

### FILM SOCIETY CONSTITUTIONS etc

#### Terminology.

An organisation acceptable to the FVFS may be governed by a constitution, rules, by-laws or special resolutions. Whatever they are called they must contain acceptable guiding principles and acceptable aims. They are defined as follows:-

- **A constitution** is a formal set of aims and rules which an organisation adopts to control its operation, is binding on all members and guards their rights as members. It defines the organisation and allows it to be authenticated by the FVFS.
- **Rules** are the same as a constitution except they may not always contain the aims of the organisation. To be acceptable to the FVFS an organisation must have both aims and rules. If an organisation is incorporated it will have a constitution or rules and aims approved by Consumer Affairs which cannot be amended without their approval.
- **By-laws** are still guiding rules, but are approved by the organisation at an AGM. They are designed to define the operation of a “Dependent” organisation which operates under the auspices and rules of a Parent organisation. They are effectively the rules of operation of the dependent organisation sub-committee of the Parent Organisation. They must include aims, and be approved by the FVFS.
- **Special Resolutions** are identical to by-laws but may need to be so named to satisfy the rules of the Parent Organisation. They are especially useful if an organisation is incorporated using the Consumer Affairs Model Rules to provide operating procedures specific to the organisation and interpret the Consumer Affairs Model rules in the context of the organisation.

From now on in this information sheet, the term “Rules” is used as a general term to include constitution, rules, by-laws, special resolutions and the aims of the organisation.

There are many ways a film society can operate and these are explored in Information Sheet 01. Acceptable rules are developed later in this Information Sheet (03).

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

## **Are Rules of any use?**

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

## **Are Rules necessary?**

A democratic organisation must have an agreed written document setting out members' rights, committee responsibilities and rules for the governance of the organisation, as well as defining the organisations aims.

For an organisation without members such as an NPV Cinema or NPV Film Festival, rules specify the method of operation for the management (and committee if any) and their aims, and are necessary to be considered for membership with the FVFS. An organisation without approved rules cannot be accepted 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 rules which meet the conditions specified in Information Sheet 01.

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

To assist your film society to prepare rules, alternative models are offered. Your organisation may adopt any of the model rules as presented or you may wish to make changes to the wording or add extra clauses. The model rules are considered to contain the minimum requirements for a film society.

Where a society is to become incorporated the model rules supplied by Consumer Affairs should be considered for adoption and the FVFS will accept these. They are much more extensive and cover many more situations. If you choose to do so however, you will need to prepare and include your own statement of aims that define objectives appropriate to a film society and are acceptable to the FVFS. Aims appropriate to a film society have been proposed in Appendix A.

Model rules have been prepared to cover several possible situations:

1. **If the organisation plans to become incorporated using Consumer Affairs Model Rules:-**

Incorporation of the film society makes it a "legal entity" which protects the individual members of the society from legal liabilities. (See Information Sheet 08 for details).

In this case we recommend that you adopt the Consumer Affairs Model rules as they stand, and submit your formal aims which are to be included in the Model rules (as required by Consumer Affairs). The FVFS has proposed some for your consideration in Appendix A. Whatever you select must also be acceptable to the FVFS as appropriate for a film society.

In this situation you might consider also adopting some Standing Resolutions/By-laws within the organisation which are to be read in conjunction with the Consumer Affairs Model rules and operate as procedural guidelines. These do not need to be approved by Consumer Affairs but would be part of

the application to the FVFS. Suggestions are included in Appendix B.

**2. If you prefer to incorporate using your own rules:-**

Your rules will need to include your aims, and will have to be approved by both Consumer Affairs and the FVFS. Your rules will have to consider all 23 points required by Consumer Affairs (See Information Sheet 08) and we recommend that they include aims based on those suggested in Appendix A.

**3. If you do not plan to incorporate:-**

If you do not plan to incorporate now or in the future, then you still need to adopt rules which meet the requirements of the FVFS as listed in Information Sheet 01. They should also include acceptable aims – which could be those from Appendix A. An acceptable sample constitution is included as Appendix C.

**4. Where an organisation operates under the rules of a Parent Organisation:-**

When an organisation operates under auspices of a “Parent Organisation” the Parent’s rules must meet the requirements described in Information Sheet 01. In this case also, the organisation needs to prepare and adopt for themselves, a set of rules which may be less extensive than those of an independent organisation and include aims appropriate to a film society.

If the organisation operates as a sub-committee of the Parent Organisation, either the Parent Organisation or the sub-committee will need to adopt special resolutions or by-laws which define the film society operation and its aims. An acceptable model is provided in Appendix D. Film Society members are defined as those that sign up to the Film Society.

Alternatively, if the film society relies on the rules of the Parent Organisation and all members of the Parent Organisation are considered members of the film society whether they attend or not, the “effective membership” of the film society for the purposes of affiliating with the FVFS may be based on the average attendance at screenings. Appendix E caters for this situation.

