



ALIA 26th Annual General Meeting

President Julie Rae and the Board of Directors invite members to join them for the Annual General Meeting (AGM)

Date and time: Wednesday 21 May 2014 at 6pm AEST

Location: ALIA House, 9-11 Napier Close, Deakin, ACT 2600

Proposed Agenda

1. Notice of convening meeting
2. Apologies
3. Minutes of the previous AGM, 14th May 2013
4. Presentation of the Annual Report 2013 and financial statements
5. Election of Directors
6. Appointment of Auditors
7. Fixing of Auditors' fees
8. Reports
 - i. President's Report
 - ii. Executive Director's Report
9. Motions Received¹
10. Special Resolutions – constitutional amendments²
11. General business
 - i. Presentation – 25 year pins, ACT members

Members are invited to join the ALIA Board of Directors for refreshments after the meeting.

¹ All notices of motion received prior to the meeting will require a seconder prior to being put to the meeting.

² Details of the special resolutions are listed below.



Special Resolutions

Special Resolutions Explanatory Statement

The special resolutions propose a number of changes to the Australian Library and Information Association Limited Constitution. These proposals are based on a review of the ALIA Constitution carried out by the ALIA Board of Directors over the last year. The aim of the review was to ensure that our governance is simplified; reflects a modern Association; provides greater efficiency and flexibility, and acknowledges the expanding role of technology.

After a thorough discussion of the current constitution by ALIA's Finance and Risk Management Sub-Committee, the opportunity for feedback from members (President's column, INCITE November/December) and with guidance from Associations Forum, the Board proposes a number of changes, including: the introduction of online voting options at the AGM; the reduction of the AGM quorum from 21 to 11; the removal of the requirement for a Director representing institutional members (all Directors act on behalf of personal and institutional members); and a change of title from Executive Director to Chief Executive Officer. It is proposed that the National Advisory Congress provisions be incorporated into the Association by-laws instead of the constitution, but there are no plans to discontinue this annual round of member gatherings. Further amendments tidy up the wording of the constitution, for example, Secretary becomes Company Secretary.

The proposed amendments have been unanimously endorsed by the ALIA Board of Directors. The Board recommends that ALIA members accept the amendments to the Constitution proposed in the special resolutions presented to members for consideration at the AGM.

Motions

That the Constitution of Australian Library and Information Association be amended by making the following changes:

Special Resolution 1

Clause 1.1 Definitions

Replace the title and definition of Secretary with:

“Company Secretary” means company secretary as defined under Corporations Law and appointed by the board from time to time.

Special Resolution 2

Clause 3.4 Doctrine of Ultra Vires

Delete clause.



Special Resolution 3

Clause 4 Income and Property

Replace clause with:

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 benefit of members.

Special Resolution 4

Clause 7.2(a) Founding Members

Delete clause.

Special Resolution 5

Clause 7.2(b)(i) and 7.2(b)(ii) Members

Delete 7.2(b)(i) and

Remove the word "other" from the beginning of 7.2(b)(ii).

Special Resolution 6

Clause 7.3(b) Categories of Membership

Delete clause.

Special Resolution 7

Clause 7.6(h) and Clause 7.7(b) Termination of Membership

Replace the number 6 with three in both clauses.

Special Resolution 8

Clause 7.9 Rejection of Application

Replace clause with:

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.

Special Resolution 9

Clause 8.1 Appointment of Proxies

Add the word "general" into the clause:

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.

Special Resolution 10

Clause 11.1 Quorum

Replace the number Twenty one with Eleven.



Special Resolution 11

Clause 11.1 Quorum and Clause 11.13 Voting

Add the phrase 'or by electronic link'.

Special Resolution 12

Clause 11.16 No Vote

Replace clause with:

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

Special Resolution 13

Clause 12 National Advisory Congress

Delete clause.

