



Gold Coast Writers' Association Inc

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# CONSTITUTION

## THE GOLD COAST WRITERS' ASSOCIATION

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# 1. Definitions

A word or expression that is not defined in these rules, but is defined in the Associations Incorporation Act 1981 ("the Act") has, if the context permits, that meaning given by the Act.

## Committee

The Management Committee comprises the four office-bearers – President, Vice-President, Treasurer, and Secretary – and other Committee members as elected at the Annual General Meeting. This group will be referred to as "The Committee" in the Constitution.

## Meetings

This Constitution refers to the following meetings:

1. Committee Meeting – open to Committee members; held monthly prior to the General Meeting of Association members (Section 18).
2. Special Committee Meeting – open to Committee members; an extraordinary meeting. (Section 22).
3. Annual General Meeting – open to all Association members; held once a year (Section 23).
4. General Meeting – the monthly gathering of Association members; follows the monthly Committee Meeting (Section 25).
5. Special General Meeting – open to all Association members; an extraordinary meeting. (Section 26).

## **2. Name**

The name of the incorporated association is The Gold Coast Writers' Association Inc.

## **3. Objects**

The objects of the Association are to:

6. Bring together persons interested in the promotion and sharing of knowledge about the craft of writing;
7. Foster and support the ongoing development of a strong writers' community in the region;
8. Provide for its members, the privileges, benefits and conveniences which flow from the involvement with others, having a common interest; and
9. Evaluate the effect of any laws, policies, new proposals or amendments to existing laws, policies or proposals relative to the pursuit of writing in the interest of members. Where these topics involve the management of the Association, or any of these concern the advancement of members of the Association, resolution shall be achieved by the members at a monthly Committee Meeting.

## **4. Powers and Governance**

10. The Association has the powers of an individual and may, for example:
  - a) Enter into contracts;
  - b) Acquire, hold, deal with, and dispose of property;
  - c) Make charges for services and facilities it supplies; and
  - d) Do other things necessary or convenient to be done in carrying out its affairs.
11. The Association is governed by:
  - a) This Constitution and the rules therein;
  - b) A properly elected Management Committee ("The Committee") of members; and
  - c) The laws of the Commonwealth of Australia and Queensland.

## **5. Classes of Members**

12. The membership of the Association shall consist of:
  - a) An unlimited number of ordinary members (any financial member with full voting rights is eligible to hold office);
  - b) A limited number of life members (persons who have been deemed to have added to the Association and are approved by the Committee. They have the same rights as ordinary members but do not pay fees).

## **6. Membership**

13. Membership is open to the public via online applications or at a General Meeting.
14. An application for membership must be:
  - a) In writing, or online, on an Association Membership Form; and
  - b) Signed by the applicant (if under sixteen, a parent/carer's consent signature must accompany).
15. Any member may resign from membership by giving notice in writing to the Secretary of the Association.
16. A member may be removed from office at a Committee Meeting where that member is given an opportunity to present their case to the Committee. The question of removal shall be determined by vote of the members present at the meeting.

## **7. Membership Fees**

17. Each member sixteen and over shall pay a Joining Fee listed in the Association Membership Form.
18. Each member shall pay an Annual Fee listed in the Association Membership Form. (Child membership applies up to sixteen years of age).
19. The fee structure may be altered by the Committee as needed.
20. No person is a member until:
  - a) All joining and annual subscriptions are paid in full;
  - b) Their name is entered onto a register.
21. Members whose subscriptions remain outstanding for three months shall, if the Committee determines, cease to be members.

## **8. Entry Fees**

22. Attendance of members at the Association's monthly General Meeting attracts an entry fee, the figure to be determined by the Committee.
23. Non-members may attend and pay a higher amount of entry fee than members, as determined by the Committee.
24. Committee Members and any persons performing catering duties are exempt from entry fees.

