

**ARTICLES OF ASSOCIATION
AND
MEMORANDUM**

of

**AUSTRALIAN SCREEN DIRECTORS AUTHORSHIP
COLLECTING SOCIETY LIMITED**

Corporations Act

Society Limited by Guarantee and Not having a Share Capital

ARTICLES OF ASSOCIATION

of

**AUSTRALIAN SCREEN DIRECTORS AUTHORSHIP COLLECTING
SOCIETY LIMITED**

1. Preliminary

The regulations contained in Schedule 1 to the Corporations Law do not apply to this Society.

2. Interpretation

2.1 In these Articles unless the context otherwise requires:

“Accounting Period” means a period which,

- (a) is determined by the Board for accounting, distribution and reporting purposes, and
- (b) is not more than twelve (12) months ending on June 30 in any year or on such substituted date as may be adopted by the Board in accordance with the Corporations Law.

“Applicant” means any Person who applies for membership of the Society in accordance with Article 5.

“ADG” means the entity currently known as the Australian Directors Guild (formerly the “Australian Screen Directors Association”) and includes any replacement entity or association.

“Cinematograph Film” has the meaning given to it in the Copyright Act and in the national legislation in any country which confers a Relevant Right. It includes the following: -

- (a) a film;
- (b) a television programme;
- (c) an episode of a television programme series;
- (e) any other audio-visual work in a current or future format.

“Collecting Society” means an organisation situated in or outside Australia, which administers the Relevant Right in accordance with the national legislation of the relevant country, and collects and distributes income derived from that Right.

“Copyright Act” means the Copyright Act 1968 (Comm.) as amended or re-enacted from time to time.

“Corporations Law” means the Corporations Act 2001 (Comm) as amended or re-enacted from time to time.

“Cultural and Charitable Purposes Fund” and “CCP Fund” means a fund established by the Society pursuant to Article 11.

“Directors' Authorship Income” means that income which is collected by a Collecting Society in respect of a Relevant Right.

“Distributable Amount” in respect of an Accounting Period means the moneys which are available for distribution in that Accounting Period and determined pursuant to Article 7.2.

“Member” means a member of the Society. “Office” means the registered office for the time being of the Society.

“Person(s)” and “person(s)” includes companies, corporations and public bodies wherever incorporated or domiciled and persons nominated by or on behalf of an unincorporated association.

“Relevant Right” and “Right” means the right of Screen Directors, to receive remuneration pursuant to the national legislation of any country which confers such a right on Screen Directors as an author of a Cinematograph Film or as an owner of a Cinematograph Film or both. The remuneration is in consideration of the secondary use of the Cinematograph Film, such use including but not limited to:

- (a) the actual or presumed use of recording machines and recording material for private copying of Cinematograph Films;
- (b) the retransmission of broadcasts of Cinematograph Films, including but not limited to retransmission on pay or cable television; and
- (c) the rental of copies or duplicates of Cinematograph Films.

“Retransmission Rights” means the copyright rights of a Screen Director under section 98 of the Copyright Act insofar as they consist of the right as set out in section 98(6) to include the Cinematograph Film in a retransmission of a free-to-air broadcast, including but not limited to retransmission on pay or cable television and as a result of which a Screen Director is entitled to

statutory payments for such retransmissions (as currently set out in Part VC of the Copyright Act and administered by the Audio-Visual Copyright Society Limited trading as Screenrights).

“Screen Director(s)” means a person who is the director of a Cinematograph Film.

“Seal” means the common seal of the Society and includes any official seal of the Society.

“Secretary” includes any person appointed to perform the duties of Secretary for the time being and where the context permits includes the Honorary Secretary.

“Society” means the Society incorporated as the AUSTRALIAN SCREEN DIRECTORS AUTHORSHIP COLLECTING SOCIETY LIMITED under that or any subsequent name;

“DEGNZ” means the Directors and Editors Guild of New Zealand (formerly the “Screen Directors Guild of New Zealand”).

“Society Directors” and “Board” means the whole or any number (not being less than a quorum) of the directors of the Society for the time being assembled at a meeting of such directors, either in person or as otherwise permitted by these Articles;

“State” means the State of New South Wales;

“Trust Account” means the trust account established by the Board pursuant to Article 10.

“Trust Period” in respect of moneys held in the Trust Account means a period of four (4) years from the end of the Accounting Period in respect of which the moneys are transferred to the Trust Account pursuant to Article 10.1.

- 2.2 Any notice or other communication required by these Articles to be in writing can, unless the context otherwise requires, be made in any mode of representing or reproducing words in a material form;
- 2.3 Headings in these Articles shall be disregarded in interpreting these Articles.
- 2.4 Words importing the singular number include the plural and vice versa.
- 2.5 Words importing one gender include all other genders.
- 2.6 Marginal notes and headings do not form part of these Articles and shall not affect their interpretation.
- 2.7 Words or expressions contained in these Articles shall be interpreted in accordance with the provisions of the Copyright Act and the Interpretation Act, 1987 amended or re-enacted from time to time.

3. PURPOSES OF THE SOCIETY

The Society is established for the aim and objectives set out in the Memorandum of Association.

4. MEMBERS

4.1 Membership Number

For the purposes of the Corporations Law the number of Members is declared to be unlimited.

4.2 Initial Membership

Subject to Articles 4.3 and 5, the Members of the Society are:-

- (a) The subscribers to the Memorandum of Association; and
- (b) All persons who have appointed the Society as their agent for the Relevant Right in some or all of their Cinematograph Films at the time these Articles become binding upon the Society.

4.3 Eligibility for Membership A Person is eligible for admission as a Member of the Society if the Person is either:

- (a) a Screen Director; or
- (b) a full director member of the Australian Directors Guild (ADG); or
- (c) a full director member of the Directors and Editors Guild of New Zealand (DEGNZ); or
- (d) the trustee of a Screen Director; or
- (e) the executor or beneficiary under the will of a Screen Director.

