

### FILM SOCIETY CONSTITUTIONS

#### What is a Constitution?

A constitution is simply a set of aims and rules which an organisation adopts to control its operation, is binding on all members and guards their rights as members. An organisation that does not have members should still have aims and rules but would not call them a constitution.

There are many ways a film society can operate and these are explored in Information Sheet 01.

Aims and Rules for Community Cinemas and Film Festivals are developed in Information Sheets 04a and 04b.

#### Is a Constitution of any use?

Only when all members say that they will abide by it and act in accordance with it. It is a useless document when members or management agree on the rules but then choose to ignore any or all of them.

#### Is a Constitution necessary?

A democratic organisation must have a document setting out members' rights, committee responsibilities and rules for the governance of the organisation.

For an organisation without members such as a Community Cinema or Community Film Festival, the aims and rules specify the method of operation for the management (and committee if any) and are necessary to be considered for membership with the FVFS.

If your film society wishes to become a member of the Federation of Victorian Film Societies then the film society must have a constitution or aims and rules which:

1. Has aims appropriate to a film society.
2. Allows the film society to operate free of control from other organisations. The exception is one operating under the guidance and constitution of a parent organisation in which case the rules must reflect this.
3. Defines who can be members and states their rights.
4. Defines the committee of management and the election procedures (if any) for the appointment of the committee.
5. Defines the types and frequency of meetings of the organisation, as distinct from screenings, and how these meetings are to be called.

6. Specifies that the organisation is to be non-profitmaking, i.e. any excess funds to be held within the organisation to further its aims and operation. Funds are not to be distributed in any way to members or to other organisations.
7. States that in the event of winding up the remaining assets and funds are to be distributed to further the aims of the film society movement and not be distributed to remaining members or unapproved organisations.

***The FVFS has responsibilities to other organisations to ensure that member societies meet the requirements listed above. As a result, these organisations extend special privileges to member societies.***

Before applying for membership with the FVFS it is necessary for your organisation to agree to meet the requirements of the FVFS.

To assist your film society to prepare a constitution two possible models are attached. Your organisation may adopt a constitution as it stands or it may wish to make changes to the wording or add extra clauses. The model constitutions are considered to contain the minimum requirements for the constitution of a film society.

Where a society is considering becoming incorporated the model rules supplied by Business Affairs should be considered for adoption and submitted to the FVFS. They are much more extensive and cover many more situations. If you choose to do so however, you will need to prepare and append your own statement of aims that define objectives appropriate to a film society

See our Information Sheet 08 on incorporation.

Where an organisation operates under a constitution of a parent organisation, that organisation's constitution should meet the requirements described above. In this case also, the organisation needs to prepare and adopt for themselves, a set of aims appropriate to a film society which may be less extensive than those of an independent organisation, as per the second model provided.

## CONSTITUTION FOR AN INDEPENDENT FILM SOCIETY

Adopted (date) .....

[This constitution is designed for the situation where the organisation operates independently of any other organisation, is a not-for-profit organisation and is registered with the ATO as a charity organisation supporting the Arts]

### 1. NAME

The Organisation will be known as ..... hereinafter referred to as the Society.

### 2. OBJECTIVES

The objectives of the Society are:

- 2.1 To present members' choice of films in a comfortable cinematic environment, regardless of the medium, that ensures the screenings are social events and promote interaction between members and with the local community.
- 2.2 To encourage interest in film as an art form and as a medium of information and education by means of the exhibition of a wide range of quality cinema selected from all countries and all genres.
- 2.3 To promote the study, discussion of and appreciation of film by means of lectures, discussions, exhibitions and publications.

### 3. MEMBERSHIP

Membership will be open to the public at an annual subscription rate that will be fixed by the Society on recommendation by the Committee of Management.

### 4. MANAGEMENT

- 4.1 The management of the Society rests with a committee consisting of up to 8 members including a President, Secretary and Treasurer and such other officers as may be appointed from time to time by the members of the Society.
- 4.2 A quorum of the committee consists of a majority of its members.
- 4.3 The committee is empowered to co-opt members to the committee for specific projects or functions as required. This co-option will cease when the project is complete or at the next AGM, whichever occurs first. Co-opted members shall not have voting rights at the Management Committee and are not counted when determining a quorum.
- 4.4 The committee will be elected at the Annual General Meeting and will hold office until the conclusion of the next Annual General Meeting following their appointment

### 5. FINANCE

- 5.1 The Treasurer will present prior to or at the Annual General Meeting of the Society a statement of the financial affairs of the Society since the previous Annual General Meeting, which shall have been audited by some qualified person who is not a member of the committee.

5.2 The Society will be non-profitmaking and any balance at the end of the year shall be carried forward to furthering the objects of the Society.

