

Society of Editors (Western Australia) Incorporated

Constitution and Rules and Regulations

(Adopted Annual General Meeting, 15 February 2000)

Constitution

Name of Society

1. The name of the organisation is the Society of Editors (Western Australia) Incorporated (or Inc.), hereinafter referred to as the “Society”. The Society shall have the objects and powers hereinafter mentioned. The Society shall be a non-sectarian and non-party-political, non-profit-making organisation.

Definitions

2. In these Rules, unless the contrary intention appears:

2(1) “Committee meeting” means meeting referred to in rule 16(1);

2(2) “Committee member” means person referred to in rules 10(1-6);

2(3) “financial year” has the meaning given by section 3(1) of the Act, a reference in that section to:

2(3)(a) “an incorporated Association” or “the Association” being construed as a reference to the Society; and

2(3)(b) “the Committee” being construed as a reference to the Committee of Management;

2(4) “general meeting” means a meeting convened under rule 17;

2(5) “member” means a member of the Society;

2(6) “ordinary resolution” means other than a special resolution;

2(7) “special resolution” has the meaning given by section 24 of the Act;

2(8) “the Act” means the *Associations Incorporation Act 1987*;

2(9) “the Association” means that Society referred to in rule 1;

2(10) “the Chairperson” means:

2(10)(a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or

2(10)(b) otherwise than in relation to the proceedings referred to in 2(10)(a), the person referred to in rule 10(1)(a) or, if that person is unable to perform his or her function, the Vice-President;

2(11) “the Committee” means the Committee of Management of the Society referred to in rule 10(1);

2(12) “the Secretary” means the Secretary referred to in rule 10(1)(c);

2(13) “the Treasurer” means the Treasurer referred to in rule 10(1)(d);

2(14) “the Vice-President” means the person referred in rule 10(1)(b).

Objects of the Society

3(1) The objects of the Society are to:

3(1)(a) develop, maintain and promote high standards of editing skills;

3(1)(b) promote the exchange and dissemination of information and ideas among editors and people involved in the publishing industry; and

3(1)(c) promote, produce and hold, or join in promoting, producing and holding meetings, lectures, conferences, symposia, excursions and exhibitions to further the objects of the Society.

3(2) The property and income of the Society shall be applied solely towards the promotion of the objects of the Society and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

Powers of an incorporated society

4(1) Subject to the *Associations Incorporation Act 1987* and to its rules, specifically section 13, an incorporated society may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

4(1)(a) acquire, hold, deal with, and dispose of any real or personal property;

4(1)(b) open and operate bank accounts;

4(1)(c) invest its money in any security in which trust moneys may be invested; or in any other manner authorised by the rules of the society;

4(1)(d) borrow money on such terms and conditions as the society thinks fit;

4(1)(e) give such security for the discharge of liabilities incurred by the society as the society thinks fit;

4(1)(f) appoint agents to transact any business of the society on its behalf; and

4(1)(g) enter into any other contract it considers necessary or desirable.

4(2) An incorporated society may, unless its rules otherwise provide, act as a trustee and accept and hold real and personal property upon trust, but an incorporated society does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the society.

4(3) The above powers conferred on the Society by section 13 of the Act are subject to the following additions:

4(3)(a) to found, subsidise or contribute to, for the benefit of any institutions or persons, scholarships, grants, prizes, or monetary or other rewards in connection with all or any of the objects or purposes of the Society;

4(3)(b) to amalgamate, cooperate or affiliate with any other society, association or body having objects wholly or in part similar to those of the Society; and

4(3)(c) to protect or assist in protecting the interests or rights of any member or members of the Society.

Qualification for membership of the Society

5(1) Membership of the Society is open to all individuals involved, assisting or interested in the promotion and/or advancement of the standards and skills of editing.

