

[Translation]

CONSTITUTION AND RULES OF PEN AFRIKAANS

as adopted at a meeting of members of the Association at Stellenbosch on 20
October 2012

CONSTITUTION

NAME:

- 1 The name of the association is PEN Afrikaans (hereinafter called the Association).

NATURE:

- 2 The Association is a non-profit organization, independent of government and politically non-aligned.
- 3 The Association is a body corporate existing in its own right, separately from its members, and legal person that and may own property and other assets.
4. As a legal person the Association is able to sue and to be sued in its own name.
- 4.5. The Association through its membership of PEN is the representative of its members and of the community of Afrikaans writers in an international context.
6. The Association shall continue to exist even when its membership changes and there are different office-bearers.

OBJECTIVES:

5. The Association's prime function is to protect and promote the interests of Afrikaans writers in the broadest context in accordance with the principles contained in the PEN Charter, which forms an integral part of this Constitution and is included as section R3 of the Rules.
6. The Association accordingly furthers the interests of literature in general, protects and promotes language rights, and champions freedom of speech and the right to independent thought.

- 6.1 To these ends the Association also commits itself to ~~any~~ projects initiated or supported by International PEN, injecting local content and character where possible.
7. The Association works closely with South African PEN and any other writers' association and PEN Centre existing or being established in South Africa in order to protect and promote the interests of all writers in the country in accordance with the principles contained in the PEN Charter.

ORGANISATION:

8. The Association consists of its members, of which there are different categories (as stipulated in the Rules). To constitute a congress, Members meet at least once a year at a time and place, or in a manner, determined by the Executive.
9. The Association exists and functions in accordance with this Constitution and the Rules which form a part thereof, as adopted and as the case may be amended by a two-thirds majority of its members at an annual meeting.
10. The Association, in accordance with its constitution, elects an Executive at a general or special annual meeting to ensure that its objectives are realized. The Executive and /or its individual members may be re-elected.
11. The Association is an affiliated member of International PEN and conducts its affairs in accordance with the PEN Charter and such requirements as PEN may determine for its affiliated centers from time to time.
12. The Executive establishes a postal address for its secretariat, maintains a website, and operates a bank account.
13. To achieve its goals specifically in respect of Afrikaans, the Association may
 - 13.1 engage on behalf of authors with publishers and other stakeholders regarding the rights and remuneration of authors;
 - 13.2 establish committees and working groups to study all aspects of the Afrikaans language and literature and to make recommendations in this respect; and
 - 13.3 utilize the media to promote the Afrikaans language in its widest use and to further Afrikaans literature.

AMENDMENTS TO THE CONSTITUTION

14. The constitution may only be amended by a Resolution approved by a two-thirds majority vote at the annual meeting or at a special meeting called for that purpose. In all instances members must be fully informed of the proposed changes at least fourteen days prior to the meeting.
14.1 The details of the proposed amendment of the constitution shall be conveyed to members not less than fourteen (14) days before the meeting at which the proposed amendment of the constitution will be discussed.

DISSOLUTION

15. The Association may be wound up or dissolved by two-thirds of the members present and voting at a meeting specifically called for that purpose.
16. At the dissolution of the Association the members present at the meeting referred to in section 15 decide on the transfer of any assets that may exist as well as the storage of relevant documentation.

RULES

STATUS

- R1. The Rules form an integral part of the Constitution and can only be amended by a two-thirds majority of the votes at a meeting, or in accordance with the provisions in R19.1 below.
- R2. The Rules determine the governance of the Association and related matters.
- R2.1 The Appendices do not form part of the Rules, but are ancillary documents which may be amended from time to time by the Executive at its discretion in accordance with the provisions of the Constitution.

THE PEN CHARTER

- R3. The affairs of the Association as reflected in the Constitution and its Rules are conducted in accordance with the Charter of PEN International, which reads as follows in Afrikaans:

DIE HANDVES VAN PEN INTERNASIONAAL

Die PEN-handves is gegrond op besluite wat by ons internasionale kongresse geneem is en kan soos volg saamgevat word:

PEN bevestig dat:

Letterkunde geen grense eerbiedig nie en, in weerwil van politieke of internasionale woelinge, gemeengoed tussen mense moet bly;

Onder alle omstandighede, en veral ten tye van oorlog, behoort die erfenis van die ganse mensdom onaangetas deur nasionale of politieke dryfvere te bly;

Lede van PEN te alle tye die invloed tot hul beskikking behoort te gebruik om goeie begrip en onderlinge respek tussen volkere te bevorder: hulle onderneem om hul uiterste bes te doen om rasse-, klasse- en nasionale haat te besweer, en om die ideaal van 'n mensdom wat in vrede in een wêreld woon, na te streef;

