

ROMANCE WRITERS OF AUSTRALIA INCORPORATED (“RWA”)

CONSTITUTION

Incorporated on 29th January 1991 pursuant to the *Associations Incorporation Act (NSW) 2009*

**Version 2
16 September 2013**

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Part 1 Preliminary

1 Definitions

(1) In this constitution:

Act means the *Associations Incorporation Act (NSW) 2009* as amended from time to time.

Association means Romance Writers of Australia Incorporated ABN 30 075 409 728.

Code of Conduct means any principles and standards regarding ethical conduct and professional standards as referred to in **clause 26**, which are in force from time to time.

Committee means the committee of management of the Association as provided for in **clause 18**.

Director-General means the Director-General of the Department of Services, Technology and Administration.

Member means a member of the Association and **Membership** has a corresponding meaning.

Ordinary Committee Member means a member of the Committee who is not an office-bearer of the Association.

Regulation means the *Associations Incorporation Regulation (NSW) 2010* as amended from time to time.

Secretary means:

- (a) the person holding office under this constitution as secretary of the Association; or
- (b) if no such person holds that office—the public officer of the Association.

Special General Meeting means a general meeting of the Association other than an annual general meeting.

Voting Member means:

- (a) general Members; and
- (b) honorary Members.

Treasurer means the person appointed from time to time as treasurer of the Association to carry out the duties referred to in **clause 20**.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 Objects

2 Objects

- (1) The objects of the Association are to promote excellence in romantic fiction by:
 - (a) helping aspiring writers of romantic fiction to become published authors;
 - (b) helping published authors to establish and maintain their careers;
 - (c) providing continuing support for romance writers, whatever their genre, within the romance publishing industry; and
 - (d) anything ancillary to **clauses 2(1)(a) to 2(1)(c)**.
- (2) The income and property of the Association will only be applied towards the promotion of the objects of the Association.
- (3) No income or property of the Association will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member of the Association. However, nothing in this constitution will prevent payment in good faith to a Member:
 - (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association;
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Association; or
 - (c) of reasonable and proper rent for premises leased by any Member to the Association.
- (4) Subject to **clause 2(5)**, no payment shall be made to any Ordinary Committee Member (except any executive Ordinary Committee Member in their capacity as an employee of the Association) other than the payment:
 - (a) of out of pocket expenses incurred by the Ordinary Committee Member in the performance of any duty as an Ordinary Committee Member where the amount payable does not exceed an amount previously approved by the Committee; and
 - (b) for any service rendered to the Association by the Ordinary Committee Member in a professional or technical capacity, other than in the capacity as Ordinary Committee Member, where the provision of the service has the prior approval of the Committee and where the amount payable is approved by the Committee and is not more than an amount which commercially would be reasonable for the service.
- (5) The Members may determine at a general meeting that an Ordinary Committee Member or Ordinary Committee Members shall be entitled to receive payment of an Ordinary Committee Member's fee in addition to the payments referred to in **clause 2(4)**.

Part 3 Membership

3 Classes of Membership

- (1) There are three (3) classes of Membership:
 - (a) general Members;
 - (b) associate Members; and
 - (c) honorary Members.

- (2) Notwithstanding **clause 3(1)**, the Committee may, at its discretion, determine from time to time:
 - (a) the various classes of Membership of the Association;
 - (b) any restriction in the number of Members or the number of Members within each class;
 - (c) the qualifications for admission to, continuance in, or transfer between each Membership class; and
 - (d) subject to **clause 3(3)** the rights attached to each Membership class.

- (3)
 - (a) General Members and honorary Members are permitted to:
 - (i) vote at all general meetings;
 - (ii) be elected onto the Committee; and
 - (iii) nominate candidates for the Committee.

 - (b) Associate Members shall not be entitled to:
 - (i) vote at all general meetings;
 - (ii) be elected onto the Committee; and
 - (iii) nominate candidates for the Committee,
 but will be entitled to receive notices of all general meetings, attend general meetings and speak at general meetings.

