



Australian Society of Authors

Australian Society
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Notice of Special Resolutions at 2010 Annual General Meeting

Notice is given that at the Annual General Meeting of Australian Society of Authors (“the ASA”) to be held on Saturday 13 March 2010 the following resolutions will be proposed as special resolutions.

These special resolutions together with the ordinary business will be voted on at the Annual General Meeting.

RESOLUTION 1: To introduce two-year terms for members serving on the management committee on a rotation basis with *seven* members retiring each year.

Background

Article 21 of the constitution provides for members of the Management Committee of the ASA to hold office for a period of one year from the date of the Annual General meeting.

The proposal (after transitional arrangement) is to have all members of the Management Committee be entitled to serve for a period of two years. This would mean that every year at the Annual General Meeting, *seven* positions be available for election to the Fourteen Member Management Committee. Over time, after the Transitional Period, this would mean that half of the Management Committee would be up for election each year and those *seven* members would be entitled to remain for a period of two years.

This Special resolution proposes that:

1. Members elected to the Management Committee be elected for a term of two years (instead of one year, as is the current position) from the Annual General Meeting at which the relevant Member was elected.
2. Each Annual General Meeting there are to be *seven* positions available for election to the Fourteen Member Management Committee.
3. In order to move to a term of two years instead of one year from the Annual General Meeting, there will be a transitional period in 2011. At the AGM for 2011, of the Fourteen members elected to the Management Committee, there will be a ballot where *seven* of those members will be entitled to serve for a term of two years while the other *seven* will be entitled to serve for a period of One year. At the 2012 AGM, the term of those *seven* persons who were entitled to serve for a period of one year will end. The *seven* positions up for election at that 2012 AGM will be for a Term of two years. Every year thereafter there will be *seven* positions available for a term of two years. Accordingly the following special resolution is to be tabled at the 2010 AGM.

SPECIAL RESOLUTION 1: “TO INTRODUCE TWO-YEAR TERMS FOR MEMBERS SERVING ON THE MANAGEMENT COMMITTEE ON A ROTATION BASIS WITH SEVEN MEMBERS RETIRING EACH YEAR. TO AMEND THE ARTICLES AS SET OUT BELOW”

New Article 20A, and amendments to Articles 21, 22, 24 and 39 be made to the constitution as shown by way of marked up changes to the text as set out below.

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 hold office for a term of 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 Annual General Meeting, being the second anniversary since those seven members were elected.
- 22(a) Delete entire: (At each Annual General Meeting all of the members of the Committee of Management shall retire.)
- 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 by the Members of the Committee of Management at its first meeting following the Annual General Meeting occurring from 2011 and thereafter.

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.

RESOLUTION 2: To change the date upon which annual subscriptions are due to be paid and membership term to the date at which the member is admitted to be a member of the ASA and each anniversary thereafter.

Background

The ASA presently invoices members at a fixed time each year which may not bear any relationship to the date at which the member joined the ASA. The ASA wishes to invoice each member on the anniversary of that member's joining.

Accordingly the following special resolution is to be tabled at the 2010 AGM.

SPECIAL RESOLUTION 2: "TO FIX RENEWAL OF MEMBERSHIP TO THE ANNIVERSARY OF JOINING THE ASA"

"That the date upon which renewal of membership shall be paid by the member, be on the anniversary of that member joining the ASA. Consequential changes be made to the Constitution by adding new Article "Subscription Due Date" and to amend Articles 11, 13, 16(b), 17(e) and 19 as set out below:"

MEMORANDUM

1. "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

ARTICLES

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 the election of the Member or Organisational Member or Affiliate the election shall be declared null and void.
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
16. (b) If any Member or Organisational Member or Affiliate has not paid the membership subscription on or before the Subscription Due Date then they shall become an un-financial 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 three months following the 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.

17. (e) If they shall not have paid their membership subscription as required under Article 16(b).
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) outstanding at the termination of Membership or Organisational Membership or Affiliate Membership to the Society.

RESOLUTION 3: To change the reference to the word “clause” in the Articles and Memorandum to the word “Article”

This is simply a drafting measure to tidy up the constitution by replacing the word “Clause” with the word “Article” to correct a drafting mistake in the constitution

SPECIAL RESOLUTION 3: “THAT IN THE MEMORANDUM, REFERENCES TO THE WORD “CLAUSE” BE AMENDED TO THE WORD “ARTICLE” AT ARTICLES 2(38), 5, AND 9 OF THE MEMORANDUM AND IN ARTICLE 38 OF THE ARTICLES”