

# **Constitution of the FEDERATION OF QUEENSLAND FILM SOCIETIES**

## **NAME**

1. The name of this Association shall be "**Federation of Queensland Film Societies**", referred to hereafter as "The Federation".

## **AIMS**

2. The aims of the Federation shall be to carry out such activities as will:
  - a) Represent the interests of Queensland film societies at the state, national and international level.
  - b) Provide services for member film societies in Queensland which will further the aims of the film society movement.
  - c) Foster the growth of the film society movement of Queensland.
  - d) Encourage and assist in the exchange of information, ideas, and learning between film societies in Queensland.
  - e) Increase the supply of films available to film societies and seek to improve the supply of non-theatrical film distribution to non-profit and educational groups generally.
  - f) Assist other local organisations in the use of films in their own particular purposes and interests.
  - g) Foster in film societies the production and distribution of non-theatrical film, particularly in its cultural, artistic and educational aspects.
  - h) When considered to be in the interests of the film society movement of Queensland, to cooperate with other film society movement organisations and projects.
  - i) Represent the film society movement of Queensland on matters relating to the importation, distribution, exhibition and production of films in all relevant media.
  - j) Encourage in film societies the study and criticism of cinematography and the arts and sciences connected with filmmaking.
  - k) In furtherance of the objects of the Federation, to arrange for and organise film festivals, conventions, congresses, workshops, competitions, private fund-raising, and other activities.
  - l) Form and maintain a library of film, literature and educational media and resources relating to film, filmmaking and the arts and sciences connected therewith.
  - m) Support the "One4One" principle across the Australian film society movement. i.e. That there be a Federation in each state and territory and that each Federation represent members from only one state or territory.
  - n) Champion the ideals and virtues of "Excellence, Independence, Enterprise" across the film society movement of Queensland.

- o) Foster the spirit and practice of "intellectual adventure" across the film society movement of Queensland through promoting: debate; discussion; serious scholarship; the improvement of critical, constructive, and creative thinking skills; a commitment to lifelong education; activities such as forums, workshops, study groups, etc.
- p) And promote public awareness and appreciation of the personal and social value of the aforementioned as being integral and distinctive components of the film society movement.
- q) In relation to the commercial, for-profit sector, promote: friendly relations; reciprocal respect and appreciation; common strategies that further mutual interests.
- r) In relation to the government sector, contribute to the defence of the rights and interests of the film society movement with regard to laws, regulations, privileges, and practices that may encroach upon such inalienable individual rights as freedom of expression, freedom of association, and freedom of trade and voluntary exchange, insofar as these rest upon private property rights and self-ownership.
- s) Engage in ongoing study and assessment of the benefits and costs to the film society movement and the community at large of different modes of funding film production and distribution (i.e. government, private, commercial, other).
- t) In relation to the NPV (non-profit, voluntary) sector, develop friendly relations with other enterprising, independent NPV's across Queensland, Australia and worldwide.
- u) Recognise, promote and celebrate the flourishing of diverse, non-profit, volunteer-run, self-funded groups and projects across society as indispensable to all free, just, and healthy democracies.

## **POWERS**

### 3. The Federation shall have the following Powers:

- a) Arrange screenings of films of all types and exhibitions of new forms of visual and sound communication from all sources and countries.
- b) Acquire books, journals and other literature, films, videotapes, videodiscs, photographs, and other forms of visual and sound material.
- c) Publish books, journals, and other literature.
- d) Experiment and conduct research in the artistic and technical aspects of film, television and other forms of visual and sound communication.
- e) Assist other groups within the community whose aims are similar to that of the Federation.
- f) To purchase, take on lease, or in exchange, hire or otherwise acquire and maintain any real or personal property and any rights and privileges in relation thereto.
- g) To erect and to improve, repair, pull down and rebuild buildings and other structures.

- h) To sell, exchange, mortgage, lease, hire, dispose of, turn to account, or otherwise deal with all or any part of the real and personal property of the Federation.
- i) To borrow or raise or secure the payment of money in such manner as the Federation thinks fit with power to issue debentures, grant mortgages, charges or any other class of security upon or charging all or any of the property real or personal (both present and future) of the Federation and to redeem or pay off any existing or future security.
- j) To invest and deal with the monies of the Federation not immediately required for the purposes of the Federation in such manner as may from time to time be determined.
- k) To amalgamate, cooperate or affiliate with, subscribe, make donations to, acquire shares in, and enter into reciprocal arrangements with any other body or organisation having objects wholly or in part similar to those of the Federation.
- l) To appoint, employ and pay officers and servants and to dismiss or suspend any officer or servant.
- m) To levy on and to collect from members of the Federation the subscription and fees provided for in these rules and to accept donations to the Federation.
- n) To do all such things as are incidental or conducive to the attainment of the objectives of the Federation.

