



# CONSTITUTION OF THE SYDNEY VIDEO MAKERS CLUB INCORPORATED

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## 1. **NAME**

The Club shall be known as the Sydney Video Makers Club (hereinafter referred to as “the Club”).

## 2. **CLUB OBJECTIVES**

The objectives of the Club are:

- 2.1** To promote and encourage the making of videos in all forms whether by means of magnetic tape, computer, compact disc, digital versatile disc or any other applicable technology which may become available.

- 2.2 To provide instructional talks, demonstrations, courses and the like so that members wishing to do so may advance their knowledge and skills in the art of video making.
- 2.3 To invite speakers from outside the Club to talk about the latest equipment and new developments so that members may be kept aware of current and future trends in the hobby.
- 2.4 To encourage the exchange of ideas and information among members on video topics in a friendly, sociable atmosphere.
- 2.5 To give help, advice and encouragement to newly-formed video clubs when called upon to do so and to maintain contact with other video clubs in a spirit of friendship and co-operation.

The club will not affiliate with or support any political party or 'social cause' activist group.

### 3. **MEMBERSHIP**

- 3.1 Membership shall be open to all members of the public at the discretion of the Management Committee.

- 3.2 Membership Categories:

- 3.1.1 **Individual**

- An Individual Member is entitled to all of the benefits of Membership as described in this Constitution and Club Rules.

- 3.2.2 **Joint**

- Two related individuals may choose to have Joint Membership. Each Joint Member is entitled to all of the benefits of an individual memberships as described in this Constitution and Club Rules.

- 3.2.3 **Family**

- A group of three or more from one family may elect to be a Family Membership and each member of the group is entitled to all the benefits of individual membership as described in this Constitution and the Club.

- 3.2.4 **Honorary**

- Any member may propose another for Honorary Life Membership in recognition of services rendered. All proposals shall be made in writing to the Secretary detailing the grounds on which the proposal is made. Submissions are to be made at least twenty eight (28) days prior to the date of the meeting at which the proposal is to be voted on. For acceptance at least two thirds

of financial members present must vote in favour of the proposal. Voting shall be by secret ballot. Honorary Members shall be entitled to free membership and all the benefits and privileges of Individual membership.

### **3.2.5 Country**

An individual residing 100km or more from the Sydney CBD may be admitted as a Country Member and is entitled to all of the benefits of Individual Membership as described in this Constitution and the Club Rules

### **3.2 New Members**

Intending members shall make application by filling in the appropriate form along with payment of the annual subscription fee and joining fee in accordance with Clause 4.1. This constitution is available to all members as a download from the Club website. A copy of this Constitution together with the Club Rules shall be given to any new member unable to access the Club website.

### **3.3 Guests/Visitors**

Members may invite guests to Club meetings. All Guests/Visitors shall be welcomed by a member appointed by the Management Committee and introduced to fellow members to make them feel welcome.

### **3.4 Benefits and Privileges**

Financial members shall be entitled to the benefits and privileges of the Club and one vote per membership at any election or ballot.

Non financial members are deemed to have left the Club and hence forfeit all Club entitlements.

## **4. SUBSCRIPTIONS**

### **4.1 Subscription Rates**

An annual subscription rate for the individual category of membership and the joining fee for new membership shall be fixed by the Management Committee.

The fee for joint membership shall be 133% of the individual membership fee, family membership 200% of the individual membership fee and for country membership 50% of individual membership.

### **4.2 Subscription Review**

The annual subscription, joining fee and resultant fees for other categories of Membership shall be reviewed from time to time by the Management Committee who shall determine the appropriate fee for each category of membership.

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#### **4.3 New Member Subscription**

The Annual Subscription shall be paid in advance for one calendar year with a renewal date of 1 January of the next calendar year. Subscriptions will be normalised from the date of joining as follows:

**4.3.1** If the joining date is between 1 September and 31 December the first subscription will be levied as 125% of the annual amount.

