be held under clause 38.

National President means the person elected by the National Executive Committee to hold the position of the President of the National Executive Committee.

National President Elect means the person elected by the National Executive Committee to hold the position of National President at the end of the term of office of the then current National President.

National Secretary means the person appointed by the National Executive Committee to perform the duties of a secretary of the Society.

National Treasurer means the person appointed by the National Executive Committee to perform the duties of the treasurer of the Society.

Participating Distributors and Exhibitors means:

- (a) distributors of Films in Australia; and
- (b) exhibitors (that is, owners/operators of cinemas) in Australia being cinemas in which films are exhibited to members of the public,

who have notified the National Executive Committee that Members may have access to screenings of films distributed by the distributor and exhibited in the cinemas of the exhibitors, without charge, in accordance with this Constitution.

Register of Members means the register of Members of the Society.

Society means The Society of Australian Cinema Pioneers Ltd.

Society Events means:

- (a) Events organised by the National Executive Committee; and
- (b) Events Organised by State Branch Committees.

State Branch means a division of the Society comprising, in each case, all of the Members who reside in:

- (a) the same State; or
- (b) the Northern Territory; or
- (c) the Australian Capital Territory,

and who are organised under a State Branch Constitution in the form of either **Schedule 2 or Schedule 3** to this Constitution (as it may be amended from time to time by the National Executive Committee), or such other form as is approved by the National Executive Committee, the terms of which constitution are consistent in all respects with the terms of this Constitution.

State Branch Committee means, for each State Branch, the Committee or other governing body (by whatever name called) of the State Branch as constituted under the State Branch Constitution.

State Branch Member means, in respect of each State Branch, a member who resides in that State, the Northern Territory or the Australian Capital Territory, as the case may be.

- 1.2 In this Constitution, except where the context otherwise requires, an expression in a clause of this Constitution has the same meaning as in the Corporations Act. Where the expression has more than one meaning in the Corporations Act and a provision in the Corporations Act deals with the same matter as a clause of this Constitution, that expression has the same meaning as in that provision.

2. Interpretation

In this Constitution, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;

- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (e) a reference to **A\$, \$A, dollar** or **\$** is to Australian currency; and
- (f) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.

3. Replaceable rules

To the extent permitted by law, the replaceable rules in the Corporations Act do not apply to the Society.

Objects

4. Objects

- 4.1 The objects for which the Society is established are to:
 - (a) facilitate, promote and foster relationships and camaraderie, by means of Society Events, between persons who have provided sustained and committed service to the Australian Cinema/Film Industry;
 - (b) encourage, promote and develop the Australian Cinema/Film Industry; and
 - (c) disseminate among Members information in regard to matters relating to the Australian Cinema/Film Industry.
- 4.2 The Society may only exercise the applicable powers in section 124(1) of the Corporations Act to:
 - (a) carry out the objects in this clause; and
 - (b) do all things incidental or convenient in relation to the exercise of power under clause 4.2(a).

Income and property of the Society

5. Income and property of the Society

- 5.1 The income and property of the Society will only be applied towards the promotion of the objects of the Society set out in clause 4.
- 5.2 No income or property will be paid or transferred directly or indirectly to any Member of the Society except for payments to a Member:
 - (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Society; or
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent.

Membership

6. Admission

- 6.1 The number of Members with which the Society proposes to be registered is unlimited.
- 6.2 Only natural persons may be Members of the Society.
- 6.3 The Members of the Society are:
- (a) the persons who are Members at the date of registration of the Society are members of the unincorporated association in Australia known as “The Society of Cinema Pioneers”; and
 - (b) any other natural persons whom the National Executive Committee admits to membership in accordance with this Constitution.
- 6.4 Members are entitled to participate in the Member Benefits including, without limitation, access to screenings of films made available by Participating Distributors and Exhibitors in accordance with the guidelines relating to Photo ID Membership Cards set out in **Schedule 1** (as varied from time to time by the National Executive Committee).
- 6.5 Applications for membership of the Society must be in writing:
- (a) in a form approved by the National Executive Committee in their absolute discretion (and, in this regard, the Society’s official “Application for Membership” form, which is available on the Society’s website, is approved by the National Executive Committee);
 - (b) addressed and supplied to the State Branch Committee of the State Branch for the State or Territory in which the applicant resides; and
 - (c) signed by:
 - (i) the applicant; and
 - (ii) two (2) Members who confirm the accuracy of the applicant’s qualifications for membership.
- 6.6 In order to qualify for membership, an Applicant must satisfy the State Branch Committee that he or she has been engaged in the Cinema/Film Industry;
- (a) as an employee or on his or her own behalf; and
 - (b) on a regular permanent full-time or part-time basis or on a casual basis, where such engagement has been the person’s principal vocation,
- principally in Australia over a period of twenty (20) years at the time of his or her nomination for Membership of the Society and, in this regard, service in the Cinema/Film Industry outside Australia may be taken into account in determining the period of service.
- 6.7 The State Branch Committee or, if applicable, its membership sub-committee, will consider each application for Membership at the next meeting of the State Branch Committee or, if applicable, its membership sub-committee, after the application is received. In considering an application for membership, the State Branch Committee or, if applicable, its membership sub-committee will accept or reject the application and may, before making that determination:
- (a) ask the applicant to give more evidence of eligibility for membership; and

- (b) request advice from such of the President, the President Elect and the Secretary as are available to consider the matter within five (5) days after receipt of the request for advice.
- 6.8 If the State Branch Committee or, if applicable, its membership sub-committee, asks for more evidence or requests advice under clause 6.7, their determination of the application for membership is deferred until the evidence is given and/or the advice is received, as the case may be.
- 6.9 As soon as practicable following determination of acceptance or rejection of the application for membership, the State Secretary will notify the National Secretary and National President of the determination and the National Executive will cause the National Secretary to:
 - (a) as soon as practicable after receipt of that notification, and approval or disapproval of the determination by such of the President, the President Elect and the Secretary as are available to consider the determination within five (5) days after receipt of the notification, give the applicant written notice of the acceptance or rejection of the application;
 - (b) if the application is rejected, return the joining fee to the applicant; and
 - (c) if the application is accepted, with the written notice of the acceptance of the application, request the applicant to supply:
 - (i) the joining fee; and
 - (ii) one (1) passport-sized photograph of the applicant.
 - (d) upon receipt from the applicant of the joining fee and the passport-sized photograph:
 - (i) enter the Member's name, address, telephone number, email address and State Branch into the Register of Members; and
 - (ii) arrange for preparation of the new Member's photo identification card and, upon the applicant becoming a Member under clause 6.10, supply it to the Member.
- 6.10 An applicant for membership becomes a Member when the applicant's details are first entered into the Register of Members and each new Member will be entitled to receive a certificate of membership which, where practicable, will be presented to the Member at either the first Society Event of the Member's State Branch or the Annual Dinner of the Society after he or she becomes a Member, or otherwise delivered or sent to the Member at his or her residential address or other agreed location.
- 6.11 If an application for membership is rejected by a State Branch Committee and there is a dispute between the applicant and the State Branch Committee as to the applicant's qualifications for membership, then either the applicant or the State Branch Committee may refer the dispute to the National Executive Committee which will investigate the grounds for the dispute and make a decision but only after the applicant has been given at least 21 days' notice of the proposed decision and has had the opportunity to be heard at a meeting of the National Executive Committee. The decision of the National Executive Committee will be final and binding on both the applicant and the State Branch Committee.
- 6.12 If the National Executive Committee is of the opinion that a determination of the State Branch Committee in respect of an applicant for membership should not be approved then, before finally determining the matter, the applicant and the State Branch Committee

will be given at least 21 days' notice of the proposed decision and have an opportunity to be heard at a meeting of the National Executive Committee. The decision of the National Executive Committee will be final and binding on both the applicant and the State Branch Committee.

- 6.13 The rights and privileges of every Member are personal to each Member and are not transferable by the Member's own act or by operation of law.
- 6.14 Notwithstanding the provisions of clauses 6.1 to 6.13 inclusive, the National Executive Committee may, in exceptional circumstances, appoint a person as an honorary member of the Society if the National Executive Committee considers that, having regard to the contribution of that person to the Cinema/Film Industry and/or for other appropriate reasons, it is in the best interests of the Society to appoint that person as an honorary member of the Society.
- 6.15 The provisions of clauses 6.5 to 6.12 inclusive (other than clause 6.10, which will apply with necessary modifications) do not apply to a person appointed as an honorary member of the Society under clause 6.14 (an **Honourary Member**) and in particular, but without limitation, an Honourary Member may, but is not required to, meet the qualifications for membership set out in clause 6.6.
- 6.16 An Honourary Member:
- (a) is not required to pay the joining fee or any annual subscriptions; and
 - (b) is entitled to participate in all of the Member Benefits, other than the rights to
 - (i) vote at general meetings of the Society or any State Branch;
 - (ii) be elected or appointed as a member of the National Executive Committee or any State Branch Committee.

7. Register of Members

- 7.1 The National Secretary will establish and maintain the Register of Members specifying the name, address (residential and postal), telephone number, email address and State Branch of each person who is a Member, together with the date on which the person became a Member and the date on which the person ceased to be a Member. Subject to the Corporations Act and any privacy legislation that applies to the Company from time to time, the National Executive Committee may determine that additional information relating to Members is included in the Register of members.
- 7.2 The Register of Members must be kept at the main premises of the Society in Australia or, if the Society has no premises, at the Society's official address in Australia.
- 7.3 Subject to the Corporations Act and any privacy legislation that applies to the Company from time to time, the Register of Members will be open for inspection, free of charge, by any Member at any reasonable hour.
- 7.4 Subject to the Corporations Act and any privacy legislation that applies to the Company from time to time, a Member may obtain a copy of any part of the Register of Members on payment of a reasonable fee determined by the National Executive Committee.
- 7.5 If a Member requests that any information contained on the Register of Members about the Member (other than the Member's name) not be available for inspection, that information must not be made available for inspection.

- 7.6 A Member must not use information about a person obtained from the Register of Members to contact or send material to the person, other than for the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Society (including a State Branch) or other material relating to the Society.

8. Joining fee and annual subscriptions

- 8.1 The National Executive Committee will determine the joining fee payable by each applicant for membership.
- 8.2 The joining fee will be payable with the application for membership in accordance with clause 6.4.
- 8.3 The National Executive Committee may determine an annual subscription payable by each Member.
- 8.4 If the National Executive Committee determines that an annual subscription is payable then, in respect of each annual subscription, if any, the annual subscription period will commence on the first day of each Financial Year of the Society.
- 8.5 If the National Executive Committee determines that an annual subscription is payable, then the National Executive Committee may determine that any Member admitted to membership in the second half of the Financial Year of the Society will pay only one-half of any annual subscription until that Member's next annual subscription, if any, falls due.
- 8.6 If the National Executive Committee determines that an annual subscription is payable and a Member does not pay such annual subscription then, within 30 days after it becomes due the National Executive Committee:
- (a) will give the Member notice of that fact; and
 - (b) if the annual subscription remains unpaid 21 days from the date of that notice, may suspend the Member's membership until such time as the annual subscription is paid in full or declare that Member's membership forfeited.

