

**RULES OF  
THE NEW ZEALAND SOCIETY OF AUTHORS  
(PEN NEW ZEALAND INCORPORATED)**

**1. SUBSTITUTION AND REPEAL**

These rules are in substitution for all former Rules of the Society and all former Rules of the Society are hereby repealed.

**2. NAME, AFFILIATION AND OBJECTS**

- (a) The name of the Society shall be THE NEW ZEALAND SOCIETY OF AUTHORS (PEN NEW ZEALAND INCORPORATED) Te Puni Kaituhi o Aotearoa.
- (b) The Society shall be affiliated to P.E.N. International.
- (c) The purpose of the Society shall be to advance the cultural understanding, appreciation and development of the creative art of writing for the benefit of the community, and in particular:
  - i) To foster and promote writing and literary culture in New Zealand;
  - ii) To educate and advise writers;
  - iii) To protect and promote the interests of writers, through negotiating with government on behalf of writers; and negotiating with publishers, broadcasters and others, as a group and, from time to time, individually;
  - iv) To do such other things as are incidental or conducive to the above objects.

**3. MEMBERSHIP**

Membership of the Society shall be open to all writers and organisations eligible as provided in Rules 4, 5 and 6 hereof.

**4. HONORARY LIFE MEMBERS**

Honorary life membership of the Society is available as a mark of honour only and may on the recommendation of the Board be conferred by resolution at any Annual General Meeting.

**5. HONORARY AND COMPLIMENTARY MEMBERS**

The Board may from time to time offer a complimentary and/or honorary membership to any person it may at its discretion think fit. Such honorary membership shall be for a fixed term of twelve months and will be accorded in recognition of work which benefits NZSA (PEN), or as part of a prize or award. Honorary membership may also be offered to writers adopted by NZ PEN Centre.

**6. CRITERIA FOR MEMBERSHIP**

- (a) Full membership in the Society is available to New Zealand authors who have:
  - (i) had a book published by an established publisher; or
  - (ii) self-published a book as a profit-making enterprise, or
  - (iii) had more than five works of fiction or non-fiction published including short stories, articles and poetry in major magazines, newspapers, literary or electronic journals; or
  - (iv) had a play or other script produced on stage, radio, TV or other medium or had lyrics published with a musical score; or

- (v) in the case of book illustrators had their work published in book form; or
  - (vi) in the opinion of the management committee of the Board, sufficient professional standing to entitle them to membership.
- (b) Associate membership is available to any person who is interested in the craft of writing but as yet does not meet the criteria for full membership. Associate members may apply for Full membership should they subsequently qualify under the criteria in clause 6(a).
  - (c) Student membership is available to any person enrolled in a recognised writing course on production of a current student ID. A current student ID must be presented each year when membership is renewed.
  - (d) Affiliate/Corporate membership is available to those organisations which support the Society's objects.

## **7. MEMBERSHIP RIGHTS AND RESPONSIBILITIES**

- (a) Only financial Full, Associate and Student members shall have voting rights.
- (b) Only financial Full members shall serve as National President and on the Board.
- (c) Only financial Full, Associate and Student members may serve as a branch officer.
- (d) Only financial Full, Associate and Student members can participate in the Society's programmes and services, receive member discounts and have access to the Members' Only area of the website.

## **8. SUBSCRIPTION**

- (a) All members shall be required to pay an annual subscription of such amounts as the Board shall determine from time to time for each category of membership.

## **9. TERMINATION OF MEMBERSHIP**

- (a) Any member may resign by giving notice in writing to the Chief Executive Officer.
- (b) Any member who has not renewed their subscription 60 days after their subscription is due shall be ineligible for all programmes, services and other benefits of the Society and their membership shall be suspended. The Board has the discretion to lift any suspension so imposed.

## **10. NZSA BOARD**

- (a) The Governance of the Society shall be vested in a Board consisting of the National President, and up to seven elected Board Members. A Vice-President whose role shall be to stand in for the President shall be elected by the Board from its membership following the AGM.
- (b) The National President or the person presiding in the absence of the National President shall have both a deliberative and a casting vote.
- (c) The Board shall meet at least three times a year.
- (d) The Board shall have power to apportion or delegate its work as it shall see fit.
- (e) A quorum of the Board shall consist of four persons.
- (f) Any member of the Board may resign by giving notice in writing to the Chief Executive Officer.
- (g) A Board member may be removed from the Board if the Board determines that person has acted in a manner that brings the Society into disrepute, or if their actions can be shown to have damaged the Society and its purposes.

