

# VIDEOMAKERS WA INC CONSTITUTION

## 1 NAME

Videomakers WA Inc (Hereinafter to be called the Association).

## 2 OBJECTS

- 2.1 To encourage, assist and extend the craft and art of videomaking.
- 2.2 To raise the standard of videomaking through education and demonstration of the latest techniques.
- 2.3 To comply with all such laws as pertain to videomaking.
- 2.4 The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

## 3 POWERS

The Association has power to do all such things as are necessary, incidental or conducive to the attainment of the objects of the Association.

## 4 NON PROFIT

The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed directly or indirectly to members of the Association, provided that nothing shall prevent the reimbursement of expenses incurred on behalf of the Association.

## 5 MEMBERSHIP

### 5.1 *General*

Membership of the Association shall be open to any person who is interested in videomaking, subject to approval by the committee. Any dispute concerning membership application shall be resolved as in Clause 13.

### 5.2 *Applications*

Applications for membership shall be in writing on the prescribed form.

### 5.3 *Categories of Membership*

The categories of membership shall be as follows:

Full Member	Full member is any person over the age of 18 years who fulfils Section 5.1.
Associate Member	Associate member is any person who fulfils Section 5.1 and: <ul style="list-style-type: none"><li>● is a member of a family that already has a Full member or</li><li>● is living more than 100 kilometres from the Perth CBD or</li><li>● is less than 18 years of age at the time of application</li></ul>
Voting Member	A voting member is any member who is financial.

### 5.4 *Annual Fees*

Annual subscription fees will be decided at the Annual General Meeting.

## **6 REGISTER OF MEMBERS**

The Membership Officer shall maintain an up to date register of members of the Association showing name, address, email, telephone number and date of payment of fees. Any financial member may upon request view and take a copy of that part of the membership register comprising the names and addresses of members. Such a request shall be in writing to the membership officer and when fulfilled that fact shall also be recorded in writing. Disclosure of the information shall be made on paper and not in electronic form.

## **7 COMMITTEE OF MANAGEMENT**

**7.1 *The Committee of Management (hereinafter called "the Committee") shall be drawn from the financial membership and comprise:***

President  
Vice President  
Secretary  
Treasurer  
Membership Officer  
Program Coordinator

**7.2 *Terms of Office of Committee Members***

By default all committee members shall serve for a period of one year from Annual General Meeting to Annual General Meeting. Committee members may seek re-election subject to Clause 7.3.

**7.3 *Election of Committee Members***

Committee members shall be elected by a secret ballot of financial members at the Annual General Meeting. All committee positions shall become vacant at the AGM and nominations for positions shall be made in writing prior to the commencement of the AGM. All nominations shall be signed by a nominator, and the nominee shall signify by his or her signature, their willingness to stand for election. Nominators and nominees shall be financial members of the association.

The outgoing Secretary shall act as Returning Officer to determine the number of votes cast and announce the results of the ballots. In the event that a position receives only a single nominee, that nominee shall be elected by a show of hands from the floor.

**7.4 *Selected Committee Member Unavailable***

If any member of the Committee resigns or becomes unable to continue in his or her elected position, the Committee may co-opt a new member to the vacant position from the general membership until the next AGM.

**7.5 *Powers of Committee***

The Committee shall have and exercise the sole control, direction and management of the Association, its premises and equipment.

7.5.1 Notwithstanding Section 7.5, the Committee may not enter into any transaction or undertaking or sale that will affect 25% or more of the Association's assets without the approval of 50% of the Association members attending a specially convened extraordinary general meeting.

7.5.2 Any committee member having a conflict of interest with any business of the committee shall declare the conflict of interest and refrain from voting on the matter.

## **7.6 Duties of the Members of the Committee**

### **7.6.1 President**

The President shall preside at all meetings of the Association, but in the case of unavailability, the Vice President shall take the chair.

The President shall present to the members of the Annual General Meeting a written report covering the activities of the Association for the past year.

The President shall be ex-officio to all meetings of sub committees. The President may not hold office for more than three consecutive years.

### **7.6.2 Vice President**

The Vice President shall assist the President in the discharge of duties and shall preside at any meeting at which the President is absent. In the event of both the President and the Vice President being absent the meeting will elect a Chairperson from those present.

The Vice President and the Secretary will act as the Returning Officers for any secret ballots as in contested positions at annual elections.

### **7.6.3 Secretary**

The Secretary shall at all times keep or cause to be kept, a register of attendance at Annual General Meetings, Extraordinary General Meetings and Committee Meetings; a full and complete record of all proceedings at such meetings; a record of official correspondence received and sent and any other records and duties which may be required. All correspondence received will be tabled at each committee meeting. The Secretary and the Vice President will act as the Returning Officers for any secret ballot. The Secretary, in conjunction with the president, shall prepare and circulate an agenda at least three days before a committee meeting.

### **7.6.4 Treasurer**

The Treasurer shall keep a full and complete record of all financial transactions, shall ensure that all monies received are paid into the appropriate bank account of the Association within 14 days of receiving same, and shall pay all accounts duly passed for payment by the Management Committee and generally ensure that the accounts are properly conducted and shall produce a financial statement to the Annual General Meeting.

### **7.6.5 Membership Officer**

The Membership Officer shall keep a register of members as per Section 6, shall receive and process new applications and membership renewals and ensure that monies received are passed directly to the Treasurer or banked directly into the Association account. If a member wishes to examine the data the association has in the register pertaining to him/her, the Membership Officer shall make those specific membership details available to him/her on request.

