

**APPENDIX A**

**Authorial Director and New Zealand Director Amendments combined**

1. The following definitions are added to Article 1.1:

*Authorial Candidate means a candidate for election to the Board eligible for election as an Authorial Director.*

*Authorial Director means a Director who is elected pursuant to Articles 6.2 or 6.9(a)(i) and includes the Screenwriter Director, the Screen Director and the Composer Director.*

*General Director means a Director who is not an Authorial Director nor a New Zealand Director.*

*New Zealand Candidate means a candidate for election to the Board eligible for election as a New Zealand Director.*

*New Zealand Director means the Director who meets the requirements set out in Article 6.9(c)(ii) as a person who is ordinarily resident in New Zealand and who is elected pursuant to 6.2(b) or 6.9(a)(i).*

*Non-General Candidate means either an Authorial Candidate or a New Zealand Candidate.*

*Non-General Director means either an Authorial Director or a New Zealand Director.*

*Composer Director means the Authorial Director who meets the requirements set out in Article 6.9(b)(ii) as a composer who is member of APRA on the basis of composing music that has been created for screen or as an office holder of APRA.*

*Screen Director means the Authorial Director who meets the requirements set out in Article 6.9(b)(ii) as a director who would qualify as a full member of the Australian Directors Guild (ADG) or the Directors and Editors Guild of NZ (DEGNZ) on the basis of their screen directing credits or as an office holder of ADG or DEGNZ.*

*Screenwriter Director means the Authorial Director who who meets the requirements set out in Article 6.9(b)(ii) as a writer who would qualify as a full member of the Australian Writers Guild (AWG) or New Zealand Writers Guild (NZWG) on the basis of their screenwriting credits or as an office holder of AWG or NZWG.*

2. Article 6.1 is amended by adding the following wording:

*Further in relation to Non-General Directors, subject to Articles 6.2 and 6.9:*

*(a) The Board must include three Authorial Directors, including:*

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- (i) one Screenwriter Director;
  - (ii) one Screen Director; and
  - (iii) one Composer Director;
- and

(b) The Board must include one New Zealand Director.

### 3. Article 6.2 is replaced as follows:

#### *Transitional provisions for Non-General Directors*

##### (a) *Authorial Directors will be elected as follows:*

- (i) *in respect of the Screenwriter Director, at the first annual Members' meeting held after the adoption of these Articles;*
- (ii) *in respect of the Screen Director, at the second annual Members' meeting held after the adoption of these Articles; and*
- (iii) *in respect of the Composer Director, at the third annual Members' meeting held after the adoption of these Articles*

*and will thereafter retire in accordance with Article 6.18, except that where there is no Authorial Candidate eligible to be elected as the relevant Authorial Director, then the position of Authorial Director will be treated as a casual vacancy pursuant to Article 6.10 and the Board will consult in relation to the relevant Authorial Director with the AWG and NZWG in respect of the Screenwriter Director, the ADG and DEGNZ in respect of the Screen Director and APRA in respect of the Composer Director.*

(b) *The New Zealand Director will be elected at the second annual Members' meeting held after the adoption of these Articles and will thereafter retire in accordance with Article 6.18, except that where there is no New Zealand Candidate eligible to be elected as the New Zealand Director, then the position of New Zealand Director will be treated as a casual vacancy pursuant to Article 6.10.*

### 4. The following words (underlined) are added to the first sentence of Article 6.4:

*Directors must be persons who are ordinarily resident in Australia or New Zealand, except for the New Zealand Director who must be ordinarily resident in New Zealand.*

### 5. Article 6.7 is amended by replacing the last sentence as follows:

*The Society must, with the notice of meeting, forward each Member:*

- (a) *notice of the name of each candidate for election to the office of Director;*
- (b) *any information about the candidate that is authorised by the candidate and conforms with any requirements specified by the Directors; and*
- (c) *notice whether the candidate is a New Zealand Candidate seeking election as a New Zealand Director or an Authorial Candidate seeking election as an Authorial*

