

ASE Articles of Association

CONSTITUTION OF AUSTRALIAN SCREEN EDITORS GUILD INCORPORATED

(incorporating sections 3.20 - 3.23 as amended following the special resolution supported at the AGM on 18th Sept 2004, and 11.1 supported at the AGM on 28th Oct 2007.)

1. Name

The name of the association shall be Australian Screen Editors Guild Incorporated (referred to in these rules as "the Guild").

2. Objects

The Australian Screen Editors Guild is a cultural, professional and educational organisation whose objects shall be:

- 2.1 The pursuit and recognition of excellence in the arts, sciences and technology of production, specifically with an emphasis on post-production, for motion picture film, television, multi-media and other forms of new technology.
- 2.2 To promote, improve and protect the role and rights of editor as an essential and significant contributor to all such productions.
- 2.3 To do all such things as may be incidental to or conducive to the attainment of the objects of the Guild including without limitation:
 - 2.3.1 to receive financial grants;
 - 2.3.2 to employ and otherwise contract persons; and,
 - 2.3.3 to publish materials for promotional and publicity purposes.

3. Membership

- 3.1 Membership of the Guild shall be open to all persons interested in the practice or furtherance of the craft of editing.
- 3.2 Persons who, at the date of the adoption of this article, are members of the Guild within a particular class shall, so long as they maintain their membership of the Guild (including any membership which may be reinstated under article 3.15), retain their membership within that class.

3.3 The Executive may admit or reinstate applicants to membership in any of the following categories:

3.3.1 accredited;

3.3.2 full;

3.3.3 retired;

3.3.4 student;

3.3.5 associate.

3.4 The Executive may

3.4.1 transfer a member (other than a life member) to membership within a different category,

3.4.2 revoke the membership (including withdrawal of accreditation) of any member.

Accredited membership

3.5 An applicant for admission to accredited membership shall be a full member who satisfies the requirements of the accreditation by-laws which the executive may, from time to time prescribe pursuant to article 3.19.4.

3.6 An accredited member

3.6.1 shall be entitled to adopt the letters "ASE" after their name:

3.6.2 shall retain the privileges of accredited membership only for so long as they shall otherwise remain a member of the Guild.

Full membership

3.7 An applicant for full membership shall

3.7.1 hold at least one professional screen credit as editor or assistant editor or complementary role, and

3.7.2 otherwise satisfy such requirements as the executive may, from time to time, prescribe.

Retired membership

- 3.8 An applicant for retired membership shall be a full member of three or more years' standing who has permanently ceased to be employed or to seek employment as an editor.

Student membership

- 3.9.1 An applicant for student membership shall, at the date of application and for so long as they shall remain a member within this category, be undertaking a fulltime course of study (recognised by the executive) or be obtaining work experience in the post production industry.

Associate membership

- 3.9.2 An applicant for associate membership shall be a person not eligible for admission to membership in any other category.

Honorary membership

- 3.9.3 The Executive may confer honorary membership upon any person.

Life membership

- 3.12 The Guild may, in general meeting,
- 3.12.1 confer life membership upon any accredited, full or retired member, and
- 3.12.2 revoke any life membership.

Cessation of membership

- 3.13 The membership of any member (other than a life member) shall cease
- 3.13.1 ipso facto upon the death, resignation, or (except in the case of honorary members) failure to pay outstanding membership fees within three months of the due date;
- 3.13.2 on the revocation of membership by the Executive.
- 3.14 A right, privilege or obligation which a person has by reason of being a member is not capable of being transferred or transmitted to another person and terminates upon cessation of the person's membership.
- 3.15 The Executive may reinstate the membership of any member.

Register of members

- 3.16 A register of members ["the register"] showing the name, address and date of commencement (and, where applicable, cessation) of membership for each member shall be kept at the principal place of administration of the Guild ["the principal place"] and open for inspection, free of charge, by any member at any reasonable hour.

Membership fees

- 3.17 The annual membership fee payable by each category of member (other than life and honorary members) shall be determined by the Executive and payable in the first instance on an applicant's becoming a member and thereafter on the anniversary of the members' admission to membership.
- 3.18 The Executive may waive the requirement for any member to pay any fee at any time and for such time as it, in its discretion, determines.

Accreditation

- 3.19 For the purposes only of advising the Executive in respect of
- 3.19.1 applications by members; or
 - 3.19.2 the suitability otherwise of any person for admission to accredited membership, the Executive shall
 - 3.19.3 appoint an accreditation sub-committee; and
 - 3.19.4 prescribe procedures ["the accreditation by-laws"] to be followed by such sub-committee.
- 3.20 The accreditation sub-committee shall
- 3.20.1 consist of at least six members
 - 3.20.2 appoint a Chairperson
 - 3.20.3 include two accredited members for each non-accredited member; and
 - 3.20.4 not make any recommendation in respect of an application for accreditation unless supported by a simple majority of accredited members among those members of the sub-committee making such recommendation. In the case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- 3.21 The quorum for the accreditation sub-committee shall be six members.

