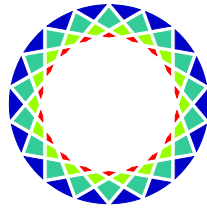

Public Libraries SA Incorporated

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



Public Libraries SA
For the Future of Our Libraries

VERSION 7

Prepared by Strategic Matters
For Public Libraries SA Executive
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1. PREAMBLE

Public Libraries SA Inc (**Association**) has an important role to play both in representing the strategic interests of the South Australian public library network (**Network**), and also in ensuring the long-term vitality both of public libraries in South Australia and of the Network 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 the Network. The Executive is accountable to the Association members.

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

PLS has a responsibility to initiate and advance those projects or programs that further the objectives of the Association and the Network generally.

1.1. Definitions

- **Act** means Associations Incorporation Act 1985;
- **Administration Officer** means the administration officer of the Association for the time being;
- **Association** means Public Libraries (SA) Incorporated;
- **Board** means Libraries Board of South Australia;
- **Executive** means the management committee of the Association;
- **Executive Area Served** means the population served by a Member as defined by the Public Libraries Services formula;
- **Executive Member** means a member of the Association's Executive;
- **Finance Officer** means the finance officer of the Association for the time being;
- **Honorary Life Member** means an individual who has been awarded honorary life membership of the Association, and **Honorary Life Membership** has a corresponding meaning;

- **Joint Use Libraries** means South Australian public libraries used for both school and community purposes;
- **JULA** means Joint Use Libraries Association;
- **Member** means an institutional member of the Association;
- **Network** means constitutes all SA public libraries;
- **Officer** means the President, Vice President or Treasurer (together or individually, as the context requires);
- **Ordinary Executive Members** means an Executive Member that is not an Officer;
- **PLS** means Public Library Services, a unit of the State Library of South Australia within the Department of State Development. PLS works in collaboration with the Network to give effect to the decisions of the Board, to support the directions of the Network and to provide and broker services for all public libraries;
- **President** means the President of the Association for the time being;
- **Public Officer** means the public officer of the Association as appointed by the Executive;
- **Register** means the register of current and former Members;
- **Representative** means a representative from a Member as appointed as a condition of membership eligibility;
- **Spokesperson** means the President or an alternative person appointed by the Executive during a General Meeting;
- **Standing Committee** means the standing committee of the Board;
- **Treasurer** means the Treasurer of the Association for the time being;
- **Vice President** means the Vice President of the Association for the time being.

2. **NAME**

The name of the Association is the PUBLIC LIBRARIES (SA) INCORPORATED.

3. **AIMS AND OBJECTIVES**

3.1. **Aim**

The aim of the Association is to represent the strategic interests of the Network and to ensure the long-term viability 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 Network. This is to be achieved through the Executive:

- acting as an effective conduit and forum for co-operation between PLS and the Network;
- communicating with the Board, through the Standing Committee, on matters relating to public library and information services;
- communicating with the Local Government Association of South Australia on matters concerning public library and information services;
- communicating with governmental 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, national and international public library associations;
- encouraging Members to actively participate in the Association by communicating and promoting opportunities across the Network, including attending regular quarterly meetings and becoming members of sub committees and working groups;
- 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 the Network.

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 available to all 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 applicant has agreed in writing to accept the Association's objectives and the prescribed membership fee has been paid.
- 4.1.3 Every Member 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 Association's objectives and who are appointed to the Member's library management team.

4.2. Honorary Life Membership

The Executive may in its absolute discretion recognise and acknowledge contributions by awarding an Honorary Life Membership to an individual who has demonstrated exceptional service to the Association.

4.3. Membership Fees

- 4.3.1 Membership fees will be linked to council population, calculated in accordance with clause 9.1.
- 4.3.2 The fee is to be determined by majority resolution of the Executive.

4.4. Resignation

A Member may resign from membership of the Association by giving 30 days' notice in writing to the President.

4.5. 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 this Constitution; or
- (b) has membership fees in arrears for at least six consecutive 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 Member 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.

4.5.1 **Suspension**

Membership may be suspended by not less than two thirds majority vote at a meeting of the Executive. An Executive Member will not have a vote on any motion which relates to the suspension of that Member's membership.

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 is not required to accept the renewal of membership of a suspended Member when renewal next falls due.