4.4 Membership Fee

All Persons applying to be Members of the Society will be asked to pay a membership fee which the Board may determine in its discretion. The membership fee may be waived if the Person is a current full financial member of ADG or DEGNZ or concurrently joins ADG or DEGNZ whilst applying for membership to the Society; is an executor or beneficiary of a deceased screen director; or is a retiree.

4.5 Precondition of Membership

- (a) Subject to the discretion of the Board in respect of an existing member who does not respond to a request to do so, it is a precondition of a Person becoming or remaining a Member that they assign to the Society all past, present and future Retransmission Rights.
- (b) Such assignment shall be in the form prescribed from time to time by the Society (including any membership application form) and shall operate for and during the period of the assignor's membership, subject however to earlier or later termination as may be provided by these Articles.

5. APPLICANTS

5.1 Any Person who is eligible for membership may apply to the Board for admission to membership.

5.2 An application must be made in writing, signed by the Applicant, and must be made in such form as is determined by the Board from time to time.

5.3 The Board may require any Applicant to supply such evidence of eligibility as the Board considers reasonable.

5.4 The Board must consider each application for membership at the next meeting of the Board after the receipt of such application and if the Board is reasonably satisfied that the Applicant is eligible, the Board must admit the Applicant as a Member.

5.5 The Board may request the Applicant to furnish such further information as it thinks appropriate to determine the eligibility of the Applicant for membership.

5.6 A Member is not entitled to transfer his or her membership or any of the rights and privileges of membership to any other person.

5.7 The Directors are not required to give any reason for the rejection of an Applicant but must reject an Applicant who has previously been a Member but resigned their membership within the period of 12 months before their new application for membership.

5.8 In the event that an applicant is rejected for membership to the Society the membership fee under Article 4.4 will be refunded.

6. CESSATION OF MEMBERSHIP

6.1 Ineligibility Subject to the Corporations Law, the Act and these Articles, the Board may at any time remove the name of a Member from the Society's register of Members if the Member ceases to be eligible for membership.

- 6.2 Resignation Any Member may resign from membership of the Society by giving not less than three months' notice in writing to the Secretary, and membership will cease at the expiration of that notice period. Resignation under this clause may not, however, be effected within 12 months of a Member becoming a Member or (if already a Member) of assigning their Retransmission Rights to the Society during that period they are a Member.
- 6.3 Re-assignment of Retransmission Rights. Once a Member ceases to be a Member following their resignation under clause 6.2, the Society must promptly re-assign to the Member all that Member's Retransmission Rights, in respect of any and all Cinematograph Films.

7. RECEIPT AND ALLOCATION OF MONEYS

The moneys received by the Society must, in respect of each Accounting Period, be dealt with as follows: -

- 7.1 Subject to sub-Article 7.2, where moneys are received from any source other than a Collecting Society, in any manner as the Board, in its discretion, thinks fit.
- 7.2 In respect of Directors' Authorship Income (including any interest earned from the investment of Directors' Authorship Income and moneys held in trust pursuant to Article 10):
- (a) first, for the payment of all proper and reasonable expenses of and incidental to the conduct, management and operation of the Society including the repayment of the Society's establishment costs and the payment of fees and expenses to any other collecting society which is contracted to provide services to the Society;
 - (b) secondly, sums as the Board may consider proper, but not exceeding four percent (4%) of receipts of Directors' Authorship Income for that Accounting Period, may be set aside for the Cultural and Charitable Purposes Fund;
 - (c) thirdly, such sums as the Board considers proper may be set aside as a reserve to meet the Society's anticipated future obligations;
 - (d) fourthly, the residue, which constitutes the Distributable Amount for that Accounting Period, must be distributed in accordance with Article 8.
- 7.3 The declaration of the Society Directors supported by the certificate of the auditors as to the amount of moneys received by the Society is conclusive and binding on all Members.

8. DISTRIBUTION OF DISTRIBUTABLE AMOUNT

- 8.1 The Distributable Amount must, in respect of an Accounting Period, be divided in accordance with the scheme of distribution determined by the Board for that Accounting Period having regard to:-

- (a) the records and information supplied to the Society by the Collecting Society, and
 - (b) such other information obtained by the Society designed to ascertain the nature and extent of the entitlement of any Member to a share of the Distributable Amount, and
 - (c) the Society's obligations under arrangements with other Collecting Societies, professional associations or similar bodies.
- 8.2 The Society Directors must not make any binding arrangement, collateral to any scheme of distribution, regarding the future exercise of their discretion to make any determination under this Article 8.
- 8.3 The Society Directors must distribute moneys allocated to Members in respect of any Accounting Period, as soon as practicable after allocation of the Distributable Amount for that Accounting Period.
- 8.4 Any scheme of distribution fixed by the Society Directors must comply with the terms and conditions of any agreement in force from time to time between the Society and any Member.
9. DETERMINATION OF ENTITLEMENT OF MEMBERS
- 9.1 Subject to this Article 9 the Board must fix and determine from time to time (not less than once for each Accounting Period) the entitlement of any Person to a share of the Distributable Amount under the scheme of distribution determined by the Board under Article 8.
- 9.2 (a) In exercising its powers under this Article the Board must take all reasonable steps to ensure that any Person's entitlement to a share of the Distributable Amount is determined equitably and accurately.
- (b) The Board is entitled to consider all relevant matters in making its determination under this Article including, without limitation, all the matters set out in sub-Article 8.1.
- 9.3 The Board may, from time to time, require each Member to submit to the Society relevant details of each Cinematograph Film to which his/her membership relates.
- 9.4 The Board may require such verification as is reasonable of the matters specified in sub-Article
- 9.5 (a) Subject to this Article 9, allocations made by the Board are final and binding on Members.
- (b) Where a person claims to be entitled to a share of the Distributable Amount but no such entitlement has been established by the procedures undertaken under sub-Article 9.2, the Board may, if it is satisfied that such entitlement exists, admit the claim at any time within one year of the date of determination of any allocation.

- (c) Without prejudice to any other rights and remedies available to the Society, where the Board is satisfied that moneys allocated by the Society to a particular person out of the Distributable Amount constitute an over-allocation, the excess may be deducted from any subsequent allocation made by the Society to that Person.

