

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
THE AUSTRALIAN SOCIETY OF AUTHORS LIMITED
Australian Capital Territory
Companies Ordinance 1962
MEMORANDUM OF ASSOCIATION
OF
THE AUSTRALIAN SOCIETY OF AUTHORS LIMITED

1. The name of the Company is “The Australian Society of Authors Limited” (hereinafter called the “Society”).
2. The objects for which the Society is established are:-
 - (1) To promote and protect the general professional interests of all creators of literary musical or dramatic material.
 - (2) To procure adequate copyright legislation, both international and domestic and to promote better copyright relations between Australia and other countries.
 - (3) To promote fair dealings and to cultivate, establish and maintain harmony, unity of action and understanding between the members of the Society; and between members, on the one hand, and on the other hand, individuals, firms, corporations, associations or organisations who employ them or purchase their material, or with whom they work or have business or other dealings; and to protect the rights of members in that respect.
 - (4) To procure better working conditions for its members and payment for their work commensurate with its value, to correct abuses to which they may be subject, and to bring about concerted action by its members in such respects.
 - (5) To promote the equitable adjustments of all disputes relating to the professional work of its members.
 - (6) To keep members informed as to their rights and interests.

- (7) To establish and enforce standard minimum contracts.
- (8) To print and/or publish or make contributions to any newspapers periodicals books or leaflets and to publish whether in print type broadcast or otherwise howsoever any information which the Society may think desirable for the promotion of its objects.
- (9) To adopt such means of making known the objects and benefits of the Society as may seem expedient and to further otherwise the interest of members by advertising in the press by circulars by publications of books and periodicals by broadcasting by granting prizes rewards and donations and by other means.
- (10) To establish relations with societies having similar objects and with societies formed to promote the welfare of authors and the craft of writing and to encourage exchanges with any such societies.
- (11) In furtherance of the objects of the Society to support and assist in the progress and development of the craft of writing and to promote competitions and to award prizes or to make contributions for that purpose.
- (12) To take over the funds and the assets and liabilities of “The Australian Society of Authors” an unincorporated body which has heretofore carried out functions similar to those for which the Society has now been formed, or any other body having similar aims and objects to the Society.
- (13) To accept any gift or device of money or of any real or personal property whether subject to any special trust or not for any one or more of the objects of the Society.
- (14) To open and maintain a banking account and to operate or allow the same to be operated upon in such a manner as the Society may determine.
- (15) To sell improve dispose of or otherwise deal with all or any part of the property and rights of the Society.
- (16) To appoint employ remunerate remove or suspend managers clerks secretaries servants workmen and other persons as may be necessary or convenient for the purposes of the Society.
- (17) To enter into any arrangement or agreement with any Governments or authorities whether central municipal local or otherwise or with any public or governmental body that may seem conducive to the carrying out of the Society's objects or for effecting any modification to the Society's Articles or any of them or of benefit to the Society directly or indirectly and to obtain from any such Government authority or body any rights privileges or concessions which may be deemed advisable or of benefit to the Society to obtain and to carry out exercise and make use

of and to turn to account any such arrangement agreement rights privileges and concessions.

- (18) To amalgamate with or enter into any arrangement for union of interest co-operation reciprocal concessions or otherwise with any society organisation or company formed for promoting interest in the craft of writing or engaged in or about to carry on or engage in any business altogether or in part similar to that carried on by the Society or any business which the Society is authorised to carry on.
- (19) In furtherance of the objects of the Society to purchase or otherwise acquire and undertake all or any part of the property assets or liabilities of any one or more of the companies institutions societies or associations with which the Society is authorised to amalgamate.
- (20) In furtherance of the objects of the Society to transfer all or any part of the property assets or liabilities of the Society to any one or more of the companies institutions societies or associations with which the Society is authorised to amalgamate.
- (21) To make donations for charitable purposes.
- (22) To engage in any business transaction or activity capable of being conducted so as to directly or indirectly benefit the Society and to do so in such manner and upon such terms and conditions as may be thought fit.
- (23) To undertake and execute any trusts either gratuitously or otherwise the undertaking whereof may seem to the Society likely to be either directly or indirectly of benefit to it, or which seem to the Society likely to further the objects for which it was established.
- (24) To draw make accept endorse execute and issue bills of exchange bills of lading and other negotiable transferable or mercantile instruments.
- (25) To purchase take on lease or in exchange hire or otherwise acquire or deal with for such consideration as may be thought fit any property or assets real or personal or any rights or privileges which may be considered of benefit to the Society and in particular and without affecting the generality of the foregoing any lands leases buildings easements copyrights trademarks design plant goods and stock in trade and to hold develop work or otherwise turn the same to account in any manner that may be deemed expedient or advisable and also to construct maintain repair alter add to or replace any offices conference room buildings fixtures chattels plant apparatus or equipment.
- (26) To borrow or raise money for the purpose of the Society in such manner and on such terms (and with or without security) as may be deemed fit and in particular to issue debentures and debenture stock perpetual or otherwise charged upon all or any of the Society's property (present and

future or either) and to purchase redeem pay off or agree to a variation of all or any of such securities.

