

Writers' Guild of South Africa

THE WRITERS' GUILD OF SOUTH AFRICA

CONSTITUTION

Reflecting changes adopted at the Writers' Guild of South Africa's Annual General Meeting held on 13 July 2019.

FOUNDING PROVISIONS

1. NAME

1.1 There is hereby established, on 9 May 2009, an association of performance writers, to be known as the WRITERS' GUILD OF SOUTH AFRICA (the WGSA).

2. LEGAL PERSONALITY

The WGSA shall:

- 2.1 Be a juristic person that exists in its own right, separately from its members.
- 2.2 Have perpetual succession and will continue to exist even when its membership changes and office bearers are replaced from time to time.
- 2.3 Be able to acquire and dispose of assets (including the right to movable and immovable property).
- 2.4 Be able to incur obligations, enter into legal transactions and sue or be sued.
- 2.5 No member has or may have, either directly or indirectly, any personal or private interest in the WGSA. The WGSA does not or may not have a share or other interest in any business, profession or occupation which is carried on by its members.
- 2.6 The organisation is not and will not knowingly become a party to, and does not and will not knowingly permit itself to be used as part of, an impermissible avoidance arrangement contemplated in Part IIA of Chapter II of the Income Tax Act, 1962, or a transaction, operation or scheme as contemplated in section 103(5) of that Act.
- 2.7 Be an organisation not for gain, as defined in the Non-Profit Organisations Act of 1997 ('the Act').
- 2.8 Comply with the requirements of Section 30 of the Income Tax Act, 1962.

3. SCOPE

3.1 The WGSA is open to all performance writers. This includes but is not restricted to writers who work in film, television, animation, radio, mobile & digital formats, playwrights, lyricists, computer game creators, audio description, "new" media and speech writers.

- 3.2 The members of the WGSA are all unique individuals, and the WGSA celebrates their diversity. It subscribes to the preamble to the Constitution of South Africa which recognizes the injustices of our past, and affirms that South Africa belongs to all who live in it. The WGSA undertakes to take active steps to promote and advance diversity and equality in its own ranks.

4. OBJECTIVES

The aims and objectives of the WGSA are to represent, promote and protect the specific needs and interests of performance writers. This will include:

- 4.1 To protect performance writers by collectively negotiating on behalf of members in relation to terms and conditions of service, intellectual property rights and job security.
- 4.2 To empower performance writers by informing them of their economic and intellectual property rights and by advancing those rights.
- 4.3 To develop performance writers to advance their employment prospects by raising the standard of professionalism.

5. MEMBERSHIP

- 5.1 A person shall qualify for membership of the WGSA according to one of the following categories:
- 5.1.1 A **Full** Member: a performance writer who **has had work produced** in any of the scope disciplines. A Full Member shall have **a vote** in a General Meeting, will be eligible for a council seat and will share in all benefits. A Full Member may use their status as a Full WGSA Member in their credit by placing the letters WGSA behind their name.
- 5.1.2 A **Candidate** Member: an aspirant performance writer who **has not yet had work produced**. Once a script has been produced, a Candidate Member must apply for change of membership. A Candidate Member shall **not have a vote** in a General Meeting, will not be eligible for a council seat, but will share in all WGSA benefits. A Candidate Member may not use the WGSA membership status as credit.
- 5.1.3 A **Student** Member: an aspirant performance writer **enrolled at a learning institution**. Applications must be accompanied by valid proof of enrolment. Once a member's status changes, application for changed membership must be submitted. A Student Member shall **not have a vote** in a General Meeting. Such a member will not share benefits, but will receive professional development from the WGSA.
- 5.2 Council may decline applications on reasonable grounds.
- 5.3 On being accepted, a member shall be immediately required to pay the required annual subscription. If this is not done within 30 (thirty) days, the application will be cancelled. Membership is valid for 365 days from day of first payment and renewable annually.
- 5.4 Annual membership fees will be determined by Council and ratified by membership at the next AGM.

