



## CONSTITUTIONAL AMENDMENTS

The special resolutions propose a number of changes to the Australian Library and Information Association Limited Constitution. These proposals are based on a review of the ALIA Constitution carried out by the ALIA Board of Directors over the last year. The aim of the review was to ensure that our governance is simplified; reflects a modern Association; provides greater efficiency and flexibility, and acknowledges the expanding role of technology.

After a thorough discussion of the current constitution by ALIA's Finance and Risk Management Sub-Committee, the opportunity for feedback from members (President's column, *INCITE* November/December) and with guidance from Associations Forum, the Board is proposing a number of changes, including: the introduction of online voting options at the AGM; the reduction of the AGM quorum from 21 to 11; the removal of the requirement for a Director representing institutional members (all Directors act on behalf of personal and institutional members); and a change of title from Executive Director to Chief Executive Officer. It is proposed that the National Advisory Congress provisions be incorporated into the Association by-laws instead of the constitution, but there are no plans to discontinue this annual round of member gatherings. Further amendments tidy up the wording of the constitution, for example, Secretary becomes Company Secretary.

The proposed amendments have been unanimously endorsed by the ALIA Board of Directors. The Board recommends that ALIA members accept the amendments to the Constitution proposed in the special resolutions presented to members for consideration at the AGM.

## MOTION

That the Constitution of Australian Library and Information Association be amended by making the following changes:

### Special Resolution 1

#### Clause 1.1 Definitions

Replace the title and definition of Secretary with:

**"Company Secretary"** means company secretary as defined under Corporations Law and appointed by the board from time to time.

In our current Constitution, we use the term Secretary, but as the Association is a company limited by guarantee, we have been advised to change this to Company Secretary throughout the document, as this is the correct terminology.

**Q** Who fulfils the role of Company Secretary?

**A** The Director of Corporate Services, who is a certified practising accountant (CPA).



## Special Resolution 2

### *Clause 3.4 Doctrine of Ultra Vires*

Delete clause.

The doctrine of ultra vires has been superceded by changes to company law, which governs the Association (as a company limited by guarantee), and sets out the responsibilities of the organisation. The doctrine of ultra vires (meaning 'beyond the power') was intended to limit the scope of what an organisation could do, but it no longer has the same relevance. Removing it means that the ALIA Board needs no special powers to undertake any activity, provided it serves the objects of the Association.

**Q** Does this mean the Board can do what it likes?

**A** No, the Board is bound by the objects of the Association and by company law.

## Special Resolution 3

### *Clause 4 Income and Property*

Replace clause with:

The income and property of ALIA must be applied in promoting the objects of ALIA and no portion of it is to be paid or transferred directly or indirectly by way of dividends or profit distribution to members. Surpluses are to remain within the organisation for the benefit of members.

The thirds resolution takes 14 lines of 'legal talk' and turns it into four lines, which have the same effect of protecting the Association's income and property. Most importantly it ensures the not for profit status of the Association is not compromised.

**Q** Does the new wording mean exactly the same as the old?

**A** Yes, it achieves the same end result.

## Special Resolution 4

### *Clause 7.2(a) Founding Members*

Delete clause.

The ALIA Board felt it was important to recognise the achievements of past members of the Association, and particularly those who had played such a central role as the founding members. However, it was felt that, in the interests of modernising the Constitution, this objective would be better served through another medium, such as the website.

**Q** Why wouldn't you keep the Founding Members listed?

**A** We sought advice and found that best practice for associations was to honour Founding Members by means other than a list in the Constitution.



### **Special Resolution 5**

*Clause 7.2(b)(i) and 7.2(b)(ii) Members*

Delete 7.2(b)(i) and

Remove the word "other" from the beginning of 7.2(b)(ii).

The above explanation also relates to the removal of founding members from the clauses in Special Resolution 5, and the minor rewording.

### **Special Resolution 6**

*Clause 7.3(b) Categories of Membership*

Delete clause.

This reference is to the by-laws of the previous iteration of the Association, prior to incorporation. While these were front of mind at that time, more than 10 years later, they are no longer relevant and all the membership categories are stated in the one set of by-laws.

### **Special Resolution 7**

*Clause 7.6(h) and Clause 7.7(b) Termination of Membership*

Replace the number 6 with three in both clauses.

It has been the case that someone could remain a member for half a year, even if they hadn't paid their membership dues. The Board felt that three months was a reasonable length of time, to allow for absences on holiday, sabbatical, etc, and that six months was excessive.

### **Special Resolution 8**

*Clause 7.9 Rejection of Application*

Replace clause with:

Any person who is refused membership of the Association, may by notice in writing to the Board, appeal the rejection of membership. The appeal must be made within 3 months of the notice of rejection.

It has been the case that anyone refused membership of the Association could trigger the calling of a general meeting of members to challenge the Board's decision. It was felt that this was excessive, as the Board is made up of elected members of the Association, with the imprimatur to make such decisions on behalf of the membership.

**Q** How often is someone refused membership?

**A** We are not aware of any case in past, and definitely not in the last two years.



### **Special Resolution 9**

#### *Clause 8.1 Appointment of Proxies*

Add the word "general" into the clause:

Any member may appoint a proxy (who must also be a Member) to act as a representative at any general meeting which that Member may be entitled to attend and to exercise all rights and to discharge all duties which that Member might have.

Insertion of the word 'general' is intended to make clause 8.1 consistent with clause 10 of the constitution that already refers to general meetings and describes what a general meeting is.

### **Special Resolution 10**

#### *Clause 11.1 Quorum*

Replace the number Twenty one with Eleven.

