

**ASSOCIATIONS INCORPORATION
ACT 1985**

**Rules for the
Incorporated
Association SA Writers
Centre**

1. NAME

The name of the incorporated Association is **SA Writers' Centre**, referred to herein as "the Association".

2. DEFINITIONS

- a. "address" includes email address, post office box and street address.
- b. "in writing" includes delivery via electronic mail
- c. "Board of Management" means the Board of Management of the Association
- d. "general meeting" means a general meeting of members of the Association convened in accordance with these rules
- e. "member" means a member of the Association
- f. "the Act" means the Associations Incorporation Act (SA) 1985
- g. "special resolution" means a special resolution defined in the Act
- h. "month" means a calendar month.
- i. "year" means a calendar year

3. OBJECTS OR PURPOSES OF THE ASSOCIATION

The objects of the Association are to foster the development of writing culture in South Australia by promoting, encouraging and assisting writers and writing activities.

4. POWERS OF THE ASSOCIATION

The Association shall have all the powers conferred by section 25 of the Act.

5. MEMBERSHIP

Membership of the Association shall be those writers' organisations or individuals who pay to the Association such annual membership fees as shall be determined by the Board. The fees shall be payable annually on the 12 month anniversary of the member joining the Association.

Any member whose subscription is outstanding for more than twelve months after the due date for payment shall cease to be a member of the Association, provided always that the Board of Management may reinstate such a person's membership on such terms as it thinks fit.

6. RESIGNATIONS

A member may resign from membership of the Association by giving written notice thereof to the secretary or public officer of the Association. Any member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Association.

7. EXPULSION OF A MEMBER

Subject to giving a member an opportunity to be heard or 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. Particulars of the charge shall be communicated to the member at least one month before the meeting of the Board of Management at which the matter will be determined.

The determination of the Board of Management shall be communicated to the member, and in the event of an adverse determination the member shall cease to be a member 14 days after the Board of Management has communicated its determination to the member.

A member may only be expelled if the expulsion is supported by a two-thirds majority of the Board of Management voting by secret ballot.

8. REGISTER OF MEMBERS

A register of members must be kept and contain:

- a. the name and address of each member;
- b. the date on which each member was admitted to the Association; and
- c. the date of termination of membership.

9. THE BOARD OF MANAGEMENT

The affairs of the Association shall be managed and controlled by a Board of Management which in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association.

The Board of Management has the management and control of the funds and other property of the Association. The income and property of the Association wherever derived shall be applied solely towards the objects of the Association.

The Board of Management shall consist of eight persons elected by the Annual General Meeting of the Association.

All members of the Board of Management shall hold office for two years from the date of election at an Annual General Meeting with four retiring at each Annual General Meeting.

10. ELECTION OF BOARD MEMBERS

The Board shall be elected from those persons nominated at the Annual General Meeting.

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

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 Association.

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.

11. DIRECTOR AND EXECUTIVE OFFICER

The day to day management of the Association shall be conducted by a Director appointed by the Board.

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.

The Director shall have the following discretionary powers:

- a. To reduce or waive membership fees in special circumstances.
- b. 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 Association.
- c. To employ or terminate the employment of any staff member employed by the association.

12.1 POWERS AND DUTIES OF THE BOARD OF MANAGEMENT

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

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

- b. appoint or terminate the contract of the director and to determine his or her duties and the terms of employment, to fix his or her salaries or other remuneration, and to make superannuation provision for him or her;
- c. 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;
- d. pay all expenses and outgoings which may be incurred in carrying out the purposes of the Association;
- e. 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;
- f. promulgate from time to time standing orders for the regulation of its business;
- g. 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.
- h. 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.

12.2 PAYMENT TO BOARD MEMBERS

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

No member of the Board shall receive in any year payments from the Association 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.

12.3 COMMITTEES

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.