*Director and if so, whether as the Screenwriter Director, Screen Director or Composer Director.*

6. Article 6.9 is amended by replacing the last three sentences as follows:

*Election of Directors will occur as follows:*

- (a) Subject to Article 6.9(b)(iv) and 6.9(c)(iv), in relation to Directors generally:*
  - (i) Non-General Director positions, if any are available at a given election, are to be determined first based on the Non-General Candidate who receives the highest number of votes for the relevant Non-General Director position;*
  - (ii) thereafter, for General Director positions, the candidate who receives the highest number of votes will be elected;*
  - (iii) if there is more than one vacancy for General Director positions, the candidate who receives the second highest number of votes will be elected and so on, until all the vacancies are filled; and*
  - (iv) if there is an equality of votes, the position must be determined by drawing lots in any manner determined by the Chairperson.*
  
- (b) In relation to Authorial Directors:*
  - (i) where an Authorial Director retires from or otherwise leaves the Board, they shall be replaced by an Authorial Candidate who must meet the requirements of the Screenwriter Director, Screen Director or Composer Director as relevant for the Authorial Director, except that where there is no such Authorial Candidate, then the position of Authorial Director will be treated as a casual vacancy pursuant to Article 6.10 and the Board will consult in relation to the relevant Authorial Director with the AWG and NZWG in respect of the Screenwriter Director, the ADG and DEGNZ in respect of the Screen Director and APRA in respect of the Composer Director;*
  - (ii) any Authorial Candidate seeking to be elected as an Authorial Director will notify Screenrights of that intention and, if required, provide evidence as to their eligibility by way of a statutory declaration;*
  - (iii) Members will be advised which candidates are Authorial Candidates eligible to be elected as an Authorial Director; and*
  - (iv) if an Authorial Candidate does not receive sufficient votes to be elected to the Board as an Authorial Director in accordance with Article 6.9(a)(i), the Authorial Candidate may still be elected as a General Director in accordance with Article 6.9(a)(ii)-(iv).*
  
- (c) In relation to New Zealand Directors*
  - (i) where the New Zealand Director retires from or otherwise leaves the Board, they shall be replaced by a New Zealand Candidate, except that where there are no New Zealand Candidates, then the position of New Zealand Director will be treated as a casual vacancy pursuant to Article 6.10;*
  - (ii) any New Zealand Candidate seeking to be elected as a New Zealand Director will notify Screenrights of that intention and, if required, provide evidence as to their eligibility by way of a statutory declaration;*
  - (iii) Members will be advised which candidates are New Zealand Candidates eligible to be elected as a New Zealand Director; and*
  - (iv) If a New Zealand Candidate does not receive sufficient votes to be elected to the Board as a New Zealand Director in accordance with Article 6.9(a)(i), the*

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*New Zealand Candidate may still be elected as a General Director in accordance with Article 6.9(a)(ii)- (iv).*

*(d) A Non-General Candidate must only nominate for and is only eligible for election to one of the following positions at the same election:*

- (i) New Zealand Director;*
- (ii) Screenwriter Director;*
- (iii) Screen Director; or*
- (iv) Composer Director,*

*however, if a Non-General Candidate does not receive sufficient votes to be elected to the Board as a Non-General Director in accordance with Article 6.9(a)(i), the Non-General Candidate remains eligible for election as a General Director in accordance with Article 6.9 (a)(ii)- (iv).*

7. Article 12.1 is amended by adding the following words:

*Where an Authorial Director is an appointer, the person appointed must meet the requirements of Screenwriter Director, Screen Director or Composer Director, as relevant for the Authorial Director. Similarly, where a New Zealand Director is an appointer, the person appointed must meet the requirements for a New Zealand Director.*

## **APPENDIX B**

### **Authorial Director Amendments**

1. The following definitions are added to Article 1.1:

*Authorial Candidate means a candidate for election to the Board eligible for election as an Authorial Director.*