4. **The income and property** of the Federation shall be vested in the Federation and shall be applied solely for the promotion of its objects, and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of pecuniary profit to members PROVIDED THAT remuneration may be paid in good faith to officers and servants of the Federation or other persons or members of the Federation in return for services actually rendered to the Federation.

#### 5. **MEMBERSHIP**

- a) Membership of the Federation shall be open to organisations within Australia which shall subscribe to the aims of the Federation and which shall pay an annual membership fee as determined by the Federation. There shall be two forms of membership:
  - i. Full Membership
  - ii. Associate Membership
- b) FULL MEMBERSHIP is open to any film society in Queensland.

A film society shall be defined as a properly constituted organisation that is self-funded or funded by voluntary contributions and whose aims amongst others shall include the exhibition of films to members on a non-commercial, non-profit basis, such society members being enrolled on a membership subscription basis.

c) ASSOCIATE MEMBERSHIP is open to any organisation within Australia which:

- i. Shall subscribe to the aims of the Federation
- ii. Shall be sympathetic to the aims of the film society movement

d) Member organisations shall hereafter be referred to as "members".

## **6. CESSATION OF MEMBERSHIP**

If any member shall wilfully refuse or neglect to comply with the provisions of the Constitution or other rules or regulations of the Federation or shall be guilty of any conduct which, in the opinion of the Board, is prejudicial to the interests of the Federation, the Board may by resolution expel such member from the Federation and remove the member from the register of members, provided that at least one week before the meeting of the Board at which such a resolution for expulsion is passed such member shall have had notice thereof and of the intended resolution for expulsion and that a representative of the member shall have had an opportunity of attending such meeting and of giving thereat orally or in writing any explanation or defence which the representative may desire to make.

7. A member who, from any cause whatsoever, ceases to be a member of the Federation shall not have any claim, monetary or otherwise, upon the Federation, its funds or property.

## **8. GENERAL MEETING**

The Annual General Meeting of the Federation shall be held once in every calendar year at such time and place as the Board may determine. A calendar year, for the purpose of these rules, shall be deemed to run from 1st January to 31st December.

### **a) PROCEEDINGS OF ANNUAL GENERAL MEETINGS**

The agenda shall include reports from the President, Secretary and Treasurer; the election of officers; and any other business that needs to be transacted.

9. All other general meetings shall be called Extraordinary General Meeting.

10. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting and an Extraordinary General Meeting shall also be convened on the requisition of at least three film societies being full members of the Federation.

## **11. NOTICE OF GENERAL MEETING**

Thirty days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and

the hour of meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Federation in General Meetings to such members as are, under the regulations of the Federation, entitled to receive such notices from the Federation; but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members think fit.

12. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.

13. **PROCEEDINGS AT GENERAL MEETINGS**

All business shall be deemed special that is transacted at any Extraordinary General Meetings, and also all that is transacted at the Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the report of the Board and Auditors, the election of the Board Members and other officers in the place of those retiring.

14. At each Annual General Meeting the Board shall submit to the members a report which, in addition to any other particulars which they shall deem desirable, shall contain a summary of the activities of the Federation for the period of the Federation's activities since the previous report. Such report shall, before presentation at the Annual General Meeting, be formally approved at a meeting of the Board.

15. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, delegates present in person from at least half of the full member societies shall be a quorum.

16. If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to later the same day, at the same place, and if at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the delegates present shall be a quorum.

17. The President or in his absence the Vice-President shall preside as Chairman at every General Meeting of the Federation.

18. If neither the President nor the Vice-President shall be present within fifteen minutes after the time appointed for holding the meeting, or if being present neither shall be willing to act as Chairman, the members present shall choose one of their number to be Chairman.

19. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for fourteen days (14) or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

20. Unless otherwise resolved by the meeting, questions arising at any General Meeting shall be decided by a show of hands.

21. In the case of an equality of votes, the Chairman of the meeting has a second or casting vote.

22. **PATRONS**

The Board may from time to time in their discretion appoint such Patrons of the Federation as they shall see fit.

23. **REPRESENTATION**

Each full member film society shall have power to appoint two (2) delegate to each General Meeting. Delegates must be officially appointed by their film society and written notice of the said appointments shall be delivered to the Secretary on or before the morning of the said General Meeting.

