



# Constitution [Amendment approved May 2022] Australian School Library Association Incorporated ARBN: 141 262 866

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## PART 1 – INTRODUCTION

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### 1. PRELIMINARY

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#### 1.1 Definitions

In this Constitution:

**Act** means the *Associations Incorporation Act 1991* (ACT). **Annual Subscription**

**Fee** means the fee referred to in **clause 10**.

**Association** means the Australian School Library Association Incorporated.

**Board** means the governing body of the Association as discussed in **Part 4** of the Constitution.

**Body corporate** means a single legal entity such as an incorporated association or a corporation.

**Constitution** means this constitution of the Association as amended or supplemented from time to time.

**Corporate Member** means the member referred to in **clause 5.1(d)**.

**Director** means a Board member elected in accordance with **clause 15** (includes Directors and Office Bearers)

**General Meeting** means a General Meeting of the Association including an Annual General Meeting.

**Member** means a member of the Association pursuant to **clause 3** (and **Membership** has the corresponding meaning).

**Mission and Vision** means the Mission and Vision of the Association as set out in **clause 2.2**.

**Office Bearers** means:

- (a) the President;
- (b) the Vice-President; and
- (c) the Secretary.

**Poll** means the casting of a vote on paper or electronically.

**President** means the Office Bearer referred to in **clause 14.3(a)**.

**Project Team** means a team established pursuant to **clause 21**.

**Public Officer** means the person who is for the time being the public officer of the Association under the Act.

**Regulation** means the *Associations Incorporation Regulation 1991* (ACT).

**Remunerated personnel** means those personnel:

- employed under contract, and
- employed on a casual or part-time basis for a specific purpose.

**Representative** means the person appointed by a Schools K-12 Member and a Corporate Member to exercise the rights of that Member at meetings of the Association in accordance with **clause 32**.

**Schools K-12 Member** means the member referred to in the By-Laws.

**Secretary** means the Office Bearer referred to in **clause 14.3(d)**.

**Special Resolution** means a resolution put to a General Meeting of the Association, having fulfilled all the requirements under the Act.

**Vice-President** means the Office Bearer referred to in **clause 14.3(b)**.

**Voting Members** means:

- (a) Member Association members eligible to vote;
- (b) Personal Member;
- (c) Schools K-12 Member representative; and
- (d) Corporate Member representative.

**Voting Member Present** means, in connection with a meeting of Members, a Voting Member being present in person or by proxy.

## 1.2 Interpretation

(a) In this Constitution:

- (i) a reference to a function includes a reference to a power, authority and duty; and
- (ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(b) The provisions of the *Legislation Act 2001 (ACT)* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

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## PART 2 - MISSION AND VISION

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### 2. NAME AND MISSION AND VISION

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#### 2.1 Name

2.1.1 The name of the Association is "Australian School Library Association Incorporated".

2.1.2 The letters ASLA shall be the recognised contraction for the name of the Association.

#### 2.2 Mission and Vision

The Association is a non-profit organisation for the promotion of school libraries and library staff in

Australia. The mission and vision of the Association are:

- (a) to promote an understanding of the aims, needs and educational significance of school library resource services and teacher librarianship;
- (b) to establish, review and maintain national standards and guidelines for school libraries, through maintaining an awareness of state and national decisions regarding school relationships and providing advice to those bodies on all matters concerning school library resource services and teacher librarianship;
- (c) to be a national authority in the field of school library resource services and teacher librarianship;
- (d) to promote school libraries through research and publication;

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## **PART 3 - MEMBERSHIP**

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### **3. MEMBERSHIP QUALIFICATIONS**

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A person or body corporate is qualified to be a Member if, but only if:

- (a) the person or body corporate is a person or body corporate respectively referred to in section 21(2)(a) or (b) of the Act and has not ceased to be a Member of the Association at any time after incorporation of the Association under the Act; or
- (b) the person or body corporate supports the Mission and Vision and
  - (i) has been nominated for membership in accordance with **clause 6**;
  - (ii) has been approved for membership of the Association by the Board; and
  - (iii) the name of the person or body corporate has been entered into the register of Members referred to in **clause 6.2**.

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### **4. CLASSES OF MEMBERSHIP AND ELIGIBILITY**

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- (a) There are several classes of Membership of the Association, determined by the Board and listed in the By-Laws.
- (b) In addition to those benefits attached to different classes of Membership as set out in **clause 7**, the Board will determine what additional benefits shall attach to each class of Membership.

