

Rules of the S.A. Writers' Centre Incorporated

1. Name

1.1. The name of the Association shall be the S.A. Writers' Centre.

2. Object and Purposes

2.1. To foster the development of writing culture in South Australia by:

2.1.1. Promoting, encouraging and assisting writers and writing activities.

2.1.2. Addressing and serving all members' writing needs.

2.1.3. Acting as a resource centre for individual writers and organisations.

2.1.4. Coordinating a statewide program of writing activities.

2.1.5. Lobbying for the improved status of all writers.

2.1.6. Making writing more accessible to the general community.

2.1.7. Liaising with other arts organisations.

2.1.8. Encouraging innovative writing, including forms which challenge traditional boundaries and embrace new technologies.

2.2. The Association should, primarily, act as a facilitator/enabler and as required as an entrepreneur; however the Board of Management may decide how best to fulfil the Objects and Purposes of the Association as it sees fit.

3. Powers and Means

3.1. The Association shall have all the powers conferred by section 25 of the Associations Incorporation Act 1985.

3.2. To appoint a person to be known as the Director, and other staff as required, who in close collaboration with the Board of Management of the SA Writers' Centre Inc will work toward the realisation of the Association's objectives.

3.3. To set up any committees or working parties deemed necessary by the Board to further the realisation of the Association's objectives.

3.4. To accept any grant, income, subsidy or gift which may be complementary to the attainment of the Objects and Purposes of the Association, whether subject to any trust or not.

3.5. To undertake and execute any trusts whose undertakings may be complementary to the attainment of the Objects and Purposes of the Association.

3.6. To invest the funds of the Association under its charge and not immediately required, upon such securities or investments as the Board of Management, in accordance with the Articles of Incorporation, may from time to time determine.

3.7. To enter into such contracts or arrangements as the Board of Management shall think fit. To provide meeting places, clubs, licensed premises and other social amenities in connection with activities organised by the Association.

- 3.8. To acquire, hold and dispose of any form of property, real and personal, for the purposes of the Association and to exercise all powers given to an Incorporated Association by section 25 (a) of the Association's Incorporation Act 1985 (as amended from time to time).

4. Income or Property of the Association

- 4.1. The income and property of the Association wherever derived shall be applied solely towards the objects of the Association.

5. Membership

- 5.1. Members of the Association shall be those writers' organisations or individuals who pay to the Association such annual membership fees as shall be determined each year by the Association at the Annual General Meeting.
- 5.2. In addition the Board may choose to increase fees annually by an amount equal to or less than the consumer price index (CPI).

6. Rights of Membership

- 6.1. A member organisation or individual shall:
 - 6.1.1. be eligible, in the case of an organisation, to nominate a candidate for election to the Board of Management, and in the case of an individual to nominate for election to the Board of Management;
 - 6.1.2. be entitled to attend, take part in, and vote at General Meetings of the Association;
 - 6.1.3. be entitled to receive notice of the Association's activities and any other such artistic or social projects as shall be determined by the Board of Management;
 - 6.1.4. be entitled to such other benefits as the Board of Management shall from time to time determine.
- 6.2. A member may resign from the Association by giving written notice to the Director of the Association.
- 6.3. A member may be expelled from the Association after a charge of misconduct detrimental to the interests of the Association, according to procedures detailed under the Associations Incorporation Act 1985.

7. Board of Management

- 7.1. The governing body of the Association to which the management of the Association shall be entrusted shall be the Board of Management. The Board of Management shall (subject to this rules and any direction given by a General Meeting of the Association) exercise all the powers of the Association.
- 7.2. The Board of Management shall consist of eight persons elected by the Annual General Meeting of the Association.
- 7.3. The Board members shall be elected from those persons nominated.
- 7.4. All members of the Board of Management will hold office for two years from the date of election at an Annual General Meeting with four retiring at each Annual General Meeting.
- 7.5. In the event of a vote of no confidence in the Board of Management being expressed by at least two thirds of members present at a special general meeting called according to the rules, the procedure for determining tenure of office holders on the Board of Management described in 7.4 will operate from the next Annual General Meeting.
 - 7.5.1. During such a transition year four members of the Board will hold office for one year only. The determination of the four will take place by lottery.

