



Rules of the Australian Law Librarians' Association (South Australian Division) Incorporated

Index to Rules of the Australian Law Librarians' Association (South Australian Division) Incorporated

Rules of the Australian Law Librarians' Association (South Australian Division) Incorporated	1
1. Name of incorporated association	1
2. Interpretation	1
3. Objects and purposes	1
4. Powers	2
5. Membership	2
6. The Committee	4
7. General Meetings	7
8. Minutes	9
9. Financial year	9
10. Accounts	9
11. Borrowing powers	9
12. Rules	10
13. The seal	10
14. Winding up	10
15. Non-liability of members	10
16. Application of surplus assets	10
17. By-Laws	10

Rules of the Australian Law Librarians' Association (South Australian Division) Incorporated

1. Name of incorporated association

The name of the incorporated association is the Australian Law Librarians' Association (South Australian Division) Incorporated.

2. Interpretation

In these Rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act, 1985* (as amended)

Committee means the committee of management comprising Executive and Ordinary committee members as described in Rule 6.2.

Division means the Australian Law Librarians' Association (South Australian Division) Incorporated

Divisional Disbursement means, with respect to a Member of the National Association, a payment made or to be made by the National Association to a state based law librarians' association that is calculated as a portion of the relevant Member's subscription fee for membership to the National Association.

Executive Member of the Committee means any of the President, the Secretary, the Treasurer or the Membership Secretary.

Full Member means an Ordinary Member, Ordinary Part-Time Member, Student Member, Retired Member or Life Member as described in Rule 5.1(a). These categories of member provide the right to a vote at any general meeting and provide eligibility for appointment to the State Committee or a National Director position.

General Meeting means a general meeting of the members of the Division convened in accordance with these Rules, and includes an Annual General Meeting and a Special General Meeting

Member means a person who is a member of the Division in accordance with these Rules in any category.

National Association means Australian Law Librarians' Association Limited

Regulations means the *Associations Incorporation Regulations 2008* (as amended)

Rules means these Rules of the Division

Special General Meeting means a General Meeting at which a Special Resolution is proposed

Special Resolution has the same meaning as in the Act

Writing includes any mode of representing or reproducing words in a tangible and visible form and includes facsimile and email transmissions, and **written** has a corresponding meaning.

3. Objects and purposes

The objects of the Division are:

3.1 Representation

- (a) To support and promote the interests and activities of legal information professionals in South Australia

- (b) To communicate with Members of the Division to foster a spirit of cooperation among members
- (c) To communicate with Members on issues of state and national significance
- (d) To represent Members at national level, and to contribute to the activities and assist in achieving the objectives of the National Association.

3.2 Advocacy

- (a) To support and promote the interests and issues of law libraries, law collections and legal information services in the South Australian community
- (b) To promote cooperation with other organisations and societies in South Australia.

3.3 Education

- (a) To promote the professional development of Members by the further education and training of law librarians, legal information officers and others through the:
 - organisation of meetings and seminars
 - publication of information relevant to Members
 - encouragement of study and research in law and law librarianship.

4. Powers

The Division will have all the powers conferred from time to time by section 25 of the Act which will include the power to:

- (a) acquire, hold, deal with, and dispose of, any real or personal property
- (b) administer any property on trust
- (c) open and operate bank accounts
- (d) invest its moneys
 - (i) in any security in which trust moneys may, by Act of Parliament, be vested
 - or
 - (ii) in any other manner authorised by the Rules of the Division
- (e) borrow money upon such terms and conditions as the Division thinks fit
- (f) give such security for the discharge of liabilities incurred by the Division as the Division thinks fit
- (g) appoint agents to transact any business of the Division on its behalf
- (h) enter into any other contract it considers necessary or desirable
- (i) to do all other things that may be incidental or conducive to attaining those objects and purposes.

