

Constitution

Adopted by Members at Inaugural Annual General Meeting
held
27 September 2011

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1. NAME

The Name of the Association shall be "Serpentine Jarrahdale Library Friends Inc." hereinafter referred to as "the Friends".

2. DEFINITIONS

In this Constitution unless the contrary intention appears:

"The Friends" means the Serpentine Jarrahdale Library Friends Inc.;

"The Act" means the *Associations Incorporation Act* (1987) as amended from time to time;

"Constitution" shall have the same meaning as "Rules" specified and referred to as such within the Act;

"Amendments to the Constitution" shall include the expressions "repeal of existing Constitution", "the substitution by a new Constitution" and "the addition of new clauses";

"Committee" means the Management Committee of the Friends elected in accordance with this Constitution;

"Committee member" means person duly elected to the Management Committee of the Friends;

"The Chairperson" means in relation to the proceedings at a Committee meeting or General meeting, the person officially presiding at the Committee meeting or general meeting as specified under section a) of Duties of Office Bearers;

"The Secretary" means the Secretary referred to under section b) of Duties of Office Bearers;

"The Treasurer" means the Treasurer referred to under paragraph c) of Duties of Office Bearers;

"Committee meeting" means a meeting of the Management Committee of the Friends duly elected by the membership;

"Annual General Meeting" is the meeting convened under paragraph (b) of General Membership Meetings;

"Special General Meeting" means a general meeting for a specific purpose other than the annual general meeting;

"Special Resolution" In accordance with Section 24 of the Act, a special resolution must be passed by a majority of not less than 75% of the members present at a general meeting which was convened in accordance with this Constitution;

"Ordinary General Meeting" means a meeting to which all members are invited;

“Financial year” shall conform to Section 3(l) of the Act and is so specified in paragraph c) of section Duties of Office Bearers of this Constitution;

“Convene” means to call together for a formal meeting;

In all other respects the interpretation of this Constitution shall be determined by the Chairperson having regard to the Act itself.

3. AIMS AND OBJECTIVES

The Serpentine Jarrahdale Library Friends is an independent group of volunteers who provide support and help promote the Serpentine Jarrahdale Library Service and its role in the community.

Aims:

- To raise awareness of the library service within the community
- To encourage members of the community to make full use of the library service.

Objectives:

- To increase the membership of the Friends
- To increase the membership of the Serpentine Jarrahdale Library Service
- To support and promote the development of a quality library service
- To assist the library in the provision of resources, services and facilities for the benefit of the Serpentine Jarrahdale community.

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

The Friends will have all the powers of an association granted under the Act which is a similar legal status to that of a natural person. This provides that the Group may:

- a) open and operate bank accounts
- b) invest its money in any security in which trust monies may be invested or in any other manner authorized by the rules of the Friends
- c) appoint agents to transact any business of the Friends on its behalf
- d) enter into any other contract it considers necessary or desirable
- e) apply for or promote and accept grants, bequests, donations or other financial assistance to progress any or all of the objects of the Friends.

5. NON-PROFIT

The property and income of the Friends shall be applied solely towards promotion of its aims and objectives and no portion thereof shall be paid or

otherwise distributed directly or indirectly to its members, provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any member of the Friends in return for services rendered to the Friends or expenses incurred on behalf of the Friends, in the promotion of the aims and objectives of the Friends, or to the employment whether by contract or otherwise of any person, group, organization, corporation or statutory body where the intent in so doing is to promote or pursue the aims of the Friends.

6. MEMBERSHIP

There will be the following classes of membership:

- a) Individual
Persons sixteen (16) years and over may be eligible for membership as individual members. Where a vote is required each member shall have one vote.
- b) NFP Group or Family
A not for profit group, family or any number of persons in one residence. Where a vote is required the family or group shall have one vote.
- c) Corporate
Those institutions, companies, bodies or groups of persons who wish to associate themselves with the Friends and/or be sponsors of special projects with funds. Where a vote is required the group shall have one vote.
- d) Honorary Life
Upon the recommendation of the Committee to the Annual General Meeting the Friends may elect any member of the classes (a) or (b) as an Honorary Life member who, in the opinion of the Friends, has rendered outstanding service to the Friends in furthering the aims and objectives of the Friends. Such election shall be by a simple majority vote of members present. Honorary Life members shall pay no annual fees whilst still being entitled to all the privileges of an individual member and shall hold the honour during his / her lifetime.

