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Name: THE AUSTRALIAN CINEMATOGRAPHERS SOCIETY
ACN : 000 379 368

<i>Document ID</i>	<i>No. of Pages</i>	<i>Date Lodged</i>
023818831	35	26/08/08

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P-42064.

REGISTERED in the Office of the REGISTRAR GENERAL, SYDNEY:	
the	10th
day of	November 1961
<i>Chambers</i>	
Deputy Registrar General.	

Doc = 29400

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General
by notification published in the Government Gazette on the nineteenth day of June, 1971, to

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£13 ✓*

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Completed
10/11/61*

Companies Act 1936
Company Limited by Guarantee



R 26 9 61

MEMORANDUM OF ASSOCIATION

OF

THE AUSTRALIAN CINEMATOGRAPHERS SOCIETY

1. The name of the Company is "The Australian Cinematographers Society".
2. The objects for which the Company is established are:-
 - (1) The advancement of cinematography in all its branches both professionally and socially.
 - (2) To serve the craft of cinematography as a whole by providing for the interchange and dissemination of technical and other information.
 - (3) To maintain the status of the craft and all persons engaged therein and to give due recognition to outstanding work performed by cinematographers.
 - (4) To support protect and advance the status and interest of cinematographers as a vocation and industry generally and particularly of cinematographers who are members of the Society.

- (5) To permit honourable practice, to repress malpractice, to settle disputed points of practice and to decide all questions of usage etiquette and all disputes between or amongst cinematographers or members.
- (6) To consider all questions affecting the interests of the craft of cinematography and to initiate promote watch over and consider and if necessary to petition Parliament and organise deputations in relation to measures for the protection and advancement of the craft of cinematography and those engaged therein and general measures whether legislative or otherwise affecting the craft and the practice of cinematography and to procure improvements and promote uniformity in the methods and practices of cinematography.
- (7) To prescribe and adopt standards and classification of appointments and educational qualifications of those engaged in the craft and for such purposes to conduct examinations and other tests in the theory and practice of cinematography and other subjects and to prescribe and receive fees for such examinations and tests and to grant such status and other such qualifications to designate the standard and status of cinematographers in the craft and in particular to members of the Society PROVIDED THAT any certificate of qualification shall on the face of it show that it is merely a certificate granted at an examination by the Society or upon other qualifications prescribed by the Articles of Association for the time being in force and that it does not take effect under any statutory or public power.
- (8) To provide maintain extend and improve a library or libraries containing technical literature and such other literature as may be of interest to cinematographers and to acquire preserve and disseminate information and statistics concerning or relating to the principles and practices of cinematographers and other matters of interest to the industry.
- (9) To encourage the study of cinematography and for that purpose to donate and to encourage the donation on such terms and conditions as may from time to time be determined or prescribed as a prize or prizes or other rewards or distinctions.

- (10) To promote information on cinematography and other subjects of interest or value to cinematographers by lectures discussions books correspondence with public and other bodies and individuals or otherwise.
- (11) In furtherance of the objects of the Society to provide rooms and other facilities for the holding and conducting of discussions and meetings of members and others and of meetings of creditors arbitration meetings and other like matters and to let or hire such rooms to other associations companies and persons.
- (12) In furtherance of the objects of the Society to carry on business as proprietors and publishers of newspapers journals magazines books and other literary works and undertakings of interest or advantage to the Society.
- (13) In furtherance of the objects of the Society to carry on or engage in any other business or undertaking or project which may seem to the Society capable of being conveniently carried on in connection with or calculated directly or indirectly to further the objects of the Society.
- (14) In furtherance of the objects of the Society to communicate affiliate or enter into other relations whether formal or informal, with other societies and associations having similar objects and purposes whether relating to cinematography or any other craft or activities and to subscribe to, become a member of and co-operate with any such bodies and to procure from and communicate to any such bodies such information as may be likely to forward the objects of the Society or of the craft of cinematography.
- (15) In furtherance of the objects of the Society to affiliate amalgamate or enter into partnership or into any arrangement for union of interest co-operation joint adventure reciprocal concession or otherwise with any body whether corporate or unincorporate having objects of a like nature to those of the Society or carrying on or engaged in or about to carry on or engage in any undertaking project business or transaction which the Society is authorised to carry on or engage in or any undertaking project business or transaction capable of being conducted so as directly or indirectly to benefit or further the objects of the Society. Provided that such other body restricts the distribution of its income and property to an extent at least as great as that imposed upon the Company by Clause 3 hereof.

