



NOTICE OF MEETING

Annual General Meeting

The Annual General Meeting of Members of *Australian Library and Information Association Limited* (ALIA) will be held as follows:

Date: Tuesday 21 May 2019

Time: 5.00pm for the 2019 ALIA ACT Leadership & Innovation Member Forum, followed by the AGM from 6.30pm AEST

Location: Australian Institute of Aboriginal and Torres Strait Islander Studies, 51 Lawson Crescent Acton ACT 2601.

Agenda¹

Ordinary Business²

1. Reports
 - i. President's Report
 - ii. Chief Executive Officer's Report
 - iii. Annual Report 2018 and financial statements/audit report
2. Confirmation of newly elected Directors
3. Motions Received

Special Business³

4. Special Resolutions – Constitutional Amendments - see separate section and attached explanatory notes.

¹ In accordance with clause 11.1 of the constitution, items can only be put if a quorum is present and a quorum is 21 Members present in person or via electronic link when the meeting proceeds to business (which is when it is opened).

² To the extent that resolutions which may be needed are ordinary resolutions and in accordance with clause 11.11 of the constitution they will be passed if approved by more than 50% of the votes cast by Members present in person or by proxy and eligible to vote.

³ In accordance with section 9 of the *Corporations Act 2001 (Cth)* and clause 27 of the constitution special resolutions will be passed if notice is given of the resolutions in accordance with the Act and they are approved by at least 75% of the votes cast by Members at the meeting and eligible to vote.



The Board recommends that Members vote in favour of each item of business.

Explanatory notes are attached. Members will be able to ask questions or make comment at the meeting.

Proxies

Members who are unable to attend the AGM in person (including via the internet or telephone) will need to complete a proxy form in order to vote at the meeting.

In accordance with the constitution and the Act, a Member who is entitled to attend and vote at this meeting is entitled to appoint a proxy, in a manner as specified by the Act. Details in relation to a Member's entitlement to appoint a proxy and instructions for the lodgement of a Proxy Form are set out in the Proxy Form. To be effective, Proxy Forms need to be returned to the Company Secretary no later than the time given and to the address given on the proxy form.

Webinar facilities are available for Members who would prefer to join the meeting via the internet or telephone.

Further information about the AGM, particularly about attending via webinar and submitting a proxy form, is available on the ALIA website at <https://www.alia.org.au/agm>.

To advise of your intention to attend the meeting or to send your apologies, please contact ALIA via email ALIABoard@alia.org.au or phone 1800 020 071.

Issued by direction of the Board in accordance with clause 10.3 of the constitution.

Nicole Barnes
Company Secretary
29 April 2019

2019 ALIA Constitution Amendments

Special Resolution 1:

Amend the constitution: to consider and, if thought fit, to pass the following resolution as a special resolution:

That the constitution of *Australian Library and Information Association Limited* be amended by in the relevant section of the constitution deleting the words in the ‘Current Wording’ column specified in *Special Resolution 1 Table of Changes* and inserting in their place the words in the ‘Proposed Wording’ column specified in *Special Resolution 1 Table of Changes* and as detailed in the explanatory notes accompanying the Notice of Meeting for this annual general meeting with the change to apply from the conclusion of this annual general meeting.

Special Resolution 1 Table of Changes

| Section | Current Wording | Proposed Wording |
|--------------------------|--|--|
| Section 1.1: DEFINITIONS | “Association” means the Australian Library and Information Association Limited ACN, a company limited by guarantee as hereby established; | “Association” means the <i>Australian Library and Information Association Limited</i> ACN 090 953 236 ABN 40 090 953 236, a company limited by guarantee; |
| Section 1.1: DEFINITIONS | | “Corporations Law” means the Corporations Act 2001 (Cth) and its amendments from time to time. |
| Section 1.1: DEFINITIONS | “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; | |
| Section 1.1: DEFINITIONS | “Year” shall mean a calendar year except in | “Year” shall mean a calendar year except in |

