

**DRAFT**

## **TASWRITERS INCORPORATED**

### **CONSTITUTION**

**As approved at the Special General Meeting**

**2<sup>nd</sup> December 2022**

#### **1 Name of Association**

The name of the association is as follows:

TasWriters Incorporated (in these rules called ‘the Association’).

#### **2 Interpretation**

In these rules, unless the context otherwise requires:

*accounting records* has the same meaning as in the Act;

*Act* means the Associations Incorporation Act 1964;

*annual general meeting* means an annual general meeting of the Association held under rule 13;

*Association* means the association referred to in rule 1;

*association* has the same meaning as in the Act;

*auditor* means the person appointed as the auditor of the Association under rule 10;

*authorised deposit-taking institution* means a body corporate that is an authorised deposit-taking institution for the purposes of the Banking Act 1959 of the Commonwealth;

*basic objects of the Association* means the objects and purposes of the Association as stated in an application under section 7 of the Act for the incorporation of the Association;

*board* means the Board of Management referred to in rule 23;

*financial year* has the same meaning as in the Act;

*general meeting* means –

(a) an annual general meeting; or

(b) a special general meeting;

***officer of the Association*** means a person elected as an officer of the Association at an annual general meeting or appointed as an officer of the Association under rule 24(5) ;

***ordinary business of an annual general meeting*** means the business specified in rule 13(5);

***ordinary board member*** means a member of the board other than an officer of the Association;

***public officer*** means the person who is, under section 14 of the Act, the public officer of the Association;

***special board meeting*** means a meeting of the board that is convened under rule 28(2) by the chair or any 4 of the members of the board;

***special general meeting*** means a special general meeting of the Association convened under rule 14;

***special resolution*** has the same meaning as in the Act.

### **3 Association's office**

The office of the Association is to be at the following place or any other place the board determines:

Level 4, 24, Davey Street, Hobart

### **4 Objects and purposes of Association**

The basic objectives of the Association are: to encourage, support and promote Tasmanian writers and stories.

In addition to the basic objectives of the Association, as determined by the board from time to time, the objects and purposes of the Association include the following:

- a) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- b) the purchase, sale or supply of, or other dealing in, goods;
- c) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;
- d) the acceptance of a gift, for any of the objects or purposes of the Association;

- e) the taking of any step the board, or the members of the Association at a general meeting, determine expedient for the purpose of procuring contributions to the funds of the Association;
- f) the printing or publishing of any newspaper, periodical, book, leaflet or other document the board, or the members of the Association at a general meeting, determine desirable for the promotion of any of the objects or purposes of the Association;
- g) the borrowing and raising of money in any manner and on terms:
  - (i) the board thinks fit; or
  - (ii) approved or directed by resolution passed at a general meeting;
- h) subject to the provisions of the Trustee Act 1898, the investment, in any manner the board determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;
- i) the making of a gift, subscription, or donation to any of the funds, authorities, or institutions to which the relevant paragraphs and/or sections of the Income tax Assessment Act 1936 of the Commonwealth relates;
- ~~j) the establishment and support, or aiding in the establishment of support, of associations, institutions, funds, trusts, schemes or conveniences calculated to benefit employees or past employees of the Association and their dependants, and the granting of pensions, allowances or other benefits to employees or past employees of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;~~
- k)j) the establishment and support, or aiding in the establishment of support, of any other association formed for any of the basic objects of the Association;
- l)k) the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;
- m)l) the doing of all such lawful thing incidental or conducive to the attainment of the objects or purposes of the Association specified in the forgoing provisions of this sub-rule.

## 5 Membership of Association

- 1) Any person may apply for membership of the Association by accessing the Association's membership system via the Association's website. If they do not have access to the Association's website the person can request a Membership Application Form from the Association's office staff.
- 2) A person who is not a member of the Association at the time of the incorporation of the Association shall, upon application and registration, be admitted as a member of the Association unless the board determines that membership for that person is not approved.

- 3) Following application, the new member will receive notification that their membership has been approved from the Membership system, or from the board in writing, via email or mail. Once the annual subscription payment has been received the new member will be recorded as a member in the Association's online register.
- 4) A member of the Association may resign by serving on the public officer a written notice of resignation.
- 5) On receipt of a notice from a member of the Association under sub-rule 5(4), the status of the member by whom notice was given will be changed on the register of members to 'Resigned', with the date of resignation. The person will be removed from the members' mailing list.