5. Membership

5.1 Categories of Membership

- (a) A person shall be admitted as a Member of the Division upon the person being admitted as a Member of the National Association, that person selecting the Division as relevant state based association to receive the person's Divisional Disbursement and the Division receiving its Divisional Disbursement with respect to that person. A person so admitted to membership of the Division shall be admitted to the same membership class as they were admitted to the National Association. Membership is available in the following classes as set out in the Constitution of the National Association:

- (i) **Ordinary Member**
 - (ii) **Ordinary Part-Time Member.** A member working less than 20 hours per week.
 - (iii) **Ordinary Student Member**
 - (iv) **Ordinary Retired Member**
 - (v) **Life Member.** The Committee may in its discretion admit a person to life membership of the Division in recognition of the contribution made to the profession. No subscription fees are payable for members of this category.
 - (vi) **Commercial Member.** An employee or owner of a business that is a vendor of services and products to libraries. A Commercial Member is not entitled to vote and is not eligible for appointment to the State Committee or a National Director position.
- (b) Any person who wishes to become a Member may apply for membership using the application form found on the ALLA website.

5.2 Fees

The subscription fee for membership of the National Association (from which the South Australian Division receives a disbursement) is set by the National Board in consultation with and with the written agreement of the Divisional Presidents, and can be found on the ALLA website.

5.3 Resignation

A Member may advise the National Membership Co-ordinator of that Member's resignation from the Association in writing, and the resignation will take immediate effect.

5.4 Expulsion of a Member

- (a) Subject to giving a Member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Division.
- (b) Particulars of the charge will be communicated to the Member at least one calendar month before the meeting of the Committee at which the matter will be determined.
- (c) The determination of the Committee will be communicated to the Member, and in the event of an adverse determination the Member will subject to rule 5.4(d) cease to be a Member 14 days after the Committee has communicated its determination to them.
- (d) A Member may appeal to the Division in General Meeting against the expulsion, by written notice given to the Secretary or Public Officer of the Division within 14 days after the determination of the Committee has been sent to the Member.
- (e) In the event of an appeal under rule 5.4(d) the appellant's membership of the Division must not be terminated unless the determination of the Committee to expel the Member is upheld by the Members of the Division in General Meeting after the appellant has been heard, and in such event membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

5.5 Cessation of membership

Without limiting any other provision of these Rules, if a Member:

- (a) ceases to be a Member of the National Association for any reason; or
 - (b) notifies the National Association that they wish to nominate a body other than the Division to receive their Divisional Disbursement,
- (c) that Member shall cease to be a Member of the Division with effect from the date the relevant event above occurs.

6. The Committee

6.1 Committee Powers

The Committee, subject to the Act, the Regulations, these Rules and to any resolution passed by the Division at General Meeting:

- (a) Will control and manage the affairs of the Division
- (b) May exercise all such functions as may be exercised by the Division other than those functions that are required by these Rules and to be exercised by the Division in General Meetings
- (c) Will have the power to perform all such acts and do such things as appear to the Committee as necessary or desirable for the proper management of the affairs of the Division
- (d) Will have the power to appoint such officers and employees as required to carry out the objects of the Division, including a public officer required by the Act, and may delegate any of its powers to such officers and employees.
- (e) generally to take any action necessary in accordance with the objects of the Division to liaise with the Executives of the National Association and any associated Interstate divisions

6.2 Committee Composition

- (a) The Committee will comprise of seven (7) Full Members of the Division or such other number as the Committee may determine from time to time. The Committee will consist of Executive and Ordinary Members.
- (b) The Executive Members of the Committee will comprise the:
 - (i) President;
 - (ii) Secretary
 - (iii) Treasurer
 - (iv) Membership Secretary.
- (c) Each member of the Committee will, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election. All Executive and Ordinary Members of the Committee are eligible for re-election.
- (d) The first Committee of the Division will be appointed by the promoters of the Division and will hold office until the first Annual General Meeting after incorporation at which meeting they will be eligible for re-election.
- (e) In the event of a casual vacancy in any office referred to in Rule 6.2(b), the Committee may appoint one of the Ordinary Members of the Committee to the vacant office and the person so appointed will hold office, subject to these Rules, until the conclusion of the Annual General Meeting following the date of appointment.
- (f) In the event of a casual vacancy occurring in the office of an Ordinary Member of the Committee, the Committee may appoint a Member of the Association to fill the vacancy and the Member appointed will hold office, subject to these Rules, until the next Annual General Meeting.

6.3 Executive Member - President

The President will be the Chairperson of all General Meetings and Committee Meetings. The President will have the general active management of the business of the Division and will ensure that all orders and resolutions of the Committee are carried into effect.

