

**AMENDED CONSTITUTION OF AUSTRALIAN INTERNATIONAL
DOCUMENTARY CONFERENCE**
Corporations Law
Company limited by guarantee
and not having a share capital

CONSTITUTION
of
AUSTRALIAN INTERNATIONAL DOCUMENTARY CONFERENCE
ACN 098 558 313

1. Dictionary

The Dictionary in Attachment A:

- (a) defines some of the terms used in this Constitution; and
- (b) sets out the rules of interpretation which apply to this Constitution.

2. Name

The Company's name is the Australian International Documentary Conference.

3. Objects

The Company's objects are, amongst other things, to do the following:

- (a) to arrange a conference at least once every two years for the Australian documentary industry, associated industries and interested academics and educational bodies;
- (b) to promote the interests of Australian documentary; and
- (c) to create a marketplace for Australian documentaries thereby facilitating commercial and cultural avenues in Australia and overseas.

4. Amendment of Constitution

This Constitution may only be amended by Special Resolution of the Members.

5. Limited Liability

The Liability of the Members is limited.

6. Members' Liability

Every Member undertakes to contribute such an amount as may be required (not exceeding \$10.00) to the Company's assets if it is wound up

- (a) while they are a Member; or
- (b) within one year after they cease to be a Member,

for payment of:

- (c) the Company's debts and liabilities contracted whilst they were a member; and
- (d) the costs charges and expenses of winding up the Company and for the adjustment of the rights of the contributories among themselves.

7. Number of Members

The number of members is unlimited.

8. Admission to Membership

- (a) Any Australian resident with a personal or professional interest in documentaries may apply to the Board to become a member.
- (b) The Board may accept to decline an application for membership without giving a reason.

9. Membership Fees

- (a) The Board may resolve to charge Members an annual or biennial fee for membership, which must be applied against the objects of the Company in accordance with any membership fee structure adopted by the Board from time to time.
- (b) The Board may adopt a fee structure which allows a person who becomes a Member between conferences to pay a reduced fee, for the period until the next conference.

10. Termination of Membership

- (a) A Member may resign from Membership at any time by giving notice in writing to the Secretary, but will remain liable for any moneys due by the Member to the Company.
- (b) If any Member:
 - (i) wilfully refuses or neglects to comply with this Constitution; or
 - (ii) is guilty of any conduct which, in the opinion of the Board, contrary to the objects of the Company or prejudicial to the interests of the Company,

the Board may expel the Member from the Company and remove the Member's name from the register of Members.

- (c) At least one week before a Board meeting at which a resolution for a Member's expulsion is to be considered, the Member must receive written notice which sets out:
 - (i) the fact that the Board meeting is to be held;
 - (ii) details of what is alleged against the Member; and
 - (iii) details of the intended resolution for the Member's expulsion.

The Member must be given an opportunity to explain or defend themselves at the Board meeting, prior to any resolution being passed.

- (d) If a Member does not, on request by the Company, pay a membership fee, the Board may resolve to remove the person's name from the register of Members.

11. Income and Property of the Company

- (a) The financial year of the Company shall be from the first day of July to the thirtieth day of June.
- (b) The income and property of the Company will be applied solely towards the promotion of its objects as set out in this Constitution. No portion of the income or property of the Company will be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members.
- (c) The Company shall not pay remuneration directly or indirectly, to any Director or officeholder for any services rendered by them to the Company in their capacity as an officer.

12. General Meetings

- (a) The Company will hold an annual general meeting each year in accordance, with the Law.
- (b) No more than fifteen months may elapse between the date of one annual general meeting and the next.
- (c) The annual general meeting will be held at such time and place or using such technology as the Board may determine.
- (d) All general meetings other than annual general meetings will be called extraordinary general meetings.
- (e) Unless the Board decides otherwise, the Company shall hold the annual general meeting at the same time as holding a major conference.

13. Extraordinary general meetings

- (a) The Board may, whenever it thinks fit, convene an extraordinary general meeting.
- (b) Extraordinary general meetings may be requisitioned by Members in accordance with the Law.

14. Notice of general meetings

- (a) At least 21 days notice must be given for all general meetings of the Company.
- (b) The notice must specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and must include a form for the appointment of a proxy.
- (c) A general meeting of the Company will, even if less than the required amount of notice is given, be deemed to have been duly called if:
 - (i) in the case of an annual general meeting, all the Members entitled to attend and vote agree; and
 - (ii) in the case of any other meeting of the Company, Members representing at least ninety-five per cent of the total voting rights at that general meeting agree.