4 Membership eligibility

- (1) Any person is eligible to become a Member of the Association if the person:
 - (a) is a natural person;
 - (b) is over the age of eighteen (18) years of age;
 - (c) satisfies one (1) of the following criteria;
 - (i) writes romantic fiction and supports the objects of the Association; or
 - (ii) does not write romantic fiction but works in a related profession and supports the objects of the Association; or
 - (iii) is identified by the Committee as an appropriate person to be a Member of the Association; and
 - (d) the person has been applied and been approved for Membership of the Association in accordance with **clause 5**.

- (2) To be eligible to become a general Member, a person has to satisfy the criterion in **clause 4(1)(i)**.

- (3) To be eligible to become an associate Member, a person has to satisfy the criterion in **clause 4(1)(ii)** and any other criterion determined by the Committee from time to time.

- (4) To be eligible to become an honorary Member, a person has to satisfy the criteria in **clause 4(1)(iii)**.

5 Application for Membership

- (1) An application of a person for Membership of the Association:
- (a) must be made in writing in the prescribed form; and
 - (b) must be lodged:
 - (i) with the Secretary; or
 - (ii) electronically as outlined on the Association's website.
- (2) As soon as practicable after receiving an application for Membership, the Secretary must refer the application to the Committee which is to determine whether to approve or to reject the application. The power to approve applications may be delegated to the Secretary.
- (3) As soon as practicable after the Committee makes that determination, the Secretary or another office-bearer nominated by the Committee, must, if the Committee approved the application, request the applicant to pay (within the period of twenty eight (28) days after receipt by the applicant of the notification) the annual Membership fee.
- (4) The Secretary must, on payment by the applicant of the Membership fees, enter the applicant's name and class of Membership in the register of Members and, on the name being so entered, the applicant becomes a Member of the Association.

6 Cessation of Membership

A person ceases to be a Member of the Association if the person:

- (a) dies; or
- (b) resigns from Membership pursuant to **clause 8**; or
- (c) is expelled from the Association pursuant to **clause 13(4)**; or
- (d) fails to pay the annual Membership fee under **clause 10(2)** when the fee is due and after the Member has received reasonable notice prior to the due date; or
- (e) is no longer eligible for a class of Membership.

7 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a Member of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's Membership.

8 Resignation of Membership

- (1) A Member of the Association may resign from Membership of the Association by first giving to the Secretary written notice of at least one (1) month (or such other period as the Committee may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.

- (2) If a Member of the Association ceases to be a Member under **clause 8(1)**, and in every other case where a Member ceases to hold Membership, the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.
- (3) Resignation shall not relieve the Member so resigning of the obligation to satisfy any outstanding debts to the Association.

9 Register of Members

- (1) The public officer, or the Secretary, must establish and maintain a register of Members of the Association specifying the name and postal or residential address of each person who is a Member of the Association together with the date on which the person became a Member and their class of Membership.
- (2) The register of Members must be kept in New South Wales:
 - (a) at the main premises of the Association; or
 - (b) if the Association has no premises, at the Association's official address.
- (3) The register may be kept electronically.
- (4) The register of Members must be open for inspection, free of charge, by any Member of the Association at any reasonable hour.
- (5) A Member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (6) If a Member requests that any information contained on the register about the Member (other than the Member's name) not be available for inspection, that information must not be made available for inspection.
- (7) A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person an official Association newsletter or similar document, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association; or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

10 Fees and subscriptions

- (1) With the exception of honorary Members, who shall not pay fees, the annual fee for Membership shall be determined by the Committee. Any proposed change in the amount of the fee shall be announced to the Membership no fewer than sixty (60) days before such proposal shall be voted on by the Committee, and any change in the amount of the Membership fee must be approved by a special resolution of the Committee.
- (2) Failure to pay the annual Membership fee shall result in cessation of Membership as set out in **clause 6(d)**.
- (3) A Member whose Membership is forfeited pursuant to **clause 10(2)** may be reinstated upon payment of fees and any application fee. Such Member shall not be entitled to receive retrospectively the benefits or privileges lost as a result of the forfeiture of Membership.

11 Members' liabilities

The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of Membership of the Association as required by **clause 10**.