| Section | Current Wording | Proposed Wording |
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| | 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. | relation to the period of tenure of any Director in which case it shall mean the period between one annual general meeting and the next succeeding annual general meeting. |
| Section 1.2 d): INTERPRETATION: MEANING OF CERTAIN WORDS | 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; | d) expressions referring to writing shall be construed as including references to printing, lithography, photography, digital and other modes of representing or reproducing words in a visible form; |
| Section 1.3 INTERPRETATION: APPLICATION OF CORPORATIONS LAW | 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. | 1.3 INTERPRETATION: REPEAL AND REPLACEMENT OF STATUTES A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislation substituted for it and any regulations and statutory instruments issued under it. An expression used in a rule that is defined for the purposes of the Corporations Law has the same meaning as in the Corporations Law unless the contrary intention appears in the expression used in a rule in this Constitution. |
| Section 2. EXCLUSION OF REPLACABLE RULES | 2. EXCLUSION OF REPLACABLE RULES | 2. EXCLUSION OF REPLACEABLE RULES |
| Section 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 | 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 |

| Section | Current Wording | Proposed Wording |
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| | 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. | 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 and the Corporations Law. |
| Section 4: INCOME AND PROPERTY | 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 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 purposes of pursuing the objects. |
| Section 5.1 c) CONTROL WITH THE BOARD | c) The Board may delegate all or any of its powers of management and control to a Division | c) The Board may delegate all or any of its powers of management and control to a Division or person, subject to the Law. |
| Section 6 f) ESTABLISHMENT OF DIVISIONS | 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. | |
| Section 7.2 a) CATEGORIES OF MEMBERSHIP | a) The categories of membership shall be as determined under By-Laws promulgated by the Board from time to time. | a) The categories of membership shall be as determined under By-Laws promulgated by the Board from time to time, subject to the Corporations Law. |
| Section 7.5 i) MEMBERSHIP | i) Except for the membership fee for each section | i) Fees shall not be due in any event from honorary |

| Section | Current Wording | Proposed Wording |
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| FEES | 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. | Members, or from persons admitted to life membership of the Association. |
| Section 7.5 j) MEMBERSHIP FEES | 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. | |
| Section 7.5 k) MEMBERSHIP FEES | 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. | j) 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. |
| Section 7.6 c) TERMINATION OF MEMBERSHIP | 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. | c) The Board may, by a majority of at least $\frac{3}{4}$ of the Directors eligible to vote, and subject to a fair hearing, 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. |
| Section 7.6 d) TERMINATION OF MEMBERSHIP | d) The 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. | d) The 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 register of ceased Members in accordance with the Corporations Law. |

| Section | Current Wording | Proposed Wording |
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| Section 7.6 f) TERMINATION OF 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. | f) A person whose membership had been terminated by the Board may apply for readmission but that application will be determined by the Board. |
| Section 7.7 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. | |
| Sections 7.8, 7.9, 7.10 | 7.8 REJECTION OF APPLICATIONS 7.9 LIMITED LIABILITY OF MEMBERS 7.10 CONTRIBUTION BY MEMBERS | 7.7 REJECTION OF APPLICATIONS 7.8 LIMITED LIABILITY OF MEMBERS 7.9 CONTRIBUTION BY MEMBERS |
| Section 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. | Any Member may appoint a proxy 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. |
| Section 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 Company Secretary to a complaints committee in accordance with the By-Laws. | 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 Company Secretary to a Board appointed committee in accordance with the By-Laws. |

| Section | Current Wording | Proposed Wording |
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| Section 13.1 a) FUNCTIONS OF BOARD | 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. | a) Engage a Chief Executive Officer 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. |
| Section 13.1 b) FUNCTIONS OF BOARD | 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 Bank of Australia LTD in respect of term deposits of an equivalent amount for an equivalent period; | 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 Bank of Australia in respect of term deposits of an equivalent amount for an equivalent period; |
| Section 13.1 f) FUNCTIONS OF BOARD | f) pay all expenses in setting up and registering the Association; | |
| Section 13.1 g) FUNCTIONS OF BOARD | 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 | f) 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 |

