

**PUBLIC LIBRARIES
WESTERN AUSTRALIA INC.**

CONSTITUTION

**Revised: July 2018
Ratified: August 3 2018**

PUBLIC LIBRARIES WESTERN AUSTRALIA INCORPORATED

Table of Contents

1. Title.....	3
2. Aims	3
3. Objectives	3
4. Membership	4
5. Termination of membership.....	5
6. Subscriptions	5
7. Executive.....	6
8. Conduct of elections.....	7
9. Sub-Committees	8
10. Meetings.....	8
11. Voting Rights	9
12. Records	10
13. Finance.....	10
14. Dispute resolution	11
15. Mediation.....	11
16. Common Seal of the Association	12
17. Amendments.....	12
18. Dissolution.....	12

1. Title

The name of the Association is Public Libraries Western Australia Inc. (hereinafter referred to as PLWA) which is incorporated under the provisions of the *Associations Incorporation Act 2015*.

2. Aims

- 2.1 To promote and advocate for the interests of public libraries in Western Australia to both staff and Local Government;
- 2.2 To foster, protect and promote the interests of users of public libraries;
- 2.3 To provide a forum for the discussion of library issues; and,
- 2.4 To foster, encourage, and enhance cooperation with other organisations with similar aims and objectives.

3. Objectives

- 3.1 Provide an effective conduit and forum for cooperation between local government bodies, and to advise local government on matters concerning library and information services to ensure an effective public library service for the people of Western Australia.
- 3.2 Contribute to development of policy and facilitate effective management and administration of libraries within local government and to input to policy decisions made at any level that will impact on the provision of public library services.
- 3.3 Provide input to the setting and maintenance of standards and guidelines for public library services in Western Australia.
- 3.4 Advise the Library Board of Western Australia, State, and Federal governments in Australia, and other relevant bodies, on matters pertaining to library and information services and all associated issues from a local government perspective.
- 3.5 Affiliate with, and enter into association, partnerships, or consortia with other associations and organisations involved in the provision of library services.
- 3.6 Promote the value and importance of public libraries for leisure, pleasure and inspiration, as well as learning.
- 3.7 Lobby for improved funding for library and information services.
- 3.8 Provide input to strategic direction setting for public library services in Western Australia through a range of means including representation on relevant committees.
- 3.9 Foster, facilitate, and provide continuing education, professional development, and social networking opportunities for members.
- 3.10 Undertake other relevant projects or programmes which further the aims and objectives of PLWA.

4. Membership

4.1 Membership of PLWA shall be according to the following criteria:

4.1.1 *Full member.*

Local Governments providing public library services to the Western Australian community may become full members.

Local Governments will be represented by their Library Managers (or equivalent position), or their nominated representative.

4.1.2 *Affiliate member.*

Such other institutions, organisations, or individuals directly or indirectly involved in the provision of public library services in Western Australia.

Affiliated institutions or organisations will be represented by their nominated representative, but shall not vote at meetings.

Affiliate membership shall be determined and approved by the Executive or the membership.

4.1.2 *Student member.*

In order to promote awareness of the aims and objectives of PLWA among those seeking to enter the profession, membership is offered to students pursuing tertiary education in library and information science or associated fields.

Student members are not permitted to vote at meetings.

Student membership shall be determined and approved by the Executive or the membership.

4.2 The Secretary shall, keep and maintain in an up-to-date condition a register of the members of PLWA and their postal or residential addresses.

4.3 It is the responsibility of members to ensure updated details of nominated representatives are provided to the Secretary

4.4 The register must be kept and maintained at the Secretary's place of residence or at such other place as the members at a General Meeting decide.

4.5 The Secretary shall make the register available for inspection on request by a member. The member may make a copy of, or take an extract from the register, but shall have no right to remove the register for that purpose.

4.6 A member may resign from PLWA by giving notice in writing to the Secretary.

4.7 The Secretary must cause the name of a member which resigns, or whose membership is terminated under Section 5, to be deleted from the register of members.