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### **5. [Clause removed in this amendment]**

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### **6. APPLICATION FOR MEMBERSHIP**

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#### **6.1 Application for Membership**

- (a) Application by a person or body corporate for Membership must be:
  - (i) made by a Member in writing on the online form determined by the Board; and
  - (ii) All relevant documentation according to the class of membership is to be submitted to the Executive Officer at the time of application. The details are described in the By-Laws.

(b) The applicant must pay, at the time of lodging the application referred to in **clause 6.1(a)**, the application fee as determined by the Board.

## **6.2 Consideration for application for Membership**

- (a) If the application referred to in clause 6.1 (a) meets the requirements of eligibility for Membership, then the application is accepted, then referred to the Board for endorsement following due process.
- (b) If the application referred to in clause 6.1 (a) does not meet the requirements of eligibility for Membership with all relevant documentation submitted at the time of application, then the application is referred to the Board which must decide whether to approve or to reject the application.
- (c) The application process will result, upon payment by the applicant of the annual subscription fee, in the applicant's details being included in the database of Members and, on the name being so entered, the applicant becomes a Member of the Association.

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## **7. MEMBERSHIP ENTITLEMENTS**

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### **7.1 Membership Entitlements**

#### **(a) Member Association**

Each Member Association

- (i) may appoint a Director/s pursuant to clause 15 in accordance with the Member Association's governing document to a maximum of 2 Directors; and
- (ii) has one vote at Board meetings per each appointed Director; and
- (iii) member, who is a financial member of that Member Association and is eligible to vote under the Member Association governing documents, has one vote at all General Meetings; and
- (iv) member, who is a financial member of that Member Association and is eligible to vote under the Member Association governing documents, may stand for election as a Director and / or Office Bearer pursuant to **clause 15**.

#### **(b) Personal and Schools K-12 Members**

Each Personal and Schools K-12 Member nominated representative has one vote as a Voting Member at all General Meetings; and may stand for election as a Director and / or Office Bearer pursuant to **clause 15**.

#### **(c) Corporate Member**

Each Corporate Member:

- (i) has one vote as a Voting Member at all General Meetings through their nominated representative; and
- (ii) is not entitled to nominate a representative to stand for election as a Director



and / or Office Bearer.

(c) **Honorary member**

Each Honorary Member:

- (i) may attend General Meetings but cannot vote; and
- (ii) is not entitled to stand for election as a Director and / or Office Bearer.

## **7.2 Membership Entitlements Not Transferable**

A right, privilege, or obligation for any class of Membership:

- (a) is not capable of being transferred or transmitted to another person or body corporate; and
- (b) terminates on cessation of the Membership.

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## **8. CESSATION OF MEMBERSHIP**

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Membership in any class ceases if the Member:

- (a) if an individual, dies;
- (b) resigns from membership, or membership lapses;
- (c) if a body corporate:
  - (i) if that Member is dissolved or otherwise ceases to exist;
  - (ii) if that Member has:
    - A. a receiver;
    - B. a receiver and manager;
    - C. a liquidator;
    - D. an administrator;
    - E. an administrator of a deed of company arrangement; or
    - F. a trustee of other person administering a compromise or arrangement between the Association and someone else; appointed to it receiver;
- (d) is expelled from the Association pursuant to **clause 12**;
- (e) is in arrears of payment of the Annual Subscription Fee or any other fee or levy for a period of three (3) months; or
- (f) fails to renew Membership of the Association.

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## **9. RESIGNATION OF MEMBERSHIP**

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### **9.1 Restriction on Resigning**

A Member is not entitled to resign from Membership except in accordance with this **clause 9**.

### **9.2 Procedure**

A Member who has paid all amounts payable by the Member to the Association in respect of their Membership may resign from Membership of the Association by first giving to the Executive Officer written notice.

### 9.3 Entry in Register

If a Member of the Association ceases to be a Member under **clause 9.2**, and in every other case where a Member ceases to hold Membership, the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

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## 10. FEES

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### 10.1 Annual Subscription Fee

A Member must pay to the Association an Annual Subscription Fee.

### 10.2 Determination of Fees

The Board shall determine the Annual Subscription Fee payable by each class of Membership of the Association, including the basis of, the timing of and the manner of payment of such fees.

### 10.3 Payment of Fees

The Annual Subscription Fee is payable:

- (1) for continuing Members, as determined by the Board and notified to Members ; or
- (2) for new Members, in accordance with **clause 6.2(b)**.

### 10.4 Honorary Members

Honorary Members are exempt from the payment of the Annual Subscription Fee.

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## 11. MEMBERS' LIABILITIES

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The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of Membership of the Association as required by **clause 10**.

