

The Rules of The Christchurch Writers' Guild Incorporated

The Guild

1. Name

- 1.1. The name of the society is The Christchurch Writers' Guild Incorporated ("the Guild").

2. Objectives of the Guild

- 2.1. The purposes of the Guild are to:
 - a. provide a supportive environment for all writers at any stage of their career;
 - b. encourage fellowship among Cantabrian and Former-Cantabrian writers;
 - c. foster and promote writing in Canterbury and New Zealand;
 - d. do anything necessary or helpful to the above purposes.
- 2.2. Pecuniary gain is not a purpose of the Guild.

Guild Membership

3. Eligibility and Requirements

- 3.1. Membership of the Guild is open to all writers, including, but not exclusive to:
 - a. short story writers
 - b. novelists,
 - c. poets,
 - d. screen writers,
 - e. non-fiction writers,
 - f. and on-line bloggers.
- 3.2. Membership of the Guild is open to all writers at any stage in their careers, including, but not exclusive to:
 - a. those who write casually,
 - b. those who have written unpublished completed works,
 - c. those who have published through traditional publishing,
 - d. and those who have published through self-publishing.
- 3.3. Membership of the Guild is open to all other persons associated with the writing industry, including, but not exclusive to:
 - a. editors,
 - b. illustrators,
 - c. graphic designers,
 - d. agents,
 - e. and publishers.
- 3.4. All members have the rights and responsibilities as set out in the Rules.
- 3.5. All members agree to abide by the Rules (this document) and the Code of Conduct. A copy of the Rules (this document) and Code of Conduct will be

provided to any member upon request.

- 3.6. All members shall uphold the values of the Guild and shall do nothing to bring the Guild into disrepute.

4. Admission of Members

- 4.1. Application for membership is through either:
 - a. an on-line form provided on the Guild's website,
 - b. on-line forums operated by the Guild,
 - c. or in written application to a member of the Committee.
- 4.2. Membership shall be divided into two separate categories:
 - a. Friends of the Guild,
 - b. and Registered Membership.
- 4.3. Membership in the Guild is secured by an expression of interest, followed by a decision to become a Friend of the Guild (e.g. by joining the on-line discussion forum group hosted by Facebook) or by filling in a registration form to become a Registered Member.
- 4.4. Membership can be forfeited at any time by notification to the Secretary.
- 4.5. The Committee reserves the right to decline membership to any applicant.

5. The Register of Members

- 5.1. The Secretary shall keep a register of Members ("the Register"), which shall contain the names and contact information of all Members, and the dates at which they became Members.
- 5.2. If a Member's contact details change, that Member shall give the new details to the Secretary.
- 5.3. The Committee may request additional details as required.
- 5.4. Members shall have reasonable access to the Register of Members.

6. Cessation of Membership

- 6.1. Any Member may resign by giving written or verbal notice to the Secretary.
- 6.2. Membership may be terminated in the following way:
 - a. If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Guild, the Committee may give written notice of this to the Member ("the Committee's Notice"). The Committee's Notice must:
 - i. Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Guild;
 - ii. State what the Member must do in order to remedy the situation; or state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.
 - iii. State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.
 - iv. State that if the Committee terminates the Member's

- Membership, the Member may appeal to the Guild.
- b. 14 days after the Member received the Committee's Notice, the Committee may in its absolute discretion by majority vote terminate the Member's Membership by giving the Member written notice ("Termination Notice"), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Guild at the next Meeting by giving written notice to the Secretary ("Member's Notice") within 14 days of the Member's receipt of the Termination Notice.
 - c. If the Member gives the Member's Notice to the Secretary, the Member will have the right to be fairly heard at a Guild Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them ("the Member's Explanation"), and the Member may require the Secretary to give the Member's Explanation to every other Member within 7 days of the Secretary receiving the Member's Explanation. If the Member is not satisfied that the other Guild Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Guild Meeting.
 - d. When the Member is heard at a Guild Meeting, the Guild may question the Member and the Committee Members.
 - e. The Guild shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Guild's decision will be final.