- (16) In furtherance of the objects of the Society to take or otherwise acquire and hold shares or other interests in any other company having objects similar to those of the Society or carrying on any business or undertaking capable of being conducted so as directly or indirectly to benefit the Society.
- (17) In furtherance of the objects of the Society to enter into any arrangements with any governments or authorities municipal local or otherwise that may seem conducive to the Society's objects or any of them and to obtain from any such government or authority any rights privileges and concessions which the Society may think it desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions.
- (18) To provide facilities for social intercourse between members and their friends and to establish maintain and conduct a club or rooms for the accommodation of members of the society and their friends and to provide a clubhouse or other premises and accommodation facilities and conveniences and generally to afford to members and their friends all the usual privileges advantages conveniences and accommodation of a club.
- (19) To promote any company or companies (the distribution of whose income and property shall be restricted to an extent at least as great as that imposed upon the Society by Clause 3 hereof) for the purpose of acquiring all or any of the property and rights and undertaking any of the liabilities of the Society or for any other purpose which may seem directly or indirectly calculated to benefit or further the objects of the Society.
- (20) In furtherance of the objects of the Society to acquire by purchasing taking on lease or otherwise lands and buildings and any other property real or personal which the Society may from time to time think proper. To acquire and to hold and use such property and to re-sell underlease or sub-let surrender turn to account or dispose of the same or any part thereof and to erect any buildings for the purposes of the Society and to maintain improve alter or add to any buildings.
- (21) In furtherance of the objects of the Society generally to purchase take on lease or in exchange hire or otherwise acquire any real and personal property and any rights or privileges which the Society may think necessary or

convenient for the purposes of its business or the furtherance of its objects.

- (22) To invest and deal with the moneys of the Society not immediately required in such manner as may from time to time be determined provided that any such moneys shall be invested only in such form of investment as are permitted by law for the investment of trust moneys.
- (23) In furtherance of the objects of the Society to borrow or raise or secure the payment of money in such manner as the Society shall think fit and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Society's property (both present and future) and to purchase redeem or pay off any such securities.
- (24) In furtherance of the objects of the Society to draw make accept endorse discount execute and issue cheques promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments.
- (25) In furtherance of the objects of the Society to undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise. Provided that in case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (26) To apply for and obtain any order Act of Parliament or Royal Charter provisional or otherwise for enabling the Society to carry any of its objects into effect or for effecting any modification of the Society's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Society's interests.
- (27) To procure the Society to be registered or recognised in any of the States of the Commonwealth of Australia or in any other Territory or place outside Australia.
- (28) In furtherance of the objects of the Society to sell improve manage develop exchange lease mortgage enfranchise dispose of turn to account or otherwise deal with all or

any part of the real and personal property and the rights of the Society.

- (29) To do all such other things as are incidental or conducive to the attainment of the above objects and to the advancement of the interests of cinematographers.

Provided always that the Society shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which being an object of the Society would make it a trade union and provided also that the Society shall not in relation to cinematography attempt directly or indirectly to fix (by recommendation or otherwise) or to impose on or procure to be observed by its members or others any minimum charges, rates, prices or fees.

3. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association, and no portion of it shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Society or to any of them, or to any person claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Society or to any member thereof or other person in return for any service actually rendered to the Society nor prevent the payment of interest at a rate not exceeding the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any member to the Society; but so that no member of the council of management or governing body of the Society shall be appointed to any salaried office of the Society, or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member of such council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society PROVIDED that the provision last aforesaid shall not apply to any payment to any Railway, Gas, Electric lighting, water, Cable, or Telephone Company of which a member of the Council of Management or governing body may be a member or any other company in which such a member shall not hold more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

4. No addition, alteration or amendment shall be made to or in the regulations contained in the Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Governor with the advice of the Executive Council.
5. The third and fourth clauses of the Memorandum contain conditions on which a license is granted by the Governor with the advice of the Executive Council in pursuance of and under the provisions of Section 34 of the Companies Act, 1936.
6. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up during the time that he is a member, or within one year afterwards for payment of its debts and liabilities contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding ten pounds. This liability shall also include restricted members, associate, or student, honorary or life member.
7. If upon the winding up or dissolution of the Society there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Clause 3 herein, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and in default thereof by the Chief Judge in Equity or such other Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.
8. The Registered Office of the Society will be situated in Sydney or at such other place or places in New South Wales as the Council of Management or governing body of the Society shall from time to time determine.
9. The liability of the members is limited.

10. True accounts shall be kept of the sums of money received and expended by the Society, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Society; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being, shall be open to the inspection of the members. Once at least in every year, the accounts of the Society shall be examined and the correctness of the balance-sheet ascertained by one or more properly qualified Auditor or Auditors.