*Authorial Director means a Director who is elected pursuant to Articles 6.2 or 6.9(a)(i) and includes the Screenwriter Director, the Screen Director and the Composer Director.*

*General Director means a Director who is not an Authorial Director.*

*Composer Director means the Authorial Director who meets the requirements set out in Article 6.9(b)(ii) as a composer who is member of APRA on the basis of composing music that has been created for screen or as an office holder of APRA.*

*Screen Director means the Authorial Director who meets the requirements set out in Article 6.9(b)(ii) as a director who would qualify as a full member of the Australian Directors Guild (ADG) or the Directors and Editors Guild of NZ (DEGNZ) on the basis of their screen directing credits or as an office holder of ADG or DEGNZ.*

*Screenwriter Director means the Authorial Director who who meets the requirements set out in Article 6.9(b)(ii) as a writer who would qualify as a full member of the Australian Writers Guild (AWG) or New Zealand Writers Guild (NZWG) on the basis of their screenwriting credits or as an office holder of AWG or NZWG.*

2. Article 6.1 is amended by adding the following wording:

*Subject to Articles 6.2 and 6.9, the Board must include three Authorial Directors, including:*

- (a) one Screenwriter Director;*
- (b) one Screen Director; and*
- (c) one Composer Director.*

3. Article 6.2 is replaced as follows:

*Transitional provisions for Authorial Directors*

*6.2 Authorial Directors will be elected as follows:*

- (a) In respect of the Screenwriter Director, at the first annual Members' Meeting held after the adoption of these Articles;*
- (b) In respect of the Screen Director, at the second annual Members' Meeting held after the adoption of these Articles; and*

*(c) In respect of the Composer Director, at the third annual Members' Meeting held after the adoption of these Articles and will thereafter retire in accordance with Article 6.18, except that where there is no Authorial Candidate eligible to be elected as the relevant Authorial Director, then the position of Authorial Director will be treated as a casual vacancy pursuant to Article 6.10 and the Board will consult in relation to the relevant Authorial Director with the AWG and NZWG in respect of the Screenwriter Director, the ADG and DEGNZ in respect of the Screen Director and APRA in respect of the Composer Director.*

4. Article 6.7 is amended by replacing the last sentence as follows:

*The Society must, with the notice of meeting, forward each Member:*

- (a) notice of the name of each candidate for election to the office of Director;*
- (b) any information about the candidate that is authorised by the candidate and conforms with any requirements specified by the Directors; and*
- (c) notice whether the candidate is an Authorial Candidate seeking election as an Authorial Director and if so, whether as the Screenwriter Director, Screen Director or Composer Director.*

5. Article 6.9 is amended by replacing the last sentence as follows:

*Election of Directors will occur as follows:*

- (a) Subject to Article 6.9(b)(iv,) in relation to Directors generally:
  - (i) Authorial Director positions, if any are available at a given election, are to be determined first based on the Authorial Candidate who received the highest number of votes for the relevant Authorial Director position;*
  - (ii) thereafter, for General Director positions, the candidate who receives the highest number of votes will be elected;*
  - (iii) if there is more than one vacancy for General Director positions, the candidate who receives the second highest number of votes will be elected and so on, until all the vacancies are filled; and*
  - (iv) if there is an equality of votes, the position must be determined by drawing lots in any manner determined by the Chairperson.**
- (b) In relation to Authorial Directors:
  - (i) where an Authorial Director retires from or otherwise leaves the Board, they shall be replaced by an Authorial Candidate who must meet the requirements of the Screenwriter Director, Screen Director or Composer Director as relevant for the Authorial Director, except that where there is no such Authorial Candidate, then the position of Authorial Director will be treated as a casual vacancy pursuant to Article 6.10 and the Board will consult in relation to the relevant Authorial Director with the AWG and NZWG in respect of the Screenwriter Director, the ADG and DEGNZ in respect of the Screen Director and APRA in respect of the Composer Director;*
  - (ii) any Authorial Candidate seeking to be elected as an Authorial Director will notify Screenrights of that intention and, if required, provide evidence as to their eligibility by way of a statutory declaration;*
  - (iii) Members will be advised which candidates are Authorial Candidates eligible to be elected as an Authorial Director; and**