9. Ceasing to be a Member

- 9.1 A Member's membership of the Society will cease:
- (a) if the Member gives the National Secretary written notice of resignation, from the date of receipt of that notice by the National Secretary;
 - (b) if a majority of three-quarters of the National Executive Committee present and voting at a meeting of the National Executive Committee by resolution terminate the membership of a Member whose conduct in their opinion renders it undesirable that that Member continue to be a Member of the Society, but only after the Member has been given at least 21 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed;
 - (c) if membership is forfeited under clause 8.6(b); and
 - (d) if the Member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or

- (iii) is convicted of an indictable offence such as to render the Member, in the reasonable opinion of the National Executive Committee, unsuitable to continue as a Member.

9.2 Any Member ceasing to be a Member:

- (a) will not be entitled to any refund (or part refund) of an annual subscription, if any; and
- (b) will remain liable for and will pay to the Society all annual subscriptions, if any, and moneys which were due at the date of ceasing to be a Member.

9.3 The National Secretary must make an appropriate entry in the Register of Members of the date on which a member ceased to be a Member.

10. Powers of attorney

10.1 If a Member executes or proposes to execute any document or do any act by or through an attorney which he or she is entitled to do under this Constitution and which affects the Society or the Member's membership in the Society, that Member must deliver the instrument appointing the Attorney to the Society for notation.

10.2 If the Society asks the Member to file with it a certified copy of the instrument for the Society to retain, the Member will promptly comply with that request.

10.3 The Society may ask for whatever evidence it thinks appropriate that the power of attorney is effective and continues to be in force.

General meetings

11. Calling general meeting

11.1 Any three (3) Directors may, at any time, call a general meeting.

11.2 A Member may:

- (a) only request the National Executive Committee to call a general meeting in accordance with section 249D of the Corporations Act; and
- (b) not request or call and arrange to hold a general meeting except under section 249E or 249F of the Corporations Act.

12. Notice of general meeting

12.1 Subject to the provisions of the Corporations Act allowing general meetings to be held with shorter notice, at least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Members of any general meeting.

12.2 A notice calling a general meeting:

- (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
- (b) must state the general nature of the business to be transacted at the meeting; and
- (c) may specify a place, facsimile number and electronic address for the purposes of proxy appointment.

- 12.3 If the Society prepares a financial report or a directors report or obtains an auditor's report on the financial report for the Financial Year, then the Society must send a copy of the report, free of charge, to each Member who has made an election to receive a hard copy or an electronic copy of the reports for that Financial Year under section 316A of the Corporations Act, in accordance with the election, by the earlier of:
- (a) 21 days before the next annual general meeting of the Society after the end of the Financial Year; and
 - (b) 4 months after the end of the Financial Year.
- 12.4 The annual general meeting of the Society will be held once each calendar year within five (5) months after the end of the Financial Year.
- 12.5 The business to be transacted at the annual general meeting will include:
- (a) the confirmation of the minutes of the last preceding annual general meeting and any other general meeting held since that meeting;
 - (b) if the Society prepares a financial report or a directors report or obtains an auditor's report on the financial report for the Financial Year, the receipt and consideration of the financial report and/or the directors' report and/or the auditor's report;
 - (c) the receipt and consideration of reports of committees on the activities of the Society during the last Financial Year;
 - (d) the receipt and consideration of Members' questions or comments, if any, concerning the management of the Society, in accordance with section 250S of the Corporations Act;
 - (e) if the Society prepares a financial report and obtains an auditor's report on the financial report for the Financial Year, and if the auditor or the auditor's representative is present at the meeting, the receipt and consideration of Members' questions, if any, relating to the auditor report, in accordance with section 250T of the Corporations Act;
 - (f) any other business of which notice has been given in the notice calling the meeting.
- 12.6 The National Executive Committee may postpone or cancel any general meeting whenever they think fit (other than a meeting called as the result of a request under clause 10.2).
- 12.7 The National Executive Committee must give notice of the postponement or cancellation of a general meeting to all persons referred to in clause 55.1 entitled to receive notices from the Society.
- 12.8 The failure or accidental omission to send a notice of a general meeting (including a proxy appointment form) to any Member or the non-receipt of a notice (or form) by any Member does not invalidate the proceedings at or any resolution passed at the general meeting.

Proceedings at general meetings

13. Member

In clauses 14, 15, 19 and 21, **Member** includes a Member present in person or by proxy.

14. Quorum

- 14.1 No business may be transacted at a general meeting unless a quorum of Members is present when the meeting proceeds to business.
- 14.2 A quorum of Members is ten (10) Members excluding Members who are also Directors.
- 14.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting:
- (a) if the general meeting was called on the requisition of Members, it is automatically dissolved; or
 - (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven (7) days after the meeting, or to another day, time and place determined by the National Executive Committee; and
 - (ii) if at the adjourned general meeting a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

15. Chairperson

- 15.1 The National President or, in the National President's absence, the National President Elect will be the chairperson at every general meeting.
- 15.2 The Directors present may elect a chairperson of a general meeting if:
- (a) there is no National President or National President Elect; or
 - (b) neither the National President nor the National President Elect is present within 15 minutes after the time appointed for holding the general meeting; or
 - (c) the National President and National President Elect are unwilling to act as chairperson of the general meeting.
- 15.3 If no election is made under clause 15.2, then:
- (a) the Members may elect one of the Directors present as chairperson; or
 - (b) if no Director is present or is willing to take the chair, the Members may elect one of the Members present as chairperson.
- 15.4 If there is a dispute at a general meeting about a question of procedure, the chairperson may determine the question.

16. Adjournment

- 16.1 The chairperson of a general meeting at which a quorum is present:
- (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
 - (b) must adjourn the general meeting if the meeting directs him or her to do so.
- 16.2 An adjourned general meeting may take place at a different venue to the initial general meeting.
- 16.3 The only business that can be transacted at an adjourned general meeting is the unfinished business of the initial general meeting.

- 16.4 Notice of an adjourned general meeting must only be given in accordance with clause 12.1 if a general meeting has been adjourned for more than 21 days.

17. Decision on questions

- 17.1 Subject to the Corporations Act in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 17.2 A resolution put to the vote of a meeting is decided on a show of hands unless a poll is demanded in accordance with the Corporations Act.
- 17.3 Unless a poll is demanded:
- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 17.4 The demand for a poll may be withdrawn.
- 17.5 A decision of a general meeting may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so but a subsequent general meeting may, if considered appropriate, revoke or modify that decision.

18. Taking a poll

- 18.1 A poll will be taken when and in the manner that the chairperson directs.
- 18.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 18.3 The chairperson may determine any dispute about the admission or rejection of a vote.
- 18.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 18.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting must be taken immediately.
- 18.6 After a poll has been demanded at a general meeting, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

19. Casting vote of chairperson

In the case of an equality of votes, the chairperson has a casting vote in addition to the chairperson's votes as a Member.

20. Offensive material

A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or

(iii) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption.

Votes of Members

21. Entitlement to vote

21.1 A Member is not entitled to vote at a general meeting if the Member's annual subscription, if any, is more than one month in arrears at the date of the meeting.

21.2 A Member entitled to vote has one vote.

22. Objections

22.1 An objection to the qualification of a voter may only be raised at the general meeting or adjourned general meeting at which the voter tendered his or her vote.

22.2 An objection must be referred to the chairperson of the general meeting, whose decision is final.

22.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

23. Votes by proxy

23.1 If a Member appoints a proxy, the proxy may vote on a show of hands.

23.2 A proxy must be a Member.

23.3 A Member (other than the chairperson of the meeting) may hold no more than five (5) proxies.

23.4 A proxy may demand or join in demanding a poll.

23.5 A proxy may vote on a poll.

23.6 A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If a proxy votes at all, the proxy will be deemed to have voted all directed proxies in the manner directed.

24. Document appointing proxy

24.1 An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the information required by subsection 250A(1) of the Corporations Act. The National Executive Committee may determine that an appointment of proxy is valid even if it only contains some of the information required by section 250A(1) of the Corporations Act.

24.2 For the purposes of clause 24.1, an appointment received at an electronic address will be taken to be signed by the Member if:

(a) a personal identification code allocated by the Society to the Member has been input into the appointment; or

(b) the appointment has been verified in another manner approved by the National Executive Committee.

24.3 A proxy's appointment is valid at an adjourned general meeting.

- 24.4 A proxy may only be appointed for a particular general meeting or for a particular purpose (but not for more than one general meeting).
- 24.5 Unless otherwise provided for in the proxy's appointment or in any instrument appointing an attorney, the appointment of the proxy or the attorney will be taken to confer authority:
- (a) to vote on:
 - (i) any amendment moved to the proposed resolutions and on any motion that the proposed resolution not be put or any similar motion; and
 - (ii) any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the general meeting,
even though the appointment may specify the way the proxy or attorney is to vote on a particular resolution; and
 - (b) to vote on any motion before the general meeting whether or not the motion is referred to in the appointment.
- 24.6 If a proxy appointment is signed by the Member but does not name the proxy in whose favour it is given, the chairperson may either cast as proxy or complete the appointment by inserting the name of one of the Directors or the Secretary.

25. Lodgement of proxy

- 25.1 The written appointment of a proxy or attorney must be received by the Society, at least 24 hours (unless otherwise specified in the notice of meeting to which the proxy relates) before:
- (a) the time for holding the general meeting or adjourned general meeting at which the appointee proposes to vote; or
 - (b) the taking of a poll on which the appointee proposes to vote.
- 25.2 The Society receives an appointment of a proxy and any power of attorney or other authority under which it was executed when they are received at:
- (a) the at the main premises of the Society in Australia or, if the Society has no premises, at the Society's official address in Australia;
 - (b) a facsimile number at the main premises of the Society in Australia or, if the Society has no premises, at the Society's official address in Australia; or
 - (c) a place, facsimile number or electronic address specified for that purpose in the notice of meeting.

26. Validity

A vote cast in accordance with an appointment of proxy is valid even if before the vote was cast the appointor:

- (a) died;
- (b) became mentally incapacitated; or
- (c) revoked the proxy,

unless any written notification of the death, unsoundness of mind or revocation was received by the Society before the relevant general meeting or adjourned general meeting.

Appointment and removal of Directors

27. Number and qualification of Directors

- 27.1 There will not be less than three (3) Directors nor more than the number of Directors being the aggregate of the positions set out in clause 29.1 unless the Society in general meeting by special resolution changes the maximum number.
- 27.2 A Director must be a Member at the time of his or her appointment or election as a Director.
- 27.3 A Member must consent in writing to be a Director of the Society prior to his or her appointment or election as a Director.

28. Appointment and removal of Directors

- 28.1 Subject to clauses 27.2 and 27.3, the first Directors of the Society will be those persons who are members of the “National Executive Committee” of the unincorporated association known as “The Society of Australian Cinema Pioneers” as at the date of registration of the Society.
- 28.2 Members to fill positions on the National Executive Committee which are to become vacant at a National Executive Committee Annual Meeting will be elected at that meeting in accordance with this Constitution.
- 28.3 Subject to section 203D of the Corporations Act, the Society may by resolution passed in general meeting remove any Director before the end of the Director's period of office.
- 28.4 If the conduct or position of any Director is such that continuance in office appears to the majority of the National Executive Committee to be prejudicial to the interests of the Society, a majority of Directors at a meeting of the National Executive Committee specifically called for that purpose may suspend that Director pending further actions, including removal of the Director under clause 28.3.