## **6 Liability of members**

- 1) Any right, privilege or obligation of a person as a member of the Association:
  - a) is not capable of being transferred to another person; and
  - b) terminates when the person ceases to be a member of the Association.
- 2) Subject to sub-rule 6(4), if the Association is wound up, each person who was, immediately before the Association is wound up, a member of the Association, and each person who was a member of the Association within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute:
  - a) to the assets of the Association for payment of the liabilities of the Association; and
  - b) for the costs, charges and expenses of the winding-up; and
  - c) for the adjustment of the rights of the contributors among themselves.
- 3) Any liability under sub-rule 6(2) is not to exceed \$10.
- 4) Despite sub-rule 6(2), a former member of the Association is not liable to contribute under that sub-rule in respect of any liability of the Association incurred after he or she ceased to be a member.

## **7 Income and Property of Association**

- 1) The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- 2) No portion of the income or property of the Association is to be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with this rule.
- 3) The Association may:
  - a) pay a person or member of the Association:

- (i) remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the person or member: or
  - (ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the objects or purposes of the Association; or
  - (iii) interest at a rate not exceeding 7.25% on money lent to the Association by the person or member; or
  - (iv) a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the person or member; and
- b) pay a member of the board remuneration in return for carrying out the functions of a member of the board; and
  - c) pay a member of a subcommittee remuneration in return for carrying out the functions of a member of the subcommittee; and
  - d) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Association to an office in that other association, organisation or body.
- 4) Despite sub-rule 7(3)(a), (b) and (c), the Association is not to pay a person any amount under that sub-rule unless the Association or board has first approved that payment.
- 5) Despite sub-rule 7(3)(d), the Association is not to appoint or nominate a member of the Association under that sub-rule to an office in respect of which remuneration is payable unless the Association or committee has first approved:
- a) that appointment or nomination; and
  - b) the receipt of that remuneration by that member.

## **8 Accounts of Receipts, Expenditure**

- 1) True accounts shall be kept of the following:
- a) each receipt or payment of money by the Association in respect of which the money was received or paid;
  - b) each asset or liability of the Association.
- 2) The accounts are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, determined by the board.
- 3) The treasurer of the Association is to keep all accounting books and general records and records of receipts and payments, connected with the business of the Association in the form and manner the board determines.
- 4) The accounts, books and records are to be kept at the Association's office or at such other place the board determines.

## 9 Banking and Finance

- 1) Payments made through the Association's online membership system for memberships, event tickets, products and donations will be paid into the Association's bank accounts (subject to rule 38).
- 2) Payments for services will be transferred electronically into the Association's bank accounts.
- 3) Cash payments received at events or in the office will be collected in a cash box with the details recorded. The Book Keeper or Treasurer will pay the cash into the Association's bank accounts (subject to rule 38).
- 4) All electronic payments will receive an acknowledgement and a receipt can be requested and issued by the system.
- 5) The board is to open with an authorised deposit-taking institution an account in the name of the Association.
- 6) The board may:
  - a) receive from an authorised deposit-taking institution a cheque drawn by the Association on any of the Association's accounts with the authorised deposit-taking institution; and
  - b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.
- 7) Except with the authority of the board, a payment of an amount exceeding \$100 is not to be made from the funds of the Association other than:
  - a) by cheque drawn on the Association's account; or
  - b) by the electronic transfer of funds from the Association's account to another account at an authorised deposit-taking institution.
- 8) The board may provide the treasurer of the Association with an amount of money to meet urgent expenditure, subject to any conditions the committee may impose in relation to the expenditure.
- 9) A cheque is not to be drawn on the Association's account, and an amount is not to be electronically transferred from the Association's account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the board.
- 10) A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be:
  - a) signed by the treasurer of the Association or, in the treasurer's absence, by any other member, or members, of the board that the board nominates for that purpose; and
  - b) countersigned by the public officer.