10. DETERMINATION AND DISTRIBUTION OF ENTITLEMENT OF NON- MEMBERS

10.1 The Board must establish and maintain a trust account, the trustee of which is to be the Society, into which shall be deposited and transferred from the Distributable Amount of any Accounting Period, the following monies:

- (a) moneys to which a Member is entitled where the Member cannot be located;
- (b) moneys to which a non-Member would be entitled if he/she were a Member,
- (c) moneys the entitlement to which is disputed;
- (d) moneys allocated to a Member where the amount of all accumulated entitlements of that Member is less than 100 dollars (AUS\$100.00) or such other sum as is determined by the Directors from time to time;
- (e) moneys required to be held under arrangements between the Society and other Collecting Societies; and
- (f) that part of the Distributable Amount as the Society Directors determine to be reasonable for allocation at a later time where the Society Directors consider that the information is insufficient or not sufficiently accurate to enable an equitable and accurate allocation to be made.

10.2 All such moneys must be transferred to the Trust Account as soon as practicable after the allocation is made for that Accounting Period and, subject to sub-Articles 10.3 ,10.4 and 10.5 , must be held upon trust for a period not exceeding the Trust Period, and after such Trust Period shall be distributed as the Board sees fit.

10.3 Notwithstanding sub-Article 10.2, the Board may distribute any monies in the Trust Account before the expiration of the Trust Period if the Board is satisfied after proper and reasonable enquiry that the circumstances listed in sub-Article 10.1 (a), (b), (c) and (f) are unlikely to be resolved and the Board shall be entitled to distribute such monies as they see fit.

10.4 Notwithstanding sub-Article 10.2, the Board may distribute any monies in the Trust Account that fall under sub-Article 10.1 (d) at any time and as they see fit.

10.5 If the Board is satisfied that special circumstances exist which justify the retention of all or any part of the moneys to which sub-Article 10.1 refers, the Board may either on or before the

expiration of the Trust Period, decide to retain such monies for a further period of not more than two (2) years (commencing immediately upon the expiration of the Trust Period) or until distribution becomes possible, whichever occurs first.

11. CULTURAL AND CHARITABLE PURPOSES FUND The Society may establish and maintain a Cultural and Charitable Purposes Fund for the purposes of providing promoting, fostering and defending the interests of Screen Directors and providing an incentive to creativity and investment in the film, television and multimedia industries generally.

12. INTENTIONALLY DELETED

13. ANNUAL MEETING

13.1 An annual general meeting of the Society must be held in accordance with the provisions of the Corporations Law.

13.2 All general meetings, other than the annual general meetings, shall be called extraordinary general meetings.

14. EXTRAORDINARY GENERAL MEETINGS

14.1 The Society Directors may, whenever they think fit, convene an extraordinary general meeting.

14.2 Extraordinary general meetings must be convened by such requisitions as provided by the Corporations Law.

14.3 If at any time there are not, within the State, sufficient Society Directors capable of acting to form a quorum, a Society Director or any two Members of the Society may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Society Directors.

15. NOTICE

15.1 Subject to the provisions of the Corporations Law relating to special resolutions and agreements for shorter notice, each person entitled to receive notice from the Society must be given at least twenty one days' notice of an annual general meeting and at least thirty (30) days' notice in the case of an extraordinary general meeting (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day on which the meeting is to be held).

15.2 Each notice must specify the place, the day and the hour of the meeting and in the case of special business, the general nature of that business.

16. BUSINESS

All business that is transacted at either an extraordinary general meeting or at an annual general meeting is deemed to be special, with the exception of the following: -

- (a) the reception and consideration of the accounts and balance-sheets;
- (b) the report of the Society Directors and Auditors;
- (c) the election of Society Directors in the place of those retiring,
- (d) and the appointment and fixing of the remuneration of the Auditors.

17. QUORUM

17.1 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.

17.2 Except as otherwise provided in these Articles, five (5) Members present in person or by using electronic facilities (including telephone, video and the like), is a quorum.

18. ABSENCE OF QUORUM

18.1 If within half an hour from the time appointed for the meeting a quorum is not present, the following applies: -

- (a) if the meeting was convened upon the requisition of Members, the meeting must be dissolved;
- (b) in any other case,
 - the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board determine, and
 - if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present (being not less than two (2) Members) shall be a quorum; but if two (2) Members are not present, the meeting must be dissolved.

19. CHAIRPERSON

19.1 The Society Directors may elect a Society Director who is also a Member to chair their meetings. This person is appointed as chairperson for one year and may be re-elected by the Society Directors, subject to Article 19.6.

19.2 The Society Directors must elect a Society Director who is present at a meeting of the Society

Directors to chair the meeting (or part of it) if:

- (a) a chair has not been previously elected by the Society Directors; or
- (b) a previously elected chair is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or declines to act for the meeting (or part of it).

19.3 The Society Directors may elect a Society Director who is also a Member to chair meetings of the Society. The Society Directors at a meeting of the Society must elect a Society Director present who is also a Member to chair the meeting (or part of it) if a Society Director who is also a Member has not already been elected by the Society Directors to chair the meeting or, having been elected, is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, or declines to act for the meeting (or part of it).

19.4 The Members at a meeting of the Society must elect a Member present to chair the meeting (or part of it) if:

- (a) a chair has not been previously elected by the Society Directors to chair the meeting; or
- (b) a previously elected chair is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, or declines to act for the meeting (or part of it).

19.5 The chair must adjourn a meeting of the Society if the Members present with a majority of votes at the meeting agree or direct the chair must do so.

19.6 No person shall be the chair for any consecutive period of more than two (2) years, except with the prior consent of a majority of the other Society Directors.

20. ADJOURNMENT

20.1 The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the 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.

20.2 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

20.3 Except as provided in sub-Article 20.2, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

21. VOTING

21.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of

hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the chairperson; or
- (b) by at least three (3) Members present in person.
- (c) by any Member or Members present in person or by proxy or by attorney and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

21.2 (a) Unless a poll is so demanded a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular minority, or lost, and an entry to that effect in the book containing the minutes of the 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 the resolution.

