

## CONSTITUTION OF SOCIETY OF EDITORS, SOUTH AUSTRALIA

### 1. Name

The name of the society is the **Society of Editors, South Australia ('Society')**.

### 2. Defined terms

In this Constitution, unless the contrary intention appears:

**Act** means the *Associations Incorporation Act, 1985* (as amended);

**Committee** means the Committee of Management of the Society;

**IPEd** means the national body called Institute of Professional Editors;

**meeting** means a general meeting of members of the Society convened in accordance with these rules;

**member** means a full member of the Society;

**Regulations** means the *Associations Act Regulations, 1993*.

### 3. Objectives of the Society

The objectives of the Society are to:

- (a) promote contacts between its members
- (b) promote the exchange of ideas and the dissemination of information on matters of professional interest
- (c) assist in establishing and maintaining high standards of editing and publishing
- (d) establish and maintain liaison with other organisations with related interests
- (e) participate in national editors' forums and activities through membership of IPEd
- (f) promote the value of the editing process and the role of the editor.

### 4. Powers

The Society will have all the powers conferred from time to time by section 25 of the Act.

## 5. **Membership**

- (a) Full membership is open to anyone who is currently engaged professionally in any aspect of editing for publication, on either a full-time or part-time basis, or who has had such experience in the past.
- (b) Associate membership is open to any other interested person.
- (c) Only full members have the right to vote at meetings of the Society or to take office in the Society.
- (d) Membership will be at all times at the discretion of the Committee, and will become operative on payment of the appropriate subscription. The amount of this subscription will be as prescribed by the Committee from time to time, with no more than one increase in subscription per annum.
- (e) Subscriptions will be payable in advance and will fall due on 1 July each year. New members joining the Society after 1 January in any year will be eligible for membership rights on payment of half the prescribed fee for that year.
- (f) Members whose subscriptions are six months in arrears will be deemed to have resigned provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.
- (g) A member may resign from membership of the Society by giving written notice thereof to the secretary or public officer of the Society. Any member so resigning will be liable for any outstanding subscriptions which will be recovered as a debt due to the Society.
- (h) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may expel a member upon a charge of misconduct detrimental to the interests of the Society. Particulars of the charge will be communicated to the member at least one calendar month before the meeting of the Committee at which the matter will be determined. The decision of the Counsel will be communicated to the member, and in the event of an adverse determination the member will subject to an appeal cease to be a member 14 days after the Committee has communicated its decision. The member may appeal to the Society in general meeting against the expulsion. The intention to appeal will be communicated to the secretary or public officer within 14 days after the determination of the Committee has been communicated to the member. In the event of an appeal under this rule the appellant's membership of the Society must not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Society in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.
- (i) The Committee will keep and maintain a Register of Members in accordance with the Act.

6. **Committee**

- (a) The affairs and business of the Society will be managed and carried on by the Committee, which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Society, and are not by the Act or by this Constitution required to be done by the Society in general meeting.
- (b) The Committee will consist of at least four full members of the Society (including the President).
- (c) The Committee members will be elected for a term of one year by a simple majority at the annual general meeting.
- (d) The Committee will appoint from amongst its members the offices of President, Treasurer, Secretary, Newsletter Editor and any other offices deemed necessary. Additional Committee members may be co-opted as required and ratified by the members at the next following general meeting.
- (e) Casual vacancies in any of the offices will be filled by invitation of the Committee, and the people filling such vacancies will hold office until the following annual general meeting.
- (f) An office may not be held by the same incumbent for more than three consecutive years.
- (g) The Committee will appoint one of their number to represent the Society on the Council of IPed, and another person as the alternate IPed Council Member, for the term specified by IPed, or until such time as the Council Member resigns from the Committee or the IPed Council.
- (h) The Committee will meet as often as is required to conduct the business of the Society and not less than six times per year. The President or two other members of the Committee will have the power to call a meeting of the Committee.
- (i) A simple majority of the Committee will constitute a quorum for Committee meetings.
- (j) Notice of Committee meetings will be given at the previous Committee meeting or by seven days notice to all Committee members or by such other notice ratified by the Committee from time to time.
- (k) An office bearer or member of the Committee will cease to hold such office upon:
  - (i) resignation in writing
  - (ii) absence from three successive Committee meetings without explanation acceptable to the Committee.