5(2) There shall be two classes of membership:

5(2)(a) Ordinary Members: An Ordinary Member, if financial, shall have the following rights and privileges:

5(2)(a)(i) to be present and to speak and vote at general, special general or annual general meetings of the Society, to vote in postal ballots conducted by the Society, and to attend excursions, meetings, lectures or other activities arranged from time to time by the Society;

5(2)(a)(ii) to be eligible for election as a member of the Committee hereinafter referred to and also to any other position in the Society;

5(2)(a)(iii) to submit to the Committee for consideration for publication papers prepared on any subject;

5(2)(a)(iv) to receive any Newsletter and Journal of the Society;

5(2)(a)(v) to receive other publications or documents issued by the Society, upon such conditions as the Committee may from time to time determine;

5(2)(a)(vi) to borrow books, periodicals, papers, or other documents belonging to the Society, subject to the approval of the Committee;

5(2)(a)(vii) to propose or second candidates for admission as Ordinary or Honorary Members of the Society;

5(2)(a)(viii) to introduce visitors at any meeting held by the Society. Such visitors shall not be entitled to vote at any such meeting or excursion, but may express opinions on any matter under discussion at the invitation of the Chairperson or leader;

5(2)(a)(ix) to propose or second any financial Ordinary or Honorary Member for election to the Committee.

5(2)(b) Honorary Members: The Society at its annual general meeting may admit as Honorary Members persons distinguished in the field of editing, but only in so far as the number of such members shall not at any time exceed five per cent of the total membership. Honorary members shall have the same rights and privileges as Ordinary Members, but without liability for any subscriptions.

5(3) A person who wishes to become an Ordinary Member of the Society shall:

5(3)(a) make application in the form prescribed from time to time by the Committee;

5(3)(b) be proposed by an Ordinary or Honorary Member of the Society and be seconded by one other Ordinary or Honorary Member, each of whom knows the applicant personally;

5(3)(c) include with each application the subscription applicable to that of Ordinary members; and

5(3)(d) lodge the application with the Secretary.

5(4) The Committee shall accept or reject each candidate at a Committee meeting held not

less than one month and not more than three months after the candidate's application. Admission shall be confirmed by a two-thirds majority of those Committee members present and voting.

5(5) The Secretary shall inform each candidate of his or her admission or non-admission to membership.

5(6) Upon admission, Ordinary or Honorary Members shall receive a copy of the Society's Constitution and Rules and Regulations.

5(7) Membership shall be on an annual basis.

5(8) A member whose subscription is not paid within three months after the relevant date under rule 7(4) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.

5(9) Members of the Society shall be bound to observe and perform, and not commit any breach of the Rules and Regulations of the Society from time to time in force.

Register of members of Society

6(1) The Secretary shall on behalf of the Society keep and maintain the register of members in accordance with section 27 of the Act.

6(2) The Secretary shall cause the name of a person who dies or who ceases to be a member under rules 5(8), 8(1) or 9 to be deleted from the register of members referred to in rule 6(1).

Subscriptions of members of the Society

7(1) The subscription for each Ordinary Membership shall be set from time to time on recommendation of the Committee and approval by a resolution passed by a two-thirds majority of Ordinary or Honorary Members voting at any general or annual general meeting of the Society, of which at least twenty-one days notice has been given, and in which notice the proposed alterations have been specified.

7(2) Ordinary Members whose subscriptions are not in arrears shall be granted Ordinary Membership for Life upon payment of a fee of twenty years subscription at the rate of the current year.

7(3) The financial year of the Society shall be from the first day of February in each year to the thirty-first day of January in the following year.

7(4) All subscriptions shall become due on the last day of February in each year.

Resignation of members of the Society

8(1) A member who delivers notice in writing of his or her resignation from the Society to the Secretary or another Committee member ceases on the delivery of such notice to be a member.

8(2) A person who ceases to be a member under rule 8(1) remains liable to pay to the Society the amount of any subscriptions due and payable by that person to the Society but unpaid at the date of that cessation.

Expulsion of members

9(1) If the Committee considers that a member should be expelled from membership of the Society because his or her conduct is deemed to be detrimental to the interests of the Society,

the Committee shall communicate, in writing, to the member:

9(1)(a) notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided; and

9(1)(b) particulars of that conduct.

9(2) The Committee shall communicate details of the Committee meeting referred to in rule 9(1) and rule 9(1)(a), to the member, not less than thirty days before the date of that Committee meeting.