7. ELECTION OF MEMBERS

- a) Applications for membership of the Friends in any of the classes set out in this Constitution, except Honorary Life member, are to be made in the manner and form of application as shall be prescribed by the Committee.
- b) The Secretary shall submit all applications to the Committee who shall consider each and every application and may refuse to grant membership without giving any reason for such refusal, provide that the Committee may, when requested and at its entire discretion, disclose its reasons for refusal.

- c) Upon acceptance of the application by the Committee and upon payment of the first annual subscription the applicant shall be a member of the Friends in the class applied for.
- d) Corporate membership shall be represented by one delegate whose name, address and telephone numbers shall be advised to the Secretary as the occasion requires. Such delegate shall have all the privileges and voting rights of any ordinary member.

8. REGISTER OF MEMBERS

The secretary shall keep and maintain in an up to date condition a register of members of the Friends and their address and contact details.

The register must be kept and maintained at the Secretary's place of residence or at such other place as the members at a general meeting decide.

The Secretary must cause the name of a person who ceases to be a member of the Friends under this Constitution, to be deleted from the register of members.

9. SUBSCRIPTIONS

- a) Members may from time to time at a general meeting determine the amount of the annual subscription to be paid by each member.
- b) Subscriptions must be paid to the Treasurer, annually on or before 1 November each year.
- c) A member whose subscription is not paid within 3 months of the due date ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- d) A financial member shall be one whose subscription is not more than 3 months in arrears.

10. TERMINATION OF MEMBERSHIP

Membership of the Friends may be terminated upon:

- a) receipt by the Secretary of a written notice of resignation from the member. Such person remains liable to pay to the Group any outstanding subscription.
- b) non-payment of the annual subscription within three months of the date set by the Committee for subscriptions to be paid, unless the Committee decides otherwise.
- c) expulsion or suspension by the Committee if the conduct of the member is detrimental to the interests of the Friends. The Committee must call a Special General Meeting specifically for the purpose and voting shall be by secret ballot. The member upon whom the expulsion

has been served shall have the right to appear before the Special General Meeting to present a case in defense.

11. COMMITTEE OF MANAGEMENT

The affairs of the Friends will be managed exclusively by a Committee of Management consisting of:

- a) Chairperson
 - b) Vice-Chairperson
 - c) Secretary
 - d) Assistant-Secretary
 - e) Treasurer
 - f) Media Officer
- And
- g) not less than 2 other persons.

The Serpentine Jarrahdale Library Manager, or a nominee appointed in writing, shall be an ex-officio member of the Committee with full voting rights but they should not be counted for the purposes of a quorum.

Committee members shall be members of the Friends and elected to membership of the Committee at an annual general meeting or appointed to fill a casual vacancy; holding this position until the next annual general meeting.

Committee members shall hold office until the next annual general meeting after their election, but will be eligible for re-election at that time.

12. ELECTION OF COMMITTEE

Members shall be elected to the Committee at the time of the annual general meeting with nominations being submitted prior to the meeting. If vacancies remain on the Committee after the meeting the Chairperson shall call for nominations from the floor of the meeting. The Committee shall have the power to fill any vacancy which remains unfilled at the time of the annual general meeting.

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 Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson 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) 3 consecutive Committee meetings; or
 - (ii) 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;

- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

13. DUTIES OF OFFICE BEARERS

a) **Chairperson**

The Chairperson must preside at all general meetings and Committee meetings.

In the event of the Chairperson being absent from a *General* meeting the Vice-Chairperson must preside.

In the event of the Chairperson being absent from a *Committee* meeting, the Vice-Chairperson must preside.

In addition to chairing meetings the Chairperson shall be the official spokesperson of the Friends and responsible for co-ordination of all activities.

The Chairperson shall be responsible for:

- signing documents on behalf of the Friends
- ensuring information is made available to Committee members
- ensuring the Friends is run according to its rules
- resolving disputes and grievances
- overseeing projects and activities
- representing the Friends at external meetings and events.