8. Election of Board Members

8.1. The following rules shall apply to the election of Board Members:

- 8.1.1. There shall be eight Board Members.
- 8.1.2. Each financial member organisation shall, if it so wishes, nominate in writing one candidate to stand for election to the Board of Management. The candidate must be a financial member of the SA Writers' Centre Inc.
- 8.1.3. Each member organisation shall, if it so wishes, nominate at the Annual General Meeting one voting delegate.
- 8.1.4. Individual members may nominate a candidate in writing, or nominate themselves in writing, to stand for election to the Board of Management. Individual members nominated for election to the Board of Management must be financial members of the SA Writers' Centre Inc.
- 8.1.5. All nominations for election to the Board of Management must be in the hands of the Executive Officer of the Board of Management not less than 28 days before the date of the Annual General Meeting.
- 8.1.6. Each financial member shall be considered a voting delegate at Annual General Meetings.
- 8.1.7. Each individual member, not a group member, shall be entitled to appoint another member as proxy by notice received by the Executive Officer no later than three working days before the day of the meeting in respect of which the proxy is appointed.
- 8.1.8. The Executive Officer of the Board of Management shall send notice of the names of all members correctly nominated for the election to each member of the Association, at least seven days before the Annual General Meeting.
- 8.1.9. If the number of candidates is equal to the number of vacancies to be filled then the Chairperson of the Annual General Meeting shall declare the candidates duly elected.
- 8.1.10. If the number of candidates is less than the required number those nominated shall be declared elected by the Chairperson of the Annual General Meeting and nominations for the vacant positions shall be called for at the Annual General Meeting subject to the Rights of Membership section of this rules, and any nomination so made and consented to by the members of the Association who are present shall be dealt with as if duly lodged with the Executive Officer of the Board of Management pursuant to sections 8.1.1 to 8.1.9 inclusive of this rules.
- 8.1.11. If the number of candidates exceeds the number required then an election by ballot shall be conducted in accordance with these rules:
 - 8.1.11.1. each member present and entitled to vote shall receive one ballot paper and an additional ballot paper per authorised proxy;
 - 8.1.11.2. the member voting shall place a cross in each square opposite the name of each candidate for whom he or she wishes to vote and may vote for no more than the number of vacancies to be filled but may vote for a lesser number if he or she so desires;
 - 8.1.11.3. the candidate receiving the greatest number of votes shall be elected and in the case of equality of votes the Chairperson of the Annual General Meeting shall hold another ballot.
 - 8.1.11.4. in the event of a second ballot failing to resolve the tied vote, the Chairperson of the Annual General Meeting shall exercise a casting vote.

9. Executive Officer

9.1. The Director shall be the Executive Officer of the Board of Management and shall perform the role of Executive Secretary and Public Officer and those other roles which fall within the Director's Duty Statement as determined by the Board of Management.

9.2. In addition the Director shall have the following discretionary powers:

9.2.1. To reduce or waive membership fees in special circumstances.

9.2.2. To refuse membership to any person or organisation, subject to the right of appeal to the Board, who may, in the opinion of the Director, be unsuitable to become a member of the SA Writers' Centre.

9.2.3. To employ or terminate the employment of any staff member employed by the association. Any staff member so terminated shall have right of the appeal to the Board of Management. (see rights of appeal)

10. Powers of the Board of Management

10.1. The Board of Management is empowered, subject to this rules and to any direction by a General Meeting, to:

10.1.1. elect from among its number a Chairperson, Deputy Chairperson and Treasurer and any other such officers as they deem necessary.

10.1.2. appoint or terminate the contract of the director and to determine his/her duties and the terms of employment, to fix his/her salaries or other remuneration, and to make superannuation provision for him/her;

10.1.3. to create any staff position, either permanent or temporary, as may be desirable for the purposes of the Association, and to determine the duties and the terms of employment, to fix salaries or other remuneration, and to make superannuation provision;

10.1.4. pay all expenses and outgoings which may be incurred in carrying out the purposes of the Association;

10.1.5. do all such other acts and things as are or may be incidental to or conducive to the attainment of the objects of the Association;

10.1.6. promulgate from time to time standing orders for the regulation of its business.

10.1.7. co-opt onto the Board as full Board members up to two additional members with special qualifications to extend the range of skill and experience of the Board of Management. The term of appointment of the co-opted members will be till the next Annual General Meeting.

10.2. An honorarium may be paid to members of the Board of Management, the amount to be determined at the prior Annual General Meeting.

10.2.1. No member of the Board shall receive in any year payments from the SA Writers' Centre Inc for professional work as a writer exceeding 1% of the Association's previous year's annual expenditure, unless an authorisation is made by a unanimous vote of the Board.

11. Committees

11.1. The Board of Management may delegate any of its responsibilities, other than the power to delegate, to committees consisting of such of its members and/or other persons as it deems necessary, with specific responsibilities and duties as it may from time to time determine.

12. Casual Vacancies

12.1. Casual vacancies occurring among the officers of the Association or members of the Board of Management shall be filled by appointment by the Board. Any person so appointed shall retire on the date on which the person in whose place he or she had been appointed would have retired.