5. Termination of membership

- 5.1 The Executive may suspend or terminate the membership of a member of PLWA if the member:
- breaches any of the provisions of this Constitution;
 - brings PLWA into disrepute; or
 - is more than three months in arrears of payment of the annual subscription.
- 5.2 Before the Executive terminates a membership, other than for non-payment of subscriptions, the Executive must give the member a full and fair opportunity to show why the membership should not be terminated.
- 5.3 Details of any misconduct leading to termination of membership must be communicated to the member at least 28 days before the meeting of the Executive at which the matter is to be determined.
- 5.4 The member may provide written submissions to the Executive within 14 days which set out reasons why the membership should not be terminated. Any submissions must be taken into account by the Executive before a determination is made.
- 5.5 The Executive's determination shall be delivered to the Member in writing. Subject to the outcome of any appeal, membership of PLWA shall cease 14 days from the date that the Executive communicated its determination.
- 5.6 The member has a right of appeal to the Association against a determination by the Executive to terminate the membership. Formal notice of an intention to appeal must be received by the Secretary or President within 14 days of receipt of the decision referenced in sub-rule 5.5.
- 5.8 In the event of an appeal by the member, determination of the appellant's membership of the Association shall be made following a hearing at the next General Meeting. If termination is upheld this will come into effect immediately following such meeting.

6. Subscriptions

- 6.1 Members shall be required to pay the relevant subscription as resolved by the membership at the Annual General Meeting.
- 6.2 Subscriptions shall apply for a financial year, i.e. commencing 1st July and ending on the 30th June.
- 6.3 Notice requiring payment of annual subscription shall be served by the Secretary within one (1) month after the Annual General Meeting.
- 6.4 A member shall be deemed un-financial and their membership terminated if subscriptions are more than three (3) months in arrears.
- 6.5 In the event of a member resigning their membership or having their membership terminated, no refund of subscriptions shall be made if such cancellation is made more than one (1) month after payment is received.

7. Executive

- 7.1 All Officers and members of the Executive must be representatives of full financial members of PLWA.
- 7.2 The Executive shall be responsible to the membership and shall present an Annual Report, including a Financial Statement, to each Annual General Meeting.
- 7.3 The Executive shall meet between General Meetings as required.
- 7.4 A quorum for meetings of the Executive shall consist of one (1) more than half the members of the Executive, at least one (1) of whom shall be the President or the Vice President.
- 7.5 Officers of PLWA shall be:
- President (who shall be a Manager Library Services or equivalent);
 - Vice President, (who shall be a Manager Library Services or equivalent) ;
 - Secretary; and
 - Treasurer.
- They and not less than four (4) or more than eight (8) other elected members shall be the Executive.
- 7.6 Where possible at least one member of the Executive should represent a non-metropolitan local government library service.
- 7.7 Any vacancy occurring on the Executive (other than an Officer role) shall be filled by appointment by the Executive. Such appointees shall hold office until the next Annual General Meeting, and shall be eligible for election to the Executive.
- 7.8 A vacancy may occur in the following circumstances:
- A member of the Executive may resign as an Officer or from the Executive by submitting their resignation in writing to the President.
 - A member of the Executive whose local government membership is terminated under the provisions of Section 5 shall be declared to have forfeited office.
 - A member of the Executive who through retirement, permanent redeployment, or resignation from their position ceases to be the representative of their local government shall be declared to have forfeited office.
 - A member of the Executive absent for three (3) consecutive meetings of the Executive without leave of absence shall be declared to have forfeited office.
- 7.9 Where a vacancy occurs in the role of President, the Vice President shall become President. The role of Vice President shall subsequently be filled from within the Executive, provided the conditions of sub-rule 7.5 are met.
- 7.10 Where a vacancy occurs in the role of Vice President, such vacancy may be filled from within the Executive, provided the conditions of sub-rule 7.5 are met.
- 7.11 Where a vacancy occurs in other Officer roles, such vacancy may be filled from within the Executive.