Management of the Guild

7. Managing Committee

- 7.1. The Guild shall have a managing committee ("the Committee"), comprising the following persons:
 - a. The Chair/President;
 - b. The Secretary;
 - c. The Treasurer;
 - d. A maximum of four additional officers, whose roles shall be defined by the Committee.
- 7.2. Only Registered Members of the Guild may be Committee Members.
- 7.3. All Committee Members must be over the age of 18.
- 7.4. There shall be a minimum of three Committee Members.
- 7.5. The nominal Term of Office shall be one year, with the right of re-election. The Term shall be complete at the Annual General Meeting.
- 7.6. Sub-committees may be formed as deemed necessary by the Committee, made up from the membership. Any sub-committee shall be directly responsible to the Committee for the approval or otherwise of its findings, unless the Committee has specifically delegated the power to act.
 - a. Common sub-committee activities include, but are not exclusive to:
 - i. Workshops

ii. Writing projects

8. Nomination and Appointment of Committee Members

- 8.1. Any Registered Member of the Guild may be nominated to be Committee Members. Each candidate shall be proposed and seconded. Any member nominated for the committee has the right to refuse such nomination. All retiring Committee Members shall be eligible for re-election.
- 8.2. Appointment of the Chair/President, Secretary and Treasurer shall be by majority vote of the Registered Membership at an Annual General Meeting.
- 8.3. Appointment of any additional members to the Committee shall be by majority vote of the Registered Membership at an Annual General Meeting.
- 8.4. In the event of casual vacancy occurring because of resignation, extended leave of absence, or death of any Committee Member, the Committee shall have the power to fill such casual vacancy. The Committee shall have the power to co-opt at all times.

9. Cessation of Committee Membership

- 9.1. Persons cease to be Committee Members when:
 - a. They resign by giving written notice to the Committee.
 - b. They are removed by majority vote of the Registered Membership at a Guild Meeting.
 - c. Their Term expires.
- 9.2. Any Committee Member who misses three consecutive Committee Meetings shall be deemed as on an extended leave of absence from the committee. Their position can be filled by the Committee, as specified by Clause 8.4.
- 9.3. If a person ceases to be a Committee Member, that person must within one month give to the Committee all Guild documents and property.

10. Role of the Committee

- 10.1. Subject to the rules of the Guild (“The Rules”), the role of the Committee is to:
 - a. Administer, manage, and govern the Guild;
 - b. Carry out the purposes of the Guild, and use money or other assets to do that;
 - c. Manage the Guild’s financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings;
 - d. Set accounting policies in line with generally accepted accounting practice;
 - e. Delegate responsibility and co-opt members where necessary;
 - f. Ensure that all Members follow the Rules;
 - g. Decide the times and dates for Meetings, and set the agenda for Meetings;
 - h. Decide the procedures for dealing with complaints;
 - i. Set Membership fees, including subscriptions and levies;
 - j. Make regulations.
- 10.2. The Committee has all of the powers of the Guild, unless the Committee’s

power is limited by these Rules or by a majority decision of the Guild.

10.3. All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.

10.4. Decisions of the Committee bind the Guild, unless the Committee's power is limited by these Rules or by a majority decision of the Guild.

11. Roles of Committee Members

11.1. The Chair/President is responsible for:

- a. Ensuring that the Rules are followed;
- b. Convening Meetings and establishing whether or not a quorum is present;
- c. Chairing Meetings, deciding who may speak and when;
- d. Overseeing the operation of the Guild;
- e. Providing a report on the operations of the Guild at each Annual General Meeting.

11.2. The Secretary is responsible for:

- a. Recording the minutes of Meetings;
- b. Keeping the Register of Members;
- c. Holding the Guild's records, documents, and books except those required for the Treasurer's function;
- d. Receiving and replying to correspondence as required by the Committee;
- e. Forwarding the annual financial statements for the Guild to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting;
- f. Advising the Registrar of Incorporated Societies of any rule changes;

11.3. The Treasurer is responsible for:

- a. Keeping proper accounting records of the Guild's financial transactions to allow the Guild's financial position to be readily ascertained;
- b. Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies (see 11.1.d).
- c. Providing a financial report at each Annual General Meeting;
- d. Providing financial information to the Committee as the Committee determines.

