

The Melbourne Cinémathèque Incorporated Constitution

NAME

- #1. The name of the incorporated association is The Melbourne Cinémathèque Incorporated (in these rules called 'the Association').

INTERPRETATION

- #2. (1) In these rules, unless the contrary intention appears -

'*She*' or '*her*' should be interpreted as 'he' or 'his' or 'him' as appropriate.

'*Member*' means a member of the Association, whether an Annual member or a Mini-pass member.

'*Annual Member*' means a member who is entitled to view the films shown by the Association, in the regular screening's program, for the benefit of members, during any twelve month period.

'*Mini-pass Member*' means a member who is entitled to view the films shown by the Association in the regular screening's program for the benefit of members during the period for which her membership entitles her to view films.

'*Concession holder*' means a full time student or recipient of a government income support payment or any other group the committee may nominate from time to time.

'*Committee*' means the Committee of Management of the Association.

'*Ordinary Member of the Committee*' means a member of the Committee who is not an officer of the Association under Rule 24.

'*Financial year*' means a year commencing 1st January and concluding 31st December.

'*General Meeting*' means a general meeting of members convened in accordance with Rule 13.

'*Films*' includes any audio visual presentation.

DELETE: '*The Act*' means the Associations Incorporation Act 1981. INSERT '*The Act*' means the Associations incorporation Reform Act 2012

'*The Regulations*' means Regulations under the Act.

- (2) In these rules, a reference to the Secretary is a reference to **DELETE**
(a) where a person holds office under these rules as Secretary of the Association - to that person; and

(b) in any other case, to the Public Officer of the Association.

INSERT a person holding office under these rules as Secretary of the Association, (known as the Public Officer of the Association prior to the Act).

- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

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STATEMENT OF PURPOSES

- #3. (1) The objects of The Melbourne Cinémathèque Incorporated shall be:
- (a) to develop critical appreciation and greater awareness of Film;
 - (b) to educate people about Film;
 - (c) to increase opportunities for viewing films.
- (2) And to these ends it may engage in the following activities:
- (a) hold screenings of films;
 - (b) organise discussion groups on films, film techniques, and film criticism;
 - (c) invite people to speak on these subjects;
 - (d) encourage members to participate in the making of films;
 - (e) publish a bulletin containing information and critical discussion in relation to films
 - (f) buy films and/or the rights to films for screenings and for hire to others;
 - (g) any other activity to further the interests of film.

APPLICATION FOR MEMBERSHIP

- #4. (1) A natural person is eligible to become a member of the Association on payment of the annual or mini-pass subscription payable under these rules.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall be admitted to membership -
- (a) if she pays the membership fee payable under these rules; and
 - (b) her admission as a member is approved by the Committee.
- (3) Applications for membership of the Association-
- (a) shall be made in writing in a form such as that set out in Appendix 1; and
 - (b) shall be lodged with the Secretary of the Association.
- (4) An applicant for membership of the Association shall pay the annual or mini-pass membership fee payable at the time she makes that application.
- (5) As soon as is practicable after the receipt of an application the Secretary shall refer the application to the Committee.
- (6) Upon an application being referred to the Committee, the Committee shall determine whether to approve or reject the application.
- (7) Upon an application being rejected by the Committee, the Secretary shall, with as little delay as possible, notify the applicant in writing that her application has been rejected and

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shall refund payment of the membership fee within a period of 28 days after notification to the applicant of the Committee's rejection of her application.

(8) The Secretary shall, upon payment of the amounts referred to in sub-clause (4) at the time referred to in that sub-clause and upon acceptance of the Committee of the applicant as a member, ~~DELETE enter~~ **INSERT include** the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the association.

(9) A right, privilege, or obligation of a person by reason of her membership of the association-

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon the cessation of her membership whether by death or resignation or otherwise.

ENTRANCE FEE AND SUBSCRIPTION

#5. (1) The fee for a mini-pass membership will be set by the committee and shall be paid before the period for which membership is sought.

(2) The fee for an annual membership will be set by the committee and shall be paid before the 12 month period for which membership is sought.

(3) A member shall not be entitled to view any films, unless and until payment of the appropriate membership fee has been received by the Association.

(4) The Committee may vary the membership fees from time to time.