12.4 CASUAL BOARD VACANCIES

Casual vacancies occurring among the officers of the Association or members of the Board of Management shall be filled by appointment by the Board provided that the appointment of that person is supported by a two-thirds majority of the Board of Management. 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

12.5 VACATING OFFICE

The office of Chairperson, Deputy Chairperson, Treasurer, or Member of the Board of Management shall be vacated by the holder thereof if 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. Written particulars of his or her unfitness or incapability shall be forwarded to him or her at least fourteen days before the meeting and he or she shall be given an opportunity of being heard at that meeting before the resolution is put to the meeting unless, prior to the meeting, 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.

12.6 QUORUM

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

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

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.

12.7 FAILURE TO ATTEND MEETINGS

Should a member of the Board of Management fail to attend three consecutive meetings apart from reasons of ill health, leave of absence, or 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.

12.8 DISCLOSURE OF INTERESTS

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.

Such a disclosure of interest shall be recorded in the Minutes of the Meeting of the Board and the member shall not:

- a. be present during any deliberation of the Board with respect to that matter; or
- b. take part in any decision of the Board with respect to that matter.

13.1 CONDUCT OF GENERAL MEETINGS

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

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.

Fourteen days notice in writing shall be given to all members of any General Meeting of the Association.

A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it to the email address appearing in the register of members.

Each member organisation shall, if it so wishes, nominate a General Meeting one voting delegate.

13.2 POLL AT GENERAL MEETINGS

If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

14. SPECIAL GENERAL MEETINGS

The Board of Management may call a special general meeting of the Association at any time.

Upon a requisition in writing of not less than five members of the Association, the Board of Management shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

If a special general meeting is not convened within one month, as required, the members requesting the meeting may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board of Management, and for this purpose the Board of Management shall ensure that the members requesting the meeting are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

At least seven days notice of any special general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it to the address appearing in the register of members.

15. SPECIAL AND ORDINARY RESOLUTIONS

A **special resolution** of an incorporated association means a resolution passed at a duly convened meeting of the members of the association if—

- a. at least 14 days written notice, including via electronic mail, specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
- b. it is passed at the meeting by a majority of not less than three-quarters of such members of the association as, being entitled to do so, vote in person or by proxy, at the meeting;

An **ordinary resolution** is a resolution passed by a simple majority at a general meeting.

16. PROXIES

A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their proxy, and attend and vote at any general meeting of the Association.

17. MINUTES

Proper minutes of all proceedings of general meetings of the Association and of meetings of the Board of Management, shall be entered within one month after the relevant meeting in minute books kept for the purpose. The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the Board of Management (as relevant) at a subsequent meeting.

The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

18.1 FINANCIAL REPORTING

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.

The financial period shall end on the 31st of December each year.

Books of accounts shall be kept in accordance with Section 35 of the Associations Incorporation Act (SA) 1985, and shall be audited at least once a year prior to the Annual General Meeting by the Association's appointed auditor.

18.2 PUBLIC FUND

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.

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.

Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

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-

imbursement of out-of-pocket expenses incurred on behalf of the Fund or as proper remuneration for administrative services.

Receipts for gifts to the Public fund shall state:

- a. the name of the public fund,
- b. that the receipt is a gift made to the Public Fund,
- c. the Australian Business Number of the Association, and
- d. anything else required by the Income Taxation Act 1997.

Any amendments to the provisions relating to the Public Fund shall be in accordance with the requirements of the government department responsible for the Register of Cultural Organisations.

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

19. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

20. THE SEAL

The Association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the Board of Management, and every use of the seal shall be recorded in the minute book of the Association.

The affixing of the seal shall be witnessed by witness the chairperson and the secretary.

12. WINDING UP

The Association may be wound up in the manner provided for in the Act.

13. APPLICATION OF SURPLUS ASSETS

If after the winding up of the Association there remains “surplus assets” as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

14. RULES

These rules may be altered (including an alteration to the Association’s name) by special resolution of the members of the Association. This includes rescission or replacement by substitute rules. The alteration shall be registered with appropriate government agency as required by the Act.

The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the Association which does not come into force until registered by the appropriate government agency as required by law.