PEN staan vir die beginsel van die onverhinderde oordrag van denke binne elke volk en tussen alle volkere, en lede onderneem om elke vorm van onderdrukking van spraakvryheid in die land en in die gemeenskap waartoe hulle behoort, teen te staan, sowel as orals ter wêreld waar dit ook al moontlik is. PEN is ten gunste van 'n vrye pers en staan arbitrêre sensuur in vredestryd teen. Die Vereniging glo dat die noodwendige voortgang van die wêreld na 'n hoogs georganiseerde politieke en ekonomiese orde vrye kritiek op regerings, administrasies en instellings nodig maak. En aangesien vryheid vrywillige beheer veronderstel, onderneem lede om sodanige euwels van 'n vrye pers soos leuenagtige publikasie, opsetlike onwaarheid en die verdraaiing van feite vir politieke of persoonlike gewin teen te staan.

Lidmaatskap van PEN is oop vir alle kwalifiserende skrywers, redakteurs en vertalers wat hulle by dié beginsels neerlê, ongeag hul nasionaliteit, etniese afkoms, taal, kleur of godsdiens.

MEMBERSHIP

R4. Different categories of membership may be instituted by the Constitution but only ordinary and life members shall vote at meetings or be elected to committees of the Association.

R5. Ordinary membership is restricted to writers, translators, reviewers, analysts, editors (including newspaper, magazine and book editors), publishers and journalists -

R5.1 who endorse the founding principles, beliefs, aims and *modus operandi* of the Association and subscribe to the principles of the PEN Charter;

R5.1.1 whose names appeared on the membership list of PEN Afrikaans on 20 October 2012;

OR

R5.1.2 who have applied for membership in accordance with specific requirements in the prescribed manner as determined from time to time and

reflected in the application form [Appendix 1] and whose membership has been approved by the Executive or at a general meeting;

AND

- 5.2 who have paid the membership fee as determined by the Congress.
- R6. Life membership is awarded by the Congress to an ordinary member or a former ordinary member in recognition of sustained commitment to the Association and its objectives.
- R7. Honorary membership is awarded by the Congress to a person who is not an ordinary member of the Association as a token of appreciation for and recognition of his/her dedication to the ideals of PEN.
- R8. Other forms of membership may be considered by the Executive from time to time and shall be awarded with the written approval of two-thirds of the voting members.
- R9. Termination of membership occurs through the written resignation of a member, upon the death of a member, or by the termination of his/her membership by the Executive for being six months in arrears with payment of membership dues, or for conduct inconsistent with the Constitution.
- R10 The financial liability of a member in respect of any debt or obligation of the Association is limited to any unpaid membership fees at the time when such liability may arise.

CONGRESS

- R11. The Congress is the governing body of the Association and is constituted by ordinary and life members of the Association attending a duly constituted meeting.
- R12. The Congress meets annually at a time and place and in a manner determined by the Executive.
- R13. The Congress holds special meetings whenever the Executive deems it appropriate or is requested to do so in writing by 30% of its members.
- R14. The quorum for a meeting of Congress is constituted by the attendance of 40% of the voting members or 30 such members, whichever is the lesser.

- R15. Only ordinary and life members have a vote in Congress.
- R16. Absent voting members may participate in a vote by proxy entrusted to a member provided that:
- R16.1 The Executive receives, at least five days working days before the meeting, a written confirmation of the mandate setting out details of matters on which the proxy may vote; and
 - R16.2 the proxy personally produces the written authority and votes accordingly at the meeting.
 - R16.3 A proxy form is included in the Appendices of this document.
- R17. Other members and non-members may attend Congress as observers, but the Congress may occasionally meet *in camera*.
- R18 Congress
- R18.1 approves the audited financial report of the past year and an interim report of the outgoing Executive;
 - R18.2 elects the Executive of the Association;
 - R18.3 formally approves the Constitution and Rules of the Association and amends these if and when deemed necessary;
 - R18.4 takes further decisions at its discretion to promote the interests of the Association, including the establishment of specific committees to coordinate and expand the activities of the Association in respect of International PEN.
- R19. Voting is by show of hands unless the Chairman rules otherwise or is so instructed by a simple majority vote of Congress.
- R19.1 Voting for the Executive is always by secret ballot.
- R20. If no quorum is present at a meeting of Congress, the meeting may proceed.
- R20.1 All decisions taken at such a meeting shall have effect only if approved by 30% of the members by means of a virtual vote, with the further proviso that amendments to the Constitution and Rules must be approved by 50% of the members in such a vote.