The Chairperson shall control a meeting's procedures and shall have the task of:

- ensuring proper notice is given to members and an agenda is prepared
- checking and signing the minutes of previous meetings
- keeping time during a meeting ensuring all matters are discussed
- dealing with the order of business
- ensuring all members have the opportunity to speak
- receiving motions and putting them to the vote
- ensuring decisions are reached on issues discussed
- declaring the meeting closed.

b) **Secretary**

The Secretary must:

- coordinate the correspondence of the Friends
- maintain all records, documents, registers and books
- assist the Chairperson to prepare the agenda and sending out notices for meetings
- keep full and correct minutes of the Committee and other meetings and ensure proper filing
- maintain in an up to date condition, the Constitution of the Friends and provide on request a copy of the Constitution free of charge

- maintain a record of names and addresses of the office bearers and Committee members and make these records available to any member of the Friends upon request.
- In the event of the Secretary not being available the Assistant Secretary will undertake the duties of the Secretary.

In the event that the Secretary is not available, the Assistant Secretary will undertake the duties of the Secretary.

The current Assistant Secretary will maintain the membership Register and other items relating to the Membership as per the Constitution.

c) **Treasurer**

The Treasurer shall:

- open bank accounts as authorized by the Committee
- collect and bank all monies received and give receipts for same
- keep correct accounts and books of the Friends which explain the financial transactions and financial position at all times; keep these records in such a manner as will enable true and fair accounts of the Friends to be properly audited
- arrange all payments and disbursements as authorized by the Committee
- submit a report, balance sheet, or financial statement to the Committee when requested by the Chairperson
- at the close of each financial year prepare and submit for audit and then admission to the annual general meeting of the Friends, a financial statement showing the financial position of the Friends at the end of the preceding financial year. The Treasurer should also submit to the annual general meeting a Treasurer's Report to explain the financial transactions of the Friends
- have custody of all books and documents relating to the affairs of the Friends.

14. PROCEEDINGS OF THE COMMITTEE

The Committee must meet not less than 4 times in each year (every 3 months).

The Secretary shall give notice to all Committee members of the date, time and venue of the meeting.

Questions arising at any meeting must be decided by a majority of votes, but if there is no majority, the Chairperson or person presiding at the Committee meeting will have a casting vote in addition to their deliberative vote.

At a Committee meeting 5 Committee members constitute a quorum. (This must be a majority of the Committee members elected at the time of the Annual General Meeting.)

A member of the Committee having any direct or indirect pecuniary interest in the issue under discussion shall disclose that interest to the Committee and shall not take part in any deliberation or vote.

A Special Committee Meeting shall be called by the Secretary upon receiving a written request from three (3) Committee members. Special Committee Meetings shall be held not later than ten (10) days following the receipt of the request. The Special Committee Meeting shall only discuss the matter for which the request for the meeting was requested.

15. GENERAL MEMBERSHIP MEETINGS

a) ***Annual General Meetings***

The Annual General Meeting of the Friends shall be held in September each year at a time and place determined by the Committee in accordance with Section 23 of the Act, that is, in every calendar year within 4 months after the end of the Associations financial year.

The Secretary shall notify all members giving the date, time and place at least fourteen (14) days prior to that date.

Any member is entitled to move motions at the AGM by giving notice to the Secretary at least seven (7) days before the date of the meeting.

A quorum for an annual general meeting shall be no less than 8 members.

The Secretary must give notice by:

- (a) serving it on a Member personally; or
- (b) sending it by post or email to the Member at the postal or email address.

Order of Business:

Apologies

Confirmation of the minutes of the previous AGM

Chairperson's address

Any other reports as decided by the Committee (e.g. Financial Report)

Adoption of the SJ Library Friends financial statement

Election of office bearers and Committee members

Appointment of an auditor

Motions for which due notice has been given

Any other significant business

b) ***Ordinary General Meetings***

Two (2) ordinary general meetings shall be held annually as determined by the Committee.

At an Ordinary General Meeting 8 members present in person constitute a quorum.

