



[EFFECTIVE 26 SEPTEMBER 2018]

## CONSTITUTION OF AUSTRALIAN SOCIETY OF TRAVEL WRITERS INCORPORATED

Incorporated under the Associations Incorporation Act 2009 (NSW)

### **PART 1 PRELIMINARY**

The Australian Society of Travel Writers Incorporated is a non-profit association of persons engaged in professional activities related to the travel industry in the fields of writing, photography, broadcasting, television and electronic media, public relations and promotion.

The Society has seven categories of membership: Full Writer Members, Associate Writer Members, Public Relations Members, Digital Travel Influencers, Friends of the ASTW, Honorary Members and Life Members. The definitions relating to these categories are as described in Part 1 of this Constitution.

Full Writer Members and Associate Writer Members produce material about travel destinations and the travel industry for the public domain in newspapers, magazines, travel guides and books and for presentation on radio, television, websites and other digital media.

Public Relations Members provide information and promotional support services for Full Writer Members, Associate Writer Members and Digital Travel Influencers for various print, radio and electronic media on behalf of travel-related clients.

Digital Travel Influencers are leaders within their communities with powerful social network and industry-wide credibility across digital platforms including, but not limited to, blogs, YouTube and Instagram, or any future platforms emerging in this field.

Friends of the ASTW are revered long-term members who have retired, changed fields or have lessened their workload and can no longer substantiate.

The Society's members strive to provide readers, viewers and listeners with accurate information on travel destinations, facilities and services and on the structure and development of the travel industry itself.

The Society believes that travel is a bridge between people and cultures and seeks to guard the right of freedom to travel and to encourage conservation and preservation of historic sites and natural wonders.

Acceptance of membership of the Society is taken to confirm that the member has expressly agreed to abide by and to uphold the Society's Code of Ethics as recited on the membership application form and on the Society's website. A proven failure to apply the provisions of the Code could be grounds for expulsion under clause 11 of this constitution.

#### **Statement of Objectives**

The objectives of the Society are to:

1. Encourage responsible professional standards of reporting.
2. Safeguard the professional independence of travel media.
3. Promote Australia's travel media as a key segment of the travel and communications industries.
4. Undertake other activities (such as guest speaking or professional development) that contribute to the Society's prime goals of better travel reporting and more satisfying travel.
5. Uphold responsible and professional standards of reporting.

## **1. Definitions**

In this constitution:

**Society** means Australian Society of Travel Writers Incorporated.

**Director-General** means the Director-General of the NSW Department of Finance, Services and Innovation or equivalent department.

**ordinary committee member** means a member of the committee who is not an office-holder of the Society.

**ordinary member** means any member of the Society in any membership category who is not an office-holder or a member of the committee.

**Secretary** means

- (a) the person holding office under this constitution as Secretary of the Society; or
- (b) if no such person holds that office - the Public Officer of the Society.

**special general meeting** means a general meeting of the Society other than an annual general meeting.

**'the Act'** means the Associations Incorporation Act 2009 (NSW).

**'the Regulation'** means the Associations Incorporation Regulation 2010.

**financial year** means the period from 1 July to 30 June, subject to clause 42 of this constitution.

**Full Writer Members** means:

- (a) the designated travel editors and publishers of newspapers, magazines, radio or television stations, or digital media and considered by the Committee to be of significant repute.  
  
or otherwise
- (b) are persons who have in the opinion of the Committee have had published a significant output of travel-related material as a writer, photographer or broadcaster.

**Associate Writer Members** means:

travel writers, photographers or broadcasters whose volume of work in the opinion of the Committee does not justify the offering to them of Full Writer membership; or new writer members.

**Public Relations Members** means:

communications specialists, as defined by their role/s in marketing, public relations and media relations who work under commercial arrangements either with tourism destination offices or as consultants to principals or their agents who offer travel-related products and services such as are provided by airlines, cruise companies or tour operators.

**Digital Travel Influencers** means:

Bloggers, Instagrammers, YouTubers (or equivalent) who are leaders within their fields with powerful social network and industry-wide credibility and who also meet the required standards of the ASTW in terms of analytics, writing ability and who have testimonials from people in the travel industry with whom they have worked.