The timing of the AGM (May) and the handover from one Board to another, has meant that for financial considerations (room hire, travel/accommodation for ALIA Directors and staff), the ALIA AGM has been held in Canberra in recent years. With a smaller population, this makes it more difficult to achieve a quorum of 21 members and 11 was felt to be a better balance.

**Q** Would you consider holding the AGM in another city?

**A** Yes, but only if it were financially sensible for the Association. We estimate it would potentially add \$3,000 to the cost of holding the event if it were somewhere other than Canberra/ALIA House.

### **Special Resolution 11**

#### *Clause 11.1 Quorum and Clause 11.13 Voting*

Add the phrase 'or by electronic link'.

Introducing 'electronic link' recognises the rapid advances in technology and the opportunities opened up by Skype, web conferencing, etc. Virtual participation will help ensure more ALIA members are able to participate in the AGM in future.

### **Special Resolution 12**

#### *Clause 11.16 No Vote*

Replace clause with:

No unfinancial Member shall be entitled to vote or speak at any general meeting.

The term 'unfinancial Member' will mean a member who has not paid their subscription after three months has lapsed since the end of their previous subscription. This brings the clause into line with Special Resolution 7.



### **Special Resolution 13**

#### *Clause 12 National Advisory Congress*

Delete clause.

While the Board is committed to at least one formal open meeting for all members in every state and territory every year, having the National Advisory Congress described in the Constitution limits the flexibility of the Association in terms of what the event is called. It is not common practice to define an event in this way in a modern Constitution.

**Q** If we delete this clause, will the Board continue to hold these meetings?

**A** Very definitely yes.

**Q** What if a future Board decided not to do so?

**A** Our members have a strong voice through social media, Groups, etc, and could easily make their views known.

### **Special Resolution 14**

#### *Clause 13.1 Composition of Board*

Replace clause with:

The Board shall consist of 7 persons or such other number as shall be determined from time to time at a general meeting.

We have been advised that seven is a good number for the Board and this new wording provides some flexibility if a future Board needs to vary the number, for example, in the event of illness of an elected member.

### **Special Resolution 15**

#### *Clause 13.2 First Directors*

Remove previously repealed clause.

This heading needs to be removed as the clause itself was previously repealed. This is simply a copy editing correction.

### **Special Resolution 16**

#### *Clause 13.3(a)(iv) Directors*

Delete clause.

In the past, there has been a specific requirement for one of the directors to be elected by institutional members. This creates an added degree of complexity (and cost) for our already complex voting system and it ignores the fact that all the Directors commit to representing the interests of all Members – personal and institutional.



### **Special Resolution 17**

#### *Clause 13.4 Executive Director*

Delete clause.

The title Executive Director, and the ED's current non-voting position on the Board is not best practice for associations, as it muddies the line between elected Directors and employees. We were advised to change the title of ED to CEO to clarify the distinction. The CEO would not have a Board position.

### **Special Resolution 18**

#### *Clause 13.6(a), 13.6(a)(ii) and 13.6(b) Rotation of Directors*

Amend Clause 13.6(a) to insert "in each year" as follows:

Except for special arrangements for the initial establishment of the Board, then in each year the following positions will be filled:

Clause 13.6(a)(ii) Remove "two"

Clause 13.6(b) Delete clause.

The changes to the rotation of directors section refers to the removal of a Director position specifically for institutional members (see Special Resolution 16).

### **Special Resolution 19**

Miscellaneous amendments replacing the title of Executive Director with the title of Chief Executive Officer wherever it appears in the Constitution, specifically:

- Table of Contents, Clause 13.4 Heading
- Clause 7.6(b)
- Clause 7.7 (a) and (d)
- Clause 8.3(a).

This refers to Special Resolution 17.

### **Special Resolution 20**

#### *Clause 14.1 Functions of the Board*

Insert new Clause 14.1 (a) as follows:

The Chief Executive Officer shall be engaged on terms and conditions agreed in writing between the Board and the Chief Executive Officer. The powers and duties of the Chief Executive Officer shall be as agreed between the Chief Executive Officer and the Board and such further or other powers, duties and discretions as determined by the Board from time to time.

This refers to Special Resolution 17.



### **Special Resolution 21**

#### *Clause 15.1 Meetings of Directors*

Replace the second sentence of the clause with:

The President, Vice President or three Directors may at any time call a special board meeting and the Company Secretary or Chief Executive Officer shall on the requisition of such a meeting summon a meeting of the Board.

At present, a single Director can call a special Board meeting. The revisions to this clause would make it possible for Directors to call a meeting, but only where there is a chance of a decision gaining a majority vote.

**Q** Has this happened?

**A** Once in the last two years, but this was to gain more information about a topic with an imminent deadline (before the next Board meeting), rather than to challenge a decision.

### **Special Resolution 22**

#### *Clause 18 Minutes*

Remove the phrase "and of all committees of the Board".

At any one time, we have between 10 and 12 Advisory Committees to the ALIA Board, as well as three Sub-Committees, made up of smaller working groups of Directors. The minutes of Sub-Committees are archived, but it would be a major administrative burden (and one that has not so far proved necessary), to source and archive all the minutes of committees in one place. A record is kept of committee concerns through their reports to the Board, which are included in Board papers.

### **Special Resolution 23**

Miscellaneous consequential amendments replacing the title of Secretary with the title of Company Secretary wherever it appears in the Constitution, specifically:

- Table of Contents, Clause 20 Heading
- Table of Contents, Clause 20.1 Heading
- Clause 20, and 20.1 Secretary and Honorary Officers.

See Special Resolution 1.



### **Special Resolution 24**

#### *Clause 25.1 Notices General*

Replace the first sentence of the clause with:

A notice may be given by the Association to any Member either personally, or sent by facsimile, email to the address supplied to the Association by the member, by notification on the ALIA website and notification in ALIA newsletters or by sending it by post to the Member's registered address.