- (b) The demand for a poll may be withdrawn.

22. POLL

22.1 Subject to sub-Article 22.2, if a poll is duly demanded, it must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

22.2 A poll demanded on the election of a chairperson or on a question of adjournment must be taken forthwith.

23. CASTING VOTE

In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, is entitled to a second or casting vote.

24. VOTE

24.1 A Member may vote in a general meeting in person or by proxy or by attorney or, where the Board so determines, by mail or by the use of electronic facilities (including telephone, video conferencing and the like).

24.2 Where a vote is taken on a show of hands, every person present, either in person or by using electronic facilities, and being a Member or a duly authorised representative of a Member, shall have one (1) vote.

24.2 Where a vote is taken on a poll, every Member voting, either in person or by proxy or by attorney or any other means authorised by the Board, shall have one (1) vote.

25. OBJECTIONS

25.1 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.

25.2 Any such objection must be referred to the chairperson of the meeting, whose decision is final.

25.3 Every vote not disallowed pursuant to such an objection is valid for all purposes.

26. MENTAL HEALTH

A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his/her committee or by trustee or by such other person as properly has the management of his/her estate and any such committee, trustee or other person may vote by attorney.

27 INSTRUMENT OF PROXY

An instrument appointing a proxy,

- (a) must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer of that corporation or its duly authorised attorney;
- (b) may specify the manner in which the proxy is to vote in respect of a particular resolution and, where that instrument so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument;
- (c) is deemed to confer authority to demand or join in demanding a poll; and
- (d) must be in the following form or as similar thereto as possible: -

AUSTRALIAN SCREEN DIRECTORS AUTHORSHIP COLLECTING SOCIETY

I/we, of, being a member/member of the abovementioned Society, hereby appoint as my/our proxy to vote for me/us on my/our behalf at the annual general or general meeting* of the Society to be held on the..... day of19, and at any adjournment of that meeting.

This form is to be used in favour of/against* the resolution that

.....

Signed this day of19. * *Strike out whichever is not required.*

To be inserted if required.

28. VALIDITY OF INSTRUMENT OF PROXY OR ATTORNEY

In order to be valid, an instrument appointing a proxy and/or an instrument of attorney (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the registered office of the Society, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll.

29. PROXY OR ATTORNEY VOTE

A vote given in accordance with the terms of an instrument of proxy or of an instrument of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Society at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

30. INTENTIONALLY DELETED

31. NUMBER OF SOCIETY DIRECTORS

31.1 Thereafter, unless otherwise determined by the Society in general meeting by special resolution, there shall be at least five (5) elected Directors of the Society all of whom shall be elected as herein provided.

31.2 The Board shall be limited to seven (7) Society Directors, including those appointed by the Board who are not Members, pursuant to Article 32.5.

32. COMPOSITION OF THE BOARD

32.1 Composition of the Board

The Board shall consist of at least four (4) Members who are concurrently full financial members of ADG or such other association of screen directors as may be substituted by a special resolution of the Society.

If a Society Director is a member of the ADG or another Board approved association of screen directors, that Society Director must declare such membership. Declaration needs only be made once and shall be noted in the relevant minutes of the meeting.

32.2 Eligibility of Society Directors

Society Directors, other than those appointed pursuant to Article 32.5, must be Members and have directed either:

- (a) a Cinematograph Film that has been theatrically released; or
- (b) a Cinematography Film that has been broadcast on free-to-air or pay television; or
- (c) a professionally produced Cinematograph Film (that can be a cross media or internet project) with a budget that is approximately equivalent to a commercially released Cinematograph Film and that has been communicated to the public via a recognised public facing internet streaming or download service, within twenty (20) years of the date of their nomination for election as a Society Director.

32.3 Election of Society Directors

Except for the appointment of the Executive Officer of the Society as a Society Director (which appointment shall be governed by Article 32.6), the election of the Society Directors shall take place in the following manner:-

- (a) Any two Members of the Society shall be at liberty to nominate any other Member to serve as an office-bearer or Society Director or, subject to Article 32.5, to nominate any person who is not a Member and who served as a Society Director immediately prior to the election (including any person appointed pursuant to Article 32.5) to serve as a Society Director.
- (b) The nomination,
 - (i) must be in writing and include thereon the signature of the proposer and seconder of the candidate and the candidate's endorsement of his or her consent, and
 - (ii) must be lodged with the Secretary at least fourteen (14) days before the annual general meeting at which the election is to take place.
- (c) A list of the candidates' names in alphabetical order shall be posted to each of the Members of the Society at least seven days immediately preceding the annual general meeting.

(d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each Member shall be entitled to vote (by any means permitted by Article 24.1) for any number of such candidates not exceeding the number of vacancies.

32.4 If there is an insufficient number of candidates nominated, the Board shall fill the remaining vacancy or vacancies.

32.5 In addition to the Society Directors elected pursuant to Article 32.2, the Board shall have the right to appoint up to two (2) Society Directors who need not be Members of the Society. These two directors will only be in place until the next annual general meeting.

32.6 The Board shall appoint the Executive Officer of the Society to administer the affairs of the Society. The Executive Officer will not be a member of the Board but will implement the decisions of the Board.

33. RETIREMENT OF SOCIETY DIRECTORS

33.1 Subject to Article 33.3, membership of the Board shall be for a term of one (1) year from the date of appointment.

33.2 Upon completion of the first one (1) year appointment, a Society Director may stand for re-election as a Society Director for a further two (2) consecutive terms each of one (1) year. Upon completion of the third one (1) year appointment a Society Director may stand for re election with the prior consent of a majority of the other Directors

34. VACANCY

34.1 If the office of a Society Director or office-bearer becomes vacant by removal, or retirement or any other reason (except removal under Article 35), that vacancy may be filled as follows:-

(a) in the case of an ADG Director—by nomination in writing by ADG; and

(b) in the case of any other Society Director or office-bearer—the Board may appoint any Member to the Board, provided that the total number of Society Directors does not at any time exceed the number determined in accordance with these Articles.

