
Public Libraries South Australia Incorporated

C o n s t i t u t i o n



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1. PREAMBLE

Public Libraries SA Inc has an important role to play both in representing the strategic interests of the South Australian Public Library Network, and also in ensuring the long-term vitality both of public libraries in South Australia and of the Network¹ itself.

The success of the Association is underpinned by its values of:

- Creating a welcoming and inclusive environment;
- Maintaining openness to new and diverse ideas;
- Presenting in a cohesive and united manner to strengthen outcomes; and
- Ensuring a high level of professionalism and commitment to advancing South Australian public libraries.

The Executive members are elected by the Association to advocate on behalf of public libraries throughout South Australia. The Executive is accountable to the Association members.

The Executive provides strategic overview, advice and recommendations to the Standing Committee, which is the conduit to the Libraries Board of South Australia (the Board). The Executive also collaborates with and advises the Public Libraries Services (PLS)² on matters relating to library and information services.

Public Libraries SA has a responsibility to initiate and advance those projects or programs that further the objectives of the Association and South Australian public libraries.

1.1. Definitions

- the Act - Associations Incorporation Act 1985
- the Association – Public Libraries (SA) Incorporated
- the Board – Libraries Board of South Australia
- the Executive – the management committee of Public Libraries SA Incorporated
- Executive member – a member of the Public libraries SA Incorporated Executive
- Network – constitutes all SA public libraries

¹ The Network is a collection of all public libraries in South Australia.

² Public Libraries Services (PLS) is a unit of the State Library of South Australia within Department of Premier and Cabinet. PLS works in collaboration with the public library network to give effect to the decisions of the Libraries Board, to support the directions of the public library network and to provide and broker services for all public libraries.

2. **NAME**

The name of the Association is the PUBLIC LIBRARIES (SA) INCORPORATED hereinafter called “the Association”.

3. **AIMS AND OBJECTIVES**

3.1. **Aim**

The aim of the Association is to represent the strategic interests of the South Australian Public Library Network and ensure the long-term vitality both of public libraries in South Australia and of the Network itself.

3.2. **Function**

The function of the Association is to work actively with a range of supporting partners and service providers to achieve strategic objectives that further the productive well-being and ongoing development of the Public Library Network in South Australia. This is to be achieved through the Executive:

- acting as an effective conduit and forum for co-operation between Public Library Services and the Public Library Network;
- communicating with the Libraries Board (the Board), through the Standing Committee, on matters relating to public library and information services;
- communicating with Local Government Association on matters concerning public library and information services;
- communicating with Education bodies on matters concerning Joint Use Libraries;
- communicating with State and Federal Governments and other relevant bodies on matters relating to public library and information services;
- developing strategic links with other state and national public library associations;
- encouraging participation of members through regular quarterly meetings, participation on sub committees and working groups, regular communications and promoting opportunities across the Network to become more directly involved with or on the Executive and within the Association;
- providing a forum to share innovation, best practice, challenges and ideas and to solve common issues in a constructive and creative manner;
- advancing the professional image of South Australian public libraries;
- undertaking all business as a non-political and non-industrial body; and

- undertaking projects or programs that further the objects of the Association and South Australian public libraries.

3.3. Powers

The Association has the powers conferred by section 25 of the Act.

4. MEMBERSHIP OF THE ASSOCIATION

4.1. Eligibility

4.1.1 Membership of the Association is ascribed to operational South Australian public libraries, which are eligible for subsidy under the Libraries Act 1982 as amended.

4.1.2 Membership will only be valid where the library manager of the body seeking to become a member have agreed in writing to accept the above objectives and the prescribed membership fee has been paid.

4.1.3 Every member of the Association must appoint at least one Representative for the purposes of participating in and/or exercising the functions of the Association on behalf of the Member. Representatives must be persons who have agreed to accept the above objectives and who are appointed to the Member's senior library management team.

4.2. Membership Fees

4.2.1 Membership fees will be linked to voting rights.

4.2.2 The fee is to be determined by majority resolution of the Executive.

4.3. Resignation

A Member may resign from membership of the Association by notice in writing to the President.

4.4. Suspension and Expulsion

The Executive may suspend or expel a Member from the Association if the Member -

- (a) does not comply with any of the provisions of these rules; or
- (b) has membership fees in arrears for at least three months.