- 5.5 Council may stipulate a reduced membership fee for persons over 60 years of age.
- 5.6 Any member whose current annual subscription is not fully paid will not be eligible for any benefits, or have voting rights at any meeting. A member whose current subscription is more than two (2) months in arrears, payment plans included, will cease to be a member of the WGSA.
- 5.7 Any member intending to resign must provide at least one calendar month's notice in writing. Membership subscriptions are not refundable.
- 5.8 Members are required to attend the Annual General Meeting where they may inter alia exercise their right to determine the policy of the organisation through voting and submission of proposals. Should a Member for good reason be unable to attend, they may designate another Member attending to act as proxy. No member may hold proxies representing more than 5% of membership in good standing.

5.9 Discipline and Grievances

5.9.1 A Member may be suspended or expelled from the WGSA by Council or charged by Council under the following circumstances:

5.9.1.1 If a Member fails to comply with any of the terms of the Constitution or any lawful decision of Council, or does anything prejudicial to the interests of WGSA, including, but not limited to, conduct that undermines the WGSA.

5.9.1.2 If a Member defrauds the WGSA in any way, which shall also mean any act of dishonesty prejudicial to the interests of the WGSA.

5.9.2 Council shall first attempt to resolve the conflict/dispute by consensus between the aggrieved party or parties and the person or persons against whom an allegation has been made by consensus. If agreement is not reached, Council shall appoint a Disciplinary Committee, in terms of WGSA's disciplinary procedures.

5.9.3 Any Member, who believes that another Member of the WGSA has breached WGSA protocols, and in so doing through action or inaction, has caused harm or has damaged the professional standing of the complainant Member and/or the WGSA, may register a grievance with Council in terms of the WGSA's grievance procedure.

6. WGSA STRUCTURES

6.1 The WGSA shall be governed by a Council consisting of not less than five members. They shall be Members in good standing elected at the Annual General Meeting of the WGSA and will be the Office Bearers of the WGSA.

6.2 At the first meeting held after the AGM, which must be held within fourteen (14) days of the AGM, the Council will elect from amongst them the following office bearers: Chairperson, Vice-chairperson, Treasurer. These three persons shall not be connected in relation to each

other and will accept the fiduciary responsibility for the WGSA. If a suitable candidate is not available for the position of Treasurer a suitable candidate may be appointed from the general membership or from outside the organisation.

- 6.3 The Council will also nominate and elect a suitable candidate to exercise financial oversight of the Council finances, a suitable candidate may be appointed from the general membership or from outside the organisation.
- 6.4 The Council shall create such portfolios as it may deem necessary to fulfil the purpose of the WGSA.
- 6.5 Council will be elected annually at the AGM. Existing council members need to be re-elected by the voting members. The chairperson may not retain a position of chairperson for more than four consecutive years.
- 6.6 Council Members who, without excuse, absent themselves from two council meetings without apology, within a twelve month period, shall automatically forfeit their membership of Council. Council will decide by majority vote whether Council Members who absent themselves from four council meetings with apology, within a twelve month period, shall remain on Council. All council members will have a vote. Remaining Council may then co-opt a suitable WGSA Member to take such former Council Member's place.
- 6.7 In the event of Council Members leaving Council in terms of sub-clause 6.6 or due to resignation or for any other reason, Council may co-opt Members on to the council to replace the exiting Council Members. Following the ratification of these appointments by a vote of Council, the co-opted Council Members shall have full voting powers on council, and will hold office until the next AGM.
- 6.8 The Council at their discretion may appoint sub-committees to deal with any aspect of the WGSA's objectives and/or business. Such sub-committees will report back to Council within a specified time. Members of such sub-committees need not necessarily be Members of Council but should be members of the WGSA in good standing.
- 6.9 Council meetings shall take place at least bi-monthly, excluding December. Two thirds of Council Members (including their proxies) shall constitute a quorum.
- 6.10 **Voting process:** Council shall vote on matters by show of hands, ballot or electronic media and a simple majority will carry a decision. No single person shall directly or indirectly control the decision making powers of the organisation.
- 6.11 **Election process:** Council Members must be nominated and seconded in writing or by electronic media, and must accept the nomination in writing or by electronic media. The nomination process must be concluded at least one week before the AGM. The election process (by electronic media or electronic ballot) will commence one week before the AGM. Voting will be open until one hour before the AGM. The results of the election process will be announced during the AGM.