34.2 Any office-bearer or other member of the Board appointed pursuant to sub- Article 34.1 will hold office only until the next following annual general meeting.

35. REMOVAL OF A SOCIETY DIRECTOR

35.1 Subject to the Corporations Law the Society may by special resolution of which special notice has been given, remove any Society Director before the expiration of his or her period of office, and

may by special resolution appoint another person instead.

35.2 The person so appointed shall hold office only until the next following annual general meeting.

36. CEASING TO BE A SOCIETY DIRECTOR

36.1 Subject to sub-Article 36.2, a Society Director is deemed to have vacated that office if he or she:

- (a) ceases to be a Director by virtue of the Corporations Law;
- (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (c) becomes prohibited from being a director of a Society by reason of any order made under the Corporations Law;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns office by notice in writing to the Society;
- (f) is absent without permission of the Board from more than three consecutive meetings of the Board; or
- (g) ceases to be a Member of the Society.

36.2 Nothing in this Article 36 shall affect the operation of the Memorandum of Association.

37. REMUNERATION

37.1 The Society Directors shall be paid such remuneration as is from time to time determined by the Society in general meeting.

37.2 That remuneration is deemed to accrue from day to day.

37.3 Society Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Society Directors or general meetings of the Society or in relation to carrying out the business of the Society.

38. CONTRACTS WITH SOCIETY DIRECTORS

38.1 A Society Director shall not be disqualified by his or her office from holding any office of profit under the Society (except Auditor) or contracting with the Society, and

- (a) any such contract or any contract entered into by or on behalf of the Society in which any Society Director is in any way interested shall not be avoided, and
 - (b) any Society Director so contracting or being so interested shall not be liable to account to the Society for any profit realised by any such contract, by reason only of such Society Director holding that office or of the fiduciary relations thereby established, but only if the nature of that interest has been disclosed either at the meeting of the Society Directors at which the contract is determined, if the interest then exists, or in any other case at the first meeting of the Directors after the acquisition of the interest.
- 38.2 (a) A general notice that a Society Director is a member, director, employee or agent of any specified firm or company and is to be regarded as interested in all transactions with that firm or company shall be sufficient disclosure under this Article as regards such interests and the said transactions.
- (b) After such general notice, it shall not be necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

39. MANAGEMENT

39.1 The Society Directors have the general management of the business and funds of the Society and may pay all expenses incurred in promoting and registering the Society, and may exercise all such powers of the Society as are not inconsistent with these Articles or the provisions of the Corporations Law. 39.2 No Article shall be made by the Society, whether in general meeting or otherwise, which would invalidate any prior act of the Society Directors which would have been valid if that Article had not been made.

40. POWERS The Society Directors may exercise all the powers of the Society to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Society.

41. CHEQUES, BILLS, ETC. The Society Directors shall hold the funds of the Society in a separate bank account in the name of the Society with such bankers as the Society Directors shall determine from time to time. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by the Executive Officer and one other Society Director or in such other manner as the Society Directors from time to time may determine and all documents requiring endorsement shall be sufficiently endorsed if signed by any one of them.

42. MANAGING DIRECTOR

- 42.1 (a) The Society Directors may from time to time appoint one or more of their number to the office of managing director for a period and on terms to be defined by the board and upon such appointment the appointee shall be deemed to have resigned as director.
- (b) subject to the terms of any written agreement between him/her and the Society, may remove or dismiss him/her from office and appoint another in his/her place.
- 42.2 Subject to the terms of any agreement between him/her and the Society, during the period of his/her office, the managing director is exempt from the usual requirements of retirement for Society Directors contained in Article 33.
- 42.3 If a managing director ceases to hold the office of a Society Director from any cause, he/she shall simultaneously and immediately cease to be a managing director.
- 42.4 The Society Directors may determine the remuneration of a managing director, subject to the terms of any agreement between him/her and the Society, (whether by fixed salary or otherwise).

43. ASSOCIATE DIRECTORS

- 43.1 The Society Directors may from time to time appoint any person to be an associate director and may from time to time terminate any such appointment.
- 43.2 The Society Directors may fix, determine and vary the powers, duties and remuneration of any person so appointed.
- 43.3 A person so appointed, except by the invitation and with the consent of the Society Directors, does not have any right to attend or vote at any meeting of the Society Directors.

44. SECRETARY

- 44.1 The Society Directors shall appoint a Secretary who is also a Member (and who shall be an office-bearer) as provided by the Corporations Law for such term and at such remuneration and upon such conditions as they think fit and any Secretary so appointed may be removed by the Society Directors.
- 44.2 The Society Directors may appoint any member as Honorary Secretary.
- 44.3 The Society Directors may define the powers, authorities, discretions, functions and duties of the Secretary, Honorary Secretary, and of any other officer of the Society and from time to time may confer or limit such manner as they think fit.

45. INTENTIONALLY DELETED

46. MEETINGS

46.1 The Society Directors may meet in person or using electronic facilities (including video and the like) for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.

46.2 A Society Director may at any time summon a meeting of the Board.

46.3 The chairperson must summon a meeting of the Board on the requisition of two (2) Society Directors.

47. QUORUM

The quorum necessary for the transaction of the business of the Board shall be four (4) or such greater number as may be fixed by the Board.

48. MAJORITY

48.1 Subject to these Articles, questions arising at any of the meetings of the Board shall be decided by a majority of votes and a determination by a majority of the Society Directors shall for all purposes be deemed a determination of the Board.

48.2 In case of an equality of votes the chairperson of the meeting shall have a second or casting vote.

48.3 The interpretation of the Corporations Law at any meeting shall be determined by the chairperson.

49. MEMBER'S INTEREST

49.1 A Society Director shall not vote in respect of any contract or proposed contract with the Society in which he or she is interested, or in any matter arising thereout, and if he or she does so vote, that vote shall not be counted. 49.2 It shall not be a conflict of interest for a society director to vote in respect of any contract or proposed contract between the society and the Australian Director's Guild merely on the grounds that the Society Director is a member of the Directors Guild, if the Society Director is a member.