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## 12. DISCIPLINING OF MEMBERS

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### 12.1 Disciplining of Members

- (a) The Board may resolve to expel any Member or to suspend any Member from Membership of the Association where the Board holds the opinion that the Member:
- (i) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
  - (ii) has persistently or wilfully acted in a manner prejudicial to the interests and Mission and Vision of the Association.

(b) A resolution of the Board pursuant to clause 12.1(a) will be of no effect unless the Board confirms the resolution in accordance with this clause at a meeting held not earlier than fourteen (14) days and not later than twenty eight (28) days after the service on the Member of notice under clause **12.1(c)**.

(c) If the Board resolves under **clause 12.1(a)** to expel or suspend any Member, the Secretary must serve the Member with a notice in writing:

- (i) setting out the resolution of the Board and the grounds upon which it is based;
- (ii) stating that the Member may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after service of the notice;
- (iii) stating the date, place and time of that meeting; and
- (iv) informing the Member that the Member may do either or both of the following:
  - a. attend and speak at that meeting;
  - b. submit to the Board at or prior to the date of that meeting written representations relating to the resolution.

(d) Subject to section 50 of the Act, at a meeting of the Board held in accordance with **clause 12.1(c)(ii)**, the Board must:

- (i) give the Member an opportunity to make oral representations;
- (ii) give due consideration to any written representations submitted to the Board by the Member at or prior to the meeting; and
- (iii) resolve whether to confirm or to revoke the decision to expel or suspend the Member.

(e) The Member must be notified in writing of the decision of the Board within seven (7) days. If the Board resolves to confirm the expulsion or suspension, the Member must also be notified of the right of appeal available under **clause 12.2**.

(f) A resolution confirmed by the Board under **clause 12.1(d)** does not take effect:

- (i) until the expiration of the period within which the Member is entitled to appeal against the resolution; or
- (ii) if the Member exercises the right of appeal, until the Association confirms the resolution pursuant to **clause 12.1(d)**.

## **12.2 Right of Appeal of Disciplined Member**

- (a) A Member may appeal to the Association in General Meeting against a resolution of the Board, which is confirmed under **clause 12.1(d)(iii)**. Written notice of such an appeal must be lodged with the Secretary within twenty-one (21) days of service of the notice required under **clause 12.1(e)**.
- (b) Upon receipt of a notice of appeal under **clause 12.2(a)**, the Secretary will notify the Board which must call a General Meeting of the Association to be held within twenty-one (21) days after the date when the Secretary received the notice or as soon as possible after that date.

- (c) Subject to section 50 of the Act, at a General Meeting of the Association called pursuant to **clause 12.2(b)**:
- (i) no business other than the question of the appeal may be transacted; and
  - (ii) the Board and the Member must be given the opportunity to state their respective cases orally or in the writing, or both; and
  - (iii) the Voting Members Present must vote by secret ballot on the question of whether the resolution made pursuant to **clause 12.1(d)(iii)**, will be confirmed or revoked.
- (d) If the Voting Members Present pass a special resolution in favour of the confirmation of the resolution made under **clause 12.1(d)(iii)**, that resolution is confirmed.
- (e) Internal disputes will be resolved using the rules and procedures established in the Associations Incorporation Act 1991 (ACT).
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## **PART 4 – THE BOARD**

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### **13. THE BOARD**

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#### **13.1 Powers of the Board**

The Board, subject to the Act, the Regulation, this Constitution and to any resolution passed by the Association in General Meeting:

- (1) is to control and manage the affairs of the Association;
  - (2) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by the Association in General Meeting;
  - (3) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association; and
  - (4) has power to appoint and dismiss remunerated personnel of the Association.
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### **14. CONSTITUTION AND MEMBERSHIP OF THE BOARD**

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#### **14.1 Number of Directors**

The Board shall consist of no fewer than five (5) and no more than fourteen (14) persons.

#### **14.2 Residency of Directors**

Directors must be resident in Australia before the Annual General Meeting at which they are nominated.

#### **14.3 Constitution of Board**

As of the first Annual General Meeting held after the registration of this amended Constitution,

the Board shall consist of:

- (a) the President;
- (b) the Vice-President;
- (c) the Secretary; and
- (d) up to a maximum of eleven (11) (**Directors**) each of whom is to be elected pursuant to either **clause 15** (as the case may be).