#6. (1) Annual membership of the Association shall entitle a member to view any and/or all films shown by the Association for the benefit of members during the 12 month period in which that person's membership is current.

(2) The Committee does not warrant or guarantee to its members that a member shall be-

(a) able to attend any particular and/or every film where obvious or unforeseen contingencies make it impractical, or physically or legally impossible for such member to view such film.

(b) entitled to view films on at least one occasion during every week to which that member's period of membership applies.

REGISTER OF MEMBERS

#7. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the ~~DELETE Public Officer~~ **INSERT Secretary**.

RESIGNATION

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#8. (1) A member of the Association who has paid all moneys due and payable by her to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of her intention to resign and upon the expiration of that, period of notice, the member shall cease to be a member.

(2) Upon the expiration of a notice given under sub-clause (1), the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

PRIVACY POLICY

#9. The Melbourne Cinémathèque complies with the Victorian Information Privacy Act.

EXPULSION

#10. (1) Subject to these rules, the Committee may by resolution-

(a) expel a member from the association;

(b) suspend a member from membership of the Association for a specified period; or

(c) fine a member in accordance with the Regulations; if the Committee is of the opinion that the member -

(i) has refused or neglected to comply with these rules; or

(ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.

(2) A resolution of the Committee under sub-clause (1) -

(a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and

(b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.

(3) Where the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing-

(a) setting out the resolution of the Committee and the grounds on which it is based;

(b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;

(c) stating the date, place and time of that meeting;

(d) informing the member that she may do one or more of the following:

(i) Attend that meeting;

(ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and

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(iii) Not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that she wishes to appeal to the Association in general meeting against the Resolution.

(4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee

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(a) shall give to the member an opportunity to be heard;

(b) shall give due consideration to any written statement submitted by the member;

and

(c) shall by resolution determine whether to confirm or to revoke the resolution.

(5) Where the Secretary receives a notice under sub-clause (3), she shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within twenty-one days after the date on which the Secretary received the notice.

(6) At a general meeting at the Association convened under sub-clause (5) -

(a) no business other than the question of the appeal shall be transacted;

(b) the Committee may place before the meeting details of the grounds for the

resolution

and the reasons for the passing at the resolution;

(c) the member shall be given an opportunity to be heard; and

(d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(7) If at the general meeting-

(a) two-thirds of the votes cast (in person or by proxy) are in favour of the confirmation of

the resolution, the resolution is confirmed; and

(b) in any other case, the resolution is revoked.

Grievance procedure

[FORMAT Number to be added and others following adjusted]

Application

(1) The grievance procedure set out applies to disputes under these Rules between—

(a) a member and another member;

(b) a member and the Committee;

(c) a member and the Association.

(2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

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26 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

27 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
 - (a) notify the Committee of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

ANNUAL GENERAL MEETING

- #11. (1) The Association shall in each calendar year convene an Annual General Meeting of its members.
- (2) The Annual General Meeting shall be held on such day as the Committee determines.

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- (3) The Annual General Meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the Annual General Meeting shall be-
 - (a) to confirm the minutes of the last preceding Annual General Meeting and or any general meeting held since that meeting;
 - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
 - (c) to elect the members of the Committee; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.
- (5) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- (6) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETINGS

- #12. All general meetings other the Annual General Meeting shall be called special general meetings.
- #13. (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than eighteen months would lapse between Annual General Meetings, shall convene a special general meeting before the expiration of that period.
 - (2) The Committee shall, on the requisition in writing of not less than 20 per cent of the total number of members, convene a special general meeting of the Association.
 - (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
 - (4) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
 - (5) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable and properly incurred expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

NOTICE OF MEETINGS

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- #14. (1) The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be posted a notice at the then usual venue for showing films stating the place, date and time of the meeting and the nature of the business to be transacted, and she may, additionally at her discretion, advertise the above particulars of that meeting in an e-mail to the membership at least 7 days before the date fixed for that meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting.