**Friends of the ASTW** means:

Friends of the ASTW are long-term members who have retired, changed fields or have lessened their workload and can no longer substantiate. Application is by invitation.

**Honorary Members** means:

Honorary members are exempt from the payment of the annual membership fees and will not have voting rights of the right to hold elective office unless they are so entitled being concurrently either a Full Writer Member or an Associate Writer Member or Digital Travel Influencer. No further honorary memberships will be bestowed, as of August 2017.

**Life Members** means:

Life Membership can be bestowed on any member who has made a significant contribution to the affairs of the Society. Life members will not have voting rights or the right to hold elective office unless they are so entitled being concurrently either a Full Writer Member, Associate Writer Member or Digital Travel Influencer. Life Membership can only be bestowed if the committee is in agreement of that nomination.

In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if these clauses were an instrument made under the Act.

## **PART 2 MEMBERSHIP**

### **2. Membership generally**

A person is eligible to be a member of the Society if:

- (1)
  - (a) the person is a natural person, and
  - (b) the person has been nominated and approved for membership of the Society in accordance with clause 3.
  - (c) the person maintains their Australian citizenship or residency status even while living overseas for temporary periods
- (2) A person is taken to be a member of the Society if:
  - (a) the person is a natural person, and
  - (b) the person was:
    - (i) in the case of an unincorporated body that is registered as the Society - a member of that unincorporated body immediately before the registration of the Society, or
    - (ii) in the case of a Society that is amalgamated to form the relevant Society - a member of that other Society immediately before the amalgamation, or
    - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) the person was one of the individuals on whose behalf an application for registration of the Society under section 2 (1) (b) of the Act was made.

- (4) The Committee at its discretion may on the unanimous vote of members of the Committee at a meeting at which a quorum is present, resolve to confer **Life Membership** on any member who has made a significant contribution to the affairs of the Society. Life members will not have voting rights or the right to hold elective office unless they are so entitled being concurrently either a Full Writer Member, Associate Writer Member or Digital Travel Influencer.

### 3. Nomination for membership

- (1) A nomination of a person for membership of the Society:
- (a) must be made by the person applying to join by filling in the appropriate form on the ASTW website, with the required documentation establishing the applicant's qualifications, including naming two full writer members who are willing to act as sponsors,
  - (b) must be lodged with the Secretariat of the Society
  - (c) must be accompanied by the joining fee, pre-set by the Committee, and paid at the time of applying.
- (2) After receiving nomination/s for membership, the Secretariat must circulate to all members of the committee, the names of the nominee/s to be discussed at the next committee meeting. Following a period of not less than 30 days, the Committee may resolve to accept or decline any nomination. The Committee has the power to decline membership applications and their decision will be final.
- (3) As soon as practicable after the Committee makes a determination that a nomination for membership has been accepted, the Secretariat/Committee must:
- (a) Give the membership 30 days in which to lodge objections to one or more persons accepted for membership. Any objections must be lodged to the Secretariat. If no objections are received over the 30 days, the applicants are then to be notified that their application has been successful.
  - (b) send a Welcome Pack, access to relevant social media and added to the mailing list for newsletters ***once membership has been paid in full.***
  - (c) request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable as set by the committee as an annual membership fee.
  - (d) on payment by the nominee of the amount referred to in subclause (3)(c) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Society.
- (4) The Committee at its discretion may on the unanimous vote of members of the Committee at a meeting at which a quorum is present, resolve to confer Life Membership on any member who has made a significant contribution to the affairs of the Society. Life members granted life membership after 2017 shall pay the same fee as Friends of the ASTW and will not have voting rights or the right to hold elective office unless they are so entitled being concurrently either a Full Writer Member or an Associate Writer Member.

### 4. Cessation of membership

A person ceases to be a member of the Society if the person

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from the Society; or
- (d) fails to pay the annual membership fee under clause 8(2) within two months after the fee is due.
- (e) fails to substantiate as per 13(f)

After which the Secretariat will, where appropriate, notify the person of the cessation of membership, remove details from website and other membership lists and withdrawal access to 'member's only' social media sites and similar.