- (27) in furtherance of the objects of the Society to sell improve manage develop exchange lease license let on hire dispose or of otherwise deal with all or any part of the property and rights of the Society.
- (28) To take up or otherwise acquire shares stocks or any other form of capital in any other company having objects in whole or in part similar to those of this Society or carrying or empowered to carry on any business capable of being conducted so as directly or indirectly to benefit this Society and to pay for such shares stock or capital either wholly or partly in cash shares stock debentures or otherwise howsoever as this Society may deem expedient.
- (29) To procure the Society to be registered or recognised in any country state or place and to do all things necessary to enable it to effectually carry on business therein.
- (30) To invest the moneys of the Society not immediately required upon such securities and in such manner as may from time to time be allowed by law and as may be determined by the Society.
- (31) To expend money in any way deemed fit by the Society with the view of improving the value of any business or property of the Society or of otherwise directly or indirectly advancing its interests.
- (32) To establish and support or aid in the establishment or support of associations institutions funds and trusts calculated to benefit employees or ex-employees of the Society of any subsidiary or predecessor in business of the Society or the dependants or connections of such persons and to grant pensions allowances and annuities either by way of annual or other periodic payment or a lump sum and to make payments towards insurance and generally to subscribe or guarantee money for any charitable benevolent or public objects whatsoever.
- (33) To carry on the business of caterers restaurant proprietors and to provide catering services at any Show or Exhibition sponsored by the Society and to obtain and hold any licence or permit necessary to enable the Society to carry on business as wine spirit beer and mineral water merchants and retailers.
- (34) To insure against all such risks liabilities and eventualities as may seem advisable and to apply the proceeds of any claim under any insurance in such manner and for such purpose or purposes as it shall think fit.
- (35) To do all or any of the above things in any part or parts of the Commonwealth of Australia or elsewhere as principal agent partner joint owner manager contractor trustee or in any other capacity whatsoever and by or through one or more Trustees subsidiary companies agents

attorneys or otherwise howsoever and either alone or in conjunction with any other person or persons firm or firms or company or companies.

- (36) To do all such lawful acts deeds and things as are incidental or conducive to the attainment of the above objects or any of them or any such other acts deeds and things that might be conducive to the progress and welfare of the Society and its members.
 - (37) To pay all costs charges and expenses incidental to the formation establishment and registration of the Society.
 - (38) It is hereby declared and the intention is that the objects specified in each paragraph of this ~~Clause~~ Article shall except where otherwise expressed in such paragraph be independent main objects and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or in the name of the Society.
3. The Society shall be non-sectarian and non-party-political.
 4. The powers set forth in the Third Schedule of the Companies Ordinance 1962 shall not apply to the Society.
 5. Notwithstanding the generality of the objects of the Society as set out in ~~Clause~~ Article 2 hereof the Society shall not amalgamate with become a member of or support with its funds any company corporation society association or organisation which does not prohibit the distribution of its income and property amongst its members except to the extent provided in ~~Clause~~ Article 6 of this Memorandum or to any lesser extent.
 6. The income and property of the Society whenever derived shall be applied solely towards the promotion of the objects of the Society as set forth in its Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Society PROVIDED THAT nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society nor prevent the payment of interest at a rate not exceeding a proper commercial rate nor prevent the payment of the reasonable and proper rent for premises demised or let by any member of the Society to the Society.
 7. The liability of the members is limited.
 8. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Society contracted before he ceases to be a member and of the costs charges and expenses of winding up and for the adjustments of the rights of the contributories among themselves such amount as may be required not exceeding twenty dollars.

9. If upon the winding up or dissolution of the Society there remains after satisfaction of all of its debts and liabilities any property whatsoever, the same shall not be distributed among the members of the Society but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, such institution or institutions 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 and which shall prohibit the distribution of its or their income and property among its or their members, except to the extent provided in ~~Clause~~ Article 6 of this Memorandum or to any lesser extent, which institution or institutions to be determined by the members of the Society at or before the time of dissolution and in default thereof by such judge of the Supreme Court of the Australian Capital Territory or the High Court of Australia as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.
10. The Society will have and will continue to maintain a public fund which is to be used for the principal purpose of the ASA. It will be administered by a group of persons, the majority of whom are persons of responsibility. In addition to a separate bank account for the public fund, separate accounting procedures will be adopted. Further, all donated moneys and interest accruing on those moneys will be credited to the fund and receipts will be issued in the name of the Fund, and the public fund must not receive money or property other than donations and should it be wound up, surplus assets will be distributed in accordance with the trust fund rules. Any proposed amendments or alterations to provisions for the public fund will be notified to the Department responsible for the administration of the Register of Cultural Organisations to assess the effect of any amendments on the public fund's continuing deductible gift recipient status.
11. The full names addresses and occupations of the subscribers are as set out below; and WE, the said subscribers, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Australian Capital Territory

Companies Ordinance 1962

ARTICLES OF ASSOCIATION

OF

THE AUSTRALIAN SOCIETY OF AUTHORS LIMITED

INTERPRETATION

1. The head notes hereto shall not affect the construction hereof and in these Articles unless there is something in the subject or context inconsistent therewith:-

“the Ordinance” means the Companies Ordinance 1962.