5.3 The officers and members of the committee shall not receive payment either direct or indirect for their services or for other than legitimate expenses incurred in their work on behalf of the Society.

## 6. GENERAL MEETINGS

6.1 An Annual General Meeting will be held once each calendar year and not more than eighteen months after the previous Annual General Meeting. Notice of the meeting shall be in writing and circulated to all financial members at least 14 days prior to the date of the meeting.

6.2 The purpose of the Annual General Meeting will be to receive a report of the activities of the Society since the last Annual General Meeting and to elect the management committee for the next financial year.

6.3 A Special General Meeting may be called at any time by the committee or upon a request in writing being made to the Secretary and signed by at least 5 financial members of the Society stating the nature of the business to be considered.

6.4 The Secretary shall give at least 14 days notice of a Special General Meeting to all financial members of the Society. The notice shall be in writing and state the nature of the business to be considered.

6.5 The quorum for any General Meeting shall be 5 financial members.

## 7. CONSTITUTION

No alteration to the Constitution may be made except at the Annual General Meeting or a Special General Meeting of the Society, provided that any proposed alteration will have been circulated in writing to all financial members at least one month prior to the meeting and that the proposals shall be supported by a simple majority of the financial members present at the meeting.

## 8. DISPUTES

In the event of a dispute that cannot be resolved within 14 days a person acceptable to all of the disputing parties shall be nominated to act as a mediator.

## 9. WINDING UP

The Society will not be wound up except by resolution of three quarters of those members present at a Special General Meeting called for the purpose. In the event of the winding up of the Society the remaining assets and funds shall not be distributed amongst members of the Society, but shall be devoted to objects similar to those of the Society and approved by the majority of members present at the SGM.

**CONSTITUTION FOR A DEPENDENT FILM SOCIETY (One that operates under the constitution of a parent organisation)**

[This constitution is designed for the situation where the organisation seeking membership with the FVFS operates as part of a larger not-for-profit organisation which has an ABN, is registered with the ATO as a charity organisation supporting the Arts, and has appropriate aims and rules, copies of which are to be provided with the membership application]

*Adopted (date) .....*

**1. NAME**

The Organisation will be known as ..... hereinafter referred to as the Society.

**2. OBJECTS**

The objects of the Society are:

- 2.1 To present members' choice of films in a comfortable cinematic environment, regardless of the medium, that ensures the screenings are social events and promote interaction between members and with the local community.
- 2.2 To encourage interest in film as an art form and as a medium of information and education by means of the exhibition of a wide range of quality cinema selected from all countries and all genres.
- 2.3 To promote the study, discussion of and appreciation of film by means of lectures, discussions, exhibitions and publications.

**3. MEMBERSHIP**

Membership will be open to the public and members of the parent organisation at annual subscription rates that will be fixed by the Society on recommendation by the Committee of Management.

**4. MANAGEMENT**

- 4.1 The management of the Society will rest with a committee consisting of up to 8 members including a President, Secretary and Treasurer and such other officers as considered necessary.
- 4.2 Up to 2 committee members may be appointed by the parent organisation. All the remaining committee members are to be elected by the members at an AGM.
- 4.3 All committee and office bearers will be appointed for a period of one year with their appointment terminating at the next AGM.
- 4.4 A quorum of the committee is a majority of its members.
- 4.5 The committee is empowered to co-opt members to the committee for specific projects or functions as required. This co-option will cease when the project is complete or at the next AGM, whichever occurs first. Co-opted members shall not have voting rights at the Management Committee and are not counted when determining a quorum.

## 5. FINANCE

- 5.1 The Treasurer will present an annual summary of accounts to the committee, the members at the AGM and to the parent organisation.
- 5.2 The Society will be non-profitmaking and any balance at the end of the year shall be carried forward to furthering the objects of the Society
- 5.3 The officers and members of the committee shall not receive payment either direct or indirect for their services or for other than legitimate expenses incurred in their work on behalf of the Society.
- 5.4 The Society purpose shall not be that of fundraising for the parent organisation.

## 6. GENERAL

In all other respects the Society will operate within the rules laid down for the parent organisation.

## 7. CONSTITUTION

No alteration to these aims or rules may be made except at a Special General Meeting of the Society, provided that any proposed alteration will have been circulated in writing to all financial members at least one month prior to the meeting and that the proposals are supported by a simple majority of the financial members present at the meeting.

## 8. DISPUTES

In the event of a dispute that cannot be resolved within 14 days a person acceptable to all of the disputing parties shall be nominated to act as a mediator.

## 9. WINDING UP

The Society will not be wound up except by resolution of three quarters of those members present at a Special General Meeting called for the purpose. In the event of the winding up of the Society the remaining assets and funds shall not be distributed amongst members of the Society, but shall be devoted to objects similar to those of the Society and approved by the majority of members present at the SGM.