50. CONTINUING SOCIETY DIRECTORS

The continuing Society Directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board, the continuing Society Director or Directors may act for the purpose of increasing the number of Society Directors to that number or of summoning a general meeting of the Society but for no other purpose.

51. DELEGATION TO SUB-COMMITTEE

The Board may delegate any of its powers and/or functions (not being duties imposed on the Society Directors as the directors of the Society by the Corporations Law or the general law) to one or more sub-committees consisting of such persons the Board thinks fit.

52. SUB-COMMITTEE TO CONFORM TO SOCIETY DIRECTORS' REGULATION

Any sub-committee formed under Article 51 shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.

53. SUB-COMMITTEE CHAIRPERSON

A sub-committee may elect a chairperson of its meetings and, if no such chairperson is elected or if at any meeting the chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.

54. SUB-COMMITTEE BUSINESS

54.1 A sub-committee may meet and adjourn as it thinks proper.

54.2 Questions arising at any sub-committee meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes, the chairperson shall have a second and casting vote.

55. ACTS OF SOCIETY DIRECTORS AND SUB-COMMITTEE

55.1 If all the Society Directors have signed a document containing a statement that they are in favour of a resolution of the Society Directors in terms set out in the document, a resolution in these terms is deemed to have been passed, either

- (a) at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Society Director, or
- (b) if the Society Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Society Director.

55.2 For the purpose of sub-Article 55.1,

- (a) two (2) or more separate documents containing statements in identical terms, each of which is signed by one or more Society Director, are together deemed to constitute one document containing a statement in those terms, and

- (b) a reference to “all the Society Directors” does not include a Society Director who would not ordinarily be entitled to vote on the resolution at a meeting of the Board.

55.3 All acts done by any meeting of the Board, or of a sub-committee or by any person acting as a Society Director, shall be valid as if such person had been duly appointed and was qualified to be a Society Director, even if it is afterwards discovered that there was some defect in the appointment of any such Member or any such Society Director or person acting as aforesaid, or that the Society Directors or any of them were disqualified.

56. ACCOUNTS

56.1 The Society Directors must:-

- (a) cause proper accounting and other records to be kept in respect of:-
 - (i) all sums of moneys received and used by the Society and the reasons for the receipt and use thereof;
 - (ii) the manner in which the entitlement to moneys collected by the Society is determined and carried out;
 - (iii) the assets and liabilities of the Society, and
- (b) as far as possible, adopt a consistent practice in allocating receipts and expenditure to Accounting Periods;
- (c) distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor’s report thereon as required by the Corporations Law; and
- (d) cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to date not more than three (3) months before the date of the meeting.

57. INSPECTION

57.1 The Society’s accounts and records must be kept at the Office or at any other place(s) that the Board considers appropriate and must always be open for inspection by any one or more of the Society Directors.

57.2 Subject to the provisions of the Corporations Law, Members are entitled to inspect the books and records of the Society, at such times and places and on reasonable conditions as the Board determines from time to time and which, until otherwise determined by the Board, include the following:-

- (a) that a Member may inspect the records of the Society only insofar as such records relate to the Member's Relevant Right and the entitlement of the Member to receive moneys from the Society in respect of that Right,
- (b) that the Member provide written notice to the Society which specifies the category of records which the Member wishes to inspect, and the date upon which the Member wishes to carry out the inspection (which must be at least ten (10) business days after the date of the Society's receipt of the Member's notice); and
- (c) that, in the case of a request for inspection of the Society's records, the notice must include an undertaking by the Member to pay to the Society a reasonable fee as determined by the Society, towards the Society's cost of such inspection.

58. AUDITOR

A properly qualified Auditor or Auditors shall be appointed at the first annual general meeting and their remuneration fixed and duties regulated in accordance with the Corporations Law and clause 9 of the Memorandum of Association.

59. SEAL

The Society Directors shall provide for the safe custody of the seal which shall only be used by the authority of the Society Directors or of a sub-committee of Society Directors authorised by the Society Directors in that behalf, and every instrument to which the seal is affixed shall be signed by a Society Director and shall be countersigned by the Executive Officer or a second Society Director or Secretary or by some other person appointed by the Board for that purpose.

60. SERVICE OF NOTICE

60.1 A notice may be given by the Society to any Member either by serving it on the Member personally or by sending it by ordinary pre-paid post to that Member's address as shown in the Society's register of Members or the address previously supplied by the Member to the Society in writing for the providing of notices or by transmitting it to the Member by facsimile to the Member's facsimile number or electronically to the Member's electronic address, each as provided to the Society by the Member.

60.2 Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting, three (3) days after the date of its posting and in any other case, at the time at which the letter would be delivered in the ordinary course of post.

60.3 Where a notice is sent by facsimile or electronically, service of the notice is deemed to be effected by properly addressing and transmitting a letter containing the notice and to have been effected on the business day after it was sent.

60.4 A notice may be given by the Society to a person entitled to membership in consequence of the death or bankruptcy of a Member by serving it on him/her personally or by sending it to him/her by ordinary pre-paid post, facsimile or electronically addressed to him/her by name, or by the title of the deceased's representative or assignee of the bankrupt, or by any like description, at the address (if any) supplied for the purpose by the person or, if no address has been supplied, at the address to which that Member's notice would ordinarily have been posted, faxed or delivered electronically.

61. PERSONS ENTITLED TO NOTICE

61.1 Notice of every general meeting must be given in any manner hereinbefore authorised to:

- (a) every Member except those Members who have not supplied to the Society an address within the State for the giving of notices;
- (b) the Auditor or the Auditors for the time being of the Society;
- (c) every person entitled to membership in consequence of the death or bankruptcy of a Member who, but for his/her death or bankruptcy, would be entitled to receive notice of the meeting.

61.2 No other person is entitled to receive notices of general meetings.

62. WINDING UP

The provisions of clause 8 of the Memorandum of Association in relation to the winding up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles.