- 11) An electronic transfer of an amount from the Association's account to another account at an authorised deposit-taking institution:
  - a) may only be authorised by the treasurer of the Association or, in the treasurer's absence, by any other member, or members, of the board that the board nominates for that purpose; and
  - b) may only be authorised by a person referred to in paragraph (a) if the authorisation has been approved by the public officer.

## **10 Auditor**

- 1) At each annual general meeting of the Association, the members present at the meeting are to appoint a person as the auditor of the Association.
- 2) If an auditor is not appointed at an annual general meeting under sub-rule 10(1), the board is to appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.
- 3) The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.
- 4) Except as provided in rule 10(3) of this rule, the auditor may only be removed from office by special resolution.
- 5) If a casual vacancy occurs in the office of auditor, the board is to appoint a person to fill the vacancy until the end of the next annual general meeting.

## **11 Audit of Accounts**

- 1) The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.
- 2) The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to:
  - a) certify as to the correctness of the accounts of the Association; and
  - b) at the next annual general meeting, provide a written report to the members of the Association who are present at that meeting.
- 3) In the report and in certifying to the accounts, the auditor is to:
  - a) specify the information, if any, that he or she has required under subrule 11(5)(b) and obtained; and
  - b) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
  - c) state whether the rules relating to the administration of the funds of the Association have been observed.

- 4) The public officer is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.
- 5) The auditor may:
  - a) have access to the accounting records, books and accounts of the Association; and
  - b) enquire from any employee of, or person who has acted on behalf of, the Association any information the auditor considers necessary for the performance of his or her duties; and
  - c) employ any person to assist in auditing the financial affairs of the Association; and
  - d) examine any member of the committee, or any employee of, or person who has acted on behalf of, the Association, in relation to the accounting records, books and accounts of the Association.

## **12 Exemptions under the Act**

- 1) For any financial year that the Association is exempt from the requirement to be audited by virtue of section 24(1B) or (1C) of the Act:
  - a) an auditor is not required to be appointed for that financial year under rule 10 unless the Association elects to have the financial affairs of the Association for that financial year audited in accordance with the Act and these rules; and
  - b) if an auditor is not appointed for a financial year by virtue of paragraph (a):
    - (i) rules 10 and 11 do not apply in respect of the Association for that financial year; and
    - (ii) rule 13(5)(b), to the extent that it relates to an auditor, does not apply in respect of the annual general meeting held by the Association in respect of that financial year; and
    - (iii) rule 13(5)(d) does not apply in respect of the annual general meeting held by the Association in respect of that financial year.
- 2) For any financial year that the Association is exempt from the requirement to provide an annual return by virtue of section 24(1B) of the Act, the board must provide, as part of the ordinary business of the annual general meeting for that financial year, a copy of the annual financial report given under the Australian Charities and Not-for-profits Commission Act 2012 of the Commonwealth in respect of that financial year.

## **13 Annual General Meeting**

- 1) The Association is to hold an annual general meeting each year
- 2) An annual general meeting is to be held on any day (being not later than 5 months after the end of the financial year of the Association) the board determines.
- 3) The financial year of the Association is the period beginning on 1st January in each year and ending on the 31st December of that year.



- 4) An annual general meeting is to be in addition to any other general meeting that may be held in the same year.
- 5) The notice convening an annual general meeting is to specify the purpose of the meeting.
- 6) The ordinary business of an annual general meeting is to be as follows:
  - a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
  - b) to receive from the board auditor, employees and other persons acting on behalf of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
  - c) to ratify the annual subscription rates;
  - d) to appoint the auditor;
  - e) to ratify the remuneration of employees and other persons acting on behalf of the Association;
  - f) to elect the officers of the Association and the ordinary board members.
- 7) An annual general meeting may transact business of which notice is given in accordance with rule 15.
- 8) Minutes of proceedings of an annual general meeting are to be kept, in the minute book of the Association, by the public officer or, in the absence from the meeting of the public officer, by a board member of the Association who is nominated by the chairperson of the meeting.