3.22 The failure of the accreditation sub-committee to follow any procedure or regulation shall not, for that reason only, be a bar to the exercise by the Executive of its discretion under article 3.3.

3.23 The Executive shall not be bound to follow any recommendation of the accreditation subcommittee.

4. Members' Liability

The Members shall have no liability to contribute towards the payment of debts and liabilities of the Guild or the costs, charges and expenses of the winding up of the Guild except to the amount of any unpaid Fees (as defined in rule 3.9).

5. Disciplining of Members

5.1 A complaint may be made by any Member that some other Member

5.1.1 has persistently refused or neglected to comply with a provision(s) of these rules; or

5.1.2 has persistently acted in a manner prejudicial to the interests of the Guild.

5.2 On receiving such a complaint, the Executive:

5.2.1 must cause notice of the complaint to be served on the Member concerned; and

5.2.2 must give the Member at least 14 days from the time the notice is served within which to make submissions to the Executive in connection with the complaint; and

5.2.3 must take into consideration any submissions made by the Member in connection with the complaint.

5.3 The Executive may expel the Member from the Guild or suspend the Member from the Guild if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the fact alleged in the complaint has been substantiated.

5.4 If the Executive expels or suspends a Member, the Secretary must, within 7 days after the Executive's decision, cause written notice to be given to the particular Member of the reasons for its decision and of the Member's right of appeal under rule 5.5.

- 5.5 A Member wishing to appeal against a decision expelling or otherwise disciplining them may do so by notifying the Secretary in writing within 21 days of receiving the notice in rule
 - 5.5.1 that they wish the decision to be reviewed at the next general meeting of the Guild.
- 5.6 The expulsion or suspension does not take effect:
 - 5.6.1 until the expiration of the period within which the Member is entitled to appeal against the Executive's decision; or
 - 5.6.2 if the Member exercises the right of appeal, unless and until the Executive's decision is upheld on appeal.
- 5.7 All voting on an appeal under rule 5.5 shall be done by secret ballot.

6. Disputes between Members

- 6.1 In the event of a dispute arising between Members (in their capacity as members), or between a Member and the Guild, or a Member and the Executive, the following procedure shall apply:
 - 6.1.1 Each side of the dispute shall nominate a representative who is not directly involved in the dispute. Those representatives shall then use their best endeavours to settle the dispute by negotiation.
 - 6.1.2 Should the nominated representatives be unable to resolve the dispute within 14 days of commencing negotiations (or such other period as they may agree upon) the dispute shall be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.
 - 6.1.3 If a resolution to the dispute is not achieved by mediation then the dispute shall be arbitrated by the Australian Commercial Disputes Centre and the parties to the dispute agree to be bound by the decision of the arbitrator and further acknowledge and agree that the decision of the arbitrator shall be final.
- 6.2 The Guild shall not be liable for any costs or expenses incurred by Members in this dispute resolution process.

7. Source of Funds

- 7.1 The funds of the Guild are to be derived from entrance fees and Fees (as defined in rule 3.9), donations, grants, sponsorships and subject to any resolution passed by the Guild in general meeting, such other sources as the Executive determines.

- 7.2 All money received by the Guild must be deposited as soon as practicable, and without deduction, to the credit of the Guild's bank/credit union account.
- 7.3 The Guild must, as soon as practicable after receiving any money, issue an appropriate receipt.

8. Management of Funds

Subject to any resolution passed by the Guild in general meeting, the funds of the Guild are to be used in pursuance of the objects of the Guild in such manner as the Executive determines and shall not be paid or transferred to Members by way of dividend, bonus or profit.

9. Office Bearers

- 9.1 The office bearers of the Guild shall be:
 - (a) the President;
 - (b) the Vice-President;
 - (c) the Treasurer; and,
 - (d) the Secretary.
- 9.2 The President or, in the President's absence, the Vice-President shall act as chairperson at each general meeting and Executive meeting of the Guild.
- 9.3 If the President and Vice-President are absent from a meeting or unwilling to act, the Members present at the meeting shall elect one of their number to act as chairperson.
- 9.4 The Secretary shall ensure that records of the business of the Guild including these rules, the Register, minutes of all general and Executive meetings and a file of correspondence are kept. These records shall be available for inspection by any member and shall be held in the custody of the Secretary or at the Principal Place.
- 9.5 The Treasurer shall ensure that all money received by the Guild is paid into an account in the Guild's name. All cheques and other negotiable instruments must be signed by any two (2) Members of the Executive or employees authorised to do so by the Executive. Major or unusual expenditures shall be authorised in advance by the Executive or a general meeting.
- 9.6 The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Guild. These records shall be available for inspection by any Member and shall be held in the custody of the Treasurer or at the Principal Place.

