



## THE SOCIETY OF WOMEN WRITERS NSW INCORPORATED

### CONSTITUTION AND RULES

August 2023

SECTION	CLAUSE	DESCRIPTION
<b>PART I - NAME</b>		
	1.	<b>The name</b> of the Society shall be The Society of Women Writers NSW Incorporated (or Inc.)
<b>PART II - OBJECTS</b>		
<b>Objects</b>	2.	The objects of the Society shall be to: <ul style="list-style-type: none"><li>a. Draw together Australian women engaged in writing.</li><li>b. Promote a knowledge of literature and encourage Australian women writers.</li><li>c. Help aspiring Australian women writers achieve their full potential by conducting workshops, literary events and seminars, and holding literary competitions, and in other relevant ways that may be determined from time to time.</li><li>d. Strengthen the ties of interest between Australian and overseas women writers.</li></ul>
<b>PART III - MEMBERSHIP</b>		
<b>Membership Qualifications</b>	3.	Any woman writer or aspiring woman writer.
<b>Application for Membership</b>	4.	<ul style="list-style-type: none"><li>a. An application for membership of the society together with payment of appropriate fees shall be lodged with the Membership Secretary of the society.</li><li>b. The Membership Secretary shall enter the applicant's name and joining date in the register of members and the applicant becomes a member of the society.</li></ul>
<b>Cessation of Membership</b>	5.	A person ceases to be a member of the society if the person: <ul style="list-style-type: none"><li>a. dies;</li><li>b. resigns her membership;</li><li>c. Allows her membership to lapse; or</li><li>d. is expelled from the society.</li></ul>
<b>Membership Entitlements Not Transferable</b>	6.	A right, privilege or obligation which a person has by reason of being a member of the society: <ul style="list-style-type: none"><li>a. is not capable of being transferred or transmitted to another person; and</li><li>b. terminates upon cessation of the person's membership.</li></ul>
<b>Resignation of Membership</b>	7.	<ul style="list-style-type: none"><li>a. A member of the society who has paid all amounts payable by the member to the society in respect of the member's membership</li></ul>

			<p>may resign from the society by giving notice in writing to the Membership Secretary of the member's intention to resign.</p> <p><b>b.</b> A member of the society may cease to be a member by not paying the annual membership fee.</p> <p><b>c.</b> Where a member of the society ceases to be a member, the Membership Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.</p>
<b>Register of Members</b>	<b>8.</b>		<p>The Membership Secretary of the society shall establish and maintain a register of members of the society, specifying the name, address, email address, phone numbers and other relevant information of each person who is a member of the society together with the date on which the person became a member.</p>
<b>Fees, Subscriptions, etc</b>	<b>9.</b>	<p><b>a.</b> A member of the society shall, upon admission to membership, pay to the society the appropriate initial joining fee and annual membership fee, as may be determined from time to time.</p> <p><b>b.</b> Membership fees are due for renewal and payable:</p> <p><b>i.</b> before 1st July in each calendar year; or</p> <p><b>ii.</b> where the member becomes a member on or after 1st March in any calendar year, her initial membership fee will not be due for renewal until 1st July of the succeeding calendar year.</p>	
<b>Members' Liabilities</b>	<b>10.</b>		<p>The liability of a member of the society to contribute towards the payment of debts and liabilities of the society or the costs, charges and expenses of the winding up of the society is limited to the amount, if any, unpaid by the member in respect of membership of the society as required by clause 9.</p>
<b>Disciplining of Members</b>	<b>11.</b>	<p><b>a.</b> Where the committee is of the opinion that a member of the society:</p> <p><b>i.</b> has persistently refused or neglected to comply with a provision or provisions of these rules; or</p> <p><b>ii.</b> has persistently and wilfully acted in a manner prejudicial to the interests of the society,</p> <p>the committee may, by resolution</p> <p><b>i)</b> expel the member from the society; or</p> <p><b>ii)</b> suspend the member from membership of the society for a specified period.</p> <p><b>b.</b> A resolution of the committee under clause 11.a is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause 11.c, confirms the resolution in accordance with this clause.</p> <p><b>c.</b> Where the committee passes a resolution under clause 11.a, the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:</p> <p><b>i.</b> setting out the resolution of the committee and the grounds on which it is based;</p> <p><b>ii.</b> stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;</p> <p><b>iii.</b> stating the date, place and time of that meeting; and</p> <p><b>iv.</b> informing the member that the member may do either or both of the following:</p> <p><b>i)</b> attend and speak at that meeting;</p> <p><b>ii)</b> submit to the committee at or prior to the date of that meeting written representations relating to the resolution.</p>	