29. Composition of National Executive Committee and Office Bearers

- 29.1 The National Executive Committee will comprise:
- (a) the National President;
 - (b) the National President Elect (subject to clause 29.4);
 - (c) up to ten (10) former National Presidents of the Society (including its predecessor unincorporated association);
 - (d) the current State Presidents (unless a State President is also a person referred to in (a), (b) or (c) above);
 - (e) the National Secretary, if elected as a Director by the National Executive Committee (unless he or she is also a person referred to in (c) or (d) above);
 - (f) the National Treasurer, if elected as a Director by the National Executive Committee (unless he or she is also a person referred to in (c) or (d) above); and
 - (g) such additional Directors elected by the National Executive Committee, not being persons who fall within any of (a), (b), (c), (d) (e) or (f) (collectively, the **Elected Additional Directors**, and each an **Elected Additional Director**).

29.2 The Office Bearers of the National Executive Committee will comprise:

- (a) the National President;
- (b) the National President Elect (subject to clause 29.4);
- (c) the National Secretary; and
- (d) the National Treasurer.

29.3 The office of National Secretary and National Treasurer may be vested in one and the same person.

29.4 If, at any time, no eligible Member has been elected by the National Executive Committee to hold the position of National President at the end of the term of office of the then current National President, then the position of National President Elect will remain vacant until an eligible Member is so elected.

30. Additional and casual Directors

30.1 Subject to clauses 27.1, 27.2 and 27.3, the National Executive Committee may appoint any eligible Member as a Director to fill a casual vacancy or as an addition to the existing Elected Additional Directors.

30.2 A Director appointed under clause 30.1 will hold office until the next National Executive Committee Annual Meeting, when the Director may be re-elected.

31. Term and Retirement

31.1 Subject to clause 28.2 and clause 31.2, Directors are appointed or elected for the following terms:

- (a) National President - two (2) years from the annual general meeting at which he or she first becomes the National President (that is, until the second annual general meeting held after the annual general meeting at which he or she first becomes the National President), unless otherwise determined by the National Executive Committee;
- (b) National President Elect - from the annual general meeting at which he or she first becomes the National President Elect until he or she first becomes the National President, unless otherwise determined by the National Executive Committee;
- (c) former National Presidents of the Society (including its predecessor association) – ten (10) years;
- (d) current State Presidents - the term of his or her office in the position of State President or ten (10) years, whichever is the lesser;
- (e) National Secretary, if the National Executive Committee determines that the National Secretary will also be a Director - the period (not exceeding ten (10) years) determined by the National Executive Committee at the time of his or her election;
- (f) National Treasurer, if the National Executive Committee determines that the National Treasurer will also be a Director - the period (not exceeding ten (10) years) determined by the National Executive Committee at the time of his or her election; and
- (g) Elected Additional Directors - the period (not exceeding ten (10) years) determined by the National Executive Committee at the time of his or her election.

31.2 Subject to clause 27.1, the National Executive Committee may by resolution of not less than 75% of the Directors extend the term of office of a Director.

31.3 A Director must retire from office at the conclusion of the Director's term of office

32. Filling vacated office and assumption of office by National President Elect

32.1 When a Director retires at a National Executive Committee Annual Meeting, the National Executive Committee may by ordinary resolution elect a person to fill the vacated office.

32.2 The National President Elect will assume the office of National President at the time that the then incumbent National President retires from office or otherwise ceases to hold that office and, if there is no National President Elect at that time, then the National Executive Committee may fill the office of National President as a casual vacancy under clause 30.1.

33. Nomination of Directors, National President Elect and "Cinema Pioneer of the Year"

33.1 Nominations of Members for:

- (a) positions on the National Executive Committee; and
- (b) the position of National President Elect,

which are to become vacant at a National Executive Committee Annual Meeting (including Elected Additional Director positions not filled but determined by the National Executive Committee as positions to be filled at the meeting); and

- (c) "Cinema Pioneer of the Year",

may be made by:

- (c) a State Branch Committee; and/or
- (d) a Director,

by giving written notice of the nomination to the National Executive Committee, which notice must, in the case of (a) and (b) above, include both the position for which the Member is being nominated and the consent in writing of the nominee to be a Director.

33.2 A notice given in accordance with clause 33.1 must be delivered or sent to the main premises of the Society in Australia or, if the Society has no premises, at the Society's official address in Australia, at least thirty (30) days before the relevant National Executive Committee Annual Meeting, and the provisions of clause 51 will apply to that notice with necessary amendments to reflect that the notice is being given by a State Branch Committee or a Director to the National Executive Committee.

34. Vacation of office

The office of a Director immediately becomes vacant if the Director:

- (a) is prohibited by the Corporations Act from holding office or continuing as a Director;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it;

- (c) resigns by notice in writing to the National Executive Committee;
- (d) is removed by a resolution of the Society;
- (e) is absent from National Executive Committee meetings for three (3) or more consecutive meetings without leave of absence from the National Executive Committee;
- (f) is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare the nature of the interest as required by the Corporations Act; or
- (g) ceases to be a Member for any reason.

Powers and duties of National Executive Committee

35. Powers and duties of National Executive Committee

35.1 The business of the Society is managed by the National Executive Committee who may exercise all powers of the Society that this Constitution and the Corporations Act do not require to be exercised by the Society in general meeting.

35.2 Without limiting the generality of clause 35.1:

- (a) the National Executive Committee will:
 - (i) set policy for the Society in consultation with the State Branch Committees;
 - (ii) make the final determination in relation to applications for membership of the Society;
 - (iii) arrange Society Events from time to time including, without limitation, the Annual Dinner of the Society; and
 - (iv) administer the income of the Society in accordance with this Constitution; and
- (b) the National Executive Committee may exercise all the powers of the Society to:
 - (i) borrow or raise money or other financial accommodation;
 - (ii) charge any property or business of the Society;
 - (iii) issue debentures or give any other security for a debt, liability or obligation of the Society or of any other person; and
 - (iv) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person.

Proceedings of National Executive Committee

36. National Executive Committee meetings

36.1 The National President may at any time, and the Secretary must on the request of the National President or another Director, call a National Executive Committee meeting.

36.2 Without limiting clause 36.1, the following National Executive Committee meetings will be held in each Financial Year:

- (a) the National Executive Committee Annual Meeting, to be held in accordance with clauses 38.1 and 38.2; and

- (b) a further National Executive Committee Meeting to be held immediately preceding the annual general meeting of the Society (and the business of that National Executive Committee Meeting will be the business set out in the notice convening the meeting).
- 36.3 A National Executive Committee meeting must be called on at least 48 hours (or such other period as may be unanimously agreed by all Directors before the time appointed for holding of the meeting) written notice of a meeting to each Director and the provisions of clause 51 will apply to that notice with necessary amendments to reflect that the notice is being given to a Director.
- 36.4 It is not necessary to give notice of a meeting of the National Executive Committee to an Australian resident whom the National Secretary, when giving notice to the other Directors, reasonably believes to be temporarily outside Australia.
- 36.5 The notice calling the meeting must specify the general nature of the business to be considered at the meeting.
- 36.6 Subject to the Corporations Act, a National Executive Committee meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 36.7 The Directors need not all be physically present in the same place for a National Executive Committee meeting to be held.
- 36.8 Subject to clause 40, a Director who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 36.9 Clauses 36.3 to 36.8 apply to meetings of National Executive Committee committees as if all committee members were Directors.
- 36.10 The National Executive Committee may meet together, adjourn and regulate their meetings as they think fit.
- 36.11 The National Executive Committee must meet together at least twice in each consecutive period of twelve (12 months).
- 36.12 A quorum for a meeting of the National Executive Committee is four (4) Directors.
- 36.13 Where a quorum cannot be established for the consideration of a particular matter at a meeting of the National Executive Committee within thirty (30) minutes after the time appointed for commencement of the meeting, the meeting will stand adjourned to the same time and place seven (7) days after the meeting and, if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is automatically dissolved.
- 36.14 The National President and, in the National President's absence (or if the National President is unwilling to act), the National President Elect, will be the chairperson at meetings of the National Executive Committee. The Directors present may elect a chairperson of the meeting if:
 - (a) there is no National President or National President Elect; or
 - (b) neither the National President nor the National President Elect is present within 15 minutes after the time appointed for holding the meeting; or
 - (c) neither the National President nor the National President Elect is willing to act as chairperson of the meeting.

37. Decision on questions

- 37.1 Subject to this Constitution, questions arising at a meeting of the National Executive Committee are to be decided by a majority of votes of the Directors present and voting and, subject to clause 40, each Director has one vote.
- 37.2 The chairperson of a meeting has a casting vote in addition to his or her deliberative vote.

38. National Executive Committee annual meetings

- 38.1 A meeting of the National Executive Committee to be held in July each year (unless otherwise determined by the National Executive Committee) will be the National Executive Committee Annual Meeting.
- 38.2 The business of the National Executive Committee Annual Meeting will include:
- (a) confirmation of the minutes of the preceding National Executive Committee Annual Meeting and of any National Executive Committee meeting held after that date;
 - (b) if the Society has prepared a financial report or a directors' report or obtained an auditor's report on the financial report for the Financial Year, the receipt and consideration of the financial report and/or the directors' report and/or the auditor's report;
 - (c) election of Members to fill such of the following positions as are to become vacant at the annual general meeting next held after the National Executive Committee Annual Meeting:
 - (i) positions on the National Executive Committee (including Elected Additional Director positions not filled but determined by the National Executive Committee as positions to be filled at the meeting) and;
 - (ii) the position of National President Elect;
 - (d) if applicable, appointment and review of the remuneration, if any, paid to the National Secretary;
 - (e) if applicable, appointment and review of the remuneration, if any, paid to the National Treasurer;
 - (f) election of the "National Cinema Pioneer" for the period expiring on the date of the next Annual Meeting of the National Executive Committee;
 - (g) choice of venue and cost to members of the Annual Dinner of the Society to be held in November of each year (unless otherwise determined by the National Executive Committee);
 - (h) any other business of which notice has been given in the notice calling the meeting or as is unanimously agreed by all Directors.

Payments to Directors, Directors' Interests, Delegation, Written Resolutions. Minutes and Registers, Validity of acts, Attorneys and Agents

39. Payments to Directors

No payment will be made to any Director of the Society other than payment:

- (a) of out of pocket expenses incurred by the Director in the performance of any duty as Director of the Society where the amount payable does not exceed an amount previously approved by the National Executive Committee, provided that the expenses of State Presidents to attend meetings of the National Executive Committee will be paid and borne by the applicable State Branch;
- (b) for any service rendered to the Society by the Director in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the National Executive Committee and where the amount payable is approved by the National Executive Committee and is not more than an amount which commercially would be reasonable payment for the service;
- (c) subject to a resolution of not less than 75% of the Directors, for any service rendered to the Society as the National Secretary and/or National Treasurer where the amount payable is approved by the National Executive Committee and is not more than an amount which commercially would be reasonable payment for the service;
- (d) of interest on moneys loaned or financial accommodation made available to the Society by the Director at a rate of interest no more than arm's length commercial rate of interest; and
- (e) relating to an indemnity in favour of the Director and permitted by section 199A of the Corporations Act or a contract of insurance permitted by section 199B.

40. Directors' interests

40.1 Subject to the Corporations Act, a Director who has a material personal interest in a matter that relates to the affairs of the Society must give to the other Directors notice of the interest as soon as reasonably practicable after the Director becomes aware of that interest.

