

## 1. Name

The name of the organisation is AISWA Libraries Inc.

## 2. Definitions

In these rules, unless the contrary intention appears:

- i. "Independent School" is deemed to be any school in Western Australia not administered by the Education Department of Western Australia.
- ii. "Independent School Library" means a library or resource centre attached to an Independent School.
- iii. "the committee" means the Committee of Management of the Association referred to in rule 9.
- iv. "member" means member of the association as outlined in rule 5.
- v. "full member" means the members referred to in paragraph i and ii of rule 5.
- vi. "general meeting" means a meeting to which all members are invited.
- vii. "special general meeting" means a general meeting other than the annual general meeting.
- viii. "committee meeting" means a meeting referred to in rule 12.
- ix. "act" means the *Associations Incorporation Act 1987*.
- x. "the Secretary" means the Secretary referred to in paragraph ii of rule 10.
- xi. "the Treasurer" means the Treasurer referred to in paragraph iii of rule 10.
- xii "poll" means voting conducted in written form (as opposed to a show of hands);
- xiii. "special resolution" has the meaning given by section 24 of the Act, that is-  
A resolution is a special resolution if it is passed by a majority of not less than 75% of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

## 3. Objects

- i. The objectives of the group are to assist, promote and strengthen the interests of Independent School Libraries in Western Australia and further to:
  - a. Promote consultation and cooperation amongst Independent School Libraries;
  - b. Collect and make available information relevant to Independent School Libraries and their staff;
  - c. Liaise with AISWA (Inc.) on matters relating to libraries and information technology;
  - d. Provide information to AISWA (Inc.) and such other bodies as the Committee may determine; and
  - e. Support the provision of quality school library services in WA schools
- ii. The property and income of the association shall be applied solely towards the promotion of the objects or purposes of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the association, except in good faith in the promotion of those objects or purposes.

## 4. Powers of Association

The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association:

may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- i. acquire, hold, deal with, and dispose of any real or personal property;
- ii. open and operate bank accounts;
- iii. invest its money:
  - a. in any security in which trust monies may lawfully be invested; or
  - b. in any other manner authorised by the rules of the Association;
- iv. borrow money upon such terms and conditions as the Association thinks fit;
- v. give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- vi. appoint agents to transact any business of the Association on its behalf;
- vii. enter into any other contract it considers necessary or desirable; and
- viii. may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

#### **5. Qualifications for membership of Association**

- i. Any library or person working in an Independent School Library, within 100km of Perth is eligible for Metropolitan membership of the group.
- ii. Any library or person working in an Independent School Library, beyond a 100km radius of Perth GPO is eligible for Country membership of the group.
- iii. Any library or person working in a school library, within 100km of Perth is eligible for Metropolitan Associate membership of the group.
- iv. Any library or person working in a school library, beyond a 100km radius of Perth GPO is eligible for Country Associate membership of the group.
- v. Any person who is a student, or not in paid employment, is eligible for Concessional membership.
- vi. Any library or person who does not fulfil Criteria 5(i) or 5(ii) may apply for Associate membership of the group. Such a person would be entitled to attend general meetings and receive the Newsletter, but would not have voting rights or be eligible to be a member of the Committee.
- vii. All eligible persons will be accepted as members or Associate members of the group by the Committee on payment of the annual subscription fee.

#### **6. Register of members of Association**

The Treasurer, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining:

- i. in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- ii. The register must be so kept and maintained at the Treasurer's place of residence or employment or at such other place as the members at a general meeting decide.

## **7. Subscriptions of members of Association**

- i. Each member must pay to the Treasurer, annually on or before 1 October or such other date as the Committee from time to time determines.
- ii. Subject to sub-rule (iii), a member whose subscription is not paid within 6 months after the relevant date fixed by or under sub-rule (i) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- iii. A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (i) or within 6 months thereafter, or such other time as the Committee allows.

## **8. Termination of membership of the Association**

Membership of the Association may be terminated upon:

- i. receipt by the Treasurer or another Committee member of a notice in writing from the member of their resignation from the Association; or
- ii. non-payment of a subscription within 6 months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 7 (i).

## **9. Committee of Management**

- i. Management of the affairs of the group shall be vested in the Committee comprising the following office bearers and Committee members:
  - a. President
  - b. Secretary
  - c. Treasurer
  - d. Between four and ten other Committee members
- ii. At the Annual General Meeting elections must take place for the above office bearers and Committee members.
- iii. Nominations of candidates for election to the committee must be made in writing to the president no later than 5 days prior to the AGM.
- iv. If there are vacancies on the committee and an insufficient number of nominations have been received to fill those nominations, the candidates will be deemed to be elected and further nominations may be received at the AGM.
- v. If the number of nominations received exceeds the number of vacancies to be filled, a vote must be held.
- vi. Primary and secondary schools will, ideally, each be represented on the Committee.
- vii. No individual subscription shall have more than one representative on the Committee at the same time.
- viii. The President and Secretary may not hold the same office for more than 3 consecutive years. The Treasurer may not hold the same office for more than 3 consecutive years. Other committee members may not hold their positions for more than four consecutive years.
- ix. The Committee may co-opt additional persons to assist it in an advisory capacity only.