- 7.12 If it is not possible to fill an Officer vacancy from the members of the Executive, a call for nominations shall be sent to members.
- 7.13 In the event that the number of persons nominating does not exceed the number of vacancies then that person shall be duly elected, provided the conditions of sub-rule 7.5 are met.
- 7.14 Should the number of persons nominating exceed the number of vacancies then there must be an election by ballot conducted in accordance with Section 8 of this Constitution.

8. Conduct of elections

- 8.1 The Executive is elected for a term of two (2) years at the Annual General Meeting.
- 8.2 There shall be no limit on the number of times members of the Executive, other than Officers, may stand for re-election.
- 8.3 Officers are elected for a term of two (2) years at the Annual General Meeting.
- 8.4 Officers may stand for re-election to the same role for a further two (2) consecutive terms.
- 8.5 An Officer who has served for three (3) consecutive terms in the same Officer role may stand again for election to that role following a one (1) year absence. The Officer may, however, serve in a different Officer role or as a member of the Executive during this period.
- 8.6 One half of the Executive shall stand for election each year. The President shall not stand for election in the same year as the Vice President.
- 8.7 Only nomination forms signed by the nominee and endorsed by one (1) other member and submitted to the Secretary prior to the Annual General Meeting will be accepted.
- 8.8 Nomination forms must be received by the Secretary no later than 21 days prior to the Annual General Meeting.
- 8.9 In the event that the number of persons nominated for election does not exceed the number of vacancies then those persons shall be duly elected.
- 8.10 In the event that any vacancies are not filled then further nominations may be sought by the Executive prior to the Annual General Meeting.
- 8.11 Should the number of persons nominated as an Officer or for the Executive exceed the number of vacancies then there must be an election by secret ballot.
- 8.12 The Executive will arrange the ballot to be conducted by an independent person who shall either be a member of the association (but not a nominee), or a representative of WALGA, or the State Library of WA.
- 8.13 A secret ballot may also be held using such anonymous online voting technology as may be deemed appropriate by the Executive.

- 8.14 Nominees may submit a paragraph of no more than 100 words in support of their nomination to be distributed together with the ballot papers.
- 8.15 The Secretary shall email ballot papers to the nominated representatives of members no later than seven (7) days prior to the meeting.
- 8.16 Ballot papers must be returned by email to the independent person no later than close of business two (2) days prior to the Annual General Meeting.
- 8.17 Where online voting technology is used, voting must be completed no later than close of business two (2) days prior to the Annual General Meeting.
- 8.18 The results of the ballot shall be announced at the Annual General Meeting, and notification provided to the general membership the same day.

9. Sub-Committees

- 9.1 A Sub-committee may be appointed by the Executive or by a General Meeting of members to perform a defined task.
- 9.2 The period of office of such Sub-committees shall be at the discretion of the Executive or the membership.
- 9.3 PLWA and its Executive have a philosophy of encouraging library staff from all levels to participate in Sub-committees.
- 9.4 The membership of any Sub-committees may include:
 - Members of PLWA or their representatives (including affiliate or student members)
 - Such other persons as may be approved by the Executive
- 9.5 Sub-committees shall meet as required to fulfil their requirements or as directed by the Executive. Sub-committees will report to the Executive.
- 9.6 The quorum at any Sub-committee meeting shall be one half of the number of members, one (1) of whom shall be the Sub-committee chairperson.
- 9.7 Decisions at any Sub-committee meeting shall be by consensus. If consensus cannot be reached, the issue under debate shall be referred back to the body (either Executive or General Meeting) under whose auspices the Sub-committee was formed, for determination by vote.