This resolution recognises the many different ways we now have available to us to communicate with members electronically, adding in our website and newsletters.

**Q** Does this mean someone who doesn't use email will miss out on information?

**A** No, we keep a note of members' delivery preferences, and where appropriate, we send information by post.

### **Special Resolution 25**

#### *Clause 31 Transition*

Delete clause.

Transition in this special resolution refers to the transfer from the former Association to the newly incorporated body in 2000. These clauses are no longer necessary, 14 years after that event.

### **Special Resolution 26**

#### *Contents Heading and Clause numbering*

Miscellaneous consequential renumbering of clauses within the Table of contents and throughout the Constitution as necessitated by the approved Constitutional amendments.

Renumbering of clauses and headings will be needed to accommodate the above changes.

A copy of the ALIA constitution with the proposed changes identified is contained in the following appendix.



Corporations Law  
A Company Limited by Guarantee  
**CONSTITUTION**  
of  
**AUSTRALIAN LIBRARY AND INFORMATION ASSOCIATION LIMITED**

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## 1. DEFINITIONS AND INTERPRETATION

### 1.1 Definitions

In this Constitution, and any By-Laws hereunder unless the context otherwise requires:

“**Association**” means the Australian Library and Information Association Limited ACN [redacted] a company limited by guarantee as hereby established;

“**Board**” means the Board of Directors for the time being of the Association;

“**Constitution**” means the Constitution for the time being of the Association;

“**Company Secretary**” means company secretary as defined under Corporations Law and appointed by the board from time to time ~~any person appointed for the time being to perform the duties of the Secretary of the Association;~~

“**Corporation**” means any body corporate, whether formed or incorporated within or outside the Territory;

“**Director**” means a director for the time being of the Association;

“**Division**” means a division, branch, regional group, national section, sectional group, a special interest group (or any similar entity, group, or body) of the Association or the Former Association;

“**Former Association**” means the Australian Library and Information Association established by the Supplemental Royal Charter issued on 31st December 1988 and being the forerunner to the Association;

“**Member**” means a person or Corporation admitted to membership of the Association;

“**Representative**” means a person appointed under the Constitution and in accordance with section 250D of the Corporations Law;

“**Year**” shall mean a calendar year except in relation to the period of tenure of any office bearer in which case it shall mean the period between one annual general meeting and the next succeeding annual general meeting.

### 1.2 Interpretation: meaning of certain words

In this Constitution, unless the context otherwise requires:

- (a) words importing the singular number include the plural number and vice versa;
- (b) words importing the masculine gender include the feminine gender and vice versa;
- (c) words importing persons include corporations;



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- (d) expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;
- (e) an expression used in a particular Part or Division of the Corporations Law that is given by that Part or Division a special meaning for the purposes of that Part or Division has in any clause of this Constitution that deals with a matter by that Part or Division the same meaning as in that Part or Division;
- (f) all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution.

**1.3 Interpretation: Application of the Corporations Law**

Section 110B of the Corporations Law applies in relation to this Constitution as if it were an instrument made, granted or issued under the Corporations Law as amended from time to time.

**2. EXCLUSION OF REPLACEABLE RULES**

Subject to Part 2B.4 of the Corporations Law, the replaceable rules shall not apply to the Association.

**3. PURPOSES ETC**

**3.1 The Association**

The Association:

- (a) is a company limited by guarantee;
- (b) will operate predominantly for the promotion, development and attainment of its objects;
- (c) will apply its profits (if any) or other income in promoting its objects; and
- (d) is not carried on for the purpose of profit or gain to its individual members.

**3.2 Objects**

- (a) To promote the free flow of information and ideas in the interest of all Australians and a thriving culture, economy and democracy.
- (b) To promote and improve the services provided by all kinds of library and information agencies;
- (c) To ensure the high standard of personnel engaged in information provision and foster their professional interests and aspirations;
- (d) To represent the interests of members to governments, other organisations and the community; and



- (e) To encourage people to contribute to the improvement of library and information services through support and membership of the Association.

### 3.3 Powers

Solely for the purpose of carrying out the objects, but not otherwise, the Association shall have the legal capacity and all the powers of a natural person. The powers set forth in subsection 124(1) of the Corporations Law shall apply to the Association except insofar as they are inconsistent with the objects of the Association.

### 3.4 ~~Doctrine of Ultra Vires~~

~~It is intended that this clause 3 and the other provisions of this Constitution shall:~~

- ~~(a) prevent the application of the doctrine of ultra vires to the powers of the Association to further its objects; and~~
- ~~(b) ensure that the Association is able to give effect to its objects set out in this Constitution without the necessity to specifically include a power.~~

~~and this clause 3 and the other provisions of this Constitution shall be construed accordingly.~~

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## 4. INCOME AND PROPERTY

~~All the income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus or otherwise to the Members of the Association, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association, or to any Member of the Association, in return for any services actually rendered to the Association, or for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this clause by the Constitution on money borrowed from any Member of the Association, or reasonable and proper rent for premises demised or let by any Member of the Association, but so that no Member of the Board or Committee of the Board (other than the Executive Director/Chief Executive Officer) shall be appointed to any salaried office of the Association or any office of the Association paid by fees.~~

The income and property of ALIA must be applied in promoting the objects of ALIA and no portion of it is to be paid or transferred directly or indirectly by way of dividends or profit distribution to members. Surpluses are to remain within the organisation for the benefit of members.

## 5. ORGANISATION CONTROL AND POLICY

### 5.1 Control with Board

- (a) The management and control of the Association shall be vested in a Board of Directors as hereinafter provided.