40.2 A Director who has an interest in a matter may give the other Directors standing notice of the nature and extent of the interest in the matter in accordance with section 192 of the Corporations Act.

40.3 A Director who has a material personal interest in a matter that is being considered at a National Executive Committee meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless permitted by the Corporations Act to do so, in which case the Director may:

- (c) be counted in determining whether or not a quorum is present at any meeting of the National Executive Committee considering that contract or arrangement or proposed contract or arrangement;

- (d) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
- (e) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

41. Remaining Directors

- 41.1 The National Executive Committee may act even if there are vacancies on the National Executive Committee.
- 41.2 If the number of Directors is not sufficient to constitute a quorum at a National Executive Committee meeting, the National Executive Committee may act only to:
 - (a) appoint a Director; or
 - (b) call a general meeting.

42. Delegation

- 42.1 The National Executive Committee may delegate any of their powers, other than those which by law must be dealt with by the National Executive Committee as a board, to a committee or committees.
- 42.2 The National Executive Committee may at any time revoke any delegation of power to a committee.
- 42.3 At least one member of each committee must be a Director and all persons on each committee must be Members.
- 42.4 A committee must exercise its powers in accordance with any directions of the National Executive Committee and a power exercised in that way is taken to have been exercised by the National Executive Committee.
- 42.5 A committee may be authorised by the National Executive Committee to sub-delegate all or any of the powers for the time being vested in it.
- 42.6 Meetings of any committee of the National Executive Committee will be governed by the provisions of this Constitution which deal with National Executive Committee meetings so far as they are applicable and are not inconsistent with any directions of the National Executive Committee. The provisions apply as if each member was a Director.

43. Written resolutions

- 43.1 The National Executive Committee may pass a resolution without a National Executive Committee meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- 43.2 For the purposes of clause 43.1, separate copies of a document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- 43.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- 43.4 This clause applies to meetings of National Executive Committee committees as if all members of the committee were Directors.

44. Validity of acts of National Executive Committee

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Director or member of National Executive Committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the National Executive Committee or the National Executive Committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified, but a subsequent meeting of the National executive Committee may, if considered appropriate, revoke or modify that act.

45. Minutes and Registers

45.1 The National Executive Committee must cause minutes to be made of:

- (a) the names of the Directors present at all National Executive Committee meetings and meetings of National Executive Committee committees;
- (b) all proceedings and resolutions of general meetings, National Executive Committee meetings and meetings of National Executive Committee committees;
- (c) all resolutions passed by the National Executive Committee in accordance with clause 43;
- (d) all appointments of officers;
- (e) all orders made by the National Executive Committee and National Executive Committee committees; and
- (f) all disclosures of interests made under clause 40.1.

45.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

45.3 The Society must keep all registers required by this Constitution and the Corporations Act.

46. Appointment of attorneys and agents

46.1 The National Executive Committee may from time to time by resolution or power of attorney executed in accordance with section 127 of the Corporations Act appoint any person to be the attorney or agent of the Society:

- (a) for the purposes;
- (b) with the powers, authorities and discretions (not exceeding those exercisable by the National Executive Committee under this Constitution);
- (c) for the period; and
- (d) subject to the conditions,

determined by the National Executive Committee.

46.2 An appointment by the National Executive Committee of an attorney or agent of the Society may be made in favour of:

- (a) any company;
- (b) the members, directors, nominees or managers of any company or firm; or

- (c) any fluctuating body of persons whether nominated directly or indirectly by the National Executive Committee.
- 46.3 A power of attorney may contain such provisions for the protection and convenience of persons dealing with an attorney as the National Executive Committee thinks fit.
- 46.4 The National Executive Committee may appoint attorneys or agents by facsimile or electronic transmission to act for and on behalf of the Society.
- 46.5 An attorney or agent appointed under this clause may be authorised by the National Executive Committee to sub-delegate all or any of the powers authorities and discretions for the time being vested in it.]

National Secretary and National Treasurer

47. National Secretary

- 47.1 The National Secretary will be appointed by the National Executive Committee for a term and at remuneration (if any), at the discretion of the National Executive Committee, and on conditions determined by the National Executive Committee.
- 47.2 The National Secretary will report to the National President.
- 47.3 The National Secretary is entitled to attend and be heard on any matter at all National Executive Committee and general meetings.
- 47.4 The duties of the National Secretary will include the following:
 - (a) to keep and maintain up to date the Register of Members;
 - (b) in consultation with the National President, to prepare and issue notices of general meetings of the Society and of meetings of the National Executive Committee and of National Executive Committee committees;
 - (c) to keep minutes of:
 - (i) all appointments of Office Bearers and other Directors;
 - (ii) the names of:
 - (A) Members present at general meetings of the Society;
 - (B) Directors present at meetings of the National Executive Committee; and
 - (C) Members present at meetings of the National Executive Committee committees; and
 - (iii) all proceedings at general meetings of the Society, meetings of the National Executive Committee and meetings of the National Executive Committee;and
 - (d) such other duties as may be reasonably determined by the National Executive Committee from time to time.
- 47.5 Minutes of proceedings at a meeting must be prepared and submitted to the National President within 30 days after the meeting and must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

47.6 If the National Secretary is an employee of the Society, the National Executive Committee may, subject to the terms of the National Secretary's employment contract and applicable laws, suspend, remove or dismiss the National Secretary.

47.7 The National Secretary and National Treasurer may be one and the same person.

48. National Treasurer

48.1 The National Treasurer will be appointed by the National Executive Committee for a term and at remuneration (if any), at the discretion of the National Executive Committee, and on conditions determined by the National Executive Committee.

48.2 The National Secretary will report to the National President.

48.3 The National Treasurer is entitled to attend and be heard on any matter at all National Executive Committee and general meetings.

48.4 It is the duty of the National Treasurer to ensure that:

- (a) all money due to the Society is collected and received and that all payments authorised by the Society are made;
- (b) correct books and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the Society; and
- (c) undertake such other duties as may be reasonably determined by the National Executive Committee from time to time.

48.5 If the National Treasurer is an employee of the Society, the National Executive Committee may, subject to the terms of the National Treasurer's employment contract and applicable laws, suspend, remove or dismiss the National Secretary.

48.6 The National Treasurer and National Secretary may be one and the same person.

Inspection of records

49. Inspection of records

49.1 Except as otherwise required by the Corporations Act, the National Executive Committee may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Society or any of them will be open for inspection by Members other than Directors.

49.2 Except as otherwise required by the Corporations Act, a Member other than a Director does not have the right to inspect any financial records or other documents of the Society unless the Member is authorised to do so by a court order or a resolution of the National Executive Committee.

Notices

50. Service of notices

50.1 Notice may be given by the Society to any person who is entitled to notice under this Constitution:

- (a) by serving it on the person; or

- (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register of Members or the address supplied by the person to the Society for sending notices to the person.
- 50.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 50.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 50.4 If a Member does not have an address recorded in the Register of Members a notice will be taken to be served on that Member 24 hours after it was posted on a notice board at the main premises of the Society in Australia or, if the Society has no premises, at the Society's official address in Australia.
- 50.5 A Member whose address recorded in the Register of Members is not in Australia may specify in writing an address in Australia to be taken to be the Member's for the purposes of clause 50.
- 50.6 A certificate in writing signed by a Director, the National Secretary or other officer of the Society that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 50.7 Subject to the Corporations Act, the signature to a written notice given by the Society may be written or printed.
- 50.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

51. Persons entitled to notice

- 51.1 Notice of every general meeting must be given to:
- (a) every Member;
 - (b) every Director; and
 - (c) any auditor.
- 51.2 No other person is entitled to receive notice of a general meeting.

Accounts and Audit

52. Accounts and audit

- 52.1 The National Executive Committee must cause the Society to:
- (a) keep written financial records in relation to the business of the Society; and
 - (b) prepare and obtain such reports (including, if applicable, a financial report, directors report and reports of an auditor on the financial report),
- in accordance with the requirements of the Corporations Act.
- 52.2 If:

- (a) required under the Corporations Act;
- (b) otherwise determined by the National Executive Committee,

the National Executive Committee will cause the financial records of the Society to be audited or, if permitted, and so determined by the National Executive Committee, reviewed, in accordance with the requirements of the Corporations Act.

Winding up

53. Winding up

53.1 If the Society is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year,

undertakes to contribute to the property of the Society for the:

- (c) payment of debts and liabilities of the Society (in relation to clause 53.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
- (d) adjustment of the rights of the contributories amongst themselves,

the amount, if any, unpaid by the Member in respect of his or her membership of the Society.

53.2 If any surplus remains following the winding up of the Society, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another corporation or organisation which, by its constitution or other equivalent document, is:

- (a) required to pursue charitable or benevolent purposes relating to the Cinema/Film Industry in Australia;
- (b) required to apply its profits (if any) or other income in promoting its objects;
- (c) prohibited from making any distribution to its members or paying fees to its directors,

such corporation or organisation to be determined by the Members at or before the winding up and in default, by application to the Supreme Court of New South Wales for determination.

Indemnity

54. Indemnity

54.1 To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, the Society indemnifies every person who is or has been an officer of the Society against:

- (a) any liability (other than for legal costs) incurred by that person as an officer of the Society (including liabilities incurred by the officer as an officer of a subsidiary of the Society where the Society requested the officer to accept that appointment); or

- (b) reasonable legal costs incurred in defending an action for a liability incurred by that person as an officer of the Society (including legal costs incurred by the officer as an officer of a subsidiary of the Society where the Society requested the officer to accept that appointment).
- 54.2 The amount of any indemnity payable under clauses 54.1(a) or 54.1(b) will include an additional amount (**GST Amount**) equal to any GST payable by the officer being indemnified (**Indemnified Officer**) in connection with the indemnity (less the amount of input tax credit claimable by the Indemnified Officer in connection with the indemnity). Payment of any indemnity which includes a GST Amount is conditional upon the Indemnified Officer providing the Society with a GST tax invoice for the GST Amount.
- 54.3 For the purposes of this clause, **officer** means:
- (a) a Director;
 - (b) the National Secretary; and
 - (c) the National Treasurer.

Insurance

55. Insurance

- 55.1 The Society will effect and maintain insurance as determined to be appropriate and necessary by the National Executive Committee.
- 55.2 Insurances effected by the Society will include the activities of the State Branches, as divisions within the Society.

State Branches

56. Establishment of State Branches

- 56.1 Each State Branch will be a division of the Society.
- 56.2 The first State Branches under this Constitution will be those unincorporated associations which are recognised as “State Branches” of the unincorporated association known as “The Society of Australian Cinema Pioneers” as at the date of registration of the Society.
- 56.3 The first State Branch Committees under this Constitution will be those persons who are members of each “State Branch Committee” of the State Branches referred to in clause 56.2.
- 56.4 Each State Branch referred to in clause 56.2 will take all necessary steps to effect the following as soon as is reasonably practicable:
- (a) preparation of a constitution in, or substantially in, the form of either Schedule 2 or Schedule 3;
 - (b) submission of the draft constitution to the National Executive Committee for approval;
 - (c) once approved by the National Executive Committee, the call of a meeting of the State Members to adopt the constitution; and
 - (d) once the constitution has been adopted by the State Members, notification of adoption of the constitution to the National Executive Committee.

56.5 The National Executive Committee may:

- (a) review any decision or determination of a State Branch Committee or of the members of a State Branch; and
- (b) vary, amend or revoke the decision or determination to the extent that the decision or determination is inconsistent with this Constitution.

