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CONSTITUTION OF AISWA LIBRARIES INC.

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## 1. DEFINITIONS

In these rules, unless the contrary intention appears.

- (a) **Act** means the *Associations Incorporation Act 2015* (WA), as amended from time to time.
- (b) **AGM** means the Annual General Meeting of the Association.
- (c) **Associate Member** means a Member referred to in rules 6.3, 6.4 or 6.5.
- (d) **Association** means AISWA Libraries Inc.
- (e) **Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act.
- (f) **Committee** means the Committee of Management of the Association referred to in rule 10.
- (g) **Committee Meeting** means a meeting referred to in rule 13.
- (h) **Committee Member** means a member of the Committee.
- (i) **Full Member** means a Member referred to in rules 6.1 and 6.2.
- (j) **General Meeting** means a meeting of the Association to which all Members are invited.
- (k) **Independent School** is deemed to mean any school in Western Australia not administered by the Education Department of Western Australia.
- (l) **Independent School Library** means a library or resource centre attached to an Independent School.
- (m) **Member** means a member of the Association as outlined in rule 5.
- (n) **Poll** means voting conducted in written form (as opposed to a show of hands).
- (o) **President** means the president of the Association referred to in rule 11.1.
- (p) **Secretary** means the secretary of the Association referred to in rule 11.2.
- (q) **Special General Meeting** means a General Meeting other than the AGM.
- (r) **Special Resolution** has the meaning given by section 51 of the Act, that is a resolution passed by not less than 75% of the Members who cast a vote at the General Meeting.
- (s) **Surplus Property**, in relation to the Association, means property remaining after satisfaction of:
  - (i) the debts and liabilities of the Association; and

- (ii) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

- (t) **Treasurer** means the treasurer of the Association referred to in rule 11.3.

## 2. **NAME**

The name of the Association is AISWA Libraries Inc.

## 3. **OBJECTS**

- 3.1 The objects or purposes of the Association 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.

- 3.2 The property and income of the Association must 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 any Member, except in good faith in the promotion of those objects or purposes.

## 4. **POWERS OF ASSOCIATION**

- 4.1 The powers conferred on the Association are the same as those conferred by section 14 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:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money:
  - (i) as trust funds may be invested under the *Trustees Act 1962* (WA) Part III; or
  - (ii) in any other manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;

- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
  - (f) appoint agents to transact any business of the Association on its behalf; and
  - (g) enter into any other contract it considers necessary or desirable.
- 4.2 The Association 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 the Act or the rules of the Association.

## **5. FINANCIAL YEAR**

- 5.1 The first financial year of the Association is to be the period notified to the Commissioner under section 7(4)(e) or, if relevant, section 29(5)(e) of the Act.
- 5.2 Each subsequent financial year of the Association is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

## **6. QUALIFICATIONS FOR MEMBERSHIP OF ASSOCIATION**

- 6.1 Any library or person working in an Independent School Library, within 100km of Perth is eligible for metropolitan membership of the Association.
- 6.2 Any library or person working in an Independent School Library, beyond a 100km radius of Perth GPO is eligible for country membership of the Association.
- 6.3 Any library or person working in a school library, within 100km of Perth is eligible for metropolitan associate membership of the Association.
- 6.4 Any library or person working in a school library, beyond a 100km radius of Perth GPO is eligible for country associate membership of the Association.
- 6.5 Any person who is a student, or not in paid employment, is eligible for concessional membership of the Association.
- 6.6 Any library or person who does not meet the requirements of rule 6.1 or 6.2 may apply to be an Associate Member. Such a person would be entitled to attend General Meetings and receive the newsletter of the Association, but would not have voting rights at General Meetings or be eligible to be a Committee Member.
- 6.7 All eligible persons will be accepted as Members or Associate Members by the Committee on payment of the annual membership subscription fee (as determined by the Committee).

## **7. REGISTER OF MEMBERS OF ASSOCIATION**

- 7.1 The Treasurer, on behalf of the Association, must comply with section 53 of the Act by:
- (a) keeping and maintaining (in an up to date condition) a register of Members and their postal or residential addresses; and

- (b) upon the request of a Member of the Association, making the register available for inspection by the Member. The Member may make a copy of or take an extract from the register, but shall have no right to remove the register.