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- (b) The Board may, subject to the provisions of this Constitution and the decisions of any General Meeting, exercise every power of the Association.
- (c) The Board may delegate all or any of its powers of management and control to a Division.

**6. ESTABLISHMENT OF DIVISIONS**

- (a) The Board may by By-law establish Divisions of the Association.
- (b) A Division shall comprise such members as specified in the By-laws establishing the Division.
- (c) Members within each Division shall comply with the By-Laws, the requirements of this Constitution and the Law.
- (d) Divisions shall be managed, controlled and regulated in accordance with this Constitution and the By-Laws.
- (e) The Board may by resolution dissolve a Division.
- (f) The By-laws of the Former Association shall apply to all existing Divisions of the Association established under Division I of the Former Association's Constitution until such time as the Board determines otherwise.

**7. MEMBERSHIP**

**7.1 Number**

For the avoidance of doubt, there shall be no limit on the number of members that may be registered.

**~~7.2 Founding Members~~**

~~(a) The Founding Members are:~~

- ~~— Mairéad Browne  
Dean, University Graduate School  
University of Technology Sydney  
Building 2  
Blackfriars Campus  
Blackfriars Street  
Chippendale NSW 2008~~
- ~~— Craig Anderson  
Regional Library Manager  
Yarra Plenty Regional Library Service  
Ferris Boulevard  
South Morang VIC 3752~~



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— John Shipp  
University Librarian  
Fisher Library  
The University of Sydney NSW 2006

— Colette McCool  
Director  
Community Services  
Gold Coast City Council  
135 Bundall Road  
Bundall QLD 4217

— Trevor Wakely  
Technical Services Librarian  
National Meteorological Library  
Bureau of Meteorology  
27<sup>th</sup> Floor  
150 Lonsdale Street  
Melbourne VIC 3000

— Beth McLaren  
Manager  
Library and Information Services Branch  
Hornsby Shire Council  
28/44 George Street  
Hornsby NSW 2077

~~(b)~~(a) The Members shall consist of:

(i) ~~The Founding Members; and~~

~~(ii)~~(i) ~~either~~ natural persons or entities admitted by this Constitution or, otherwise, from time to time by the Board to such categories of membership and with or without voting rights as specified by the Board.

#### ~~7.37.2~~ **Categories of Membership**

(a) The categories of membership shall be as determined under By-laws promulgated by the Board from time to time.

~~(b) The Membership categories as set out in the By laws of the Former Association will apply until otherwise repealed or altered by the Board.~~

#### ~~7.47.3~~ **Membership - Eligibility**

(a) A person shall be eligible for admission as a Member if:

(i) The person is likely to promote the objects of the Association; and

(ii) The person is:

- engaged in library and/or information services; or



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- associated with the administration of a library or information service; or
  - actively interested in the objects of the Association; and
- (iii) The person meets the eligibility criteria as determined by the Board for the appropriate category of membership.

~~7.57.4~~ **Admission to Membership**

- (a) Applications for membership shall be made in the form and manner and upon payment of the application fee (if any) prescribed from time to time by the Board.
- (b) Upon admission to membership, the name of the member shall be entered in the register of members.
- (c) Membership shall be subject to the terms and conditions and for the period of time determined by the Board at any time and from time to time.
- (d) No person shall be allowed to be relieved of the payment of the annual membership fee except as otherwise specified in the Constitution or By-laws.

~~7.67.5~~ **Membership Fees**

- (a) The Board shall determine the Schedule of Fees for membership to the Association.
- (b) The ~~Executive Director~~ **Chief Executive Officer** shall give to each member notice of the fee due and of any previous fee overdue by the member.
- (c) A member shall be liable for the fee notwithstanding any failure to give a notice or a true notice.
- (d) Fees shall be paid by the dates set out in the Schedule of Fees as determined by the Board.
- (e) Annual membership fees are not payments in advance and shall not by reason of resignation or termination of membership or for any other reason be returned to the member.
- (f) To hold office in the Association, a member must have paid any membership fee or levy payable.
- (g) Any member who has any fee overdue or levy payable shall not be entitled to exercise any of the rights and privileges of a member of the Association.
- (h) Any member who has any fee overdue or levy payable for more than ~~three~~ **6** months automatically ceases to be a member of the Association unless otherwise determined by the Board.
- (i) Except for the membership fee for each section and each special interest group, fees shall not be due in any event from honorary members, or from persons admitted to life membership of the Association.



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- (j) Fees other than fees for sections and special interest groups shall not be due from members who at 30 November 1979 were over 60 years of age, had been members of the Association for at least 10 years and were no longer employed.
- (k) The membership record shall include for each member, the amount, due date for payment, and date of payments of each annual or other fee payable by the member.

#### ~~7.77.6~~ **Termination of Membership**

- (a) Members may resign their membership by written notice given to the ~~Executive Director~~ **Chief Executive Officer**.
- (b) A member shall cease to be a member if that member's current membership fee remains overdue for payment for a period of ~~threesix~~ months.
- (c) The Board may, by special resolution, but subject to the rules of natural justice, determine the membership of any member. The Board may make By-laws concerning the terms and conditions on which membership may be terminated and the process to be followed.
- (d) The ~~Executive Director~~ **Chief Executive Officer** shall remove from the membership record the name and particulars of any member who ceases to be a member and shall maintain a file or files of ceased members.
- (e) A person who has ceased to be a member may be readmitted to membership in accordance with the normal requirements for membership.
- (f) A person whose membership had been terminated by the Board by special resolution may apply for readmission but that application will be determined by the Board.

