



Australian Library and  
Information Association

Corporations Law

A Company Limited by Guarantee

CONSTITUTION of  
AUSTRALIAN LIBRARY AND INFORMATION  
ASSOCIATION LIMITED

~~As amended to 17~~Proposed amendments May 2017



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## 1. DEFINITIONS AND INTERPRETATION

### 1.1 DEFINITIONS

In this Constitution and any By-Laws hereunder unless the context otherwise requires:

**"Association"** means the *Australian Library and Information Association Limited* ACN 090 953 236 ABN 40 090 953 236, a company limited by guarantee ~~as hereby established~~;

**"Board"** means the Board of Directors for the time being of the Association;

**"Constitution"** means the Constitution for the time being of the Association;

**"Company Secretary"** means company secretary as defined under Corporations Law and appointed by the Board from time to time;

**"Corporation"** means any body corporate, whether formed or incorporated within or outside the Territory;

**"Corporations Law"** means the Corporations Act 2001 (Cth) and its amendments from time to time.

**"Director"** means a director for the time being of the Association;

**"Division"** means a division, branch, regional group, national section, sectional group, a special interest group (or any similar entity, group, or body) of the Association ~~or the Former Association~~;

~~**"Former Association"** means the Australian Library and Information Association established by the Supplemental Royal Charter issued on 31st December 1988 and being the forerunner to the Association;~~

**"Member"** means a person or Corporation admitted to membership of the Association;

**"Representative"** means a person appointed under the Constitution and in accordance with section 250D of the Corporations Law;

**"Year"** shall mean a calendar year except in relation to the period of tenure of any ~~Director office bearer~~ in which case it shall mean the period between one annual general meeting and the next succeeding annual general meeting.

### 1.2 INTERPRETATION: MEANING OF CERTAIN WORDS

In this Constitution, unless the context otherwise requires:

- a) words importing the singular number include the plural number and vice versa;
- b) words importing the masculine gender include the feminine gender and vice versa;
- c) words importing persons include corporations;
- d) expressions referring to writing shall be construed as including references to printing, lithography, photography, digital and other modes of representing or reproducing words in a visible form;
- e) an expression used in a particular Part or Division of the Corporations Law that is given by that Part or Division a special meaning for the purposes of that Part or Division has in any



clause of this Constitution that deals with a matter by that Part or Division the same meaning as in that Part or Division;

- f) all headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution.

### 1.3 INTERPRETATION: APPLICATION OF THE CORPORATIONS LAW REPEAL AND REPLACEMENT OF STATUTES

Section 110B of the Corporations Law applies in relation to this Constitution as if it were an instrument made, granted or issued under the Corporations Law as amended from time to time. [Insert text] A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislation substituted for it and any regulations and statutory instruments issued under it.

An expression used in a rule that is defined for the purposes of the Corporations Law has the same meaning as in the Corporations Law unless the contrary intention appears in the expression used in a rule in this Constitution

## 2. EXCLUSION OF REPLACEABLE RULES

Subject to Part 2B.4 of the Corporations Law, the replaceable rules shall not apply to the Association.

## 3. PURPOSES ETC

### 3.1 THE ASSOCIATION

The Association:

- a) is a company limited by guarantee;
- b) will operate predominantly for the promotion, development and attainment of its objects;
- c) will apply its profits (if any) or other income in promoting its objects; and
- d) is not carried on for the purpose of profit or gain to its individual Members.

### 3.2 OBJECTS

- a) To promote the free flow of information and ideas in the interest of all Australians and a thriving culture, economy, environment and democracy.
- b) To promote and improve the services provided by all kinds of library and information agencies;
- c) To ensure the high standard of personnel engaged in information provision and foster their professional interests and aspirations;
- d) To represent the interests of Members to governments, other organisations and the community; and
- e) To encourage people to contribute to the improvement of library and information services through support and membership of the Association.



- f) To endorse the principles of the United Nations Universal Declaration of Human Rights- Article 19 and the 2030 Sustainable Development Goals in response to the many challenges faced by the world today and into the future.