## **9. When Membership Ends**

25. A member may resign from the Association by giving a written notice of resignation to the Secretary.

26. The resignation takes effect on the day and at the time the notice is received by the Secretary.
27. The Committee may terminate a membership if the member:
  - a) Is convicted of an indictable offence; or
  - b) Does not comply with any of the provisions of these rules; or
  - c) Has membership fees in arrears for at least three months; or
  - d) Conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
28. Before the Committee terminates a membership, it must give the member a full and fair opportunity to show why the membership should not be terminated.
29. If, after considering all representations made by the member, the Committee decides to terminate the membership, the Secretary of the Committee must give the member a written notice of the decision.

## **10. Appeal Against Termination of Membership**

30. A person whose membership has been terminated may give the Secretary written notice of the person's intention to appeal against the decision.
31. A notice of intention to appeal must be given to the Secretary within one month after the person receives written notice of the decision.
32. If the Secretary receives a notice of intention to appeal, the Secretary must table the notice at the next Committee meeting.
33. At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
34. Also, Committee members who terminated the membership must be given an opportunity to show why the membership should be terminated.
35. An appeal must be decided by a vote of the Committee members present at the meeting.

## **11. Register of Members**

36. The Committee must keep a Register of Members ("The Register") to record the following particulars about members:
  - a) The full name and residential address;
  - b) The date of admission;
  - c) The date of death or resignation;
  - d) Details about the termination or reinstatement of membership;
  - e) Any other particulars the Committee or the members decide.

37. The Register will be treated as a private and confidential record.
38. If a member wishes to inspect their details in The Register, the member must apply to the Secretary in writing.

## **12. Secretary**

39. If a vacancy happens in the office of Secretary, the members of the Committee must ensure a Secretary is appointed or elected for the Association within one month after the vacancy occurs.
40. The Committee may appoint and remove the Association's Secretary at any time.
41. The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each meeting are entered in a minute book or equivalent.
42. The Secretary must ensure the minute book or equivalent for each meeting is open for inspection at all reasonable times by any financial member who previously applies to the Secretary for the inspection.
43. The Secretary must ensure the minutes of each meeting are signed by the chairperson of the meeting, or the chairperson of the next meeting, and stamped with the Association Seal verifying their accuracy.

## **13. Membership of Committee**

44. The Committee of the Association consists of a President, Vice-President, Treasurer, Secretary and any other members the Association members elect or appoint at an Annual General Meeting.
45. At each Annual General Meeting of the Association, the members of the Committee must retire from office, but are eligible, on nomination, for re-election.
46. After two years in office, a President must step down but is eligible for other posts on the Committee.
47. If a Committee position becomes vacant, a Special General Meeting will be convened to allow for the nomination and election of a replacement.

## **14. Electing the Committee**

48. A member of the Committee may be elected as follows:
  - a) any two members of the Association may nominate another member ("the candidate") to serve as a member of the Committee;
  - b) the nomination must be:
    - i) In writing; and
    - ii) Signed by the candidate and the members who nominated him or her; and

- iii) Given to the Secretary at the Annual General Meeting at which the election is to be held.
- c) Each member present at the Annual General Meeting may vote for one candidate for each vacant position on the Committee.
- d) If there is more than one nominee for each position, the President shall allow for a secret ballot on the day.
- e) If there are not enough candidates nominated at the start of the meeting, nominations may be taken from the floor of the meeting.

## **15. Resignation or Removal from Office of Committee Member**

- 49. A Committee member may resign from the Committee by giving written notice of resignation to the Secretary.
- 50. The resignation takes effect on the day and at the time the notice is received by the Secretary.
- 51. A member may be removed from office at a Committee meeting of the Association if a majority of the members present at the meeting vote in favour of removing the member.
- 52. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 53. A member has no right of appeal against the member's removal from office under this section.

## **16. Vacancies on the Committee**

- 54. If a casual vacancy happens on the Committee, the continuing members of the Committee may appoint another member of the Association to fill the vacancy until the next Annual General Meeting.
- 55. The continuing members of the Committee may act despite a casual vacancy on the Committee.
- 56. However, if the number of Committee members is less than the number fixed under these rules as a quorum of the Committee, the continuing members may act only to:
  - a) Increase the number of Committee members to the number required for a quorum; or
  - b) Call a Special General Meeting of the Association.