#### **14 Special general meetings**

- 1) The Board may convene a special general meeting of the Association at any time.
- 2) The Board on the requisition in writing of at least 10 members of the Association, is to convene a special general meeting of the Association.
- 3) A requisition for a special general meeting –
  - a) is to state the objects of the meeting; and
  - b) is to be signed by each of the requisitionists; and
  - c) is to be deposited at the office of the Association; and
  - d) may consist of several documents, each signed by one or more of the requisitionists.
- 4) If the board does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Association, any one or more of the requisitionists may convene the meeting within 3 months after the day on which the requisition is deposited at the office of the Association.

- 5) A special general meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a special general meeting would be convened by the board.
- 6) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

## **15 Notices of Meetings**

- 1) At least 14 days before the day on which a general meeting of the Association is to be held, the public officer is to publish a notice specifying –
  - a) the place, day and time at which the meeting is to be held; and
  - b) the nature of the business that is to be transacted at the meeting.
- 2) A notice is published for the purposes of subrule 15(1) if the notice –
  - a) is contained in an advertisement appearing in at least one newspaper circulating in Tasmania; or
  - b) appears on a website, or at an electronic address, of the Association; or is sent to each member of the Association at –
    - (i) the member's postal or residential address or address of business or employment; or
    - (ii) an email address that the member has nominated as the email address to which notices from the Association may be sent; or
  - c) is given by another means, determined by the public officer, that is reasonably likely to ensure that the members of the Association will be notified of the notice.

## **16 Business and quorum at general meetings**

- 1) All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- 2) Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time when the meeting considers that business.
- 3) A quorum for the transaction of the business of a general meeting is 5 members of the Association entitled to vote.
- 4) If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting –
  - a) if convened on the requisition of members of the Association, is dissolved; or
  - b) if convened by the board, is to be adjourned to the same day in the next week at the same time and –

- (i) at the same place; or
- (ii) at any other place specified by the chairperson –
  - A. at the time of the adjournment; or
  - B. by notice in a manner determined by the chairperson.

- 5) If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

## **17 Chairperson at general meetings**

At each general meeting of the Association, the chairperson is to be –

- a) the Chair, or
- b) in the absence of the Chair, the Deputy Chair, or
- c) in the absence of both the Chair and Deputy Chair, a member of the Association elected to preside as chairperson by the members of the Association present and entitled to vote at the general meeting.

## **18 Adjournment of general meetings**

- 1) The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to vote at the meeting, 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 meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
- 3) If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

## **19 Determination of questions arising at general meetings**

- 1) A question arising at a general meeting of the Association is to be determined on a show of hands.
- 2) A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or been carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.

## **20 Votes**

- 1) On any question arising at a general meeting of the Association, a member of the Association (including the chairperson) has one vote only.
- 2) All votes are to be given personally.

- 3) Despite sub-rule 20(1), in the case of an equality of votes, the chairperson has a second or casting vote.

## **21 Taking of poll**

If at a general meeting a poll on any question is demanded:

- a) the poll is to be taken at that meeting in the manner that the chairperson determines; and
- b) the result of the poll is taken to be the resolution of the meeting on that question.

## **22 When Poll to be Taken**

- 1) A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.
- 2) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

## **23 Affairs of the Association to be managed by a board of management**

- 1) The affairs of the Association shall be managed by a Board of Management constituted as provided in rule 25.
- 2) The board:
  - a) is to control and manage the business and affairs of the Association; and
  - b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised and performed by members of the Association at a general meeting; and
  - c) has power to do anything that appears to the board to be essential for the proper management of the business and affairs of the Association.

## **24 Officers of the Association**

- 1) The officers of the Association are as follows:
  - a) Chair
  - b) Deputy Chair
  - c) Treasurer
  - d) Secretary
- 2) (Subject to sub-rule 24(5), the officers of the Association are to be elected in accordance with rule 26.
- 3) Each officer of the Association is to hold office until the end of the next annual general meeting after that at which he or she is elected and is eligible for re-election.