7. MANAGEMENT AND POWERS OF THE ORGANISATION

- 7.1 The Council may take on as much but no more power and authority than is necessary to achieve the objectives of the organisation.

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- 7.2 The Council shall employ, within the budget available to them, such executive and administrative staff required for the running of the WGSA, and for the implementation of the WGSA's objectives.
- 7.3 The Chairperson, Vice-Chairperson, Treasurer, together with such executive and administrative staff employed, will form an Executive Committee in order to manage the day to day running of the WGSA.
- 7.4 The Council will allocate to the Executive Committee the powers and authority necessary to achieve their deliverables.
- 7.5 All members of the WGSA agree to abide by the decisions made by Council.

8. MEETINGS AND PROCEDURES

8.1 ANNUAL GENERAL MEETING

- 8.1.1 The Annual General Meeting of the WGSA shall be held within 90 days of the financial year end at a venue or such other place as the Council may select. Members not able to physically attend may attend via electronic media. In case council choose an electronic media such a meeting will remain open for 72 hours.
- 8.1.2 Notice of the time, place and date of the meeting must be given to all members not less than twenty one (21) days before the scheduled date.
- 8.1.3 A simple majority of the total voting membership (including proxies) shall constitute a quorum at a General Meeting and Members may take decisions and pass resolutions on WGSA business by simple majority of those attending / participating (including proxies). Amendments to the Constitution of the WGSA may only be made in accordance with the terms laid out in paragraph 12.
- 8.1.4 Should a quorum not be established at a General Meeting, the meeting will continue nevertheless but decisions taken at this meeting (excluding amendments to the Constitution of the WGSA) shall require a two thirds majority of those attending or participating via electronic media (including proxies) in order to be binding. Amendments to the Constitution of the WGSA may be proposed, but not passed at such a meeting.
- 8.1.5 The public officer, who may not be a member of council or have voting rights, shall oversee the election process.

8.2 SPECIAL GENERAL MEETING

- 8.2.1 Council may at any time call a Special General Meeting to discuss any matter or matters that the Council deems to be of sufficient urgency or importance as to require such a meeting.
- 8.2.2 A Special General Meeting can also be requested by Members in writing and such request must be signed by not less than twenty Members in good standing. The request must state the purpose for which the Special General Meeting is being called. The executive committee will ensure that such a meeting takes place within thirty (30) days of receiving the request.

8.3 MEETING AND VOTING PROCESS

- 8.3.1 Voting may be done by a show of hands, secret ballot, proxy or electronic media or any combination of the above.
- 8.3.2 Meetings may be conducted by face-to-face or via the use of telephonic, video or computer conferencing or any combination of the above, provided that such meetings are duly recorded and the minutes are kept safe and on hand for members to consult.

9. MANAGEMENT OF FUNDS AND PROPERTY

- 9.1 All incoming funds from subscriptions or any other source shall be deposited by the Treasurer or appointed Executive in a banking account, or be suitably invested, in the name of the WGSA.
- 9.2 All funds received are to be utilised in line with a specific itemised budget approved by Council and ratified by the Treasurer, Financial Oversight, and the Members at the AGM. Should funding be received from a donor who specifies a particular allocation for the use of such funds, spending will be executed in line with the itemised budget in the donation agreement. All expenses must be compiled and allocated to the appropriate budget and be utilised in line with the WGSA's approved programmes and projects as per the strategic plan. Such expenditure must be approved by the Treasurer before it can be affected. Any cheques or electronic transfers drawn against the WGSA bank account to meet the expenses of the WGSA shall be signed (in the case of cheques) or signed off (in the case of electronic transfers) by the Treasurer, Financial Oversight and the Chairperson. All financial transactions must be in line with the WGSA Financial Manual.
- 9.3 All necessary books and accounts shall be kept up to date by the appointed Executive and checked by the Treasurer and Financial Oversight, in line with International Financial Reporting Standards (IFRS).
- 9.4 An annual Balance Sheet shall be compiled by the WGSA appointed Auditors and shall be presented to the Members at the Annual General Meeting of the WGSA.
- 9.5 No activity within the WGSA may directly or indirectly promote the economic self-interest of any fiduciary or employee of the organisation other than by way of reasonable remuneration. No excessive remuneration, as defined in the Fourth Schedule of the Act, will be paid to any employee, office bearer, member or other person, but remuneration will be based on what is generally considered reasonable in the sector and in relation to the service rendered, and may not economically benefit any person in a manner not consistent with its objectives
- 9.6 The WGSA may not give, donate or loan any of its money or property to its members or office bearers or employees, except for those articles assigned to the Members Library.
- 9.7 The members or office bearers of the WGSA have no rights to the possessions of the WGSA.
- 9.8 The WGSA will keep an inventory of all assets.
- 9.9 The WGSA's financial year will end on the last day of February of each year.

