

CONSTITUTION OF THE NEW ZEALAND WRITERS GUILD INCORPORATED

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NZSWG

New Zealand Writers Guild
Puni Taatuhi O Aotearoa

1. NAME

The organisation shall be called The New Zealand Writers Guild Incorporated.

2. INTERPRETATION

In this Constitution:

Additional Board member means the Board members referred to in clause 7(5)(f).

Board means the current Board of the New Zealand Writers Guild, including the President, Vice President, Regional Representatives and Board Members.

Contractee means a person employed to perform services under a contract.

General Meeting means the Annual General Meeting or a Special General Meeting

Guild or NZWG means The New Zealand Writers Guild Incorporated

Industry means the film and television industry, the radio industry and the theatre industry.

Member means a person who has a fully paid up membership subscription to the New Zealand Writers Guild.

National Office means the current office of the New Zealand Writers Guild.

New Zealand writers means writers who are citizens or permanent residents of New Zealand.

Regions means those regions defined in clause 3(1).

Registrar means the Registrar of Incorporated Societies under the Incorporated Societies Act 1908.

Writers means New Zealand writers engaged, whether currently or in the past, in writing for film, television, theatre, radio, gaming, comics and multi-media and **writing** shall mean the work those writers do.

3. REGIONS AND NATIONAL OFFICE

- 1) **Regions** - Where relevant, for the purpose of representation and providing services, the Guild membership shall be separated into the following regions :
 - a. Northern - all members residing in the Northland, Auckland, Thames Valley, Bay of Plenty, Waikato, Taupo and King Country regions;
 - b. Central - all members residing in the Poverty Bay, Hawkes Bay, Wairarapa, Taranaki, Wanganui, Manawatu, Wellington, Nelson and Marlborough regions; and

- c. Southern - all members residing in the South Island excluding those residing in the Nelson and Marlborough regions.
- 2) **Place of National Office** - The National Office of the Guild shall be in the largest city in the region where the majority of the membership reside.

PART ONE: AIMS AND OBJECTIVES

4. AIMS AND OBJECTIVES

- 1) **Purpose and Aims of the Guild** - The Guild shall exist :
- a. To protect, represent and further the interests of New Zealand writers.
 - b. To be the national and international voice of New Zealand writers.
 - c. To establish, maintain and improve minimum conditions of work and rates of compensation for writers.
 - d. To provide communication, negotiation, conciliation, arbitration, information, and advisory services for members in their relationships with employers, contractees, producers, other writers, or anyone else in relation to their work.
 - e. To promote policy, legislation, and legal and economic rights for the benefit of writers, including but not limited to the issues of copyright, moral rights, and status of the artist.
 - f. To support members engaged in disputes with employers and to give similar support to other unions or organisations making common cause with the Guild.
 - g. To affiliate with other local, national, or international bodies where such affiliation is likely to protect or further the interests of members.
 - h. To consult with, provide education and information resources for and encourage representation from all members throughout New Zealand.
 - i. To function and work in a way that adheres to the spirit and principles of Te Tiriti o Waitangi.
 - j. To secure greater influence and visibility for writers generally with the general public and within the industry, specifically including producers, directors, funding bodies (whether funded from public or private sources).
 - k. To provide professional development for New Zealand writers, including the ability to set up or support other organisations to provide such development.
 - l. To identify and, where appropriate, actively support the development of institutions and facilities having the presentation of members work as their central purpose.
 - m. To hold, purchase, lease or mortgage and otherwise deal with, or in, all forms of property and to raise money by borrowing on security of the property of the Guild or otherwise.
 - n. To do all things that are necessary and desirable to achieve fulfilment of the preceding aims and objectives in a manner consistent with the interests and welfare of members.

PART TWO: MEMBERSHIP

5. MEMBERSHIP

- 1) **Eligibility and Requirements** - In general, eligibility for membership of the Guild shall be confined to those writers engaged, whether currently or in the past, in writing or those that have the prospect of such engagement or have a genuine desire to support the aims and objects of the Guild, subject to satisfying the criteria detailed in 5.2. All members, except Life members, shall pay the annual subscription amount due for their level of membership. Membership subscriptions shall be payable annually and in advance or at such other periods as the Board shall determine.