“the Society” means The Australian Society of Authors Limited.

“the Unincorporated Society” means The Australian Society of Authors.

“the Council” means the Council of the Society appointed in accordance with the provisions of Article 90.

“the Committee of Management” means the Committee of Management of the Society.

“Officers” means the Chairman and Treasurer.

“the Articles” means the Articles of Association as amended from time to time pursuant to the provisions of the Ordinance.

“Member” means a person registered in the records of the Society as a member of the Society.

“Organisational Member” means a person registered in the records of the Society as an Organisational Member of the Society.

“person” includes a corporation and the Government of the Commonwealth or any State or any Government instrumentality.

“the Regulations” means the Rules and By-laws (if any) of the Society made in accordance with the Articles and in force for the time being.

“Executive Officer” means the Executive Officer appointed by the Committee of Management pursuant to Article 79 hereof and, where the context reasonably permits, shall include any Acting Executive Officer or Assistant Executive Officer appointed by the Committee of Management.

“financial year” means the period from the first day of January in any year to the thirty-first day of December in the same year.

“in writing” and “written” include printing lithography and other modes of reproducing or representing words in a visible form.

[“Subscription Due Date” means twenty-eight calendar days from the date of the election of the Member or Organisational Member or Affiliate, and also means, twenty-eight calendar days from each anniversary date of the election of the Member or Organisational Member or Affiliate](#)

Words importing the singular number only include the plural number and vice versa.

Words importing one gender only include the other genders.

Unless the context otherwise requires the expressions which are defined in the Act in force on the date of incorporation of the Society shall except for those expressions defined above have the same meaning when used in these regulations.

MEMBERSHIP

2. (a) The membership of the Society shall consist of Life Members, Members, Affiliates and Organisational Members.
- (b) All persons who at the date of adoption of this Article are registered in the books of the Society as Life Members, Members and Associate Members shall continue as and be Life Members, Members and Associates respectively.
3. The Committee of Management may admit to its membership as Members any person who at the time of his application:
 - (a) shall have had a book published by an established publisher; or

- (b) shall have published at least one work of fiction or non-fiction including short stories, articles and poetry in a major magazine or major magazines, major newspaper or major newspapers or in literary journals; or
 - (c) shall have had a play or other script produced publicly on stage, radio, television or any other medium, or lyrics published with musical score; or
 - (d) shall in the opinion of the Committee of Management be of a professional standing to entitle him to membership; or
 - (e) shall have entered into a contract for publication of a book with an established publisher; or
4. The number of Members with which the Society proposes to be registered is 1500 but the Committee of Management may from time to time register an increase in the number of Members.

AFFILIATES

- 5A. (a) The Committee of Management may admit as an Affiliate of the Society any person who at the time of application is interested in the craft of writing, including the writing collecting publishing or distribution of books and other printed material, or in the fields of literary teaching research or criticism or in any other way that the Committee of Management determines is an appropriate interest on the basis of which such person should be admitted as an Affiliate of the Society.
- (b) An Affiliate shall not be entitled to vote at any General Meeting of the Society or to stand for office as a Member of Society but shall have all the other rights and obligations of a Member.
- (c) An Affiliate shall cease to be an Affiliate upon becoming admitted to any other class of membership in the Society.

LIFE MEMBERS

6. Any person who in the opinion of the Committee of Management has rendered special service to the Society (which, for the purpose of this Article, shall include the Unincorporated Society) may by resolution of the Committee of Management carried by a majority of three-fifths of the Members of the Committee of Management be recommended for appointment as a Life Member of the Society by the Members at the next Annual General Meeting.

7. Every Life Member shall be entitled to all the privileges and be subject all the duties and obligations of a Member and shall not be liable for any subscription or levy except in respect of the guarantee contained in the Memorandum of Association.

ORGANISATIONAL MEMBERS

- 7A. (a) The Committee of Management may admit any incorporated body as an Organisational Member, if in the opinion of the Committee of Management the membership or that organisation is consistent with and will help promote the objects of the Society. Without limiting the discretion of the Committee of Management under this article, such organisations may include libraries, writers' centres and other writers' organisations.
- (b) If an unincorporated body wishes to apply for membership under this article, it may nominate a natural person to apply for membership in the category of Organisational Member. An association entitled to nominate an Organisational Member under this article who wishes to change its nominee may notify the Committee of Management of the name and address of its new nominee. Upon receipt of such a notice the existing nominee of that association is taken to have resigned and upon the new nominee completing and lodging the prescribed application form with the Committee of Management the new nominee will be admitted as an Organisational Member.
- (c) An Organisational Member or its nominee is not entitled to vote at any general meeting of the society nor to stand for office as a Member of the Committee of Management.
- (d) Notwithstanding article 15, the Committee of Management may at any time terminate the membership of any Organisational Member.