| Section | Current Wording | Proposed Wording |
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| | 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. | 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. |
| Section 14.5 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. | The President shall preside as chair at every meeting of the Board, or if the President is not present or willing to act the Vice-President shall preside as chair, or if the Vice-President is not present or willing to act the Directors present may choose one of their number to be the Chair of the meeting. |
| Section 15.2 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. | 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. |
| Section 15.3 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. | 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. |
| Section 23 AUDIT | A properly qualified auditor or properly qualified | When required by the Corporations Law properly |

| Section | Current Wording | Proposed Wording |
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| | auditors shall be appointed and their remuneration fixed and duties regulated in accordance with the Corporations Law. | qualified auditors shall be appointed and their remuneration fixed and duties regulated in accordance with the Corporations Law. |
| Section 24.1 GENERAL | 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. 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. | A notice may be given by the Association to any Member either personally, or sent by facsimile, or by email or other electronic means to the relevant 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. Notices sent by any form of electronic means shall be deemed delivered on the date of distribution. |

Special Resolution 2:

Amend the constitution: to consider and, if thought fit, to pass the following resolution as a special resolution:

That the constitution of *Australian Library and Information Association Limited* be amended by in the relevant section of the constitution deleting the words in the 'Current Wording' column specified in *Special Resolution 2 Table of Changes* and inserting in their place the words in the 'Proposed Wording' column specified in *Special Resolution 2 Table of Changes* and as detailed in the explanatory notes accompanying the Notice of Meeting for this annual general meeting with the change to apply from the conclusion of this annual general meeting.

Special Resolution 2 Table of Changes

| Section | Current Wording | Proposed Wording |
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| Section 10.5 d) ii. CONTENTS OF NOTICE | ii. the proxy of the Member needs to be a Member; and | ii. the proxy of the Member need not be a Member; and |
| Section 10.5 d) iii. CONTENTS OF NOTICE | 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 | |
| Section 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 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. | No business shall be transacted at any general meeting unless a quorum of Members is present at all times. Twenty one Members present in person or by electronic link shall constitute a quorum. For the purposes of this clause "Member" includes a Representative or proxy for a Member. |

| Section | Current Wording | Proposed Wording |
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| Section 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. | The President of the Association shall preside as chair at every general meeting of the Association or, if there is no such President, 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. |
| Section 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. | 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. |
| Section 11.6 USE OF TECHNOLOGY | | 11.6 USE OF TECHNOLOGY A general meeting of the Company may be convened to occur at 2 or more venues using any technology that gives the Members in attendance a reasonable opportunity to participate in the meeting. A general meeting so convened is not invalidated due to a failure of the technology, unless the failure arose out of conduct of an officer which was not in good |

| Section | Current Wording | Proposed Wording |
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| | | <p>faith, or which involved wilful misconduct, gross negligence, reckless behaviour or fraud.</p> <p>Where a general meeting is called using technology, voting by Members attending by technology can be on the voices and, if a poll is demanded, Members present via technology may cast their vote by informing the chair, or their delegate, of the general meeting who must complete the poll for them in good faith on their instructions or by electronic or other means approved by the chair of the meeting.</p> <p>Where the Board has allowed Members to cast a direct vote by electronic or postal means on a matter the voting must be done in a way that identifies that a Member has voted but with the actual way in which the vote or votes have been cast secret. The Board must advise Members at the time of inviting a direct vote as to whether the result of the vote shall be the decision of the Members or whether the matter that has been voted on by direct vote shall also be voted on at a general meeting and the decision shall be the combined result of the direct vote and the voting at the general meeting where a poll must be called on the matter.</p> |
| Section 11.6 VOTING: SHOW OF HANDS OR POLL | <p>11.6 VOTING: SHOW OF HANDS OR POLL</p> <p>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</p> | <p>11.7 VOTING: SHOW OF HANDS OR POLL</p> <p>At any general meeting a resolution put to the vote at the meeting shall be decided by a show of hands unless a poll is demanded before or immediately after the declaration of the result of the show of hands by the Chair. Unless a poll is so demanded, a</p> |