### 3.3 POWERS

Solely for the purpose of carrying out the objects, but not otherwise, the Association shall have the legal capacity and all the powers of a natural person. The powers set forth in subsection 124(1) of the Corporations Law shall apply to the Association except insofar as they are inconsistent with the objects of the Association and the Corporations Law.

## 4. INCOME AND PROPERTY

The income and property of ALIA must be applied in promoting the objects of ALIA and no portion of it is to be paid or transferred directly or indirectly by way of dividends or profit distribution to Members. Surpluses are to remain within the organisation for the purposes of pursuing the objects-benefit of Members.

## 5. ORGANISATION CONTROL AND POLICY

### 5.1 CONTROL WITH THE BOARD

- a) The management and control of the Association shall be vested in a Board of Directors as hereinafter provided.
- b) The Board may, subject to the provisions of this Constitution and the decisions of any general meeting, exercise every power of the Association.
- c) The Board may delegate all or any of its powers of management and control to a Division or person, subject to the Law.

## 6. ESTABLISHMENT OF DIVISIONS

- a) The Board may by By-Law establish Divisions of the Association.
- b) A Division shall comprise such Members as specified in the By-Laws establishing the Division.
- c) Members within each Division shall comply with the By-Laws, the requirements of this Constitution and the Law.
- d) Divisions shall be managed, controlled and regulated in accordance with this Constitution and the By-Laws.
- e) The Board may by resolution dissolve a Division.
- ~~f) The By-Laws of the Former Association shall apply to all existing Divisions of the Association established under Division I of the Former Association's Constitution until such time as the Board determines otherwise.~~



## 7. MEMBERSHIP

### 7.1 NUMBERS

For the avoidance of doubt, there shall be no limit on the number of Members that may be registered.

- a) The Members shall consist of:
  - i. natural persons or entities admitted by this Constitution or, otherwise, from time to time by the Board to such categories of membership and with or without voting rights as specified by the Board.

### 7.2 CATEGORIES OF MEMBERSHIP

- a) The categories of membership shall be as determined under By-Laws promulgated by the Board from time to time, subject to the Corporations Law.

### 7.3 MEMBERSHIP – ELIGIBILITY

- a) A person shall be eligible for admission as a Member if:
  - i. The person is likely to promote the objects of the Association; and
  - ii. The person is:
    - engaged in library and/or information services; or
    - associated with the administration of a library or information service; or
    - actively interested in the objects of the Association; and
  - iii. The person meets the eligibility criteria as determined by the Board for the appropriate category of membership.

### 7.4 ADMISSION TO MEMBERSHIP

- a) Applications for membership shall be made in the form and manner and upon payment of the application fee (if any) prescribed from time to time by the Board.
- b) Upon admission to membership, the name of the Member shall be entered in the register of Members.
- c) Membership shall be subject to the terms and conditions and for the period of time determined by the Board at any time and from time to time.
- d) No person shall be allowed to be relieved of the payment of the annual membership fee except as otherwise specified in the Constitution or By-Laws.

### 7.5 MEMBERSHIP FEES

- a) The Board shall determine the Schedule of Fees for membership to the Association.
- b) The Chief Executive Officer shall give to each Member notice of the fee due and of any previous fee overdue by the Member.
- c) A Member shall be liable for the fee notwithstanding any failure to give a notice or a true notice.
- d) Fees shall be paid by the dates set out in the Schedule of Fees as determined by the Board.



- e) Annual membership fees are not payments in advance and shall not by reason of resignation or termination of membership or for any other reason be returned to the Member.
- f) To hold office in the Association, a Member must have paid any membership fee or levy payable.
- g) Any Member who has any fee overdue or levy payable shall not be entitled to exercise any of the rights and privileges of a Member of the Association.
- h) Any Member who has any fee overdue or levy payable for more than three months automatically ceases to be a Member of the Association unless otherwise determined by the Board.
- i) ~~Except for the membership fee for each section and each special interest group, fees~~ shall not be due in any event from honorary Members, or from persons admitted to life membership of the Association.
- j) ~~Fees other than fees for sections and special interest groups shall not be due from Members who at 30 November 1979 were over 60 years of age, had been Members of the Association for at least 10 years and were no longer employed.~~
- k) The membership record shall include for each Member, the amount, due date for payment, and date of payments of each annual or other fee payable by the Member.