#### ~~7.87.7~~ **Readmission**

A person applying for readmission, and who was not previously a technician or associate member and who is now eligible for technician or associate membership, shall pay an administration fee.

#### ~~7.97.8~~ **Rejection of Applications**

Any person who is refused membership of the Association, may by notice in writing to the Board, appeal ~~the rejection of membership, to a general meeting for the purpose of determining that appeal and the Board shall convene such a general meeting in accordance with clause 8. The appeal must be made~~ **general meeting must be held within 3 months of the notice of rejection, or such later period as may be prescribed by the Corporations Law following the date of receipt by the Board of notice of intention to appeal.**

#### ~~7.107.9~~ **Limited Liability of Members**

The liability of the Members is limited.



#### **7.117.10 Contribution by Members**

Every Member of the Association undertakes to contribute to the property of the Association in the event of the same being wound up while that Member is a Member, or within one year after the Member ceases to be a Member, for payment of the debts and liabilities of the Association contracted before the cessation of the membership and of the costs, charges, and expenses of winding up and for the adjustments of the rights of the contributories among themselves, such amount as may be required not exceeding \$20.

### **8. PROXIES AND REPRESENTATIVES**

#### **8.1 Appointment of Proxies**

Any Member may appoint a proxy (who must also be a Member) to act as a representative at any general meeting which that Member may be entitled to attend and to exercise all rights and to discharge all duties which that Member might have.

#### **8.2 Instrument appointing Proxies**

The instrument appointing a proxy:

- (a) shall in the case of a Member being a natural person, be in writing under the hand of the appointor or the attorney for the appointor duly authorised in writing or in the case of a Member being other than a natural person under the hand of a person authorised to sign on that Member's behalf. The appointment of a proxy may be revoked by the appointor at any time;



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- (b) may be in or to the effect of the following form or any other form which the Board may approve:

**The Australian Library and Information Association**

“I, \_\_\_\_\_  
of \_\_\_\_\_  
being a member of the Australian Library and Information Association  
hereby appoint \_\_\_\_\_  
of \_\_\_\_\_  
as my proxy to vote for me at the general meeting to be held on the \_\_\_\_ day of \_\_\_\_\_  
and at any adjournment thereof.

Signed this \_\_\_\_ day of \_\_\_\_\_, 2\_\_\_\_;” and

- (c) need not be recognised by the Association until it has been deposited with or delivered to or received by facsimile or email at the office of the Association not less than 48 hours before the time scheduled for the commencement of the meeting at which the proxy purports to exercise any powers pursuant to it.

**8.3 Appointment of Representative by a Corporation**

- (a) Where a member is a body corporate or an unincorporated association it shall act by and through an individual appointed under the authority of its governing body. Such authority shall be evidenced in writing and deposited with the ~~Executive Director~~Chief Executive Officer.
- (b) Representatives of bodies corporate or unincorporated associations may be appointed to committees of the Association.

**8.4 Proof of Appointment or Revocation of Appointment of Representative**

A certificate under the seal of the Corporation, or such other document that in the sole discretion of the chair of the meeting, is considered sufficient, shall be prima facie evidence of the appointment or of the revocation of the appointment (as the case may be) of a Representative under clause 8.3 and notwithstanding anything hereinbefore contained, the certificate or such other document evidencing the appointment of a Representative shall be deposited at the office of the Association not less than 48 hours before the time scheduled for the commencement of the meeting at which the Representative purports to exercise any powers pursuant to it.

**9. CONDITIONS OF MEMBERSHIP**

**9.1 Members Bound**

Each Member shall be bound by this Constitution.



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### **9.2 Suspension**

If a Member ceases to fulfil the requirements of eligibility for membership the Board may suspend membership until the Board determines that the Member once again satisfies the eligibility requirements.

### **9.3 Resignation**

A Member may upon submitting written notice to that effect resign as a Member. Membership shall cease upon receipt of such written notice by the Secretary.

### **9.4 Bankruptcy of Members**

Any Member who becomes bankrupt or insolvent or executes an assignment of property for the benefit of creditors and any Member being a corporation which goes into voluntary administration or compulsory or voluntary liquidation, other than for the purpose of reconstruction shall, by virtue of that bankruptcy, insolvency, execution of assignment, administration, or liquidation cease to be a Member of the Association unless that Member can satisfy the Board that no discreditable conduct by the Member has occurred.

### **9.5 Complaints**

Any complaint that a member or a representative of a member has been convicted of a criminal offence and/or has acted or behaved in a manner prejudicial to the Association or in breach of the objects, purposes and standards of the Association shall be referred by the Secretary to a complaints committee in accordance with the By-Laws.

## **10. GENERAL MEETINGS**

### **10.1 Annual General Meeting**

Annual general meetings of the Members of the Association shall be held in accordance with the provisions of the Corporations Law.

### **10.2 General Meetings**

All general meetings other than annual general meetings shall be called general meetings.

### **10.3 Convening Meetings**

Pursuant to section 249D of the Corporations Law the Secretary when directed to do so by the Board, shall convene a general meeting and general meetings shall be convened on such requisition or, in default, may be convened as provided by the Corporations Law.

### **10.4 Notice of Meetings**

Subject to the provisions of the Corporations Law relating to agreements for shorter notice, a minimum of 21 days notice (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) shall be given to Members.



### 10.5 Contents of Notice

A notice of a meeting of Members will:

- (a) set out the place, date and time of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- (b) subject to the Corporations Law, state the general nature of the business of the meeting;
- (c) if a special resolution is to be proposed at the meeting, set out the intention to propose the special resolution and state the resolution;
- (d) if a Member is entitled to appoint a proxy, contain a statement that:
  - (i) the Member has a right to appoint a proxy;
  - (ii) the proxy of the Member needs to be a Member; and
  - (iii) a Member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of the Member's votes each proxy is entitled to exercise; and
- (e) set out or include any additional information or documents specified by the Corporations Law.