## **10. Duties of Office Bearers**

- i. The President shall:
  - a. Subject to the rule, the President or his/ her proxy, shall convene and preside at all General meetings, Committee meetings and the Annual General Meeting
  - b. Be the official spokesperson for the Association, provided that the views expressed are in accordance with Association policy
- ii. The Secretary shall:
  - a. be responsible for the keeping of official records of the Association;
  - b. coordinate the correspondence of the Association;
  - c. keep full and correct minutes of the proceedings of the Committee and of the Association; and
  - d. have custody of the Common Seal of the Association.
- iii. The Treasurer shall:
  - a. maintain all financial records of the Association in accordance with accepted book-keeping practice;
  - b. be responsible for the receipt of all moneys paid to or received by, or by him on behalf of, the Association and shall issue receipts for those moneys in the name of the Association;
  - c. pay all moneys into such account or accounts of the Association as the Committee may from time to time direct;
  - d. make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by the President, or their appointed representative, and the Treasurer;
  - e. prepare financial statements for Committee meetings and as requested by the Committee;
  - f. prepare, and have audited, an annual statement for presentation to the Annual General Meeting;
  - g. keep an accurate membership list of the financial members of the Association; and
  - h. have custody of all securities, books and documents of a financial nature and accounting records of the Association.

## **11. Casual vacancies in membership of Committee**

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:

- i. dies;
- ii. resigns by notice in writing delivered to the President or, if the Committee member is the President, to the committee and that resignation is accepted by resolution of the Committee;
- iii. is convicted of an offence under the Act;
- iv. is permanently incapacitated by mental or physical ill-health;
- v. is absent from more than:
  - a. 3 consecutive Committee meetings; or

- b. 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings; of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- vi. ceases to be a member of the Association; or
- vii. is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.
- viii. Should a position become vacant, the Committee has the right to appoint a person to fill the position until the next Annual General Meeting.

## **12. Proceedings of Committee**

- i. The Committee shall meet at least twice a semester.
- ii. A quorum shall be half the Committee, plus one member.
- iii. The President shall be chairperson at all meetings. In the absence of the President, the meeting shall elect a chairperson from those present.
- iv. The chairperson shall have a casting vote.
- v. The Committee shall determine the subscription payable by members and Associate members on an annual basis.
- vi. As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must:
  - a. as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
  - b. not take part in any deliberations or decision of the Committee with respect to that contract.
- vii. Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
- viii. The Secretary must cause every disclosure made under sub-rule (6) (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

## **13. General Meetings**

- i. One Annual General Meeting shall be held in each school year.
- ii. a special general meeting may be convened at any time by the committee
- iii. A special General Meeting shall be called within twenty-one days of receipt of a written request for such a meeting by ten or more full members of the group. Only the business set out in the notice of the meeting shall be transacted at a special General Meeting.
- iv. A special resolution may be moved either at a special general meeting or at an annual general meeting, however the President or Secretary must give to all members not less than 21 days notice of the meeting at

which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

#### **14. Postal Votes**

- i. Where any matter is reserved by the President, as chairperson, and the Committee for decision by all members, that vote shall be by postal vote.
- ii. When a postal ballot is to be held, the Committee is empowered to stipulate the time for issuing and return of ballot papers and all other matters associated with the ballot, provided that in each instance full members are supplied with:
  - i. A copy of the resolution;
  - ii. Papers outlining the case for and against the resolution;
  - iii. A ballot paper signed by the President; and
  - iv. A blank envelope.

#### **15. Quorum and procedures at general meetings**

- i. A quorum shall be twenty full members.
- ii. Votes shall be allocated as one vote per subscription.
- iii. The President, as chairperson, and the Committee may reserve any resolution for decision by a postal ballot of all full members.
- iv. At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy.
- v. If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

#### **16. Minutes of meetings of Association**

- i. The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose and emailed to committee members.
- ii. The President must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (i) are checked and signed as correct by the chairperson of the general meeting or Committee meeting to which those minutes relate or by the chairperson of the next succeeding general meeting or Committee meeting, as the case requires.
- iii. When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
  - a. the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;

- b. all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- c. all appointments or elections purporting to have been made at the meeting have been validly made.

#### **17. Voting rights of members of Association**

- i. Each full member shall be entitled to a single vote on any motion and in respect of any election.
- ii. Decisions shall be made by a simple majority of all those present and entitled to vote.
- iii. If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

#### **18. Rules of Association**

- i. The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-
  - a. Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;
  - b. Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
  - c. An alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;
  - d. An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
  - e. An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- ii. These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

#### **19. Common seal of Association**

- i. The Association must have a common seal on which its corporate name appears in legible characters.
- ii. The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 15.
- iii. The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

## **20. Inspection of records, etc of Association**

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

## **21. Distribution of surplus property on winding up of Association**

- i. The Association shall not be dissolved except at a Special General Meeting of the Association specially convened for the purpose and by resolution carried by 75% of the votes recorded in respect of the same.
- ii. If upon winding up or dissolution of the Association there remains after the satisfaction of all its debts or liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members, of the Association.
- iii. The surplus property must be given or transferred :
  - a. to another association incorporated under the Act which has similar objects; or
  - b. for charitable purposes.
- iv. The actual incorporated association or purposes, as the case requires, shall be determined by the resolution of the members when authorising and directing the Committee under section 33(3) of the Act.