13. Vacating Office

13.1. The office of Chairperson, Deputy Chairperson, Treasurer, or Member of the Board of Management shall be vacated by the holder thereof if:

13.1.1. in the opinion of the Board of Management expressed by a resolution in favour of which at least five members of the Board of Management have voted he or she becomes unfit by virtue of a medical condition or sufficiently unacceptable conduct to perform the duties of his or her office provided that written particulars of his or her unfitness or incapability shall have been forwarded to him or her at least fourteen days before the meeting and he or she has been given an opportunity of being heard at that meeting before the resolution is put to the meeting; or:

13.1.2. by notice in writing to the Board of Management he or she resigns from office and his or her resignation is accepted by the Board of Management.

14. Quorum

14.1. Five members of the Board of Management shall constitute a quorum for a Board Meeting.

14.2. All members of the Board of Management shall have one deliberative vote.

14.3. Questions arising at any meeting shall be decided by a majority of votes and in the case of an equality of votes the Chairperson shall have a casting vote.

15. Failure to Attend Meetings

15.1. Should a member of the Board of Management fail to attend three consecutive meetings apart from reasons of ill health, leave of absence in extraordinary circumstances, his or her position on the Board may be terminated by a resolution of the Board of Management in favour of which at least five members of the Board have voted.

16. Disclosure of Interests

16.1. A Board Member who has a direct or indirect personal, pecuniary interest in a matter being considered or about to be considered by the Board shall, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature of the interest at a meeting of the Board.

16.2. Such a disclosure of interest/s shall be recorded in the Minutes of the Meeting of the Board and the member shall not:
be present during any deliberation of the Board with respect to that matter; or
take part in any decision of the Board with respect to that matter.

17. General Meetings

17.1. A Quorum of **twenty** financial members will constitute a General Meeting. Proxy votes are ineligible in the counting of members present for the purpose of the quorum.

17.2. Annual General Meetings shall be held between 1st February and 31st May in each year. The time and place of Annual General Meetings shall be determined by the Board of Management.

- 17.3. Standing orders for Annual General Meetings shall be determined from time to time by the Association in General Meeting.
- 17.4. The Board of Management may, whenever it thinks fit to do so, convene a General Meeting of members.
- 17.5. The Board of Management, upon receipt of a requisition of a General Meeting signed by no fewer than **twenty** financial members and stating the purpose of the meeting, shall within seven days give notice of a General Meeting to all members.
- 17.6. Twenty one days notice in writing shall be given to all members of any General Meeting of the Association.

18. Finances

- 18.1. A registered company auditor shall be appointed at an Annual General Meeting who shall audit the Association's accounts and give a report to the Board of Management and to the members at the following Annual General Meeting.
- 18.2. The financial period shall end on the 31st of December each year.
- 18.3. Books of accounts shall be kept in accordance with Section 35 of the Associations Incorporation Act 1985, and shall be audited at least once a year prior to the Annual General Meeting by the Association's appointed auditor.

21. Public Fund

- 21.1 The Association shall establish and maintain a Public Fund, which shall be administered and controlled by a committee or sub-committee of the Board of Management, a majority of the members of which, by reason of their tenure of public office or of their position in the community or their professional experience, have an underlying community responsibility as distinct from their obligations to the cultural objectives of the Association.
- 21.2 Donations to the Public Fund shall be deposited into the Public Fund and shall be kept separate from other monies and assets of the Association and shall be used only to further the principal purpose of the Association.
- 21.3 Investment of monies in this fund will be made in accordance with guideline for public funds as specified by the Australian Taxation Office.
- 21.4 No monies or assets in this fund shall be given or distributed to any member of the Board of Management or member of the Association, except as re-imbursment of out-of-expenses incurred on behalf of the Fund or as proper remuneration for administrative services.
- 21.5 Receipts for gifts to the Public fund shall state:
- 21.5.1 the name of the public fund
 - 21.5.2 that the receipt is a gift made to the Public Fund.
 - 21.5.3 the Australian Business Number of the Association, and
 - 21.5.4 anything else required by the Income Taxation Act 1997.
- 21.6 Any amendments to the provisions relating to the Public Fund shall be in accordance with the requirements of the DEWHA Department.
- 21.7 In the event of the Public Fund being wound up or dissolved, any surplus assets remaining after the payment of the fund's liabilities shall be transferred to another fund, authority or institution which has similar objects and to which income tax deductible gifts can be made

22 Common Seal

- 22.1 The Association shall have a common seal which shall not be affixed to any instrument except by the authority or resolution of the Board of Management and in the presence of

one duly authorised member of the Board of Management and the Chairperson or such other member of the Board of Management as may be appointed for the purpose.