Ordinary general meetings shall be organized to provide social, educational and cultural occasions for members and interested visitors to promote the services and activities of the Serpentine Jarrahdale Library Service and Friends. The procedure and business shall be determined by the Committee. Other events will be organized as decided by the Committee.

Prior to the ordinary general meeting a Special General Meeting may take place for a specific purpose so long as a quorum is present.

The Secretary must give notice by:

- (a) serving it on a Member personally; or
- (b) sending it by post or email to the Member at the postal or email address.

d) ***Special General Meetings***

A special general meeting shall be held to deal with specific motions of business or deal with a particular issue.

A special general meeting shall be convened by the Secretary when directed to do so by the Chairperson or by the Committee or by not less than 10% of the total membership. Notification by the Secretary shall be in writing and must state the purpose for which the meeting is being called.

The meeting shall be held no less than twenty-one (21) days after the date the Secretary was directed to call the meeting.

The Secretary shall give fourteen (14) days notice to all members of the date, time, place and purpose of the meeting.

A quorum for a special general meeting shall be no less than 8 members and an affirmative vote by 75% of attendees will carry the motion.

The Secretary must give notice by:

- (a) serving it on a Member personally; or
- (b) sending it by post or email to the Member at the postal or email address.

16. **MINUTES OF MEETINGS OF THE SERPENTINE JARRAHDAL
LIBRARY FRIENDS**

The Secretary shall take proper minutes of all proceedings of all General Meetings and Committee Meetings. A copy of the minutes must be recorded appropriately within 30 days of the meeting taking place.

The minutes of General Meetings and Committee Meetings shall be checked and signed as correct by the Chairperson of the meeting to which those minutes relate.

When the minutes have been recorded and signed as correct, they are evidence that:-

- a) the meeting to which they relate was duly convened and held
- b) all proceedings recorded as having taken place at the meeting, did in fact take place at the meeting
- c) all appointments or elections purporting to have been made at the meeting have been validly made.

17. SUB-COMMITTEES

The Committee shall have the power to appoint sub-committees for a specific purpose. The members of such sub-committees may be members or non-members of the Friends. Terms of reference for the sub-committee shall be issued and the sub-committee shall report back to the Committee with recommendations for adoption or otherwise.

18. VOTING RIGHTS OF MEMBERS OF THE SERPENTINE JARRAHDALE LIBRARY FRIENDS

Each member present in person or by proxy at a general meeting shall be entitled to a deliberative vote providing that such a person is a financial member.

Corporate members may appoint a representative whether he or she is a personal member or not.

A member may appoint in writing another member who is a financial member to be a proxy and to attend and vote on his or her behalf.

19. THE CONSTITUTION

The Constitution shall bind the Friends and every member to the same extent as if they had each signed and sealed it and agreed to be bound by all of its provisions.

20. AMENDMENTS TO THE CONSTITUTION

Amendments to the Constitution are subject to approval by a special resolution of members of the Friends following a recommended amendment by the Committee or on a motion submitted by a financial member.

Amendments should be considered and adopted at the Annual General Meeting or a Special General Meeting called strictly for that purpose.

Notice of the proposed amendment shall be given in writing to all members by the Secretary setting out the proposed amendments not less than twenty one (21) days prior to the date set for the meeting at which the amendments are to be considered.

21. THE COMMON SEAL

The Serpentine Jarrahdale Library Friends must have a common seal on which its corporate name appears in legible characters.

The common seal must only be used with the express authority of the Committee and every use of the common seal must be recorded in the minute book.

The affixing of the common seal must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.

The common seal must be kept in the custody of the Secretary or any other person as the Committee from time to time decides. The custodian of the seal must be recorded in the minute book.

22. INSPECTION OF ALL RECORDS OF THE SERPENTINE JARRAHDAL LIBRARY FRIENDS

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

23. WINDING UP OF THE SERPENTINE JARRAHDAL LIBRARY FRIENDS

In the event of it being necessary to wind up or dissolve the Friends and their remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed amongst the members or former members.

The surplus property or funds must be given or transferred to another association incorporated under the Act, which has similar objectives and which does not exist for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.