#### 7.6 TERMINATION OF MEMBERSHIP

- a) Members may resign their membership by written notice given to the Chief Executive Officer.
- b) A Member shall cease to be a Member if that Member's current membership fee remains overdue for payment for a period of three months.
- c) The Board may, by ~~a majority of at least 2/3 of the Directors eligible to vote special resolution, but and~~ subject to ~~the rules of natural justice a fair hearing~~, determine the membership of any Member. The Board may make By-Laws concerning the terms and conditions on which membership may be terminated and the process to be followed.
- d) The Chief Executive Officer shall remove from the membership record the name and particulars of any Member who ceases to be a Member and shall maintain a ~~register file or files~~ of ceased Members ~~in accordance with the Corporations Law~~.
- e) A person who has ceased to be a Member may be readmitted to membership in accordance with the normal requirements for membership.
- f) A person whose membership had been terminated by the Board ~~by special resolution~~ may apply for readmission but that application will be determined by the Board.

#### 7.7 ~~READMISSION~~

~~A person applying for readmission, and who was not previously a technician or associate Member and who is now eligible for technician or associate membership, shall pay an administration fee.~~



7.87.7 REJECTION OF APPLICATIONS

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.

7.97.8 LIMITED LIABILITY OF MEMBERS

The liability of the Members is limited.

7.107.9 CONTRIBUTION BY MEMBERS

Every Member of the Association undertakes to contribute to the property of the Association in the event of the same being wound up while that Member is a Member, or within one year after the Member ceases to be a Member, for payment of the debts and liabilities of the Association contracted before the cessation of the membership and of the costs, charges, and expenses of winding up and for the adjustments of the rights of the contributories among themselves, such amount as may be required not exceeding \$20.

## 8. PROXIES AND REPRESENTATIVES

### 8.1 APPOINTMENT OF PROXIES

Any Member may appoint a proxy (~~who must also be a Member~~) to act as a representative at any general meeting which that Member may be entitled to attend and to exercise all rights and to discharge all duties which that Member might have.

### 8.2 INSTRUMENT APPOINTING PROXIES

The instrument appointing a proxy:

- a) shall in the case of a Member being a natural person, be in writing under the hand of the appointor or the attorney for the appointor duly authorised in writing or in the case of a Member being other than a natural person under the hand of a person authorised to sign on that Member's behalf. The appointment of a proxy may be revoked by the appointor at any time;
- b) may be in or to the effect of the following form or any other form which the Board may approve:

**The Australian Library and Information Association**

"I, \_\_\_\_\_  
of \_\_\_\_\_

being a Member of the Australian Library and Information Association  
hereby appoint \_\_\_\_\_

of \_\_\_\_\_

as my proxy to vote for me at the general meeting to be held on the \_\_\_\_ day of \_\_\_\_\_ and at any adjournment thereof.





Signed this \_\_\_\_ day of \_\_\_\_\_, 2\_\_\_\_;" and

- c) need not be recognised by the Association until it has been deposited with or delivered to or received by facsimile or email at the office of the Association not less than 48 hours before the time scheduled for the commencement of the meeting at which the proxy purports to exercise any powers pursuant to it.

### 8.3 APPOINTMENT OF REPRESENTATIVE BY A CORPORATION

- a) Where a Member is a body corporate or an unincorporated association it shall act by and through an individual appointed under the authority of its governing body. Such authority shall be evidenced in writing and deposited with the Chief Executive Officer.
- b) Representatives of bodies corporate or unincorporated associations may be appointed to committees of the Association.

### 8.4 PROOF OF APPOINTMENT OF REVOCATION OF APPOINTMENT OF REPRESENTATIVE

A certificate under the seal of the Corporation, or such other document that in the sole discretion of the chair of the meeting is considered sufficient, shall be prima facie evidence of the appointment or of the revocation of the appointment (as the case may be) of a Representative under clause 8.3 and notwithstanding anything hereinbefore contained, the certificate or such other document evidencing the appointment of a Representative shall be deposited at the office of the Association not less than 48 hours before the time scheduled for the commencement of the meeting at which the Representative purports to exercise any powers pursuant to it.