10. Meetings

- 10.1 The Annual General Meeting (AGM) shall be held at least once in a calendar year and not more than three (3) months after the end of the financial year (30th June).
- 10.2 The business of the Annual General Meeting shall be:
 - to receive the President's report for the previous financial year;
 - to receive the Treasurer's report and the audited financial statements for the previous financial year;
 - to approve the budget for the current financial year;

- to elect or re-elect the Executive;
 - to conduct other business placed in the agenda;
 - to set membership fees for the forthcoming financial year.
- 10.3 Motions for discussion at the AGM must be lodged in writing with the Secretary at least 21 days prior to the Annual General Meeting.
- 10.4 At least 21 days' notice shall be given to each member of the Annual General meeting.
- 10.5 At least six (6) other General Meetings shall be held each year.
- 10.6 Members shall be given not less than seven (7) days' notice of any General Meetings or changes in dates of General Meetings.
- 10.7 A quorum for General Meetings shall consist of 10 members, or more than one half of the members, whichever is the fewer.
- 10.8 In the event that a quorum is not met at a General Meeting, at the discretion of the Chair, meetings may continue without a quorum. Any resolutions from such a meeting must be ratified at the next General Meeting.
- 10.9 Extraordinary Meetings may be called at the discretion of the Executive, or on the written request of not less than 25% of members.
- 10.10 Members shall be given not less than seven (7) days' notice of any Extraordinary Meetings.

11. Voting Rights

- 11.1 Each full financial member shall be entitled to one vote.
- 11.2 Voting rights shall be restricted to the officially nominated representative or their proxy.
- 11.3 Affiliate and student members are not permitted to vote.
- 11.4 A nominated person must generally be of managerial level, be the person in charge of the library service, or be their delegated representative.
- 11.5 Voting shall be by a show of hands except that:
 - Any contested election at an Annual General Meeting shall be by secret ballot;
 - The meeting may by show of hands require any other vote to be by secret ballot.
- 11.6 In the event of a tied vote the motions shall be recorded as not passed.
- 11.7 Any items raised during a meeting which require a voting decision must be listed as a business item on the agenda for the next meeting.
- 11.8 Persons with special interests or knowledge considered relevant to PLWA may be invited to attend any meeting and to speak at the discretion of the President but such persons shall not vote.

12. Records

- 12.1 The Secretary shall co-ordinate the correspondence of PLWA.
- 12.2 The Secretary shall keep full and correct minutes of all General and Executive meetings. Minutes of all General Meetings shall be made available to all members.
- 12.3 Sub-committees shall keep sufficient meeting records to ensure that performance can be reported appropriately.
- 12.4 The Secretary shall have custody of all books, records and registers of the Organisation, excepting only those required by this Constitution to be kept and maintained by the Treasurer.
- 12.5 Any Member may at any reasonable time inspect without charge the books, records and registers of PLWA.

13. Finance

- 13.1 The assets and income of the PLWA shall be applied solely towards achieving the objects of PLWA. No part of those assets or income may be paid or otherwise distributed, directly or indirectly, to members of PLWA, except where such payment accords with the objectives of PLWA.
- 13.2 The Treasurer shall manage in PLWA's name, a bank account, the signatories to which shall be the President, the Vice-President and the Treasurer. Payments made from the account shall be made in cash or by electronic funds transfer.
- 13.3 Major or unusual expenditures in excess of \$750 but less than \$1,500 shall be authorised in advance by the Executive.
- 13.4 Major or unusual expenditures in excess of \$1,500 shall be authorised in advance by a General Meeting, except where sub-rule 13.5 applies.
- 13.5 Where expenditure in excess of \$1,500 is required to meet statutory or other business continuity requirements and cannot be approved by a General Meeting in a timely manner, approval shall be received from the Executive initially and ratified at the next General Meeting.
- 13.6 The Treasurer shall:
 - receive all payments, and issue receipts for such payments on request;
 - arrange payment for all accounts which have been approved for payment by the Executive or the membership; and
 - keep proper records of all such receipts and payments.
- 13.7 Any member who incurs out of pocket expenses in carrying out an authorized task on behalf of PLWA shall, upon presentation to the Executive of receipts or other documentation acceptable to the Executive, be reimbursed.
- 13.8 An auditor for the ensuing financial year shall be appointed at the Annual General Meeting, to audit the books of PLWA.
- 13.9 The books shall be audited by the appointed auditor at least once in the financial year, and the report of such audit shall be presented to the Annual General Meeting.