12 Resolution of disputes

In the event of a dispute arising between Members (in their capacity as Members, or between a Member and the Association, or a Member and the Committee), the following procedure shall apply:

- (a) Each party to the dispute shall nominate a representative who is not directly involved in the dispute. These representatives shall attempt to settle the dispute by negotiation.
- (b) If the dispute is not resolved by the above procedure it shall be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

13 Disciplining of Members

- (1) A complaint may be made to the Committee by any person that a Member of the Association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution; or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Association; or
 - (c) has breached the Code of Conduct.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be unsubstantiated, trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the Member concerned; and
 - (b) must give the Member at least fourteen (14) days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
 - (c) must take into consideration any submissions made by the Member in connection with the complaint.
- (4) The Committee may, by resolution, expel the Member from the Association or suspend the Member from Membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Committee expels or suspends a Member, the Secretary must, within seven (7) days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Committee for having taken that action and of the Member's right of appeal under **clause 14**.
- (6) The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or
 - (b) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under **clause 14**, whichever is the later.
- (7) If the Committee expels or suspends a Member under this **clause 13**, the Committee may exclude such a Member from any writing contest or annual conference or any other similar activity organised by the Association if the Committee has a reasonable concern that such a Member may, in participating in the activity:
- (a) plagiarise and/or infringe another person's intellectual property rights;
 - (b) infringe any other law; or
 - (c) do anything that would bring the Association into disrepute.
- (8) Any Member expelled or suspended under this **clause 13** acknowledges that the power of the Committee under **clause 13(7)** survives after their expulsion or suspension and that **clause 13(7)** will be enforceable even though they are no longer a Member.

14 Right of appeal of disciplined Member

- (1) A Member may appeal against a resolution of the Committee under **clause 13**, within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a Member under **clause 14(1)**, the Secretary must notify the Committee, which is to refer the notice to an independent panel of three (3) persons, appointed by the Committee, within twenty eight (28) days after the date on which the Secretary received the notice. When the independent panel considers the appeal:
 - (a) no business other than the question of the appeal is to be transacted; and
 - (b) the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the independent panel must make a unanimous decision about the appeal and must notify the Secretary of its decision.

Part 4 The Committee

15 Powers of the Committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Association in general meeting, the Committee:

- (a) is to control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of Members of the Association; 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 Association.

16 Composition and Membership of Committee

- (1) The Committee will at all times consist of:
 - (a) the office-bearers of the Association; and
 - (b) a minimum of three (3) Ordinary Committee Members and a maximum of seven (7) Ordinary Committee Members,
each of whom is to be elected at the annual general meeting of the Association under **clause 18**.
- (2) The office-bearers of the Association are as follows:
 - (a) the president;
 - (b) the vice-president;
 - (c) the Treasurer; and
 - (d) the Secretary.
- (3) The Committee may determine from time to time that a Committee Member may hold up to two (2) offices (other than the offices of both the president and vice-president) because there is a casual vacancy or because there are insufficient nominations to fill the vacancies of the office-bearers.
- (4) Each Committee Member is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the Committee Member's election, but is eligible for re-election.

17 Register of Committee Members

- (1) The public officer or the Secretary of the Association must keep a register of Committee Members, including the president, vice-president, Secretary and Treasurer and contain the following particulars in relation to each Committee Member:
 - (a) the Committee Member's name, date of birth and residential address;
 - (b) the office the Committee Member has taken;
 - (c) the date on which the Committee Member takes office; and
 - (d) the date on which the Committee Member vacates office.
- (2) The register must be kept in New South Wales:
 - (a) at the main premises of the Association; or
 - (b) if the Association has no premises, at the Association's official address.
- (3) The register may be kept electronically.
- (4) Any change in the Committee's Membership or to any of the details referred to in **clause 17(1)** must be recorded in the register within one (1) month after the change occurs.
- (5) The register must, at all reasonable hours, be kept available for inspection, free of charge, by any person.

18 Election of office-bearers and Ordinary Committee Members

- (1) Nominations of candidates for election as office-bearers of the Association and as Ordinary Committee Members:

- (a) must be made in writing, signed by two (2) Voting Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (b) must be delivered to the Secretary of the Association at least seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
 - (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
 - (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
 - (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
 - (6) The ballot for the election of office-bearers and Ordinary Committee Members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
 - (7) A person nominated as a candidate for election as an office-bearer or as an Ordinary Committee Member of the Association must be a Voting Member of the Association.