## **5. Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of the Society:

- (a) Is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

## **6. Resignation of membership**

- (1) A member of the Society may resign from membership of the Society by first giving to the Secretariat written notice of at least one month (or such other period as the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Society ceases to be a member under clause (1), and in every other case where a member ceases to hold membership, the Secretariat must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **7. Register of members**

- (1) The Secretariat of the Society must establish and maintain a register of members of the Society specifying the name and postal, residential address and email of each person who is a member of the Society together with the date on which the person became a member. The register may be kept in written or electronic form.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the Society, or
  - (b) if the Society has no premises, at the Society's official address.
- (3) The register of members must be kept up to date on the ASTW website and should only be available to other members of the Society.
- (4) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Society or other material relating to the Society, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **8. Fees and subscriptions**

- (1) A member of the Society must, on admission to membership, pay to the Society a fee of \$175 (as set for the 2017/18 membership year) or, if some other amount is determined by the Committee, that other amount.

- (2) In addition to any amount payable by the member under clause (1), a member of the Society must pay to the Society an annual membership fee as determined by the Committee and approved at an AGM:
  - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
  - (b) At the discretion of the Committee, a member who joins the Society between 1 January and 30 June in any year will pay half the applicable membership fee in respect of their membership for the remainder of that financial year.

## **9. Members' liabilities**

- (1) The liability of an office-bearer or a member of the Committee or an ordinary member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by clause 8.

## **10. Resolution of internal disputes**

- (1) A dispute between a member and another member (in their capacity as members) of the Society, or a dispute between a member or members and the Society, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983 (NSW).
- (2) If a dispute is not resolved by mediation within three months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

## **11. Disciplining of members**

- (1) A formal complaint must be made in writing to the Committee by any person that is a member of the Society:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has willfully acted in a manner prejudicial to the interests of the Society.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Committee may, by resolution, expel the member from the Society or suspend the member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

If the Committee expels or suspends a member, the Secretariat must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 12.

The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) it within that period the member exercises the right of appeal, unless and until the Society confirms the resolution under clause 12, whichever is the later.

## **12. Right of appeal of disciplined member**

- (1) A member may appeal to the committee in a general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretariat a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) At a committee meeting of the Society convened under this clause:
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) The appeal is to be determined by a simple majority of votes cast by members of the committee.

## **PART 3 THE COMMITTEE**

### **13. Powers of the Committee**

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Society in general meeting, the Committee:

- (a) is to control and manage the affairs of the Society; and
- (b) may exercise all such functions as may be exercised by the Society, other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Society; and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Society.
- (d) is to have the power to engage the services of a person or persons or organisations to assist in carrying on the business of the Society and to negotiate with each appointee their terms and conditions of employment, their duty statement and remuneration.
- (e) If it so decides, communication with members on all or any matter may be undertaken by electronic means unless a member specifically requests otherwise in respect of their own arrangements.
- (f) All members (apart from Life Members) are required to make a declaration every 12 months (or when otherwise requested to do so by the Committee) confirming that they continue to qualify as members and can provide evidence supporting their continuing qualification.
- (g) In addition, the Committee may, from time to time, seek written declarations from a member in any category of membership to substantiate his or her membership. The Committee may, after due consideration, re-allocate members to another membership category. When such re-allocation

occurs, the Committee will be obliged to advise the member concerned in writing of the reasons for such re-allocation.

- (h) In the interests of governance and in order to maintain an appropriate balance as between the numbers of Full Writer Members and Associate Writer Members relative to the number of Public Relations Members, the Committee at its absolute discretion may authorise a Temporary suspension of the processing of nominations for membership in the Public Relations Member category. Any such suspension will apply until lifted by resolution of the Committee.