## 9. CONDITIONS OF MEMBERSHIP

### 9.1 MEMBERS BOUND

Each Member shall be bound by this Constitution.

### 9.2 SUSPENSION

If a Member ceases to fulfil the requirements of eligibility for membership the Board may suspend membership until the Board determines that the Member once again satisfies the eligibility requirements.

### 9.3 RESIGNATION

A Member may, upon submitting written notice to that effect, resign as a Member. Membership shall cease upon receipt of such written notice by the Company Secretary.

### 9.4 BANKRUPTCY OF MEMBERS

Any Member who becomes bankrupt or insolvent or executes an assignment of property for the benefit of creditors and any Member being a corporation which goes into voluntary administration or compulsory or voluntary liquidation, other than for the purpose of reconstruction shall, by virtue of that bankruptcy, insolvency, execution of assignment,



administration, or liquidation cease to be a Member of the Association unless that Member can satisfy the Board that no discreditable conduct by the Member has occurred.

#### 9.5 COMPLAINTS

Any complaint that a Member or a Representative of a Member has been convicted of a criminal offence and/or has acted or behaved in a manner prejudicial to the Association or in breach of the objects, purposes and standards of the Association shall be referred by the Company Secretary to a Board appointed committee in accordance with the By-Lawsecomplaints committee in accordance with the By-Laws.

## 10. GENERAL MEETINGS

### 10.1 ANNUAL GENERAL MEETING

Annual general meetings of the Members of the Association shall be held in accordance with the provisions of the Corporations Law.

### 10.2 GENERAL MEETINGS

All general meetings other than annual general meetings shall be called general meetings.

### 10.3 CONVENING MEETINGS

Pursuant to section 249D of the Corporations Law, the Company Secretary when directed to do so by the Board, shall convene a general meeting and general meetings shall be convened on such requisition or, in default, may be convened as provided by the Corporations Law.

### 10.4 NOTICE OF MEETINGS

Subject to the provisions of the Corporations Law relating to agreements for shorter notice, a minimum of 21 days notice (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) shall be given to Members.

### 10.5 CONTENTS OF NOTICE

A notice of a meeting of Members will:

- a) set out the place, date and time of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- b) subject to the Corporations Law, state the general nature of the business of the meeting;
- c) if a special resolution is to be proposed at the meeting, set out the intention to propose the special resolution and state the resolution;
- d) if a Member is entitled to appoint a proxy, contain a statement that:
  - i. the Member has a right to appoint a proxy;
  - ii. the proxy of the Member need not s te be a Member; and
  - iii. ~~a Member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of the Member's votes each proxy is entitled to exercise; and~~



- e) set out or include any additional information or documents specified by the Corporations Law.

## 10.6 FAILURE TO GIVE NOTICE

The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof, shall not invalidate any resolution or proceedings of any meeting.

# 11. PROCEEDINGS AT GENERAL MEETINGS

## 11.1 QUORUM

No business shall be transacted at any general meeting unless a quorum of Members is present at ~~all the times when the meeting proceeds to business~~. Twenty one Members present in person or by electronic link shall constitute a quorum. For the purposes of this clause "Member" includes a Representative or proxy for a Member.

## 11.2 IF QUORUM ABSENT

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine.

If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum unless where the Association has more than one Member, only one Member is present within that time in which case the meeting shall be dissolved.

## 11.3 CHAIR

The Chair President of the Board Association shall preside as chair at every general meeting of the Association or, if there is no such President Chair, or if she is not present within 15 minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Members present shall elect one of their number to be chair of the meeting.

## 11.4 ADJOURNMENT OF MEETING

The Chair may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.



## 11.5 VOTING MEMBERS

Each Member with a right to vote shall have the right to exercise 1 vote at any general meeting of the Association.

### 11.6 USE OF TECHNOLOGY

A general meeting of the Company may be convened to occur at 2 or more venues using any technology that gives the Members in attendance a reasonable opportunity to participate in the meeting. A general meeting so convened is not invalidated due to a failure of the technology, unless the failure arose out of conduct of an officer which was not in good faith, or which involved wilful misconduct, gross negligence, reckless behaviour or fraud.