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- 9.10 All necessary financial documentation must be lodged with the Department of Social Development within six months of the financial year-end. The organisation will comply with such reporting requirements as may be determined by the Commissioner from time to time.
- 9.11 The principles in the Public Finance Management Act (PFMA) shall be adopted as the guideline for financial management due to the WGSA receiving and spending donor funding (most of which is from public bodies and/or non-governmental entities).
- 9.12 The WGSA has the responsibility to raise funds (by way of annual member subscriptions as well as from other sources) necessary for the sustainability of the WGSA and the implementation of its aims and objectives.

10. ADDRESSES AND NOTICES

- 10.1 Every Member shall supply the WGSA with their residential, postal and email address and must acquaint the WGSA of any change of address. Any communication to any member shall be deemed to have been served on such member if sent to the last postal, physical or electronic address supplied by him/her.

11. LAWFUL ACTION

- 11.1 The WGSA may take any legal action that is deemed advisable, desirable and/or necessary by Council to support, protect and advance the interests of its members.
- 11.2 Office-bearers are not personally liable for any loss suffered by any person as a result of an act or omission which occurs in good faith while the office-bearer is performing functions for or on behalf of the WGSA. This clause does not relieve any person of their common law or statutory legal obligations in respect of negligence.

12. AMENDMENTS TO CONSTITUTION

- 12.1 Any amendment to this Constitution shall require a two-thirds majority (of members attending, along with their proxies) at a General Meeting of the WGSA.
- 12.2 Proposed amendments to the Constitution of the WGSA may be submitted electronically to the total membership and require support by a two thirds majority of the total voting membership, voting electronically, in order to be effective.
- 12.3 In terms of the Non-profit Organisations Act No. 71 of 1997, the executive committee will submit any amendment of the constitution to the Commissioner within 30 days of its amendment.

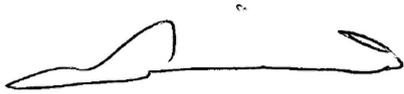
13. DISSOLUTION

- 13.1 The WGSA may be dissolved by resolution supported by not less than a two-thirds majority vote at a General Meeting, and this dissolution will only take effect when confirmed by a two-thirds majority of a postal or electronic vote of the total membership.

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- 13.2 Intention to introduce such a motion must be lodged in writing with the Chairperson thirty days prior to the holding of the General Meeting or a Special General Meeting called for the express purpose of considering such a motion.
- 13.3 If the WGSA is to be dissolved by resolution, or for whatever reason the WGSA is unable to continue to function, a liquidator must be appointed. Upon the winding up or liquidation or within six months from the withdrawal of its tax exemption, the WGSA undertakes to transfer its assets remaining after the satisfaction of its liabilities to the South African Screen Federation (SASFED), NPO registration number 052-633, another entity with similar objects and which is approved in terms of section 10(1)(d) ((iii) or (iv) of the Income Tax Act, 19.

Accepted by the Members of the WGSA at the AGM held 13 July 2019.



Harriet Meier: WGSA Chairperson

Date: 22 July 2019