22.2 That member of the Board of Management and the Chairperson or other person aforesaid shall sign every instrument to which the common seal of the Association is so affixed in their presence.

22.3 Every use of the seal shall be recorded in the minutes of the Association.

22.4 The seal shall be kept in the custody of the Chairperson or such other person as the Board may from time to time decide.

23. Amendment of the Rules

23.1 These rules may be repealed or amended by a resolution at a General Meeting of the Association which is carried by a majority of at least two thirds of the vote at such a meeting. Any proposed amendment to the rules shall be set out in full in the notice to members calling such a General Meeting.

24. Dissolution of the Association

24.1 If a resolution for the dissolution of the Association is carried, being a resolution of the Board of Management in favour of which at least five members of the Board have voted, and if such resolution is confirmed by a majority of at least three quarters of the members present at a General Meeting of the Association, the Board of Management shall thereupon or at such future time as shall be directed in such resolution wind up the Association.

24.2 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association but the following provisions shall apply:

24.2.1 monies or assets of the Association then remaining shall be transferred or paid to three trustees who shall be appointed by a resolution of the Board of Management in favour of which at least five members of the Board have voted. Such appointments shall be in accordance with the Income Tax Assessment Act 1936;

24.2.2 the remaining monies or assets of the Association shall be given or transferred to some other organisation or organisations having objects similar to the objects of the association, and whose rules shall prohibit the distribution of its or their income among its or their members. Such organisation or organisations must be eligible for tax deductibility of donations under subsection 78 (4) or (5) of the Income Tax Assessment Act 1936 and listed on the Register of Cultural Organisations maintained under the Act.

24.2.3 the trustees may at any time incorporate an Association under the Associations' Incorporation Act.

25. Interpretation

25.1 In this rules, except where the context otherwise requires, words importing only the singular number shall include the plural and vice-versa and words importing only the masculine gender shall include the female gender and vice-versa.

25.2 "Board" means the Board of Management of the Association. "Committees" means committees set up under the Board of Management. "Meeting" means a general meeting of the Association convened in accordance with the rules. "Member" means a member of the Association. "The Act" means the Associations Incorporation Act, 1985.

25.3 In writing also includes the use of electronic mail (email) with the receipt function enabled.

26. Appointment of Patrons

26.1 The Board of Management may from time to time and as it thinks fit appoint patrons to the association. In doing so the Board of Management will take into account the assistance this patronage may provide the association in achieving its objectives.

26.2 Patrons should be persons of standing within the writing community or the community at large.

26.3 Patrons will not be members of the association or exercise any of the rights of a member unless they have separately applied for membership in accordance with these rules.

26.4 A patron may be appointed for an indefinite period and terminated by either the patron or the association if the need arises

27. Expulsion of Members

27.1 A member may be expelled from the association according to procedures detailed under the Association's Incorporation Act 1985

27.2 Subject to giving the member the opportunity to make a written submission, the Board of Management may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.

27.3 Particulars of the charge shall be communicated at least one month before the meeting of the Board of Management at which the matter will be determined.

27.4 The determination of the Board of Management shall be communicated to the member, and in the advent of an adverse determination the member shall (subject to 24.5. below), cease to be a member 14 days after the Board of Management has communicated its determination to the member.

27.5 It shall be open to a member to appeal to the association in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or the public officer of the association within 14 days after the determination of the Board of Management has been communicated to the member.

27.6 In the event of an appeal under 24.5. above, the appellant's membership of the association shall not be terminated unless the determination of the Board of Management to expel the member of the association is upheld in general meeting after the appellant has been heard by the members of the association, and in such an event membership will be terminated at the date of the general meeting at which the determination of the Board of Management is upheld.

28. Termination of Employment

28.1 Any staff member whose permanent employment or employment contract has been terminated by the director may appeal in writing to the Board of Management to have such a decision over turned.

28.1.1 The Board of Management shall consider such an appeal within twenty eight days.

28.1.2 The Chair person of the Board will communicate the Board's decision in writing to the employee within seven days after the Board has met to consider the appeal. During this period the employee will remain either on duty or on paid leave at the discretion of the Director.

29. Dispute Resolution

29.1 The dispute resolution set out in this rule applies to disputes under these rules –

29.1.1 a member, a member organisation and another member or member organisation.

29.1.2 a member or a member organisation and the association

29.2 The parties to the dispute must meet and discuss the matter in the dispute, and if possible resolve the dispute within 14 days after the dispute comes to the attention of all parties.

29.3 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

29.4 In this rule "member" includes any person who was a member not more than six months before the dispute occurred.