**4.3.2** If the joining date is between 1 January and 31 August the first subscription will be levied at the applicable proportion of the annual amount calculated to 1st January of the following year.

**4.3.3** The joining fee will be added to the subscription as calculated in 4.3.1 or 4.3.2.

#### **4.4 Subscription Renewals**

Subscriptions shall be levied in advance and are due for renewal on 1 January each year. The Treasurer shall publish a reminder to all members in the Club Newsletter, or by any other appropriate means.

If a member fails to renew his subscription by 31 March then that member shall be deemed unfinancial and shall forfeit all benefits of membership. (Clause 3.5).

#### **4.5 Claim Forfeit**

Any person shall, upon ceasing to be a member of the Club, forfeit all rights to or claim upon the Club and its property and funds.

#### **4.6 Members' Register**

A register of members in an appropriate form shall be maintained by the Treasurer.

### **5. MANAGEMENT**

#### **5.1 Management Committee**

The management of the Club shall be vested in a Management Committee comprising a President, a Vice President, a Secretary, a Treasurer and up to ten Ordinary Committee Members. Ordinary Committee Members elected at the Annual General Meeting may be elected to specified positions of responsibility (such as Membership Secretary, Newsletter Editor) as resolved at the Annual General Meeting. Any specific responsibilities not so allocated at the Annual General Meeting shall be allocated as appropriate by the Management Committee.

The Management Committee shall be elected at the Annual General Meeting at which time all positions shall be declared vacant with effect from 1 December in the same year as the Annual General Meeting. A Temporary Chairman shall be appointed to chair the election of the new

Management Committee. The elected Management Committee shall hold office from 1 December in the year of election until 30 November of the following year.

**5.2 Eligibility for Management Committee**

Any member of the Club shall be eligible for nomination to the Management Committee provided he/she is at least eighteen years of age and is a financial member of the Club, except that in the case of President, Vice President, Secretary and Treasurer the nominee shall have been a member for at least twelve months.

**5.3 Eligibility for President and Vice President**

No member may serve more than three consecutive years as President or Vice President but shall be eligible for election to the office of Vice President in the case of President and the office of President in the case of Vice President.

**5.4 Nominations**

Nominations of candidates for all positions on the Management Committee may be made in writing beforehand or orally during the Annual General Meeting. A member of the Club must second a nomination for candidate. In the event of there being more nominations than positions available then a ballot shall be held, either by a show of hands or by secret ballot if the Chairperson so directs.

**5.5 Management Committee Meetings**

Four members shall constitute a quorum. The Management Committee shall meet at least once a month for the disposal of business and at such other times as the Management Committee may decide.

**5.6 Management Committee Attendance**

Any Management Committee member failing to attend three consecutive meetings without the specific agreement of the President shall be asked to stand down from the Management Committee.

Financial members of the club may attend Management Committee meetings and participate in discussions. Visiting members have no voting rights.

Visitors, who are not members of the Club, may be invited to attend by the Club President to participate in specific discussions.

**5.7 Sub Committees**

The Management Committee may from time to time appoint sub committees to undertake specific tasks or to convene Club events. Any such sub committee shall be under the convenership of a member of the Management Committee.

**5.8 Management Committee Vacancies**

Any vacancy occurring during the year of tenure shall be filled by means of nomination and election to the vacant position at the next monthly Club meeting.

**5.9 Club Rules**

Club Rules shall be published to define the conduct of certain Club activities such as competitions. Drafting and amendment of Rules shall be under the convenership of the Management Committee.

**5.10 Remuneration**

All members of the Club shall provide their services in an honorary capacity.

**5.11 Payment for Services**

The Management Committee may authorise payment to any member of the Club for goods provided, services rendered, or expenses incurred on behalf of the Club.

**5.12 Alterations to Constitution**

The Constitution of the Club may be altered from time to time by a resolution of a General Meeting of the Club, provided that the proposed alteration, in writing, shall be in the hands of the Secretary twenty one (21) days before such meeting. The Secretary shall communicate the proposed changes and give notice of the date of the General Meeting at least twenty one (21) days prior to the meeting.