ELECTION OF MEMBERS

8. An applicant for Membership or Organisational Membership or Affiliate Membership of the Society shall apply in writing in the manner prescribed by the Committee of Management.
9. Every prospective Member or Organisational Member or Affiliate must be approved by the Committee of Management which may in its absolute discretion give or withhold approval thereto. The Committee of Management shall not be required to give any explanation for the rejection of any prospective Member.

Any person whose application for membership is rejected or not granted by the Committee of Management within a reasonable period of time may apply for Membership or Organisational Membership or Affiliate Membership to a General Meeting of the Society. The application shall be determined by the submission of an ordinary resolution to such General Meeting, and the decision thereof shall be final.

Any person in respect of whom a resolution is to be considered by such meeting may appear and speak thereat on such resolution.

10. Immediately upon the admission of a Member or Organisational Member or Affiliate in accordance with Article 9 hereof the Executive Officer shall give such Member or Organisational Member or Affiliate notice of election together with a copy of the Memorandum and Articles of Association of the Society.
11. Every person admitted as a Member or an Organisational Member or Affiliate of the Society shall pay to the [Society \(care of the Executive Officer\)](#) the entrance fee (if any) together with the annual subscription for membership of the Society. If the full amount so payable is not received by the Executive Officer [by the Subscription Due Date then within](#) ~~twenty eight days of the date of~~ the election of the Member or Organisational Member or Affiliate the election shall be declared null and void.
12. The entrance fee (if any) and the annual subscriptions shall be such amounts as the Committee of Management may decide.
13. [The annual subscription shall be payable by the Member on or before the Subscription Due Date on each anniversary of the Member's election into the Society](#)~~Any person elected a Member or Organisational Member or Affiliate of the Society shall if elected after the expiration of eight months from the date of commencement of the financial year in which elected pay one half only of the annual subscription in respect of that financial year.~~
14. A register of Members, and a register of Organisational Members or Affiliates shall be kept by the Executive Officer and the name and address of every Member and every Organisational Member and Affiliate shall be recorded in the appropriate register. Each register shall be kept at the office of the Society and shall be available to Members for inspection at all reasonable times. Each Member and Organisational Member and Affiliate shall notify the Executive Officer of any change of address and every such change shall be recorded in the appropriate register.
15. The membership of any person may be terminated by a resolution of the Society in a General Meeting, or by the Committee of Management

subject to ratification at a General Meeting. The membership of any person may be terminated only on the grounds of gross professional misconduct detrimental to the Society.

Prior to the termination of the membership of any person they shall be entitled to

- (i) receive a statement from the Committee of Management stating the nature and occasion of the conduct the basis for termination of membership, and;
- (ii) appear produce evidence and speak at any meeting of the Committee of Management or General Meeting that is considering a resolution for the termination of membership.

FEES

16. (a) Every Member and Organisational Member or Affiliate shall pay forthwith to the Executive Officer upon request all moneys that may from time to time be or become payable by them pursuant to the provisions of the Articles.
- (b) If any Member or Organisational Member or Affiliate has not paid the membership subscription on or before the ~~due~~ [Subscription Due Date](#) then they shall become an unfinancial Member and shall cease to be entitled to any of the rights and privileges but shall remain liable for all the obligations and responsibilities of membership or organisational membership or affiliate membership as the case may be until the expiration of ~~six~~ [three](#) months following the ~~due date~~ [Subscription Due Date](#) whereupon if the membership subscription has not been paid they will cease to be a Member or Organisational Member or Affiliate as the case may be.

TERMINATION OF MEMBERSHIP

17. A Member or Organisational Member or Affiliate shall cease to be a Member or Organisational Member or Affiliate as the case may be:-
 - (a) If they shall resign by notice in writing to the Executive Officer to that effect;
 - (b) Upon death;
 - (c) Upon becoming of unsound mind;

- (d) If a General Meeting of the Society passes an ordinary resolution for the termination of the membership of that member;
- (e) If they shall not have paid their membership subscription as required under Article 16(b). ~~-in respect of the financial year before the expiration of six months following the due date.~~

The Committee of Management shall not be required to give any reason nor shall it be liable at law for any decision made pursuant to this Article 17.

FORFEITURE IF RIGHTS UPON TERMINATION OF MEMBERSHIP

- 18. A person who has ceased to be a Member or Organisational Member or Affiliate shall:-
 - (a) Not be entitled to any of the rights and privileges of a Member Organisational Member or Affiliate;
 - (b) Remain liable for and shall pay to the Society all moneys whatsoever for which at the time of them ceasing to be a Member or Organisational Member or Affiliate that person is or might become liable.