Where a general meeting is called using technology, voting by Members attending by technology can be on the voices and, if a poll is demanded, Members present via technology may cast their vote by informing the cChair, or their delegate, of the general meeting who must complete the poll for them in good faith on their instructions or by electronic or other means approved by the cChair of the meeting.

Where the Board has allowed Members to cast a direct vote by electronic or postal means on a matter the voting must be done in a way that identifies that a Member has voted but with the actual way in which the vote or votes have been cast secret. The Board must advise Members at the time of inviting a direct vote as to whether the result of the vote shall be the decision of the Members or whether the matter that has been voted on by direct vote shall also be voted on at a general meeting and the decision shall be the combined result of the direct vote and the voting at the general meeting where a poll must be called on the matter. ~~Insert a specific clause relating to the use of technology as a means to give notice, attend meetings, conduct electronic voting, etc.~~

### ~~11.6~~11.7 VOTING: SHOW OF HANDS OR POLL

At any general meeting a resolution put to the vote at the meeting shall be decided by a show of hands unless a ~~pollsecret ballot~~ is demanded before or immediately after the declaration of the result of the show of hands by the Chair. Unless a ~~pollsecret ballot~~ is so demanded, a declaration by the Chair that a resolution has, on a show of hands on the voices, been carried or carried unanimously, or by a particular majority, or lost, upon an entry to that effect being made in the book containing the minutes of the proceedings of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

### ~~11.7~~11.8 POLLSECRET BALLOT

A ~~pollsecret ballot~~ shall be held on any resolution before a general meeting if demanded:

- a) by the cChair; or
- b) by at least 5 Members present in person or by proxy or by their Representative.



#### 11.8.11.9 PROCEDURE FOR A POLL/SECRET BALLOT

If a poll/secret ballot is duly demanded it shall be taken either at once or after an interval or adjournment or otherwise as the cChair elects, and the result of the poll/secret ballot, supplemented where required by any applicable direct votes, shall be the resolution of the meeting at which the poll/secret ballot was demanded but a poll/secret ballot demanded on the election of a cChair or on a question of adjournment shall be taken forthwith. To the extent made possible by the circumstances a poll should facilitate secret voting. Members present who have submitted a direct vote on the matter before the meeting must not vote on the matter at the meeting if a poll is called.

#### 11.9.11.10 APPOINTMENT OF RETURNING OFFICERS/SCRUTINEERS

At all general meetings where a poll/secret ballot is to be taken 2 returning officers/scrutineers shall be appointed by the cChair of the meeting and they shall conduct the poll/ballot under the direction of the chair. In any case of doubt as to the formality or otherwise of any ballot paper the scrutineers shall refer the same to the cChair of the meeting whose decision shall be final.

#### 11.10.11.11 A POLL/SECRET BALLOT MAY BE WITHDRAWN

The demand for a poll/secret ballot may be withdrawn at any time prior to handing ballot papers to Members.

#### 11.11.11.12 DETERMINATION OF VOTES

Subject to this Constitution and the Corporations Law, all questions arising at any meeting of Members shall be decided by a majority of votes and a determination by a majority of the votes cast by Members present either in person or by proxy or Representative at a duly constituted meeting thereof shall for all purposes be deemed a determination of the Association.

#### 11.12.11.13 CASTING VOTE OF CHAIR

In the case of an equality of votes, whether on a show of hands or on a poll/secret ballot, the cChair of the meeting at which the show of hands or poll/secret ballot takes place shall have a second or casting vote.

#### 11.13.11.14 VOTING

Subject to when the Board allows a direct vote, a Member may vote in person, by proxy or Representative and on a show of hands every person present or by electronic link who is a Member or a proxy or a Representative of a Member shall have one vote and on a poll/secret ballot every Member present in person or by proxy or Representative shall have one vote unless they have already cast a direct vote on the matter.

#### 11.14 INCAPACITY

A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a secret ballot, by the Member's committee or trustee or by such other person as properly has the



~~management of the Member's estate and any such committee, trustee or other person may, subject to this Constitution, vote by proxy.~~

#### 11.15 VOTE BY PROXY VALID NOTWITHSTANDING INTERVENING DEATH OR REVOCATION

A vote given in accordance with the terms of an instrument of proxy or appointment of a Representative shall be valid notwithstanding the previous death or ~~unsoundness of mind of the principal or~~ revocation of the instrument or by the authority under which the instrument was executed, if no intimation in writing of such death, ~~unsoundness of mind~~ or revocation has been received at the office of the Association before the commencement of the meeting or adjourned meeting at which the instrument is used.