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*(iv) If an Authorial Candidate does not receive sufficient votes to be elected to the Board as an Authorial Director in accordance with Article 6.9(a)(i), the Authorial Candidate may still be elected as a General Director in accordance with Article 6.9(a)(ii)-(iv).*

*(c) An Authorial Candidate must only nominate for and is only eligible for election to one of the following positions at the same election:*

- (i) Screenwriter Director;*
- (ii) Screen Director; or*
- (iii) Composer Director,*

*however, if an Authorial Candidate does not receive sufficient votes to be elected to the Board as an Authorial Director in accordance with Article 6.9(a)(i), the Authorial Candidate remains eligible for election as a General Director in accordance with Article 6.9 (a)(ii)-(iv).*

6. Article 12.1 is amended by adding the following words:

*Where an Authorial Director is an appointer, the person appointed must meet the requirements of Screenwriter Director, Screen Director or Composer Director as relevant for the Authorial Director.*



## APPENDIX C

### New Zealand Director Amendments

1. The following definitions are added to Article 1.1:

*General Director means a Director who is not a New Zealand Director.*

*New Zealand Candidate means a candidate for election to the Board eligible for election as a New Zealand Director.*

*New Zealand Director means the Director who meets the requirements set out in Article 6.9(c)(ii) as a person who is ordinarily resident in New Zealand and who is elected pursuant to 6.2(b) or 6.9(a)(i).*

2. Article 6.1 is amended by adding the following wording:

*Subject to Articles 6.2 and 6.9, the Board must include one New Zealand Director.*

3. Article 6.2 is replaced as follows:

*Transitional provisions for New Zealand Directors*

*The New Zealand Director will be elected at the second annual Members' meeting held after the adoption of these Articles and will thereafter retire in accordance with Article 6.18, except that where there is no New Zealand Candidate eligible to be elected as the New Zealand Director, then the position of New Zealand Director will be treated as a casual vacancy pursuant to Article 6.10.*

4. The following words (underlined) are added to the first sentence of Article 6.4:

*Directors must be persons who are ordinarily resident in Australia or New Zealand, except for the New Zealand Director who must be ordinarily resident in New Zealand.*

5. Article 6.7 is amended by replacing the last sentence as follows:

*The Society must, with the notice of meeting, forward each Member:*

- (a) *notice of the name of each candidate for election to the office of Director;*
- (b) *any information about the candidate that is authorised by the candidate and conforms with any requirements specified by the Directors; and*
- (c) *notice whether the candidate is a New Zealand Candidate seeking election as a New Zealand Director.*



6. Article 6.9 is amended by replacing the last three sentences as follows:

*Election of Directors will occur as follows:*

- (a) *Subject to Article 6.9(b)(iv), in relation to Directors generally:*
  - (i) *the New Zealand Director position, if available at a given election, is to be determined first based on the New Zealand Candidate who received the highest number of votes for the New Zealand Director position;*
  - (ii) *thereafter, for General Director positions, the candidate who receives the highest number of votes will be elected;*
  - (iii) *if there is more than one vacancy for General Director positions, the candidate who receives the second highest number of votes will be elected and so on, until all the vacancies are filled; and*
  - (iv) *if there is an equality of votes, the position must be determined by drawing lots in any manner determined by the Chairperson.*
  