Special Resolution 14

Clause 13.1 Composition of Board

Replace clause with:

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

Special Resolution 15

Clause 13.2 First Directors

Remove previously repealed clause.

Special Resolution 16

Clause 13.3(a)(iv) Directors

Delete clause.

Special Resolution 17

Clause 13.4 Executive Director

Delete clause.

Special Resolution 18

Clause 13.4(a), 13.4(a)(ii) and 13.4(b) Rotation of Directors

Amend Clause 13.4(a) to insert "in each year" as follows:

Except for special arrangements for the initial establishment of the Board, then *in each year* the following positions will be filled:

Clause 13.4(a)(ii) Remove "two"

Clause 13.4(b) Delete clause.



Special Resolution 19

Miscellaneous amendments replacing the title of Executive Director with the title of Chief Executive Officer wherever it appears in the Constitution, specifically:

- Table of Contents, Clause 13.4 Heading
- Clause 7.6(b)
- Clause 7.7 (a) and (d)
- Clause 8.3(a).

Special Resolution 20

Clause 14.1 Functions of the Board

Insert new Clause 14.1 (a) as follows:

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.

Special Resolution 21

Clause 15.1 Meetings of Directors

Replace the second sentence of the clause with:

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.

Special Resolution 22

Clause 18 Minutes

Remove the phrase "and of all committees of the Board".

Special Resolution 23

Miscellaneous consequential amendments replacing the title of Secretary with the title of Company Secretary wherever it appears in the Constitution, specifically:

- Table of Contents, Clause 20 Heading
- Table of Contents, Clause 20.1 Heading
- Clause 20, and 20.1 Secretary and Honorary Officers.

Special Resolution 24

Clause 25.1 Notices General

Replace the first sentence of the clause with:

A notice may be given by the Association to any Member either personally, or sent by facsimile, email to the 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.



Special Resolution 25

Clause 31 Transition

Delete clause.

Special Resolution 26

Contents Heading and Clause numbering

Miscellaneous consequential renumbering of clauses within the Table of contents and throughout the Constitution as necessitated by the approved Constitutional amendments.

The proposed changes to the Constitution of Australian Library and Information Association Limited can be viewed at [this link](#).

Further information explaining the proposed changes will be made available prior to the AGM.

Proxies

As a Member you have a right to appoint a proxy (who must also be a Member) to act as a representative at any meeting which you are entitled to attend and to exercise all rights and to discharge all duties which you may have.³

To be valid, proxies must be in the form set out in the Constitution Section 8.2 and be received by the ALIA Executive Director by 6pm AEST on Monday 19 May 2014.

A proxy form will be made available on the [ALIA website](#).

Rules of the meeting

- All motions to be put to the AGM must appear in the published agenda
- The only items that may be raised under general business are those of an informal nature, or those that are within the scope of the business already laid down. Motions of a substantial nature relating to items not covered in the notice of the meeting will not be allowed
- If any item of urgency arises which is not within the business of the meeting, the Chair has the power to accept it without notice or rule that due notice must be given
- All motions additional to those referred to on the agenda shall be in writing, signed by the movers (forms will be provided), and delivered to the Chair
- When addressing the Chair, the person desiring recognition will properly identify themselves, giving his or her name and affiliation. Only ALIA members may speak

³ If a Member is entitled to cast two or more votes, they may appoint two proxies and may specify the proportion or number of the Member's votes each proxy is entitled to exercise.



- Debate shall be limited to three minutes for each speaker; no speaker may have the floor twice on the same question until all who wish to speak have spoken
- By general consent, if there be no objection, or by a two-thirds vote, any rule governing the debate may be suspended
- The Chair's rulings on procedural matters may not be debated. The reference for rules and their interpretation by the Parliamentarian will be Joske's *The law and procedure at meetings in Australia*, 10th ed, 2007. A Parliamentarian will be appointed to advise the Chair on procedures and to assist in determining the results of a poll of members present if necessary.