- 4) If a casual vacancy in an office referred to in subrule 24(1) occurs, the committee may appoint one of its members to fill the vacancy until the end of the next annual general meeting after the appointment.
- 5) If an office referred to in sub-rule 24(1) is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

## **25 Composition of the board**

- 1) The board consists of:
  - a) the four officers of the Association, appointed under clause 24(1); and
  - b) at least ~~three~~two and no more than five other members, all of whom shall be financial members of the Association.
- 2) An ordinary board member is to hold office until the end of the next annual general meeting after that at which he or she is elected and is eligible for re-election.
- 3) If a casual vacancy occurs in the office of an ordinary board member, the board may appoint a member of the Association to fill the vacancy until the end of the next annual general meeting after the appointment.
- 4) If an office of an ordinary board member is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.
- 5) For special purposes designated by the board, up to two financial members of the Association may be co-opted to hold office for a period of time specified by the Board.

## **26 Election of officers and board members**

- 1) A nomination of a candidate for election as an officer of the Association, or as an ordinary board member, is to be:
  - a) made in writing signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); or
  - b) made in an email communication that is supported by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - c) delivered to the public officer of the Association at least 5 days before the day on which the annual general meeting is to be held.
- 2) If insufficient nominations are received to fill all vacancies on the board –
  - a) the candidates nominated are taken to be elected; and
  - b) further nominations are to be received at the annual general meeting.
- 3) If the number of nominations received is equal to the number of vacancies on the board to be filled, the persons nominated are taken to be elected.

- 4) If the number of nominations received exceeds the number of vacancies on the board to be filled, a ballot is to be held for that position.
- 5) If the number of further nominations received at the annual general meeting exceeds the number of remaining vacancies on the board to be filled, a ballot is to be held in relation to those further nominations.
- 6) The ballot for the election of officers of the Association and ordinary board members is to be conducted at the annual general meeting in the manner determined by the board.
- 7) A statement by each of the nominated candidates for the board must be sent to all members of the Association prior to the AGM.

## **27 Vacation of Office**

For the purpose of these rules, the office of an officer of the Association, or of an ordinary board member, becomes casually vacant if the officer or board member:

- a) dies; or
- b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- c) becomes a represented person within the meaning of the Guardianship and Administration Act 1995; or
- d) resigns office in writing addressed to the board; or
- e) ceases to be ordinarily resident in Tasmania; or
- f) is absent from 3 consecutive meetings of the board without the permission of the other members of the board; or
- g) ceases to be a member of the Association; or
- h) fails to pay, within 14 days after receiving a notice in writing signed by the public officer stating that the officer or board member has failed to pay one or more amounts of annual subscriptions, all such amounts due and payable by the officer or member.

## **28 Meetings of the board**

- 1) The board is to meet at least bi-monthly, a minimum of six times each year, at any place and time the board determines.
- 2) A meeting of the board, other than a meeting referred to in sub-rule 28(1), may be convened by the chair or any 4 of the members of the board.
- 3) Written notice of any special board meeting is to be served on members of the board and is to specify the general nature of the business to be transacted.
- 4) A special board meeting may only transact business of which notice is given in accordance with sub-rule 28(3)
- 5) A quorum for the transaction of the business of a meeting of the board is 5 members of the board.

- 6) Business is not to be transacted at a meeting of the board unless a quorum is present.
- 7) If a quorum is not present within half an hour after the time appointed for the commencement of:
  - a) a meeting of the board (other than a special board meeting), the meeting is to be adjourned to the same day in the next week at the same time and at the same place; or
  - b) a special board meeting, the meeting is dissolved.
- 8) At each meeting of the board, the chairperson is to be:
  - a) the chair; or
  - b) in the absence of the Chair, the Deputy Chair or
  - c) in the absence of the Chair and the Deputy Chair, a member of the board elected to preside as chairperson by the members of the board present at the meeting.
- 9) Any question arising at a meeting of the board is to be determined:
  - a) on a show of hands; or
  - b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- 10) On any question arising at a meeting of the board, a member of the board (including the chairperson) has one vote only.
- 11) Despite sub-rule 28(10), in the case of an equality of votes, the chairperson has a second or casting vote.
- 12) Written notice of each board meeting is to be served on each member of the board by email, mail, telephone, or in person, of the date, time and venue of a meeting of the board, at least three full days before the meeting.