24. An associate member shall have power to appoint one delegate to represent the organisation at General Meetings.

25. Any person who is a member of a full member society may attend as an observer to General Meetings; such observers must be officially appointed in writing by the member society. If permission is given by the General Meeting observers may take part in the meeting but shall not vote on any resolution put before the General Meeting nor vote in any election for members of the Board. They shall be eligible, however, if permission is given by the General Meeting, to be elected to the Board.

26. The Board shall have the power to invite representatives of non-member organisations to attend any General Meeting in an advisory capacity, such representatives may take part in the meeting, provided permission is given by the General Meeting, but shall not vote on any resolution put before the General Meeting nor stand for election to office of the Federation nor vote in any election.

27. The Federation and the business affairs and property thereof shall be managed by a Board consisting of:

President, One (1) Vice-President, Honorary Secretary, Honorary Treasurer, not more than five (5) other committee members with at least one member of the Board being a delegate from a full member film society based outside of the Brisbane Metropolitan area.

28. Only delegates duly appointed under Rule 23 or persons approved under Rule 25 are eligible for the election of the Board.

29. Nominations for the election of Board Members shall be made in writing signed by one delegate eligible to attend the Annual General Meeting of the Federation and endorsed with the nominee's consent and delivered to the Honorary Secretary on or before the morning of the Annual General Meeting.

30. In the event of no prior nomination having been received for any office, nominations of persons present at the meeting may be accepted at the Annual General Meeting.

31. If the number of candidates duly nominated does not exceed the number required to be elected the candidates nominated shall at the Annual General Meeting be declared duly elected, but if the number of candidates nominated shall exceed the number required to be elected a ballot for election shall be taken at the Annual General Meeting.

32. Upon a ballot being necessary the Secretary shall cause ballot papers to be prepared containing the names of the candidates in alphabetical order and containing such directions as to the recording of votes as the Board shall from time to time determine.

33. If an insufficient number of nominations be received then the members who have been elected in pursuance of Rule 31 shall at their first meeting after the date of their election fill the vacancy or vacancies.

34. If there shall be no nominations received, the retiring Board Members shall continue to act but shall have the power at any time during the following year to appoint other Board Members in their place or in the place of any of them.

35. A Board Member may retire from office upon giving seven (7) days' notice in writing to the Honorary Secretary of his intention so to do and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the Board.

36. The Federation may by special resolution remove any Board Member before the expiration of his period of office, and appoint another qualified person in his stead. The person so appointed shall hold office during such time only as the Board Member in

whose place he is appointed would have held the same if he had not been removed.

37. In the event of any vacancy or vacancies occurring among the Board Members, the Board may continue to act, notwithstanding such vacancy or vacancies, but so that, if their number falls below four (4) the Board shall not, except for the purpose of filling vacancies, act so long as the number is below the minimum.

38. Any casual vacancy occurring among the Board Members may be filled up by the Board but any person so chosen shall retain his office so long as the vacating Board Member would have retained the same if no vacancy has occurred.

39. The Board may only appoint persons who are members of full member film societies to fill any vacancies occurring under Rules 33, 34, 35, 36, 37.

40. The procedure as to the conduct and declaration of elections shall be as prescribed by the Board.

41. **POWERS AND DUTIES OF THE BOARD**

The Board may exercise all such powers, authorities and discretions of the Federation as are not required to be exercised by the Federation in General Meeting, subject nevertheless to these Rules.

42. The Board shall define the powers, authorities, discretions, and duties of the Honorary Secretary, Honorary Treasurer and of any other office of the Federation and from time to time may alter or limit any such powers, authorities, discretions and duties in any manner as they may deem desirable.

43. The Board shall cause minutes to be kept in books provided for the purpose:

- a) Of all appointments of officers made by the Board.
- b) Of the names of the Board Members present at each meeting of the Board.
- c) Of all resolutions and proceedings at all meetings of the Federation and of the Board.

44. **DISQUALIFICATIONS OF A BOARD MEMBER**

The Office of a member of the Board shall be vacated:

- a) If his office be declared vacant pursuant to Rule 36 or
- b) If he resigns his office in writing to the Board or
- c) If he is absent from three (3) consecutive meetings of the Board without leave of absence from the Board and the Board shall resolve that his office be vacated.

45. **PROCEEDINGS OF THE BOARD**

The Board shall meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

Questions arising at any meeting shall be decided by a majority of votes.

In the case of an equality of votes, the Chairman has a second or casting vote.

On the request of any Board member the President shall summon a meeting of the Board within thirty (30) days.

46. The quorum necessary for the transaction of the business of the Board shall be four (4). The President shall preside and in his absence the Vice-President shall preside at all meetings of the Board and if neither of them be present the Board members present shall choose one of their number to be Chairman of the meeting.