| Section | Current Wording | Proposed Wording |
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| | <p>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.</p> | <p>declaration by the Chair that a resolution has, on a show of hands/on the voices, 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.</p> |
| <p>Section 11.7 SECRET BALLOT</p> | <p>11.7 SECRET BALLOT</p> <p>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.</p> | <p>11.8 POLL</p> <p>A poll shall be held on any resolution before a general meeting if demanded:</p> <p>a) by the chair; or</p> <p>b) by at least 5 Members present in person or by proxy or by their Representative.</p> |
| <p>Section 11.8 PROCEDURE FOR A SECRET BALLOT</p> | <p>11.8 PROCEDURE FOR SECRET BALLOT</p> <p>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.</p> | <p>11.9 PROCEDURE FOR A POLL</p> <p>If a poll 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 poll, supplemented where required by any applicable direct votes, shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chair or on a question of adjournment shall be taken forthwith. To the extent made possible by the circumstances a poll should facilitate secret voting. Members present</p> |

| Section | Current Wording | Proposed Wording |
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| | | who have submitted a direct vote on the matter before the meeting must not vote on the matter at the meeting if a poll is called. |
| Section 11.9 APPOINTMENT OF SCRUTINEERS | <p>11.9 APPOINTMENT OF SCRUTINEERS</p> <p>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.</p> | <p>11.10 APPOINTMENT OF RETURNING OFFICERS</p> <p>At all general meetings where a poll is to be taken 2 returning officers shall be appointed by the chair of the meeting and they shall conduct the poll under the direction of the chair. 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.</p> |
| Section 11.10 A SECRET BALLOT ME BE WITHDRAWN | <p>11.10 A SECRET BALLOT MAY BE WITHDRAWN</p> <p>The demand for a secret ballot may be withdrawn at any time prior to handing ballot papers to Members.</p> | <p>11.11 A POLL MAY BE WITHDRAWN</p> <p>The demand for a poll may be withdrawn at any time prior to handing ballot papers to Members.</p> |
| Section 11.11 DETERMINATION OF VOTES | <p>11.11 DETERMINATION OF VOTES</p> <p>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.</p> | <p>11.12 DETERMINATION OF VOTES</p> <p>Subject to this Constitution and the Corporations Law, all questions arising at any meeting of Members shall be decided by a majority of votes and a determination by a majority of the votes cast by 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.</p> |

| Section | Current Wording | Proposed Wording |
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| Section 11.12 CASTING VOTE OF CHAIR | <p>11.12 CASTING VOTE OF CHAIR</p> <p>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.</p> | <p>11.13 CASTING VOTE OF CHAIR</p> <p>In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting at which the show of hands or poll takes place shall have a second or casting vote.</p> |
| Section 11.13 VOTING | <p>11.13 VOTING</p> <p>A Member may vote in person, by proxy or Representative and on a show of hands every person present or by 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.</p> | <p>11.14 VOTING</p> <p>Subject to when the Board allows a direct vote, a Member may vote in person, by proxy or Representative and on a show of hands every person present or by electronic link who is a Member or a proxy or a Representative of a Member shall have one vote and on a poll every Member present in person or by proxy or Representative shall have one vote unless they have already cast a direct vote on the matter.</p> |
| Section 11.14 INCAPACITY | <p>11.14 INCAPACITY</p> <p>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.</p> | |

| Section | Current Wording | Proposed Wording |
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| <p>Section 11.15 VOTE BY PROXY VALID NOTWITHSTANDING INTERVENING DEATH OR REVOCATION</p> | <p>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.</p> | <p>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 revocation of the instrument or by the authority under which the instrument was executed, if no intimation in writing of such death 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.</p> |

Special Resolution 3

Amend the constitution: to consider and, if thought fit, to pass the following resolution as a special resolution:

That the constitution of *Australian Library and Information Association Limited* be amended by in the relevant section of the constitution deleting the words in the 'Current Wording' column specified in *Special Resolution 3 Table of Changes* and inserting in their place the words in the 'Proposed Wording' column specified in *Special Resolution 3 Table of Changes* and as detailed in the explanatory notes accompanying the Notice of Meeting for this annual general meeting with the change to apply from the conclusion of this annual general meeting.