7.2 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.

## **8. MEMBERSHIP SUBSCRIPTION FEE OF ASSOCIATION**

8.1 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) the annual membership subscription fee (as determined by the Committee).

8.2 Subject to rule 8.3, a Member whose annual membership subscription fee is not paid within six months after the relevant date prescribed under rule 8.1, ceases to be a Member on expiry of that six month period, unless the Committee determines otherwise.

8.3 A person exercises all the rights and obligations of a Member for the purposes of these rules if his or her membership subscription fee is paid;

- (a) on or before the date prescribed under rule 8.1;
- (b) within 6 months following the date prescribed under rule 8.1; or
- (c) such other time as the Committee (in its absolute discretion) determines.

## **9. TERMINATION OF MEMBERSHIP OF THE ASSOCIATION**

9.1 Membership of the Association may be terminated upon:

- (a) receipt by the Treasurer or other Committee Member of a notice in writing from the resigning Member notifying of their intention to resign from the Association; or
- (b) non-payment of a membership subscription fee within six months of the date prescribed under rule 8.1.

## **10. COMMITTEE OF MANAGEMENT**

10.1 Management of the affairs of the Association shall be vested in the Committee, which shall comprise of at least seven members, but not more than 13 members.

10.2 The Committee Members shall include the following office bearers:

- (a) President;
- (b) Secretary; and
- (c) Treasurer.

10.3 At the AGM elections must take place for the above office bearers and Committee Members.

- 10.4 Nominations of candidates for election to the Committee must be made in writing to the president no later than five days prior to the AGM.
- 10.5 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.
- 10.6 If the number of nominations received exceeds the number of vacancies to be filled, a vote must be held.
- 10.7 Primary and secondary schools will, ideally, each be represented on the Committee.
- 10.8 No Member shall have more than one representative on the Committee at the same time.
- 10.9 Subject to rule 10.10, a Committee Members may not remain on the Committee for more than four consecutive years.
- 10.10 The President, Secretary and Treasurer may not hold the same office for more than three consecutive years.
- 10.11 The Committee may co-opt additional persons to assist the Committee it in an advisory capacity only.

## **11. DUTIES OF OFFICE BEARERS**

### **11.1 The President shall:**

- (a) convene and preside at each General Meeting (including the AGM) and each Committee Meeting; and
- (b) be the official spokesperson for the Association, provided that the views expressed by the President are in accordance with the policies of the Association.

### **11.2 The Secretary shall:**

- (a) be responsible for the keeping of official records of the Association (including the register of Members);
- (b) coordinate the correspondence of the Association; and
- (c) keep full and correct minutes of each Committee Meeting and General Meeting.

### **11.3 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:
  - (i) paid to or received by, and
  - (ii) paid to or received by the Treasurer 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 doing so shall ensure that all cheques are signed by the President (or its 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 AGM;
- (g) keep an accurate list of the financial Members of the Association; and
- (h) have custody of all securities, books and documents of a financial nature (including any accounting records) of the Association.

## **12. CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE**

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

- (a) dies;
- (b) 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;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:
  - (i) three consecutive Committee Meetings; or
  - (ii) three Committee Meetings in the same financial year, without tendering an apology to the person presiding at each of those Committee Meetings;of which Committee Meetings the Committee Member received notice, and the Committee has resolved to declare the office vacant;
- (f) ceases to be a Member; or
- (g) is the subject of a resolution passed by a General Meeting terminating his or her appointment as a Committee Member.

12.2 Should a position become vacant, the Committee has the right to appoint a person to fill the position until the next AGM.