## **17. Functions of the Committee**

- 57. Subject to these rules or a resolution of the Association, the Committee:

- a) Has the general control and management of the administration of the affairs, property and funds of the Association; and
  - b) Has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent.
58. The Committee may exercise the powers of the Association:
- a) To borrow, raise or secure the payment of amounts in a way the Association members decide; and
  - b) To secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way; and
  - c) To invest in a way the members of the Association may from time to time decide.

## **18. Committee Meetings**

59. The Committee may meet and conduct its proceedings as it considers appropriate.
60. The Committee must meet monthly to exercise its functions.
61. At a Committee meeting, more than 50% of the members elected or appointed to the Committee form a quorum. If a quorum is not present within 30 minutes after the time fixed for a Committee meeting called, the meeting is to be adjourned to a day, time and place decided by the Committee. If, at the adjourned meeting a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.
62. A question arising at a Committee meeting is to be decided by a majority vote of Committee members present at the meeting and, if the votes are equal, the question is decided in the negative.
63. A Committee member must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
64. The President will chair the meeting. If there is no President, or if the President is not present within 10 minutes after the time fixed for a management Committee meeting, the Vice-President is to chair the meeting.
65. If the President and the Vice-President are absent from a Committee meeting, the members may choose one of their number to preside as chairperson at the meeting.
66. An accurate record of the Committee meeting must be kept by the Secretary or, in his or her absence, a delegated member.

## **19. Delegation of Committee Powers**

67. The Committee may delegate the whole or part of its powers to a Sub-Committee consisting of the Association members considered appropriate by the Committee.
68. A Sub-Committee may only exercise delegated powers in the way the Committee decides.
69. A Sub-Committee may meet and adjourn, as it considers appropriate.
70. A question arising at a Sub-Committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## **20. Acts Not Affected by Defects or Disqualifications**

71. An act performed by the Committee, a Sub-Committee or a person acting as a member of the Committee, is taken to have been validly performed.
72. Subsection (71) applies even if the act was performed when:
  - a) There was a defect in the appointment of a member of the Committee, Sub-Committee or person acting as a member of the Committee; or
  - b) A Committee member, Sub-Committee member or person acting as a member of the Committee was disqualified from being a member.

## **21. Resolutions of the Committee Without Meeting**

73. A written resolution signed by each member of the Committee is as valid and effectual as if it had been passed at a Committee meeting that was properly called and held.
74. A resolution mentioned in subsection (73) may consist of several documents in like form, each signed by each member of the Committee.

## **22. Special Meeting of Committee**

75. If the Secretary receives a written request signed by at least 33% of the Committee members, the Secretary must call a Special Meeting of the Committee within 14 days of the request.
76. The Secretary must give each Committee member at least 14 days' notice of the Special Meeting.
77. A request for a Special Meeting must state:
  - a) Why the special meeting is being called;
  - b) The day, time and place of the meeting; and

- c) The business to be conducted at the meeting.

## 23. Annual General Meetings (AGM)

78. The Annual General Meeting must be held:

- a) At least once each year; and
- b) Within six months after the end of the Association's previous financial year.

## 24. Business to be Conducted at AGM

79. The following business must be conducted at each Annual General Meeting:

- a) Receive the statement of income and expenditure, assets, liabilities affecting the property of the Association for the last financial year;
- b) Receive the auditor's report on the financial affairs of the Association for the last financial year;
- c) Present the audited statement to the meeting for adoption;
- d) Elect members of the Committee;
- e) Appoint an auditor.

80. A question arising at an Annual General Meeting is to be decided by a majority vote of financial members present at the meeting and, if the votes are equal, the Chair has a casting vote, as well as a primary vote.