RE-ADMISSION TO MEMBERSHIP

- 19. Any applicant for re-admission to Membership or Organisational Membership or Affiliate Membership shall pay in full all moneys that may be due (including any unpaid subscriptions for all the years that subscriptions were unpaid ~~reduced to an amount equal to the proportion of the annual subscription equivalent to the number of months in the last financial year that they were a Member or Organisational Member or Affiliate Member prior to termination of Membership or Organisational Membership or Affiliate Membership as the case may be~~) outstanding at the termination of Membership or Organisational Membership or Affiliate Membership to the Society.

COMMITTEE OF MANAGEMENT

- 20. There shall be a Committee of Management comprised of 14 ~~members~~ Members. The initial members of the Committee of Management shall be appointed by notice in writing signed by a majority of the subscribers to the Memorandum.

20A TRANSITIONAL PROVISIONS FOR 2011

(a) At the Annual General Meeting to be held in 2011, fourteen (14) Members of the Committee of Management (Members) shall be elected by the Society, seven (7) of which shall be entitled to hold office for a term of two years subject to Articles 20A (b) and 23, and the other seven (7) Members shall be entitled hold office for a term of one year, subject to Articles 20A (b) and 23.

(b) Ballot to select seven members for two year term and seven members for one year term

- I. Immediately after the election of the Members at the 2011 Annual General Meeting and before the meeting is closed, the Returning Officer shall take the names of each elected Member and place them in a ballot box.
- II. The Returning Officer shall without looking into the ballot box, draw seven names at random from the ballot box. Those seven Members whose names were drawn first from the ballot box shall serve for a period of Two years from the 2011 Annual General Meeting (Two Year Member). The remaining seven Members shall serve for a period of one year from the 2011 Annual General Meeting (One Year Member)

(c) The term of office of a Two Year Member of the Committee of Management shall commence immediately after the close of the 2011 Annual General Meeting and shall end at the Annual General Meeting, to be held in 2013.

(d) The term of office of a One Year Member of the Committee of Management shall commence immediately after the close of the 2011 Annual General Meeting and shall end at the Annual General Meeting, to be held in 2012.

21. Commencing from the Annual General Meeting held in 2011, and thereafter, seven (7) Members of the Committee of Management shall be elected by the Society to ~~shall~~ hold office for a term of ~~one-two~~ years subject to Article 23. The term of office of a Member of the Committee of Management shall commence immediately after the close of the Annual General Meeting following election and shall end at the ~~-next~~ Annual General Meeting, being the second anniversary since those seven members were elected.

22. ~~(a) — At each Annual General Meeting all of the members of the Committee of Management shall retire.~~
- (a) If the Executive Officer shall not have received sufficient nominations of Members eligible for election to the Committee of Management so as to maintain the constitution of the Committee of Management specified in Article 20 hereof then the provisions of Article 39 shall apply.
23. Any retiring member of the Committee of Management shall be eligible for re-election to the Committee of Management.
24. The Chairman, Vice-Chairman and Treasurer of the Society who are appointed after the Annual General Meeting of the Society in 2011 shall be members of the Committee of Management and shall be appointed biennially ~~annually~~ by the Members of the Committee of Management at its first meeting following the Annual General Meeting occurring from 2011 and thereafter.

ELECTION TO THE COMMITTEE OF MANAGEMENT

25. Nominations for election to the Committee of Management shall be in writing in the manner prescribed by the Regulations and shall be forwarded to the Executive Officer not later than fourteen days preceding the date set for the election. Nominations shall be accompanied by the written consent of the Member nominated and a biographical note of the nominee of not more than 100 words, such note to be approved by the Committee of Management.
26. Only a financial Member may nominate a candidate for election to the Committee of Management.
27. If the nominations of candidates are only as many as the number of positions on the Committee of Management then those candidates shall be deemed elected.
28. (a) Not more than 35 and not less than 28 days prior to the date chosen by the Committee of Management as the date of the Annual General Meeting, the Executive Officer shall send to all Members a ballot paper together with a biography approved by the Committee of Management in respect of each candidate for the election of members of the Committee of Management.
- (b) The ballot paper shall contain the names of all Members who have been duly nominated for election to the Committee of

Management, and the names of the candidates shall be listed on the ballot paper in order determined by lot or chance in a manner determined and supervised by the Returning Officer.

- (c) Ballot papers shall be returned by Members to the Returning Officer by 5.00p.m. at least seven days prior to the date set down as the date of the Annual General Meeting whereupon the Returning Officer shall count the votes given for the candidates in a manner approved by the Committee of Management.
- 29. The Chairman shall by Memorandum in writing appoint one of the Auditors of the Society the Returning Officer and each candidate shall be entitled to nominate one scrutineer to superintend the taking of the ballot. If no candidate so nominates then the Chairman shall nominate one scrutineer.
- 30. The Returning Officer after counting the votes shall certify in writing to the Chairman the result of the ballot and the Chairman shall at the Annual General Meeting following declare elected as many candidates as there are retiring Members of the Committee of Management being the candidates elected pursuant to Article 28.
- 31. The decision of the Returning Officer shall be final and binding in respect of all matters affecting the election.