9(3) At the Committee meeting referred to in a notice communicated under rule 9(1)(a) and 9(2), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that member from membership of the Society and shall, within two weeks of deciding whether or not so to expel that member, communicate that decision in writing to that member.

9(4) Subject to rule 9(6), a member who is expelled under rule 9(3) from the Society ceases to be a member fourteen days after the day on which the decision to expel him or her is communicated to him or her under rule 9(3).

9(5) A member who is expelled under rule 9(3) from membership of the Society shall, if he or she wishes to appeal against that expulsion, give notice in writing to the Secretary of his or her intention to do so within the period of fourteen days referred to in rule 9(4).

9(6) When notice of appeal is given under rule 9(5):

9(6)(a) the Society in a special general meeting called within thirty days of receipt of such notice, may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Society in the special general meeting, confirm or set aside the decision of the Committee to expel that member; and

9(6)(b) the member who gave that notice does not cease to be a member unless and until the decision of the Committee to expel him or her is confirmed under rule 9(6)(a).

Committee of Management

10(1) The management of the business and affairs of the Society shall be vested in a Committee consisting of:

10(1)(a) President;

10(1)(b) Vice-President;

10(1)(c) Secretary;

10(1)(d) Treasurer; and

10(1)(e) not fewer than four other persons,

all of whom shall be members of the Society elected to membership of that Committee at an annual general meeting of the Society or appointed under rule 10(5).

10(2) Subject to rule 10(5), a member is not eligible for election to membership of the Committee unless nominated by another member through the delivery of a notice in writing to the Secretary at or before the annual general meeting, signed by the nominator and the nominee, to signify his or her willingness to stand for election.

10(3) The Secretary shall ensure that members receive an invitation to nominate for positions on the Committee, along with the notice of the annual general meeting.

10(4) If the number of persons nominated for election to membership of the Committee does not exceed the number of vacancies, at the annual general meeting:

10(4)(a) the Secretary shall report accordingly; and

10(4)(b) the Chairperson shall declare those persons to be duly elected as members of the Committee.

10(5) Any vacancy not filled at the annual election shall be deemed a casual vacancy. When a casual vacancy occurs in the membership of the Committee, the Committee may appoint a member to fill the vacancy.

10(6) A member appointed under rule 10(5) shall hold office until the commencement of the next annual election of the Committee, and shall be eligible for election to membership of the Committee at that meeting.

President

11(1) Subject to this rule, the President shall preside at all general meetings and Committee meetings of the Society.

11(2) In the absence of the President, the Vice-President shall preside.

11(3) In the absence of both the President and the Vice-President, a member elected as Chairperson or leader by the Ordinary and Honorary Members present at the general meeting or Committee meeting shall preside.

11(4) The President or Vice-President shall regulate all the proceedings of general or Committee meetings and generally execute or see to the execution of the Rules and Regulations and by-laws of the Society.

11(5) In the case of an equality of votes at any meeting, the President or Vice-President or the member presiding shall have a casting vote in addition to a deliberative vote.

Secretary

12. The Secretary shall:

12(1) coordinate the correspondence of the Society;

12(2) keep full and correct minutes of the Committee and of the Society;

12(3) comply on behalf of the Society with:

12(3)(a) section 27 of the Act in respect of the register of members of the Society;

12(3)(b) section 28 of the Act in respect of the rules of the Society:

12(3)(c) section 29 of the Act in respect of the record of the office holders, and any trustees of the Society;

12(4) have custody of all books, documents, records and registers of the Society, including those referred to in rule 12(3), other than those required by rule 13 to be kept and maintained by or in the custody of the Treasurer;

12(5) arrange meetings, cause notices of meetings and proceedings to be sent out, generally perform such duties as are usually assigned to persons holding such office and comply with the directions, requests, or instructions issued from time to time by the Committee; and

12(6) perform such other duties as are imposed by these Rules on the Society.