#### **14.4 No Payment to Directors**

Directors shall be volunteers and shall not receive payment for any work undertaken to carry out their Board functions, except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

#### **14.5 Term**

- (a) Subject to **clause 14.5(c)**, the President, Vice President, Secretary and each Director is, subject to this Constitution, to hold office for a term of two (2) years.
- (b) A Director's term shall commence from the conclusion of the Annual General Meeting or Board meeting at which the Director was appointed or elected (whichever is applicable) until the conclusion of the Annual General Meeting or Board meeting which is held approximately two (2) years after the date of the Director's appointment or election (whichever is applicable).
- (c) At the expiry of a Director's term, the Director shall be eligible for re-appointment or re-election (whichever is applicable) for another two (2) year term.
- (d) Notwithstanding anything else herein contained, a person shall not hold office as a Director for more than six (6) consecutive years.

#### **14.6 Executive Officer**

- (a) The Executive Officer is entitled to attend Board meetings but is not entitled to vote and is not a member of the Board.
- (b) The Executive Officer shall be engaged on terms and conditions agreed in writing between the Board and the Executive Officer. The powers and duties of the Executive Officer shall be as agreed between the 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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### **15. ELECTION OF DIRECTORS AND OFFICE BEARERS**

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#### **15.1 Directors**

Voting for the election of candidates as Directors:

- (a) where a State or Territory has a Member Association:
  - (i) is to be held in accordance with the governing documents of the Member Association; and
  - (ii) the Member Association will notify the Secretary of the Association of the name/s and address/es of the elected Director/s not less than seven (7) days before the date fixed for the Annual General Meeting at which the appointment is to take place.

(b) where there is no Member Association:

- (i) the Board will call for nominations from Voting Members; and
- (ii) information in respect of nominations received by the Board shall be circulated to Voting Members prior to the Annual General Meeting at which the appointment is to take place.

### **15.2 Election Process for Office Bearers**

(a) Nominations of candidates for election as Office Bearers:

- (i) must be made in writing, signed by two (2) Voting Members of the Association and be accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- (ii) must be given to the Secretary of the Association not less than sixty (60) days before the date fixed for the Annual General Meeting.

(b) For the purposes of **clause 15.2(a)(ii)**, an email transmission which is received by the Secretary of the Association and which satisfies the nomination requirements pursuant to **clause 15.2(a)(i)**, shall, for the purposes of this clause, be taken to be in writing and signed by the two (2) nominating Voting Members at the time of the receipt of the email transmission by the Executive Officer of the Association.

(c) If insufficient nominations are received to fill all vacancies of Office Bearers, the candidates nominated are taken to be elected and any vacant positions remaining are taken to be casual vacancies but if the number falls below the minimum fixed for a quorum the Board may only act in accordance with **clause 20.7**.

(d) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.

(e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be distributed to Voting Members.

(f) The ballot must be conducted prior to the Annual General Meeting of the Association.

(g) A person is not eligible to simultaneously hold more than one (1) position on the Board.

### **15.3 Election Process for Directors Where There is No Member Association**

(a) Nominations of candidates for election as Director

- (i) must be made in writing, signed by two (2) Voting Members and be accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- (ii) must be given to the Secretary of the Association not less than sixty (60) days before the date fixed for the Annual General Meeting or meeting at which the appointment is to be made.

(b) For the purposes of **clause 15.3(a)(ii)**, an email transmission which is received by the Secretary of the Association and which satisfies the nomination requirements pursuant to **clause 15.3(a)(i)**, shall, for the purposes of this clause, be taken to be in writing and signed by the two (2) nominating Voting Members at the time of the receipt of the email

transmission by the Secretary of the Association.

- (c) If insufficient nominations are received to fill all vacancies of Directors where there is no Member Association, the candidates nominated are taken to be elected and any vacant positions remaining are taken to be casual vacancies but if the number falls below the minimum fixed for a quorum the Board may only act in accordance with clause 20.7.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be distributed to Voting Members.
- (f) The ballot must be conducted prior to the Annual General Meeting of the Association.
- (g) A person is not eligible to simultaneously hold more than one (1) position on the Board.

#### **15.4 Office Bearers**

- (a) The Office Bearers of the Association are nominated from the Membership of the Association and are to be elected by the Board.
- (b) No more than two (2) nominees from the same Member Association and/or State / Territory shall be elected as Office Bearers at any one time.
- (c) Office Bearers must be resident in Australia.

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### **16. SECRETARY**

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#### **16.1 Secretary's Address**

The Secretary must, as soon as practicable after being appointed as Secretary, notify the Association of his or her address.