PROCEDURE OF MEETINGS

- #15. (1) All business that is transacted at a special general meeting and all business that is transacted at the Annual General Meeting, with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting, shall be deemed to be special business.
1. No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) Twenty members or ten per cent of the then total membership of the Association, whichever is less, personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 5) shall be a quorum.
- #16. (1) The President, or in her absence, the Treasurer, or in their joint absence the **INSERT the Committee** Secretary, shall preside as Chair at each general meeting of the Association.
- (2) If the President, Treasurer and **INSERT Committee** Secretary are all absent from a general meeting, the members present shall elect one of their number to preside as Chair at the Meeting.
- #17. (1) The Chair of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

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- (2) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- #18. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute ~~DELETE Book~~ ~~INSERTs~~ of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
- #19. (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of voting on a question the Chair of the meeting is entitled to exercise a second or casting vote.
- #20. (1) If at a meeting a poll is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chair may direct and the resolution of the Poll shall be deemed to be a resolution of the meeting on that question.
1. A poll that is demanded on the election of a Chair or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chair may direct.
- #21. A member is not entitled to vote at any meeting unless all moneys due and payable by her to the Association have been paid.
- #22. (1) Each member shall be entitled to appoint another member as her proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 2.

COMMITTEE

- #23. (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 25.
- (2) The Committee -
- (a) shall control and manage the business affairs of the Association;
- (b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
- (c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

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- #24. (1) The officers of the Association shall be-
- (a) a President;
 - (b) a Treasurer; and
 - (c) ~~DELETE a Secretary~~ **INSERT a Committee Secretary (This may be a different person from the Secretary of the Association).**
 - (d) a Secretary of the Association. This officer may or may not be a member of the Committee.
- (2) The provisions of Rule 26 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
- (3) Each officer of the Association shall hold office until the Committee meeting occurring after the Annual General Meeting next after the date of her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-clause (1) the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Committee meeting occurring after the Annual General Meeting next following the date of her appointment.
- (5) DELETE: Upon election to the committee, a member of the committee is granted complimentary membership until 4 weeks after the next Annual General Meeting after the date of her election or re-election. INSERT: After a member has served as a Committee member for 12 continuous months, she will be granted a complimentary 12 months membership of the Association, renewable every 12 months until she is no longer a member of the Committee. It is the responsibility of the individual committee member to arrange this complimentary membership and the membership will be withdrawn if the member resigns from the committee.**
- #25. (1) Subject to section 23 of the Act, the Committee shall consist of -
- (a) the officers of the Association; and
 - (b) at least two but no more than seventeen ordinary members.
- (2) The Committee shall be elected at the Annual General Meeting of the Association in each year.
- (3) Each ordinary member of the Committee shall, subject to these rules, hold office until the next Annual General Meeting after the date of her election but is eligible for re-election.
- (4) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the next Annual General Meeting following the date of her appointment.
- (5) The Committee may, at its absolute discretion, co-opt ordinary members to the Committee to the maximum number or such members prescribed in paragraph (b) of sub-clause 25 (1) where such ordinary members make written application to the Committee to become Committee members.

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- (6) The Committee may, at its absolute discretion, co-opt up to three non-members.

ELECTION OF COMMITTEE

- #26. (1) Nominations of candidates for election as members of the Committee-
- (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (6) The officers of the Association shall be elected from the Committee elected at the most recent Annual General Meeting.
- (7) The election of the officers of the Association shall be by majority vote of the Committee which was elected at the most recent Annual General Meeting.
- (8) The officers of the Association elected at the preceding Annual General Meeting shall be entitled to exercise the rights, powers and entitlements of those offices until the newly appointed Committee elects the officers of the Association from the Committee elected at the most recent Annual General Meeting.
- (9) The first meeting of the newly appointed Committee shall take place at the earliest practicable time after the Annual General Meeting.
- #27. For the purposes of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member-
- (1) Ceases to be a member of the Association:
- (2) Becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or

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- (3) Resigns her office by notice in writing given to the Secretary.

COMMITTEE MEETINGS

- #28. (1) The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any four members of the Committee.
- (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted at such a meeting.
- (4) Any four members or at least 50% of the Committee, whichever is the greater, constitute a quorum for the transaction of the business of a meeting of the Committee.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or at a time and place convenient to the committee members present at the adjourned meeting, but that rescheduled meeting shall be held not earlier than 7 days and not later than 14 days after the adjourned meeting, however, in the case where the meeting was a special meeting, the meeting lapses.
- (6) At meetings of the Committee -
- (a) the President or in her absence the Treasurer or in their joint absence the **INSERT Committee** Secretary shall preside; or
- (b) if the President, Treasurer and **INSERT Committee** Secretary are all absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands, or if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each committee meeting shall be served on each member of the Committee by delivering it to her at a reasonable time before the meeting or by sending it by pre-paid post addressed to her at her usual or last known place of abode at least two business days before the date of the meeting or via e-mail sent either to the committee's e-group or to the member's personal e-mail address as held by the Secretary.
- (10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the

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Committee.