Sid Wood, 28A Clyde Street, North Bondi
Cinematographer

Ron Horner, 7 Pearson Street, East
Balmain, Cinematographer

Ross M. Wood, 101 Holmes Street,
Kingsford, Sydney, Cinematographer

R. Pepier, 12 Fernhurst Avenue,
Cremorne, Cinematographer

Garret L. Lowry, 11 Webb Street,
Parramatta, Cinematographer

J.W. Trevisse, 308 Alison Road,
Coogee, Cinematographer

Keith B. Loone, 1/21 Beach Road, Bondi
Beach, Cinematographer

Jack Gardiner, 7 Allars Street, West
Ryde, Cinematographer

Arthur E. Higgins, 123 Macleay Street,
Potts Point, Cinematographer

Arthur Hansen, 123 Chapel Street,
Lakemba, Cinematographer

Bede Whiteman, 7 Hazelglen Avenue, Panania,
Cinematographer

John Leake, 1 Bray Avenue, Earlwood
Cinematographer

WE, the several persons whose names and addresses are subscribed hereto are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and
Descriptions of Subscribers.

Witnesses.

Sir Wood Cinematographer
257 Ave 5th Ave Bondi

Don Harner, Cinematographer
7 Pearson St. East Balmain.

Ross M. Wood. 101 Holmes St
Kingsford Sydney.

~~P. L. L. L.~~ 127 Regent St.
Garnet L. L. L. 11 Webb St.

Parramatta
Cinematographer

J. W. Innes
308 Alison Road
Coober
Cinematographer

Kerth. B. Lorne
1/21 BEACH RD BONDJ Beach
N.S.W. CINEMATOGRAPHER

Jack Garland
7 Allans St W Ryde
Cinematographer.

Arthur C. L. L.
123 Macleay St.
Potts St.

Cinematographer

Arthur Hansen 123 Chapel Street Lakemba

DATED this twenty eighth day of

Reed Whitman
7 Hazlelen Ave Panamier 9.
Cinematographer

John W. L. L. 11 Webb St. Esherwood
Cinematographer

M. J. Gardner
7 Allans Street W. Ryde.

B. J. Bolding 11. Canterbury Rd Canterbury

B. J. Bolding
11. Canterbury Rd Canterbury

B. J. Bolding
11. Canterbury Rd Canterbury

L. M. Wesley
Flat 3 9 Hipwood St.
North Sydney.

John B. L. L.
14 Halsfield Rd Halsfield

John B. L. L.
48 Peacock St Seaford

Rachum Tindall
22 Whitton Rd
Chatswood.

Harold R. Dene
14 Long Avenue North Ryde.

Harold R. Dene
14 Long Avenue North Ryde.

16 Panorama Cres,
Trench's Forest.

Harold R. Dene
14 Long Avenue North Ryde.

See article 27th name

Companies Act 1936
Company Limited by Guarantee



ARTICLES OF ASSOCIATION

R 26 9 61

OF

THE AUSTRALIAN CINEMATOGRAPHERS SOCIETY

INTERPRETATION

1. In these Articles of Association unless the context otherwise requires:-

"The Society" means the Company registered as "The Australian Cinematographers Society".

"The Executive" means the governing body of the Society herein provided for.

"Member" means a member of the Society.

"General Meeting" means an annual general meeting or any extraordinary general meeting and any adjourned holding thereof.

"Annual Meeting" means the annual general meeting of members of the Society.

"Office" means the registered office of the Society for the time being.

"The President", "The Vice-President", "The Secretary", "The Assistant Secretary", "The Treasurer" and "The Assistant Treasurer" mean those respective officers for the time being of the Society and include any persons appointed to perform the duties of those respective officers temporarily.

"In writing" and "Written" include typing, printing or lithographing and other modes of representing or reproducing words and figures in a visible form. Words importing the singular number only include the plural number, and words importing the plural number only include the singular number.

Words importing the masculine gender shall include the feminine gender and vice versa.

Words importing persons shall include corporations and companies.

"Month" means calendar month.

MEMBERSHIP

2. The number of members with which the Society proposes to be registered is 100 but the Executive may from time to time register an increase of members.
3. Membership to the Society is by application, and shall be upon a prescribed form.