- d. At a meeting of the committee held as referred to in clause 11.c, the committee shall:
  - i) give to the member an opportunity to make oral representations;
  - ii) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and
  - iii) by resolution determine whether to confirm or to revoke the resolution.
- e. Where the committee confirms a resolution under clause 11.d, the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under clause 12.
- f. A resolution confirmed by the committee under clause 11.d does not take effect:
  - i. until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - ii. where within that period the member exercises the right of appeal, unless and until the society confirms the resolution pursuant to clause 12.

**Right of Appeal of Disciplined Member**

- 12. a. A member may appeal to the society in general meeting against a resolution of the committee which is confirmed under clause 11.d, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- b. Upon receipt of a notice from a member under clause 11, the secretary shall notify the committee which shall convene a general meeting of the society to be held within 21 days after the date on which the secretary received the notice.
- c. At a general meeting of the society convened under clause 12.b:
  - i. no business other than the question of the appeal shall be transacted;
  - ii. the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - iii. the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- d. If at the general meeting the society passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

**PART IV - THE COMMITTEE**

**Powers of Committee 13.**

- The committee shall be called the management committee of the society and, subject to the Act, the Regulation and these rules and to any resolution passed by the society in general meeting:
  - a. shall control and manage the affairs of the society;
  - b. may exercise all such functions as may be exercised by the society other than those functions that are required by these rules to be exercised by a general meeting of members of the society; and
  - c. has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the society.

**Constitution and Membership**

- 14. a. Subject to section 28 of the NSW Associations Incorporation Act 2009 No 7, the committee shall consist of:
  - i. the office-bearers of the society; and
  - ii. up to 10 ordinary members, each of whom shall be elected at the annual general meeting of the society pursuant to clause 15.

- b. The office-bearers of the society shall be:
        - i. the president;
        - ii. one or two vice-presidents;
        - iii. the treasurer; and
        - iv. the secretary.
      - c. Each member of the committee shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election. The president may not serve in that capacity for more than three consecutive years.
      - d. In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the society to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.
- Election of Members**      15.    a.      Nominations of candidates for election as office-bearers of the society or as ordinary members of the committee:
- i. shall be made in writing, signed by 2 members of the society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
    - ii. shall be delivered to the secretary of the society not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
  - b. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
  - c. If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies.
  - d. If the number of nominations received is equal to the number of vacancies to be filled, the person nominated shall be deemed to be elected.
  - e. If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
  - f. The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
  - g. A nomination of a candidate for election under this clause is not valid if that candidate has been elected to another office at the same election.
- Secretary**                      16.    a.      It is the duty of the secretary to keep minutes of:
- i. all appointments of office-bearers and members of the committee;
    - ii. the names of members of the committee present at a committee meeting or an annual general meeting; and
    - iii. all proceedings at committee meetings and annual general meetings.
  - b. Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- Treasurer**                      17.    a.      It is the duty of the treasurer of the society to ensure that:
- a. all money due to the society is collected and received and that all payments authorised by the society are made; and
    - b. correct books of accounts are kept showing the financial affairs of the society including full details of all receipts and expenditure connected with the activities of the society.