Before the Executive suspends or expels a Member, the Executive must give the Member a full and fair opportunity to show why the membership should not be suspended or expelled. Specifically the Executive must write to the Member and:

- inform the Member of the Executive's intention to suspend or expel the body from the Association and the grounds for doing so; and

- invite the Member to provide submissions to the Executive within 14 days which set out reasons why the Member should not be suspended or expelled.

4.4.1 **Suspension**

Membership may be suspended by not less than two thirds majority vote at a meeting of the Executive.

Any suspended member may on not less than 2 weeks written notice require the suspension to be reconsidered at a subsequent Meeting of the Executive.

The Executive shall not be required to accept the renewal of membership of a suspended library service when renewal next falls due.

4.4.2 **Expulsion of a Member**

Subject to giving a Member library an opportunity to be heard or to make a written submission, the Executive may resolve to expel a Member upon a charge of misconduct that is detrimental to the interests of the Association.

Before a Member is expelled, details of the allegations of misconduct must be communicated to the Member at least one calendar month before the meeting of the Executive at which the matter is to be determined and, the Member must be afforded the opportunity to comment upon the allegations.

Any submissions provided to the Executive by the Member regarding the proposed expulsion and/or allegations must be taken into account by the Executive before any determination is made.

The determination of the Executive shall be communicated to the Member in writing. Subject to the outcome of any appeal by the Member, the Member shall cease to be a Member of the Association 14 days from the date that the Executive communicated its determination to the Member.

4.4.3 **Right of Appeal**

A Member has a right of appeal to the Association against a determination by the Executive to expel the Member. A Member must communicate to the Secretary or President of the Association their intention to appeal within 14 days following formal communication from the Executive to the Member.

In the event of an appeal by a Member, determination of the appellant's membership of the Association shall be made following

a hearing by the appellant in a general meeting. If termination is upheld this will come into effect at the date of the general meeting at which the determination of the Executive is upheld.

4.5. **Register of Members**

A register of Members will be maintained by the Association. The Register will contain:

- the name and service address of each member;
- the date on which each member was admitted to the Association; and
- if applicable, the date of and reason(s) for termination of membership.

5. **THE EXECUTIVE**

5.1. **Powers and Duties**

The affairs of the Association shall be managed and controlled by the Executive. In addition to any powers and authorities conferred by these rules, the Executive may exercise all such powers and do all such things necessary or incidental to achieving the objectives of the Association.

- The Executive will meet to receive information, discuss specific issues, initiate and advance projects, secure funding, to make decisions and/or monitor the progress of the Association;
- The Executive has the management and control of the funds and other property of the Association;
- The Executive shall have authority to interpret the meaning of these rules and any other matters relating to the affairs of the Association on which these rules are silent; and
- The Executive must appoint the Public Officer of the Association as required under the Act.

5.2. **Appointment of Executive Members**

The Executive must consist of not less than eight (8) Representatives of Members of the Association, and not more than 12. The composition will include:

- One President;
- Two Vice Presidents;
- One Treasurer;
- One Secretary
- Immediate Past President

- up to six ordinary Executive members who shall be elected at the Annual General Meeting of the Association.

The Executive must contain at least one Representative of a Member that is a non-metropolitan library, one Representative of a Member that is a school – community library, and one Representative of a Member that is a metropolitan library.

Membership of the Executive is restricted to one member per library service.

5.3. Membership Nomination

Only nomination forms signed by the nominee and one other Representative of a Member that have been submitted to the Secretary prior to the taking of the vote at the Annual General Meeting will be accepted.

5.4. Term in Office

Elected ordinary Executive members will serve two (2) years in office, with the right to renominate.

A person elected to the office of President, Vice President, Treasurer or Secretary is elected for two (2) years, with a provision to renominate for the same position in office for a second two (2) year consecutive term and thereafter, may not be elected to that office for at least two more years.

5.5. Split Terms in Office

Executive members will serve for split terms in office, with half the Executive members re-elected every year.

5.6. Re-election

Retiring Executive members shall be eligible to stand for renomination after their two (2) year term is completed subject to clause 5.5

5.7. Term in Office for Officers (refer to section 6 for roles)

The substantive roles of the President, Vice Presidents Treasurer and Secretary of the Executive, shall be elected by the members at the Annual General Meeting prior to the election of the remainder of the Executive members.

Executive members must serve a minimum of 12 months on the Executive prior to fulfilling any substantive role.