## 7. General Meetings

- (a) Annual general meetings: the annual general meeting shall be held not more than three months after the close of the financial year (30 June). The notice calling the annual general meeting will be sent to all members at least 21 days before the date of the annual general meeting. This notice will include any resolutions to be proposed by the Committee at the annual general meeting, as well as nomination papers for a new Committee.

The business of the annual general meeting will be to:

- (i) confirm the minutes of the preceding annual general meeting
  - (ii) receive the President's report for the previous financial year
  - (iii) receive the Treasurer's report and audited financial statements for the previous financial year, together with the financial budget for the current financial year
  - (iv) elect or re-elect the Committee members, who must consent in person or in writing
  - (v) conduct any other business placed on the agenda before the commencement of the meeting.
- (b) General meetings: the Society will hold general meetings up to 10 times per year. Written notice of general meetings will be distributed to all members not less than seven days before the date of the meeting.
  - (c) Special general meetings: special general meetings may be called at 14 days notice, either on the decision of the Committee or at the written request of at least eight members of the Society. If a special general meeting called by the members is not convened within 14 days as required by this clause 7(c) the requisitionists may convene a special general meeting, in the same manner as a meeting convened by the Committee, and for this purpose the Committee will ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting will be borne by the Society.
  - (d) Quorum: a quorum for general, special and annual general meetings shall be one-sixth of full members present in person or by proxy.
  - (e) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members will lapse. In any other case, the meeting will stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present will form a quorum.

- (f) The President, or if the President is not present, the Secretary or in their absence, or on their declining to take, or retiring from the chair, one of the Committee members chosen by the meeting will preside as Chairperson at every meeting of the Society.
- (g) At any general meeting, a resolution put to a vote will be decided on a show of hands. If a poll is demanded by the Chairperson of the meeting or by two or more members present personally or by proxy, it will be taken in such manner as the Chairperson directs. Each member present in person or by proxy is entitled to one vote. In the case of an equality of votes the President will have a casting vote. A special resolution will be passed if 75% of the members present personally or by proxy vote in favour.
- (h) For the purpose of this clause 7, a notice may be given by the Society to any member by serving the member with the notice personally, or by sending it by post or by email to the address appearing in the register of members. The notice will set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

## 8. Finance

- (a) The income, funds and property of the Society will be applied solely towards the promotion of the objectives of the Society.
- (b) A bank account will be opened in the name of the Society. Cheques will be signed by any two of the President, Treasurer and Secretary.
- (c) The Society must keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Society.
- (d) The financial year shall be from 1 July to 30 June, unless altered by special resolution at an annual general meeting.
- (e) A qualified auditor will be appointed by the Committee. The auditor's report will be tabled together with the financial statements and accounts of the Society at the annual general meeting.
- (f) The Society is a non-profit making organisation. In any winding-up process, any money remaining after the settlement of all liabilities will be paid to another non-profit making organisation with similar objectives, as will be decided at the time at a general meeting.
- (g) The Committee of the Society has the right to pay to IPEd such levies or subscriptions as may from time to time be requested by IPEd, so long as the Committee is satisfied that the purposes for which such funds are sought are in accordance with the Society's objectives.

9. **Constitution**

- (a) This Constitution as last amended will be tabled each year at the annual general meeting.
- (b) The Constitution may be amended by a special resolution at any general meeting, and must be registered as required by the Act, provided that notice of the proposal to amend the Constitution is given in the notice of such general meeting distributed to all members. In accordance with the Act at least 21 clear days notice of a special resolution must be given.
- (c) The Committee will be the sole authority for the interpretation of this Constitution and the decision of the Committee on any matter affecting the Society and this Constitution will be final and binding on the Society.
- (d) The registered Constitution will bind the Society and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the Constitution's provisions.

10. **Minutes**

Proper minutes of all proceedings of meetings of the Society and of meetings of the Committee, must be entered within one month after the relevant meeting in minute books kept for the purpose. The minutes kept under this clause will be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.

11. **Proxy**

A member is entitled to appoint in writing a natural person who is also a member of the Society to be his or her proxy, and attend and vote at any meeting of the Society. The proxy will be in the form as approved by the Committee from time to time.

12. **Non-liability of members**

Members will not be liable to contribute towards the payment of the debts and liabilities of the Society or the costs, charges, and expenses of a winding-up of the Society.