



CONSTITUTIONAL AMENDMENTS

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 is proposing 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.

MOTION

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.

In our current Constitution, we use the term Secretary, but as the Association is a company limited by guarantee, we have been advised to change this to Company Secretary throughout the document, as this is the correct terminology.

Q Who fulfils the role of Company Secretary?

A The Director of Corporate Services, who is a certified practising accountant (CPA).



Special Resolution 2

Clause 3.4 Doctrine of Ultra Vires

Delete clause.

The doctrine of ultra vires has been superceded by changes to company law, which governs the Association (as a company limited by guarantee), and sets out the responsibilities of the organisation. The doctrine of ultra vires (meaning 'beyond the power') was intended to limit the scope of what an organisation could do, but it no longer has the same relevance. Removing it means that the ALIA Board needs no special powers to undertake any activity, provided it serves the objects of the Association.

Q Does this mean the Board can do what it likes?

A No, the Board is bound by the objects of the Association and by company law.

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.

The thirds resolution takes 14 lines of 'legal talk' and turns it into four lines, which have the same effect of protecting the Association's income and property. Most importantly it ensures the not for profit status of the Association is not compromised.

Q Does the new wording mean exactly the same as the old?

A Yes, it achieves the same end result.

Special Resolution 4

Clause 7.2(a) Founding Members

Delete clause.

The ALIA Board felt it was important to recognise the achievements of past members of the Association, and particularly those who had played such a central role as the founding members. However, it was felt that, in the interests of modernising the Constitution, this objective would be better served through another medium, such as the website.

Q Why wouldn't you keep the Founding Members listed?

A We sought advice and found that best practice for associations was to honour Founding Members by means other than a list in the Constitution.



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).

The above explanation also relates to the removal of founding members from the clauses in Special Resolution 5, and the minor rewording.

Special Resolution 6

Clause 7.3(b) Categories of Membership

Delete clause.

This reference is to the by-laws of the previous iteration of the Association, prior to incorporation. While these were front of mind at that time, more than 10 years later, they are no longer relevant and all the membership categories are stated in the one set of by-laws.

Special Resolution 7

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

Replace the number 6 with three in both clauses.

It has been the case that someone could remain a member for half a year, even if they hadn't paid their membership dues. The Board felt that three months was a reasonable length of time, to allow for absences on holiday, sabbatical, etc, and that six months was excessive.

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.

It has been the case that anyone refused membership of the Association could trigger the calling of a general meeting of members to challenge the Board's decision. It was felt that this was excessive, as the Board is made up of elected members of the Association, with the imprimatur to make such decisions on behalf of the membership.

Q How often is someone refused membership?

A We are not aware of any case in past, and definitely not in the last two years.



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.

Insertion of the word 'general' is intended to make clause 8.1 consistent with clause 10 of the constitution that already refers to general meetings and describes what a general meeting is.

Special Resolution 10

Clause 11.1 Quorum

Replace the number Twenty one with Eleven.

The timing of the AGM (May) and the handover from one Board to another, has meant that for financial considerations (room hire, travel/accommodation for ALIA Directors and staff), the ALIA AGM has been held in Canberra in recent years. With a smaller population, this makes it more difficult to achieve a quorum of 21 members and 11 was felt to be a better balance.

Q Would you consider holding the AGM in another city?

A Yes, but only if it were financially sensible for the Association. We estimate it would potentially add \$3,000 to the cost of holding the event if it were somewhere other than Canberra/ALIA House.

Special Resolution 11

Clause 11.1 Quorum and Clause 11.13 Voting

Add the phrase 'or by electronic link'.

Introducing 'electronic link' recognises the rapid advances in technology and the opportunities opened up by Skype, web conferencing, etc. Virtual participation will help ensure more ALIA members are able to participate in the AGM in future.

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.

The term 'unfinancial Member' will mean a member who has not paid their subscription after three months has lapsed since the end of their previous subscription. This brings the clause into line with Special Resolution 7.



Special Resolution 13

Clause 12 National Advisory Congress

Delete clause.

While the Board is committed to at least one formal open meeting for all members in every state and territory every year, having the National Advisory Congress described in the Constitution limits the flexibility of the Association in terms of what the event is called. It is not common practice to define an event in this way in a modern Constitution.

Q If we delete this clause, will the Board continue to hold these meetings?

A Very definitely yes.

Q What if a future Board decided not to do so?

A Our members have a strong voice through social media, Groups, etc, and could easily make their views known.

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.

We have been advised that seven is a good number for the Board and this new wording provides some flexibility if a future Board needs to vary the number, for example, in the event of illness of an elected member.

Special Resolution 15

Clause 13.2 First Directors

Remove previously repealed clause.

This heading needs to be removed as the clause itself was previously repealed. This is simply a copy editing correction.

Special Resolution 16

Clause 13.3(a)(iv) Directors

Delete clause.

In the past, there has been a specific requirement for one of the directors to be elected by institutional members. This creates an added degree of complexity (and cost) for our already complex voting system and it ignores the fact that all the Directors commit to representing the interests of all Members – personal and institutional.



Special Resolution 17

Clause 13.4 Executive Director

Delete clause.

The title Executive Director, and the ED's current non-voting position on the Board is not best practice for associations, as it muddies the line between elected Directors and employees. We were advised to change the title of ED to CEO to clarify the distinction. The CEO would not have a Board position.

Special Resolution 18

Clause 13.6(a), 13.6(a)(ii) and 13.6(b) Rotation of Directors

Amend Clause 13.6(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 13.6(a)(ii) Remove "two"

Clause 13.6(b) Delete clause.

The changes to the rotation of directors section refers to the removal of a Director position specifically for institutional members (see Special Resolution 16).

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).

This refers to Special Resolution 17.

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.

This refers to Special Resolution 17.



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.

At present, a single Director can call a special Board meeting. The revisions to this clause would make it possible for Directors to call a meeting, but only where there is a chance of a decision gaining a majority vote.

Q Has this happened?

A Once in the last two years, but this was to gain more information about a topic with an imminent deadline (before the next Board meeting), rather than to challenge a decision.

Special Resolution 22

Clause 18 Minutes

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

At any one time, we have between 10 and 12 Advisory Committees to the ALIA Board, as well as three Sub-Committees, made up of smaller working groups of Directors. The minutes of Sub-Committees are archived, but it would be a major administrative burden (and one that has not so far proved necessary), to source and archive all the minutes of committees in one place. A record is kept of committee concerns through their reports to the Board, which are included in Board papers.

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.

See Special Resolution 1.



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.

This resolution recognises the many different ways we now have available to us to communicate with members electronically, adding in our website and newsletters.

Q Does this mean someone who doesn't use email will miss out on information?

A No, we keep a note of members' delivery preferences, and where appropriate, we send information by post.

Special Resolution 25

Clause 31 Transition

Delete clause.

Transition in this special resolution refers to the transfer from the former Association to the newly incorporated body in 2000. These clauses are no longer necessary, 14 years after that event.

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.

Renumbering of clauses and headings will be needed to accommodate the above changes.

Select this link to view the proposed changes to the [Constitution of Australian Library and Information Association Limited](#).