4.5.2 **Expulsion of a Member**

Subject to giving a Member 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 must be communicated to the Member in writing. Subject to the outcome of any appeal by the Member, the Member will cease to be a Member of the Association 14 days from the date on which the Executive communicated its determination to the Member.

4.5.3 **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 President their intention to appeal within 14 days following formal communication from the Executive to the Member of their expulsion.

In the event of an appeal by a Member, determination of the appellant's membership of the Association must 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.

4.6. **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 and Life 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 will be managed and controlled by the Executive. In addition to any powers and authorities conferred by this Constitution, the Executive may exercise all such powers and do all such things necessary or incidental to achieving the objectives of the Association, including:

- meeting to receive information, discuss specific issues, initiate and advance projects, secure funding, to make decisions and/or monitor the progress of the Association;
- having the management and control of the funds and other property of the Association;
- having authority to interpret the meaning of this Constitution and any other matters relating to the affairs of the Association on which this Constitution is silent;
- appointing a Public Officer as required under the Act; and
- employing financial and administrative support as required to assist the Executive in the execution of their duties under the Constitution.

5.2. **Appointment of Executive Members**

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

- one President;
- one Vice President;
- one Treasurer; and
- up to nine Ordinary Executive Members.

All Executive Members are to 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.

5.3. Minimum eligibility requirement

A Representative must serve a minimum of twelve months as an Executive Member prior to becoming eligible to be appointed as Vice President or President.

5.4. Membership Nomination

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

5.5. Term in Office

5.5.1 Executive Members will serve a two (2) year term in office, with the right to renominate for further consecutive terms, subject to the clause 5.5.2.

5.5.2 An Officer may serve three (3) consecutive two (2) year terms in the same position on the Executive. At the end of the third consecutive two (2) year term, the Officer may renominate himself/herself for a position on the Executive, but not for that same position.

5.6. Split Terms in Office

At each Annual General Meeting, half of the Executive Members shall retire from office with effect from the conclusion of the meeting in the manner set out in this clause.

Notice of those retiring must be provided to the Members in accordance with clause 8.3.

The Executive Members to retire under this clause shall be in the following order:

- those whose term has expired;
- those who have been the longest in office since their last appointment, and as between persons who became Executive Members on the same day, those to retire (unless otherwise agreed amongst themselves) shall be determined by the Executive.

If at the time of the retirement of any Executive Members from office under this clause the number of Executive Members is not a multiple of two, then the number of Executive Members to retire shall be rounded down to the nearest multiple of two.

Subject to clause 5.5.2, an Executive Member retiring under this clause is eligible for renomination.

5.7. **Re-election**

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

5.8. **Term in Office for Officers** (refer to clause 6 for roles)

The Officers are to be elected by the Members at the Annual General Meeting prior to the election of the Ordinary Executive Members.

5.9. **Vacancies**

Vacancies unfilled or arising in the Executive may be filled by the Executive Members 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.

5.10. **Leave of Absence**

Any Executive Member (including any Officers) 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 an Executive 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 an Executive Member. The Executive may remove any person from any office to which the person was appointed under this clause.

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

Any Executive Member will cease to hold office upon:

- resignation in writing delivered to the President;
- 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;
- 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.

5.12. **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 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. **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 meetings of the Executive, as well as Special and General Meetings of the Association except, that in the absence of the President (or the Vice President in accordance with clause 6.2), 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 for the Association unless an alternative Spokesperson has been appointed by the Executive during a General Meeting. The Spokesperson must make statements in accordance with previously agreed policy or in any emergency, following consultation with at least two Executive Members.
- The President will encourage full balanced participation in meetings by all Members and will decide on matters of order.
- The President together with the Administration Officer will prepare the agenda for all meetings of the Executive, as well as the General Meetings of the Association.

6.2. **Role of the Vice President**

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 President will chair any meetings that the President is unable to chair.
- The Vice President will take minutes of Annual General Meetings.
- In the absence of the President, the Vice President will as act as Spokesperson unless an alternative Spokesperson has been appointed by the Executive or at a General Meeting. The Spokesperson must make statements in accordance with previously agreed policy or in an emergency following consultation with at least two Executive Members.

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

6.3. 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;
- present at the Annual General Meeting the budget for the forthcoming financial year; and
- prepare, report and present to the Executive and the Network as appropriate, any additional financial matters not performed by the Finance Officer.