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| <b>Casual Vacancies</b>    | <b>18.</b> | <p>For the purposes of these rules, a casual vacancy in the office of a committee member occurs if the member:</p> <ul style="list-style-type: none"> <li><b>a.</b> dies;</li> <li><b>b.</b> ceases to be a member of the society;</li> <li><b>c.</b> becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;</li> <li><b>d.</b> resigns office by notice in writing given to the secretary;</li> <li><b>e.</b> is removed from office under clause 19;</li> <li><b>f.</b> 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; or</li> <li><b>g.</b> is absent without the consent of the committee from all meetings of the committee held during a period of 3 months.</li> </ul>   |
| <b>Removal of Member</b>   | <b>19.</b> | <ul style="list-style-type: none"> <li><b>a.</b> The society in a general meeting may by resolution remove any member of the committee before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.</li> <li><b>b.</b> Where a member of the committee to whom a proposed resolution referred to in clause 19.a relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the society, the secretary or the president may send a copy of the representations to each member of the society or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.</li> </ul>   |
| <b>Meetings and Quorum</b> | <b>20.</b> | <ul style="list-style-type: none"> <li><b>a.</b> The committee shall meet at least 3 times in each period of 12 months at such place and time as the committee may determine.</li> <li><b>b.</b> Additional meetings of the committee may be convened by the president or by any member of the committee.</li> <li><b>c.</b> Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed by the members of the committee) before the time appointed for the holding of the meeting.</li> <li><b>d.</b> Notice of a meeting given under clause 20.c shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.</li> <li><b>e.</b> Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.</li> <li><b>f.</b> No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.</li> <li><b>g.</b> If at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.</li> <li><b>h.</b> At a meeting of the committee: <ul style="list-style-type: none"> <li><b>i.</b> the president or, in the president's absence, a vice-president, shall preside; or</li> <li><b>ii.</b> if the president and the vice-presidents are absent or unwilling to act such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.</li> </ul> </li> </ul> |

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| <b>Delegation by Committee to sub-Committee</b> | 21. | a.  | The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the society as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:  |
|   |     | i.  | this power of delegation; and   |
|   |     | ii. | a function which is a duty imposed on the committee by the Act or by any other law.   |
|   |     | b.  | A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.   |
|   |     | c.  | A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.  |
|   |     | d.  | Notwithstanding any delegation under this clause, the committee may continue to exercise any function delegated.  |
|   |     | e.  | Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.  |
|   |     | f.  | The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.   |
|   |     | g.  | A sub-committee may meet and adjourn as it thinks proper.   |
| <b>Voting and Decisions</b>                     | 22. | a.  | Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.  |
|   |     | b.  | Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.                         |
|   |     | c.  | Subject to clause 18, the committee may act notwithstanding any vacancy on the committee.   |
|   |     | d.  | Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee. |

## **PART V - GENERAL MEETINGS**

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| <b>Annual General Meetings - Holding of</b>                 | 23. | a. | The society shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the society, convene an annual general meeting of its members. |
|   |     | b. | Clause 23.a has effect subject to any extension or permission granted by the Commission under section 37 of the NSW Associations Incorporation Act 2009 No 7.  |
| <b>Annual General Meetings - Calling of and Business at</b> | 24. | a. | The annual general meeting of the society shall, subject to the Act and to clause 23, be convened on such date and at such place and time as the committee thinks fit.                                 |
|   |     | b. | In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:  |

- i. to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
    - ii. to receive from the committee reports upon the activities of the society during the preceding financial year;
    - iii. to elect office-bearers of the society and ordinary members of the committee; and
    - iv. to receive and consider the statement which is required to be submitted to members pursuant to section 43 of the NSW Associations Incorporation Act 2009 No 7.
  - c. An annual general meeting shall be specified as such in the notice convening it.
- Special General Meetings - Calling of**
- 25.**
- a. The committee may, whenever it thinks fit, convene a special general meeting of the society.
  - b. The committee shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a special general meeting of the society.
  - c. A requisition of members for a special general meeting:
    - i. shall state the purpose or purposes of the meeting;
    - ii. shall be signed by the members making the requisition;
    - iii. shall be lodged with the secretary; and
    - iv. may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
  - d. If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
  - e. A special general meeting convened by a member or members as referred to in clause 25.d shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the society for any expense so incurred.
- Notice**
- 26.**
- a. Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the society, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by email or post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
  - b. Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the society, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause 26.a specifying, in addition to the matter required in 26.a, the intention to propose the resolution as a special resolution.
  - c. No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to clause 24.b.
  - d. A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling

a general meeting given after receipt of the notice from the member.

