



23 May 2014

To all ALIA Members

I am writing to advise you about the outcome of the voting on proposed changes to the ALIA Constitution. These changes were put before our members at the ALIA AGM on Wednesday 21 May. The ALIA Board put forward 26 amendments — 22 were passed and four rejected (details below).

The 22 amendments to the constitution represent the following changes: we will be able to communicate important news with members electronically as well as by post and fax; members who have not paid their fees for three months (instead of six) will be considered non members; any person whose membership application is refused will have the right to appeal the decision; we will be able to look at ways for members to join the AGM by electronic link, as well as in person; the National Advisory Congress will no longer be part of our Constitution, although the Board is committed to annual consultation with our members in every state and territory; copy editing changes; the title of Secretary will change to Company Secretary, and Executive Director will change to Chief Executive Officer; we will be able to communicate important news with members electronically as well as by post and fax.

At the same time, our quorum for the AGM remains 21; there will continue to be a specific requirement for one of the directors to represent institutional members; and the minutes of ALIA committees will continue to be archived in addition to, and separately from the ALIA Board minutes.

Over the next few months the ALIA Finance, Audit and Risk Management Sub-Committee will be updating all the ALIA By-laws to take into account recent changes.

On a personal note, I was delighted we had more than 40 members attend the AGM (many receiving their ALIA Member 25 Year Club Pins). It was inspiring to see so many members still involved with, and passionate about the Association. There was lively debate about the proposed changes to the Constitution and, as a result, we can be sure that the discussion in the room, and through the letters and proxy votes, reflected the views of our wider membership.

With best wishes,

A handwritten signature in black ink, appearing to read 'Damian Lodge'.

Damian Lodge
President



Members voted for the following 22 amendments to the Constitution

Special Resolution 1 *Clause 1.1 Definitions* Replace the title and definition of Secretary with: 'Company Secretary' means company secretary as defined under Corporations Law and appointed by the board from time to time.

Special Resolution 2 *Clause 3.4 Doctrine of Ultra Vires* Delete clause.

Special Resolution 3 *Clause 4 Income and Property* Replace clause with: The income and property of ALIA must be applied in promoting the objects of ALIA and no portion of it is to be paid or transferred directly or indirectly by way of dividends or profit distribution to members. Surpluses are to remain within the organisation for the benefit of members.

Special Resolution 4 *Clause 7.2(a) Founding Members* Delete clause.

Special Resolution 5 *Clause 7.2(b)(i) and 7.2(b)(ii) Members* Delete 7.2(b)(i) and remove the word "other" from the beginning of 7.2(b)(ii).

Special Resolution 6 *Clause 7.3(b) Categories of Membership* Delete clause.

Special Resolution 7 *Clause 7.6(h) and Clause 7.7(b) Termination of Membership* Replace the number 6 with 3 in both clauses.

Special Resolution 8 *Clause 7.9 Rejection of Application* Replace clause with: Any person who is refused membership of the Association, may by notice in writing to the Board, appeal the rejection of membership. The appeal must be made within 3 months of the notice of rejection.

Special Resolution 9 *Clause 8.1 Appointment of Proxies* Add the word "general" into the clause before the word 'meeting'.

Special Resolution 11 *Clause 11.1 Quorum and Clause 11.13 Voting* Add the phrase 'or by electronic link'.

Special Resolution 12 *Clause 11.16 No Vote* Replace clause with: No unfinancial Member shall be entitled to vote or speak at any general meeting.

Special Resolution 13 *Clause 12 National Advisory Congress* Delete clause.

Special Resolution 14 *Clause 13.1 Composition of Board* Replace clause with: The Board shall consist of 7 persons or such other number as shall be determined from time to time at a general meeting.



Special Resolution 15 *Clause 13.2 First Directors Remove* heading for previously repealed clause.

Special Resolution 17 *Clause 13.4 Executive Director* Delete clause.

Special Resolution 19 *Miscellaneous amendments* replacing the title of Executive Director with the title of Chief Executive Officer wherever it appears in the Constitution.

Special Resolution 20 *Clause 14.1 Functions of the Board* Insert new Clause 14.1 (a) as follows: The Chief Executive Officer shall be engaged on terms and conditions agreed in writing between the Board and the Chief Executive Officer. The powers and duties of the Chief Executive Officer shall be as agreed between the Chief Executive Officer and the Board and such further or other powers, duties and discretions as determined by the Board from time to time.

Special Resolution 21 *Clause 15.1 Meetings of Directors* Replace the second sentence of the clause with: The President, Vice President or three Directors may at any time call a special board meeting and the Company Secretary or Chief Executive Officer shall on the requisition of such a meeting summon a meeting of the Board.

Special Resolution 23 *Miscellaneous consequential amendments* replacing the title of Secretary with the title of Company Secretary wherever it appears in the Constitution.

Special Resolution 24 *Clause 25.1 Notices General* Replace the first sentence of the clause with: A notice may be given by the Association to any Member either personally, or sent by facsimile, email to the address supplied to the Association by the member, by notification on the ALIA website and notification in ALIA newsletters or by sending it by post to the Member's registered address.

Special Resolution 25 *Clause 31 Transition* Delete clause.

Special Resolution 26 *Contents Heading and Clause numbering* Miscellaneous consequential renumbering of clauses within the Table of contents and throughout the Constitution as necessitated by the approved Constitutional amendments.



Members voted against the following 4 amendments to the Constitution

Special Resolution 10 *Clause 11.1 Quorum* Replace the number 21 with 11.

Special Resolution 16 *Clause 13.3(a)(iv) Directors* Delete clause.

Special Resolution 18 *Clause 13.6(a), 13.6(a)(ii) and 13.6(b) Rotation of Directors*

Amend Clause 13.6(a) to insert 'in each year' as follows: Except for special arrangements for the initial establishment of the Board, then *in each year* the following positions will be filled: Clause

13.6(a)(ii) Remove 'two' Clause 13.6(b) Delete clause.

Special Resolution 22 *Clause 18 Minutes* Remove the phrase 'and of all committees of the Board'.