- 2) **Applications and Criteria** - Applications for membership shall be made through the New Zealand Writers Guild website membership login page or in-person, via telephone or email with permission by the National Office. Any prospective applicants may be required to supply evidence, written or otherwise, of their eligibility for any membership type.
 - a. **Full Membership** - Full membership is designed for professional writers who have a writing credit. A Full member must satisfy the following credit requirements
 - i. Film – as a dramatist, documentary or narrative writer who has created not less than a total of a broadcast hour of material which has been produced by a recognised production company or authority.
 - ii. Television - as a dramatist, documentary or narrative writer who has created not less than a total of a broadcast hour of material which has been produced by a recognised production company or authority.
 - iii. Theatre - as a dramatist for theatre who has had a play or other scripts of not less than fifty minutes duration produced for public performance.
 - iv. As an author of sketches and routines of a total of no less than thirty minutes duration produced by professional performers, broadcasters, or managements.
 - v. Radio - as a dramatist, documentary or narrative writer who has created a total of not less than a broadcast hour of material which has been produced by a recognised production company or authority.
 - vi. As a script editor who has script edited a feature film or three broadcast hours of material for broadcasting.
 - vii. Any person who, in the opinion of the Board, is of a professional standing entitling him or her to Full membership.
 - b. **Associate Membership** - Associate membership is available to those writers who do not meet the criteria for Full membership but who are working towards eligibility for Full membership or who or have a genuine desire to support the aims and objects of the Guild.
 - c. **Institutional Membership** - Any educational institution that offers a writing programme may apply for an institutional membership. Such a

membership shall only cover the students of that institution currently enrolled in writing courses.

- d. **Life Membership** - Any person may be invited by the Board to become a Life Member provided that they have been a fully financial member of the Guild for a total of not less than 20 years and are past the current age of retirement in New Zealand.
- 3) **Joining Fee** - All new members shall be required to pay a joining fee in addition to the current membership subscription. Any member rejoining the Guild after a period of having been unfinancial may, at the discretion of the National Office, also be required to pay the joining fee.
- 4) **Process to Decline** - Any application for membership may be declined by the National Office if the applicant does not meet the entry criteria. Any applicant who has been declined membership may appeal to the Board to have their membership application re-considered. The Board shall review the application at its earliest opportunity. The applicant shall have the opportunity to be heard in support of their application. The Board shall make a decision on the application and this decision will be final.
- 5) **Copies of Constitution** - All members shall receive, on acceptance of their application for membership, information as to how to access a copy of this Constitution through the NZWG website.
- 6) **Copies of Agreements** - All Full members shall receive, on acceptance of their application, information as to how to access all Guild agreements current at that time. Any negotiated change to an agreement shall be notified to each member where the existing copy is capable of alteration. If an agreement or part of an agreement is so re-written as to make alteration impractical, a new copy or substitute pages shall be made available.
- 7) **Arrears** - Any member being in arrears with payment of their annual subscription six months after the first notification of that subscription shall be deemed to be unfinancial and shall cease to be a member of the Guild.

6. RIGHTS AND DUTIES OF MEMBERS

1. **Rights of All Members** - All members shall have the following rights:
 - a. To receive information about Guild activities, contracts, rates of pay and other professional advice and reasonable access to Guild services commensurate with their membership level and status.
 - b. To be notified of any intended changes to this Constitution.
 - c. To be consulted on the setting up of new legal entities by the Guild unless this information is commercially sensitive.
 - d. To be given reasonable opportunities to evaluate Guild services.
 - e. To have any grievance they have with the Guild, Guild staff or Board handled in line with the procedure set out in the relevant Guild policy statement.Provided that no member shall have a claim against the Guild, whether financial or otherwise, for any loss that they have experienced or believe

they have experienced from any advice or information received from the Guild.