For adoption any such resolution must be accepted by the vote of at least two thirds of the financial members present at the meeting.

**6. MANAGEMENT COMMITTEE MEMBER RESPONSIBILITIES****6.1 President**

The President is responsible to the Members for the Management of the Club.

**6.1.1 Casting vote**

In the event of a tied vote at a Committee Meeting the President shall have a casting vote.

**6.1.2 Meeting Chairperson**

The President, or in his absence the Vice President, shall be Chairman at all Management Committee meetings of the Club. In the absence of the President and Vice President the members may proceed to elect one of their number as Chairman.

**6.2 Vice President**

The Vice President shall adopt the duties of President during any absence of the President.

**6.3 Secretary**

The Secretary shall conduct the general business and correspondence of the Club and shall obey the lawful directions of the Management Committee. Act as Public Officer for the Club (clause 9.0).

**6.3.1 Minutes**

The Secretary shall record and archive the Minutes of the Management Committee Meetings, all proceedings of all Committee Meetings, Special General Meetings and the Annual General Meeting.

**6.3.2 Insurance**

The Treasurer shall arrange for insurance cover:

6.3.2.1 against any claims for compensation which the Club may become liable by way of Personal Injury or damage to Third Party Property caused by an occurrence in connection with Club activities.

6.3.2.2 to compensate the Club for loss or damage to Club equipment.

**6.3.3 Club records**

The Secretary will retain and secure all records, correspondence and documents pertaining to Club business activity.

**6.4 Treasurer**

The Treasurer shall receive all moneys on behalf of the Club, give proper receipts for same, make all authorised payments and deposit all surplus funds into the Club's bank account.

**6.4.1 Cheques**

Cheques shall be drawn by the Treasurer and shall be signed by any two of at least three nominated signatories. The nominated signatories shall be designated by the Management Committee.

**6.4.2 Treasurer's Reports**

The Treasurer shall provide financial reports at each Management Committee Meeting:

6.4.1.1 statement of income and expenditure for the month;

6.4.1.2 current statement for the month;

6.4.1.3 current cash reconciliation.

**6.5 Annual Accounts**

The Treasurer shall present all books of account etc. to the auditor for auditing as soon as possible after July 31 each year but not later than 21 August in each year, unless the Management Committee decides to dispense with the audit where the financial position of the Club is considered to be consistent with the operations of the Club throughout the year.

**6.6 Annual Financial Report**

The Treasurer shall submit an appropriate financial statement to the Annual General Meeting for the 1 period July of the preceding calendar year to 30 June of the current calendar year. If not audited in terms of Clause (6.5) the President and Treasurer shall certify thereon that to the best of their knowledge and ability the financial position as disclosed in the statement is considered to be consistent with the operations of the Club throughout that year.

**6.7 Source of Funds**

The funds of the Club are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Club in general meeting, such other sources as the Management Committee determines.

**7. GENERAL MEETINGS****7.1 Annual General Meeting**

The Annual General Meeting shall be held in the month of September each year on a date to be determined by the Management Committee. The President of the club shall officiate as Chairman except during the election of the Management Committee as defined in clause ( 5.1 )

**7.2 Notice of Annual General Meeting**

The Secretary shall give appropriate notice of the Annual General Meeting by placing a notice in the Club Newsletter. In any case this will not be less than fourteen (14) days prior to the meeting.

**7.3 Special Meetings**

Special Meetings shall be convened and conducted in the same manner as the Annual General Meeting and shall be called as follows:

**7.3.1** The Management Committee may call a Special General Meeting of members whenever it deems it necessary to do so.

**7.3.2** The Secretary shall call such a meeting on the written application of at least ten (10) members.

**7.4 Quorum**

Twenty five percent (25%) of the financial membership shall form a quorum at any Annual or other General Meeting.