Membership shall fall into six categories:

(a) MEMBER - is a person who:

- (1) has been employed as a cinematographer in the motion picture industry for a period of seven years or more;

- (2) has been employed as a cinematographer in the Motion Picture Industry for a period of five years or more, during which time he or she has been responsible for the photography on at least three motion picture films of any film gauge - each with a minimum screening time of ten minutes - and each of the three films made for the same client, sponsor or employer; or
- (3) has been employed as a cinematographer in the Motion Picture Industry for a period of three years or more and who has been responsible for the photography on at least one feature of at least one hour duration that has received public release.

Any person elected to full membership shall be at least twenty-one years of age.

Only members who are financial shall be entitled to vote at a properly constituted meeting

- (b) PROVISIONAL members are persons who have been employed in cinematography in the motion picture industry for a period of three years.
- (c) ASSOCIATE members are those persons who shall be invited by the executive to join the Society
- (d) STUDENT is a person who is employed in cinematography in the motion picture industry under the age of 21 years.
- (e) HONORARY MEMBERS - Honorary membership can be bestowed upon a distinguished member of the Industry at the discretion of the Executive Committee.
- (f) LIFE MEMBER - A member can be recommended by the Executive Committee for election as a Life Member of the Society at a general meeting for distinguished service to the Society.
- (g) RETIRED MEMBER - a Retired Member shall be a Member

of 7 years or more in the craft of cinematography who has retired from active employment in the craft.

All applications will first be submitted to a membership committee of at least four, duly elected from the above Executive. The membership committee will report to the general committee on their opinion as to suitability of the applicant and recommend the category to which he or she shall be admitted. The general committee will accept or reject (without giving reasons) all applications to join the association.

The Executive of the Society has power to issue to any member of any category a Certificate showing the grade of membership to which he has been elected. Every such Certificate is to remain the property of, and shall be returned to the Society on demand. The Certificate shall bear the signature of two presiding executives of the Society and may be retained by the Member as long as Membership of the Society is retained.

The letters A.C.S. can be awarded under the following conditions:

- (a) A proposal for nomination of any individual member for A. C. S. accreditation shall be lodged with the Executive Committee by a fellow member and shall be seconded and recommended by at least five other members, none of whom shall be employed in the same organisation. Such nomination shall, at the discretion of the Executive Committee, be submitted to a General Meeting for approval.

STATES OF MEMBERSHIP GRADES

Members and life members only are classed as corporate members with full voting rights. Students, Provisional, Associate and Honorary Members classed as non-corporate Members shall have no vote.

Every applicant for membership of the Society must be proposed and seconded by members of the Society and must sign and deliver to the Society an application

for admission framed in such terms as the Executive shall require together with such evidence as the Executive shall determine as to his qualifications for membership.

4. All fees for entrance and membership shall be fixed in general meeting of the Society and every applicant for membership of the Society shall pay such fees so long as he shall remain a member but the amount of such fees or entrance fee shall not at any time exceed £25 per member.

TERMINATION OF MEMBERSHIP

5. Any member may resign his membership on giving to the Executive three months' notice in writing of his intention to resign and his resignation shall take effect at the expiration of such notice.
6. The membership of any member of the Society shall be terminated ipso facto in any of the following events:
 - (a) on his death
 - (b) if he ceases to retain any of the qualifications rendering him eligible for admission to membership of the Society.
 - (c) If he be in arrear with his annual subscription for two years and if after that period he shall fail to pay such arrears within two months after demand is made to him in writing by the Secretary to pay the same.
 - (d) If he becomes or be made bankrupt or insolvent under any of the laws relating to bankruptcy or insolvency for the time being in force in Australia, but the Executive shall have power to declare that the membership of a member shall be deemed not to have been terminated by his bankruptcy or insolvency and thereupon the membership of such member shall continue as though he had not become bankrupt or insolvent.

- (e) If he becomes a patient or a protected person or incapable person within the meaning of the Mental Health Act, 1958.
 - (f) By expulsion from membership by the Society in general meeting on the ground that the conduct of the member is or has been detrimental to the honour and/or interest of the Society. Provided that a member shall not be so expelled unless he shall have been given fourteen days notice in writing of what is alleged against him and afforded the opportunity of appearing before and being heard by the meeting in relation thereto.
 - (g) An ethics committee of three duly elected from executive members, shall be formed to investigate any alleged unethical conduct of members and report same to the full executive who shall take any action deemed necessary.
7. Every member shall remain a member until his membership is terminated in accordance with the provisions of these Articles of Association.
8. If any member shall by any means cease to be a member of the Society he shall nevertheless remain liable for and pay to the Society all moneys which at the time of his ceasing to be a member may be due from him to the Society.
9. No person who shall have been a member of the Society and ceased to be such shall be eligible for readmission until he shall have paid all arrears of subscription, if any, due from him to the Society at the date when his former membership ceased.
10. There shall be a register of members kept by the Society and there shall be entered in such register the full name and address and occupation of each member and such other particulars as shall be by Statute required to be entered therein and such further particulars as the Executive shall from time to time prescribe.