2. **Voting Rights** - Only Full members shall have the right to vote at General Meetings or for elections held to determine key officers and the Board.
3. **Duties of Members** - Every member is bound by this constitution and shall further the aims and objectives, interests, and influence of the Guild. All members shall:
 - a. Accept commissions in written form only.
 - b. Enter into contracts containing terms and conditions no less favourable than those laid down in any Guild Minimum Basic Agreement covering the work involved irrespective of whether or not the contractee is a party to the Agreement.
 - c. Enter into no contract with an individual, company or organisation appearing on the Guild's current strike list.
 - d. Refuse a credit which misrepresents the contribution made.
 - e. Abide by decisions of the Guild Board.
 - f. Behave in a manner likely to foster confidence, goodwill, and unity within and towards the Guild and not engage in any activity that could be deemed detrimental to the reputation of the Guild.
4. **Termination of Guild Membership** -
 - a. **By Board** - If a member knowingly breaches any of the conditions of clause 6(3) or if the Board considers that the member's occupation is likely to prejudice that member's attitude towards the Guild's aims and objectives or that the member's access to Guild information could frustrate the Guild in present or future negotiations or that the member's deeds or actions have damaged the Guild in any way then the member may, at the discretion of the Board, have their membership terminated in accordance with the provisions of clause 6(5).
 - b. **By Member** - Any member may terminate their membership by one month's notice in writing to the National Office and shall be accepted providing that all subscriptions owing to the date of termination have been paid.
5. **Process for Termination by Board** - If the Board feels there is a case for termination of membership under clause 6(4)(a) the Board shall forward to the member an email or letter outlining the case for termination. If the member wishes to contest the termination the applicant shall have 15 working days to forward to the National Office a submission regarding the case. The Board shall meet to discuss the termination and the member shall have the opportunity to be heard in support of their submission. The Board shall then make a decision on the application. Any decision to terminate a membership shall require at least a two-thirds majority vote of the full Board. This decision will be final and there shall be no right of appeal from this decision. Any member terminated under this clause may reapply for membership no sooner than one year from the date of their termination. Re-admittance shall be solely at the discretion of the Board and shall require at least a two-thirds majority vote of the full Board.

PART THREE: THE BOARD AND REGIONAL COMMITTEES

7. STRUCTURE AND PROCESS

1. **Location of Board** - The Board shall meet in the location of the National Office. Any Board member outside of the region of the National Office shall be able to participate in meetings by online, video or telephone conference call or other means of communication.
2. **Eligibility** - To seek election of the Board a member must have been a Full member of the Guild for a minimum of two complete, consecutive years – those years to be immediately prior to the closing date for nominations. However, if a candidate has been a Full member of the Guild for no less than two years at any previous time this requirement will be reduced to one year immediately prior to the closing date for nominations. No member who is currently, or who at any time in the preceding twelve months has been a board member or officer of the Screen Production and Development Association, the Directors and Editors Guild of New Zealand, the New Zealand Film Commission, New Zealand on Air or Te Māngai Pāho shall be eligible to seek election to the Board. Candidates for any of the positions of Regional Representative must be resident in the region they are seeking to represent.
3. **Term** - Elected board members shall serve a one year term.
4. **Number of Board Members** - The Board shall consist of a minimum of seven members and a maximum of eleven members.
5. **Elected Positions** - The Board shall be made up of the following elected positions:
 - a. A President or two Co-Presidents
 - b. A Vice-President;
 - c. A Regional Representative for the Northern region;
 - d. A Regional Representative for the Central region;
 - e. A Regional Representative for the Southern region;
 - f. A maximum of six additional Board members.
6. **Number of Meetings** - The Board is to meet a minimum of four times during its term.
7. **Contract** - All Board members will be required to sign a contract of service at the beginning of their term. This contract will list the responsibilities of Board service.
8. **First Meeting** - A meeting of the Board shall be held as soon as practicable after the Annual General Meeting and in any case within two months of such meeting.
9. **Appointment of Board Members** – the Board may, at its discretion, decide to share the workload of the presidency between the elected President and a

second existing Board member under a Co-Presidency for the current term. If there are no candidates for the position of President or Co-Presidents, Vice-President, Northern Regional Representative, Central Regional Representative, Southern Regional Representative or less than four candidates for the positions of additional Board members or if any Board member resigns or dies then the elected Board at any time shall appoint additional Board Members to fill the vacant positions. Board Members appointed in this way must fulfil the eligibility requirements for Board members in clause 7(2) and shall be deemed to have been elected to the Board and shall have all the duties and rights of other Board Members and their term of office shall last until the date of the next Board election.

10. **Election of Officers By the Board** - The Board shall, from within the ranks of the Board or the Guild staff, appoint a Secretary and Treasurer at its first meeting after the Annual General Meeting. If the Secretary or Treasurer is a Guild staff member they shall have the right to attend meetings and have equal speaking rights, shall count as a Board member for the purposes of forming a quorum but not in terms of clause 7(4) and shall not have the power to vote.