Whichever set of rules you choose, they will remain in place to remind future committee members how the film society is intended to operate to meet the requirements of the FVFS and the film and DVD distributors expectations.

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Federation of Victorian Film Societies

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**Aims of the Film Society**

- a. 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.
- b. To encourage interest in film as an art form and as a medium of information, social awareness, education and entertainment by means of the exhibition of a wide range of quality cinema selected from all countries and all genres.
- c. To promote the study, discussion of and appreciation of film by means of lectures, discussions, exhibitions and publications.

## **Standing Resolutions/By Laws of the Film Society when incorporated using Consumer Affairs Model Rules**

These resolutions are to be read in conjunction with the Consumer Affairs Model Rules, and together constitute the rules of the ..... Film Society inc.

Standing resolutions can be changed only at a General Meeting of the society after the appropriate procedures for dealing with special resolutions, as prescribed in the Model Rules.

*You must complete the Name (above) and item 4 and add the date.*

1. A completed application form constitutes a formal application to become a member of the film society. (Ref Model rule 9)
2. At each meeting of the committee a list of new membership applications received since the last meeting is to be presented to the committee for ratification. And the fact is to be recorded in the minutes. (Ref Model rules 10 and 11)
3. The society annual membership ticket is sufficient to advise the applicant of their successful application to join the society, and constitutes a receipt of payment. (Ref Model rule 10)
4. The membership year of the film society is (eg Jan – Dec)..... [Note that this does not have to coincide with the society's financial year, or the membership year for joining the FVFS]
5. A member is still regarded as a member until 12 months after membership is due, but their rights (admission to screenings, right to vote and newsletter) are suspended until membership payment has been made. (Ref Model rule 12). After 12 months they are taken to have resigned. (Model rule 17)
6. The film society recognises Full members, Concession members and Life members only. (Ref Model rule 14)
7. Nominations for election to all positions on the committee must be called for in sufficient time for nominations to be received at least 7 days prior to the meeting at which the elections are to be held (Ref Model rule 51)
8. At the AGM the meeting decides:-
  - a. The fees for the forthcoming year and when they are due.(Ref Model rule 12)
  - b. The office bearers for the next year. (Ref Model rule 51)
  - c. The number of general committee needed and who they are. (Ref Model rule 53)
9. The treasurer is permitted to use EFT (Electronic funds transfer) for payments on behalf of the society for any amount previously approved by the committee for payment.
10. The treasurer may expend funds on behalf of the society (including by EFT) up to a previously agreed limit without requiring prior approval from

the committee for each item for which funds are expended. (Ref Model rule 69 (3)).

11. The treasurer may maintain a cash float provided that all money paid to or from the float is accurately recorded at the time of the transaction. (Ref Model rule 69 (6)).

*[Note: References in brackets refer to paragraphs of the Consumer Affairs Victoria Model rules as at September 2013]*

**Appendix C (of Information Sheet 03)**  
**CONSTITUTION OF 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 qualifies to be registered with the ATO as a charity organisation supporting the Arts]*

*You must complete items 1, 3 and 5.1 and include the date.*

1. NAME

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

2. AIMS OF THE SOCIETY

- 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, social awareness, education and entertainment 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. The membership year shall be (eg Jan – Dec) .....[Note: This does not have to align with the society's financial year].

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 society shall manage its finances such that they are readily distinguishable from any other linked organisation. Preferably this would mean separate bank accounts.
- 5.2 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 has been validated as being correct by another member of the society.
- 5.3 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.
- 5.4 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.
- 5.1 The Financial year of the society shall be ..... (eg July – June) or as otherwise determined by the society at an AGM.

## 6. GENERAL MEETINGS

- 6.1 An Annual General Meeting will be held within 5 months of the end of each financial year. 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, including a financial report 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 21 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 10% of financial members entitled to vote.

## 7. CHANGES TO THE 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 21 days prior to the meeting and that the proposals shall be supported by three quarters 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.

10. RECORDS

The society shall retain accurate records of committee meetings, annual and special meetings, membership lists and financial accounts. All records shall be available for inspection by members on request.

# **COMPLETE RULES FOR A DEPENDENT FILM SOCIETY**



*(One that operates under the rules of a parent organisation)*

*You must complete items 1, 3 and 5.6. and include the date.*

*[These rules are 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 and qualifies for being registered with the ATO as a charity organisation supporting the Arts, but operates more-or-less independently of the Parent. The Parent must have appropriate aims and rules, copies of which are to be provided with the membership application.*

*Members of the Parent Organisation are free to join the film society by payment of a nominal membership fee, and membership of the film society with the FVFS is based on the number of paid up members.*

*Note that the film society still needs its own rules, and be careful they do not conflict with those of the Parent Organisation.]*

Adopted (date) .....