- (d) Notice of every general meeting of the Company must be given to:
 - (i) every Member;
 - (ii) every Director; and
 - (iii) members of any committee established by the Board.

15. Proceedings at general meeting

- (a) No business may be transacted at any general meeting for the Company unless a quorum of Members is present.
- (b) The quorum for a general meeting of the Company is five Members, which may include persons attending as proxies, or representing a corporate Member.
- (c) If within fifteen minutes from the time appointed for a general meeting of the Company a quorum is not present, the meeting will be adjourned to the same day in the next week, at the same time and place, or to such other day and such other time and place as the Board determines. If at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed, the adjourned meeting will be dissolved.

16. Chairperson to preside at general meetings

- (a) The Chairperson will preside as chairperson at every general meeting of the Company.
- (b) If there is no Chairperson, or if he or she is not present within fifteen minutes after the time appointed for holding the general meeting or is unwilling to act as chairperson, the Board will elect a Director to preside as chairperson of the meeting.

17. Adjournment

- (a) The Chairperson may, with the consent of the majority of Members at any general meeting at which a quorum is present, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) If a meeting is adjourned for thirty days or more, fresh notice of the adjourned meeting must be given.

18. Votes of Members

- (a) Each Member will have one vote.
- (b) A corporate Member may nominate any individual as its representative to exercise any votes it is entitled to at any general meeting of the Company, regardless of the position held by that individual within the corporate Member.

19. Voting

Unless the Law or this Constitution requires otherwise, all resolutions at a general meeting of the Company must be decided by Simple Resolution.

20. Declaration on a show of hands

- (a) Unless a poll is demanded, all resolutions will be passed on a show of hands.
- (b) A declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company is conclusive evidence of the fact.

21. Taking a Poll

- (a) If a poll is demanded, it will be taken in such manner as the Chairperson directs and the result of the poll will be the resolution of the general meeting at, which the poll was demanded.
- (b) A poll demanded on the election of a Chairperson, or on a question of adjournment, must be taken immediately. A poll demanded on any other question will be taken at such time as the Chairperson directs, and any business other than that on which a poll has been demanded may be proceeded with pending the taking of the poll.

22. Casting vote

The Chairperson is entitled to a second or casting vote at a general meeting if there is an equality of votes.

23. Right to appoint a proxy

Any Member entitled to attend and vote at a general meeting will be entitled to appoint a proxy to attend and vote in their place.

24. Appointment of proxy

A proxy must be appointed in writing by the Member appointing the proxy. The appointment of a proxy must be deposited at the registered office of the company at least 48 hours before the relevant general meeting.

25. Voting by proxy

Unless otherwise instructed, a proxy may vote as he or she thinks fit.

26. Business of Company

The business of the Company will be managed by the Board, who may pay all expenses incurred in administering, promoting and registering the Company, and may exercise all such powers of the Company which are not, by the Law or by this Constitution, required to be exercised by the Company in general meeting.

27. Rules for the conduct of the Company

The Board may make such rules as it thinks necessary or expedient or convenient for the proper conduct and management of the Company in accordance with its objects and for the purposes of prescribing classes of and conditions of Membership. In particular but without limitation, the Board may regulate:

- (a) the admission and classification of Members, and the rights and privileges of such Members, and the conditions of Membership and the terms on which Members may resign or have their Membership terminated and any

Membership fees, subscriptions and other fees or payments to be made by Members;

- (b) the setting aside of the whole or any part or parts of the company's premises at any particular time or times or for any particular purpose of purposes;
- (c) the procedure at general meetings of the Company and meetings of the Board and committees of the Board so far as such procedure is not regulated by this Constitution (including, without limitation, rules in relation to member's accessing board minutes and attending board meetings);
- (d) the appointment and removal of committees of the Board and;
- (e) the adoption of policies in relation to equal opportunities.

28. Alteration or repeal of rules

The Company in general meeting will have power to alter or repeal any regulations made by the Board under clause 27.

29. Initial Composition of the Board

The individuals comprising the initial Board, until the first annual general meeting, will be chosen from the persons involved in forming and incorporating the Company.