6.4 Executive Member - Secretary

The Secretary must:

- (a) coordinate the correspondence of the Division
- (b) keep full and correct minutes of the proceedings of the Committee and of the meetings of the Division
- (c) ensure that the Division complies with section 24 of the Act, in respect to the Rules of the Division
- (d) have custody of all books, documents, records and registers of the Division, other than those required by Rule 6.5 to be held and maintained by, or be kept in the custody of, the Treasurer
- (e) perform such other duties as are imposed by these Rules or by the Committee from time to time.

6.5 Executive Member - Treasurer

The Treasurer must:

- (a) be responsible for the receipt of all money paid to or received by the Division, or by the Treasurer on behalf of the Division, and issue receipts for that money in the name of the Division
- (b) pay all money referred to in paragraph (a) into a bank account or bank accounts in the name of the Division as the Committee may direct from time to time
- (c) make payments from the funds of the Division with the authority of a General Meeting or Committee Meeting via EFT (electronic funds transfer) or cheque and in so doing ensure that all cheques or EFT (electronic funds transfers) are signed or approved in writing (as applicable) by two Committee members
- (d) ensure that the Division complies with section 39C of the Act in respect of the accounting records of the Division
- (e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Division, including those referred to in paragraphs (d) and (e)
- (g) perform such other duties as are imposed by these Rules or by the Committee from time to time.

6.6 Executive Member - Membership Secretary

The Membership Secretary must:

- (a) keep and maintain the Register of Members and distribute a copy to all Members not less than once per year
- (b) update the records when new contact information is received from the National Association or Members
- (c) distribute notices as directed by the other members to all financial Members.

6.7 Election of Committee Members

- (a) Invitations for nominations to the Committee will be called and nomination forms will be sent to all current Full Members with the Notice of the Annual General Meeting.
- (b) Nomination for election to the Committee must be in writing and will be signed by the proposer and the seconder and by the person nominated. All such nominations will be sent to the Secretary, not later than 24 hours prior to the date fixed for the Annual General Meeting.

- (c) If the nominations received are insufficient to fill the vacancies, those candidates nominated will be deemed to be elected and further nominations may be considered at the Annual General Meeting to fill the remaining positions.
- (d) If after the Annual General Meeting there remain some positions on the Committee which are still vacant then these may be filled as casual vacancies by a resolution of the Committee at their next following Committee Meeting.
- (e) If the number of nominations is equal to the number of vacancies to be filled, the persons will be taken as elected.
- (f) If the number of nominations exceeds the maximum number of positions available, a ballot will be conducted at the Annual General Meeting. Where a ballot is necessary under this Rule:
 - (i) the Chairperson of the meeting will direct the way the ballot will be conducted
 - (ii) the Secretary will be the returning officer and two (2) Members will be appointed to act as scrutineers
 - (iii) Members in absentia may submit postal votes, which will be counted in the ballot provided they are received by the Secretary 24 hours prior to the Annual General Meeting.

6.8 Disqualification of Committee members

- (a) An office of Committee member will become vacant if the Committee member:
 - (i) is disqualified by the Act
 - (ii) is expelled from membership of the Division under these Rules
 - (iii) is permanently incapacitated by ill health
 - (iv) ceases to be a Full Member of the Division
 - (v) is absent without apology or leave of absence for more than two consecutive Committee meetings, or more than three Committee meetings in a financial year
 - (vi) resigns his or her office.
- (b) The Division in a General Meeting may by resolution, remove any member of the Committee from office before the expiration of that member's term of office.

6.9 Committee Meetings and Quorum

- (a) The Committee must meet at least 3 times in each calendar year at such place and time as it may determine
- (b) The Secretary must give oral or written notice of a meeting of the Committee to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the Committee members) before the time appointed for holding the meeting
- (c) Any three (3) members of the Committee constitute a quorum for the transaction of business at the meetings of the Committee
- (d) Questions arising at any meeting will be decided by a majority of votes, and in the event of equality of votes the Chairperson will have a casting vote in addition to a deliberative vote
- (e) A member of the Committee having a pecuniary interest in a contract with the Division must disclose that interest to the Committee as required by the Act and must not vote with respect to that contract

- (f) A resolution in writing signed by all the Committee members will be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted and may be comprised by one or more like documents.