### **7.6.6 Program Coordinator**

The program organiser shall coordinate a program for the Ordinary Meetings of the Association, in conjunction with the committee.

### **7.6.7 Subcommittees**

Subcommittees may be formed, when necessary, for specific or special purposes. These subcommittees will be coordinated by an appropriate member of the Committee and will be responsible to the Committee.

### **7.6.8 Non voting members of the committee**

In addition to the Office Bearers of the Association (the committee), the following non-voting members of the committee shall be appointed by election at the AGM:

Newsletter Editor  
Webmaster  
Safety Officer  
Technical Officer  
Doorkeeper

The duties of the non-voting members of the committee shall be defined by and reviewed by the committee. The non-voting members of the committee shall be entitled to attend all committee meetings but shall not be entitled to vote.

### **7.7 Attendance at Meetings**

Any committee member not attending three (3) consecutive meetings without notice shall automatically stand down.

### **7.8 Length of Service**

All committee positions including non-voting members shall automatically become vacant at the Annual General Meeting

## **8 MEETINGS**

### **8.1 Annual General Meeting**

The Annual General Meeting shall be held within three (3) months after the end of the Association's financial year for the election of officers, submission of the Treasurer's report, submission of the President's report and any business that may be subject to Motions on Notice. The Association's financial year shall run from July 1<sup>st</sup> to June 30<sup>th</sup> in the following year.

Fourteen (14) day's notice in writing or by electronic mail shall be given to all members. Nominations for officers of the Association shall be given in writing to the Secretary.

Quorum for the AGM shall be 25% of the financial members. If a quorum is not present then a general meeting will automatically be called seven (7) days later at the same time and will be valid irrespective of how many members attend.

### **8.2 Extraordinary General Meeting**

An Extraordinary General Meeting will be convened if 10% of the financial members request it in writing, or if over 50% of the Committee request it. Fourteen (14) days notice in writing will be required for an Extraordinary General Meeting. Quorum for an EGM will be the same as for the AGM.

### **8.3 Ordinary Meetings**

Ordinary Meetings shall be held monthly or as required with notice as determined by the committee.

#### **8.4 Committee Meetings**

Committee meetings shall be held as required by the President but shall not be more than three (3) months apart. Five (5) days notice, either verbal or in writing, will generally be required. Quorum for Committee meetings shall be four (4) Committee members.

#### **8.5 Voting**

Voting at all meetings will be by show of hands except in the case of elections of officers where a position is contested when a secret ballot will be held. In the event of equality of votes the Chairman of any meeting shall have a second or casting vote.

#### **8.6 Minutes**

The Secretary shall keep, or cause to be kept, detailed minutes of proceedings of every meeting of the Committee, in a book and such book shall be signed by the Chairman of the meeting in question and shall be conclusive evidence of the proceedings minuted at the meeting, and shall be binding on all members.

The book in which the minutes are so entered shall be kept by the Secretary and shall be available for inspection by financial members of the Association during usual meeting hours or on special application to the Secretary.

### **9 AUDIT**

The accounts submitted to the Annual General Meeting shall be in a format that may be audited by an appropriately qualified accountant or firm of Accountants appointed by the members at the previous Annual General Meeting.

### **10 PROXY**

Any financial member being absent from a meeting may appoint in writing another financial member attending as his or her proxy to make his or her views known to the meeting and to vote on his or her behalf.

### **11 COMMON SEAL**

The Common Seal of the Association engraved with the name of the Association shall be kept in the care of the President.

The seal shall not be used or affixed to any deed or document except pursuant to the resolution of the Committee, and two members of the Committee both of whom shall subscribe their names as witnesses.

### **12 FINANCE**

All monies received shall be banked intact and all payments from the Association shall be made by cheque. All cheques issued on behalf of the Association shall be signed by two (2) members of the Committee, one of which will be the President or the Treasurer. Apart from the President and the Treasurer one (1) other member of the Committee will be authorised to sign cheques. All accounts relating to the routine running of the Association shall be presented to and passed for payment at meetings of the Committee.

### **13 EXPULSION/REJECTION OF MEMBERS/APPLICANTS**

Any member acting in a manner contrary to the objects of the Association, or stealing from the Association, may be expelled by decision of the majority of the Committee.

The Committee shall issue a written notice to such member/applicant specifying the grounds for expulsion/non-acceptance within seven days of the Committee decision. The member/applicant so

affected shall have the right of written reply to the Committee and shall have the right to appeal to a General Meeting called for the purpose, if the Committee rejects the appeal. The member/applicant so affected will be reinstated if a majority of the specially convened meeting so decide. Notice of such meeting will be subject to 14 days notice in writing. Any such appeal must be made within three months of the dispute.

#### **14 AMENDMENTS TO THE CONSTITUTION**

The Constitution of the Association may be altered, added to, or appealed at any Annual General Meeting or Extraordinary General Meeting of the Association by resolution passed by not less than seventy five percent of the financial members of the Association present at that meeting. Any proposed amendments to the Constitution shall be submitted in writing to the Secretary one (1) month prior to the Annual General Meeting or Extraordinary General Meeting and advised to members via the Association newsletter.

#### **15 RECORDS**

All books, records and documents of the Association shall be held and maintained by the Officer elected by the Association to carry out the duties recorded in such books, records or documents.

A member may at any reasonable time inspect without charge the books, documents, records and securities of the association.

#### **16 DISSOLUTION**

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

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