COMMITTEE SECRETARY

#29. The Committee Secretary shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting ~~DELETE in books provided for that purpose~~ together with a record of the names of persons present at committee meetings.

~~INSERT The Committee Secretary shall provide the Secretary of the Association with all minutes and contact details for current committee members.~~

TREASURER

#30. (1) The Treasurer of the Association -

(a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and

(b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

(2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

INSERT: SECRETARY OF THE ASSOCIATION

(1) The Secretary of the Association shall ensure performance of any duty required under the Act to be performed by the Secretary of an Incorporated Association including:

(a) maintain the register of members

(b) keep custody of the common seal (if any) of the Association and all books, documents and securities of the Association

(c) subject to the Act and these Rules, provide members with access to the rules, register of members, the minutes of general meetings and other books and documents

(d) provide information as required to Consumer Affairs Victoria including submitting annual returns and providing the Registrar notice of any change to the Secretary of the Association within 14 days of the change.

(2) Appointment of the Secretary of the Association is by the Committee as required. The Secretary of the Association may either be or not be a member of the Association or of the Committee.

(3) The Secretary of the Association ceases to occupy the position by a majority vote of the Committee or upon her resignation. The office of Secretary becomes vacant when the Secretary of the Association become a represented person under the Guardianship and Administrative Act 1986 or moves overseas.

REMOVAL OF COMMITTEE MEMBERS

#31. (1) The Association in general meeting may, by resolution, remove any member of the Committee before the expiration of her term or office and appoint another member in her stead to hold office until the expiration of the term of the first-mentioned member.

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(2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the member may require that they be read out at the meeting.

(3) **DELETE: Any committee member missing three consecutive committee meetings, either with or without apology, shall lose their membership of the committee due to regular non-attendance of committee meetings. INSERT: A committee member who fails to attend three consecutive committee meetings, with or without apology, shall lose their membership of the Committee. If a committee member has not attended two Committee meetings preceding an AGM and, subsequent to reelection at the AGM, does not attend the first committee meeting after the AGM, that Committee member shall lose their membership of the Committee.**

(4) **INSERT A committee member who fails to attend 50% of Committee meetings, with or without apology, in the period from her appointment to the Committee to the following AGM, shall lose her membership of the Committee.**

CHEQUES AND COMMON SEAL

#32. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the committee.

#33. (1) The Common Seal of the Association shall be kept in the custody of the Secretary.

(2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

#34. These rules and statement of purposes of the Association shall not be altered except in accordance with the Act.

NOTICES

#35. (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at her address shown in the Register of

Members, or via e-mail to the member's personal e-mail address as held by the Secretary

(2) Where a document is -

(a) properly addressed, prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given

to

the person at the time which the letter would have been delivered in the ordinary course of the post; or,

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(b) properly addressed and sent as an e-mail, the document shall, unless the contrary is proved, be deemed to have been delivered to the person within 3 days.

WINDING UP

- #36. (1) In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall under no circumstances be divided amongst the then members of the Association but shall be donated to one or more institutions having similar purposes and/or objects to the Association, and which institution shall in like manner prohibit the distribution of its or their property or income during its continuance or upon its winding-up, cancellation of registration or ceasing to trade or exist.
- (2) Insofar as the intention embodied in the preceding sub-clause cannot be achieved then the assets of the Association shall be donated to a charity nominated by the Committee.
- (3) The Secretary must advise the Consumer Affairs Victoria following the required process.

CUSTODY OF RECORDS

#37. Except as otherwise provided in these rules, the Secretary shall keep in her custody or under her control all books, documents, electronic records and securities of the Association.