6.10 Delegation to Sub-Committees

- (a) The Committee may by resolution authorise the creation of one or more sub-committees from time to time consisting of such Full Members of the Division as it thinks fit.
- (b) The resolution of the Committee must be in writing and must specify which functions of the Committee the sub-committee is authorised to exercise.
- (c) A sub-committee cannot delegate any of its powers or functions.
- (d) The Committee may not authorise a sub-committee to exercise a function imposed on the Committee by the Act, by any other law or by resolution of the Division in a General Meeting.
- (e) A resolution under this rule may be made by the Committee subject to such conditions or limitations as to exercise of any function, or as to timing or other circumstances, as are specified in the resolution.
- (f) A sub-committee created under this Rule may, while the resolution remains unrevoked by the Committee, exercise the functions which it has been authorised to exercise from time to time by the sub-committee in accordance with the resolution.
- (g) Regardless of any resolution under this Rule, the Committee may continue to exercise any of its functions
- (h) Any act or thing done or suffered by a sub-committee acting in the exercise of a resolution under this Rule has the same force and effect as if it was done or suffered by the Committee
- (i) A sub-committee formed under this Rule may meet and adjourn as it thinks proper
- (j) The Committee may, by instrument in writing, revoke wholly or in part any resolution under this rule.

7. General Meetings

7.1 Calling General Meetings

- (a) The Committee may call a General Meeting of the Division at any time, and will call an Annual General Meeting in accordance with the Act.
- (b) The first Annual General Meeting will be held within eighteen months after the incorporation of the Division, and thereafter within six months after the end of its financial year.
- (c) Upon a requisition in writing of not less than 15% of the total number of Full Members of the Division, the Committee must within one month of the receipt of the requisition, convene a General Meeting for the purpose specified in the requisition.
- (d) Every requisition for a General Meeting called under Rule 7.1(c) will be signed by the Members making the same and will state the purpose of the meeting.
- (e) If a General Meeting is not convened within one month as required by rule 7.1(c) the Full Members may convene a General Meeting. Such a meeting will be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee will ensure that the Full Members are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting will be borne by the Division.
- (f) Subject to rule 7.1(g) at least 14 days' notice of any General Meeting will be given to Members. The notice will set out where and when the meeting will be held, and

particulars of the nature and order of the business to be transacted at the meeting. In the case of an Annual General Meeting, the order of the business at the meeting will be the consideration of the accounts and reports of the Committee and the auditors (if any), the appointment of auditors, election of Committee Members (if required), and any other business requiring consideration by the Division in General Meeting.

- (g) Notice of a meeting at which a Special Resolution is to be proposed will be given at least twenty one days prior to the date of the meeting.
- (h) A notice may be given by the Division to any Member by serving the Member with the notice personally, or by sending it by post to the address appearing in the Register of Members or by email, either to an internet mailing list maintained by the Division and used for distribution of messages to the membership or, if so requested by the Member, directly to an email address provided by the Member to the Division.
- (i) Where a notice is sent by post, service of the notice will be deemed to be effected if it is properly addressed and posted to the Member by ordinary prepaid mail.
- (j) Where a notice is sent by email, service of the notice will be deemed to be effected
 - i) where emailed directly, if it is properly addressed to the Member, or
 - ii) where emailed to a mailing list, the Member is included in the list of recipients of the mailing list.

7.2 Proceedings at General Meetings

- (a) 20% of the total number of Full Members present personally or by proxy will constitute a quorum at any general meeting.
- (b) If within 30 minutes after the time appointed for the meeting a quorum of Full Members is not present (in person or by proxy), a meeting convened upon the requisition of Members will lapse. In any other case, the meeting will stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the Members present will form a quorum.
- (c) The President of the Committee or if there is no President, then the Secretary of the Committee or in their absence, or on their declining to take, or retiring from the chair, one of the Committee members chosen by the meeting will preside as Chairperson at every general meeting of the Division.
- (d) If there is no such Chairperson or Secretary present within 5 minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be the Chairperson for that meeting.
- (e) The Chairperson may with the consent of any meeting at which a quorum is present, and will if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (f) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as if that meeting were an original meeting of Members.
- (g) At any General Meeting, a resolution put to a vote will be decided on a show of hands, and a declaration by the Chairperson of the meeting that a resolution has been carried or lost will, unless a poll is demanded, be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- (h) If a poll is demanded by the Chairperson of the meeting or by two or more Full Members present personally or by proxy, it will be taken in such manner as the Chairperson directs. The result of such poll will be the resolution of the meeting, except that in the case of a Special Resolution a majority of not less than three quarters of the Full Members present in person or by proxy who being entitled to do so vote at the meeting, is required.