The Treasurer may delegate any of its roles relating to the financial management of the Association to the Finance Officer.

6.4 Role of the Finance Officer

Under the supervision of the Treasurer, the Finance Officer must:

- receive all money belonging to the Association and disburse the same under the direction of the Treasurer;
- prepare monthly financial statements for presentation by the Treasurer to the Executive;
- prepare the Association's financial records annually for auditing purposes and for presentation at the Annual General Meeting;
- maintain the Register under the supervision of the Treasurer.

6.5 Role of the Administration Officer

Under the supervision of the President, the Administration Officer must:

- keep minutes of the proceedings at ordinary meetings of the Executive which must be confirmed at the next meeting;
- issue notices for all meetings;
- maintain such details and statistics as may be required by the Executive and take charge of all correspondence and papers belonging to the Executive;
- cause records to be kept of the business of the Executive, including the Constitution and policies, a register of minutes of meetings and of submissions or reports made by or on behalf of the Executive;
- act as Returning Officer for Annual General Meetings. In this respect, the Returning Officer is responsible for the following:
 - accepting nominations for positions on the Executive;
 - keeping a record of the nominations to provide to the current Executive prior to an Annual General Meeting and determining whether or not a vote is required;

- keeping a record of the terms of office of Executive Members; and
- preparing all the papers associated with the voting process, nomination paper, and online voting survey if required.

7. PROCEEDINGS OF THE EXECUTIVE

7.1. Calling of Meetings

The President or two other Executive Members have the power to call a meeting of the Executive.

Notice of meetings must be given at the previous Executive meeting or by no less than 7 days' written notice distributed to all Executive Members or, in an emergency, by such other notice as will 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

The Executive must use their best endeavours to convene a meeting at least once per annum at a regional location within South Australia, and at other times in metropolitan Adelaide.

7.4. Quorum

The quorum will be one half of the number of Executive Members, plus one.

For the avoidance of doubt, where one half of the number of Executive Members is not a whole number, quorum will be the next whole number rounded up.

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.

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 via electronic transmission.

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

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 may 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 Executive Member will be entitled to one vote at Executive meetings.

8. GENERAL MEETINGS OF THE ASSOCIATION

A quorum at any General Meeting for the Association will 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 will be reduced to double the quorum of the current Executive plus 1, failing which, the meeting will lapse altogether.

8.1. General Meetings

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

Notice of meetings must be given at the previous meeting of the Association or otherwise, by no less than 7 days' written notice distributed to all Members or, by such other notice as will be ratified by the Executive.

8.2. Special General Meetings

A special General Meeting must be called within 28 days of a directive of the Executive; or on receipt of:

- a written request of 3 Executive Members; or
- a written request of 6 Members.

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

8.3. Annual General Meetings

The Annual General Meeting must 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 must be distributed to all Members.

8.4. Business at the Annual General Meetings

The business of the Annual General Meeting will 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 Annual General Meeting.

9. VOTING

9.1. Voting

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

- ONE VOTE for Members within a council with a population of the relevant Executive Area Served is up to and including 10,000;
- TWO VOTES for Members within a council with a population of the relevant Executive Area Served is 10,001 up to and including 50,000;
- THREE VOTES for Members within a council with a population of the relevant Executive Area Served exceeds 50,000.

Voting will be by show of hands except that:

- any contested election at an Annual General meeting or otherwise must 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 Administration Officer 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 will not have any entitlement to vote.

9.5. **Casting Vote**

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

10. **MINUTES**

The Executive will 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 must 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 will commence on 1 July in each year and will end on 30 June in the next year.

11.2. **Accounts**

Proper accounts must 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;
- 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 Executive Members are required to authorise expenditure of all items.

11.3. **Use of Funds**

The income property and funds of the Association must 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 Members;
- officers of PLS; and/or
- representatives from 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 must 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 JULA and others as applicable.

12.4. **Frequency of Meetings**

Sub-Executives must 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 will 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 will 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 remain 'surplus' assets as defined in the Act, such surplus assets must be distributed to any organisation formed for promoting similar objectives approved by the Executive, provided that the other body must also prohibit the distribution of its or their property among its or their members.

Such organisation or organisations must be identified and determined by a resolution in general meeting.

13.5. Circumstances Not Provided For

If any circumstances arise as to which this Constitution is silent or incapable of taking effect or is being implemented according to its strict provisions, the Executive will, 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.