#### **16.2 Duties of Secretary**

- (a) The Secretary must keep minutes of:
  - (i) all elections and appointments of Office Bearers and Directors; and
  - (ii) the names of Directors present at a Board meeting or a General Meeting; and
  - (iii) all proceedings at Board meetings and General Meetings.
- (b) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

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### **17. TREASURER**

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#### **17.1 Duties of Finance Officer (formerly Treasurer's Assistant)**

The Accountant of the Association must oversee:

- (a) the collection and receipt of all amounts owing to the Association and all payments authorised by the Association; and
- (b) the correct keeping of accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

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## **18. CASUAL VACANCIES**

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### **18.1 Casual Vacancies on Board**

For the purposes of this Constitution, a casual vacancy in the office of a Director or Office Bearer occurs if the Director or Office Bearer:

- (a) dies; or
- (b) ceases to be a Member; or
- (c) resigns from office by notice in writing given to the Board; or
- (d) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth); or
- (e) becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health; or
- (f) is convicted of a criminal offence; or
- (g) is disqualified from office under section 63(1) of the Act; or
- (h) is removed from office under **clause 19**; or
- (i) is absent without the consent of the Board from two (2) consecutive meetings of the Board held during a calendar year.

### **18.2 Board to Fill Casual Vacancies of Office Bearers**

In the event that a casual vacancy occurs in any of the Office Bearer positions, the Board must elect a candidate to fill the vacant Office Bearer position in accordance with the procedure set out in **clause 15.2**.

### **18.3 Casual Vacancies in Directors**

In the event of a casual vacancy in the office of Director, the Board shall:

- (a) appoint the person nominated by the Member Association, or
- (b) appoint a Voting Member.

### **18.4 Term of Appointment**

Each Office Bearer or Director appointed pursuant to this **clause 18**, shall take office immediately and will hold office until the next Annual General Meeting following the date of appointment, at which time the vacancy may be filled, or the appointment confirmed, in accordance with the procedure set out in **clause 15**.

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## **19. REMOVAL OF BOARD MEMBER**

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- (a) Subject to section 50 of the Act, the Association in General Meeting may by resolution remove any Director or Office Bearer from the office of Director or Office Bearer before the expiration of the Director's or Office Bearer's term of office.



(b) A Director or Office Bearer, to whom a proposed resolution referred to in **clause 19(a)** relates, may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the service of notice of removal. The Director or Office Bearer shall be given a full and fair opportunity to show cause why he or she should not be removed from office.

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## **20. MEETINGS AND QUORUM OF THE BOARD**

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### **20.1 Minimum Number of Meetings**

The Board must meet at least four (4) times in each calendar year at such place and time as the Board may determine.

### **20.2 Additional Meetings**

Additional meetings of the Board may be called by any Director.

### **20.3 Notice and Convening of Meeting**

- (a) Oral or written notice of a meeting of the Board must be given by the Secretary to each Director at least forty eight (48) hours (or such other period as may be unanimously agreed on by the Board) before the time appointed for the holding of the meeting.
- (b) Notice of a meeting given under **clause 20.3(a)** must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Directors present at the meeting unanimously agree to treat as urgent business.
- (c) A Board meeting may be convened or held using any technology consented to by all of the Directors. The consent may be a standing one.

### **20.4 Quorum**

Fifty per cent plus one (50% + 1) of the Board shall constitute a quorum for the transaction of the business of a Board meeting.

### **20.5 No Quorum**

No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a mutually agreed time.

### **20.6 Adjourned Meeting**

If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

### **20.7 General Right to Appoint Board Members**

The Board may act despite any vacancy in their body, but if the number falls below the minimum fixed for a quorum (in accordance with **clause 20.4**), the Board may act only to convene a General Meeting for the sole purpose of appointing new Directors but for no other purpose.

### **20.8 Chair**

At a Board meeting: (a) the President or, in the President's absence, the Vice-President is to preside; or (b) if the President and Vice-President are absent one of the remaining Directors, may be elected by the Board, to preside as chair of the meeting.

### **20.9 Resolutions by Board**

- (a) The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures can be contained in more than one document.
- (b) An email transmission which is received by the Association and which purports to have been sent by a Director shall, for the purposes of this clause, be taken to be in writing and signed by that Director at the time of the receipt of the email transmission by the Association.

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## **21. DELEGATION BY BOARD TO PROJECT TEAMS**

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### **21.1 Project Teams**

The Board may, by instrument in writing, delegate to one or more Project Teams (consisting of such Members or Directors as the Board considers appropriate) the exercise of the functions of the Project Team that are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function which is a function imposed on the Board by the Act, by any other law, or by resolution of the Association in General Meeting.

### **21.2 Function of Project Team**

Operation of Project Teams is defined in the By-Laws.

### **21.3 Same Force and Effect**

Any act or thing done or suffered by a Project Team acting in the exercise of a delegation under this **clause 21** has the same force and effect as it would have if it had been done or suffered by the Board.