57. Obligations and entitlements of State Branches

57.1 Without limiting the constitutions of the State Branches, each State Branch Committee:

- (a) will cause the State Members to elect a State Branch Committee and will promptly notify the National Secretary of the full name address, telephone number and email address of each member of the State Branch Committee;
- (b) will administer applications for membership in accordance with this Constitution;
- (c) will arrange Society Events for State Members;
- (d) will regularly and promptly liaise with the National Executive Committee in relation to the activities of the State Branch including, without limitation, Society Events for State Members;
- (e) will obtain approval from the National Executive Committee before issuing statements and other communications using the name or logo of the Society;
- (f) will follow protocols issued by the National Executive Committee from time to time relating to engaging with external organisations;
- (g) will be entitled to receive from the National Executive a proportion of fees paid by Members to the Society, as determined by the National Executive Committee in consultation with the State Branch Committee;
- (h) will administer the income of the State Branch, including by:
 - (i) opening and operating a bank account for State Branch purposes, into which will be deposited the funds referred to in (g) above and other funds received by the State Branch from time to time (which funds will comprise part of the funds of the Society); and
 - (ii) notifying the National Executive Committee of the persons authorised to operate the account and of any changes to the persons so authorised;
- (i) will in a timely manner provide all information to the National Secretary and the National Treasurer necessary to enable the National Secretary to comply with the National Secretary's duties under clause 47, the National Treasurer to comply with the National Treasurer's duties under clause 48 and the National Executive Committee to comply with its obligations under clauses 52.1 and 52.2;
- (j) may cause the State Members to elect a State "Cinema Pioneer of the Year";
- (k) may nominate persons for election to positions on the National Executive Committee, the position of National President Elect and as "Cinema Pioneer of the Year" in accordance with clauses 33.1 and 33.2; and
- (l) promptly undertake and perform such other obligations and duties as are to be undertaken and performed by the State Branch Committee under this Constitution.

57.2 Neither the constitution of a State Branch nor any rule by-law or regulation of a State Branch will be inconsistent with the provisions of this Constitution and, to the extent of any ambiguity or inconsistency, the provisions of this Constitution will prevail

Schedule 1

Member Guidelines - Photo ID Membership Card

1. All Members will be issued with an individual photo identification membership card (**Photo ID Membership Card**).
2. The Photo ID Membership Card will entitle the Member to receive two (2) complimentary tickets per day to the cinemas listed as participants in the scheme in the annual Cinema Pioneers Bulletin, subject to the specific restrictions listed on the reverse side of the card.
3. The Photo ID Membership Card is not transferable and misuse of the card may constitute grounds for cancellation of the card and or membership of the Society.
4. Lost or damaged Photo ID Membership Cards will be replaced upon receipt by the National Secretary of a Statutory Declaration detailing the circumstances of the loss, and the payment of a reasonable replacement fee to be determined by the National Executive Committee.
5. A spouse of a deceased member may apply for a Photo ID Membership Card to be issued in his or her own name. Such requests must be processed through and approved by the relevant State Branch Committee and, unless the card cannot be located after a thorough search (supported by a Statutory Declaration) by the spouse of the deceased Member, it will be a condition of granting the request that the original Photo ID Membership Card card in the name of the deceased Member is returned with the request for a new Photo ID Membership Card to be issued to the Spouse of the deceased Member.
6. There will be no charge for the issuing of a Photo ID Membership Card in the name of the spouse of a deceased Member.
7. The Photo ID Membership Card issued to the spouse of a deceased Member does not confer membership of the Society on that person.

Schedule 2

First Alternative Pro Forma Constitution of State Branches

Constitution

**THE *[NAME OF STATE/TERRITORY]* BRANCH OF THE
SOCIETY OF AUSTRALIAN CINEMA PIONEERS LTD**

Constitution of The [*Name of State/Territory*] Branch of The Society of Australian Cinema Pioneers Ltd

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Preliminary

1. Defined terms

1.1 In this Constitution unless the contrary intention appears, expressions which are defined in the Society Constitution have the same meaning when used in this Constitution.

1.2 In this Constitution unless the contrary intention appears:

Branch means the division of the Society established pursuant to this Constitution.

Branch Committee means the Branch Committee Members acting as the committee of management of the Branch.

Branch Constitution means this constitution as amended from time to time.

Register of Branch Members means the register of Members who are Branch Members maintained by the Branch under the Branch Constitution.

Society means The Society of Australian Cinema Pioneers Ltd.

Society Constitution means the constitution of the Society as amended from time to time.

Society Member means a person who is a Member of the Society.

Special Resolution means a resolution passed:

- (a) at a general meeting of the Branch of which notice has been given to the Branch Members no later than twenty one (21) days before the date on which the general meeting is held and
- (b) by at least 75% of the votes cast by the Branch Members present at the general meeting and entitled to vote on the proposed resolution.

2. Interpretation

2.1 In this Constitution, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (e) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.

Branch and Objects

3. Branch

3.1 The Branch is a division of the Society established pursuant to the Society Constitution.

- 3.2 Neither this Branch Constitution nor any rule by-law or regulation of the Branch will be inconsistent with the provisions of the Society Constitution and, to the extent of any ambiguity or inconsistency, the provisions of the Society Constitution will prevail.
- 3.3 The National Executive Committee may:
- (a) review any decision or determination of the Branch Committee or of the members of the Branch; and
 - (b) vary, amend or revoke the decision or determination to the extent that the decision or determination is inconsistent with the Society Constitution.

4. Objects

- 4.1 The objects of the Branch are the objects of the Society as set out in the Society Constitution.

Income and property of the Branch

5. Income and property of the Branch

- 5.1 The income received by, and property held by, the Branch are the income and property of the Society and will only be applied towards the promotion of the objects of the Branch.
- 5.2 The Branch will be entitled to receive from the National Executive Committee a proportion of fees paid by Society Members, as determined by the National Executive Committee in consultation with the Branch Committee.
- 5.3 The Branch will administer the income of the Branch in accordance with this Branch Constitution.

Branch Membership

6. Branch Members

- 6.1 The Branch Members are the Society Members who reside in the State/Territory of *[Name of State/Territory]*.
- 6.2 The first Branch Members are the persons who are members of the unincorporated association known as the "*[Name of State/Territory]* State Branch" of "The Society of Cinema Pioneers" at the date on which this Branch Constitution first becomes effective.

7. Register of Branch Members

- 7.1 The Branch Secretary will establish and maintain the Register of Branch Members which will comprise the same information for the Branch Member as is recorded in the Register of Members maintained by the National Secretary.
- 7.2 The provisions of clause 7 of the Society Constitution relating to the Register of Members kept by the Society will apply, with necessary amendments, to the Register of Branch Members.

8. Ceasing to be a Branch Member

- 8.1 A Branch Member's Branch membership will lapse immediately if he or she ceases to be a Society Member.

General meetings of the Branch

9. Calling general meetings of the Branch

- 9.1 Any three (3) Branch Committee Members may, at any time, call a general meeting of the Branch.
- 9.2 The provisions of sections 249D, 249E and 249F of the Corporations Act relating to the calling of general meetings will apply, with necessary amendments, to the Branch as if the Branch was a corporation and the Branch Members were members of the corporation.

10. Notice of Branch general meeting

- 10.1 At least 21 days written notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which notice is given) must be given to Branch Members of any general meeting of the Branch.
- 10.2 A notice calling a general meeting of the Branch:
 - (a) must specify the place, date and time of the meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
 - (b) must state the general nature of the business to be transacted at the meeting.
- 10.3 The annual general meeting of the Branch will be held at least once each calendar year within five (5) months after the end of the Financial Year.
- 10.4 The business to be transacted at the annual general meeting of the Branch will include:
 - (a) the confirmation of the minutes of the last preceding annual general meeting and any other general meeting of the Branch held since that meeting;
 - (b) the receipt and consideration of the financial report of the Branch;
 - (c) the receipt and consideration of reports of the Branch Committee on the activities of the Branch during the last Financial Year;
 - (d) the election of Branch Committee Members;
 - (e) the election of a Branch "Cinema Pioneer of the Year"; and
 - (f) any other business of which notice has been given in the notice calling the meeting.
- 10.5 The Branch Committee may postpone or cancel any general meeting of the Branch whenever they think fit (other than a meeting called as the result of a request under clause 10.2).
- 10.6 The Branch Committee must give notice of the postponement or cancellation of a general meeting of the Branch to all Branch Members.
- 10.7 The failure or accidental omission to send a notice of a general meeting of the Branch to any Branch Member or the non-receipt of a notice by any Branch Member does not invalidate the proceedings at or any resolution passed at the general meeting of the Branch.

Proceedings at general meetings of the Branch

11. Member

11.1 In clauses 12, 13, and 15, **Branch Member** means a Branch Member present in person.

12. Quorum

12.1 No business may be transacted at a general meeting of the Branch unless a quorum of Branch Members is present when the meeting proceeds to business.

12.2 A quorum of Branch Members is five percent (5%) of Branch Members.

12.3 If a quorum is not present within 30 minutes after the time appointed for a general meeting of the Branch:

- (a) if the general meeting was called on the requisition of Branch Members, it is automatically dissolved; or
- (b) in any other case:
 - (i) it will stand adjourned to the same time and place seven (7) days after the meeting, or to another day, time and place determined by the Branch Committee; and
 - (ii) if at the adjourned general meeting of the Branch a quorum is not present within 30 minutes after the time appointed for the general meeting, the general meeting is automatically dissolved.

13. Chairperson

13.1 The Branch President or, in the Branch President's absence, the Branch Vice President will be the chairperson at every general meeting of the Branch.

13.2 The Branch Committee Members present may elect a chairperson of a general meeting of the Branch if:

- (a) there is no Branch President or Branch Vice President; or
- (b) neither the Branch President nor the Branch Vice President is present within fifteen (15) minutes after the time appointed for holding the general meeting; or
- (c) the Branch President and the Branch Vice President are unwilling to act as chairperson of the general meeting.

13.3 If no election is made under clause 13.2, then:

- (a) the Branch Members may elect one of the Branch Committee Members present as chairperson; or
- (b) if no Branch Committee Member is present or is willing to take the chair, the Branch Members may elect one of the Branch Members present as chairperson.

13.4 If there is a dispute at a general meeting of the Branch about a question of procedure, the chairperson may determine the question.

14. Adjournment

- 14.1 The chairperson of a general meeting of the Branch at which a quorum is present:
- (a) in his or her discretion may adjourn the general meeting with the meeting's consent; and
 - (b) must adjourn the general meeting if the meeting directs him or her to do so.
- 14.2 An adjourned general meeting of the Branch may take place at a different venue to the initial general meeting.
- 14.3 The only business that can be transacted at an adjourned general meeting of the Branch is the unfinished business of the initial general meeting.
- 14.4 Notice of an adjourned general meeting of the Branch must only be given in accordance with clause 10.1 if a general meeting of the Branch has been adjourned for more than twenty (21) days.