GENERAL MEETINGS

11. The first annual meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Society, and at such place as the Executive may determine.
12. Subsequent annual meetings of the Society shall be held once in every calendar year at such time being not more than fifteen months after the holding of the last preceding annual meeting and place as may be prescribed by the society in annual meeting, or, in default, at such time in the third month following that in which the anniversary of the Society's incorporation occurs and at such place as the Executive shall appoint. In default of an annual meeting being so held an annual meeting shall be held in the month next following, and may be convened by any two members qualified as prescribed in paragraph (c) of Subsection one of section ninety-five of the act in the same manner as nearly as possible as that in which meetings are to be convened by the Executive.
13. The meetings referred to in the last preceding Articles shall be ordinary meetings; all other meetings shall be called extraordinary meetings.
14. The Executive may whenever it thinks fit convene an extraordinary general meeting. Extraordinary general meetings shall also be convened and held as provided for in Section 94 of the Companies Act.
15. Subject to the provisions of subsection two section ninety-seven of the Companies Act relating to special resolutions, not less than three weeks' notice of a general meeting specifying the place the day and the hour of meeting and, in the case of special business, the general nature of that business shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Society in general meeting, to such persons as are, under the regulations of the Society entitled to receive such notices from the Society, but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.
16. The accidental omission to give any such notice of meeting to any of the members or the non-receipt of

notice of any meeting by a member shall not invalidate any resolution passed at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS

17. The business of an annual meeting shall be :-

- (a) To receive and consider the report of the Executive.
- (b) To receive and consider the accounts of the Society for the past year.
- (c) To elect officers of the Society.
- (d) To elect the members of the Executive of the Society
- (e) To consider any motion of which at least thirty days' notice in writing shall have been given to the Secretary.
- (f) Any other business which may be lawfully transacted at the annual meeting.

All other business transacted at the annual meeting and all business transacted at an extraordinary general meeting shall be deemed special.

18. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Except as hereinafter provided ten members personally present and entitled to vote shall be a quorum for a general meeting.

19. If within one-half hour from the time appointed for the meeting a quorum of members is not present the meeting if convened upon the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the following week at the same time and place and if at such adjourned meeting a quorum of members is not present those members who are present shall be a quorum and may transact the business for which the meeting was called.

20. The President shall except as hereinafter provided preside as Chairman at every general meeting of the Society.
21. If at any meeting the President is not present within fifteen minutes after the time appointed for holding of the same or being present is unwilling or unable to act as Chairman the members present shall appoint some one of their number to be Chairman of such meeting.
22. The Chairman may with the consent of the meeting at which a quorum is present adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
23. Every question submitted to a general meeting shall be decided in the first instance by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two members present in person or by proxy entitled to vote and unless a poll is so demanded, a declaration by the Chairman 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 of proceedings of the Society, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

If a poll is duly demanded it shall be taken in such manner as the chairman directs, and unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

VOTES OF MEMBERS

24. On a show of hands every member other than Honorary, Student, Associate and Provisional members present shall have one vote and on a poll other than by way of postal vote or by proxy every member other than Honorary, Associate, Provisional, Student members shall have one vote.

25. No members as above shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Society have been paid.

- A. On a poll votes may be given either personally or by proxy.
- B. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Society not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
- C. An instrument appointing a proxy may be in the following form, or any other form which the Executive shall approve:

THE AUSTRALIAN CINEMATOPHAGERS SOCIETY

I
of
in the State of New South Wales being a member of
The Australian Cinematographers Society hereby
appoint
of
as my proxy to vote for me and on my behalf at the
general meeting of the Society
to be held on the day of
and at any adjournment thereof.

SIGNED this day of 19

- D. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

GOVERNING BODY

26. The affairs of the Society shall be managed and conducted

by an Executive appointed for that purpose as hereinafter provided.