#### **14. Composition and membership of the Committee**

- (1) The Committee is to consist of ten persons, namely:
  - (a) the four office-bearers of the Society as provided in clause (3) and:
  - (b) four ordinary Committee members, each of whom is to be either a Full Writer Member or Associate Writer Member.
  - (c) two ordinary Committee member who are to be Public Relations Members.
- (2) The annual elections of the office-bearers and ordinary Committee members will be conducted as laid down in Clause 15.
- (3) The office-bearers of the Society are as follows:
  - (a) the president
  - (b) the vice president
  - (c) the treasurer
  - (d) the secretary
  - (e) such other offices as the Committee may from time to time create.
- (4) A Committee member may hold up to two offices (other than both the president and vice-president offices).
- (5) A person nominating for a position on the Committee must have held ASTW membership for two concurrent years prior to being eligible.
- (6) There is no maximum number of consecutive terms for which a committee member may hold office.
- (7) Each office-bearer and ordinary member of the Committee is, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of their election but is eligible for re-election.
- (8) The Committee will also appoint a resident of New South Wales who is either an office-bearer or a member of the Committee or an ordinary member to be the Public Officer of the Society to continue in office until the appointment is terminated by the then incumbent Committee. Unless the appointee holds an elective office of the Society, he/she will not be entitled to attend Committee meetings other than when invited to do so by the incumbent President.
- (9) To assist the President, two committee members can be appointed as Vice-Presidents, should both members be in agreeance.

#### **15. Election of office-bearers and members of the Committee**

- (1) Nominations of the candidates for election as ordinary members of the Committee:
  - (a) must be made in writing, signed by two members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
  - (b) must be delivered to the Secretariat of the Society at least 30 days before the date fixed for the holding of the annual general meeting.

- (2) Prior to the annual general meeting, an electronic ballot will be conducted in accordance with Schedule 3 of the Regulations for the election of eight members of the committee. Concurrently with this ballot, a separate electronic ballot to elect the two public relations members will be conducted. All financial members of the Society will be entitled to vote in these ballots. Life Members and Honorary Members will be also entitled to vote providing they are also currently accredited as either a Full Writer Member, Associate Writer Member or Public Relations Member.
- (3) The names of the ten successful candidates elected as committee members under clause (2) above will be announced in alphabetical order of surname at the annual general meeting. The current committee members will be permitted to know the results prior to the announcement at the AGM.
- (4) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (5) If insufficient further nominations are received, any vacant positions remaining are taken to be casual vacancies and treated in accordance with clause 18 (1).
- (6) If in any election held under this clause, the number of nominations received is equal to the number of vacancies to be filled, the person or persons nominated are taken to be elected.
- (7) Immediately following the declaration at the annual general meeting of the results of the ballots held under clause (2), nominations will be called from the floor to elect from those among the ten newly elected Committee members who are Full Writer Members, the four office-bearers as listed in clause 4(4).
- (8) If in the event that under clause 7, two or more nominations for any office-bearer position are received, a ballot will be conducted immediately with the counting of votes being on a 'first past the post' basis. All financial members of the Society present at the meeting will be entitled to vote in this ballot. The Chairman will appoint two persons present at the meeting to supervise the counting of votes.

## **16. Secretary**

- (1) The Secretary of the Society must, as soon as practicable after being appointed as Secretary, lodge notice with the Society of his or her address.
- (2) It is the duty of the Secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the Committee;
  - (b) the names of members of the Committee present at a Committee meeting or a general meeting; and
  - (c) all proceedings at Committee meetings and general meetings, in written or electronic form.
- (3) It is the duty of the Secretary to hand over the minutes from the previous year to an incoming Secretary.

## **17. Treasurer**

- (1) It is the duty of the Treasurer of the Society to ensure:
  - (a) that all money due to the Society is collected and received and that all payments authorised by the Society are made; and
  - (b) that correct books and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the Society.

## **18. Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Society who is duly qualified under the Constitution to hold elective office to fill the vacancy and the member so appointed is to remain in office until the conclusion of the annual general meeting next following the date of appointment.