11. **Appointment Of Advisors** - The Board shall have the power to appoint up to two advisors to the Board. These advisors shall have all the rights of other Board members including the right to vote. Any advisor's term of membership shall come to an end at the next Annual General Meeting. The Board may, at any time and at its discretion, cancel any appointment and re-appoint a new advisor.

12. **Regional Committees** – The Regional Representatives elected under clause 7(5) shall, as soon as practicable after the Annual General Meeting organise a Regional Committee for the region they represent. The Regional Committee shall meet as regularly as the members of the Committee think necessary and shall be responsible for its own management and administration. The Regional Committees shall exist for the purpose of formulating policy for the region and assisting the Regional Representative, the Board and the National Office to provide services to Guild members in the region. The Regional Representative shall be responsible for reporting from the Regional Committee to the Board. The Board shall consider any recommendations made by the Regional Committee but shall not be bound by such recommendations.

8. ELECTION PROTOCOL

1. **Process of Election** - Elections shall be conducted by a postal or electronic vote of all Full members.
2. **Call for Elections** - At least eight weeks prior to the Annual General Meeting a notice of meeting with nomination forms for all elected Board positions shall be posted to all Full members of the Guild. Such forms are to be signed by the proposer, seconder, and nominee, all being Full members and returned to the National Office no later than four weeks prior to the Annual General Meeting along with a statement from the candidate of no more than 300 words. Should there be no more than one candidate for President or Co-Presidents, Vice-President, Northern Regional Representative, Central Regional Representative, Southern Regional Representative or no more than six candidates for the positions of additional Board

members then those candidates will be deemed to have been elected and no elections shall be required.

3. **Voting** - At least three weeks prior to the Annual General Meeting the National Office shall:
 - a. Email or if requested, post voting papers listing all those standing for the positions of President or Co-Presidents, Vice-President and the four additional Board members along with any statement provided by the candidates to all Full members of the Guild.
 - b. email or if requested, post voting papers listing all those standing for the positions of Northern Regional Representative, Central Regional Representative and Southern Regional Representative along with any statement provided by the candidates to all Full members of the Guild resident in the region the representative is standing for.
All voting papers are to be returned to the National Office no later than 5pm the day before the Annual General Meeting.
4. **Process of Election** - The following procedures must be followed for the processing of Board elections for postal or electronic votes:
 - a. **Receipt of Postal Votes** - All votes received by the National Office are to be kept in a locked, secure place.
 - b. **Counting of Postal Ballots** - Voting papers are to be counted by an independent assessor.
 - c. **Receipt of Electronic Vote** – All votes placed via a secure online portal or website shall be kept password protected.
 - d. **Confirmation of Electronic Count** – an independent assessor will confirm the result of the electronic vote.
 - e. **Results of Elections** - Results of the election shall be announced at the Annual General Meeting.

9. ROLE AND DUTIES OF THE BOARD

- 1) **The President and any Co-President** - The President and any Co-Presidents shall carry the ultimate responsibility for adherence to this Constitution. The President and any Co-President shall:
 - a. Ensure all meetings of the Board and the Annual General Meeting and any other official meeting of the Guild are carried out in accordance with the standard meeting procedures in Schedule A.
 - b. Exercise a casting vote as well as a deliberative vote in the event of equal voting at any Board meeting;
 - i. When Co-Presidents cannot agree on a unanimous casting vote, this vote is then deferred to the Vice President.
 - c. Ensure that all decisions of the Board are acted upon.
 - d. Perform all the functions usual and appropriate to the office of President.
- 2) **The Vice-President** - The Vice-President shall render all assistance to the President. The Vice-President shall:
 - a. Assume the powers of the President in their absence, in consultation with the Secretary and Treasurer.
 - b. In the absence of the President at any Guild or Board meeting, chair the meeting and have the usual powers of the President.

