

Federation of Victorian Film Societies Inc

INFORMATION SHEET 08 - (30th March 2026)

INCORPORATION

The FVFS recommends that all of the organisations affiliated with the FVFS become incorporated with the CAV (Consumer Affairs Victoria) because of the protection it offers to all individual members. However this is not a mandatory and might not suit the needs of the smaller society.

What is Incorporation?

Incorporation of a film society means that it becomes a separate legal entity in its own right, separate from the individual members. In other words, the film society is considered at law to have a distinct identity that continues despite changes to its membership.

Incorporation allows your film society to:

- **continue** regardless of changes to membership
- **accept** gifts and bequests
- **buy and sell** property
- **enter** into enforceable contracts
- **sue or be sued**, and
- **invest** and **borrow** money.

Incorporation also provides benefits for members and officers, including:

- **protection** against personal responsibility for any debts or liabilities incurred by the film society, and
- **limits** personal liability of members to outstanding fees.

Affiliated film societies are non-profit organisations. Any profits made should be put back into the film society and not provided as personal gain for its members. This is also a requirement of Incorporation.

Statutory Obligations of Incorporation

Although Incorporation confers benefits upon the film society and its members, it also brings a number of statutory obligations. If the film society fails to comply, it may lead to prosecution under the law.

These obligations relate to:

- Financial reporting
- Trading
- Office holder duties and indemnities
- Member rights and obligations

- Specific mandatory matters
- Model rules for adoption
- Procedures for resigning and cessation of membership
- Preparing and keeping minutes
- Access to minutes and financial statements
- Discipline of members
- Grievance procedures
- The Secretary is the “Public Officer”.

The legislation means that:-

- The association’s rules constitute the terms of contract between the association and its members
- If an association’s current rules do not make provision for a mandatory matter required by the legislation, the matter is deemed to be included in the rules.
- If the association’s current rules are inconsistent with the Incorporation law then they are deemed to be of no effect.
- If an association adopts the CAV Model Rules it is deemed to have addressed all mandatory matters required of the Incorporation law.
- Changes to the Model Rules, other than statutory modifications (ie clauses 1 – 3) require Registrar approval. In this case the association will be regarded as employing their own rules.
- Organisations with less than \$250,000 revenue will not need an auditor unless specified by their own rules, but financial reports should be endorsed by the treasurer and a second member of the committee.

Read more about the obligation of Incorporated Associations and responsibilities of its officers in the Consumer Affairs Fact Sheets available on their website:

<http://www.consumer.vic.gov.au/forms> and click on “Incorporated Associations”.

Your Own Rules

An organisation is permitted to incorporate using their own rules, but they must address all the mandatory requirements.

These are listed in Appendix A of this Information Sheet. These may be updated from time to time, so check with the Consumer Affairs website.

Supplementary Rules

You may find the Model Rules provided by Consumer Affairs are too generic and may be difficult to interpret in your situation. Rather than go to the effort of creating your own rules with the additional cost of lodging them, you might consider adopting your own Supplementary Rules. Think of these as operating guidelines or clarification of the generic statements in the Model Rules. They must not conflict in any way with the CAV Model Rules and may be added to or modified by the film society itself without reference to Consumer Affairs. It is recommended that they specify that they can only be modified by Special Resolution at an AGM. See also FVFS Information Sheet 11 for more details about Supplementary Rules.

How do you incorporate?

When your committee decides that your film society should incorporate with the CAV, you must:

- **conduct** a general meeting of members (with appropriate notice) (this could be an AGM) where the members must, by majority vote:
 - **authorise** a person to incorporate the film society,
 - **approve** the proposed aims that also meet the requirements of the FVFS,
 - **approve the** aims and rules that comply with the Act or direct the committee to apply to adopt the model rules.

The authorised person must then:

- **complete and lodge**, with the fee:
 - the Application for Incorporation,
 - a copy of the proposed aims of the film society, and its financial year,
 - a request to adopt the Consumer Affairs Model Rules or provide a copy of the proposed “Own Rules”.
- **post** your Application for Association Incorporation form, supporting documents and registration fee to: Consumer Affairs Victoria GPO Box 4567 Melbourne 3001

Charges for incorporation

In March 2026 the following costs applied:-

Application for Incorporation \$84.10 (Using Model rules) or \$504.30 (Using your Own Rules).

Lodgement of an Annual statement \$50.40 – \$201.70 depending on tier, unless the organisation is registered with ACNC as a charity, in which case you are exempt from submitting annual reports to Consumer Affairs as ACNC will do so on your behalf, at no charge. (ACNC is the Australian Charities and Not-for-profit Commission).

Application for approval to change the rules \$437.10 (or \$151.30 to change your name only).

For the latest charges see <http://www.consumer.vic.gov.au/clubs-and-not-for-profits/incorporated-associations/fees-and-forms>

Further Reading

More information on Associations is available from:

Consumer Affairs Victoria at website www.consumer.vic.gov.au

FVFS Information Sheet 05 - Tax issues and the ACNC.

FVFS Information sheet 11 – Standing Resolutions

APPENDIX A: Required Provisions of Association Rules.

If you prefer to prepare your Own Rules, you must cover all the essential items required by CAV, as described in their website:

<https://www.consumer.vic.gov.au/clubs-and-fundraising/incorporated-associations/running-an-incorporated-association/rules>.

If this link has changed since writing, search their website for “required provision of association rules”.