63. INDEMNITY

Every Society Director, Auditor and any other officer for the time being of the Society shall be indemnified out of the assets of the Society against any liability incurred in defending any proceedings whether civil or criminal connected with their duties or obligations on behalf of the Society in which judgement is given in their favour or in which they are acquitted or in connection with any application under the Corporations Law in which relief is granted to them by the Court in respect of any negligence, default, breach of duty or breach of trust.

64. CONFIDENTIALITY

Every Society Director, Managing Director, manager, secretary, member of committee or other officer employed or engaged in the business of the Society and thereby having access to records accounts transactions or other information relating to the affairs of the Society, must sign a declaration agreeing not to reveal other than to the Board or management, and not to use for his or her own business or private purposes, any of the information relating to such matters which may thereby come to his or her knowledge, except when required so to do by the Board or by a general meeting or under a duty imposed by any statute or court of law.

65. AGREEMENT

We, the several persons whose names and addresses are subscribed to the Memorandum of Association hereby agree to the foregoing Articles of Association.

Signature of Subscriber Witness

FULL NAME: Robin DE CRESPIGNY **FULL NAME**

ADDRESS: 13 Nelson Street **ADDRESS**
 ROZELLE,
 N.S.W. 2039

OCCUPATION: Screen Director **SIGNATURE**

SIGNATURE

FULL NAME: Di DREW **FULL NAME**

ADDRESS: 1 Kalgoorlie Street **ADDRESS**
 LEICHHARDT,
 N.S.W. 2040

OCCUPATION: Screen Director **SIGNATURE**

SIGNATURE

FULL NAME: Rochina IANNELLA **FULL NAME**
ADDRESS: 5/1 Ocean Street **ADDRESS**
 WOOLLAHRA,
 N.S.W. 2025
OCCUPATION: Solicitor **SIGNATURE**
SIGNATURE

FULL NAME: Kevin LUCAS **FULL NAME**
ADDRESS: 38 Annandale Street **ADDRESS**
 ANNANDALE,
 N.S.W. 2038
OCCUPATION: Screen Director **SIGNATURE**
SIGNATURE

FULL NAME: Danny VENDRAMINI **FULL NAME:**
ADDRESS: 21 Darghan Street **ADDRESS**
 GLEBE,
 N.S.W. 2037
OCCUPATION: Screen Director **SIGNATURE**
SIGNATURE

FULL NAME: Stephen Henry **FULL NAME**
 WALLACE
ADDRESS: 15 Allen Street **ADDRESS**
 GLEBE,
 N.S.W. 2037
OCCUPATION: Screen Director **SIGNATURE**
SIGNATURE

FULL NAME **FULL NAME**
ADDRESS **ADDRESS**
OCCUPATION **SIGNATURE**
SIGNATURE

MEMORANDUM OF ASSOCIATION

of

AUSTRALIAN SCREEN DIRECTORS AUTHORSHIP COLLECTING SOCIETY LIMITED

1. The name of the Society is the AUSTRALIAN SCREEN DIRECTORS AUTHORSHIP COLLECTING SOCIETY LIMITED (hereinafter called “the Society”).
2. The registered office of the Society shall be situated in Sydney in the State of New South Wales or at such other place in the said State as the Society Directors may from time to time determine.
3. Subject to the Corporations Law the Society has the rights, the powers and privileges of a natural person.
4. The aim and objectives for which the Society is established are:

4.1 Aim

To facilitate the collections and equitable return of funds to screen directors of cinematograph films and audio-visual works that may be derived from their status as authors or co-authors of such works and to generally support the interests of screen directors and the film, television and multimedia industries.

4.2 Objectives

- a) To collect, administer and distribute remuneration (including royalties) for and on behalf of screen directors arising from any right conferred on them by the national legislation of any country, to receive remuneration, as the author, for the private, personal and domestic use of cinematograph films and audio-visual works (“Directors’ Authorship Income”).
- b) To act as agent for screen directors to collect, administer and distribute Director’s Authorship Income.
- c) To institute or defend any legal proceedings for the purpose of enforcing or protecting any rights vested in or controlled by the Society or for the recovery of damages or fees or royalties.
- d) To distribute to members, out of moneys received by the Society, moneys which are available for distribution, in accordance with the Articles of Association of the Society.
- e) To facilitate the equitable return of funds to directors of cinematograph films and audio-visual works.

- f) To promote, foster and defend the interests of screen directors as a means of providing an incentive to creativity and investment in film, television and multimedia.
- g) To assist professional screen directors to increase their expertise in any chosen area of specialisation.
- h) To enhance and encourage the exchange of information and co- operation between screen directors both within Australia and internationally.
- i) To establish and administer a special fund for cultural and charitable purposes and to make payments to that fund in accordance with the Articles of Association of the Society.
- j) To employ specialist staff to carry out sponsored research projects to the benefit of screen directors and the film, television and multimedia industries or any part of them.
- k) To make such grants to, or in aid of, or to make donations or give assistance to, or make contracts with such individuals, trusts, co- operatives, associations, societies, institutions or other organisations or authorities within or outside New South Wales as may seem calculated directly or indirectly to benefit the Society, its members, and screen directors and the film, television and multimedia industries generally;
- l) To subscribe to become a member of and co-operate with any other company, institution, association, society or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Society.
- m) To co-operate with other bodies or organisations both within Australia and overseas having objects in whole or in part similar to the objects of the Society in such activities as may seem incidental or conducive to the attainment of the objects of the Society;
- n) To sell, let, grant, or otherwise dispose of any rights (including copyright) belonging to the Society or which it may acquire or any interest in the same.
- o) To promote the objects and activities of the Society by the publication and distribution of papers, journals, brochures, and other publications, by advertising in any medium and by any other means thought desirable;
- p) As far as the law will permit and subject to the provisions of any relevant statute, rule, regulation or by-law and/or licence issued in pursuance thereof, to collect funds and to solicit, receive, enlist and accept financial and other aid, subscriptions, donations and bequests from individual trusts, companies, associations, societies, institutions and other organisations or authorities and from Government and public bodies;