### **21.4 Revocation of Delegation**

The Board may, in writing, revoke wholly or in part any delegation under this section.

### **21.5 Project Team Meetings**

A Project Team may meet and adjourn as it considers appropriate.

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## **22. VOTING AND DECISIONS OF THE BOARD AND PROJECT TEAMS**

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### **22.1 Decisions**

Questions arising at a meeting of the Board or of any Project Team appointed by the Board are to be determined by a majority of the votes of Directors or members of the Project Team (as the case may be) present at the meeting.

### **22.2 Casting Vote**

Each

- (a) Director and Office Bearer present at a Board meeting; or
- (b) member of a Project Team present at a meeting of any Project Team;

is entitled to one vote but, in the event of an equality of votes on any question, the motion shall be lost.

### **22.3 Acting Despite Vacancy**

Subject to **clause 20.4** and **20.7**, the Board may act despite any vacancy on the Board.

### **22.4 Valid Despite Defects**

Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a Project Team, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Director or Project Team member.

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## **PART 5 - GENERAL MEETINGS**

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### **23. ANNUAL GENERAL MEETINGS**

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#### **23.1 Holding of Annual General Meetings**

- (a) With the exception of the first Annual General Meeting of the Association, the Association must, at least once in each calendar year and within five (5) months after the end of each financial year of the Association, call an Annual General Meeting of its Members.
- (b) The Association must hold its first Annual General Meeting within 18 months after its incorporation under the Act and within five (5) months after the end of the first financial year of the Association.
- (c) **Clauses 23.1** and **23.2** have effect subject to the powers of the registrar-general under section 120 of the Act, in relation to extensions of time.

#### **23.2 Calling of and Business at Annual General Meetings**

- (a) The Annual General Meeting of the Association must, subject to the Act, be called on the date and at the place and time that the Board considers appropriate. The Annual General Meeting 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. Anyone using this technology is taken to be present in person at the meeting.
- (b) In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is:
  - (i) to confirm the minutes of the last Annual General Meeting and of any General Meeting held since that meeting; and
  - (ii) to receive from the Board reports on the activities of the Association during the last financial year; and
  - (iii) to elect (in accordance with clause 15.2 and 15.3) and confirm the appointment of Directors, as required; and
  - (iv) to receive and consider the audited statement of accounts, the auditor's report and the net profit and loss in respect of the most recently ended financial year, required to be submitted to Members pursuant to section 73(1) of the Act; and
  - (v) to appoint the Association's auditor in accordance with the provisions of the Act.
- (c) An Annual General Meeting must be specified as such in the notice calling it in accordance with **clause 25**.
- (d) An Annual General Meeting must be conducted in accordance with the provisions of this part.

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## **24. CALLING OF GENERAL MEETINGS**

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### **24.1 Convening of a General Meeting**

The Board may, whenever it thinks fit, convene a General Meeting of the Association via whatever technology is consented to by the Board of Directors.

### **24.2 Requisition of General Meeting by Members**

The Board must, on the requisition in writing of not less than five per cent (5%) of the total number of Members, convene a General Meeting of the Association.

### **24.3 Notice of Requisition**

A requisition of Members for a General Meeting:

- (a) must state the purpose or purposes of the meeting; and
- (b) must be signed by the Members making the requisition; and
- (c) must be lodged with the Secretary; and
- (d) may consist of several documents in a similar form, each signed by one (1) or more of the Members making the requisition.

### **24.4 Failure to Convene General Meeting**

If the Board fails to convene a General Meeting to be held within one (1) month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a General Meeting to be held not later than three (3) months after that date.

### **24.5 How to Convene a General Meeting**

- (a) A General Meeting convened by a Member or Members as referred to in **clause 24.4** must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Board.
- (b) Any Voting Member who consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

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## **25. NOTICE OF GENERAL MEETINGS**

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### **25.1 Notice of Meeting**

Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least fourteen (14) days before the date fixed for the holding of the General Meeting, send to each Member, at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

### **25.2 Special Resolution**

If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least twenty one (21) days before the date fixed for the holding of the General Meeting, cause notice to be given to each Voting Member, in the manner provided in **clause 25.1**, specifying, in addition to the matter required under **clause 25.1**, the intention to propose the resolution as a special resolution.

### **25.3 Business**

No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, where business may be transacted under **clause 23.1**.

### **25.4 Member Desiring to bring Business**

A Member desiring to bring any business before a General Meeting must give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

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## **26. PROCEDURE FOR GENERAL MEETINGS**

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### **26.1 Quorum Required**

No item of business is to be transacted at a General Meeting unless a quorum of Members

entitled under this Constitution to vote is present during the time the meeting is considering that item.