12. Committee Meetings

12.1. All Committee Members must be informed of a Committee Meeting with a minimum of 7 days notice.

12.2. Committee Meetings may be held via video or telephone conference, or other formats as the Committee may decide.

12.3. No Committee Meeting may be held unless at least three Committee Members are in attendance.

12.4. The Chair/President shall chair Committee Meetings, or if the Chair/President is absent, the Committee shall elect a Committee Member to chair that meeting.

- 12.5. Decisions of the Committee shall be by majority vote.
- 12.6. The Chair/President or person acting as Chair/President has a casting vote, that is, a second vote.
- 12.7. Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- 12.8. Subject to these Rules, the Committee may regulate its own practises.
- 12.9. The Chair/President or his nominee shall adjourn the meeting if necessary.
- 12.10. Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the Chair/President/ of the Guild, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Guild Meeting adjourn the same 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.

Money and other assets of the society

13. Use of Money and Other Assets

- 13.1. All monies received from subscriptions, donations, income or otherwise shall be the property of the Guild and applied in carrying out the aims and objectives of the Guild, paying for its administration according to a budget and monetary policy laid down by the Committee.
- 13.2. The power to borrow money for the use of the Guild shall be authorised only pursuant to a resolution of Members passed at a Guild Meeting. Voting on this particular issue shall be by ballot or by a show of hands as decided by the Chair.
- 13.3. The financial year of the Guild shall run from first day of March, ending on the last day of February the following year.

14. Common Seal

- 14.1. The Common Seal shall be in the custody of the secretary.
- 14.2. Every document to which the Common Seal is affixed shall be signed by the President and countersigned by the Secretary or a member of the Committee.
- 14.3. The Committee shall provide a common seal for the Guild and may from time to time replace it with a new one.

15. Joining Fees, Subscriptions and Levies

- 15.1. Subscription fees for Registered Membership shall be set by the Committee taking into consideration the forecast budget prepared by the Treasurer and the views expressed by the Membership at a General Meeting (i.e. the Annual General Meeting or a Special General Meeting).
- 15.2. Subscription fees for Friends of the Guild shall be \$0.00.
- 15.3. Subscription fees will be payable on a time frame determined by the Committee.

15.4. If any Registered Member does not pay a Subscription or levy by the date set by the Committee or the Guild, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Registered Membership will be terminated. After that date, the Member be transferred to Friends of the Guild status, and granted the rights and privileges thereof.

16. Assurance on the Financial Statements

16.1. Should it be deemed necessary, the Guild may appoint an accountant to review the annual financial statements of the Guild (“the Reviewer”). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer’s attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Guild’s accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Guild. If the Guild appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

- a. The Committee is responsible to provide the Reviewer with:
 - i. Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
 - ii. Additional information that the reviewer may request from the Committee for the purpose of the review; and
 - iii. Reasonable access to persons within the Guild from whom the reviewer determines it necessary to obtain evidence.

16.2. Should it be deemed necessary, the Guild may appoint an Auditor to audit the annual financial statements of the Guild. The Auditor shall report on whether the financial statements are prepared in all material respects in accordance with the Guild’s accounting policies. The Auditor must be a suitably qualified person, and preferably be a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Guild. If the Guild appoints an Auditor who is unable to act for some reason, the Committee shall appoint another Auditor as a replacement.

- a. The Committee is responsible to provide the auditor with:
 - i. Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters
 - ii. Additional information that the auditor may request from the Committee for the purpose of the audit; and
 - iii. Reasonable access to persons within the Guild from whom the auditor determines it necessary to obtain evidence.

16.3. No review or audit of the annual financial statements is required unless a review or audit is requested by 5% of the Members at any properly convened Guild Meeting.