## **11. MANAGEMENT**

- (a) The Board shall appoint a Chief Executive Officer, who shall be answerable to the Board, at such salary as the Board may from time to time determine. The Society shall employ such additional staff as the Board,

advised by the Chief Executive Officer, deems necessary, who shall be answerable to the Chief Executive Officer.

- (b) The Chief Executive Officer shall be responsible for the day-to-day management of the Society's affairs within the terms of the Strategic Plan approved by the Board.
- (c) The Board shall appoint a Management Committee consisting of the President and Vice-President of the Society, or other such Board members as the Board may determine.
- (d) The Management Committee shall provide oversight and support to the Chief Executive Officer.
- (e) The Board may delegate to Branches or to individual members various responsibilities and such other duties as it considers necessary. Members or Branches so delegated shall regularly report on their activities to the Board.
- (f) The National President and Vice President may be paid an annual honorarium, which shall be determined by the Board.
- (g) No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would have been paid in an arm's length transaction (being the open market value). The provisions and effect of this clause shall not be removed from this document, and shall be included and implied in any document replacing this document.

## **12. REGIONS**

- (a) There shall be up to seven regions comprising at least two from the South Island and at least two from the North Island.
- (b) Regional boundaries shall be determined by the Board.
- (c) Each region shall have one Board member on the Board.
- (d) Board Members shall be ex officio members of all branches in their region.

## **13. BRANCHES**

- (a) The Board shall support the formation of local Branches, provided that the area served by each Branch shall contain at least forty (40) financial members.
- (b) Branches shall pursue the objects of the Society as set out in these Rules.
- (c) A Branch committee shall comprise a Branch Chairperson, a Branch Secretary, and at least one other member, and shall be elected annually at a quorate meeting notified two weeks in advance to all members in the Branch area. The results of such election shall be notified in writing to the Chief Executive Officer.
- (d) The quorum for a Branch shall be 12 members or 6% of Branch members, whichever is the larger.
- (e) Meetings shall be notified to all members of the Branch two weeks in advance and Annual General Meetings three weeks in advance.
- (f) Each Branch shall at its own discretion run activities of interest to its members and shall at the discretion of the Branch committee be free to invite the participation of non-members in such activities and if appropriate to charge for admission to meetings. Branches are encouraged to establish informal Writers Hubs to meet the needs of the widest possible range of members.
- (g) Branches may receive a disbursement as determined by the Board from the subscription of paid up members in their branch area as of 31st March each year, to be used to support the administration of Branch activities.
- (h) Each Branch shall report its activities to the Board on request and provide a report to the Annual General Meeting which shall include a financial report. Failure to report Branch activities to two successive Annual General Meetings or acting in a manner which is contrary to the aims of the Society shall be sufficient cause for dissolution of the Branch.

- (i) A Branch may be dissolved by resolution of the Branch members at a properly notified quorate Annual General Meeting or by the Board under the provisions of Rule 13(h).
- (j) The balance of funds of a dissolved Branch shall be remitted to the Board.
- (k) Branches must hold their Annual General Meetings after the end of the financial year and before the National Annual General Meeting.

#### **14. ELECTIONS**

- (a) The eligible membership of the Society shall be entitled to vote for a National President for a two year term.
- (b) The eligible membership of each region shall be entitled to nominate and elect one Board Member to serve on the Board for a two year term.
- (c) Nominees for National President and Board Members shall be financial Full members of the Society.
- (d) Nominations for National President and Board Members shall be proposed and seconded and shall be confirmed in writing by the nominee. They shall be received by the Chief Executive Officer up to eight weeks before the Annual General Meeting for which the position of National President and/or Board Member becomes vacant.
- (e) If more than one nomination for National President and more than one nomination for the Board Member of a region are received, an election by online ballot shall be held of all eligible members in accordance with rules 14(a) and 14(b). Ballot papers shall be distributed no later than six weeks before the Annual General Meeting for which these positions become vacant. Votes shall be accepted up to 21 days before the Annual General Meeting. The result of the election shall be communicated as soon as possible to the person elected.
- (f) The result of the ballot for the election of the new President and/or Board Members shall be announced at the Annual General Meeting.
- (g) Vacancies on the Board shall be filled by ballot in the affected region before the next the Board meeting. In the event of a tied vote, a casting vote shall reside with the President of the Society or, in the event of there being a conflict of interest, with the Vice President of the Society.
- (h) If a National President or Board Member should resign or otherwise vacate office more than three months before an Annual General Meeting then the election of a new National President or Board Member shall take place forthwith. The two-year term of the replacement National President shall be counted as beginning from the Annual General Meeting of the year of their election