## **26.2 Quorum**

- (a) Fifty percent plus one (50% +1) of the Board present in person shall constitute a quorum for the transaction of the business of an Annual General Meeting.
- (b) At least twenty-five (25) Members present in person, who are entitled under this Constitution to vote at a General Meeting, constitute a quorum for the transaction of the business of a General Meeting.

## **26.3 No Quorum**

If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:

- (a) if convened on the requisition of Voting Members, is to be dissolved; and
- (b) in any other case, is to stand adjourned to a date and time determined by the Board.

## **26.4 Adjourned Meeting**

If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Voting Members present is to constitute a quorum.

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## **27. PRESIDING MEMBER AT A GENERAL MEETING**

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### **27.1 Chair**

The President or, in the President's absence, the Vice-President, is to preside as chair at each General Meeting of the Association.

### **27.2 Absent Chair**

If the President and Vice-President are absent, the Voting Members present must elect one of their number to preside as chair at the meeting.

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## **28. ADJOURNMENT OF A GENERAL MEETING**

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### **28.1 Adjournment**

The chair of a General Meeting at which a quorum is present may, with the consent of the majority of Voting Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

### **28.2 Notice of Adjournment**

If a General Meeting is adjourned for fourteen (14) days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

### **28.3 No Notice Required**

Except as provided in **clauses 28.1** and **28.2**, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

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## **29. MAKING OF DECISIONS AT A GENERAL MEETING**

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### **29.1 Decisions**

A question arising at a General Meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chair that a resolution has, on a show of hands, been:

- (a) carried; or
- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost,

or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

### **29.2 Demand for Poll**

At a General Meeting of the Association, a poll may be demanded by the chair or by at least three (2) Voting Members present in person or by proxy at the meeting.

### **29.3 How Poll Taken**

If a poll is demanded at a General Meeting, the poll must be taken:

- (a) immediately in the case of a poll which relates to the election of the chair (pursuant to **clause 27.2**) of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chair directs; and
- (c) the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **29.4 Minutes**

Minutes of proceedings at a General Meeting must be signed by the chair of the General Meeting or by the chair of the next succeeding General Meeting.

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## **30. VOTING**

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### **30.1 Vote**

On any question arising at a General Meeting of the Association a Voting Member has one vote only.

### **30.2 How Votes Given**

All votes must be given personally or by proxy, but no Member may hold more than five (5) proxies.

### **30.3 Casting Vote**

In the case of an equality of votes on a question at a General Meeting, the chair of the meeting is entitled to exercise a second or casting vote.

### **30.4 Entitlement to Vote**

A Voting Member or proxy is not entitled to vote at any General Meeting of the Association unless all money due and payable by the Voting Member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

### **30.5 Right to appoint Proxy**

Each Voting Member is to be entitled to appoint another Member as proxy by notice given to the Secretary no later than twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed.

### **30.6 Proxy Form**

The notice appointing the proxy is to be in the form set out in **Appendix 1** to this Constitution.

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## **31. REPRESENTATIVES**

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### **31.1 Entitlement to a Representative**

Each Schools K-12 Member and Corporate Member is entitled to appoint a Representative to attend General Meetings and to vote on its behalf.

### **31.2 Notice**

Any Schools K-12 Member or Corporate Member which exercises its right to appoint a Representative pursuant to this **clause 32** must notify the Secretary in writing of the name and address of the Representative.

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## **PART 6 – MISCELLANEOUS**

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### **32. AUDITOR**

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### **32.1 Appointment of Auditor**

- (a) The Board shall appoint an auditor to carry out an audit of all its books and accounts at the end of each financial year. Such an audit report shall be tabled at the next meeting of the Board following its receipt.
- (b) The Auditor shall not be a Director or Office Bearer.

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## **33. BY-LAWS**

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- (a) The Board shall have the power to make, alter and rescind any by-laws that it considers necessary for the effective administration of the Association, provided that no by-law may be inconsistent with this Constitution.
- (b) To the degree of any inconsistency between the by-laws and this Constitution, this Constitution shall prevail.

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## **34. FUNDS—SOURCE**

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### **34.1 Source of Funds**

The funds of the Association are to be derived from:

- (a) annual subscriptions of Members;
- (b) donations; and
- (c) such other sources as the Board determines, subject to any resolution passed by the Association in General Meeting and subject to section 114 of the Act.

### **34.2 Depositing of Money**

All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

### **34.3 Issuance of Receipts**

The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

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## **35. FUNDS—MANAGEMENT**

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### **35.1 Use of Funds**

Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the Mission/Vision in such manner as the Board determines.