- (2) A casual vacancy in the office of a member of the Committee occurs if the member:
- (a) dies, or
  - (b) ceases to be a member of the Society, or
  - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
  - (d) resigns office by notice in writing given to the Secretariat, or
  - (e) is removed from office under clause 19, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the Committee from three consecutive meetings of the Committee, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

## **19. Removal of a Committee member**

- (1) The Society in a general meeting may by resolution remove any member of the Committee from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the Secretariat or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the Secretariat or the President may send a copy of the representations to each member of the Society or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **20. Meetings of the Committee and quorum**

- (1) The Committee must meet at least eight times in each period of 12 months at such place and time as the Committee may determine. Meetings may if the President so decides be conducted by teleconference or by video-conference with a number of meetings to be face-to-face. All costs, within reason, incurred in arranging such meetings will lie against the Society.
- (2) Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee must be given by the Secretariat to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any five members of the Committee including at least one office-bearer will constitute a quorum for the transaction of the business of a meeting of the Committee.

- (6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:
  - (a) the President or, in the President's absence, the Vice-President is to preside; or
  - (b) if both the President and Vice-President are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

## **21. Delegation by Committee to sub-committee**

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Society as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
  - (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) The president is ex officio a member of any sub-committee formed under this clause.

## **22. Voting and decisions**

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding will automatically declare the motion lost.
- (3) Subject to clause 20(5), the Committee may act despite any vacancy on the Committee.

- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.
- (5) At any annual general meeting or general meeting, all members present are entitled to speak and may move or second motions and amendments. Only Full Writer Members will have voting rights on such motions or amendments.
- (6) All financial members of the Society present at an AGM are entitled to vote for office-bearer positions should two or more nominations be received.

## **PART 4 GENERAL MEETINGS**

### **23. Annual general meeting - holding of**

- (1) The Society must hold its first annual general meeting within 18 months after its registration under the Act
- (2) The Society must hold its annual general meetings:
  - (a) within six months after the close of the Society's financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **24. Annual general meeting - calling of and business at**

- (1) The annual general meeting of the Society is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the Committee reports on the activities of the Society during the last preceding financial year;
  - (c) to declare the results of the election of members of the Committee as provided for in clause 15 and to elect the office-bearers of the Society in accordance with that clause.
  - (d) to receive and consider the statement which is required to be submitted to members under s 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.
- (4) The quorum for an annual general meeting of the Society is 20 per cent of the total financial membership of the Society of which one-third must be Full Writer Members or Digital Travel Influencers. Life Members elected under clauses 2(4) and 3(4) of this Constitution who are not also Full Writer Members or Full Associate Members are to be excluded from any calculations to determine this quorum.

### **25. Special general meetings - calling of**

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Society.
- (2) The Committee must, on the requisition either in writing or electronically of at least five per cent of the total number of members, convene a special general meeting of the Society.

- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting; and
  - (b) must be signed by the members making the requisition; and
  - (c) must be lodged with the Secretariat; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a special general meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the Secretariat, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

## **26. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a special general meeting requires a special resolution of the Society, the Secretariat must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the Secretariat must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24(2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretariat who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **27. Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Twenty members present being Full Writer Members entitled under this Constitution to vote at a general meeting constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a special general meeting a quorum is not present, the meeting:
  - (a) If convened on the requisition of members, is to be dissolved; and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least three) is to constitute a quorum.

- (5) At any meeting of members, where proxies have been admitted under clause 33, proxies will be disregarded by the Chairman in determining whether or not a quorum is present.
- (6) All meetings of the Society other than Committee meetings will be conducted under standing orders as laid down in Appendix 3 of this constitution. These orders remain in force unless or until amended by resolution of the Committee. In the event of a conflict between the standing orders and the Constitution, the Constitution will prevail.

## **28. Presiding member**

- (1) The President or, in the President's absence, the Vice-President is to preside as chairman at each annual general meeting or special general meeting of the Society.
- (2) If the President and Vice-President are absent or unwilling to act, the committee can nominate the person who is to preside as chairman at the meeting.

## **29. Adjournment**

- (1) The chairman of an annual general meeting or special general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If an annual general meeting or special general meeting is adjourned for 14 days or more, the Secretariat must give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of an annual general meeting or special general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **30. Making of decisions**

- (1) A question arising at an annual general meeting of the Society is to be determined by either:
  - (a) a show of hands, or
  - (b) if on the motion of the chairman or if 5 or more members present at the meeting decide that the question should be determined by a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairman.

## **31. Special resolutions**

A special resolution may only be passed by the Society in accordance with section 39 of the Act.