### 10.6 Failure to Give Notice

The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution or proceedings of any meeting.

## 11. PROCEEDINGS AT GENERAL MEETINGS

### 11.1 Quorum

No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. ~~Twenty-one~~Eleven Members present in person or by electronic link, shall constitute a quorum. For the purposes of this clause "Member" includes a Representative for a Member.

### 11.2 If Quorum Absent

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine.

If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum unless where the Association has more than one member, only one Member is present within that time in which case the meeting shall be dissolved.



### **11.3 Chair**

The Chair of the Board shall preside as chair at every general meeting of the Association or, if there is no such chair, or if she is not present within 15 minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Members present shall elect one of their number to be chair of the meeting.

### **11.4 Adjournment of Meeting**

The Chair may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **11.5 Voting Members**

Each Member with a right to vote shall have the right to exercise 1 vote at any general meeting of the Association.

### **11.6 Voting: Show of Hands or Poll**

At any general meeting a resolution put to the vote at the meeting shall be decided by a show of hands unless a secret ballot is demanded before or immediately after the declaration of the result of the show of hands by the Chair. Unless a secret ballot is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, upon an entry to that effect being made in the book containing the minutes of the proceedings of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

### **11.7 Secret Ballot**

A secret ballot shall be held on any resolution before a general meeting if demanded:

- (a) by the Chair; or
- (b) by at least 5 Members present in person or by proxy or by their Representative.

### **11.8 Procedure for Secret Ballot**

If a secret ballot is duly demanded it shall be taken either at once or after an interval or adjournment or otherwise as the Chair elects, and the result of the secret ballot shall be the resolution of the meeting at which the secret ballot was demanded but a secret ballot demanded on the election of a Chair or on a question of adjournment shall be taken forthwith.



### **11.9 Appointment of Scrutineers**

At all general meetings where a secret ballot is to be taken 2 scrutineers shall be appointed by the Chair of the meeting and they shall conduct the ballot. In any case of doubt as to the formality or otherwise of any ballot paper the scrutineers shall refer the same to the Chair of the meeting whose decision shall be final.

### **11.10 A Secret Ballot may be withdrawn**

The demand for a secret ballot may be withdrawn at any time prior to handing ballot papers to Members.

### **11.11 Determination of Votes**

Subject to this Constitution, all questions arising at any meeting of Members shall be decided by a majority of votes and a determination by a majority of the Members present either in person or by proxy or representative at a duly constituted meeting thereof shall for all purposes be deemed a determination of the Association.

### **11.12 Casting Vote of Chair**

In the case of an equality of votes, whether on a show of hands or on a secret ballot, the Chair of the meeting at which the show of hands or secret ballot takes place shall have a second or casting vote.

### **11.13 Voting**

A Member may vote in person, by proxy or Representative and on a show of hands every person present ~~or by visual electronic link~~ who is a Member or a proxy or a Representative of a Member shall have one vote and on a secret ballot every Member present in person or by proxy or Representative shall have one vote.

### **11.14 Incapacity**

A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a secret ballot, by the Member's committee or trustee or by such other person as properly has the management of the Member's estate and any such committee, trustee or other person may, subject to this Constitution, vote by proxy.

### **11.15 Vote by Proxy Valid Notwithstanding Intervening Death or Revocation**

A vote given in accordance with the terms of an instrument of proxy or appointment of a representative shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or by the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation has been received at the office of the Association before the commencement of the meeting or adjourned meeting at which the instrument is used.



### 11.16 No Vote If Membership Fee Unpaid

No unfinancial Member shall be entitled to vote or speak at any general meeting ~~if the Member's annual membership fee is more than one month in arrears at the date of the meeting.~~

### ~~12. NATIONAL ADVISORY CONGRESS\*~~

- ~~(a) At least once in each calendar year the Board shall convene a National Advisory Congress which shall comprise (inter alia) such persons as the Board, by By-law, determines from time to time.~~
- ~~(b) The National Advisory Congress shall meet at such places as the Board may determine from time to time.~~
- ~~(c) The National Advisory Congress shall have the purposes, functions and powers as the Board determines from time to time.~~
- ~~(d) 12. Resolutions of the National Advisory Congress shall be determined by vote in accordance with the By-laws establishing the Congress.~~

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\* Special resolution 19 May AGM 2005



13. BOARD†

13.1 Composition of Board

The Board shall consist of ~~the Executive Director and not less than 3 persons and not more than~~ 7 persons or such other number as shall be determined from time to time ~~at a~~ general meeting.

~~13.2 First Directors~~

*Repealed\**

~~13.3~~13.2 Directors

- (a) The Board shall comprise the following seven directors with voting powers who shall be appointed as given below:
  - (i) a president (elected by members);
  - (ii) a vice-president/president elect (elected by members);
  - (iii) five directors elected by members; and†
  - (iv) ~~one director elected by institutional members.~~†
- (b) All voting directors shall be personal members of the Association and represent the interests of the organisation as a whole rather than those of a particular constituency. The Board may commission advice from a suitably qualified person or persons.

~~13.4 Executive Director~~Chief Executive Officer

- ~~(a) The Executive Director shall be a non-voting member of the Board and the interim Board of Directors.~~
- ~~(b) The Executive Director~~Chief Executive Officer shall be engaged on terms and conditions agreed in writing between the Board and the Executive Director~~Chief Executive Officer~~. The powers and duties of the Executive Director~~Chief Executive Officer~~ shall be as agreed between the Executive Director~~Chief Executive Officer~~ and the Board and such further or other powers, duties and ~~discretions~~ as determined by the Board from time to time.