#### **15. GENERAL MEETINGS**

- (a) There shall be an Annual General Meeting of members of the Society at such time and place as the Board shall determine and within six months of the end of financial year. The business of the Annual General Meeting shall be to receive from the Board a report for the preceding year, to appoint elected members of the Board as provided in Rule 14, to receive reports from all Branches, and to transact such other business of which due notice has been given or which is provided to be done by these Rules.
- (b) A special general meeting of the Society shall be called within two months following receipt by the Board of a request for such a meeting signed by twenty-five financial full members.
- (c) Any member of the Society wishing to move a resolution at any general meeting shall give notice thereof to reach the Chief Executive Officer not less than six weeks before the date of such a meeting.
- (d) Three weeks' notice shall be given to members of any general meeting of the Society, such notice specifying the date, time and place of the meeting and the business to be transacted or matters to be considered. Such notice shall be sent via email or through the post by the Chief Executive Officer to all eligible financial members, and addressed to the last address supplied by them to the Chief Executive Officer.
- (e) The quorum at all general meetings of the Society shall be twenty-five members present in person.

- (f) At any general meeting of the Society every eligible financial member shall be entitled to one vote and voting shall in the first instance be by show of hands or by ballot. The National President shall have a deliberative and a casting vote.

## **16. PRESIDENT OF HONOUR**

A President of Honour determined by the Board and whose consent has been obtained shall be ratified each year at the Annual General Meeting. The President of Honour shall hold office for the ensuing year. The person appointed must be of recognised standing in the literary community and have demonstrated longstanding commitment to the Society.

## **17. COMMUNICATIONS**

The Society shall at intervals determined by resolution of the Board keep members informed of the affairs of the Society and its Branches and of other matters of interest to writers through a variety of media.

## **18. FUNDS**

- (a) The Society shall have a bank account which shall be operated by the joint signature of President and Vice President or such officer or officers as shall be decided by the Board.
- (b) The funds of the Society may be invested in such investments as are authorised by the law in New Zealand for Trustee funds.
- (c) The principal of bequest monies held by the Society shall not be spent in whole or in part except following a special resolution to that effect at a general meeting.
- (d) Except as provided in Rule 18 (c), accumulated funds may be expended in such way as the Board deems fit.

## **19. ALTERATION OF RULES**

- (a) The Rules of the Society may be altered, added to or rescinded at any general meeting of members provided that not less than three weeks' notice of an intention to move that any alteration, addition or rescission be made shall have been given in writing to all members. Such proposals shall be signed by the proposer and seconder.
- (b) No addition or alteration or rescission of the rules shall be approved if it affects the non-profit aims, personal benefit clause 11 (f) or the winding up clause 22.
- (c) The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

## **20. COMMON SEAL**

The Board will provide a Common Seal for the Society. The Common Seal shall be kept in the custody of the Chief Executive Officer and shall not be affixed to any document except by the Chief Executive Officer on instructions from the Board. Every document to which the Seal of the Society is affixed shall be signed by one member of the Board and the Chief Executive Officer.

## **21. WINDING UP**

The Society may be wound up voluntarily as provided in section 24 of the Incorporated Societies Act 1908.

## **22. DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP**

If upon the winding up or dissolution of the Society there remains, after the satisfaction of all costs and its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the

Society but shall be given or transferred to an appropriate literary purpose or organisation or body having objects similar to the objects of the Society within New Zealand.

### **23. MATTERS NOT PROVIDED FOR**

In the event of any matter arising which is not provided for in these Rules, the question or matter shall be determined by the National President in consultation with the Board, whose decision shall be binding on all members pending ratification at the next Annual General Meeting.

### **24. INTERPRETATION**

If any doubt shall arise as to the construction or interpretation of any of these Rules the National President may seek legal advice as to the correct interpretation or construction to be given to any particular Rule or Rules.

Signed by members of the Society:

President (Siobhan Harvey)

Board Member (Anna Mackenzie, VP)

Board Member (Philippa Werry)

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