Treasurer

13. The Treasurer shall:

13(1) be responsible for the receipt of all monies paid to or received by her or him on behalf of the Society and shall issue receipts of those monies in the name of the Society;

13(2) pay all monies referred to in rule 13(1) into such account or accounts of the Society as the Committee may from time to time direct;

13(3) make payments from the funds of the Society with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by one or more Committee members other than himself or herself;

13(4) comply on behalf of the Society with sections 25 and 26 of the Act in respect of the accounting records of the Society;

13(5) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;

13(6) have custody of all securities, books and documents of a financial nature and accounting records of the Society, including those referred to in rules 13(4) and 13(5);
and

13(7) perform such other duties as are imposed by these Rules on the Treasurer.

Auditor

14(1) The Society shall, not later than its general meeting immediately prior to the annual general meeting, appoint an Auditor or Auditors.

14(2) If such general meeting shall fail to make such appointment, then the Committee may appoint an Auditor or Auditors.

14(3) The Treasurer shall annually submit to an Auditor or Auditors all books and accounts kept by the Treasurer in connection with the affairs of the Society, made up to the date last mentioned in the books.

14(4) It shall be the duty of the Auditor or Auditors of the Society to submit a written report each year on the financial affairs of the Society through the Committee to a general, special or annual general meeting of the Society.

Editor

15. The Editor shall supervise the production of the Society's Newsletter and such other publications as the Committee may direct.

Procedure of Committee Meetings

16(1) The Committee shall meet for the dispatch of business not less than once in each calendar month from February to December inclusive in each year (unless otherwise decided by the Committee), at such times and places as may be appointed by the President, or in the President's absence by the Vice President. Notice of meetings shall be sent to each member of the Committee.

16(2) Each Committee member has a deliberative vote.

16(3) A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding shall have a casting vote in addition to his

or her deliberative vote.

16(4) At a Committee meeting five committee members constitute a quorum.

16(5) Subject to these Rules, the procedure and order of business at a Committee meeting shall be determined by the Committee members present.

16(6) A Committee member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

Meetings

17(1) Annual general meetings: The Committee shall convene an annual general meeting in every calendar year within four months after the end of the Society's financial year or such longer period as may in a particular case be allowed by the Commissioner, as per section 23 of the Act.

17(1)(a) At least twenty days is required for notice of an Annual General Meeting

17(1)(b) In the case of an annual general meeting, the order in which business is to be transacted is:

17(1)(b)(i) the consideration of the accounts and reports of the Committee;

17(1)(b)(ii) the election of Committee members to replace outgoing Committee members; and

17(1)(b)(iii) any other business requiring consideration by the Society in a general meeting.

17(2) Special general meetings: The Committee may at any time convene a special general meeting.

17(2)(a) The Committee shall within thirty days of receiving a request in writing to do so from not less than five members, convene a special general meeting for the purpose specified in that request; or

17(2)(b) The Secretary, receiving a notice under rule 9(5), shall convene a special general meeting for the purpose of dealing with the appeal against expulsion.

17(2)(c) The members making a request referred to in rule 17(2)(a) shall:

17(2)(c)(i) state in that request the purpose for which the special general meeting is required; and

17(2)(c)(ii) sign that request.

17(2)(d) If a special general meeting is not convened within the relevant period of thirty days referred to in rule 17(2)(a), the members who made the request concerned may convene a special general meeting as if they were the Committee.

17(2)(e) If a special general meeting is not convened within the relevant period of thirty days referred to in rule 17(2)(b), the member who gave the notice concerned may herself or himself convene a special general meeting as if she or he were the Committee.

17(2)(f) When a special general meeting is convened under rule 17(2)(d) or 17(2)(e):

17(2)(f)(i) the Committee shall ensure that the members or member convening the special general meeting are supplied free of charge with contact details of all

members; and

17(2)(f)(ii) the Society shall pay the reasonable expenses of convening and holding the special general meeting.

17(3) General meetings: Subject to rule 17(3)(b), the Secretary shall give to all members not less than fourteen days' notice of a general meeting and of any motions to be moved at the general meeting.

17(3)(a) A notice given under rule 17(3) shall specify:

17(3)(a)(i) when and where the general meeting is to be held; and

17(3)(a)(ii) particulars and order of the business to be transacted at the general meeting concerned.

17(3)(b) The Secretary shall give all members not less than 21 days' notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.