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Comment [h1]: Moved to clause 14

† Special resolution 25 November 2005 GM

\* Special resolution 30 November 2006 GM



### 13.513.3 Operational Provisions

- (a) To provide for the carry over of the corporate knowledge on the Board the terms of office shall be overlapping, for a period of two years each. In the case of the vice-president, the second year of the term is to be the presidential years. A director can only hold office for a maximum of two consecutive terms.
- (b) Within six months of incorporation and prior to the first Annual General Meeting of the new body, elections shall be held for the positions of directors elected by members and institutional members. Terms shall be as determined by the Interim Board of Directors to be those closest to the terms to bring the Board into a normal election cycle.

### 13.613.4 Rotation of Directors

- (a) Except for the special arrangements for the initial establishment of the Board, then in each year the following positions will be filled:
  - (i) A Vice president/president-elect elected by members;
  - (ii) ~~Two~~ directors elected by members;
- (b) ~~The director to be elected by the institutional members will be elected in alternate years.~~

### 13.713.5 Election of Directors

The election of Directors shall take place in the manner determined by By-laws as promulgated by the Board from time to time.

## 14. POWERS AND DUTIES OF DIRECTORS

### 14.1 Functions of Board

The control, management and conduct of the affairs of the Association, subject to the provisions of this Constitution, shall be vested in the Board which may exercise all the powers of the Association and may, without affecting the generality of the foregoing:

- (a) The Chief Executive Officer shall be engaged on terms and conditions agreed in writing between the Board and the Chief Executive Officer. The powers and duties of the Chief Executive Officer shall be as agreed between the Chief Executive Officer and the Board and such further or other powers, duties and discretions as determined by the Board from time to time.

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- ~~(a)~~(b) borrow money on behalf of the Association either with or without security and if with security may give security by mortgage, charge or lien over all or any part of the property of the Association and for the purposes of clause 4 the rate of interest payable in respect of moneys borrowed from Members of the Association shall not exceed the lowest rate paid for the time being by the Commonwealth Banking Corporation in respect of term deposits of an equivalent amount for an equivalent period;
- ~~(b)~~(c) invest money of the Association and from time to time vary those investments;
- ~~(c)~~(d) appoint any staff, appoint or engage any professional or other assistance or service required by the Association in the carrying out of its activities and pay reasonable remuneration and fees therefore;
- ~~(d)~~(e) open any banking account and operate the same;
- ~~(e)~~(f) pay all expenses in setting up and registering the Association; and
- ~~(f)~~(g) exercise all such other powers of the Association as are not, by the Corporations Law or by this Constitution, required to be exercised by the Association in general meeting, subject nevertheless to this Constitution, to the Corporations Law, and to such regulations being not inconsistent with the Constitution and the Corporations Law as may be prescribed by the Association in general meeting, but no regulation made by the Association in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

#### 14.2 Appointment of Attorneys

The Board may, from time to time, by power of attorney, appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Association for such purposes and with such powers, authorities, and discretion not exceeding those vested in or exercisable by the Directors under this Constitution and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board may think fit and may in addition authorise the attorney to delegate all or any of the powers, authorities and discretion vested in her.



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### 14.3 Bills of Exchange

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be as the Board from time to time determines.

## 15. PROCEEDINGS OF DIRECTORS

### 15.1 Meeting of Directors

The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as the Directors think fit. ~~A Director~~The President, Vice president or three Directors may at any time call a special board meeting and the Company Secretary or Chief Executive Officer shall on the requisition of such a meeting Director summon a meeting of the Board.

### 15.2 Voting

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of directors shall for all purposes be deemed a determination of the Board. In case of an equality of votes, the Chair of the meeting shall have a second or casting vote.



### **15.3 Quorum**

The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be 4.

### **15.4 Reduction in Number of Directors**

The continuing Directors may act notwithstanding any vacancy in their number, but if and for so long as their number is reduced below the number fixed by or pursuant to the Constitution as the necessary quorum of Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Association, but for no other purpose.

### **15.5 Chair at Meetings of Board**

The President shall preside as Chair at every meeting of the Board, or if the President is not present the Vice-President shall preside as Chair, or if the Vice-President is not present the Directors present may choose one of their number to be the Chair of the meeting.

## **16. COMMITTEES**

### **16.1 Committee**

The Board may delegate any of its powers not being powers exercisable by or duties imposed on the Directors by virtue of the Corporations Law or the general law to committees consisting of such Member or members of the Board as it thinks fit.

Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. A committee shall have the power to co-opt any Member or Members of the Association and each such Member shall have one vote at meetings of the committee.

### **16.2 Chair of a Committee**

A committee may elect a Chair of its meetings, but if no such Chair is elected or if at any meeting the Chair is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the Chair of the meeting.

### **16.3 Voting at Meetings of Committee**

A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chair shall have a second or casting vote.



## 17. VALIDITY OF ACTIONS AND RESOLUTIONS

### 17.1 Defect in Appointment

All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a Director, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Director or person acting as aforesaid, or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a Director.

### 17.2 Resolutions in Writing

A resolution in writing approved by a majority of Directors for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Such approval may be in writing or may be sent by facsimile or electronically to the Office of the Association.

## 18. MINUTES

The Board shall cause to be kept and recorded minutes of all appointments of office-bearers, other officers, names of Directors present at meetings of the Association and of the Directors, and of all resolutions and proceedings of general meetings of the Association, of the Board, ~~and of all committees of the Board~~, and shall cause such minutes to be signed by the Chair of the meeting within a reasonable time after the meeting or by the chair of the next meeting. Copies of all such minutes shall be sent forthwith to the Directors—

## 19. REGISTER OF MEMBERS

The Association shall keep a register of members in which shall be entered:

- (a) the names and addresses of the Members;
- (b) the date on which the name of a Member was entered in the register;
- (c) whether the Member has the right to vote at general meetings; and
- (d) the date on which any Member ceased to be a Member.