## **29 Disclosure of Interest in Contracts**

- 1) If a member of the board or a member of a subcommittee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the board or subcommittee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the board.
- 2) If at a meeting of the board or a subcommittee a member of the board or subcommittee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

## **30 Subcommittees**

- 1) The board may:

- a) appoint a subcommittee from the board; and
  - b) prescribe the powers and functions of that subcommittee.
- 2) The board may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Association.  
A quorum for the transaction of the business of a meeting of the subcommittee is 3 appointed members of the subcommittee entitled to vote.
  - 3) The board can appoint any member of the board to convene meetings of a subcommittee.
  - 4) Any question arising at a meeting of a subcommittee is to be determined:
    - a) on a show of hands; or
    - b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
  - 5) On any question arising at a meeting of a subcommittee, a member of the subcommittee (including the chairperson) has one vote only.
  - 6) Written notice of each subcommittee meeting is to be served on each member of the subcommittee by email, mail, telephone, or in person, of the date, time and venue of a meeting of the board, at least three full days before the meeting

### **31 Executive committee**

- 1) The Chair, Deputy Chair, Treasurer and the Secretary constitute the executive committee.
- 2) During the period between meetings of the board, the executive committee may issue instructions to the public officer and employees of the Association in matters of urgency connected with the management of the affairs of the Association.
- 3) The executive committee is to report on any instructions issued under sub-rule 33(2) to the next meeting of the board.

### **32 Annual Subscription**

- 1) The annual subscription will be decided each year by the board and ratified at the annual general meeting.
- 2) The annual subscription of a member is due and payable at the time of joining the Association.
- 3) A renewal notice will be sent to members 3 days before their renewal date and another on the date of renewal if still pending.
- 4) If not renewed within 14 days of renewal date a grace period reminder will be emailed to the member.
- 5) If not renewed within 40 days the member status is changed to *lapsed*. An email will be sent to the lapsed member informing them of this.



### **33 Service of notices and requisitions**

Except as otherwise provided by these rules, a document may be served under these rules on a person by:

- a) giving it to the person; or
- b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- c) emailing it to the person's email address.

### **34 Expulsion of members**

- 1) The Board may expel a member from the Association if, in the opinion of the board, the member is guilty of conduct detrimental to the interests of the Association.
- 2) The expulsion of a member under sub-rule 34(1) does not take effect until whichever of the following occurs later:
  - a) the fourteenth day after the day on which a notice is served on the member under sub-rule 34(3);
  - b) if the member exercises his or her right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- 3) If the committee expels a member from the Association, the public officer, without undue delay, is to cause to be served on the member a notice in writing:
  - a) stating that the Board has expelled the member; and
  - b) specifying the grounds for the expulsion; and
  - c) informing the member of the right to appeal against the expulsion under rule

### **35 Appeal against expulsion**

- 1) A member may appeal against an expulsion under rule 34 by serving on the public officer, within 14 days after the service of a notice under rule 34(3), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- 2) On receipt of a requisition, the public officer is to immediately notify the board of the receipt.
- 3) The board is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.
- 4) At a special general meeting convened for the purpose of hearing an appeal under this rule:
  - a) no business other than the question of the expulsion is to be transacted; and

- b) the board may place before the meeting details of the grounds of the expulsion and the board's reasons for the expulsion; and
  - c) the expelled member must be given an opportunity to be heard; and
  - d) the members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- 5) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion:
- a) the expulsion is lifted; and
  - b) the expelled member is entitled to continue as a member of the Association.
- 6) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion:
- c) the expulsion takes effect; and
  - d) the expelled member ceases to be a member of the Association

### **36 Disputes**

- 1) A dispute between a member of the Association, in his or her capacity as a member, and the Association is to be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011 .
- 2) This rule does not affect the operation of rule 35.

### **37 Public Officer**

The Public Officer is appointed at the first board meeting following the annual general meeting. The existing public officer may be reappointed.

### **38 TasWriters Public Fund**

Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Association and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

The fund will be administered by the board or a subcommittee of the board, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the Association.

No monies/assets in this fund will be distributed to members or officers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.

The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.

Receipts for gifts to the public fund must state:

- the name of the public fund and that the receipt is for a gift made to the public fund;
- the Australian Business Number of the organisation;
- the fact that the receipt is for a gift; and
- any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.

### **39 Dissolution clause**

In the event of the organisation being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.

### **3940 Winding-up DGR revocation clause**

If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under the Act.