## **32. Voting**

- (1) On any question arising at an annual general meeting or special general meeting or of the Society a member has one vote only.

- (2) The chairman, if entitled to a vote by virtue of the category of their membership of the Society, is entitled to one deliberative vote on any motion before the meeting. In the case of an equality of votes on a question at any meeting of members including the annual general meeting the Chairman will not be entitled to a casting vote and will automatically declare the motion lost.
- (3) A member is not entitled to vote at any meeting of the Society unless all money due and payable by the member to the Society has been paid.
- (4) A member is not entitled to vote at any general meeting of the Society if the member is under 18 years of age.
- (5) Subject to the Committee's complete satisfaction as to the integrity of the process, it may then authorise the use of electronic means for the casting of votes by members in the elections of office-bearers or for any other voting procedure conducted under this Constitution.

### **33. Appointment of proxies**

- (1) If the Committee specifically so decides, at an annual general meeting or a special general meeting and also subject to sub-clauses (2) and (3), voting by proxy will be permitted. Those members entitled to appoint another financial member as a proxy must advise the Secretariat no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) In the event the Committee decides that proxies will be admitted at any annual general meeting or special general meeting, it will have the power to determine the specific items of business of the meeting where and by which category or categories of the membership such proxies may be exercised and any other conditions applying to them including the imposition of a limit on the number of proxies each member will be entitled to exercise.
- (3) Notwithstanding clause (1) under no circumstances will proxies be permitted to be exercised in the voting for any elected office in the Society.
- (4) The notice appointing the proxy is to be in the form set out in Appendix 2 to these Clauses.

### **34. Electronic ballots**

- (1) The Society may hold an electronic ballot to determine any issue or proposal (other than an appeal under clause 12.)
- (2) An electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **PART 5 – MISCELLANEOUS**

### **35. Insurance**

The Society may effect and maintain insurance

### **36. Funds - source**

- (1) The funds of the Society are to be derived from the annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting, such other sources as the Committee determines.
- (2) All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank or other authorised deposit-taking institution account.

- (3) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **37. Funds - management**

- (1) Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used in pursuance of the objects of the Society in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee, being authorised to do so by the Committee.
- (3) Except as provided in clauses 4 and 5 at no time shall any profits/surplus of the Society be paid to any office-bearer, Committee member or ordinary member.
- (4) At each annual general meeting at its discretion the Committee may propose a resolution approving the payment to a re-elected or newly-elected President of an honorarium of a specific amount in respect of their service in the ensuing year to be paid at such time as the Committee shall decide.
- (5) At the discretion of the President, reasonable transport and accommodation expenses incurred by office-bearers and other members of the Committee in attending meetings of the Committee or a sub-committee can be reimbursed but the total of such payments made during the year is to be reported to members in the annual accounts tabled at the ensuing annual general meeting.

### **38. Change of name, objectives and constitution**

- (1) An application to the Director-General for registration of a change in the Society's name, objects or constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Committee member.
- (2) Any proposed change/s referred to in sub-clause (1) must first be approved by the Full Writer and Digital Travel Influencer members of the Society voting in an electronic ballot. In order for the proposal/s to pass, at least 75% of eligible voters (Full Writer Members and Digital Travel Influencers) must vote in favour of the change/s. Electronic voting papers and copies of the proposed amendment/s together with an explanatory memorandum authorised by the Committee must be circulated by the Secretariat to those members entitled to vote giving not less than 30 days' notice of the closing date of the receipt of votes.

### **39. Custody of books**

- (1) Except as otherwise provided by this Constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Society.

### **40. Inspection of books**

- (1) The following documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour:
  - (a) records, books and other financial documents of the Society,
  - (b) this Constitution,
  - (c) minutes of all Committee meetings and general Meetings of the Society.
- (2) The committee may refuse to allow a member to inspect or obtain copies of records in certain circumstances.

### **41. Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **42. Financial year**

The financial year of the Society is:

- (a) the period of time commencing on the date of incorporation of the Society and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Society, commencing on 1 July and ending on the following 30 June.