15. Decision on questions

- 15.1 Subject to the provisions of this Branch Constitution in relation to special resolutions, a resolution is carried if a majority of the votes cast on the resolution are in favour of the resolution.
- 15.2 A resolution put to the vote of a meeting is decided on a show of hands unless the chairperson determines that the matter will be determined by a poll or unless a poll is demanded by not less than five (5) Branch Members.
- 15.3 Unless the chairperson determines that the matter will be determined by a poll or unless a poll is demanded:
- (a) a declaration by the chairperson that a resolution has been carried, carried by a specified majority, or lost; and
 - (b) an entry to that effect in the minutes of the meeting,
- are conclusive evidence of the fact without proof of the number or proportion of the votes in favour of or against the resolution.
- 15.4 The demand for a poll may be withdrawn.
- 15.5 A decision of a general meeting of the Branch may not be impeached or invalidated on the ground that a person voting at the general meeting was not entitled to do so.

16. Taking a poll

- 16.1 A poll will be taken when and in the manner that the chairperson directs.
- 16.2 The result of the poll will be the resolution of the meeting at which the poll was demanded.
- 16.3 The chairperson may determine any dispute about the admission or rejection of a vote.
- 16.4 The chairperson's determination, if made in good faith, will be final and conclusive.
- 16.5 A poll demanded on the election of the chairperson or the adjournment of a general meeting of the Branch must be taken immediately.
- 16.6 After a poll has been demanded at a general meeting of the Branch, the general meeting may continue for the transaction of business other than the question on which the poll was demanded.

17. Casting vote of chairperson

17.1 In the case of an equality of votes, the chairperson has a casting vote in addition to the chairperson's votes as a Branch Member.

18. Offensive material

18.1 A person may be refused admission to, or required to leave and not return to, a meeting if the person:

- (a) refuses to permit examination of any article in the person's possession; or
- (b) is in possession of any:
 - (i) electronic or recording device;
 - (ii) placard or banner; or
 - (iii) other article,

which the chairperson considers to be dangerous, offensive or liable to cause disruption.

Votes of Branch Members

19. Entitlement to vote

19.1 A Branch Member entitled to vote has one vote.

19.2 A Branch Member who is an Honourary Member of the Society is not entitled to vote at general meetings of the Branch.

20. Objections

20.1 An objection to the qualification of a voter may only be raised at the general meeting of the Branch or adjourned general meeting at which the voter tendered his or her vote.

20.2 An objection must be referred to the chairperson of the general meeting of the Branch, whose decision is final.

20.3 A vote which the chairperson does not disallow because of an objection is valid for all purposes.

21. No proxies

21.1 No Branch Member may appoint a proxy to attend and/or vote at a general meeting of the Branch on behalf of the Branch Member,

Branch Committee - composition, qualification, term, election, appointment and removal

22. Composition and membership of Branch Committee

22.1 The Branch Committee will comprise:

- (a) the Branch President;
- (b) the Branch Vice President;

- (c) the Branch Secretary;
- (d) the Branch Treasurer *[:;and]
- *(e) up to [number] ordinary Branch Committee Members.]

*(*As applicable, delete or insert number of ordinary Branch Committee Members)*

- 22.2 The first Branch Committee under this Branch Constitution will be those persons who are members of the Committee of the unincorporated association known as the “[Name of State/Territory] State Branch” of “The Society of Cinema Pioneers” at the date on which this Branch Constitution first becomes effective.
- 22.3 A Branch Committee Member must be a Branch Member at the time of his or her appointment or election as a Branch Committee Member.
- 22.4 A Branch Member who is an Honourary Member of the Society is not entitled to be a Branch Committee Member.
- 23.5 A Branch Committee Member may hold up to two (2) offices (other than both the Branch President and Branch Vice President offices).
- 23.6 Each Branch Committee Member is, subject to this Branch Constitution, to hold office until the conclusion of the annual general meeting of the Branch *[[following the date of] *[[two (2)] years after] the Branch Committee Member’s election, but is eligible for re-election.
*(*Delete one and, if applicable, amend number of years.)*

23. Election or appointment of Branch Committee Members

- 23.1 Nominations of candidates for election as Branch Committee Members must:
 - (a) be made in writing, signed by two (2) Branch Members and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination);
 - (b) specify the position or positions on the Branch Committee for which the candidate is nominated; and
 - (b) be given to the Branch in any manner specified in clause 38 for the giving of notices to the Society (and the provisions of clause 38 will apply, with necessary amendments to reflect that the documents are being given to the Branch) at least seven (7) days before the date fixed for the holding of the annual general meeting of the Branch at which the election is to take place.
- 23.2 If insufficient nominations are received to fill all vacancies on the Branch Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting of the Branch.
- 23.3 If insufficient further nominations are received, any vacant positions remaining on the Branch Committee are taken to be casual vacancies.
- 23.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 23.5 If the number of nominations received exceeds the number of vacancies to be filled, an election by show of hands or ballot is to be held.
- 23.6 If a ballot is held, the ballot is to be conducted at the annual general meeting of the branch in such usual and proper manner as the Branch Committee may direct.

23.7 If the conduct or position of any Branch Committee Member is such that continuance in office appears to the majority of the Branch Committee Members to be prejudicial to the interests of the Branch, a majority of Branch Committee Members at a meeting of the Branch Committee specifically called for that purpose may suspend that Branch Committee Member.

24. Casual Branch Committee Members

24.1 The Branch Committee may appoint any eligible Branch Member as a Branch Committee Member to fill a casual vacancy.

24.2 A Branch Committee Member appointed under clause 24.1 will hold office until the next annual general meeting of the Branch, when the Branch Committee Member may be re-elected.

25. Vacation of office

25.1 The office of a Branch Committee Member immediately becomes vacant if the Branch Committee Member:

- (a) is prohibited by the Corporations Act from holding office or continuing as a Director of a corporation;
- (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it;
- (c) resigns by notice in writing to the Branch Committee;
- (d) is removed by a resolution of the Branch;
- (e) is absent from Branch Committee meetings for three (3) or more consecutive meetings without leave of absence from the Branch Committee; or
- (f) ceases to be a Branch Member for any reason.

Powers and duties of Branch Committee

26. Powers and duties of Branch Committee

26.1 Subject to the Society Constitution, the business of the Branch is managed by the Branch Committee who may exercise all powers of the Branch that this Constitution does not require to be exercised by a general meeting of the Branch.

26.2 Without limiting the generality of clause 26.1, the Branch Committee will:

- (a) set policy for the Branch in consultation with the National Executive Committee;
- (b) administer applications for membership of the Society in accordance with the Society Constitution;
- (c) arrange Society Events for the Branch Members from time to time;
- (d) regularly and promptly liaise with the National Executive Committee in relation to the activities of the Branch including, without limitation, Society Events for Branch Members; and

- (d) obtain approval from the National Executive Committee before issuing statements and other communications using the name or logo of the Society;
- (e) follow protocols issued by the National Executive Committee from time to time relating to engaging with external organisations;
- (f) administer the income of the State Branch, including by:
 - (i) opening and operating a bank account for Branch purposes, into which will be deposited the funds referred to in clause 5.2 and other funds received by the Branch from time to time (which funds will comprise part of the funds of the Society); and
 - (ii) notifying the National Executive Committee of the persons authorised to operate the account and of any changes to the persons so authorised;
- (g) in a timely manner provide all information to the National Secretary and the National Treasurer necessary to enable the National Secretary to comply with the National Secretary's duties under clause 47, the National Treasurer to comply with the National Treasurer's duties under clause 48 and the National Executive Committee to comply with its obligations under clauses 52.1 and 52.2 of the Society Constitution;
- (h) cause the Branch Members to elect a Branch "Cinema Pioneer of the Year";
- (i) promptly undertake and perform such other obligations and duties as are to be undertaken and performed by the Branch Committee under this Constitution.

26.3 The State Branch may nominate persons for election to positions on the National Executive Committee, the position of National President Elect and as "Cinema Pioneer of the Year" in accordance with clauses 33.1 and 33.2 of the Society Constitution.

Proceedings of Branch Committee

27. Branch Committee meetings

- 27.1 The Branch President may at any time, and the Branch Secretary must on the request of the Branch President or Branch Committee Member, call a Branch Committee meeting.
- 27.2 A Branch Committee meeting must be called on at least 48 hours (or such other period as may be unanimously agreed by all Branch Committee Members before the time appointed for holding of the meeting) written notice of a meeting to each Branch Committee Member and the provisions of clause 38 will apply to that notice with necessary amendments to reflect that the notice is being given to a Branch Committee Member.
- 27.3 It is not necessary to give notice of a meeting of the Branch Committee to an Australian resident whom the Branch Secretary, when giving notice to the other Branch Committee Members, reasonably believes to be temporarily outside Australia.
- 27.4 The notice calling the meeting must specify the general nature of the business to be considered at the meeting.
- 27.5 A Branch Committee meeting may be held by the Branch Committee Members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 27.6 The Branch Committee Members need not all be physically present in the same place for a Branch Committee meeting to be held.

- 27.7 A Branch Committee Member who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 27.8 The Branch Committee may meet together, adjourn and regulate their meetings as they think fit.
- 27.9 The Branch Committee must meet together at least twice in each consecutive period of twelve (12 months).
- 27.10 A quorum for a meeting of the Branch Committee is two (2) Branch Committee Members.
- 27.11 Where a quorum cannot be established for the consideration of a particular matter at a meeting of the Branch Committee within thirty (30) minutes after the time appointed for commencement of the meeting, the meeting will stand adjourned to the same time and place seven (7) days after the meeting and, if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is automatically dissolved.
- 27.12 The Branch President and, in the Branch President's absence (or if the Branch President is unwilling to act), the Branch Vice President, will be the chairperson at meetings of the Branch Committee. The Branch Committee Members present may elect a chairperson of the meeting if:
- (a) there is no Branch President or Branch Vice President; or
 - (b) neither the Branch President nor Branch Vice President is present within 15 minutes after the time appointed for holding the meeting; or
 - (c) neither the Branch President nor Branch Vice President is willing to act as chairperson of the meeting.

28. Decision on questions

- 28.1 Subject to this Constitution, questions arising at a meeting of the Branch Committee are to be decided by a majority of votes of the Branch Committee Members present and voting and, subject to clause 30, each Branch Committee Member has one vote.
- 28.2 The chairperson of a meeting has a casting vote in addition to his or her deliberative vote.

Payments to and interests of Branch Committee Members, Delegation, Written Resolutions. Minutes and Registers, Validity of acts

29. Payments to Branch Committee Members

- 29.1 No payment will be made to any Branch Committee Member other than payment of out of pocket expenses incurred by the Branch Committee Member in the performance of any duty as a Branch Committee Member where the amount payable does not exceed an amount previously approved by the Branch Committee, including the expenses of the Branch President to attend meetings of the National Executive Committee;

30. Branch Committee Members' interests

- 30.1 A Branch Committee Member who has a material personal interest in a matter that relates to the affairs of the Branch must give to the other Branch Committee Members notice of

the interest as soon as reasonably practicable after the Branch Committee Member becomes aware of that interest.

30.2 A Branch Committee Member who has a material personal interest in a matter that is being considered at a Branch Committee meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter,

unless permitted by the unanimous consent of the other Branch Committee Members to do so, in which case the Branch Committee Member may:

- (c) be counted in determining whether or not a quorum is present at any meeting of the Branch Committee considering that contract or arrangement or proposed contract or arrangement; and
- (d) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

31. Remaining Branch Committee Members

31.1 The Branch Committee may act even if there are vacancies on the Branch Committee.

31.2 If the number of Branch Committee Members is not sufficient to constitute a quorum at a Branch Committee meeting, the Branch Committee may act only to:

- (a) appoint a Branch Committee Member; or
- (b) call a general meeting of the Branch.