Special Resolution 3 Table of Changes

| Section | Current Wording | Proposed Wording |
|--------------------------------------|--|--|
| Section 12.1 COMPOSITION OF BOARD | The Board shall consist of 7 persons or such other number as shall be determined from time to time at a general meeting. | The Board shall consist of 7 individuals or such other number as shall be determined from time to time at a general meeting. |

| Section | Current Wording | Proposed Wording |
|---------------------------|---|---|
| Section 12.2 a) DIRECTORS | <p>a) The Board shall comprise the following seven Directors with voting powers who shall be appointed as given below:</p> <ul style="list-style-type: none"> i. a President (elected by Members); ii. a Vice-President/President elect (elected by Members); iii. four Directors elected by Members; and iv. one Director elected by institutional Members. <p>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.</p> | <p>The Board shall comprise the following seven Directors with voting powers who shall be appointed as given below:</p> <ul style="list-style-type: none"> i. a President elected by Members; ii. five Directors elected by Members; and iii. one Director elected by Institutional Members. <p>The Board may elect from the Directors other than the President a Vice-President. All Directors shall be personal Members of the Association and represent the interests of the Association as a whole, as required by Law, rather than those of a particular constituency. The Board may commission advice from a suitably qualified person or persons.</p> |

| Section | Current Wording | Proposed Wording |
|-------------------------------------|--|--|
| Section 12.3 OPERATIONAL PROVISIONS | <p>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 year. A Director can only hold office for a maximum of two consecutive terms.</p> <p>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.</p> | <p>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. A Director can only hold office for a maximum of two consecutive terms but may stand again for appointment or election after one full term off the Board.</p> |
| Section 12.4 ROTATION OF DIRECTORS | <p>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;</p> <p>b) The Director to be elected by the institutional Members will be elected in alternate years.</p> | <p>a) . There will be an election process for Directors each year as follows:</p> <ul style="list-style-type: none"> i. In conjunction with the AGM in odd years the President and two Director positions will be elected by Members; ii. In conjunction the AGM in even years the remaining three Directors will be elected by Members and the Institutional Director will be elected by the institutional Members. |

| Section | Current Wording | Proposed Wording |
|------------------------------------|---|---|
| Section 12.5 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. | <p>The election of Directors shall take place in the manner determined by By-Laws as promulgated by the Board from time to time.</p> <p>The Vice-President elected in conjunction with the 2019 AGM shall remain in office until the conclusion of the 2020 AGM and shall be the President in conjunction with the 2020 AGM. At the first meeting of the Board following the 2020 AGM or at which there is a vacancy in the position of Vice-President the Directors may elect from their number a Vice-President who shall act in the absence or unwillingness of the President. When there is no longer a Director on the Board affected by this paragraph of this rule it shall be removed and replaced with the words 'Deleted (date)'. Where casual vacancies in the positions of Director occur more than 3 months prior to the next scheduled election to fill that vacancy the Board may appoint any eligible Member to fill that vacancy. Such appointee shall hold office until the conclusion of the next AGM at which that position of Director would be filled in the normal process.</p> <p>If the casual vacancy is in the position of President, the Vice-President, if appointed, from time to time assumes the role until the conclusion of the next AGM at which the position of President would be filled in the normal process.</p> |

Rules of the meeting

- All substantive motions to be put to the AGM must appear in the published agenda.
- The only items that may be raised under general business are those of an informal nature, or those that are within the scope of the business already laid down. Motions of a substantial nature relating to items not covered in the notice of the meeting will not be allowed.
- If any item of urgency arises which is not within the business of the meeting, the Chair has the power to accept it without notice or rule that due notice must be given provided it falls within the scope of section 250R of the Corporations Act.
- When addressing the Chair, the person desiring recognition will properly identify themselves, giving his or her name and affiliation. Only ALIA Members or their Representatives or proxies or the auditor may speak.
- Debate shall be limited to three minutes for each speaker; no speaker may have the floor twice on the same question until all who wish to speak have spoken, and then subject to the Chair.
- By general consent, if there be no objection, or by a two-thirds vote, any rule governing the debate may be suspended.
- The Chair's rulings on procedural matters may not be debated. The reference for rules and their interpretation by the Parliamentarian will be Joske's *The law and procedure at meetings in Australia*, 10th ed, 2007. A Parliamentarian will be appointed to advise the Chair on procedures and to assist in determining the results of a poll of members present if necessary.