47. All acts done by any meeting of the Board or by any person acting as a Member of the Board shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he was disqualified, be as valid as if every person had been duly appointed and was qualified to be a Member of the Board.

48. **ACCOUNTS**

The Board shall cause proper accounts to be kept with respect to:

- a) All sums of money received and expended by the Federation and the matter in respect of which the receipt and expenditure takes place.
- b) The assets and liabilities of the Federation.

49. The Accounts shall be kept at the office of the Federation or at such other place or places as the Board thinks fit, and shall always be open to the inspection of Board members.

50. The Board shall from time to time determine whether and to what extent and what times and places and under what conditions or regulations the accounts and books of the Federation or any of them shall be open to the inspection of persons not being Board Members, and no person (not being a Board Member) shall have any right of inspecting any accounts or books or document of the Federation except as authorised by the Board or by the Federation in General Meeting.

51. **AUDIT**

Auditors shall be appointed at each Annual General Meeting and the retiring Auditors shall be eligible for re-election.

52. **ALTERNATION OF RULES**

The Constitution and Rules of the Federation may be altered added to or repealed at any General Meeting of the Federation PROVIDED that notice convening such meeting shall have specified the proposed alteration and the same shall be passed and approved by at least two-thirds of the delegates present and voting at such meeting or by a General Referendum by post to all members of the Federation with such amendments being passed and approved by at least two thirds of the delegates of Member Societies replying by post. Any such amendment shall be subject to any Ministerial approval required under the Queensland Associations Incorporation Act PROVIDED THAT the exhibition of the proposed altered rules at a place specified in the Notice convening such meeting shall be deemed sufficient compliance with this rule.

53. **NOTICES**

- a) Any notice requiring to be served on any member may be served on a Member by delivery or by sending it through the post in a prepaid envelop or wrapper addressed to such Member at the address appearing on the Register of Members.
- b) Any notice served by post shall be deemed to have been served on the day on which according to the ordinary course it would have been delivered and in providing such service it shall be sufficient to prove that the envelope was properly addressed, stamped and put into the Post Office.

54. **INDEMNITY**

Every Member of the Board and other officer or servant of the Federation shall be indemnified by the Federation against, and it shall be the duty of the Board, out of the funds of the Federation, to pay all costs, losses and expenses which any of such persons may incur or become liable to by reason of any act or thing done by him as such member of the Board, or officer or servant of the Federation or in any way in the discharge of his duties including travelling expenses, or in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted, and the amount for which such indemnity is provided, shall immediately attach a lien on the property and assets of the Federation and have priority as between the Members over all other claims.

55. No Member of the Board or other officer or servant of the Federation shall be liable for the acts, receipts, neglects or defaults of any other Member of the Board, Officer or servant of the Federation or for joining in any receipt or other act for conformity or for any loss or expense happening to the Federation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Federation for the insufficiency or deficiency of any security in or upon which any of the moneys of the Federation shall be invested or for any loss or damage arising from bankruptcy, insolvency or unlawful act of any person with whom any moneys, securities or

assets shall be deposited or from any loss occasioned by any error or judgement or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in the execution of his duties or in relation thereto unless the same happen through his own dishonesty, wilful negligence, default, breach of duty or breach of trust.

56. **BY-LAWS, RULES AND REGULATIONS**

The Board shall have power from time to time to make such By-laws and regulations not inconsistent with these Rules as in the opinion of the Board are necessary and desirable for the proper control, administration and management of the Federation's operations, finances, affairs, interests, effects and property and for the contributions, duties, obligations and responsibilities of the members and to amend or rescind from time to time any such By-laws or regulations.

57. **DISSOLUTION OF THE FEDERATION**

The Federation shall not be wound up except by resolution of three-quarters of those delegates present at a General Meeting called for the purpose. In the event of the winding up of the Federation the remaining assets and funds shall not be distributed amongst the Members of The Federation, but shall be devoted to organisations with objects similar to those of the Federation, approved by the majority of delegates present.

58. **CONSTRUCTION OF RULES**

In the event of any question arising as to the construction of any of the foregoing Rules or as to any matter not provided for by these Rules the Board shall have power to decide the same and the decision shall be final.

We the undersigned, on behalf of each of our film societies, hereby form the **FEDERATION OF QUEENSLAND FILM SOCIETIES** and adopt this as our Constitution on this day, April 14 2012.

- Kerry McKinnon, Brisbane Film Study Group
- Christine Zimmer, Gold Coast Film Study Group
- Bill White, Townsville Cinema Group
- Ruth Baker, Noosa Film Society