**13. PROCEEDINGS OF COMMITTEE**

- 13.1 The Committee shall meet at least twice a semester.
- 13.2 A quorum shall be half the Committee, plus one addition Committee Member.
- 13.3 The President shall be chairperson at all Committee Meetings. In the absence of the President, the Committee shall elect a chairperson from those present at the Committee Meeting.
- 13.4 The chairperson shall have a casting vote at the Committee Meetings.
- 13.5 The Committee shall determine the membership subscription fee payable by Full Members and Associate Members on an annual basis.
- 13.6 As required under sections 42 and 43 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 Committee Member 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.
- 13.7 Rule 13.6(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Committee Member is an employee of the Association.
- 13.8 The Secretary must cause every disclosure made under rule 13.6(a) by a Committee Member to be recorded in the minutes of the Committee Meeting at which it is made.
- 13.9 No payment may be made to a Committee Member out of the funds of the Association, unless expressly authorised by resolution of the Association.

**14. AGM**

- 14.1 The Committee must determine the date, time and place of the AGM, however an AGM must be held in each school year.
- 14.2 If it is proposed to hold the AGM more than six months after the end of the Association's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within four months after the end of the financial year.
- 14.3 The ordinary business of the annual general meeting is as follows:
  - (a) to confirm the minutes of the previous AGM and of any Special General Meeting held since then if the minutes of that meeting have not yet been confirmed;
  - (b) to receive and consider:

- (i) the Committee's annual report on the Association's activities during the preceding financial year; and
    - (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
    - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
    - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the financial statements or financial report;
  - (c) if applicable, to elect the office holders of the Association and other Committee Members;
  - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
- 14.4 Any other business of which notice has been given in accordance with these rules may be conducted at the AGM.
- 15. SPECIAL GENERAL MEETINGS**
- 15.1 The Committee may convene a Special General Meeting.
- 15.2 The Committee must convene a Special General Meeting if at least 20% of the Members require a Special General Meeting to be convened.
- 15.3 The Members requiring a Special General Meeting to be convened must:
- (a) make the requirement by written notice given to the Secretary; and
  - (b) state in the notice the business to be considered at the meeting; and
  - (c) each sign the notice.
- 15.4 The Special General Meeting must be convened within 28 days after notice is given under rule 15.3.
- 15.5 If the Committee does not convene a Special General Meeting within that 28 day period, the Members making the requirement (or any of them) may convene the Special General Meeting.
- 15.6 A Special General Meeting convened by Members under rule 15.5:
- (a) must be held within three months after the date the original requirement was made; and
  - (b) may only consider the business stated in the notice by which the requirement was made.

- 15.7 The Association must reimburse any reasonable expenses incurred by the Members convening a Special General Meeting under rule 15.5.

**16. NOTICE OF GENERAL MEETING**

- 16.1 The Secretary or, in the case of a Special General Meeting convened under rule 15.5, the Members convening the Special General Meeting, must give to each Member:

- (a) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
- (b) at least 14 days' notice of a General Meeting in any other case.

- 16.2 The notice must:

- (a) specify the date, time and place of the meeting; and
- (a) indicate the general nature of each item of business to be considered at the meeting; and
- (b) if the meeting is the AGM, include the names of the Members who have nominated for election to the Committee; and
- (c) if a Special Resolution is proposed:
  - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
  - (ii) state that the resolution is intended to be proposed as a Special Resolution.

**17. POSTAL VOTES**

- 17.1 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.

- 17.2 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:

- (a) a copy of the resolution;
- (b) papers outlining the case for and against the resolution;
- (c) a ballot paper signed by the President; and
- (d) a blank envelope.

**18. QUORUM AND PROCEDURES AT GENERAL MEETINGS**

- 18.1 Quorum shall be twenty Full Members.

- 18.2 Votes shall be allocated as one vote per Member.

- 18.3 The President, as chairperson, and the Committee may reserve any resolution for decision by a postal ballot of all Full Members.
- 18.4 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 these rules or, if these rules do not make provision as to the manner in which a Poll may be demanded, by at least three Members present in person or, where proxies are allowed, by proxy.
- 18.5 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.

## 19. MINUTES OF MEETINGS OF ASSOCIATION

- 19.1 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.
- 19.2 The President must ensure that the minutes taken of a General Meeting or Committee Meeting under rule 19.1 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.
- 19.3 When minutes have been entered and signed as correct under this rule 19, they are, until the contrary is proved, evidence that:
- (a) the General Meeting or Committee Meeting to which they relate was duly convened and held;
  - (b) all proceedings recorded as having taken place at the relevant meeting did in fact take place at that meeting; and
  - (c) all appointments or elections purporting to have been made at the relevant meeting have been validly made.