13.10 If the appointed auditor is unavailable to complete the audit an alternative auditor shall be appointed by the Executive.

14. Dispute resolution

14.1 A dispute shall be defined as occurring:

- between members;
- between one or more members and the Executive;
- between one or more members and PLWA.

14.2 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

14.3 If the parties to a dispute are unable to resolve the dispute within the time required by sub-rule 14.2, they must within 10 days:

- notify the Executive of the dispute;
- request, or agree to, the appointment of a mediator;
- attempt in good faith to settle the dispute by mediation as described in Section 15.

14.4 A mediator must be chosen by agreement between the parties.

14.5 If agreement on a mediator cannot be reached, a mediator may be appointed by the Executive to mediate a dispute between members. This mediator may be a current or former member of PLWA but must have no personal interest or bias in the dispute.

14.6 If the dispute is between a member and the Executive, or a member and PLWA, the mediator shall be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.

15. Mediation

15.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

15.2 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

15.3 In conducting the mediation, the mediator must:

- give each party to the mediation every opportunity to be heard; and
- allow each party to the mediation to give due consideration to any written statement given by another party; and
- ensure that natural justice is given to the parties to the mediation throughout the mediation process.

15.4 The mediator cannot determine the matter that is the subject of the mediation.

15.5 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

15.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

15.7 Under Section 182(1) of the *Associations Incorporation Act 2015*, PLWA may make an application to the State Administrative Tribunal to have a dispute determined if the dispute cannot be resolved under the mediation procedure.

16. Common Seal of the Association

16.1 PLWA must have a common seal on which its corporate name appears in legible characters.

16.2 The common seal of PLWA must not be used without the express authority of the Executive and every use of that common seal must be recorded in the minutes referred to in sub-rule 12.2.

16.3 The affixing of the common seal of PLWA must be witnessed by any two of the President, the Secretary and the Treasurer.

16.4 The common seal of PLWA must be kept in the custody of the Secretary, or of such other person as the Executive from time to time decides.

17. Amendments

17.1 This Constitution may be repealed, altered, or amended by special resolution.

17.2 This resolution must be passed by a majority of 75% of members present and voting at a General Meeting of which not less than seven (7) days' written notice has been distributed to all members.

17.3 This written notice shall include the detail of the proposed repeal, alteration, or amendment.

17.4 Where any repeal, alteration, or amendment is required for statutory compliance, such changes shall be made by the Executive and communicated to the membership.

18. Dissolution

18.1 PLWA may be dissolved at any time by resolution of not less than three quarters of the Members present at a General Meeting called for that purpose

18.2 Not less than 28 days' notice of such meeting shall be provided to members.

18.2 If upon dissolution of PLWA there shall remain, after the satisfaction of all debts and liabilities, any assets whatsoever, the same shall not be paid to, nor distributed among, members of PLWA, but shall be given or transferred to:

- an association or associations, incorporated under the *Associations Incorporation Act 2015* having objects similar, wholly or in part, to the objects of PLWA; or
- A company limited by guarantee registered under the *Corporations Act 2001*; or
- An organisation that holds a current licence under the *Charitable Collections Act 1946*; or
- An organisation that is a member or former member of the association and whose rules prevent the distribution of property to its members; or
- A non-distributing co-operative registered under the *Co-operatives Act 2009*.

- 18.3 Such incorporated association, charitable body, company, or non-distributing co-operative shall be as determined by a resolution of the members of PLWA when authorizing and directing the Executive, under Sections 129 – 138 of the *Associations Incorporation Act 2015*, to prepare a distribution plan for the surplus assets of PLWA.
- 18.4 In the event of the dissolution of PLWA, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.