30. Composition of the Board

- (a) Subject to clause 29, the Board will consist of at least seven and no more than eleven Directors all of whom must be individual Members or employees, executives or partners of a corporate Member.
- (b) The members of the Board will endeavour to include:
 - (i) members from a range of States and Territories, but no more than three who are ordinarily resident in any one State or Territory;
 - (ii) representatives of the Australian Screen Directors Association and the Screen Producers Association of Australia; and
 - (iii) members with expertise in financial matters, international marketing of documentaries and academics with relevant expertise.

31. Election of Directors

- (a) Subject to clause 29, any individual Member or employee, executive or partner of a corporate Member is eligible for election as a Director.
- (b) Subject to clause 29 any two Members may nominate an eligible person for election as a Director by lodging a signed nomination together with the written consent of the eligible person with the Secretary at least 14 days before the annual general meeting at which the election is to be held.
- (c) Following the receipt of the nominations, the election of the Directors from the nominated persons will take place at the annual general meeting in accordance with appropriate procedures determined by the Board, subject to the voting rights of Members set out in this Constitution and otherwise subject to the Law.

32. Chairperson

The Chairperson will be elected by the Board. The Chairperson shall have the casting vote.

33. Office Bearers

- (a) Subject to the Law, the Board must appoint a Secretary. The Secretary is not entitled to a vote at a Board meeting, unless the Secretary is also a Director.
- (b) The Board will elect from among its members, a Deputy Chairperson and a Treasurer, for such term as the Board decides.

34. Disqualification of Directors

The office of Director will be vacated if a Director:

- (a) becomes bankrupt or makes any arrangement or competition with his or her creditors generally;
- (b) becomes prohibited from being a Director by reason of any order made under any provision of the Law or any other statute or otherwise becomes prohibited by law from being a Director
- (c) becomes incapable due to mental disorder, illness or injury of managing and administering his or her property and affairs;
- (d) resigns his or her office by notice in writing to the Company;
- (e) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his or her interest in the manner required by the Law; or
- (f) is found guilty of any offence punishable under the criminal or company law of any country or the law of any country relating to charities or trusts, or to have made statements or conducted himself or herself in such ways as to discredit or bring into disrepute either himself or herself or the Company.
- (g) shall for be absent from more than 3 consecutive meetings of the Board without permission of the Board and the Board resolves that his or her office be vacated

35. Conflict of Interest

A Director must not vote in respect of any contract if he or she has a material personal interest in any matter arising out of that contract, and if he or she does so vote that vote must not be counted.

36. Retirement of Directors

- (a) One third of the directors (such number to be rounded up to the next whole number, if necessary) must retire at each annual general meeting.
- (b) Subject to clause 37, Directors must retire or submit themselves for re-election after three years of service to the Company.

37. Eligibility of retired Directors for re-election

- (a) A retiring Director (such number to be rounded up to the next whole number if necessary) will immediately be eligible for re-election for one additional term of three years.
- (b) No director may serve more than two consecutive terms on the Board.

38. Election of new Directors

At the general meeting at which a Director retires, the Company may fill the vacated office by electing a person to be a Director, and in default the retiring Director will, if offering himself or herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such a Director is put to the general meeting and lost.

39. Casual vacancies

The Board will have power at any time, and from time to time, to appoint any person to be a Director and to fill a casual vacancy. Any Director so appointed will hold office only until the next annual general meeting, and will then be eligible for re-election.

40. Removal of Directors

The Company may by Simple Resolution remove any elected Director before the expiration of his or her period of office. The Company may by a Simple Resolution appoint another person in place of a Director removed from office.

41. Quorum

The quorum necessary for a Board meeting is 50% of the total number of Directors. If this is not a whole number, it is to be rounded up to the next whole number.

42. Board meeting proceedings

- (a) The Board may meet together for the dispatch of business and, unless otherwise provided in this Constitution or the Law may regulate Board meetings as it thinks fit.
- (b) A Director may at anytime, and the Secretary must on the requisition of a Director, summon a Board meeting.
- (c) Subject to paragraph (d), questions arising at any Board meeting will be decided by a majority of votes. If there is an equality of votes, the Chairperson will be entitled to a second or casting vote.
- (d) Resolutions on the following matters must be decided by a 75% majority of votes:
 - (i) the city or town where the next conference to be run by the Company will be held;
 - (ii) the appointment of any chief executive officer or chief financial officer, regardless of what titles are used for that position;
 - (iii) the removal or dismissal of any local organising committee, or part thereof;

- (iv) the approval of any budget of the Company or a committee; and
 - (v) the approval of any expenditure by the Company or a committee in excess of \$10,000
- (c) The Board may by a 75% majority of votes, resolve to increase the amount referred to in paragraph (d) (v), from time to time.