5.8. Vacancies

Vacancies unfilled or arising in the substantive roles or other Executive members may be filled by the Executive by co-opting members for the unexpired remainder of the term. The Executive may function validly notwithstanding any vacancies so long as its number is not reduced to a number below the established quorum of the Executive.

5.9. **Leave of Absence**

Any Executive member (including President, Vice President or Treasurer) may at any time apply to the Executive for leave of absence for a maximum of three (3) months. If leave is granted the Executive may appoint a new member to act in the place of the Executive member for the period of leave granted.

The Executive may from time to time, appoint a person to act in the office of a member during the illness or absence of the Executive Member and the person, while so acting, has and may exercise all the functions of the Executive and is taken to be a Executive member. The Executive may remove any person from any office to which the person was appointed under this clause.

5.10. **Termination of Executive Member's Office**

Any Executive member shall cease to hold office upon:

- resignation in writing delivered to the Secretariat or President of the Association;
- failure by the Member that the Executive member represents to renew membership within three months of expiry;
- disqualification as a committee member under the Act;
- such time as he/she is no longer the duly appointed Representative of a Member of the Association;
- failure by the Executive Member or by the Member he/she represents to abide by the objectives of the Association; or
- absence from three consecutive meetings of the Executive without a reasonable explanation acceptable to the majority of the Executive.

5.11. **Public Officer**

The Executive must appoint a Public Officer to do all the things that the Act requires that Public Officer to do. The Public Officer must be a Representative of a Member of the Association but does not have to be an Executive member.

The Public Officer has no power over the management of the Association simply because she or he is the public officer.

6. **ROLES OF THE EXECUTIVE**

6.1. **Officers**

The Officers of the Executive shall be the President, Vice Presidents, Immediate Past President, Treasurer and the Secretary.

Office bearing positions with the exception of Past President shall be elected by the members at the Annual General Meeting.

When a new President is elected the person retiring from the Office of President shall hold office as Immediate Past President until his or her successor as President is entitled to assume the office of Immediate Past President.

6.1.1 **Role of the President**

The role of the President is to assist the Executive to develop a common view of its purpose and shared responsibilities for leadership. The role of the President includes representing the Association and ensuring that the Association is managed effectively.

- The President will chair Executive, Special and General Meetings except, that in the absence of the President (or a Vice President), or at the request of the President or a majority of the meeting, another member may be elected as Chair.
- The President will act as a spokesperson unless an alternative spokesperson has been appointed by the Executive during a General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy or in any emergency, following consultation with at least 2 members of the Executive.
- The President will encourage full balanced participation in meetings by all members and shall decide on matters of order.
- The President together with the Secretary will prepare the agenda for Executive and General Meetings.

6.1.2 **Role of the Vice Presidents**

The role of the Vice President is to work alongside the President and Executive to ensure the development of a common view of its purpose and shared responsibilities for leadership. This will involve periodically accompanying the President to meetings and presentations.

- The Vice Presidents will chair any meetings that the President is unable to chair.
- In the absence of the President the Vice Presidents will act as Spokesperson unless an alternative spokesperson has been appointed by the Executive or a General Meeting. The Spokesperson shall make statements in accordance with

previously agreed policy or in an emergency following consultation with at least 2 members of the Executive.

- Each Vice President will be a member of at least one Sub Executive / working group of the Executive.

6.1.3 **Role of the Treasurer**

The Treasurer must present at the Annual General Meeting the financial report which includes a report on the income and expenditure of the Association for the last financial year.

The Treasurer shall receive all money belonging to the Association and disburse the same under the direction of the Executive;

The Treasurer must present at the Annual General Meeting the budget for the forthcoming financial year.

The Treasurer must prepare, report and present to the Executive and the Network as appropriate, any additional financial matters not performed by the Role of Secretary.

6.1.4 **Role of the Secretary**

The secretary shall perform the following duties and functions:

- Keep minutes of the proceedings at every meeting which shall be confirmed at the next meeting;
- Issue notices for all meetings;
- Keep a roll of membership and such details and statistics as may be required by the Executive and take charge of all correspondence and papers belonging to the Executive; and
- The secretary will cause records to be kept of the business of the Executive, including the constitution and policies, records of members, a register of minutes of meetings and of submissions or reports made by or on behalf of the Executive.