10. Management by Committee

- 10.1 The Guild shall have its affairs controlled and managed by the office bearers and other members known as the Executive.
- 10.2 The Executive may exercise all such functions as may be exercised by the Guild, other than those functions that are required by these rules to be exercised by a general meeting of Members.
- 10.3 The Executive shall consist of:
 - 10.3.1 the office bearers of the Guild; and,
 - 10.3.2 at least three but no more than 11 other Members, each of whom is to be elected at the annual general meeting of the Guild and shall be eligible for Full membership in accordance with rule 3.10.
- 10.4 The office of an Executive Member shall become vacant if that Member:
 - 10.4.1 fails to attend three (3) consecutive meetings of the Executive, except where leave of absence has been granted by the Executive;
 - 10.4.2 resigns office by notice in writing to the Executive before tenure of office has expired;
 - 10.4.3 is unable to carry out their duties; becomes deceased;
 - 10.4.4 becomes mentally incapacitated;
 - 10.4.5 becomes an insolvent under administration within the meaning of the Corporations Law; or,
 - 10.4.6 ceases to become a Member (of the Guild).
- 10.5 Each Member of the Executive including the Office Bearers shall hold office from the date of their election or appointment until the next annual general meeting.
- 10.6 Where leave of absence is granted under rule
 - 10.6.1 the duties of that particular Member may be performed by another Member eligible for Full membership appointed by the Executive until otherwise determined by the Executive or until the next annual general meeting.
- 10.7 Any casual vacancy occurring in the Executive (including Office Bearer) may be filled by a Member eligible for Full membership appointed by

the Executive until the conclusion of the annual general meeting next following the date of the appointment.

- 10.8 Current Executive Members are eligible for re-election.
- 10.9 The Executive shall meet as often as necessary to conduct the business of the Guild and not less than once every two months.
- 10.10 The quorum for meetings of the Executive shall be three Committee Members whether elected at the previous annual general meeting or appointed by the Executive to fill a casual vacancy.
- 10.11 Notice of Executive meetings shall be given at the previous Executive meeting or by such other means as the Executive may decide upon.
- 10.12 The Executive may function validly provided its number is not reduced below the quorum. Should Executive numbers fall below the quorum the remaining Executive members may act only to appoint new Executive Members.
- 10.13 Questions arising at any meeting of the Executive shall be decided by the majority of votes of those present. In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- 10.14 If, within 30 minutes of the time appointed for an Executive meeting, a quorum is not present, the meeting shall be dissolved.
- 10.15 Additional meetings of the Executive maybe convened by the President or any two members of the Executive.
- 10.16 The Executive may, by instrument in writing, delegate the exercise of its functions to a sub-committee except:
 - 10.16.1 this power of delegation; and
 - 10.16.2 a function which is a duty imposed on the Executive by law.

11. General Meetings

- 11.1 An annual general meeting of the Guild shall be held each year within six months from the end of the financial year of the Guild. The quorum for the annual general meeting shall be 9 Full Members.
- 11.2 The Executive may, whenever it thinks fit, convene a general meeting of the Guild. A general meeting must be convened by the Executive within one month of receiving a written request to do so from at least five per cent (5%) of the membership of the Guild.

- 11.3 A requisition of Members for a general meeting:
 - 11.3.1 must state the purpose or purposes of the meeting;
 - 11.3.2 must be signed by the Members making the requisitions;
 - 11.3.3 must be lodged with the Secretary; and
 - 11.3.4 may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- 11.4 If the Executive fails to convene a general meeting to be held within 1 month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- 11.5 At least 14 days' notice of all general meetings and notices of resolution shall be given to Members. In the case of general meetings where a special resolution is to be proposed, notice of the resolution shall be given to Members at least 21 days before the meeting.
- 11.6 In the case of the annual general meeting the following business shall be transacted:
 - 11.6.1 confirmation of the minutes of the last annual general meeting and any recent general meeting;
 - 11.6.2 receipt of the Executive's report upon the activities of the Guild in the last financial year;
 - 11.6.3 election of Office Bearers and other Members of the Executive;
 - 11.6.4 receipt and consideration of a statement from the Executive which is not misleading and gives a true and fair view for the last financial year of the Guild's income and expenditure assets and liabilities mortgages, charges and other securities trust properties.
- 11.7 Voting at general meetings shall be by a show of hands unless a secret ballot is demanded by not less than three members. Decisions shall be made by a simple majority vote, except for those matters which must be decided by special resolution where a three-quarter majority is required.
- 11.8 At a general meeting of the Guild, a poll to count the show of hands may be demanded by the chairperson or by not less than 3 Members present in person or by proxy at the meeting.