1. NAME

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

2. AIMS

The aims 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, social awareness, education and entertainment 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. The membership year shall be (eg Jan – Dec)..... [Note: This does not have to align with the society's financial year].

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 who are not members of the film society 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.
  - 4.4.1.1 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.
- 4.5 An AGM should be held within 5 months of the end of each financial year.

## 5 FINANCE

- 5.1 The society shall manage its finances such that they are readily distinguishable from any other linked organisation. Preferably this would mean separate bank accounts.
- 5.2 The Treasurer will present an annual summary of accounts to the committee, the members at the AGM and to the Parent Organisation.
- 5.3 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.
- 5.4 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.
- 5.5 The Society purpose shall not be that of fundraising for the Parent Organisation.
- 5.6 The Financial year of the society shall be ..... (eg July – June) or as otherwise determined by the society at an AGM.

## 6. GENERAL

In all other respects the Society will operate within the rules laid down for the Parent Organisation.

## 7. CHANGES TO THESE RULES

No alteration to these 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 21 days prior to the meeting and that the

proposals are supported by three quarters 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.

10. RECORDS

The society shall retain accurate records of committee meetings, annual and special meetings, membership lists and financial accounts. All records shall be available for inspection by members on request.

**Appendix E (of Information Sheet 03)**

**SPECIAL RESOLUTIONS or BY-LAWS FOR A  
DEPENDENT FILM SOCIETY**

*(One that operates under the rules of a parent organisation and is run by a sub-committee of that parent)*

*You must complete items 2, 4.3 and 6.6 and include the date.*

*[These rules are designed for the situation where the organisation seeking membership with the FVFS operates as a sub-committee of a larger not-for-profit organisation which has an ABN and which has appropriate aims and rules, copies of which are to be provided with the membership application.*

*In this scenario, all members of the Parent Organisations are considered members of the film society and can attend screenings at no additional cost. Membership of the film society with the FVFS is then based on average attendance at screenings.*

*Note that the film society still needs its own aims and rules, and be careful they do not conflict with those of the Parent Organisation.]*

**Special Resolutions / By Laws**

Adopted (Date . . . . . )

1. NAME
  
2. The sub-Organisation will be known as ..... hereinafter referred to as the Society.
  
3. The objects of the Film Society shall be :-
  - 3.1 To encourage interest in film as an art form and as a medium of information, social awareness, education and entertainment by means of the exhibition of a wide range of quality cinema selected from all countries and all genres.
  - 3.2 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.
  - 3.3 To promote the study, discussion of and appreciation of film by means of lectures, discussions, exhibitions and publications.
  - 3.4 To provide a means of bringing the Club Community together on a regular basis in a spirit of goodwill and enjoyment.
  
4. MEMBERSHIP
  - 4.1 All members of the Parent Organisation are considered to be members of the film society, with no additional payment required to attend screenings. The term "members" hereinafter refers to financial members of the Parent Organisation. .
  - 4.2 The effective "membership" of the Film Society, for the purposes of affiliating with the Federation of Victorian Film Societies, is to be determined by multiplying the average attendances at screenings by 1.6. The film society therefore needs to keep accurate records of attendances at all screenings.
  - 4.3 The membership year shall be (eg Jan – Dec)..... [Note: This does not have to align with the society's financial year].

## 5. MANAGEMENT

### 5.1

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.

### 5.2

Up to 2 committee members may be appointed by the committee of the Parent Organisation. All the remaining committee members are to be elected by the members at an AGM.

### 5.3

All committee and office bearers will be appointed for a period of one year with their appointment terminating at the next AGM.

### 5.4

A quorum of the committee is a majority of its members.

### 5.5

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.

### 5.6

An AGM should be held within 5 months of the end of each of the society's financial years.

## 6. FINANCE

6.1 The society shall manage its finances such that they are readily distinguishable from any other linked organisation. Preferably this would mean separate bank accounts.

6.2 The Treasurer will present an annual summary of accounts to the committee, the members at the AGM and to the Parent Organisation.

6.3 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.

6.4 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.

6.5 The Society shall not be used to raise funds for the Parent Organisation.

6.6 The Financial year of the society shall be ..... (eg July – June) or as otherwise determined by the society at an AGM.

## 7. GENERAL

In all other respects the Society will operate within the rules laid down for the Parent Organisation.

## 8. CHANGES TO THESE RULES

No alteration to these 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 the committee of the Parent Organisation and all financial members at least 21 days prior to the meeting and that the proposals are supported by three quarters of the financial members present at the meeting. Any agreed changes are to be referred to the FVFS for information.

## 9. 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.

## 10. 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.

## 11. RECORDS

The society shall retain accurate records of committee meetings, annual and special meetings, screening attendances and financial accounts. All records shall be available for inspection by members on request.