## 20. VOTING RIGHTS OF MEMBERS OF ASSOCIATION

- 20.1 Each Full Member shall be entitled to a single vote on any motion and in respect of any election.
- 20.2 Decisions shall be made by a simple majority of all those present and entitled to vote.
- 20.3 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.

## 21. DISPUTES

- 21.1 In this rule 21:
- (a) **grievance procedure** means the procedures set out in this rule 21; and

- (b) **party to a dispute** includes a person:
  - (i) who is a party to the dispute; and
  - (ii) who ceases to be a member within six months before the dispute has come to the attention of each party to the dispute.
- 21.2 The grievance procedure applies to disputes:
  - (a) between Members; or
  - (b) between one or more Members and the Association.
- 21.3 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- 21.4 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 21.3, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:
  - (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- 21.5 Within 28 days after the Secretary is given the notice, a Committee Meeting must be convened to consider and determine the dispute.
- 21.6 The Secretary must give each party to the dispute written notice of the Committee Meeting at which the dispute is to be considered and determined at least seven days before the meeting is held.
- 21.7 The notice given to each party to the dispute must state:
  - (a) when and where the Committee Meeting is to be held; and
  - (b) that the party, or the party's representative, may attend the Committee Meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.
- 21.8 If:
  - (c) the dispute is between one or more Members and the Association; and
  - (d) any party to the dispute gives written notice to the Secretary stating that the party:
    - (i) does not agree to the dispute being determined by the Committee; and
    - (ii) requests the appointment of a mediator under rule 22,the Committee must not determine the dispute.
- 21.9 At the Committee Meeting at which a dispute is to be considered and determined, the Committee must —

- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- 21.10 The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within seven days after the Committee Meeting at which the determination is made.
- 21.11 A party to the dispute may, within 14 days after receiving notice of the Committee's determination under rule 21.9(c), give written notice to the Secretary requesting the appointment of a mediator under rule 22.
- 21.12 If notice is given under rule 21.11, each party to the dispute is a party to the mediation.

## **22. MEDIATION**

- 22.1 This clause 22 applies if written notice has been given to the Secretary requesting the appointment of a mediator by a party to a dispute under rule 21.8(d)(ii) or 21.11.
- 22.2 If this clause 22 applies, a mediator must be chosen or appointed under rules 22.3 to 22.5.
- 22.3 The mediator must be a person chosen by agreement between the parties to the dispute. If there is no agreement, then, subject to rules 22.4 and 22.5, the Committee must appoint the mediator.
- 22.4 The person appointed as mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by:
- (a) a party to a dispute under rule 21.8(d)(ii); or
  - (b) a party to a dispute under rule 21.11 and the dispute is between one or more Members and the Association.
- 22.5 The person appointed as mediator by the Committee may be a Member or former Member of the Association but must not:
- (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.
- 22.6 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 22.7 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least five days before the mediation takes place.
- 22.8 In conducting the mediation, the mediator must:

- (a) give each party to the mediation every opportunity to be heard; and
- (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
- (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

22.9 The mediator cannot determine the matter that is the subject of the mediation.

22.10 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

22.11 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

## **23. EXECUTION OF DOCUMENTS**

23.1 The Association may execute a document without using a common seal if the document is signed by:

- (d) two Committee Members; or
- (e) one Committee Member and a person authorised by the Committee.

## **24. RULES OF ASSOCIATION**

24.1 If the Association wants to alter or rescind any of these rules, or to make additional rules, the Association may do so only by Special Resolution and by otherwise complying with Part 3 Division 2 of the Act.

24.2 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.

## **25. INSPECTION OF RECORDS OF ASSOCIATION**

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

## **26. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION**

26.1 The Association shall not be dissolved except by Special Resolution at a Special General Meeting of the Association specially convened for that purpose.

26.2 On the cancellation of the incorporation or the winding up of the Association, its Surplus Property must be distributed as determined by Special Resolution by reference to the persons mentioned in section 24(1) of the Act.