

**DIVISIONS AND ZONES:**

**01. Divisions:**

- (i) The Board may establish and develop an appropriate number of bodies as Divisions and shall provide to each Division a certificate as to its status as a Division. No such certification shall be given unless;
  - (a) The body is one of the unincorporated Associations nominated by the Company within seven (7) days of its incorporation;
  - (b) The Board determines that a body, unable to be incorporated under the Associations incorporation Act 1981 Queensland or equivalent legislation, is otherwise acceptable to it; or
  - (c) The body is newly established, incorporated within its jurisdiction or is in the process of incorporation within three (3) months of establishment.

A Division means, a specific area, normally but not necessarily, a State or Territory, of the Commonwealth of Australia defined by the Board as a Division

- (ii) Membership of each Division shall comprise members of the Company who have been placed from time-to-time in that Division by the Board of the company, upon the vote of member-groups of that Division or their delegate. Management of a particular Division shall be effected by a Chairman, a Divisional Secretary and a Divisional Treasurer. These shall be elected by member-groups of the Division with the approval of the Board.
- (iii) In order to become and remain entitled to the use of the Company's letterhead, logos, advertisements and other benefits supplied by the Company, each Division shall;
  - (a) Adopt such rules as the Board may from time to time prescribe;
  - (b) Comply with directions of the Board; and
  - (c) Supply to the Board
    - 1. copies of the minutes adopting the rules prescribed by the Board
    - 2. all minutes of Management Committee meetings, Annual General Meetings and Extraordinary Meetings of the Division.
    - 3. copies of all financial statements and reports of the Division immediately following the meeting at which they are tabled;
    - 4. and any other documents required by the Board from time-to-time.

Upon certification under these by-laws, the Division shall be entitled to be known as the Federation of Australian Movie Makers Limited, .....Division.

- (iv) Each Division shall comply with Division obligations as set out in the Constitution, Amendments and By-laws of the Company.
- (v)
  - (a) The Board may withdraw certification of the Division for a substantive breach of these Constitutional clauses, directives and by-laws or the Rules of the Division that have not been remedied within one (1) month of a written request to do so by the Board, or for recurrent failure of the Division to comply with any of the provisions contained in the Constitution or by-laws of the Company or the Rules of the Division. Such certification shall be withdrawn only after investigation of the situation by the Board.
  - (b) Subject to Clause 01.05(c) of these by-laws, withdrawal shall become effective immediately upon notification of the decision of the Board to the Secretary of the Division.
  - (c)
    - 1. On withdrawal of a Division's certificate, a moratorium period of three (3) months shall apply during which the board may either confirm or withdraw its decision.
    - 2. During this time, the Management Committee of the Division shall have the opportunity to be heard by a committee of the Board.
    - 3. During this time, the Division will be managed by an administrator appointed by the Board and exercising all the powers of the Management Committee. The Management Committee's right to exercise those powers shall be suspended at the time of the said appointment.
  - (d) In the event that the decision of the Board is confirmed, the Division will be wound up in accordance with Part VII of the Associations Incorporation Act 1981 or such equivalent legislation and;
    - 1. All funds and other property of the Division shall be handed over to the Company, which may hold or use them, or may give or distribute them according to the provisions for winding up in the Division's Rules.
    - 2. The Division shall not, without the express written consent of the Company, conduct its affairs or otherwise identify or hold itself out to the public as a local Division or other affiliate of the Company.
    - 3. The Secretary shall, within sixty (60) days of the decision by the Board, notify each member of the Division whether the member has been transferred to another Division and if so, which Division. A member of an expelled Division, not given membership of another Division within that time, has rights of appeal set out in Article 12.01 (ii) and (iii) of the constitution as if she/he/it had been expelled as a member of the Company at the end of that time.

(e) For the purposes of Clauses 01.05 (c) and (d) of these by-laws and in consideration of the Company certifying under clause 01.01 of these by-laws, the Division by its acceptance of this certification as a Division and for the purposes of securing its obligations to the Company, irrevocably makes, nominates, constitutes and appoints the Company the true and lawful attorney of the Division on behalf of, or in the name of the Division to do, make, sign, seal, deliver and execute all such acts, deeds, writings, matters or things whatsoever which the Company shall consider to be necessary or requisite to obtain possession of and to deal with all funds and other property held by the Division and the Division undertakes to register this power of attorney in any office, if registration shall be necessary to enable the Company to deal with the property of the Division and appoints the Company its agent for the purpose of such registration.

(vi) In all other respects the Division shall conduct itself in accordance with its Rules.

**02. Zone Committees:**

(i) The Board may establish Zones and Zone Committees.

(ii) The function of a Zone Committee is to;

(a) Oversee and assist the establishment, organisation, management and general development of Divisions within a Zone as well as provide a forum for discussion of any matters relevant to those Divisions. The Zone Committee is then required to report its finding and make recommends in relation to those findings to the Board.

(b) Attend to any other matter delegated to it from time-to-time by the Board.

(iii) The members of each Zone Committee shall comprise the chairman of each Division within the Zone or, if the chairman is unwilling, such other representatives as the Division may elect and such representatives of the Company as nominated by the Board from time-to-time.

(iv) The members of the Zone Committee shall elect a chairman and a secretary, the latter's functions including the taking of minutes of meetings of the Zone Committee.

(v) A meeting of the Zone Committee shall be convened by notice in writing to its members of not less than 14 days.

(vi) The notice shall specify the venue and time of such meeting and the business of such meeting.

- (vii) One half of the members of the Zone Committee shall constitute a quorum.
- (viii) If a quorum is not present within 30 minutes of the time appointed for the meeting, the meeting will be dissolved.
- (ix) Voting shall be on a show of hands and will be used for the purpose of deciding recommendations to be made to the Board.
- (x) The Zone Committee shall meet not less than once in every calendar year and may apply to the Board, through its Chairman, to sanction such things as the Zone Committee deems necessary. The Board may also require the Zone Committee to meet at such other times as it deems necessary.
- (xi) The Zone Committee Chairman and Secretary shall be responsible for the organisation of Zone Committee meetings.  
In all other respects the Zone Committee shall conduct itself in accordance with rules to be determined by the Board from time-to-time.

**03. Funding of Zone Committees and Division Committees:**

- (i) The Company shall fund Zone Committee Meetings and reimburse the Members of those bodies for their reasonable out-of-pocket expenses in attending such meetings or as the Board from time-to-time determines.
- (ii) Without limiting the foregoing, the Company, in relation to the out of pocket expenses mentioned above, shall have the right to issue a Schedule of expenses setting out the proportion of, travel, accommodation and other expenses the Company is prepared to pay. The Company, by paying such expenses, shall meet its obligations under this Article.