

**AUSTRALIAN LIBRARY AND INFORMATION ASSOCIATION  
GENERAL MEETING  
5.30 pm Thursday 30 November 2006  
The John Niland Scientia Building, University of NSW, Sydney**

**DRAFT  
MINUTES**

**1. Notice of Convening Meeting**

The meeting opened at 5.30 pm on Thursday 30 November 2006. The President, Dagmar Schmidmaier AM, in accordance with the Association's constitution gave notice of convening the meeting. She welcomed everyone to the meeting, explained the rules of meeting and introduced the Vice-President/President-elect, Roxanne Missingham; the Executive Director, Sue Hutley and Andrew Wells who had been appointed as Parliamentarian for the General Meeting. The Parliamentarian explained the rules and procedures for voting. 40 members were present which constituted a quorum.

Voting rights for members voting in person were established.

Proxies were held:

Ann Ritchie	3
Brenda McConchie	1
Georgina Dale	1
Helen Mandl	48
Helen Partridge	4
Kate Davis	1
Kevin Dudeney	19
Michelle Brennand	6
Mylee Joseph	2
Philip Keane	1
Rachael Browning	7
Roxanne Missingham	9
Tania Barry	27

Kathleen Bresnahan and Clare Glanville were appointed tellers.

**2. Apologies**

Apologies were received from Trevor Wakely, Lee Welch, Joyce Kirk, Anne McLean, Frieda Evans, Kerry Smith, Claudia Davies, Duncan Furphy, Jeanette Hill.

**Moved: That the apologies be accepted.**

Moved: Dagmar Schimdmaier AM, ALIA President

Seconded: Matthew Griffiths, ALIA member

Carried

**3. Special Resolutions**

**Moved: that the clauses of constitution of ALIA be amended in the locations listed below:**

**Motion 1**

Location	Delete	Add/Amend
Clause 13.1		the President, Vice-President, immediate Past President,
Clause 13.3 (a)	<p>The Board shall comprise the following seven directors with voting powers who shall be appointed as given below:</p> <ul style="list-style-type: none"> <li>i. A president (elected by members);</li> <li>ii. a vice-president/president elect (elected by members);</li> <li>iii. four directors elected by members;</li> <li>iv. one director elected by institutional members; and</li> </ul>	<p>The Board shall comprise:</p> <ul style="list-style-type: none"> <li>i. up to nine Directors with voting powers who shall be appointed for the term specified in the By-Laws. These Directors shall be: <ul style="list-style-type: none"> <li>A. a President elected by Personal and Institutional members;</li> <li>B. a Vice-President elected by Personal and Institutional members;</li> <li>C. five Directors elected by Personal and Institutional members; and</li> <li>D. up to two members appointed on the basis of their expertise by the Board;</li> </ul> </li> <li>ii. up to two Directors without voting powers who shall be appointed for the term specified in the By-Laws.</li> </ul> <p>These Directors shall be:</p> <ul style="list-style-type: none"> <li>A. the immediate Past President; and</li> <li>B. the Executive Director.</li> </ul>
Clause 13.3 (b)		(excluding those appointed under clause 13.3(a)(i)(D))
Clause 13.4 (a)	And the interim Board of Directors.	
Clause 13.5	Operational Provisions	Consecutive Terms
Clause 13.5 (a)	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 years 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.
Clause 13.5 (b)	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.	

Moved: Roxanne Missingham, ALIA Vice-president  
Seconded: Michelle Brennand, ALIA Director

The mover spoke to the amendment outlining the rationale behind it. It was noted that the amendment would allow for the improved effectiveness of the Board.

Helen Mandl spoke against the motion noting that she considered what is presented at the meeting is not what was published on the web.

Roxanne Missingham explained the 'location' column of the motion is an exact reproduction of the notice on the web and the additional columns were added to provide the information in a manner that was clearer to members.

Helen Mandl noted that she considered that the general consensus of the membership were against the changes.

Brenda McConchie supported the motion noting that from her personal experience on various boards a marketing and legal professional had often been present. Brenda considered that similar expertise and experience could be well used by the ALIA Board of Directors.

Tania Barry spoke against the motion stating that all expert advice received should be paid for.

Nicky Hayward-Wright spoke for the motion noting that the proposed changes gave an opportunity for the Association to adopt a more holistic perspective.

Kevin Dudeney spoke against the motion noting that he regarded the current Board appointment process as very 'transparent', it was of the opinion that the proposed changes could obscure this process. Kevin also noted that an increase in Board membership could also mean an increase in membership fees.

John Shipp spoke for the motion and noted that generally board members do not have much experience outside their own specialised field. Increasing the Board membership to include experts on the Board could give the opportunity of unlimited 'pro-bono' advice and expertise.

A number of points of clarification were sought. In the discussion of the motion that followed, the mover of the motion, Roxanne Missingham put forward the following amendment:

#### **Amendment**

<b>Location</b>	<b>Delete</b>	<b>Add/Amend</b>
Clause 13.3 (a)	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. four directors elected by members; iv. one director elected by institutional members; and	The Board shall comprise up to nine 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. four directors elected by members; iv. one director elected by institutional members; and v. up to two Directors appointed on the basis of their expertise by the Board for a term specified in the By-laws.

Moved Roxanne Missingham, ALIA Vice-president  
Seconded Michelle Brennand, ALIA Director

The amendment to the motion was put  
Failed.

The motion was withdrawn by the mover and seconder, Roxanne Missingham and Michelle Brennand.

## Motion 2

Location	Repeal
Clause 13.2 First Directors	<ul style="list-style-type: none"><li>a. The First Directors shall be appointed as an interim Board of Directors and shall be the Executive of the Former Association.</li><li>b. Except for the President and Vice-President who shall complete their appointed terms of office, the First Directors shall retire at the general meeting to be convened and held pursuant to Clause 13.5 (b) hereof but shall be eligible for re-election.</li></ul>
Clause 13.6 Rotation of Directors	<ul style="list-style-type: none"><li>a. Except for the special arrangements for the initial establishment of the Board, then in each year the following positions will be filled as follows:<ul style="list-style-type: none"><li>i. A Vice president/president-elect elected by members;</li><li>ii. Two directors elected by members;</li></ul></li><li>b. The director to be elected by the institutional members will be elected in alternate years.</li></ul>

Moved: Roxanne Missingham, ALIA Vice-president  
Seconded Mylee Joseph, ALIA member

Roxanne Missingham then proposed the following amendment that Clause 13.2 be repealed. The mover and seconder of the motion accepted the amendment and thus the motion became the amended motion.

The amended motion was put  
Carried by an 86.6% majority.

## Motion 3

The motion was not put as it was consequent on the passing of Motion 1.

## 5. General Business

No items of general business were raised.

There being no further business, the President declared the General Meeting of ALIA closed at 6.35pm.

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President

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Date