- c. In the event that the Co-Presidents cannot confirm a unanimous casting vote, the Vice President shall exercise the casting vote.
- 3) **The Regional Representative** – The Regional Representative shall be responsible for representing their region on the Board. The Regional Representative shall, with the support of the National Office:
- a. Oversee the management and administration of the Regional Committee in their region.
 - b. work with the Regional Committee, the Board, and the National Office to provide services to Guild members in their region.
 - c. convene the AGM for the region.
- 4) In addition, the Regional Representative shall have all duties and responsibilities of the Board pursuant to clause 9(6).
- 5) **The Secretary** - The Secretary shall be responsible for the administration of the Board. The Secretary shall:
- a. Summon and attend all meetings of the Board, record and circulate minutes of the meetings.
 - b. Conduct all correspondence of the Board, keep copies of and circulate letters sent and received for submission as required.
 - c. Hold and store securely all records and documents as required by the Board and produce the same as required.
 - d. Make all necessary returns and applications to the Registrar as required including notifying the Registrar of any change in the Constitution or a change in the address of the National Office.
 - e. Maintain Guild Policy Statements.
 - f. In the event of his or her resignation, deliver all records, documents, and property of the Guild to his or her successor within 14 days of resignation.
- 6) **The Treasurer** - The Treasurer shall oversee the finances of the Guild. The Treasurer shall:
- a. Keep such records and books of account as required and show clear and true statements of Guild finances.
 - b. Invest funds on behalf of the Guild as the Board may direct.
 - c. Oversee the financial administration of the Guild in accordance with clause 11.
 - d. Present as soon as possible after the end of financial year completed statements of accounts and all records as may be required to ensure as far as possible that an audited statement of Guild finances are available at the Annual General Meeting.
 - e. Prepare forecast budgets where required by the Board.
 - f. In the event of his or her resignation, to deliver all record, books of account and property of the Guild together with an audited statement of the financial position of the Guild at the date of resignation to his or her successor within 28 days following such resignation.
- 7) **The Board** - The Board shall be responsible for governing the Guild, ensuring the aims and objectives of the Guild are adhered to and upholding the Constitution in a manner likely to foster confidence, goodwill, and unity within and towards the Guild. The Board shall :
- a. Endeavour to ensure there are adequate funds to provide services to members.
 - b. Account to members and funding bodies for the management of funds.
 - c. Formulate and write the policy of the Guild and abide by this policy.
 - d. Monitor and control the quality of services provided by the Guild.

- e. Act as a fair and equitable employer of the staff employed by the Guild in accordance with any relevant statutory requirements.
 - f. Negotiate and supervise national agreements and disputes.
 - g. Promote and encourage communication between all Guild members with the purpose of establishing a wide body of opinion from members on which to formulate national policy on various issues of concern and interest.
 - h. Consider and make final decisions upon all remits and recommendations from the Annual General Meeting including those to change this Constitution.
 - i. Appoint representatives to other organisations. Representatives are to be appointed by majority vote of the Board.
- 8) **National Policy and Planning** - The full Board, including the Regional Representatives, shall meet in person at least once each year for the purpose of discussing Guild policy and planning.
- 9) **Personal Benefit** – no member of the organisation or any person associated with a member, shall participate in, or materially influence any decision made by the organisation, 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 shall be reasonable and relative to that which would be paid in an arm’s length transaction (being open market value).

10. ANNUAL AND SPECIAL GENERAL MEETINGS

1. **Annual General Meeting** - An Annual General meeting shall be held in the city, in person or online, of the National Office or in the region where the majority of membership reside, on a day during the month of April.
2. **Special General Meeting** - A Special General Meeting may be called by the Board at any time or by the membership should the Board be requisitioned to do so by ten Full members of the Guild, such requisition to state the business to be transacted and no other business shall be transacted except for that which the meeting is called.
3. **Notice of General Meeting** - Except as otherwise provided by this Constitution every General Meeting shall be called by notice to every member posted at least ten working days in advance of each meeting.
4. **Voting at General Meeting** - Every question at any General Meeting shall be decided by a simple majority of those Full members present and voting by show of hands provided that should any one Full member present require a secret ballot such ballot shall be taken under the direction of the Secretary.
5. **Quorum of General Meeting** - The quorum for any General Meeting held in the Northern region shall be ten Full members. The quorum for any General Meeting held in the Central or Southern regions shall be five Full members.