#### **43. Distribution of surplus property on voluntary cancellation of incorporation**

If in the event of the winding up of the Society there remains after satisfaction of all its debts and liabilities, any property, the property shall not be paid to or distributed among its members but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society.

#### **44. Governing Law**

These clauses are governed by the law in force in New South Wales.

## Code of Ethics

As representatives of the public interest,

- (a) Writer Members and Digital Travel Influencers shall serve as 'travel critics' who are as ready to comment critically as to praise, with the aim of keeping the public fully and clearly informed on all relevant aspects of travel.
- (b) Writer Members and Digital Travel Influencers intending to prepare material for publication or broadcast (or preparing such material) shall:
  - Present honest, accurate and fair reports
  - Not accept payment or courtesies in return for writing favourably contrary to their true appraisal of the subject/s
  - Only write or broadcast travel-related material about which they have first-hand knowledge or access to other reliable sources
  - Not permit his or her byline or name to appear on work not entirely his or her own
  - Disclose to all potential editors/publishers any recent employment or association with hosted travel destination, product, service firm or supplier
- (c) Members shall act in an honest, forthright and professional manner both in their writing/photographic/broadcasting endeavours and in dealings with others in the travel profession, clients, suppliers and those in related fields. In addition, Members on assignment or participating in or hosting ASTW functions and events shall:
  - Not engage in conduct that embarrasses the ASTW or otherwise harms its reputation or professionalism
  - Treat colleagues and hosts/host countries with common courtesy and conduct themselves as ambassadors of the ASTW, the travel industry and Australia
  - On hosted trips, not impose unreasonable demands on hosts
  - On hosted trips, participate in all scheduled activities unless the participants are ill or incapacitated or the host has approved previous arrangements.
  - Public Relations Members accept they are obliged to report offence/s or transgressions from members on assignments or hosted events in writing to the committee.
- (d) Members shall accept that any infringement of ASTW code of ethics, plagiarism or other unethical acts may, at the discretion of the Committee, preclude or suspend them from membership of ASTW.
- (e) Writer Members shall:
  - Acknowledge they undertake writing/photography/broadcasting for commercial gain and as industry professionals
  - Substantiate for ASTW membership only on work that has been financially rewarded. (ASTW strongly discourages members from submitting work for print or on-line, without financial reward from the publications concerned. ASTW recognises there are circumstances where future financial reward might arise from minor unpaid work but recommends these be limited).
- (f) Writer Members who are editors or who commission travel-related work shall not, as a rule, publish work by ASTW members without payment.
- (g) Public Relations Members shall not promote any travel-related publication of any sort to ASTW members that does not provide payment.
- (h) Public Relations Members should not demand favourable reporting from Writer Members on behalf of their clients and/or products.
- (i) Public Relations Members cannot demand free material in exchange for a famil or hosted event.

**APPENDIX 1**  
[Clause 33(1)]

**FORM OF APPOINTMENT OF PROXY**

I, ..... of  
(full name)

.....  
(address)

being a financial member of Australian Society of Travel Writers Incorporated (the 'Society') hereby appoint

..... of  
(full name of proxy)

.....  
(address)

being a member of that incorporated Society, as my proxy to vote for me on my behalf at the general meeting of the Society (annual general meeting or special general meeting, as the case may be) to be held on the ..... day of ..... 20....., and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details if desired).

Signature of member appointing proxy: .....

Dated: .....

*NOTE:* A proxy vote may not be given to a person who is not a member of the Society.

**Please forward completed form to:**

**ASTW Secretariat  
PO Box 3173  
HELENSVALE TOWN CENTRE, QLD 4212**

**APPENDIX 2**  
[Clause 27(6)]

**STANDING ORDERS FOR THE CONDUCTING OF ANNUAL GENERAL MEETINGS  
OF AUSTRALIAN SOCIETY OF TRAVEL WRITERS INCORPORATED AND ALL  
OTHER MEETINGS OF ITS MEMBERS.**