27. The first members of the Executive shall be the subscribers to the Memorandum of Association and shall be as follows:-

<u>President:</u>	Mr. Sid Wood, 28a, Clyde Street, North Bondi.	Director of Cinematography, Movietone News, 47, Missenden Road, Camperdown.
<u>Vice-President:</u>	Mr. Ron Horner, 7, Pearson Street, East Balmain.	Director of Cinematography, Visatone Television Pty. Ltd. 20, Hill Street, North Sydney.
<u>Vice-President:</u>	Mr. John Leake, 1, Bray Avenue, Bardwell Park, Earlwood.	Director of Cinematography, Supreme Sound Studios, 11 Young Street, Paddington.
<u>Secretary:</u>	Mr. Keith Brian Loone, 1/21 Beach Road, Bondi Beach.	Director of Cinematography, Ajax Films Pty. Limited, Grose Street, Broadway.
<u>Assistant Secretary:</u>	Mr. Garnet Lowry	Director of Optical Effects, Artransa Studios, French's Forest.
<u>Treasurer:</u>	Mr. Reg. Perier	Producer and Cinematographer, Perier Productions, Jamieson Street, Sydney.
<u>Assistant Treasurer:</u>	Mr. Jack Gardiner, Hall Street, North Ryde.	Producer and Cinematographer, Kings Cross Productions, 94, Oxford Street, Darlinghurst.
<u>Five other Members:</u>	Mr. Ross Wood, 101 Holmes Street, Kingsford.	Director of Cinematography, Artransa Studios
	William James Trevisse, Coogee.	Director of Cinematography Film Division, Department of Interior.
	Bede Whiteman, Panania.	Director of Cinematography, Cinesound Productions Darling Street, Rozelle.

Arthur Higgins,
123, Macleay Street,
Kings Cross.

Director of Cinematography

Arthur Hansen,
Kingsgrove.

Director of Cinematography,
Avondale Studios
Henderson Street,
Turrella.

and they shall hold office until the first annual meeting of the Society when they shall retire.

28. The Executive shall consist of the following officers of the Society hereinafter mentioned, namely, the President, two Vice-Presidents, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer and five other members. At the first annual meeting and at each annual meeting thereafter all members of the Executive shall retire but shall be eligible for re-election. At each annual meeting an election shall be held to fill the vacated offices. Only corporate members shall be eligible for election to the Executive.
29. Members of the Executive shall retain office until the dissolution or adjournment of the meeting at which their successors are elected to office.
30. No member of the Executive shall receive remuneration for his services in the capacity of a member of the Executive.
31. The continuing members of the Executive may act notwithstanding any vacancy in their number but if their number is reduced below the number fixed by the Executive as a quorum the continuing members may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Society but for no other purpose.
32. The office of a member of the Executive shall be vacated if the member:
 - (a) Holds any office of profit under the Society; or

- (b) becomes bankrupt; or
 - (c) becomes prohibited from being a Director of a Company by reason of any order made under Section 255 or 307 of the Companies Act, 1936; or
 - (d) becomes a patient or protected person or incapable person within the meaning of the Mental Health Act, 1958; or
 - (e) resigns his office by notice in writing to the Society; or
 - (f) ceases to be a member of the Society; or
 - (g) is directly or indirectly interested within the meaning of Section 129 of the Companies Act, 1936, in any contract within the Society or participates in the profits of any contract with the Society. Provided however that a member of the Executive shall not vacate his office by reason of his being a member of any corporation society or association which has entered into contracts with or done any work for the Society if such corporation society or association is among the class of companies referred to in the last proviso to Clause 3 of the Memorandum of Association of the Society and if he shall have declared the nature of his interest in manner required by Section 129 of the Companies Act, 1936. A member of the Executive shall not vote in respect of any contract in which he is interested or any matter arising thereout and if he does so vote his vote shall not be counted.
33. Any casual vacancy occurring in the Executive shall be filled by the Executive but the member appointed to fill the vacancy shall retain his office so long only as the member who vacated the office would under these Articles have retained the office.
34. The Secretary shall summon all meetings of the Society and shall be responsible for entering the minutes of meetings of the Society and the Executive in the books to be provided for that purpose.

35. The Treasurer shall manage the financial affairs of the Society and present the annual accounts of the Society to the Executive.

MEETINGS AND PROCEEDINGS OF THE EXECUTIVE

36. The Executive shall meet for the transaction of business at such times and places as it may from time to time by resolution determine or as the President may direct and may determine the quorum necessary for the transaction of business. Until otherwise determined five members of the Executive personally present shall constitute a quorum.
37. Questions arising at any meeting of the Executive shall be decided by a majority of votes and in the case of equality of votes the Chairman shall have a second or casting vote.
38. A resolution in writing signed by all the members of the Executive shall be as valid and effectual as if it had been passed at a meeting of the Executive duly called and constituted and such resolution shall be entered by the Secretary in the Minute Book and ratified by the members of the Executive at its next meeting.