#### 11.16 NO VOTE IF MEMBERSHIP FEE UNPAID

No unfinancial Member shall be entitled to vote or speak at any general meeting.

## 12. BOARD

### 12.1 COMPOSITION OF BOARD

The Board shall consist of 7 ~~individuals~~persons or such other number as shall be determined from time to time at a general meeting.

### 12.2 DIRECTORS

The Board shall comprise the following seven Directors with voting powers who shall be appointed as given below:

- i. a President ~~(elected by Members);~~
- ii. ~~a Vice-President/President elect (elected by Members);~~
- iii. ~~ii. five~~four Directors elected by Members; and
- iv. ~~iii. one~~ Director elected by Institutional Members.

~~The Board may elect from the Directors other than the President a Vice-President.~~ All ~~voting~~ Directors shall be personal Members of the Association and represent the interests of the ~~Association~~organisation as a whole, as required by Law, rather than those of a particular constituency. The Board may commission advice from a suitably qualified person or persons.

### 12.3 OPERATIONAL PROVISIONS

To provide for the carry over of the corporate knowledge on the Board the terms of office shall be overlapping, for a period of two Yyears each. ~~In the case of the Vice-President, the second year of the term is to be the presidential year.~~ A Director can only hold office for a maximum of two consecutive terms but may stand again for appointment or election after one full term off the Board.

- a) ~~Within six months of incorporation and prior to the first annual general meeting of the new body, elections shall be held for the positions of Directors elected by Members and institutional Members. Terms shall be as determined by the Interim Board of Directors to be those closest to the terms to bring the Board into a normal election cycle.~~



## 12.4 ROTATION OF DIRECTORS

- a) ~~Except for the special arrangements for the initial establishment of the Board, then, There will be an election process for Directors each year as follows:~~ in each year the following positions will be filled:
- i. In conjunction with the AGM in odd years the President and two Director positions will be a Vice-President/President-elect elected by Members;
  - ii. In conjunction the AGM in even years the remaining three ~~two~~ Directors will be elected by Members and the Institutional Director will;
  - b) ~~ii. The Director to be elected by the institutional Members will be elected in alternate years.~~

## 12.5 ELECTION OF DIRECTORS

The election of Directors shall take place in the manner determined by By-Laws as promulgated by the Board from time to time.

The Vice-President elected in conjunction with the 2019 AGM shall remain in office until the conclusion of the 2020 AGM and shall be the President in conjunction with the 2020 AGM. At the first meeting of the Board following the 2020 AGM or at which there is a vacancy in the position of Vice-President the Directors may elect from their number a Vice-President who shall act in the absence or unwillingness of the President. When there is no longer a Director on the Board affected by this paragraph of this rule it shall be removed and replaced with the words 'Deleted (date)'.

Where casual vacancies in the positions of Director occur more than 3 months prior to the next scheduled election to fill that vacancy the Board may appoint any eligible Member to fill that vacancy. Such appointee shall hold office until the conclusion of the next AGM at which that position of Director would be filled in the normal process.

If the casual vacancy is in the position of President, the Vice-President, if appointed, from time to time assumes the role until the conclusion of the next AGM at which the position of President would be filled in the normal process.

# 13. POWERS AND DUTIES OF DIRECTORS

## 13.1 FUNCTIONS OF BOARD

The control, management and conduct of the affairs of the Association, subject to the provisions of this Constitution, shall be vested in the Board which may exercise all the powers of the Association and may, without affecting the generality of the foregoing:

- a) ~~Engage a~~ The Chief Executive Officer ~~shall be engaged~~ on terms and conditions agreed in writing between the Board and the Chief Executive Officer. The powers and duties of the Chief Executive Officer shall be as agreed between the Chief Executive Officer and the Board and such further or other powers, duties and discretions as determined by the Board from time to time.