POWERS OF THE COMMITTEE OF MANAGEMENT

- 32. Subject to the Memorandum and Articles of Association of the Society the management of the business and the control of the finances and affairs of the Society shall be vested in the Committee of Management which may exercise all such powers and do all such things as may be exercised or done by the Society as are not hereby or by the Ordinance expressly directed or required to be exercised or done by the Society in general meeting. In particular and without prejudice to the generality of the foregoing the Committee of Management may at its discretion exercise every borrowing power vested in the Society by its Memorandum of Association or permitted by law together with collateral power of mortgaging and charging the assets of the Society.
- 33. The Committee of Management shall have power to make, alter and repeal from time to time all such Regulations as it may think fit for the proper conduct and management of the Society subject only to the Ordinance and the Memorandum and Articles of the Society.

34. The Executive Officer shall within thirty days thereof notify each Member of any regulation made and of any alteration of or amendment to any regulation so made by the Committee of Management.
35. The Committee of Management may from time to time appoint any one or more its Members to act as attorneys for such purposes as it shall determine.
36. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Society shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by any two of the Chairman, the Treasurer, the Executive Officer and any other person appointed by the Committee of Management for the purpose.
37. The Committee of Management may appoint committees and may fix the quorum thereof and may delegate any of its powers to such committees (except the power of delegation) and may make rules for regulating the proceedings of the committees and the Chairman shall be an ex-officio Member of committees.
38. All acts done by any meeting of the Committee of Management or of a sub-committee or by any person as a Member of the Committee of Management shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member of the Committee of Management or of the sub-committee or person acting as aforesaid or that the Members of the Committee of Management or any of them were disqualified from so acting, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee of Management.

VACANCY ON THE COMMITTEE OF MANAGEMENT

39. The Committee of Management may if a vacancy occurs appoint as a Member of the Committee of Management one Member. Any such appointee shall hold office until the [end of the term of the vacating Member, which would be either the next ensuing Annual General Meeting of the Society, or the anniversary of the next ensuing Annual General Meeting of the Society.](#)
40. The Committee of Management may act for any purpose notwithstanding the occurrence of any vacancy amongst the Members of the Committee of Management.
41. A member of the Committee of Management may resign by posting a notice of that intention to resign to the registered office of the Society or

lodging such notice at the said office and the resignation shall have effect upon the expiration of thirty days from the date of posting such notice or the date on which the notice is lodged at the registered office of the Society or upon its earlier acceptance by the Committee of Management.

42. The office of a Member of the Committee of Management shall be vacated:
- (a) On resignation from office by notice in writing to the Society;
 - (b) On ceasing to be a Member of the Society or if suspended or excluded for any period from Membership;
 - (c) If absent from two consecutive meetings of the Committee of Management without leave of absence from the Committee of Management;
 - (d) On becoming bankrupt or making any arrangement or composition with creditors generally;
 - (e) If prohibited from being a Member of the board of directors of a company by reason of any order made under the Ordinance;
 - (f) On becoming a person of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (g) If directly or indirectly interested in any contract or proposed contract with the Society provided, however, that a Member of the Committee of Management shall not vacate that office by reason of being a Member of any corporation society or association which has entered or proposes to enter into a contract with the Society if that person shall have declared the nature of the interest in the manner required by the Act.

PROCEEDINGS OF THE COMMITTEE OF MANAGEMENT

43. The Committee of Management shall meet at least four times each financial year and may meet so often and at such time or times and at such place or places as it may from time to time determine. In default of the Committee of Management nominating the time and place of any such meeting the Chairman shall determine the same and notify the members of the Committee of Management.
44. The Executive Officer shall convene a Committee of Management Meeting if directed by the Chairman or by any six Members of the Committee of Management.