32. Written resolutions

32.1 The Branch Committee may pass a resolution without a Branch Committee meeting being held if all the Branch Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Branch Committee Member signs.

32.2 For the purposes of clause 32.1, separate copies of a document may be used for signing by Branch Committee Members if the wording of the resolution and statement is identical in each copy.

32.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.

33. Validity of acts of Branch Committee

33.1 If it is discovered that:

- (a) there was a defect in the appointment of a person as a Branch Committee Member; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Branch Committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

34. Minutes and Registers

- 34.1 The Branch Committee must cause minutes to be made of:
- (a) the names of the Branch Committee Members present at all Branch Committee meetings;
 - (b) all proceedings and resolutions of general meetings and Branch Committee meetings;
 - (c) all resolutions passed by the Branch Committee in accordance with clause 32;
 - (d) all appointments of Branch Committee Member;
 - (e) all orders made by the Branch Committee; and
 - (f) all disclosures of interests made under clause 30.1.
- 34.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

Branch Secretary and Branch Treasurer

35. Branch Secretary

- 35.1 The duties of the Branch Secretary will include the following:
- (a) to keep and maintain up to date the Register of Branch Members;
 - (b) in consultation with the Branch President, to prepare and issue notices of general meetings of the Branch and of meetings of the Branch Committee;
 - (c) to keep minutes of:
 - (i) all appointments of Branch Committee Members;
 - (ii) the names of:
 - (A) Branch Members present at general meetings of the Branch; and
 - (B) Branch Committee Members present at meetings of the Branch Committee.and
 - (iii) all proceedings at general meetings of the Branch and meetings of the Branch Committee;
 - (d) promptly notify the National Secretary of the full name address, telephone number and email address of each member of the Branch Committee;
 - (e) in a timely manner provide all information to the National Secretary necessary to enable the National Secretary to comply with the National Secretary's duties under clause 47 of the Society Constitution; and
 - (f) such other duties as may be reasonably determined by the Branch Committee from time to time.
- 35.2 Minutes of proceedings at a meeting must be prepared and submitted to the Branch President within 30 days after the meeting and must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

36. Branch Treasurer

- 36.1 The duties of the Branch Treasurer will include the following:
- (a) to ensure that all money due to the Branch is collected and received and that all payments authorised by the Branch are made;
 - (b) to ensure that correct books and accounts are kept showing the financial affairs of the Branch, including full details of all receipts and expenditure connected with the activities of the Branch;
 - (c) in a timely manner to provide all information to the National Treasurer to comply with the National Treasurer's duties under clause 48 of the Society Constitution; and
 - (d) to undertake such other duties as may be reasonably determined by the Branch Committee from time to time.

Inspection of records

37. Inspection of records

- 37.1 The Branch Committee may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Branch or any of them will be open for inspection by Branch Members other than Branch Committee Members.
- 37.2 A Branch Member other than a Branch Committee Member does not have the right to inspect any financial records of the Branch unless the Branch Member is authorised to do so by a court order or a resolution of the Branch Committee.

Notices

38. Service of notices

- 38.1 Notice may be given by the Branch to any person who is entitled to notice under this Branch Constitution:
- (a) by serving it on the person; or
 - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register of Branch Members or the address supplied by the person to the Branch for sending notices to the person.
- 38.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 38.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 38.4 If a Branch Member does not have an address recorded in the Register of Branch Members a notice will be taken to be served on that Branch Member 24 hours after it was

posted on a notice board at the main premises of the Branch or, if the Branch has no premises, at the Branch's official address in Australia.

38.5 A Branch Member whose address recorded in the Register of Branch Members is not in Australia may specify in writing an address in Australia to be taken to be the Branch Member's for the purposes of clause 38.

38.6 A certificate in writing signed by a Branch Committee Member that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.

38.7 The signature to a written notice given by the Branch may be written or printed.

38.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

39. Persons entitled to notice

39.1 Notice of every general meeting of the Branch must be given to every Branch Member.

39.2 No other person is entitled to receive notice of a general meeting of the Branch.

Accounts

40. Accounts

The Branch Committee must cause the Branch to:

- (a) keep written financial records in relation to the business of the Branch; and
- (b) prepare and obtain an annual financial report.

Insurance

41. Insurance

41.1 Insurances effected by the Society will include the activities of the Branch, as a division within the Society.

Amendment of Branch Constitution

42. Amendment of Branch Constitution

42.1 This Branch Constitution may be altered, rescinded or added to only by a Special Resolution.

Schedule 3

Second Alternative Pro Forma Constitution of State Branches

Constitution

**THE *[NAME OF STATE/TERRITORY]* BRANCH OF THE
SOCIETY OF AUSTRALIAN CINEMA PIONEERS LTD**

Constitution of The “[Name of State/Territory] Branch of The Society of Australian Cinema Pioneers Ltd

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Preliminary

1. Defined terms

1.1 In this Constitution unless the contrary intention appears, expressions which are defined in the Society Constitution have the same meaning when used in this Constitution.

1.2 In this Constitution unless the contrary intention appears:

Branch means the division of the Society established pursuant to this Constitution.

Branch Committee means the Branch Committee Members acting as the committee of management of the Branch.

Branch Constitution means this constitution as amended from time to time.

Register of Branch Members means the register of Members who are Branch Members maintained by the Branch under the Branch Constitution.

Society means The Society of Australian Cinema Pioneers Ltd.

Society Constitution means the constitution of the Society as amended from time to time.

Society Member means a person who is a Member of the Society.

2. Interpretation

2.1 In this Constitution, except where the context otherwise requires:

- (a) the singular includes the plural and vice versa, and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;
- (d) a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time;
- (e) the meaning of general words is not limited by specific examples introduced by **including, for example** or similar expressions.

Branch and Objects

3. Branch

3.1 The Branch is a division of the Society established pursuant to the Society Constitution.

3.2 Neither this Branch Constitution nor any rule by-law or regulation of the Branch will be inconsistent with the provisions of the Society Constitution and, to the extent of any ambiguity or inconsistency, the provisions of the Society Constitution will prevail.

3.3 The National Executive Committee may:

- (a) review any decision or determination of the Branch Committee or of the members of the Branch; and

- (b) vary, amend or revoke the decision or determination to the extent that the decision or determination is inconsistent with the Society Constitution.

4. Objects

- 4.1 The objects of the Branch are the objects of the Society as set out in the Society Constitution.

Income and property of the Branch

5. Income and property of the Branch

- 5.1 The income received by, and property held by, the Branch are the income and property of the Society and will only be applied towards the promotion of the objects of the Branch.
- 5.2 The Branch will be entitled to receive from the National Executive Committee a proportion of fees paid by Society Members, as determined by the National Executive Committee in consultation with the Branch Committee.
- 5.3 The Branch will administer the income of the Branch in accordance with this Branch Constitution.

Branch Membership

6. Branch Members

- 6.1 The Branch Members are the Society Members who reside in the State/Territory of *[Name of State/Territory]*.
- 6.2 The first Branch Members are the persons who are members of the unincorporated association known as the "*[Name of State/Territory]* State Branch" of "The Society of Cinema Pioneers" at the date on which this Branch Constitution first becomes effective.

7. Register of Branch Members

- 7.1 The Branch Secretary will establish and maintain the Register of Branch Members which will comprise the same information for the Branch Member as is recorded in the Register of Members maintained by the National Secretary.
- 7.2 The provisions of clause 7 of the Society Constitution relating to the Register of Members kept by the Society will apply, with necessary amendments, to the Register of Branch Members.

8. Ceasing to be a Branch Member

- 8.1 A Branch Member's Branch membership will lapse immediately if he or she ceases to be a Society Member.

Branch Committee - composition, qualification, term, election, appointment and removal

9. Composition and membership of Branch Committee

- 9.1 The Branch Committee will comprise:

- (a) the Branch President;
- (b) the Branch Vice President;
- (c) the Branch Secretary; *[and]
- (d) the Branch Treasurer*[:; and
- *(e) up to [number] ordinary Branch Committee Members.]

*(*As applicable, delete or insert number of ordinary Branch Committee Members)*

- 9.2 The first Branch Committee under this Branch Constitution will be those persons who are members of the Committee of the unincorporated association known as the “[Name of State/Territory] State Branch” of “The Society of Cinema Pioneers” at the date on which this Branch Constitution first becomes effective.
- 9.3 A Branch Committee Member must be a Branch Member at the time of his or her appointment or election as a Branch Committee Member.
- 9.4 A Branch Member who is an Honourary Member of the Society is not entitled to be a Branch Committee Member.
- 9.5 A Branch Committee Member may hold up to two (2) offices (other than both the Branch President and Branch Vice President offices).
- 9.6 Each Branch Committee Member is, subject to this Branch Constitution, to hold office *[for a period of [two (2)] years after the Branch Committee Member’s election, but is eligible for re-election] *[for such period as is determined by the unanimous resolution of the Branch Committee Members and, unless or until there is such a determination, until such time as the Branch Committee Member resigns in writing as a Branch Committee Member]. (** Delete one and, if applicable, amend number of years*)

10. Election or appointment of Branch Committee Members

- 10.1 If the Branch Committee determines at any time that nominations will be called for candidates for election as Branch Committee Members, then the following provisions of this clause 10.1 will apply:
 - (a) Nominations of candidates for election as Branch Committee Members must:
 - (i) be made in writing, signed by two (2) Branch Members and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination);
 - (ii) specify the position or positions on the Branch Committee for which the candidate is nominated; and
 - (iii) be given to the Branch in any manner specified in clause 38 for the giving of notices to the Society (and the provisions of clause 38 will apply, with necessary amendments to reflect that the documents are being given to the Branch) at least seven (7) days before the date fixed for the holding of the annual Branch Committee meeting at which the election is to take place.
 - (b) If insufficient nominations are received to fill all vacancies on the Branch Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual Branch Committee meeting.
 - (c) If insufficient further nominations are received, any vacant positions remaining on the Branch Committee are taken to be casual vacancies.

- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
 - (e) If the number of nominations received exceeds the number of vacancies to be filled, an election by show of hands or ballot is to be held.
 - (f) If a ballot is held, the ballot is to be conducted at the annual Branch Committee meeting in such usual and proper manner as the Branch Committee may direct.
- 10.2 If the conduct or position of any Branch Committee Member is such that continuance in office appears to the majority of the Branch Committee Members to be prejudicial to the interests of the Branch, a majority of Branch Committee Members at a meeting of the Branch Committee specifically called for that purpose may suspend that Branch Committee Member.

11. Casual Branch Committee Members

- 11.1 The Branch Committee may appoint any eligible Branch Member as a Branch Committee Member to fill a casual vacancy.
- 11.2 A Branch Committee Member appointed under clause 11.1 will hold office until the next annual Branch Committee, when the Branch Committee Member may be re-elected.

12. Vacation of office

- 12.1 The office of a Branch Committee Member immediately becomes vacant if the Branch Committee Member:
- (a) is prohibited by the Corporations Act from holding office or continuing as a Director of a corporation;
 - (b) is liable to have a person appointed, under a law relating to the administration of estates of persons who through mental or physical incapacity are incapable of managing their affairs, to administer it;
 - (c) resigns by notice in writing to the Branch Committee;
 - (d) is removed by a resolution of the Branch;
 - (e) is absent from Branch Committee meetings for three (3) or more consecutive meetings without leave of absence from the Branch Committee and a majority of Branch Committee Members at a meeting of the Branch Committee specifically called for that purpose resolves that the office of the Branch Committee Member will become vacant; or
 - (f) ceases to be a Branch Member for any reason.