R21. The Executive may, by way of the highest exception, test the wishes of the members by way of a virtual vote when it so decides, or is so instructed by 40% of the members.

R21.1 Such voting is only conducted when there are urgent reasons why the matter cannot be postponed until a next meeting.

R21.2 The outcome of such a vote shall only be valid if 60% of the eligible members cast their votes.

R21.3 Satisfactory measures must be implemented by the Executive to eliminate fraudulent voting.

THE EXECUTIVE

Composition

R 22. The Executive consists of a chairperson (president), a deputy chairperson (vice-president) and five members elected by Congress from among its members by secret ballot.

R 22.1 The Executive shall be convened by the newly elected chairman as soon as possible during the annual congress, constitute itself, and appoint a secretary and a treasurer.

R23. The Executive is elected for a term of one year.

R24. The Executive has the right to supplement its membership by the co-optation of a maximum of three additional members.

Meetings

R25. The Executive meets at least twice a year in person.

R25.1 A quorum is constituted by the majority of the Executive members.

R25.2 The chairperson shall act as chairperson of the Executive. In the absence of the chairperson, members present shall, before the start of the meeting, elect one from their number to chair the meeting.

R25.3 The chairperson, or two members of the Executive, may call a special meeting.

R25.4 Advice of such special meeting shall be given to other members of the Executive not less than 21 days before it is due to take place, stating the issues to be discussed at the meeting.

R25.5 Should the appointment of a new member to the Executive be one of the matters to be discussed, other members of the Executive shall be given not less than 30 days notice.

R26. The Executive may also conduct virtual meetings, but the quorum for such meetings is at least 70% of Executive members.

R27. In the event of a tie, the chairman has a casting vote.

R28. The Executive may if it so wishes set up one or more subcommittees.

R28.1 A subcommittee shall consist of at least three persons.

R28.2 The subcommittee shall report regularly to the Executive.

R29. Minutes of all meetings shall be kept safely and always be on hand for members to consult.

R29.1 The minutes of all meetings shall be approved at the next meeting.

Duties

R28. In respect of the immediate past Congress or any other meeting of the Association, the Executive shall

R28.1 approve the minutes of the Congress or meeting;

R28.2 ensure within seven days after the annual Congress the correctness of the financial report made to the Congress, and

R28.3 give effect to all instructions and resolutions of the Congress.

R29. In respect of the next Congress of the Association's members, the Executive

R29.1 decides on a date and venue for the Congress;

R29.2 gives members 90 days prior notice of such date and venue of the Congress;

R29.3 finalizes the agenda, also by requesting members to submit items for the agenda 21 days before the date of the Congress;

R29.4 circulates the agenda to all members at least 14 days before the date of the Congress.

R30. The Executive *may*, if desirable, call a further meeting of the members of the Association at a convenient date and venue, giving 30 days advance notice of the date, venue and manner of such a meeting and ensuring that the agenda is sent to members at least 14 days before that date.

R31. The Executive *shall* arrange a meeting of the members of the Association, the date, venue or manner being suitable, within 40 days after being requested in writing to do so by 30% of paid-up members.

R31.1 The reason for the request must be clearly set out by way of a proposal.

R31.2 Arrangements shall be made with 30 days advance notice of the date, venue and manner of the meeting, and with an agenda sent to members at least 14 days before that date.

R32. The general duties of the Executive include the following:

R32.1 The management and the promotion of the interests of the Association and its members;

R32.2 The approval and admission of new members;

R32.3 The meticulous compilation of a complete mailing list of members, which is accessible to all members;

R32.4 Acting for and on behalf of the Association as a legal person;

R32.5 Representing members at PEN;

R32.6 Providing written annual reports on the activities of the Executive (including financial reports) to the Congress, or when requested by members.

Communication with members

R33. The Board communicates with members of the Association by means of e-mail addresses furnished when applying for membership, unless the member has reasonable grounds for another preferred form of communication.

R34. It is the responsibility of members to ensure that the Executive has valid and functioning addresses.

R34.1 Members who fail to do so will have no recourse if they do

not receive notices from the Executive.

- R35. The Executive reserves the right to provide members with confidential access codes for electronic communication, and to ignore communications from members which are not in accordance with such codes.

Financial Year

- R36. The financial year of the Association runs from 1 January tot 31 December.

Legal Personality

- R37. The Association is a legal person and in this capacity may assume rights and duties in its own name, purchase and sell property in its own name, and can sue and be sued.
- R38. A member's responsibility is limited to his/her outstanding membership dues.

APPENDICES

- A Membership Application Form (requiring that the applicant indicate the category of membership being applied for and furnishing supportive information).
- B Proxy Form (conferring a proxy to vote on a specific issue or on all matters considered at the meeting).