- 11.9 On any question arising at a general meeting of the Association a Member shall have the following voting rights in accordance with their particular class of membership:
- 11.9.1 Full membership 1 vote
 - 11.9.2 Associate membership nil votes
 - 11.9.3 Student membership nil votes
 - 11.9.4 Retired Members 1 vote
 - 11.9.5 Accredited Members 1 vote
- 11.10 All votes must be given personally or by proxy, but no member may hold more than 5 proxies.
- 11.11 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 11.12 A Member or proxy is not entitled to vote at any general meeting of the Guild unless all money due and payable by the member or proxy to the Guild has been paid, other than the amount of the Fee payable in respect of the then current year.
- 11.13 Each Member is entitled to appoint another Member as 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
- 11.14 The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.
- 11.15 Nominations of candidates for election as Office Bearers or other Executive Members may be made at the annual general meeting or in such other ways as may be determined by the Guild at a general meeting.
- 11.16 Written notice of all general meetings shall be given to Members either personally or by post.
- 11.17 Members who have items of business they wish considered at a general meeting shall give written notice of such business to the Secretary. The Secretary shall include that business in the next notice calling a general meeting.

12. Special Resolutions

- 12.1 A special resolution must be passed by a general meeting of the Guild to effect the following changes:
 - 12.1.1 a change of the Guild's name;
 - 12.1.2 a change of the Guild's rules;
 - 12.1.3 a change of the Guild's objects;
 - 12.1.4 an amalgamation with another incorporated association;
 - 12.1.5 to voluntarily wind up the Guild and distribute its property; or
 - 12.1.6 to apply for registration as a company or a co-operative.
- 12.2 A special resolution shall be passed in the following manner:
 - 12.2.1 notice in writing must be sent to all members advising that a general meeting is to be held to consider a special resolution;
 - 12.2.2 the notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;
 - 12.2.3 a quorum must be present at the meeting; and
 - 12.2.4 at least three-quarters of those present must vote in favour of the resolution.
- 12.3 In situations where it is not possible or practicable for a special resolution to be passed as described above, a request may be made to the Department of Consumer Affairs for permission to pass the resolution in some other way.

13. Public Officer

- 13.1 The Executive shall ensure that a person is appointed as public officer ("Public Officer").
- 13.2 The first Public Officer shall be the person who completed the application for incorporation of the Guild.
- 13.3 The Executive may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.

- 13.4 The Public Officer shall be deemed to have vacated their position in the following circumstances:
- 13.4.1 death;
 - 13.4.2 resignation;
 - 13.4.3 removal by the Executive or at a general meeting;
 - 13.4.4 bankruptcy or financial insolvency;
 - 13.4.5 mental illness or incapacity or;
 - 13.4.6 residency outside New South Wales.
- 13.5 When a vacancy occurs in the position of Public Officer the Executive shall within 14 days notify the Department of Consumer Affairs by the prescribed form and appoint a new Public Officer.
- 13.6 The Public Officer is required to notify the Department of Consumer Affairs by the prescribed form in the following circumstances:
- 13.6.1 appointment (within 14 days);
 - 13.6.2 a change of residential address (within 14 days);
 - 13.6.3 a change in the Guild's objects or rules (within one month);
 - 13.6.4 a change of the Guild's financial affairs (within one month after the annual general meeting); or,
 - 13.6.5 a change in the Guild's name (within one month).
- 13.7 The Public Officer maybe an Office Bearer, Executive Member, or any other person regarded as suitable for the position by the Executive.
- 13.8 The Public Officer shall keep a register of Members of the Executive which must:
- 13.8.1 contain the name and residential address of each Executive Member and the date on which they became a Member of the Executive;
 - 13.8.2 be updated within one month of any change taking place; and
 - 13.8.3 be made available for inspection by any person, at all reasonable hours and free of charge.

14. Miscellaneous

- 14.1 The Guild shall affect and maintain insurance as is required under the Guilds Incorporation Act 1984 (NSM together with any other insurance which may be required by law or regarded as necessary by the Guild.
- 14.2 The common seal of the Guild shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the Executive. The stamping of the common seal shall be witnessed by the signatures of two members of the Executive.
- 14.3 In the event that the Guild should be wound up or have its incorporation cancelled, any surplus property shall be distributed in accordance with the provisions of the Associations Incorporation Act 1984.
- 14.4 Service of documents on the Guild is affected by serving them on the Public Officer or by serving them personally on two Members of the Executive.
- 14.5 Notices sent by post shall be deemed to have been received two days after the date of posting.

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