Powers and duties of Branch Committee

13. Powers and duties of Branch Committee

- 13.1 Subject to the Society Constitution, the business of the Branch is managed by the Branch Committee who may exercise all powers of the Branch.
- 13.2 Without limiting the generality of clause 13.1, the Branch Committee will:
- (a) set policy for the Branch in consultation with the National Executive Committee;

- (b) administer applications for membership of the Society in accordance with the Society Constitution;
- (c) arrange Society Events for the Branch Members from time to time;
- (d) regularly and promptly liaise with the National Executive Committee in relation to the activities of the Branch including, without limitation, Society Events for Branch Members; and
- (d) obtain approval from the National Executive Committee before issuing statements and other communications using the name or logo of the Society;
- (e) follow protocols issued by the National Executive Committee from time to time relating to engaging with external organisations;
- (f) administer the income of the State Branch, including by:
 - (i) opening and operating a bank account for Branch purposes, into which will be deposited the funds referred to in clause 5.2 and other funds received by the Branch from time to time (which funds will comprise part of the funds of the Society); and
 - (ii) notifying the National Executive Committee of the persons authorised to operate the account and of any changes to the persons so authorised;
- (g) in a timely manner provide all information to the National Secretary and the National Treasurer necessary to enable the National Secretary to comply with the National Secretary's duties under clause 47, the National Treasurer to comply with the National Treasurer's duties under clause 48 and the National Executive Committee to comply with its obligations under clauses 52.1 and 52.2 of the Society Constitution;
- (h) elect a Branch "Cinema Pioneer of the Year";
- (i) keep Branch Members informed of the activities of the State Branch including, without limitation, upcoming State Branch Events;
- (j) if the Branch Committee determines that nominations will be called for candidates for election as Branch Committee Members and/or as "Cinema Pioneer of the Year", give State Branch Members notices calling for nominations for:
 - (i) the election of State Branch Members by the State Branch Committee under clause 10.1, including the positions for which nominations are called and the date of closing of nominations; and/or
 - (ii) "Cinema Pioneer of the Year" and the date of closing of nominations,

as the case may be;
- (j) promptly undertake and perform such other obligations and duties as are to be undertaken and performed by the Branch Committee under this Constitution.

13.3 The Branch Committee, on behalf of the State Branch, may nominate persons for election to positions on the National Executive Committee, the position of National President Elect and as "Cinema Pioneer of the Year" in accordance with clauses 33.1 and 33.2 of the Society Constitution.

Proceedings of Branch Committee

14. Branch Committee meetings

- 14.1 The Branch President may at any time, and the Branch Secretary must on the request of the Branch President or Branch Committee Member, call a Branch Committee meeting.
- 14.2 A Branch Committee meeting must be called on at least 48 hours (or such other period as may be unanimously agreed by all Branch Committee Members before the time appointed for holding of the meeting) written notice of a meeting to each Branch Committee Member and the provisions of clause 26 will apply to that notice with necessary amendments to reflect that the notice is being given to a Branch Committee Member.
- 14.3 It is not necessary to give notice of a meeting of the Branch Committee to an Australian resident whom the Branch Secretary, when giving notice to the other Branch Committee Members, reasonably believes to be temporarily outside Australia.
- 14.4 The notice calling the meeting must specify the general nature of the business to be considered at the meeting.
- 14.5 A Branch Committee meeting may be held by the Branch Committee Members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 14.6 The Branch Committee Members need not all be physically present in the same place for a Branch Committee meeting to be held.
- 14.7 A Branch Committee Member who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.
- 14.8 The Branch Committee may meet together, adjourn and regulate their meetings as they think fit.
- 14.9 The Branch Committee must meet together at least twice in each consecutive period of twelve (12) months and one of those meetings will be the annual Branch Committee Meeting.
- 14.10 A quorum for a meeting of the Branch Committee is two (2) Branch Committee Members.
- 14.11 Where a quorum cannot be established for the consideration of a particular matter at a meeting of the Branch Committee within thirty (30) minutes after the time appointed for commencement of the meeting, the meeting will stand adjourned to the same time and place seven (7) days after the meeting and, if at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting is automatically dissolved.
- 14.12 The Branch President and, in the Branch President's absence (or if the Branch President is unwilling to act), the Branch Vice President, will be the chairperson at meetings of the Branch Committee. The Branch Committee Members present may elect a chairperson of the meeting if:
 - (a) there is no Branch President or Branch Vice President; or
 - (b) neither the Branch President nor Branch Vice President is present within 15 minutes after the time appointed for holding the meeting; or
 - (c) neither the Branch President nor Branch Vice President is willing to act as chairperson of the meeting.

15. Decision on questions

- 15.1 Questions arising at a meeting of the Branch Committee are to be decided by a majority of votes of the Branch Committee Members present and voting and, subject to clause 17, each Branch Committee Member has one vote.
- 15.2 The chairperson of a meeting has a casting vote in addition to his or her deliberative vote.

Payments to and interests of Branch Committee Members, Delegation, Written Resolutions. Minutes and Registers, Validity of acts

16. Payments to Branch Committee Members

- 16.1 No payment will be made to any Branch Committee Member other than payment of out of pocket expenses incurred by the Branch Committee Member in the performance of any duty as a Branch Committee Member where the amount payable does not exceed an amount previously approved by the Branch Committee, including the expenses of the Branch President to attend meetings of the National Executive Committee;

17. Branch Committee Members' interests

- 17.1 A Branch Committee Member who has a material personal interest in a matter that relates to the affairs of the Branch must give to the other Branch Committee Members notice of the interest as soon as reasonably practicable after the Branch Committee Member becomes aware of that interest.
- 17.2 A Branch Committee Member who has a material personal interest in a matter that is being considered at a Branch Committee meeting must not:
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter,
- unless permitted by the unanimous consent of the other Branch Committee Members to do so, in which case the Branch Committee Member may:
- (c) be counted in determining whether or not a quorum is present at any meeting of the Branch Committee considering that contract or arrangement or proposed contract or arrangement; and
 - (d) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

18. Remaining Branch Committee Members

- 18.1 The Branch Committee may act even if there are vacancies on the Branch Committee.
- 18.2 If the number of Branch Committee Members is not sufficient to constitute a quorum at a Branch Committee meeting, the Branch Committee may act only to appoint a Branch Committee Member.

19. Written resolutions

- 19.1 The Branch Committee may pass a resolution without a Branch Committee meeting being held if all the Branch Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Branch Committee Member signs.
- 19.2 For the purposes of clause 19.1, separate copies of a document may be used for signing by Branch Committee Members if the wording of the resolution and statement is identical in each copy.
- 19.3 Any document referred to in this clause may be in the form of a facsimile or electronic transmission.

20. Validity of acts of Branch Committee

- 20.1 If it is discovered that:
- (a) there was a defect in the appointment of a person as a Branch Committee Member; or
 - (b) a person appointed to one of those positions was disqualified,
- all acts of the Branch Committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

21. Minutes and Registers

- 21.1 The Branch Committee must cause minutes to be made of:
- (a) the names of the Branch Committee Members present at all Branch Committee meetings;
 - (b) all proceedings and resolutions of Branch Committee meetings;
 - (c) all resolutions passed by the Branch Committee in accordance with clause 19;
 - (d) all appointments of Branch Committee Member;
 - (e) all orders made by the Branch Committee; and
 - (f) all disclosures of interests made under clause 17.1.
- 22.2 Minutes must be signed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

Branch Secretary and Branch Treasurer

23. Branch Secretary

- 23.1 The duties of the Branch Secretary will include the following:
- (a) to keep and maintain up to date the Register of Branch Members;
 - (b) in consultation with the Branch President, to prepare and issue notices of meetings of the Branch Committee;
 - (c) to keep minutes of:
 - (i) all appointments of Branch Committee Members;

- (ii) the names of Branch Committee Members present at meetings of the Branch Committee; and:
- (iii) all proceedings of the Branch Committee;
- (d) promptly notify the National Secretary of the full name address, telephone number and email address of each member of the Branch Committee;
- (e) in a timely manner provide all information to the National Secretary necessary to enable the National Secretary to comply with the National Secretary's duties under clause 47 of the Society Constitution; and
- (f) such other duties as may be reasonably determined by the Branch Committee from time to time.

23.2 Minutes of proceedings at a meeting must be prepared and submitted to the Branch President within 30 days after the meeting and must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

24. Branch Treasurer

24.1 The duties of the Branch Treasurer will include the following:

- (a) to ensure that all money due to the Branch is collected and received and that all payments authorised by the Branch are made;
- (b) to ensure that correct books and accounts are kept showing the financial affairs of the Branch, including full details of all receipts and expenditure connected with the activities of the Branch;
- (c) in a timely manner to provide all information to the National Treasurer to comply with the National Treasurer's duties under clause 48 of the Society Constitution; and
- (d) to undertake such other duties as may be reasonably determined by the Branch Committee from time to time.

Inspection of records

25. Inspection of records

25.1 The Branch Committee may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Branch or any of them will be open for inspection by Branch Members other than Branch Committee Members.

25.2 A Branch Member other than a Branch Committee Member does not have the right to inspect any financial records of the Branch unless the Branch Member is authorised to do so by a court order or a resolution of the Branch Committee.

Notices

26. Service of notices

26.1 Notice may be given by the Branch to any person who is entitled to notice under this Branch Constitution:

- (a) by serving it on the person; or
 - (b) by sending it by post, facsimile transmission or electronic notification to the person at the person's address shown in the Register of Branch Members or the address supplied by the person to the Branch for sending notices to the person.
- 26.2 A notice sent by post is taken to be served:
- (a) by properly addressing, prepaying and posting a letter containing the notice; and
 - (b) on the day after the day on which it was posted.
- 26.3 A notice sent by facsimile transmission or electronic notification is taken to be served:
- (a) by properly addressing the facsimile transmission or electronic notification and transmitting it; and
 - (b) on the day after its despatch.
- 26.4 If a Branch Member does not have an address recorded in the Register of Branch Members a notice will be taken to be served on that Branch Member 24 hours after it was posted on a notice board at the main premises of the Branch or, if the Branch has no premises, at the Branch's official address in Australia.
- 26.5 A Branch Member whose address recorded in the Register of Branch Members is not in Australia may specify in writing an address in Australia to be taken to be the Branch Member's for the purposes of clause 26.
- 26.6 A certificate in writing signed by a Branch Committee Member that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.
- 26.7 The signature to a written notice given by the Branch may be written or printed.
- 26.8 All notices sent by post outside Australia must be sent by prepaid airmail post.

Accounts

27. Accounts

The Branch Committee must cause the Branch to:

- (a) keep written financial records in relation to the business of the Branch; and
- (b) prepare and obtain an annual financial report.

Insurance

28. Insurance

28.1 Insurances effected by the Society will include the activities of the Branch, as a division within the Society.

Amendment of Branch Constitution

29. Amendment of Branch Constitution

29.1 This Branch Constitution may be altered, rescinded or added to only by a majority of at least 75% of the votes of the Branch Committee Members present and voting.