- a) If a secret ballot is requested, the Chair will appoint and direct two members to conduct the secret ballot.
- b) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the secret ballot was held.
- c) A member may vote in person or by proxy or by attorney and on a show of hands, each person present who is a member or representative of a member has one vote.
- d) An instrument appointing a proxy must be in writing, and:
  - i) If the appointor is an individual – signed by the appointor or the appointor's attorney properly authorised in writing; or
  - ii) If the appointor is a corporation – either under seal or signed by a properly authorised officer or attorney of the corporation.
- e) A proxy may be a member of the Association or another person.
- f) If a member directs another member to cast a vote for or against a resolution, the instrument appointing the proxy must be in the suggested Proxy Form (see **PROXY FORM**).

81. Record of meetings:

- a) The Secretary must ensure full and accurate minutes of the proceedings of the Annual General Meeting are entered in a minute book or equivalent.

- b) The Secretary must ensure the minute book or equivalent is open for inspection at all reasonable times by any financial member who previously applies to the Secretary for the inspection.
- c) The minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next General Meeting of the Association, and stamped with the Association Seal verifying their accuracy.

## **25. General Meeting of Association Members**

- 82. A General Meeting of the Association's members is to be held monthly at a time and place chosen by the Committee.
- 83. Notice of the General Meeting is to be given to Association members at least 14 days in advance.
- 84. The Committee may decide the way in which the notice is to be given and by whom.
- 85. A notice of a General Meeting must state the business to be conducted at the meeting.
- 86. The President will chair the meeting. In the absence of the President, the Vice-President shall chair the meeting. If the President and the Vice-President are absent, the Committee members may choose one of their number to preside as chairperson at the meeting.
- 87. The chairperson must conduct the meeting in a proper and orderly way.
- 88. General Meetings of the Association are open to members and the general public.
- 89. An entry fee for all persons present shall be collected at the start of the meeting:
  - a) The entry fee shall be determined by the Committee and is subject to change from time to time.
  - b) All Committee members are exempt from the entry fee.
- 90. The business conducted at the General Meeting shall include, but not be limited to, the following:
  - a) Informative sessions that relate to the subject of writing and its associated objects.
  - b) Encouragement, education and support for writers.
  - c) The recognition of member's publication successes.
  - d) The recognition of member's competition successes.
  - e) The opportunity for members to hear from successful and/or knowledgeable guest speakers.
  - f) The opportunity for members to network with other like-minded persons who share a passion for writing in all its forms.
  - g) Any other activities as the Committee may decide from time to time.

## **26. Special General Meeting of Association Members**

91. The Secretary may call a Special General Meeting after:
- a) Being directed to call the meeting by the Committee; or
  - b) Being given a request signed by at least the number of ordinary Association members equal to double the number of active Committee members plus one; or
  - c) Being given a written notice of an intention to appeal against the decision of the Committee to terminate a person's membership; or
  - d) Receiving a request to hear and decide a proposed Special Resolution of the Association.
92. A request for a Special General Meeting must state:
- a) Why the meeting is being called;
  - b) The date, time and place of the meeting; and
  - c) The business to be conducted at the meeting.

## **27. Procedure at Special General Meeting**

93. Subject to these rules, at each Special General Meeting:
- a) The President will chair the meeting. If there is no President, or if the President is not present within 10 minutes after the time fixed for a Special General Meeting, the Vice-President is to chair the meeting.
  - b) If the President and the Vice-President are absent the members may choose one of their number to preside as chairperson at the meeting.
  - c) The chairperson must conduct the meeting in a proper and orderly way.
  - d) A question arising at a Special General Meeting is to be decided by a majority vote of financial members present at the meeting and, if the votes are equal, the Chair has a casting vote, as well as a primary vote.
  - e) If a secret ballot is requested, the Chair will appoint and direct two members to conduct the secret ballot.
  - f) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the secret ballot was held.
  - g) A member may vote in person or by proxy or by attorney and on a show of hands, each person present who is a member or representative of a member has one vote.
  - h) An instrument appointing a proxy must be in writing, and:
    - i) If the appointor is an individual – signed by the appointor or the appointor's attorney properly authorised in writing; or
    - ii) If the appointor is a corporation – either under seal or signed by a properly authorised officer or attorney of the corporation.