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| <b>Procedure</b>           | <b>27.</b> | <b>a.</b> | No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.  |
|                            |            | <b>b.</b> | Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.   |
|                            |            | <b>c.</b> | If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and at the same place (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned).             |
|                            |            | <b>d.</b> | If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.   |
| <b>Presiding Member</b>    | <b>28.</b> | <b>a.</b> | The president or, in the president's absence, a vice-president, shall preside as chairperson at each general meeting of the society.   |
|                            |            | <b>b.</b> | If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.   |
| <b>Adjournment</b>         | <b>29.</b> | <b>a.</b> | The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.   |
|                            |            | <b>b.</b> | Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.   |
|                            |            | <b>c.</b> | Except as provided in clauses 29.a and 29.b, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.  |
| <b>Making of Decisions</b> | <b>30.</b> | <b>a.</b> | A question arising at a general meeting of the society shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes book of the society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. |
|                            |            | <b>b.</b> | At a general meeting of the society, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.   |
|                            |            | <b>c.</b> | Where a poll is demanded at a general meeting, the poll shall be taken:  |



- i. immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - ii. in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.
  
- Special Resolution**      **31.**
  - a. A resolution of the society is a special resolution if:
    - i. it is passed by a majority of not less than three quarters of the votes cast by such members of the society as, being entitled under these rules so to do, vote:
    - ii. in person at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or on line or via email, such vote to be received within 7 days after the general meeting as per 31.a.i; or
  - b. where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph 31.a, the resolution is passed in a manner specified by the Commission.
  
- Voting**      **32.**      Upon any question arising at a general meeting of the society a member has one vote only.
  
- PART VI - MISCELLANEOUS**
  
- Insurance**      **33.**
  - a. The society shall effect and maintain insurance pursuant to section 44 of the Act.
  - b. In addition to the insurance required under clause 33.a, the society may effect and maintain other insurances.
  
- Funds - Source**      **34.**
  - a. The funds of the society shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the society in general meeting, such other sources as the committee determines.
  - b. All money received by the society shall be deposited as soon as practicable and without deduction to the credit of the society's bank account.
  
- Funds - Management**      **35.**
  - a. Subject to any resolution passed by the society in general meeting, the funds of the society shall be used in pursuance of the objects of the society in such manner as the committee determines.
  - b. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee or employees of the society, being members or employees authorised to do so by the committee.
  
- Alteration of Objects and Rules**      **36.**      The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the society according to clause 31.a.
  
- Custody of Books, etc**      **37.**      Except as otherwise provided by these rules, committee members shall keep in their custody or under their control all records, books and other documents relating to their roles within the committee.

<b>Inspection of Books, etc</b>	<b>38.</b>		The records, books and other documents of the society, except for members' personal details, shall be open to inspection, free of charge, by a member of the society at any reasonable hour.
<b>Service of Notices</b>	<b>39.</b>	<b>a.</b>	For the purpose of these rules, a notice may be served by or on behalf of the society upon any member either personally, by email or by sending it by post to the member at the member's address shown in the register of members.
		<b>b.</b>	Where a document is emailed or sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
<b>Surplus Property</b>	<b>40.</b>	<b>a.</b>	In the event of the winding up or cancellation of the incorporation of the society, the society's surplus property pursuant to section 65 of the NSW Associations Incorporation Act 2009 No 7 will be distributed to Varuna, located in Katoomba NSW, and/or the State Library of NSW.
		<b>b.</b>	The incorporated society so nominated shall be one which fulfills the requirements specified in section 65 of the NSW Associations Incorporation Act 2009 No 7.
<b>Official Spokesperson</b>	<b>41.</b>		Only office bearers, with the consent of the committee, shall be authorised to make statements on behalf of the society.