43. Technological means for annual general meetings and Board meetings

An annual general meeting or a Board meeting may be held by Members or Directors meeting with each other by any technological means by which they are able simultaneously to communicate with each other and to participate in discussion. The Members or Directors need not all be physically present in the same place for an annual general meeting or a Board meeting to be held.

44. Committees

The Board may, in its absolute discretion, establish committees and appoint people to be members of committees for any purpose which the Board considers will further the objects of the Company.

45. Delegation of powers

The Board may delegate any of its powers to a committee. A committee must, in the exercise of the powers delegated or conferred, conform to any rules that may be imposed on it by the Board and must report all acts and proceedings to the Board as soon as is reasonably practicable.

46. Employees

The Board may employ or engage employees or contractors to assist the Board to carry out its function and further the objects of the Company, if it considers this necessary, on such terms as the Board may think fit.

47. Accounting records

The Board must cause accounting records to be kept in accordance with the Law. The accounting records must be kept at the registered office of the Company and must be open for inspection by Members and Directors, in accordance with the Law.

48. Accounting reports

The Board must from time to time cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports from Directors as are required by the Law.

49. Negotiable instruments

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, will be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board may determine.

50. Board minutes

The Board will cause minutes to be made in the Company's books:

- (a) of all appointments made by the Board;
- (b) of the names of the Directors present at each Board meeting and any committee meeting; and
- (c) of all resolutions and proceedings of the Company, the Board and any committees.

51. Indemnity for liability

To the extent permitted by law, the Company indemnifies every Director and officer of the Company against any liability incurred by that person:

- (a) in his or her capacity as Director or officer of the Company; and
- (b) to a person other than the Company or a related body corporate of the Company.

52. Indemnity for costs

To the extent permitted by law, the Company indemnifies every Director and officer of the Company against any liability for costs and expenses incurred by the person in his or her capacity as a Director or officer of the Company:

- (a) in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
- (b) in connection with an application, in relation to such proceeding, in which the Court grants relief to the person.

53. Insurance premiums

The Company may pay a premium in respect of a contract insuring a person who is or has been a Director or officer of the Company against a liability incurred by the person in their capacity as a Director or officer of the Company, unless prohibited by law.

54. Winding up

If the Company is wound up, its surplus assets will be distributed to a body or bodies having similar objects to the Company in a manner determined by Special Resolution.

ATTACHMENT A

DICTIONARY

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution:

Board means the board of Directors from time to time.

Chairperson means the individual elected to perform the duties of a Chairperson.

Company means Australian International Documentary Conference ACN 098 558 313

Deputy Chairperson means the individual elected to perform the duties of Deputy Chairperson

Director means director of the Company

Law means the Corporations Act 2001 (as amended from time to time.)

Members means the persons shown as Members on the Company's register of Members and may include:

- (a) individual members; and
- (b) corporate members comprising bodies corporate, companies, partnerships, associations, institutions and any other entities approved by the Board.

Secretary means any person appointed by the Board to perform the duties of the secretary.

Simple Resolution means a majority of the Members that together hold 50% or more of the total voting rights of all Members present and entitled to vote.

Specific Resolution means a majority of the Members that together hold 75% or more of the total voting rights of all Members present and entitled to vote.

Treasurer means the individual elected to perform the duties of a treasurer.

1.2 Interpretation

(a) In this Constitution, headings and underlinings are for convenience only and do not affect the interpretation of this Constitution and, unless the contrary intention appears:

- (i) words importing the singular include the plural and vice versa;
- (ii) words importing a gender include every other gender;
- (iii) words used to denote persons generally or importing; a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);
- (iv) a reference to a person includes that person's successors and legal personal representatives;
- (v) a reference to any statute, regulation, proclamation, ordinance or by-laws includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute; and
- (vi) where a word or phrase is given a particular meaning other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

(b) This Constitution is to be interpreted subject to the *Corporations Act*.

Signatures of Members

Signature of Member	Name of Member	Date Signed
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