SOURCES OF FUNDS

- #38. (1) The funds of the Association shall be derived from entrance fees, subscriptions, donations, sponsorship, advertising and such other sources as the Committee determines.
- (2) The Association shall engage in such of the following trading activities as the Committee determines, which trading activities shall not be in contravention of the Act-
- (a) the sale and or leasing of films which the Association owns or has distribution or other rights to; and
- (b) any other trading activities which the Association may legally undertake while not infringing the Act, which activities shall be approved by the Committee.

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20__ application for membership of
THE MELBOURNE CINEMATHEQUE INC.
An incorporated Screen Culture Organisation #A00 190 188
ABN 59 987 473 440

I,(please print full name of applicant)

of (address including **postcode**)

desire to become a(n):
ANNUAL (12 months)
MINI-PASS (4 consecutive nights of screenings)
member of the Melbourne Cinémathèque Incorporated.

I agree to be bound by the rules of The Melbourne Cinémathèque Inc. at the:
FULL rate
CONCESSION rate

I agree to be bound by the rules of The Melbourne Cinémathèque Inc. during this period of membership.

Signature of applicant..... Date:/...../20__

Membership No:

+questionnaire

Appendix 2

FORM OF APPOINTMENT OF PROXY

I,

of

being a member of The Melbourne Cinémathèque Incorporated hereby

appoint

of

being also a member of The Melbourne Cinémathèque Incorporated, as my proxy to vote for me on my behalf at the general meeting of the the Melbourne Cinémathèque Incorporated (Annual General Meeting or special general meeting, as the case may be) to be

held on the..... day of20.....

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and at any adjournment of that meeting.

My proxy is authorised to vote in *favour of / against (delete as appropriate)* the resolution (insert details).

(signature)

PRIVACY POLICY

The Melbourne Cinémathèque is committed to upholding the 10 principles of the Information Privacy Act as passed by the Victorian Parliament on 30 November 2000. These principles are:

Principle 1- Collection

The Melbourne Cinémathèque will only collect personal information from a member when reasonable and When it is necessary for its functions or activities. The Melbourne Cinémathèque will collect the member's information in a fair and reasonable manner and will give the reason for collecting the information.

Principle 2- Use and Disclosure

The Melbourne Cinémathèque does not use or disclose personal information about a member unless the member has consented to the use or disclosure or except in exceptional circumstances where authorised by law.

Principle 3 - Data Quality

The Melbourne Cinémathèque takes reasonable steps to make sure that the personal information it collects, uses or discloses about its members is accurate, complete and up to date.

Principle 4 - Data Security

The Melbourne Cinémathèque takes reasonable steps to protect its members' personal information from misuse and loss and from unauthorised access, modification or disclosure. The Melbourne Cinémathèque takes reasonable steps to destroy or permanently de-identify its members' personal information when it is no longer needed.

Principle 5 - Openness

The Melbourne Cinémathèque privacy policy is available to anyone. On request The Melbourne Cinémathèque will take reasonable steps to let a member know, generally, what sort of personal information it holds, for what purposes, and how it collects, holds, uses and discloses that information.

Principle 6 - Access and Correction

The Melbourne Cinémathèque will provide its members with access to the information it holds except in

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occasional circumstances as contained within the Information Privacy Principles. If The Melbourne Cinémathèque holds personal information that a member thinks is not accurate, complete and up to date,

The Melbourne Cinémathèque will take reasonable steps to correct the information.

If a member and The Melbourne Cinémathèque disagree about whether her personal information is accurate, complete and up to date, the member may ask The Melbourne Cinémathèque to associate a statement with the information claiming so.

In some circumstances The Melbourne Cinémathèque may refuse disclosure of the information held. In this circumstance The Melbourne Cinémathèque will provide the member with the reason(s) in writing for this within 45 days.

Principle 7 - Unique Identifiers

The Melbourne Cinémathèque will only assign unique identifiers to each individual member, or ask the member to provide a unique identifier, when this is necessary to enable The Melbourne Cinémathèque to carry out any of its functions efficiently.

Principle 8 - Anonymity

Wherever it is lawful and practical, a member can have the option of not identifying herself when entering a transaction with The Melbourne Cinémathèque.

Principle 9 - Transborder Data Flows

The Melbourne Cinémathèque will not transfer a member's personal information outside Victoria.

Principle 10 - Sensitive Information

The Melbourne Cinémathèque will not collect sensitive information without its members' consent or where the collection is required for legal reasons.