1. These rules will apply at the Annual General Meeting and at all other general meetings of members of the Society, as properly convened in accordance with the Constitution.
2. The President will be entitled to occupy the chair at the annual general meeting and at all meetings of the Society, failing that the Vice-President will preside. If the President and Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairman at the meeting.
3. No business shall be transacted at any meeting of members unless a quorum is present. If a quorum is not present within half an hour of the time scheduled for its commencement, the meeting shall be dissolved. The Committee will then determine if and when the meeting shall be reconvened and advise members accordingly by the Secretariat.
4. The Chair of any meeting of members at which a quorum is present may, with the consent of the meeting, adjourn the proceedings to another place, date and time, but no business shall be transacted at any adjourned meeting other than the business on the agenda of the original meeting.
5. The order of business will be as set out in the agenda for the meeting but may be varied subject to the approval of the meeting. Motions of condolence will normally take precedence over all other business.
6. Voting for any elected Committee or office-bearer position shall be by secret ballot and counted on a 'first past the post' basis. The Chair will invite any two members present to act as tellers, and they will count the votes and immediately hand to the Chair, in writing, the result of each ballot, along with the ballot papers.
7. Voting on any motion shall be by show of hands. However, the Committee may decide in advance of the meeting that the vote on a specific motion will be taken by a poll and, if so, the procedure for the counting of votes will be the same as applies under Standing Order 6.
8. Additionally, the Chair may either, before or after a vote by show of hands on any motion, rule that a poll be taken and, if so, the procedure for the counting of votes will be the same as applies under Standing Order 6.
9. The Chair, if entitled to a vote by virtue of the category of their membership of the Society, is entitled to one deliberative vote on any motion before the meeting. In the event of an equality of votes, the Chairman will not be entitled to exercise a second or 'casting' vote and will automatically declare the motion 'lost'.
10. All general business before the meeting shall be in the form of a motion. At the discretion of the Chair, the mover may be asked to submit the motion in writing. All motions must be seconded immediately, but the seconder may reserve their remarks and speak later in the debate on that motion. Where possible, the Chair will alternately call speakers for and against the motion.
11. No member shall speak more than once to any motion or amendment but the mover of a motion or an amendment will have the right of reply and their remarks will automatically close the debate and the question must then be put. However, with the permission of the Chair, a person who has spoken to a motion or amendment may make a personal explanation or respond to a question.
12. All speakers will direct their remarks through the Chair and, unless a point of order is raised, will be entitled to be heard uninterrupted.
13. An amendment to a motion before the meeting may be moved and seconded but must be relevant to the motion it seeks to amend. If carried, the motion as amended becomes the 'substantive' motion and then itself is open to further amendment. If the amendment is lost, discussion will then revert to the motion as it stood prior to that particular amendment being proposed.

14. Neither the mover or seconder of the original motion is entitled to propose or to second an amendment to it, but both will be entitled to speak to any amendment being discussed.
  15. A motion or amendment, once moved and seconded, becomes the property of the meeting and may only be withdrawn by joint agreement of the proposer and seconder and with the unanimous approval of the meeting. However, no motion can be withdrawn while an amendment to it is under discussion or if an amendment has already been adopted.
  16. At any time during a meeting, any member may rise to a point of order, which will take precedence over the business being discussed and on which the Chair must rule immediately. The Chair's ruling on the point of order will be accepted as final unless it is moved and seconded 'That the Chair's ruling be disagreed with'. Only the mover of the motion will have the right to speak to it and the Chair will then be entitled to explain why the ruling was given after which a vote on the motion must then be taken forthwith.
  17. At any time during discussion on a motion or an amendment to a motion, a member who has not previously spoken to a motion may move 'That the question be now put'. If carried, the mover of the motion may exercise their right of reply before the vote is taken. However, if the motion 'That the question be now put' is moved during discussion of an amendment, the mover of the amendment will have right of reply before the vote is taken and, if carried, the meeting will then revert to discussion of the substantive motion.
  18. At any time during discussion of a motion or amendment a motion 'That the meeting proceed to the next business' may be moved and seconded. The motion cannot be debated, and the vote must be taken forthwith and, if carried, disposes of the matter and the next item of business is then to be called on.
  19. As provided in clause 27(6), in the event of a conflict arising between these Standing Orders and the Constitution, the Constitution will always prevail.
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