Conduct of meetings

17. Guild Meetings

- 17.1. For the purposes of this document, a Guild Meeting is either an Annual General Meeting or a Special General Meeting, not a social gathering event.
- 17.2. The Annual General Meeting shall be held once every year no later than five months after the Guild's balance date, nominally in May. The Committee shall determine when and where the Guild shall meet within those dates.
- 17.3. Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least 10% of the Full and/or Life Members.
- 17.4. The Secretary shall:
 - a. Give all Members at least 14 days Written Notice of the business to be conducted at any Guild Meeting.
 - b. Additionally, the Secretary will provide, appropriate:
 - i. A copy of the Chair/President's Report on the Guild's operations and of the Annual Financial Statements as approved by the Committee,
 - ii. A list of Nominees for the Committee, and information about those Nominees if it has been provided.
 - iii. Notice of any motions and the Committee's recommendations about those motions.
 - iv. If the Secretary has sent a notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 17.5. All Members may attend Guild Meetings, however only Registered Members may vote at Guild Meetings.
- 17.6. No Guild Meeting may be held unless at least 20 Registered Members or 5% of the Registered Membership, whichever is fewer, attend. (This will constitute a quorum.)
- 17.7. All Guild Meetings shall be chaired by the Chair/President. If the Chair/President is absent, the Guild shall elect another Committee Member to chair that meeting. Any person chairing a Guild Meeting has a casting vote.
- 17.8. On any given motion at a Guild Meeting, the Chair/President shall in good faith determine whether to vote by:
 - a. Voices;
 - b. Show of hands; or
 - c. Secret ballot, if requested.
- 17.9. The business of an Annual General Meeting shall be:
 - a. Receiving any minutes of the previous Guild's Meeting(s);
 - b. The Chair/President's report on the business of the Guild;
 - c. The Treasurer's report on the finances of the Guild, and the Annual Financial Statements;
 - d. Election of Committee Members;
 - e. Motions to be considered;
 - f. General business.
- 17.10. The Chair/President or his nominee shall adjourn the meeting if necessary.
- 17.11. Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a

day, time and place determined by the Chair/President of the Guild, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The Chair/President may with the consent of any Guild Meeting adjourn the same 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.

18. Motions at Guild Meetings

- 18.1. Any Member may request that a motion be voted on (“Member’s Motion”) at a particular Guild Meeting, by giving written notice to the Secretary at least 28 days before that meeting. The Member may also provide information in support of the motion (“Member’s Information”). The Committee may in its absolute discretion decide whether or not the Guild will vote on the motion. However, if the Member’s Motion is signed by at least 10% of Registered Members:
- a. It must be voted on at the Guild Meeting chosen by the Member; and
 - b. The Secretary must give the Member’s Information to all Members at least 14 days before the Guild Meeting chosen by the Member; or
 - c. If the Secretary fails to do this, the Member has the right to raise the motion at the following Guild Meeting.
- 18.2. The Committee may also decide to put forward motions for the Guild to vote on (“Committee Motions”) which shall be suitably notified.

Altering the rules

19. Altering the Rules

- 19.1. The Rules of the Guild shall not be altered, added to, or rescinded except by resolution at an annual or special general meeting.
- 19.2. Notice of motion to alter, add to or rescind clauses shall be given in writing to the Secretary not less than 28 days prior to the date of the meeting to which such motion is to be submitted.
- 19.3. Any Rule changed approved by a General Meeting shall take effect when the Secretary has filed the changes with the Registrar of Incorporated Societies.

Winding up

20. Winding up

- 20.1. If the Guild is wound up:
- a. The Guild’s debts, costs and liabilities shall be paid;
 - b. Surplus Money and Other Assets of the Guild may be disposed of:
 - i. By resolution; or
 - ii. According to the provisions in the Incorporated Societies Act 1908; but
 - c. No distribution may be made to any Member;

Definitions

21. Definitions and Miscellaneous matters

21.1. In these Rules:

- a. "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- b. "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Guild.
- c. "Guild Meeting" refers to any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting, or any social networking events.
- d. "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- e. "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- f. It is assumed that
 - i. Where a masculine is used, the feminine is included
 - ii. Where the singular is used, plural forms of the noun are also inferred
 - iii. Headings are a matter of reference and not a part of the rules
- g. Matters not covered in these Rules shall be decided upon by the Committee.