- q) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures, bonds and other negotiable or transferable instruments;
- r) To borrow and raise money for any purpose of the Society and to secure the payment thereof in such manner as may be lawful including (without prejudice to the generality) any mortgage, charge or debenture upon or over all or any property of the Society;
- s) To lend or invest such of the money and funds to the Society as may not be immediately needed in such securities or investments and upon such terms and conditions as may seem desirable;
- t) To support or oppose any legislation which might affect the Society's interests or the interests of its members.
- u) In furtherance of any one or more of the object of the Society:
 - (i) To employ and engage persons whose services may be deemed necessary or desirable for the purpose of the operations of the Society;
 - (iii) To purchase, take on, lease or acquire by gift or otherwise real and personal property of any nature or description and in particular any land, buildings, easements, furniture and effects, apparatus, machinery, fittings, appliances, conveniences, accommodation, books, periodicals, publications, newspapers and any rights and privileges necessary or convenient for the purposes of the Society;
 - (iii) To construct any building or works necessary or convenient for the purposes of the Society;
 - (iv) To occupy, alter, maintain, control, manage, administer and otherwise deal with the real property of the Society and to use, store, modify, maintain, exchange or otherwise deal with the property of the Society;
 - (v) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the company, including,
 - To sell all or any part of the property of the Society or exchange it for other property; and
 - To demise such property for such terms at such rent and upon such conditions as may be deemed desirable;

- v) To promote, establish, superintend, conduct, control and assist, within Australia, committees and other forms of organisation and administration for the purpose of widening the influence and operations of the Society;
- w) To subscribe and underwrite, purchase or otherwise acquire and to hold, dispose of and deal with the shares, stock, securities and evidence of indebtedness or the right to participate in profits or other similar documents issued by any government, authority, corporation or body or by any company or body of persons and any options or rights in respect thereof and to buy and sell foreign exchange.
- x) To promote, establish or concur or assist in establishing, forming or promoting any other organisation, corporate or incorporated, whose objects shall be in any manner calculated to enhance either directly or indirectly the interests of the Society and to conduct and carry on, liquidate or wind up any such company or corporation, and to take or otherwise acquire and hold shares, stocks or securities of any guarantee and payment of any securities by or under any obligations of any such company or corporation provided that the Society shall not promote, establish or concur in assisting in the formation or promotion of any company or corporation unless such company or corporation prohibits the distribution of its income and property to the extent at least as great as that provided in clause 5 hereof;
- y) To pay the cost, charges, stamp duties, expenses preliminary or incidental to the formation, establishment and registration of the Society and the preparation and printing of the Memorandum and Articles of Association of the Society;
- z) To ratify or adopt such contracts and agreements as have been entered into prior to the incorporation of the Society in furtherance to the Society's objects and which have been approved in writing by the Society Directors;
- aa) To amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the company .
- bb) To enter into arrangements or contracts with any Governments or companies, municipal or local, or otherwise that may seem conducive to the Society's objects or any of them to obtain from any such Government, company, corporation, public body, or other authority any rights, privileges and concessions which the Society may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- cc) From time to time make, rescind, add, or amend such by-laws or regulations not inconsistent with any statute or with this Memorandum or with the Articles of Association of the Society for the time being in force for the regulations or control of any

of the property or affairs of the Society as may be deemed necessary or desirable.

- dd) Generally to do all such acts, matters and things whether in the State of New South Wales or otherwise and to enter into and make such agreements as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society.

The powers set forth in the Second Schedule to the Corporations Law do not apply to the Society except insofar as they are included in this clause 4.

5. **INCOME AND PROPERTY-** All the income and property of the Society shall be applied solely towards the promotion of the object of the Society as set forth in this Memorandum. No portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way or profit, to the members of the Society PROVIDED THAT nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any member, officer, or employee of the Society in return for any services in relation to any contract, right or claim in which he or she is interested and which arises otherwise than by membership. Without limiting the generality of the foregoing, nothing herein shall prevent the payment for goods supplied by any member in the ordinary or usual way of business, nor prevent the payment of interest for money lent or reasonable and proper rent for premises bequeathed or let by any member to the Society.
6. **LIABILITY-** The liability of the members is limited.
7. **CONTRIBUTION-** Every member of the Society undertakes to contribute up to a maximum amount of twenty dollars (\$20.00) to the property of the Society if it is wound up while he or she is a member or within one year after he or she ceases to be a member. Such members' contribution will be for the payment of:-
- (a) the debts and liabilities of the Society contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and
 - (b) the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves.
8. **WINDING UP-** If upon the winding-up or dissolution of the Society there remains, after 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 must 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 members to an extent at least as great as is then imposed on the Society and which shall be approved under S78(1)(a) of the Income Tax Assessment Act 1936. Such institution or institutions must be determined by the

Society Directors and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other judge of that Court as may have or acquires jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object approved under S78(1)(a) of the Income Tax Assessment Act 1936 and as determined by the Society Directors prior to dissolution.

9. **ACCOUNTS-** True accounts must be kept of all money received and expended by the Society, and the manner 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 in force, such accounts shall be open to the inspection of the members. Once at least in every year, the accounts of the Society shall be examined by the accounts of the company and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Companies (New South Wales) Corporations Law.
10. **SUBSCRIBERS-** The full names, addresses and occupations of the subscribers hereto are as follows:

<u>FULL NAME</u>	<u>ADDRESS</u>	<u>OCCUPATION</u>
[TO BE UPDATED TO REFLECT ANY CHANGES IN MEMBERSHIP]		
DE CRESPIGNY, Robin	13 Nelson Street ROZELLE NSW 2039	Screen Director
DREW, Di	1 Kalgoorlie Street LEICHHARDT, NSW 2040	Screen Director
IANNELLA, Rochina	5/1 Ocean Street WOOLLAHRA NSW 2025	Screen Director
LUCAS, Kevin	38 Annandale Street ANNANDALE NSW 2038	Screen Director

VENDRAMINI, Danny	21 Darghan Street GLEBE NSW 2037	Screen Director
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WALLACE, Stephen Henry	15 Allen Street GLEBE NSW 2037	Screen Director
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11. WE, the several persons whose names, addresses and occupations are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

DATED this 10th day of November, 1995.