- b) borrow money on behalf of the Association either with or without security and if with security may give security by mortgage, charge or lien over all or any part of the property of the Association and for the purposes of clause 4 the rate of interest payable in respect of moneys borrowed from Members of the Association shall not exceed the lowest rate paid for the time being by the Commonwealth Bank of Australia ~~LTD~~ in respect of term deposits of an equivalent amount for an equivalent period;
- c) invest money of the Association and from time to time vary those investments;
- d) appoint any staff, appoint or engage any professional or other assistance or service required by the Association in the carrying out of its activities and pay reasonable remuneration and fees therefore;
- ~~e) open any banking account and operate the same;~~
- ~~f) \_\_\_\_\_ pay all expenses in setting up and registering the Association; and~~
- ~~g) \_\_\_\_\_ exercise all such other powers of the Association as are not, by the Corporations Law or by this Constitution, required to be exercised by the Association in general meeting, subject nevertheless to this Constitution, to the Corporations Law, and to such regulations being not inconsistent with the Constitution and the Corporations Law as may be prescribed by the Association in general meeting, but no regulation made by the Association in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.~~

### 13.2 APPOINTMENT OF ATTORNEYS

The Board may, from time to time, by power of attorney, appoint any corporation, firm or person or body of persons, whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Association for such purposes and with such powers, authorities, and discretion not exceeding those vested in or exercisable by the Directors under this Constitution and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board may think fit and may in addition authorise the attorney to delegate all or any of the powers, authorities and discretion vested in her.

### 13.3 BILLS OF EXCHANGE

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be as the Board from time to time determines.

## 14. PROCEEDINGS OF DIRECTORS

### 14.1 MEETINGS OF DIRECTORS

The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as the Directors think fit. 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.



## 14.2 VOTING

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Board. In case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

## 14.3 QUORUM

The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be 4.

## 14.4 REDUCTION IN NUMBER OF DIRECTORS

The continuing Directors may act notwithstanding any vacancy in their number, but if and for so long as their number is reduced below the number fixed by or pursuant to the Constitution as the necessary quorum of Directors, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Association, but for no other purpose.

## 14.5 CHAIR AT MEETINGS OF BOARD

The President shall preside as cChair at every meeting of the Board, or if the President is not present or willing to act the Vice-President shall preside as cChair, or if the Vice-President is not present or willing to act the Directors present may choose one of their number to be the Chair of the meeting.

# 15. COMMITTEES

## 15.1 COMMITTEE

The Board may delegate any of its powers not being powers exercisable by or duties imposed on the Directors by virtue of the Corporations Law or the general law to committees consisting of such Member or Members of the Board as it thinks fit.

Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. A committee shall have the power to co-opt any Member or Members of the Association and each such Member shall have one vote at meetings of the committee.

## 15.2 CHAIR OF A COMMITTEE

A committee may elect a cChair of its meetings, but if no such cChair is elected or if at any meeting the cChair is not present within 10 minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be the cChair of the meeting.



### 15.3 VOTING AT MEETINGS OF COMMITTEE

A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present and in the case of an equality of votes the gChair shall have a second or casting vote.

## 16. VALIDITY OF ACTIONS AND RESOLUTIONS

### 16.1 DEFECT IN APPOINTMENT

All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a Director, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any Director or person acting as aforesaid, or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a Director.

### 16.2 RESOLUTIONS IN WRITING

A resolution in writing approved by a majority of Directors for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Such approval may be in writing or may be sent by facsimile or electronically to the office of the Association.

## 17. MINUTES

The Board shall cause to be kept and recorded minutes of all appointments of office-bearers, other officers, names of Directors present at meetings of the Association and of the Directors, and of all resolutions and proceedings of general meetings of the Association, of the Board, and of all committees of the Board, and shall cause such minutes to be signed by the Chair of the meeting within a reasonable time after the meeting or by the chair of the next meeting. Copies of all such minutes shall be sent forthwith to the Directors.

## 18. REGISTER OF MEMBERS

The Association shall keep a register of Members in which shall be entered:

- a) the names and addresses of the Members;
- b) the date on which the name of a Member was entered in the register;
- c) whether the Member has the right to vote at general meetings; and
- d) the date on which any Member ceased to be a Member.