## 20. COMPANY SECRETARY AND HONORARY OFFICERS

### 20.1 ~~20.1~~ Company Secretary

The Company Secretary shall be appointed by the Board in accordance with the Corporations Law for such term and upon such conditions as it thinks fit and any Company Secretary so appointed may be removed by the Board.



## **20.2 Honorary Officers**

The Directors may provide for the creation of patrons and other honorary officers and for the admission and retirement of persons to such offices. The Board may confer upon such persons the right to attend and to speak at general meetings, but not a right to vote.

### **21. SEAL**

The Association shall not be required to have a common seal.

### **22. ACCOUNTS**

The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet including every document required by law attached thereto and accompanied by a copy of the auditor's report thereon as required by the Corporations Law and shall from time to time determine whether and to what extent and at what times and place and under what conditions or regulations the accounting and other records of the Association or any of them shall be open to the inspection of Members not being Directors. No Member not being a Director shall have any right of inspecting any account or book or paper of the Association except as conferred by statute or authorised by the Board or by the Association in general meeting.

### **23. FINANCIAL YEAR**

The Association's financial year shall be the period 1 January to 31 December or such other period as nominated by the Board.

### **24. AUDIT**

A properly qualified auditor or properly qualified auditors shall be appointed and their remuneration fixed and duties regulated in accordance with the Corporations Law.



## 25. NOTICES

### 25.1 General

A notice may be given by the Association to any Member either personally, or sent by facsimile, ~~or~~ email to the address supplied to the Association by the Member, by notification on the ALIA website and notification in ALIA newsletters or by sending it by post to the Member's registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

### 25.2 Notices of General Meeting

Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every Member except those Members who (having no registered address within Australia) have not supplied to the Association an address within Australia for the giving of notices to them;
- (b) each honorary officer entitled to attend at general meetings; and
- (c) the auditor for the time being of the Association.

### 25.3 Entitlement to Notices

Except as provided in clause 25.2, no other person shall be entitled to receive notices of general meetings.

## 26. INDEMNITY

Every Director, agent, auditor, Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by her in defending any proceedings, whether civil or criminal, in which judgment is given in her favour or in which she is acquitted or in connection with any application under the Corporations Law in which relief is granted to her by the court in respect of any negligence, default, breach of duty or breach of trust.



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**27. WINDING-UP**

If, upon the winding-up or dissolution of the Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other corporation or body which has objects similar to the objects of the Association which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 of this Constitution, such corporation or body to be determined by the Members of the Association at or before the time of dissolution, and in default thereof by application to the Supreme Court of the Australian Capital Territory for determination.

**28. ALTERATIONS TO CONSTITUTION**

This Constitution may be altered, rescinded or repealed by the Association by special resolution of a General Meeting of the Association.

**29. DECISIONS ON THE MEANING OF CONSTITUTION**

If any doubt arises as to the proper meaning of these provisions the decision of the Board shall be final and conclusive and its decision shall be recorded in the Minute Book of the proceedings of the Board.

**30. BY-LAWS**

The Board may make By-Laws as it may deem appropriate for the proper conduct, control and management of the Association and in particular:

- (a) the management and good governance of the affairs of the Association and any Division or Committee thereof;
- (b) the provision of services to or on behalf of the Association and its members;
- (c) the use by or supply to members of any of the property of the Association;
- (d) the commercial conduct of members of the Association;
- (e) the setting apart of any part or parts of the Association's premises for particular purposes;
- (f) the procedure at meetings of the Association and its Boards Divisions and Committees;
- (g) the admission of persons to and their rights consequent upon membership of the Association;
- (h) the granting of awards or conferring of any other benefit or recognition by the Association;
- (i) the formation of any committees including the composition, terms of reference and other relevant matters;



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- (j) the disciplining of members and any attendant appeal procedure;
- (k) generally, all such other matters as provided for under this Constitution or as are commonly the subject matter of regulations for the proper conduct of Associations, Societies and like bodies similar to the Association and are not expressly dealt with in this Constitution.

~~31. TRANSITION~~

- ~~(a) All persons being a member or holding any office or position with the Former Association prior to the adoption of this Constitution shall, subject to this Constitution and the continued existence of that office or position or an equivalent office or position, continue to be a member and to hold or be deemed to have held such office or position as though elected or appointed according to this Constitution.~~
- ~~(b) On the date of incorporation of the Association, all those Divisions (be they branches, regional groups, sections, sectional groups or special interest groups), which were properly constituted under the operation of the Former Association shall continue to exist unless the Board of Directors otherwise decides to dissolve or alter the By laws governing the Division.~~
- ~~(c) On the date of incorporation of the Association, all those committees which were properly constituted under the operation of the Former Association shall continue to exist unless the Board of Directors decides to dissolve them. All members of ALIA committees and appointed representatives on other committees whose term carries across the date of incorporation shall continue unless the Board of Directors otherwise decides.~~
- ~~(d) Any question, issue, or dispute relating to or arising in consequence of the adoption of this Constitution shall be determined by resolution of the Board whose decision shall be final.~~



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We the several persons whose names and addresses are subscribed being the initial Members and Directors of the Australian Library and Information Association Limited agree to the terms of this Constitution.

Dated this            day of            2000.

Name and Address of Member	Signature of Witness	Name and Address of Witness
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Signature: .....

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Company limited by guarantee ALIA Constitution	31
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