19 Secretary

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
 - (a) all appointments of office-bearers and Committee Members; and
 - (b) the names of Committee Members present at a Committee meeting or a general meeting; and
 - (c) all proceedings at Committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

20 Treasurer

It is the duty of the Treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

21 Casual vacancies

- (1) In the event of a casual vacancy occurring on the Committee, the Committee may appoint a Voting Member of the Association to fill the vacancy and the Voting Member so appointed is to hold office, subject to this constitution, until the

conclusion of the annual general meeting next following the date of the appointment.

- (2) A casual vacancy in the office of a Committee Member occurs if the Committee Member:
 - (a) dies; or
 - (b) ceases to be a Voting Member of the Association; or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth); or
 - (d) resigns office by notice in writing given to the Secretary; or
 - (e) is removed from office under **clause 22**; or
 - (f) becomes a mentally incapacitated person; or
 - (g) is absent without the consent of the Committee from three (3) consecutive meetings of the Committee; or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months; or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth).

22 Removal of Committee Members

- (1) The Association in general meeting may by resolution remove any Committee Member from their office before the expiration of the Committee Member's term of office and may by resolution appoint another Voting Member to hold office until the expiration of the term of office of the Committee Member so removed.
- (2) If a Committee Member to whom a proposed resolution referred to in **clause 22(1)** 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 Association, the Secretary or the president may send a copy of the representations to each Member of the Association or, if the representations are not so sent, the Committee Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23 Committee meetings and quorum

- (1) The Committee must meet at least three (3) times in each period of twelve (12) months at such place and time as the Committee may determine.
- (2) A meeting of the Committee may be convened at two (2) or more venues using technology that gives the Committee Members a reasonable opportunity to participate in the meeting.
- (3) Additional meetings of the Committee may be convened by the president or by any Committee Member.
- (4) Oral or written notice of a meeting of the Committee must be given by the Secretary to each Committee Member at least forty eight (48) hours (or such other period as may be unanimously agreed on by the Committee Members) before the time appointed for the holding of the meeting.

- (5) Notice of a meeting given under **clause 23(4)** must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee Members present at the meeting unanimously agree to treat as urgent business.
- (6) Any four (4) Committee Members constitute a quorum for the transaction of the business of a meeting of the Committee.
- (7) No business is to 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (9) At a meeting of the Committee:
 - (a) the president or, in the president's absence, the vice-president is to preside; or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining Committee Members may be chosen by the Committee Members present at the meeting is to preside.

24 Delegation by Committee to sub-committee

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such Voting Member or Voting Members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) 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.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- (5) 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.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

25 Voting and decisions

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of Committee Members or sub-committee Members present at the meeting.

- (2) Each Committee Member present at a Committee meeting 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.
- (3) Subject to **clause 23(6)**, the Committee may act despite any vacancy on the Committee.
- (4) 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 despite any defect that may afterwards be discovered in the appointment or qualification of any Committee Member or sub-committee Member.

26 Code of Conduct

- (1) The Committee has the power to adopt and implement a Code of Conduct setting out the duties and obligations regarding the conduct of the Members, to be promulgated by the Committee and published to Members.
- (2) The Code of Conduct may be amended by the Committee from time to time and, as amended, be promulgated by the Committee and published to Members.
- (3) Every Member shall be bound to accept and, in the execution of its activities abide by the standards of practice and conduct expressed in the Code of Conduct as amended from time to time.

Part 5 General meetings

27 Annual general meetings—holding of

The Association must hold its annual general meetings:

- (a) within six (6) months after the close of the Association's financial year; or
- (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

28 Annual general meetings—calling of and business at

- (1) The annual general meeting of the Association is, subject to the Act and to **clause 27**, to be convened on such date and at such place and time as the Committee thinks fit.
- (2) The annual general meeting of the Association may be convened at two or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting.
- (3) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any Special General Meeting held since that meeting;
 - (b) to receive from the Committee reports on the activities of the Association during the last preceding financial year;
 - (c) to elect office-bearers of the Association and Ordinary Committee Members; and
 - (d) to receive and consider any financial statement or report required to be submitted to Members under the Act.

- (4) An annual general meeting must be specified as such in the notice convening it.