- (i) The President may approve expenditure up to the value of \$50 without Board approval in advance.

### **35.2 No Distributions to Members**

The Association is a non-profit organisation and no income or property will be paid or transferred directly or indirectly for the beneficial interest of any Member.

### **35.3 Cheques**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be approved by any two (2) Directors or employees of the Association, being Directors or employees authorised to do so by the Board.

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## **36. ALTERATION OF MISSION AND VISION AND CLAUSES**

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The statement of Mission and Vision and this Constitution may be altered by a special resolution in accordance with Section 29 of the Act and pursuant to clause 25 of this Constitution.

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## **37. FINANCIAL YEAR**

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The Association's financial year is the period commencing on 1 January and ending on 31 December (inclusive) in each year.

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## **38. COMMON SEAL**

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### **38.1 Location of Common Seal**

The common seal of the Association must be kept in the custody of the Executive Officer.

### **38.2 Affixing of Common Seal**

- (a) The common seal must not be affixed to any instrument except by the authority of the Board.
- (b) The affixing of the common seal must be attested by the signatures of two (2) Directors.

### **38.3 Entering Contracts**

Any two (2) Directors may enter into agreements and contracts in writing on behalf of the Association providing both Directors have been granted the authority to sign written agreements and contracts on behalf of the Association by the Board.

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## **39. CUSTODY OF BOOKS**

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Subject to the Act and as provided by this Constitution, the Executive Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

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## **40. INSPECTION OF BOOKS**

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The records, books and other documents of the Association must be open to inspection at a place in the Australian Capital Territory, free of charge, by a Member at any reasonable

hour.

(i) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour a) records, books and other financial documents of the association, b) this constitution, c) minutes of all committee meetings and general meetings of the association.

(ii) Despite subclause (i) the Board may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

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## **41. SERVICE OF NOTICES**

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### **41.1 How to Serve Notices**

For the purpose of this Constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally; or
- (b) by sending it by pre-paid post to the address of the person; or
- (c) by sending it electronically to an address specified by the person for giving or serving the notice.

### **41.2 Deemed Service**

For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
- (c) in the case of a notice sent electronically, on the date it was sent.

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## **42. INDEMNITY**

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### **42.1 Liability for Breaches**

The Officer Bearers, Directors, any officer, agent or employee of the Association purporting to exercise powers under this Constitution, are:

- (a) not liable for any loss or liability; and
- (b) entitled to be indemnified by the Association in respect of any loss or liability;
- (c) unless the loss or liability is attributable to:
  - (i) the dishonesty of the Office Bearer, Director, officer, agent or employee; or
  - (ii) the wilful commission or omission of an act known by the Office Bearer, Director, officer, agent or employee to be a fraudulent breach of trust in bad faith.

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## **43. DISTRIBUTION OF INCOME AND PROPERTY**

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- (a) The income and property of the Association whenever derived shall be applied solely towards

the promotion of the Mission and Vision.

(b) No portion of any income or property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members.

(c) Nothing in this Constitution, however, shall prevent the payment in good faith of remuneration to any officer or employee of the Association or to any Member for services rendered to the Association or reasonable or proper rent for premises let by any Member provided such services have been authorised by the Board.

(d) If any surplus remains following the winding up of the Association, the surplus will not be paid to or distributed amongst members, but will be given or transferred to another institution or corporation which has:

- (i) Mission and Vision which are similar to the Mission and Vision;
- (ii) a constitution which requires its income and property to be applied in promoting its Mission and Vision; and
- (iii) a constitution which prohibits it from paying or distributing its income and property amongst its Members to an extent at least as great as imposed on the Association by **clause 44(c)**.

(e) If no association has been nominated in accordance with **clause 44(d)**, any surplus property of the Association shall be dealt with in pursuant to section 92(2) of the Act.

**Appendix 1**

(Clause 30.6)

**FORM OF APPOINTMENT OF PROXY**

Australian School Library Association Incorporated  
(incorporated under the *Associations Incorporation Act 1991*)

I,  
..... (full name),

of  
..... (address)

being a [insert class of membership] Member of Australian School library Association Incorporated (**Association**)  
hereby appoint

..... (full name of proxy),

of  
..... (address)

being a [insert class of membership] Member of the Association, as my proxy to vote for me on my behalf at the General Meeting of the Association (Annual General Meeting or General Meeting, as the case may be) to be held on the \_\_\_\_\_ day of \_\_\_\_\_ , \_\_\_\_\_ (month) (year) and at any adjournment of that meeting.

\* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

**Note:** \* To be inserted if desired.

Signature of Member appointing proxy: .....

Date: .....