6.1.5 **Role of the Immediate Past President**

When a new President is elected the person retiring from the Office of President shall hold office as Immediate Past President until his or her successor as President is entitled to assume the office of Immediate Past President.

The immediate Past President shall occupy this Office acting in an ex-officio role for two years, and be available for mentoring of the incumbent President. This includes passing on information about the general operation of the Executive, role of President and informal networks in the spirit of cooperation.

The past President will have full voting rights.

7. PROCEEDINGS OF THE EXECUTIVE

7.1. Calling of Meetings

The President or two other members of the Executive has power to call a meeting of the Executive.

Notice of meetings shall be given at the previous Executive meeting or by 7 days written notice distributed to all Executive members or, in an emergency, by such other notice as shall be ratified by the Executive.

7.2. Frequency of Meetings

The Executive shall meet as often as may be required to conduct the business of the Executive and not less than 6 times in each calendar year.

7.3. Locations of Meetings

Meetings shall be convened twice yearly at a regional location within South Australia, and at other times in metropolitan Adelaide.

7.4. Quorum

The quorum shall be one half of the number of Executive members, plus one.

7.5. Use of Technology

Members unable to physically attend meetings are able to utilise telephone or video conference facilities if required. The Executive also validates the use of electronic technology as a means of communication to gain opinion or approval on matters of urgency when required by the President or Secretariat.

7.6. Transactions between the Executive Outside Meetings

The Executive may transact any of its business by the circulation of papers amongst all the Members. This includes circulation by facsimile or other electronic transmission.

The Executive, if it thinks fit, may via electronic circulation of papers amongst the Members of the Executive seek a resolution approved in writing by half plus one of all of the Members of the Executive.

7.7. Rescission

The Executive may at any ordinary meeting vary or rescind any resolution carried at any previous meeting of the Executive only if the motion to vary or rescind the resolution has been included in or with the notice of the meeting.

7.8. Incoming Executive Meeting

When a newly elected Executive convenes for its inaugural meeting, procedural Executive issues shall be included in the agenda. These items include confirmation of the values of the Association, appointment of sub-Executives/ working parties, structure (governance), buddying and the processes and procedures of the Association.

7.9. **Voting at Executive Meetings**

Each attending member of the Executive shall be entitled to one vote at Executive meetings.

8. **GENERAL MEETINGS OF THE ASSOCIATION**

A quorum at any General Meeting for the Association shall be two thirds of the Members. If at any General Meeting there is no quorum within 30 minutes of the time appointed for the meeting then a majority of members present may decide to adjourn the meeting for a period not exceeding 14 days. The quorum for such adjourned meeting shall be reduced to 17 (double the quorum of the Executive plus 1) failing which, the meeting will lapse altogether.

8.1. **Special General Meetings**

The President or two other members of the Executive shall have the power to call a meeting of the Association.

Notice of meetings shall be given at the previous meeting of the Association or otherwise, by 7 days written notice distributed to all members or, by such other notice as shall be ratified by the Executive.

A special General Meeting shall be called by the Secretary within 28 days of receipt of:

- a directive of the Executive; or
- a written request of 3 Executive members; or
- a written request of 6 members of the Association.

Any written request for a Special Meeting provided to the Secretary must specify the business to be conducted at the meeting.

8.2. **Annual General Meetings (AGMs)**

The Annual General Meeting shall be held at least once in each calendar year and not more than five months after the close of the financial year (30th June) unless otherwise determined by majority vote at an Annual General Meeting.

Written notice of not more than 28 days and no less than 7 days of all General Meetings shall be distributed to all members.

8.3. **Business at the AGM**

The business of the Annual General Meeting shall be to:

- confirm the minutes of the previous Annual General Meeting;
- receive a report from the Officers for the previous financial year;
- receive a balance sheet and a statement of income and expenditure in respect of the last completed financial year of the Association;

- receive the report from the auditor in respect of the accounts of the Association;
- appoint an auditor to audit the financial affairs of the Association in accordance with the Act;
- elect or re-elect the Executive Members;
- decide any proposal to amend the Constitution;
- set membership fees for the forthcoming financial year; and
- consider any other business as may lawfully be brought forward at the AGM.