POWER OF THE EXECUTIVE

39. A. The Executive shall cause minutes to be made in books provided for the purpose -
- (a) of all appointments of officers made by the Executive;
 - (b) of the names of the members of the Executive present at each meeting of the Executive and of any committee of the Executive;
 - (c) of all resolutions and proceedings at all meetings of the Society, and of the Executive, and of committees of the Executive;

and every member of the Executive present at any meeting of the Executive or committee of the Executive shall sign his name in a book to be kept for that purpose.

- B. The management and control of the business and affairs of the Society shall be vested in the Executive and the Executive may exercise all such powers and do all such acts and things as the Society is by its Memorandum of Association or otherwise authorised to exercise and do and are not hereby or by Statute directed or required to be exercised or done by the Society in general meeting but subject nevertheless to the provisions of the Memorandum of Association of any Statute or of these presents.

40. The executive may delegate any of its powers to other Committees consisting of such member or members of its body as it shall think fit and may from time to time make such delegation. Any Committee so formed shall in exercise of its powers so delegated conform to any regulations that may from time to time be imposed upon it by the Executive.

FUNDS

41. The Treasurer shall receive all funds of the Society and disburse the same. Unless and until the Executive shall otherwise determine cheques shall be signed by the Treasurer and one of such other persons as shall be authorised for such purpose by the Executive.

SEAL

42. The Executive shall provide for the safe custody of the Seal of the Society and the same shall never be used except by the authority of the Executive previously given and in the presence of at least two members of the Executive who shall sign every instrument to which the Seal is affixed and every instrument on which the Seal is affixed shall be countersigned by the Secretary or some other person appointed by the Executive for that purpose.

ACCOUNTS

43. The Executive shall cause proper accounts to be kept with respect to:
- (a) All sums of money received and expended by the Society and the matters in respect of which the receipt and expenditure takes place.
 - (b) All sales and purchases of goods by the Society.
 - (c) The Assets and liabilities of the Society.
44. The Executive shall from time to time cause accounts to be kept and shall from time to time in accordance with Section 103 of the Companies Act, 1936, cause to be prepared and to be laid before the Society in general meeting such income and expenditure accounts balance sheets and reports as are referred to in that Section made up to a date not more than three months before the date of the meeting. A copy of such accounts balance sheet and reports (including every document required by law to be annexed or attached thereto) shall seven days before the date of the general meeting be sent to all persons entitled to receive notice of general meetings of the Society.
- A. The accounts shall be kept at the registered office of the Society or at such other place or places as the Executive shall think fit and shall always be open to the inspection of the Executive.
 - B. The Executive shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of the Members not being members of the Executive, as provided by the Memorandum of Association.
45. Auditors shall be appointed and their duties regulated in accordance with Sections 113, 114 and 115 of the Companies Act, 1936 and Clause 10 of the Memorandum of Association.
46. Every account of the Executive when audited and approved by a general meeting shall be conclusive except as regards any error discovered therein within three months next after

the approval thereof. Whenever any such error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive. Nothing in this Article shall apply to any matter arising out of or involving a breach of Clause 3 of the Memorandum of Association.

NOTICES

47. A notice may be served by the Society upon any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member of the Society at his registered place of address.

INDEMNITY OF OFFICERS

48. Every member of the Executive Secretary Treasurer or other officer of the Society or Auditor of the Society shall be indemnified out of the funds of the Society against all liability incurred by him as such member officer or auditor in defending proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 361 of the Company Act, 1936, in which relief is granted to him by the Court.

29707

[Signature]
16/10/61

completed

16/11/61

License.

The Australian Cinematographers Society.

RECEIVED in the Office of the REGISTRAR
GENERAL, SYDNEY.

the

10th

day of

November 1961

[Signature]

Deputy Registrar General,

NEW SOUTH WALES,

TO WIT.

LICENSE

WHEREAS it hath been proved to the satisfaction of me, the Governor, and of the Executive Council of the State of New South Wales that

THE AUSTRALIAN CINEMATOGRAPHERS SOCIETY

which is about to be registered under the Companies Act, 1936, as amended by subsequent Acts, as a Company limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by the thirty-fourth section of the aforesaid Act, and that it is the intention of the said Association that the income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association, as set forth in its Memorandum of Association, and that no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Association, and that there is no other Association with similar objects of which the members of the proposed Company might become members upon reasonable terms and conditions: NOW, THEREFORE, I, the Governor, by and with the advice of the said Executive Council, in pursuance of the powers vested in me by the said thirty-fourth section of the Companies Act, 1936, as amended by subsequent Acts and of any other powers thereunto enabling, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Association as subscribed by twelve members thereof on the

28th August, 1961

do by this License direct

THE AUSTRALIAN CINEMATOGRAPHERS SOCIETY

to be registered with limited liability without the addition of the word "limited" to its name.