29 Special General Meetings—calling of

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The Committee must, on the requisition in writing of at least five per cent (5%) of the total number of Voting Members, convene a Special General Meeting of the Association.
- (3) A requisition of Voting Members for a Special General Meeting:
 - (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the Voting Members making the requisition; and
 - (c) must be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Voting Members making the requisition.
- (4) If the Committee fails to convene a Special General Meeting to be held within one (1) month after that date on which a requisition of Voting Members for the meeting is lodged with the Secretary, any one or more of the Voting Members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.
- (5) A Special General Meeting convened by a Voting Member or Voting Members as referred to in **clause 29(4)** must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.
- (6) A Special General Meeting of the Association may be convened at two or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting.

30 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least fourteen (14) days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least twenty one (21) days before the date fixed for the holding of the general meeting, cause notice to be given to each Member specifying, in addition to the matter required under **clause 30(1)**, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under **clause 28(2)**.
- (4) A Voting Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Voting Member.

31 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of Voting Members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Fifty (50) Voting Members present or ten per cent (10%) of Voting Members present, whichever is lower, (being Voting Members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of Voting Members, is to be dissolved; and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (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) at the same place.
- (4) 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 Voting Members present (being at least thirty (30)) are to constitute a quorum.

32 Presiding Member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Association.
- (2) If the president and the vice-president are absent or unwilling to act, the Voting Members present must elect one (1) of their number to preside as chairperson at the meeting.

33 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Voting Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in **clauses 33(1)** and **33(2)**, 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.

34 Making of decisions

- (1) A question arising at a general meeting of the Association is to be determined by either:
 - (a) a show of hands; or
 - (b) if on the motion of the chairperson or if five (5) or more Voting Members present at the meeting decide that the question should be determined by a written ballot—a written ballot.

- (2) If the question is to be determined by a show of hands, 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 minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

35 Special resolutions

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

36 Voting

- (1) On any question arising at a general meeting of the Association a Voting Member has one (1) vote only.
- (2) All votes must be given personally or by proxy but no Voting Member may hold more than five (5) proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A Voting Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the Voting Member or proxy to the Association has been paid.

37 Proxy votes

- (1) Each Voting Member is to be entitled to appoint another Voting Member as proxy by notice given to the Secretary no later than twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in **Schedule 1** to this constitution or in the form prescribed by the Committee from time to time.

38 Postal or Electronic ballots

- (1) The Association may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under **clause 14**).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 6 Miscellaneous

39 Insurance

The Association must effect and maintain insurance.

40 Funds—source

- (1) The funds of the Association are to be derived from annual subscriptions of Members, fees for events and competitions, non-compulsory donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.

- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association or another party with the Association's authority must, as soon as practicable after receiving any money, issue an appropriate receipt. The receipt may be issued electronically.

41 Funds—management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) Committee Members or employees of the Association, being Committee Members or employees authorised to do so by the Committee.
- (3) The Treasurer may, with the authority of the Committee, maintain internet banking for the management of the Association's finances. However, any payment made through electronic means must have the authority via electronic signature or email confirmation of the president and one (1) other Committee Member.

42 Change of name, objects and constitution

An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Committee Member.

43 Custody of books etc

- (1) Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.
- (2) These documents may be stored electronically.

44 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a Member of the Association at any reasonable hour:
 - (a) records, books and other financial documents of the Association;
 - (b) this constitution; and
 - (c) minutes of all Committee meetings and general meetings of the Association.
- (2) A Member of the Association may obtain a copy of any of the documents referred to in **clause 44(1)** on payment of a fee of not more than \$1 for each page copied.

45 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally; or

- (b) by sending it by pre-paid post to the address of the person; or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

46 Financial year

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June; and
- (b) each period of twelve (12) months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

Schedule 1

**Form of Appointment of Proxy
(Clause (2)37(2))**

I,
(full name of applicant)
of
(address)
being a Voting Member of Romance Writers of Australia Incorporated

hereby appoint
(full name of proxy)
of
(address)

being a Voting Member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or Special General Meeting, as the case may be) to be held on the

.....day of
.....
(month and year)

and at any adjournment of that meeting.

*My proxy is authorised to vote in favour of/against *(delete as appropriate)* the resolution *(insert details)*.
*To be inserted if desired

.....
Signature of Voting Member appointing proxy

Date:

NOTE: A proxy vote may not be given to a person who is not a Voting Member of the Association.