9. VOTING

9.1. Voting

Network Members shall be entitled to the following number of votes at any General Meeting:

- ONE VOTE for Member libraries within a council with a population of the relevant Executive area served* is up to and including 10,000;
- TWO VOTES for Member libraries within a council with a population of the relevant Executive area served* is 10,001 up to and including 50,000;
- THREE VOTES for Member libraries within a council with a population of the relevant Executive area served* exceeds 50,000.

*The population served will be that defined by the Public Libraries Services formula.

Voting shall be by show of hands except that:

- any contested election at an Annual General meeting or otherwise shall be by secret ballot.
- the meeting may by show of hands, require any other vote to be by secret ballot.

9.2. Proxy Voting

A proxy vote may be exercised by a Member in accordance with their right set out under clause 9.1 above, where notice is given to the Secretary in writing and in advance of the meeting at which the proxy vote is to be exercised..

9.3. Special and Ordinary Resolutions

A special resolution is a special resolution as defined in the Act. An ordinary resolution is a resolution passed by a simple majority of votes at a general meeting.

9.4. **Guests and Voting**

Persons with special interests or knowledge relevant to the Executive may be invited to attend any meeting and to speak at the discretion of the President but such persons shall not have any entitlement to vote.

9.5. **Casting Vote**

The President at any meeting shall have a casting as well as a deliberative vote.

10. **MINUTES**

The Executive shall be responsible for recording the minutes of each meeting of the Association and of the Executive.

A copy of the minutes from each meeting of the Association and the Executive shall be made available online on the Public Libraries SA website within 10 days of the meeting and sent to the Association's auditor.

11. **FINANCIAL REPORTING**

11.1. **Financial Year**

The financial year of the Network shall commence on 1 July in each year and will end on 30 June in the next year.

11.2. **Accounts**

Proper accounts shall be kept of all money received and expended by the Association.

- The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Executive of Management;
- The accounts must be kept in the English language;
- All amounts must be deposited in the financial institution account as soon as practicable after receipt; and
- Two signatories of the Executive are required for expenditure of all items.

11.3. **Use of Funds**

The income property and funds of the Association shall be used and applied solely towards the promotion of the objectives of the Association.

12. **SUB EXECUTIVES**

12.1. **Sub-Executives/Working Groups**

Sub Executives and / or working groups may be developed in alignment with the broad operating principles of the Executive. These Sub Executives and / or working groups will report to the Executive on at least a bimonthly basis.

12.2. **Composition**

The Executive may appoint sub-Executives comprising:

- staff of Member libraries;
- officers of Public Libraries Services (PLS); and/or
- representatives of other relevant library groups or organisations.

The Executive has a philosophy of encouraging library staff from all levels to participate in sub-Executives.

12.3. **Membership of Sub Executives**

- Membership of sub-Executives and working groups shall be from Network members. Members will be called to nominate as vacancies arise.
- Working groups generally differ from sub-Executives by having a finite life of 6-12 months.
- Ongoing sub-Executives include the Marketing and the Joint Use Libraries Association (JULA).

12.4. **Frequency of Meetings**

Sub-Executives shall meet as required to fulfil their requirements or as directed by the Executive.

13. **MISCELLANEOUS**

13.1. **Amendments to the Constitution**

This Constitution may be repealed, altered or amended by resolution passed at any meeting of the Association providing that:

- notice in writing of any proposed motion to amend the Constitution or rules has been given to all Members not less than one calendar month prior to the meeting at which such motion shall be moved; and
- such motion be carried by at least a two thirds majority of the Members present and voting.

13.2. **Liability and Indemnity**

Members who by authority accept or incur any pecuniary liability on behalf of the Executive shall be held indemnified against any personal loss in respect of such liability.

13.3. **Winding Up**

The reasonable costs of a winding up are payable out of the property of the Association.

The Association may be wound up in the manner provided for under the Act.

13.4. Surplus Assets

If, after the winding up of the association there remains 'surplus' assets as defined in the Act, such surplus assets shall be distributed to any organisation formed for promoting similar objectives as shall be approved by the Executive, provided that the other body shall also prohibit the distribution of its or their property among its or their members.

Such organisation or organisations shall be indentified and determined by a resolution in general meeting.

13.5. Circumstances Not Provided For

If any circumstances shall arise as to which these Rules are silent or are incapable of taking effect or being implemented according to their strict provisions, the Executive shall, subject to any direction from time to time given to them by resolution of a meeting of Members, have power to determine what action may be taken to best give effect to the objects of the Network.