- i) A proxy may be a member of the Association or another person.
  - j) If a member directs another member to cast a vote for or against a resolution, the instrument appointing the proxy must be in the suggested Proxy Form, (see **PROXY FORM**).
94. Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
95. The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Special General Meeting are entered in a minute book or equivalent.
96. The Secretary must ensure the minute book or equivalent for each Special General Meeting is open for inspection at all reasonable times by any financial member who previously applies to the Secretary for the inspection.

## **28. By-Laws**

97. The Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.

## **29. Alteration of Rules**

98. Subject to the Associations Incorporation Act 1981, these rules may be amended, repealed or added to by a special resolution carried at a Committee Meeting.
99. However, an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

## **30. Common Seal**

100. The Committee must ensure the Association has a Common Seal.
101. The Common Seal must be:
- a) Kept securely by the Committee; and
  - b) Used only under the authority of the Committee.
102. Each instrument to which the Seal is attached must be signed by a member of the Committee and countersigned by:
- a) The Secretary; or
  - b) Another Committee office bearer; or
  - c) Someone appointed by the Committee.

## **31. Funds and Accounts**

103. The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Committee.
104. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
105. All amounts, with the exception of the carry-over meeting petty cash amount (as agreed to by the GCWA Committee, and endorsed by the GCWA President) must be deposited in the financial institution account as soon as practicable after receipt.
106. If an amount of \$100 or more is paid by cheque, the cheque must be signed by any two of the following:
  - a) The President;
  - b) The Secretary;
  - c) The Treasurer;
  - d) Another member authorised by the Committee for the purpose.
107. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
108. The petty cash amount must be shown in the monthly reconciliation record and reported in the monthly Treasurer's report; the Committee must decide the amount of petty cash for each meeting.
109. All expenditure must be approved or ratified at a Committee meeting.
110. The Treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:
  - a) The income and expenditure for the financial year just ended;
  - b) The Association's assets and liabilities at the close of the year; and
  - c) The charges and securities affecting the property of the Association at the close of the year.
111. The auditor must examine the statement prepared under subsection (110) and present a report about it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made.
112. The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.
113. Every office bearer or member shall be indemnified by the club, and it is the duty of the Committee members to pay all expenses on behalf of the Association from the Association's funds.

## **32. Documents**

114. The Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

### **33. Financial Year**

115. The financial year of the Association closes on 30th June in each year.

### **34. Distribution of Surplus Assets to Another Entity**

116. This section applies if the Association:

- a) Is wound-up under Part 10 of the Act; and
- b) It has surplus assets.

117. The surplus assets must not be distributed among the Association members.

118. The surplus assets must be given to another entity:

- a) Having objects similar to the Association's objects; and
- b) The rules of which prohibit the distribution of the entity's income and assets to its members.

119. In this section, "surplus assets" means any monies or equipment.

### **35. General Rules**

120. A Food Handling Policy has been adopted by the Committee and should be read, and abided, by anyone dealing with food and drink at the Association's meetings.

121. Any insurances required under the Incorporated Associations Act must be acquired by the Committee on behalf of the Association and its members.

122. The Gold Coast Writers' Association may hold various writing competitions throughout the year for which, winners may receive cash prizes. The amounts will be determined by the Committee.

123. The Committee will arrange fund raising activities throughout the year.

I hereby certify that this is a true and correct copy of the rules adopted by the members of the incorporated Association.

SIGNED: ..... DATE: .....

SECRETARY

GOLD COAST WRITERS' ASSOCIATION INC.

**PROXY FORM**

I,..... of  
..... ,

being a financial member of the Gold Coast Writers' Association, appoint

..... of  
.....

as my proxy to vote for me on my behalf at the \*Special/\*Annual General Meeting of the Gold Coast Writers' Association Inc.,

to be held on the ..... day of..... , 20

and at any adjournment of the meeting.

Signed this ..... day of ..... , 20

Signature:

This form is to be used \*in favour of /\*against the resolution.

\*Strike out whichever is not applicable.