PART FOUR: ADMINISTRATION AND MISCELLANEOUS

11. FINANCES

1. **Financial Year** - The financial year of the Guild shall run from 1 January to 31 December.
2. **Money to be Property of the Guild** - All monies received from entrance fees, subscriptions, donations, income or otherwise shall be the property of the Guild and applied in carrying out the aims and objectives of the Guild and paying for its administration according to a budget or monetary policy laid down by the Board.
3. **Personal Benefit** – The organisation does not have the purpose of making a profit for a proprietor, member, or shareholder and prohibits a distribution of property in any form to a member, proprietor, or shareholder; and has a constitution that prohibits a distribution of property in any form to a member, proprietor, or shareholder.
4. **Amount of Fees and Subscriptions** - Entrance fees and membership subscriptions shall be such amounts as determined from time to time by the Board and in consultation with the Executive Director, taking into account the forecast budget prepared by the Treasurer and the views expressed at the Annual General Meeting.
5. **Auditor** - An auditor shall be appointed annually by the Board to audit or review the accounts of the Guild.

12. AMALGAMATION OR DISSOLUTION

1. **Procedure for Amalgamation or Dissolution** - The procedure for amalgamation and dissolution of the Guild shall follow that set out in Section 24 of the Incorporated Societies Act (Members may resolve to put society into liquidation).
2. **Amalgamation** - In the case of amalgamation the balance of assets over liabilities shall be incorporated into the property of the organisation with which the Guild is to amalgamate.
3. **Dissolution** - In the case of dissolution the balance of assets over liabilities shall be transferred to a charitable organisation selected by a simple majority of the members.

13. STRIKE BALLOT

1. **Proposal to Strike** - Should any dispute result in a proposal to strike a Special General Meeting shall be called.
2. **Secret Ballot** - At a meeting called under clause 13(1) a secret ballot of all members who would be involved in such a strike shall be held to determine whether or not a strike shall proceed. Any vote shall be passed by a simple majority.

14. OPERATION OF THE CONSTITUTION

1. **Constitution to Come into Operation** - This Constitution shall come into operation on the 21st of December 2022.
2. **Constitution To Replace Previous Constitution** - This Constitution shall replace any previous Constitution or rules of the New Zealand Writers Guild. However, any Board elected pursuant to any prior Constitution or rules is deemed to have been elected under this Constitution and is subject to the terms of this Constitution.
3. **Alteration of Constitution** - A notice of motion to alter, rescind or make additions to this Constitution shall emanate from a notice of motion to the Annual General Meeting forwarded to the National Office no later than twenty-one days prior to the meeting and circulated to all members with the final agenda. No addition to or alteration of the aims, personal benefit clause or the winding up clause shall be made which affect the tax-exempt status/non-profit body status. 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.
4. **Final Decision by Board** - Should a motion pursuant to clause 14(3) be carried by the meeting it shall go forward as a recommendation to the Board for consideration and final decision. A motion to alter the Constitution shall be passed by a simple majority of the Board. Any alteration shall apply to the Guild as a whole.
5. **Notification of Change** - The Secretary shall notify the Registrar and all members of any change to this Constitution.

15. OCCUPATIONAL CONTRACTS

1. **Initiation of bargaining** – If the Guild wishes to initiate bargaining for an occupational contract under the Screen Industry Workers Act 2022 (“**SIWA**”), a Special General Meeting shall be called.
2. **Secret ballot** – At a meeting called under clause 15(1), a secret ballot of all members regardless of their category of membership (eg, associate members) who do the work of a writer (as defined in the SIWA) shall be held to consider whether those members are in favour of the Guild initiating bargaining. Any vote shall be passed by a simple majority of those members present and entitled to vote.
3. **Ratification** – Where the Guild seeks the ratification of any occupational contract, all members regardless of their category of membership (eg, associate members) shall be entitled to vote on the ratification provided such members are also eligible voters under the SIWA.
4. **Other voting rights not affected** – For the avoidance of doubt, this clause 15 does not give persons who are not Full members the right to vote on any other matters under the Constitution.

16. COMMON SEAL

Control and Use of the Common Seal - The common seal of the Guild shall be kept in the custody of the Board and may be affixed to any document only by resolution of the Board and must be countersigned by the President (or, where there are two Co-Presidents, both Co-Presidents) and another Board Member.

SCHEDULE A: STANDARD MEETING PROCEDURES

A. BOARD MEETING

1. **Proceedings** - Subject to the provisions of this Constitution, the Board will meet together to conduct their business, adjourn and otherwise regulate their meetings as they think fit, however such proceedings should generally follow commonly accepted meeting procedure and must follow any specific guidelines set out in this Constitution including the following:
 - a. The President or Co-Presidents shall act as Chairperson. If the President or Co-Presidents is not present or decides not to act as Chairperson, the meeting shall nominate another Board member to act as Chairperson for that meeting.
 - b. No discussion shall take place except on a motion or an amendment duly proposed and seconded.