- (i) A poll demanded on the election of a Chairperson of a meeting or on any question of an adjournment, will be taken at the meeting and without adjournment.

7.3 General Meetings - Voting rights

Subject to these Rules each financial Full Member present in person or by proxy is entitled to one vote.

7.4 General Meetings - Proxies

- (a) A Full Member is entitled to appoint in writing a natural person who is also a Full Member of the Division to be his or her proxy, and attend and vote at any meeting of the Division.
- (b) The proxy form will be in the format that the Committee will determine from time to time.
- (c) Proxies will be registered by sending them to the Secretary not less than 24 hours prior to the time of the General Meeting.

8. Minutes

- (a) Proper minutes of all proceedings of meetings of the Division and of meetings of the Committee, must be entered within one month after the relevant meeting in minute books kept for the purpose.
- (b) The minutes kept under this rule will be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- (c) Where minutes are entered and signed they will until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting were deemed to have been duly held, and that all appointments made at a meeting were deemed to be valid.
- (d) The Secretary will ensure that copies of all of the minutes are distributed to Members of the Committee after each meeting. The Secretary will also distribute copies of Annual General Meeting and other General Meeting minutes to Members of the Division.

9. Financial year

The first financial year of the Division will be the period commencing on the date of incorporation and ending on 30 June 2005, and thereafter all subsequent financial years will commence on 1 July and end on 30 June in each year.

10. Accounts

- (a) The Division must keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Division.
- (b) Accounts showing the financial transactions of the Division shall be prepared and made up annually each year and, after audit by the Honorary Auditor, shall be submitted to the next succeeding Annual General Meeting of the Division.

11. Borrowing powers

- (a) Subject to this rule the Division may borrow money from banks or other financial institutions upon such terms and conditions as the Committee sees fit, and may secure the repayment thereof by charging the property of the Division.
- (b) Subject to section 53 of the Act the Division may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.

12. Rules

- (a) Subject to approval by a resolution of the Members of the Division, these Rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration will be registered as required by the Act.
- (b) The registered Rules will bind the Division and every Member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

13. The seal

- (a) The Division will have a common seal upon which its corporate name will appear in legible characters.
- (b) The seal will not be used without the express authorisation of the Committee, and every use of the seal will be recorded in the minute book of the Division. The affixing of the seal will be witnessed by two Committee members.
- (c) The seal will be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

14. Winding up

The Division will be wound up in the manner provided for in the Act.

15. Non-liability of members

No Member will be liable to contribute towards the payment of the debts and liabilities of the Division or the costs, charges, and expenses of a winding up of the Division.

16. Application of surplus assets

- (a) If after the winding up of the Division there remains 'surplus assets' as defined in the Act, such surplus assets will be appropriated in accordance with this rule.
- (b) Any such surplus assets will not be distributed to any Member of the Division but will be distributed to another organisation which has similar objects and has Rules which prohibits the distribution of profit and assets to its members.

17. By-Laws

- (a) The Committee will prepare and maintain and have custody of the by-laws of the Division. The By-Laws will assist the members, the Committee and the Division's sub-committees, if any, to fairly deal with questions and procedures not fully dealt with in these Rules.
- (b) The By-Laws may be reviewed from time to time by the Committee and may be altered, rescinded and replaced by substitution by resolution of the Committee at any time so long as the changes to the By-Laws are approved by the Members at the next following General Meeting.
- (c) Once prepared or altered as the case may be, a copy of the By-Laws will be made available to every Member of the Division on request.
- (d) The By-Laws will bind the Division and every Member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions in the By-Laws.