



THE NEW ZEALAND SOCIETY OF AUTHORS
TE PUNI KAITUHI O AOTEAROA (PEN NZ INC)

NZSA NOTICE OF SPECIAL GENERAL MEETING

HELD Monday October 16, 2023. 6pm

Chaired by NZSA President

Dr Vanda Symon

Copy of Notice sent to all members
of The New Zealand Society of Authors
Te Puni Kaituhi o Aotearoa (PEN NZ) Inc to
Call for a Special General Meeting to vote on an
amendment to the constitution.

6.00-6.30pm, Monday October 16, 2023 (by Zoom)

NZSA has an application before the **Charities Commission**. Becoming a charity has advantages for NZSA: it would improve NZSA's ability to apply more widely for funding, and NZSA would become a registered donee organisation. There would also be tax advantages. This is the fourth time NZSA has applied since 2002.

The *Australian Society of Authors* is a registered charity, as is *PEN International* and similar organisations such as the *NZ Poetry Society*.

Our latest application is supported by *Creative NZ*.

To be eligible to become a charity, NZSA must amend Wind-Up Clause 23 in the constitution. The new clause reflects obligations NZSA already has for dealing with bequests held in trust to fund legacy prizes and awards. If NZSA were to cease, it is already stipulated in those bequest agreements, that those funds would pass to another charitable entity, to continue those awards.

Here are the two clauses:

Current Winding Up Clause 23 in 2020 NZSA Constitution

23. Winding up, Dissolution or Liquidation

If upon the winding up, liquidation or dissolution of the Society and after satisfaction of all debts and liabilities there remains any property whatsoever then such property shall not be paid or distributed among Members but shall be given or transferred to some other association having purposes similar to the Purposes of the Society and having in its constitution a similar prohibition on the division of surplus assets or income among its Members. If a suitable association cannot be found, the proceeds shall be donated to a charity at the discretion of the Board. No Member is entitled to receive any proceeds on the winding up, dissolution or liquidation of the Society.

Proposed NEW WIND-UP CLAUSE – NZSA Constitution 2023

23. Winding Up, Liquidation, Removal

The Society may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the Act.

The Society shall give Notice to all Members of a proposed resolution to have the Society wound up, liquidated or removed from the register of Incorporated Societies, in accordance with the Act. Any resolution to wind up or liquidate the Society or remove it from the Register of Incorporated Societies must be passed by a [two-thirds] majority of all Members present and voting.

If upon the winding up or liquidation of the Society and after satisfaction of all debts and liabilities, there remains any property whatsoever then such property shall not be paid or distributed among Members but shall be given or transferred to another charity in New Zealand chosen by the Board. No Member is entitled to receive any proceeds on the winding up or liquidation of the Society.

Meeting commenced **6.00-6.30pm, Monday October 16, 2023 (by Zoom)**

Chair: Dr Vanda Symon NZSA President

After an explanation of the reason for the amendment and discussion, the motion was put to the meeting.

Dr Symon proposed the motion: "To accept the proposed amendment of a new wind-up clause to the 2020 constitution."

Seconded: Dr Siobhan Harvey

The motion was passed by unanimous vote by those present.

Proxy votes had also been submitted prior and were presented by NZSA Programmes and Operations Manager Claire Hill.

Apologies: Helen Lowe, Bronwyn Elsmore, Cate Hennessy, Ann Balcombe

Present:

| | |
|-----------|-------------|
| Tanya | Ashcroft |
| Tracy | Farr |
| Siobhan | Harvey |
| Witi | Ihimaera |
| Sal | Lampkin |
| Heather | McQuillan |
| Priyan | Rajapaksa |
| P G | Scott |
| Tina | Shaw |
| Rick | Shera |
| Philippa | Werry |
| Kit | Willett |
| Vanda | Symon |
| Christine | Dale |
| Claire | Hill |
| Jenny | Nagle |
| Raewyn | Alexander |
| Helena | Andrews |
| Maya | Cohen-Ronen |
| Michelle | Elvy |
| John | Ewen |
| Ilmars | Gravis |
| David | Hill |
| Richard | James |
| Susan | Koster |

| | |
|--------------|-----------------------|
| Michael | Morrissey |
| Lyn | Persson |
| Sudha | Rao |
| Cristina | Sanders |
| Karine Marie | |
| Flore | Tavernier-Clairsinvil |
| Yvette | Thomas |

Proxy yay votes:

| | |
|-----------|------------|
| Paddy | Boylan |
| Pip | Harrison |
| Robyn | Anderson |
| Caroline | Barron |
| Katherine | CLARK |
| Riaz | Dean |
| Mandy | Hager |
| Kirsten | Le Harivel |
| Suzanne | Main |
| Stella | McCallum |
| Bruce | Miller |
| Frances | Mountier |
| Melinda | Szymanik |

All in favour
No votes opposed.

October 16, 2023