- c. A Board member, having moved a motion may, with the consent of the seconder and the meeting, withdraw it without a vote having been taken.
 - d. In the event that any Board member is dissatisfied with a ruling by the Chairperson they may move that the Chairperson be disagreed with. The Chairperson will thereupon vacate the chair to a substitute acceptable to the meeting. The mover and the Chairperson will respectively state their reasons whereupon a vote shall be taken, the result of which shall not be appealed against and shall be accepted by the Chairperson who shall thereupon resume their position.
 - e. Should any member persist in defying the ruling of the Chairperson, the Chairperson shall ask the meeting to vote on the question of their expulsion from the meeting without the motion being moved.
2. **Notice** - Subject to a waiver of this requirement by all the Board in office for the time being, no meeting of the Board will be held unless all the Board members have been given seven days' notice of the proposed meeting (which notice may be issued by or on behalf of any one or more of the Board).
 3. **Quorum** – No item of business will be transacted at a meeting of the Board unless a quorum of the Board is present (including as defined in item 7) during the time when the Board are considering that item. The quorum will be five members of the Board.
 4. **Voting** – Subject to the terms of this Constitution, questions arising at any meeting will be decided by a majority of votes. In the case of equality of votes, the Chairperson shall have a second or casting vote.
 5. **Minutes** – The Board will keep minutes of all meetings and will be approved by the Board at the following meeting. Any minute or extract from any such approved minutes signed by the Chairperson of the meeting shall be sufficient evidence without further proof of the matters referred to in that minute.
 6. **Written Resolution** – A resolution in writing, signed by all the Board or all of the Board permitted to vote on the particular subject matter of the resolution, will be as valid and effectual as if it had been passed at a meeting of the Board. Any such resolution may consist of one or more documents (including letters, facsimiles, electronic mail or other similar means of communication) in similar form, each signed by one or more of the Board permitted to vote on the resolution. For the purposes of this provision a Board member will have deemed to have signed electronic mail by putting their name at the bottom of the message.
 7. **Conference Call, Video Call or Online Meetings** – The Board may meet in person or by the contemporaneous linking together by telephone, video or online platforms or any other communications (“such means”) of a number of the Board being not less than the quorum. All the provisions in this Constitution as to meetings will apply to such meetings by such means, so long as the following conditions are met:
 - (a) all the Board for the time being entitled to receive notice of a meeting will be given notice of the meeting.

- (b) each of the Board taking part in the meeting must be able to hear each of the others taking part at the start of the meeting.
- (c) at the start of the meeting, each of the Board taking part must acknowledge his or her presence for the purpose of such meeting to all the others taking part; and
- (d) a member of the Board taking part may not leave the meeting by disconnecting such means without having previously obtained the express consent of the Chairperson of the meeting and unless the member has obtained such express consent will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting.

B. GENERAL MEETING

1. **Proceedings** – Subject to the provisions of this Constitution proceedings for any General Meeting should generally follow commonly accepted meeting procedure and must follow any specific guidelines set out in this Constitution including the following:
 - (a) No discussion shall take place except on a motion or an amendment duly proposed and seconded.
 - (b) Any Member may have speaking rights at the meeting, however only Full members shall have the right to move, second or vote on a motion.
 - (c) A Full member, having moved a motion may, with the consent of the seconder and the meeting, withdraw it without a vote having been taken.
 - (d) In the event that any Full member is dissatisfied with a ruling by the Chairperson they may move that the Chairperson be disagreed with. The Chairperson will thereupon vacate the chair to a substitute acceptable to the meeting. The mover and the Chairperson will respectively state their reasons whereupon a vote shall be taken, the result of which shall not be appealed against and shall be accepted by the Chairperson who shall thereupon resume their position.
 - (e) Should any Member persist in defying the ruling of the Chairperson, the Chairperson shall ask the meeting to vote on the question of their expulsion from the meeting without the motion being moved.
 - (f) Members shall be allowed five minutes only to speak on any motion, an amendment to a motion or a reply, but the meeting may grant an extension to any speaker by a majority vote.