45. At all meetings of the Committee of Management six Members of the Committee of Management shall represent a quorum. In the event of a quorum not being present within half an hour of the time appointed the Chairman, or in the absence of the Chairman, another Member of the Committee of Management nominated by the Committee of Management and present at the meeting shall postpone the meeting to such date time and place as may be considered to be suitable.
46. The Chairman at any meeting of the Committee of Management shall be the Chairman of the Society or if at any meeting the Chairman is not present within 10 minutes after the time appointed for holding the meeting the Vice-Chairman of the Society or if the Vice-Chairman is not present within 10 minutes after the time appointed for holding the meeting the Members shall elect a Chairman from the Members of the Committee of Management present and the Chairman may perform all the duties and exercise the discretion of the Chairman.
47. At all meetings of the Committee of Management the Chairman's ruling shall be final in all matters of order and practice.
48. The Committee of Management may by resolution from time to time adjourn its meetings to such place and time as the Committee of Management may think fit. Business on the agenda for any Committee of Management meeting which has not been completed or dealt with at such meeting may be completed or dealt with as the case may be at any such adjourned meeting.
49. Subject to the Articles questions arising at any meeting of the Committee of Management shall be decided by a majority of votes and a determination by a majority of the Members of the Committee of Management shall for all purposes be deemed a determination of the Committee of Management. Each member of the Committee of Management shall have one vote except that in case of an equality of votes the Chairman of the meeting shall have a casting vote.
50. If at any meeting of the Committee of Management a poll is demanded by any Member of the Committee of Management it shall be taken in such manner as the chairman shall direct.
51. No objection shall be made to the validity of any vote except at the Committee of Management meeting at which such vote is tendered and every vote not disallowed at such meeting shall be valid for all purposes whatsoever.
52. No member of the Committee of Management shall be entitled to vote at any meeting of the Committee of Management or of any committee or of

any sub-committee or to be elected an office-bearer unless they have paid the subscription for the current financial year.

53. A Member of the Committee of Management shall not vote in respect of any contract or proposed contract with the Society in which they are interested or any matter arising thereout and if they do so vote then their vote shall not be counted.
54. A resolution in writing signed by all the members of the board for the time being entitled to receive notice of a meeting of the Committee of Management shall be as valid and effectual as if it had been passed at a meeting of the Committee of Management duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Members of the Committee of Management.
55. Any Member of the Committee of Management may give to the Executive Officer at least thirty days notice of any resolution which they intend to submit to a meeting of the Committee of Management but this provision shall in no way prejudice the right of any Member of the Committee of Management to raise any matter at a meeting of the Committee of Management without having given such notice.
56. Minutes of the proceedings of the Committee of Management shall be recorded by the Executive Officer in a Minute Book kept for the purpose. The Minutes shall be verified and signed by the Chairman of the meeting to which they relate or be verified at the next succeeding Committee of Management Meeting and signed by the Chairman of that meeting. When signed the Minutes shall be prima facie evidence of the facts stated therein.

SUB-COMMITTEES

57. The Committee of Management may delegate any of its powers to a sub-committee consisting of such Member or Members of the Committee of Management as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Committee of Management.
58. Chairman of sub-committees shall be nominated by the Committee of Management. If at any meeting of a sub-committee the Chairman is not present within ten minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be Chairman of the meeting.
59. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the

Members present, and in the case of an equality of votes the chairman shall have a second or casting vote.

THE EXECUTIVE

60. The Executive of the Society shall consist of the Chairman, Vice Chairman, the Treasurer and two other Members who shall be nominated by the Committee of Management at the first meeting of the Committee of Management following the Annual General Meeting at which it was elected. The Committee of Management may terminate the appointment to the Executive of either or both Members and may appoint other Members to the Executive in place of the Members removed if the Committee of Management sees fit.

Subject to the Articles the functions of the Executive and its members may be prescribed by the Committee of Management.

61. Neither the office of Chairman nor the office of Treasurer shall be occupied by the same person for more than three consecutive years.

GENERAL MEETINGS

62. The Annual General Meeting of the Society shall be held not later than 31 March in each year at such time and place as the Chairman or the Committee of Management shall direct.
63. The Committee of Management may convene an Extraordinary General Meeting of the Members of the Society if when and where it shall think it desirable to do so or if so directed by the Chairman or by a direction in writing signed by at least ten per cent of the Members of the Society entitled to vote at a General Meeting.
64. (a) Subject to the Ordinance, a General Meeting may be convened by not less than fourteen days notice in writing specifying the date, time and place at which such meeting shall be held.
- (b) Notice of a General Meeting shall be given to every financial Member.
- (c) A Notice shall be deemed to have been given to a Member if it is:
- (i) delivered to such Member personally; or
 - (ii) addressed to such Member at the address which appears on the Society's register and is either delivered to that address or posted by prepaid post to such Member. Any notice so posted shall be deemed to have been given to the

addressee at the expiration of twenty-four hours from the time of posting.

- (d) No other person shall be entitled to receive notices of General Meetings.
65. The notice convening the meeting shall state the nature of any special business to come before the meeting.
66. The Chairman at any meeting of the Society shall be the Chairman or if the President is not present within ten minutes of the time appointed for holding the meeting the Vice-Chairman or if the Vice-president is not present within ten minutes of the time appointed for holding the meeting then a Member present and elected at the meeting.
67. At any General Meeting a resolution put to the vote of the meeting shall be decided by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) By the Chairman; or
 - (b) By at least three Members present in person or by proxy.
- Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
68. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
69. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
70. The Committee of Management may consult the Members at any time by ballot in lieu of a General Meeting. Any such ballot shall be taken in such manner and in accordance with such conditions as the Committee of Management may prescribe.