17(4) Notice of meetings: The Secretary may give a notice under rule 17(1) 17(2) or 17(3) by:

17(4)(a) serving it on a member personally; or

17(4)(b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act; or

17(4)(c) by sending electronically;

17(4)(d) a notice, sent by post under rule 17(4)(b), or by electronic mail under rule 17(4)(c) shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail or electronic mail.

Quorum and voting procedures at general meetings

18(1) At a general meeting nine Ordinary or Honorary Members present in person constitute a quorum.

18(2) If a quorum is not present within 30 minutes after the time specified for holding a general meeting as a result of a request or notice referred to in rules 17(2)(a) and 17(2)(b) or as a result of action taken under rules 17(2)(d) and 17(2)(e), a quorum is not present, the general meeting lapses.

18(3) Otherwise than as a result of a request, notice or action referred to in rule 18(2), if a quorum is not present within thirty minutes after the time specified for holding a general meeting, the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

18(4) If within thirty minutes of the time appointed by rule 18(3) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person may nevertheless proceed with the business of that general meeting as if a quorum were present.

18(5) The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

18(6) There shall not be transacted at an adjourned general meeting any business other than

business left unfinished or on the agenda at the time when the general meeting was adjourned.

18(7) When a general meeting is adjourned for a period of thirty days or more, the Secretary shall give notice under rule 17(3) of the adjourned general meeting as if that general meeting were a fresh general meeting.

18(8) At a general meeting:

18(8)(a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and

18(8)(b) a special resolution put to the vote shall be decided in accordance with section 24 of the Act:

18(8)(b)(i) a resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the society who are entitled, under the rules of the society, to vote in person or by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

18(9) A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with rule 18(10).

18(10) At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by three or more members present in person, and if so demanded, shall be taken in such manner as the Chairperson directs.

18(11) If a poll is demanded and taken under rule 18(10) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

18(12) A poll demanded under rule 18(10) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

Minutes of meetings of the Society

19(1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within thirty days after the holding of each general meeting or Committee meeting.

19(2) The Chairperson shall ensure that the minutes taken of a general meeting or Committee meeting under rule 19(1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate, or Chairperson of the next succeeding general meeting or Committee meeting, as the case requires.

19(3) When minutes have been entered and signed as correct under rule 19(2), they shall, until the contrary is proved, be evidence that:

19(3)(a) the general meeting or Committee meeting to which they relate (in this rule called "the meeting") was duly convened and held;

19(3)(b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and

19(3)(c) all appointments or elections purporting to have been made at the meeting had been validly made.

Voting rights of members of the Society

20. Subject to these Rules each member present in person at a general meeting is entitled to a deliberative vote.

Proxies of members of the Society

21. A member (in this rule called the “appointing member”) may appoint in writing another member to be the proxy of the appointing member and to attend any general meeting and vote on behalf of the appointing member.

Rules of the Society

22(1) The Society may alter or rescind these Rules, or make rules additional to these Rules, through a special resolution in accordance with procedures set out in sections 17, 18, and 19 of the Act.

22(2) These Rules bind every member and the Society to the same extent as if every member and the Society had signed and sealed these Rules and agreed to be bound by all their provisions.

Common seal of the Society

23(1) The Society shall have a common seal on which its corporate name shall appear in legible characters.

23(2) The common seal of the Society shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the record of the minutes referred to in rule 19.

23(3) The affixing of the common seal of the Society shall be witnessed by any two of the President, the Secretary and the Treasurer.

23(4) The common seal of the Society shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

Inspection of records, etc. of the Society

24. A member may at any reasonable time inspect without charge the books, documents, records and securities of the Society.

Distribution of surplus property and winding up of the Society

25(1) If upon the winding up or dissolution of the Society there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members but shall be given or transferred:

25(1)(a) to one or more societies incorporated under the Act; or

25(1)(b) for charitable purposes.

25(2) The incorporated society or societies or purposes as the case requires shall be determined by the resolution of the members when authorising and directing the Committee under section 33 (3) of the Act to prepare a distribution plan of the surplus property of the society.

25(3) In the event of the winding up or dissolution of the Society, the Commissioner of Taxation shall be advised of the date of dissolution within thirty days of the dissolution.