## 19. COMPANY SECRETARY AND HONORARY OFFICERS

### 19.1 COMPANY SECRETARY

The Company Secretary shall be appointed by the Board in accordance with the Corporations Law for such term and upon such conditions as it thinks fit and any Company Secretary so appointed may be removed by the Board.

### 19.2 HONORARY OFFICERS

The Directors may provide for the creation of patrons and other honorary officers and for the admission and retirement of persons to such offices. The Board may confer upon such persons the right to attend and to speak at general meetings, but not a right to vote.

## 20. SEAL

The Association shall not be required to have a common seal.

## 21. ACCOUNTS

The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet including every document required by law attached thereto and accompanied by a copy of the auditor's report thereon as required by the Corporations Law and shall from time to time determine whether and to what extent and at what times and place and under what conditions or regulations the accounting and other records of the Association or any of them shall be open to the inspection of Members not being Directors. No Member not being a Director shall have any right of inspecting any account or book or paper of the Association except as conferred by statute or authorised by the Board or by the Association in general meeting.

## 22. FINANCIAL YEAR

The Association's financial year shall be the period 1 January to 31 December or such other period as nominated by the Board.

## 23. AUDIT

~~When required by the Corporations Law a properly qualified auditor or~~ properly qualified auditors shall be appointed and their remuneration fixed and duties regulated in accordance with the Corporations Law.



## 24. NOTICES

### 24.1 GENERAL

A notice may be given by the Association to any Member either personally, or sent by facsimile, or by email or other electronic means, to the relevant address supplied to the Association by the Member by notification on the ALIA website and notification in ALIA newsletters or by sending it by post to the Member's registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Notices sent by any form of electronic means shall be deemed delivered on the date of distribution.

### 24.2 NOTICES OF GENERAL MEETING

Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- a) every Member except those Members who (having no registered address within Australia) have not supplied to the Association an address within Australia for the giving of notices to them;
- b) each honorary officer entitled to attend at general meetings; and
- c) the auditor for the time being of the Association.

### 24.3 ENTITLEMENT TO NOTICES

Except as provided in clause 24.2 no other person shall be entitled to receive notices of general meetings.

## 25. INDEMNITY

Every Director, agent, auditor, Company Secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability incurred by her in defending any proceedings, whether civil or criminal, in which judgment is given in her favour or in which she is acquitted or in connection with any application under the Corporations Law in which relief is granted to her by the court in respect of any negligence, default, breach of duty or breach of trust.

## 26. WINDING-UP

If, upon the winding-up or dissolution of the Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other corporation or body which has objects similar to the objects of the Association which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 of this Constitution, such corporation or body to be determined by the Members of the Association at or before the time of dissolution,



and in default thereof by application to the Supreme Court of the Australian Capital Territory for determination.

## 27. ALTERATIONS TO CONSTITUTION

This Constitution may be altered, rescinded or repealed by the Association by special resolution of a general meeting of the Association.

## 28. DECISIONS ON THE MEANING OF CONSTITUTION

If any doubt arises as to the proper meaning of these provisions the decision of the Board shall be final and conclusive and its decision shall be recorded in the Minute Book of the proceedings of the Board.



## 29. BY-LAWS

The Board may make By-Laws as it may deem appropriate for the proper conduct, control and management of the Association and in particular:

- a) the management and good governance of the affairs of the Association and any Division or Committee thereof;
- b) the provision of services to or on behalf of the Association and its Members;
- c) the use by or supply to Members of any of the property of the Association;
- d) the commercial conduct of Members of the Association;
- e) the setting apart of any part or parts of the Association's premises for particular purposes;
- f) the procedure at meetings of the Association and its Boards, Divisions and Committees;
- g) the admission of persons to and their rights consequent upon membership of the Association;
- h) the granting of awards or conferring of any other benefit or recognition by the Association;
- i) the formation of any committees including the composition, terms of reference and other relevant matters;
- j) the disciplining of Members and any attendant appeal procedure;
- k) generally, all such other matters as provided for under this Constitution or as are commonly the subject matter of regulations for the proper conduct of Associations, Societies and like bodies similar to the Association and are not expressly dealt with in this Constitution.