**7.5 Voting**

Voting at all meetings, including Committee Meetings, shall be restricted to financial members.

**7.5.1** Voting shall be by a show of hands, or

**7.5.2** A secret ballot shall be taken if called for by any member, or at the discretion of the Chairman.

**7.6 Proxy Voting**

Proxy voting shall not be permitted at Management Committee meetings. Proxy voting is permitted at an AGM or SGM. Proxy votes must be in writing and signed by the member making the proxy vote. Written votes must be lodged with the club secretary before the meeting commences.

**8. AUDITOR**

If three or more members request in writing that an audit be undertaken then an Honorary Auditor shall be appointed by members at the Annual General Meeting or a Special General Meeting convened for that purpose. The audit will cover the period nominated by the members requesting the audit.

**9. PUBLIC OFFICER**

The Secretary shall be the Public Officer for the Club. The address of the Public Officer is the official address for the service of documents on the Club. The duties of the Public Officer are to be in compliance with requirements of the Department of Fair Trading or its successors.

**10. COMMON SEAL**

The Common Seal of the Club must be kept in the custody of the Secretary. The Common Seal must not be affixed to any instrument except by the authority of the Management Committee and the affixing of the Common Seal must be attested by the signatures either of two members of the Management Committee or of one member of the Management Committee and of the Public Officer. A register of use shall be kept by the Public Officer.

**11. CUSTODY OF BOOKS**

Except as otherwise provided by this constitution the Treasurer must keep in his or her custody or under his or her control all financial records, account books and other financial documents relating to the Club.

## 12. INSPECTION OF BOOKS

The records, books and other documents of the Club must be open to inspection, free of charge, by any member of the Club at any reasonable hour and with reasonable notice of the request.

## 13. MEMBERS' LIABILITIES

The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount of any unpaid subscription owing by the member in respect of membership of the Club as required by Clauses (4.2), (4.3) and (4.4).

## 14. CONSTITUTION

### 14.1 Interpretation

If an interpretation of this Constitution or Club Rules made, or hereafter to be made, is required then the Management Committee is responsible for such interpretation. Any interpretation made will be valid until a resolution at a General Meeting resolves to amend the Constitution or Rules to remove the anomaly requiring the interpretation.

### 14.2 Gender

In the interpretation of this Constitution and any of the Club Rules duly made or hereafter to be made by the Management Committee, the masculine gender shall also be deemed to include the feminine gender and the singular number shall be deemed to include the plural number.

### 14.3 Alterations

This Constitution and any Club Rules, by-laws and regulations made hereafter may be altered by resolution of the members at any Annual or other General Meeting duly convened in accordance with Clause (7).

## 15. DISSOLUTION

If at any Annual or other General Meeting a resolution is passed by a majority of at least three fourths (3/4) of all members in the Club, for the dissolution of the Club, then the Management Committee shall immediately or at such future date as specified in such resolution, proceed to realise the property of the Club. After the discharge of all liabilities including the reimbursement of the unused portion of each member's annual subscription the Management Committee shall distribute any surplus funds to an organisation with similar objectives and which meets the Commissioner of Taxation requirements under such conditions.

All recorded media, both original and copy, belonging to the Club shall be offered to the Mitchell State Library or National Film Archives for preservation and safe keeping.

## 16. **AMALGAMATION**

Where it furthers the objectives of the Club then the Club may amalgamate with any one or more organisations having similar objectives. If at any Annual or other General Meeting a resolution is passed by a majority of at least three fourths (3/4) of all members in the Club for the amalgamation of the Club, then the Management Committee shall immediately or at such future date as shall be specified in such resolution, proceed to transfer the property and recorded media of the Club to the other organisation. The other organisation must have rules preventing the distribution of organisation assets to members and must comply with Commissioner of Taxation requirements governing such an amalgamation.