SIGNED at Sydney, this thirteenth day of September,
one thousand nine hundred and sixty one.

Ed Woodward

Governor.

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, do hereby certify that the foregoing is a true and correct copy of the original as the same appears in the records of the Commissioner.

9
Companies Act, 1961

NOTICE OF RESOLUTIONS

THE AUSTRALIAN CINEMATOGRAPHERS SOCIETY

To the Registrar of Companies.

At an Extraordinary General Meeting of the Members of The Australian Cinematographers Society duly convened and held at 29A Rosalind Street, Crows Nest on Friday the twenty-fifth day of March, 1966, the following resolutions were duly passed as Special Resolutions.

1. That Article No. 3 be deleted and a new Article No. 3 substituted therefor as follows:-
 3. Membership to the Society is by application, and shall be upon a prescribed form. Membership shall fall into eight (8) categories:
 - (a) NEW SOUTH WALES MEMBER - is a person who:
 - (i) has been employed as a cinematographer in the motion picture industry for a period of seven years or more;
 - (ii) has been employed as a cinematographer in the motion picture industry for a period of five years or more, during which time he or she has been responsible for the photography on at least three motion pictures films of any film gauge - each with a minimum screening time of ten minutes - and each of the three films made for the same client, sponsor or employer; or
 - (iii) has been employed as a cinematographer in the motion picture industry for a period of three years or more and who has been responsible for the photography on at least one feature of at least one hour duration that has received public release.
 - (b) INTERSTATE MEMBER - is a person who:
 - (i) Is resident in the State of Victoria, Queensland, South Australia, Western Australia or Tasmania.
 - (ii) Complies with the other provisions set forth in Article 3 (a) hereof in relation to a New South Wales Member.
 - (c) PROVISIONAL members are persons who have been employed in cinematography in the motion picture industry for a period of three years.

262521

PACKET No.	72067
RECORDED	H.L.
FILED	

24.5.66

\$4 per.

CRA 11575

21/6/67

(see file)

Notice of Resolution
re Alteration of Articles

The Australian Cinematograph
Society

Approved by Agreement
with notice of 31.3.67

LODGED in the Office of the
REGISTRAR OF COMPANIES on

24.5.66

F. J. O. Ryan.

REGISTRAR OF COMPANIES

9
Companies Act, 1961

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 - (c) PROVISIONAL members are persons who have been employed in cinematography in the motion picture industry for a period of three years.

2.

- (d) ASSOCIATE members are those persons who shall be invited by the Executive to join the Society.
- (e) STUDENT is a person who is employed in cinematography in the motion picture industry under the age of 21 years.
- (f) HONORARY MEMBERS - Honorary membership can be bestowed upon a distinguished member of the industry at the discretion of the Executive Committee.
- (g) LIFE MEMBER - A member can be recommended by the Executive Committee for election as a Life Member of the Society at a General Meeting for distinguished service to the Society.
- (h) RETIRED MEMBER - A Retired Member shall be a member of 7 years or more in the craft of cinematography who has retired from active employment in the craft.

Any person elected to full membership shall be at least twenty-one years of age.

Only members who are financial shall be entitled to vote at a properly constituted meeting.

All applications will first be submitted to a membership committee of at least four, duly elected from the above Executive. The membership committee will report to the general committee on their opinion as to suitability of the applicant and recommend the category to which he or she shall be admitted. The general committee will accept or reject (without giving reasons) all applications to join the Association.

The Executive of the Society has power to issue to any member of any category a Certificate showing the grade of membership to which he has been elected. Every such Certificate is to remain the property of, and shall be returned to the Society on demand. The Certificate shall bear the signature of the two presiding Executives of the Society and may be retained by the Member as long as Membership of the Society is retained.

The letters A.C.S. can be awarded under the following conditions:

After a minimum of 12 months as a full member, that member may apply to the Central Executive, submitting a sample of their work for appraisal by an accreditation committee, consisting of the President, two Vice-Presidents and Life Members, which will make up a duly formed quorum for consideration of their standards, and if unaccepted that member may apply again in not less than 6 months.

STATES OF MEMBERSHIP GRADES

Members and life members only are classed as corporate members with full voting rights. Students, Provisional, Associate and Honorary Members classed as non-corporate Members shall have no vote.

Every applicant for membership of the Society must be proposed and seconded by members of the Society and must