QUORUM OF GENERAL MEETINGS

71. The quorum of a General Meeting of the Society shall be twenty persons present in person. If a quorum is not present within thirty minutes after the time set down for holding the meeting the meeting if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to a day and hour and at a place fixed by the majority of the Members present and at such adjourned meeting the Members present shall form a quorum.
72. The Chairman of any General Meeting may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. No poll shall be demanded on any question of adjournment.

PROXIES

73. Members may by proxy attend and vote at meetings of the Society.
74. Proxies shall be in such form as is prescribed by the Committee of Management and shall be signed by the Member appointing the proxy.
75. A form of proxy shall accompany each notice convening a General Meeting of Members sent to Members.
76. No proxy shall be effective unless received by the Executive Officer at least twenty-four hours prior to the opening of the meeting at which it is intended to be used.
77. A proxy may be given in respect of one or more specified meetings or may be given to apply to all meetings held within a specified period.
78. No persons shall be eligible for appointment as proxy to attend a General Meeting unless such person be a Member of the Society.

EXECUTIVE OFFICER

79. There shall be an Executive Officer of the Society who shall also be a Secretary of the Society and shall be appointed by the Committee of Management for such terms and at such salary and upon such conditions as the Committee of Management may from time to time think fit. The

Committee of Management shall have power at any time to revoke any such appointment and to make a fresh appointment.

80. The Committee of Management may at any time as the occasion may require appoint and dismiss an Acting or an Assistant Executive officer.
81. The Executive Officer shall perform such functions as he may from time to time be directed by the Committee of Management to perform.

ACCOUNTS AND AUDITS

82. The Committee of Management shall cause proper accounting and other records to be kept and shall send to every Member with the notice convening the Annual General Meeting of the Society a copy of every Profit and Loss Account and Balance Sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's Report thereon as required by the Ordinance, provided however that the Committee of Management shall cause to be made out and laid before each Annual General Meeting a Balance Sheet and Profit and Loss Account made up to a date not more than six months before the date of the Annual General Meeting.
83. The Committee of Management shall from time to time determine at what times and places and under what conditions and regulations the accounting and other records of the Society shall be open to the inspection of Members not being Members of the Committee of Management.

REGISTERED OFFICE

84. The office of the Society shall be at such place within the Australian Capital Territory as the Committee of Management may from time to time determine.

SEAL

85. The Committee of Management shall provide for the safe custody of the seal of the Society which shall only be used by the authority of the Committee of Management or a sub-committee of the Committee of Management authorised by the Committee of Management in that behalf and every instrument to which the seal is affixed shall be signed by a member of the Committee of Management and shall be counter-signed by the Secretary or by a second member of the Committee of Management or by some other person appointed by the Committee of Management for that purpose and a record shall be made of details of the affixation.

BANK ACCOUNT

86. The bank account of the Society shall be operated upon by cheques and other instruments in such manner and by such persons as the Committee of Management may from time to time determine and subject thereto shall be operated upon by cheques in the name of the Society signed by any two of the following:-

The Chairman

The Vice Chairman

The Treasurer

The Executive Officer

and any other person authorised by Committee of Management for that purpose.

INDEMNITY

87. Officers of the Society shall, subject to approval by the Committee of Management, be entitled to be indemnified out of the funds of the Society and by the Members jointly against all loss and liability bona fide and properly incurred in the carrying out of their functions on behalf of the Society.

WINDING UP

- | 88. The provisions of ~~Clause~~ Article 9 of the Memorandum of Association relating to winding up or dissolution of the Society shall have effect and be observed as if the whole were repeated in the Articles.

FOUNDATION PRESIDENT

89. As a mark of respect to Dal Stivens for his services to writers, he shall hold the office of Foundation President during his lifetime. The Foundation President shall not by virtue of that office be a member of the Committee of Management, but he shall be entitled to all of the rights of a Member including the right to nominate for the position of a member of the Committee of Management.

THE COUNCIL

90. (a) There shall be a Council of the Society, consisting of not less than ten and not more than thirty Members.

- (b) Members of the Council shall be appointed by the Committee of Management and their appointment shall be subject to ratification by the following Annual General Meeting. If any member of the Council fails to receive ratification at such Annual General Meeting, they shall cease to be a member of the Council.
- (c) A Member of the Council may be removed by an ordinary resolution of Members at an Annual General meeting.
- (d) Members of the Council shall be those members considered by the Committee of Management to have had experience in and to have made a substantial contribution to literature.
- (e) The Council shall have the following rights:
 - (i) the right to discuss with and give advice to the Committee of Management on matters referred to the Council by the Committee of Management;
 - (ii) The right to discuss with any Member any proposal to change the objects of the Society, and the right to have considered by the Committee of Management prior to the submission of any such proposal to a General Meeting such representations concerning the proposal as the Council may see fit to make.

We, the several persons whose signatures are subscribed to the Memorandum of Association, hereby agree to the foregoing Articles of Association.