- (b) *In relation to New Zealand Directors:*
  - (i) *where the New Zealand Director retires from or otherwise leaves the Board, they shall be replaced by a New Zealand Candidate, except that where there are no New Zealand Candidates, then the position of New Zealand Director will be treated as a casual vacancy pursuant to Article 6.10;*
  - (ii) *any New Zealand Candidate seeking to be elected as a New Zealand Director will notify Screenrights of that intention and, if required, provide evidence as to their eligibility by way of a statutory declaration;*
  - (iii) *Members will be advised which candidates are New Zealand Candidates eligible to be elected as a New Zealand Director; and*
  - (iv) *if a New Zealand Candidate does not receive sufficient votes to be elected to the Board as a New Zealand Director in accordance with Article 6.9(a)(i), the New Zealand Candidate may still be elected as a General Director in accordance with Article 6.9(a)(ii)- (iv).*

7. Article 12.1 is amended by adding the following words:

*Where a New Zealand Director is an appointer, the person appointed must meet the requirements for a New Zealand Director.*

**APPENDIX D**  
**Director Term of Office Amendments**

The Articles of Association are amended by deleting the words struck out in the relevant sections of the Articles set out below:

**Casual vacancy**

6.10 The Directors may at any time:

- (a) appoint a person to fill a casual vacancy; or
- (b) decide that an election to fill the casual vacancy must be held by the Society in Members' meeting by ballot.

6.11 Any Director appointed to fill a casual vacancy holds office until the next annual Members' meeting ~~but must not be taken into account in determining Directors who are to retire on rotation.~~

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**Rotation of Directors**

6.18 A Director may not retain office for more than three calendar years or beyond the third annual Members' meeting following the Director's election (whichever is the longer period) without submitting for re-election.

~~6.19 At the annual Members' meeting in each year, one third of the Directors in office or, if their number is not a multiple of three, the number nearest to but not less than one third, must retire from office.~~

6.20 A retiring Director may act until the conclusion of the meeting at which the Director retires and is eligible for re-election.

~~6.21 Subject to the Corporations Act 2001, the Directors to retire by rotation at each annual Members' meeting are those who have been longest in office. The length of time a Director has been in office must be computed from the date of the Director's appointment.~~

~~6.22 If two or more Directors have been in office an equal length of time, the Directors to retire are, in default of agreement between them, to be determined by drawing lots in any manner determined by the Chairperson.~~

**APPENDIX E**  
**Director Term Limit Amendment**

The Articles of Association are amended by adding a new Article as follows:

*A Director may only submit for re-election a maximum of two times, resulting in three consecutive terms. Thereafter, a Director may submit for re-election one more time, but only after a request from the Chair (or a request from the Deputy Chair in the case of the Chair) to do so in order to fill a specific skills and/or knowledge requirement(s) and the request is supported by the Directors with no more than one abstention or dissent. A Director who has reached the term limit set out in this Article [X] (three or four consecutive terms, as applicable) may not submit for re-election again or serve as a casual director or Alternate Director until the third annual Member's meeting following the Director's retirement. Nothing in this Article prevents a Director nominating as a candidate for election an unlimited number of non-consecutive terms.*

The new Article will be numbered 6.19 if the Articles of Association are modified as set out in Appendix D. Otherwise, it will be numbered Article 6.23.

**APPENDIX F**  
**Modernisation and Clarification**

1. The Memorandum and Articles of Association are amended by renaming the “*Memorandum and Articles of Association*” to the “*Constitution*” on the front page of the document.

2. The Articles are amended by deleting the following:

In Article 1.2, the words “telex, telegram and facsimile”;

In Article 5.7, the words “by facsimile transmission or”;

In Article 5.9, the words “, facsimile”; and

The entirety of Article 21.5, which relates solely to facsimile transmissions, and then renumbering the remainder of Article 21 accordingly.

4. The Articles are amended by deleting the facsimile number from the contact details at the end of the document.

5. Article 4.21 is amended by adding the words “a majority of” as indicated below:

*Adjournment*

*4.21 The Chairperson of a meeting must if directed by a majority of the Members present adjourn the meeting to an alternative time and place, provided that only unfinished business of the adjourned meeting is to be transacted at a meeting resumed after an adjournment.*