## 17. **DISCIPLINING OF MEMBERS**

**17.1** A complaint may be made by any member of the Club if some fellow member has persistently and wilfully:

**17.1.1** refused or neglected to comply with a provision or provisions of this Constitution or Club Rules;

**17.1.2** acted in a manner prejudicial to the interests of the Club.

**17.2** On receiving such a complaint the Management Committee:

**17.2.1** shall cause notice of the complaint to be served on the member concerned; and

**17.2.2** shall give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the Management Committee in connection with the complaint; and

**17.2.3** shall take into consideration any submissions made by the member in connection with the complaint.

**17.3** After considering the complaint and any submissions made in connection with the complaint, the Management Committee may if satisfied that the complaint has been proven, by resolution expel the member from the Club or suspend the member from membership of the Club,

**17.4** If the Management Committee resolves to expel or suspend a member the Secretary shall, within seven (7) days after the resolution is made, give written notice to the member of the action taken and reasons given by the Management Committee for such action. The Secretary shall further

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advise the member of the member's right to appeal under Clauses 17.3 and 17.6.

**17.5** Right of Appeal of Disciplined Member

**17.5.1** A member may appeal to the Club in General Meeting against a resolution of the Management Committee. Notice of this intention must be made within seven (7) days after notice of the resolution is served on the member.

**17.5.2** The member's notice to the Management Committee of his intention to appeal may be, but need not be, accompanied by a statement indicating the grounds on which the member intends to appeal.

**17.6** The expulsion or suspension does not take effect:

**17.6.1** until the expiration of the period within which the member is entitled to appeal; or

**17.6.2** if the member exercises the right to appeal, until the appeal has been heard as defined in Clause 17.7.

**17.7** On receipt of a notice from a member under Clause 17.5 the Secretary shall notify the Management Committee which shall convene a Special General Meeting of the Club to be held within twenty eight (28) days after the date on which the Secretary received the notice from the member.

**17.7.1** At any Special General Meeting of the Club convened under this Clause :

**17.7.1.1** no business other than the question of the appeal shall be transacted; and

**17.7.1.2** the Management Committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and

**17.7.1.3** the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

**17.7.2** If at the Special General Meeting the majority supports the resolution by vote then the resolution is confirmed. If the resolution is defeated the appeal by the member is successful and the member must be reinstated.

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**18. RESOLUTION OF INTERNAL DISPUTES**

If an internal dispute remains unresolved then the matter shall be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983.

**19. MEDIA CONTENT POLICY**

Media presented at SVM meetings does not require "Censorship Classification". The members presenting the media are responsible for content appraisal and audience appeal. In general terms presentations should be suitable for an mixed gender adult audience. If a presenter anticipates any problems with media planned for club screening the media should be reviewed with a club committee member to ensure acceptance prior to screening. Additional guidance is given in the "Rules and Procedures for competitions and general screenings of Sydney Video Makers Club" to assist members making content appraisals.

**20. COPYRIGHT**

SVM respects the rights of owners of copyright material and requires that any use of such material be with the permission of the owner or their authorised representative. A member may include copyright material in a presentation by following the protocol detailed in "Rules and procedures for competitions and general screenings of Sydney Video Makers Club". This protocol is to be adhered to for any club presentation and is not limited to competitions.

**21. AMENDMENT RECORD**

Fully revised and reprinted in October 2003. Includes alteration to the original constitution accepted by members at the following AGMs/SGMs Fully reprinted and issued 1 July 2005

Ver 1 28 August 2002

Ver 2 26 March 2003

Ver 3 22 June 2005

Ver 4 28 September 2008 Incorporated club name change and revised logo.

Ver 5 27 September 2009 main change Pres, & Vice Pres. Term set at 3yrs. Maximum

Ver 6 21 December 2009 Classification requirements removed, P PG deleted.

Ver 7 24 Feb 2010 para 6.7 source of funds added to comply with NSW Incorporations act.

Draft 3 Issued for consideration at SGM March 24 2010:

I Scott 24 February 2010

Secretary, Sydney Video Makers Club