

FRIENDS OF WAYERLEY LIBRARY GROUP

AIMS AND OBJECTIVES

The aims and objectives of the Friends of Waverley Library Group shall be :

- (1) To provide support to the Library and its activities;
- (2) To promote the Library in the community;
- (3) To assist in raising funds for specific Library purposes and activities;
- (4) To promote the cultural life of the community by active involvement in the Group and the Library's programme of activities;
- (5) To act as an advocate for support of the Library from all levels of government;
- (6) To provide practical assistance as may be appropriate from time to time;
- (7) To seek benefits for members of the Group from booksellers and agencies.

CONSTITUTION

(Amended at the Annual General Meeting of the Friends of Waverley Library Group held on Sunday, 27 February 2011, held at the Library Theatre, Waverley Library, 38-42 Dennison St, Bondi Junction, at 2.00 pm.)

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Part 1 - Preliminary

1. Definitions

(1) In this constitution:

The Group means Friends of Waverley Library Group.

The committee means the management committee of the Group

ordinary committee member means a member of the committee who is not an office-bearer of the Group.

Secretary means:

- (a) the person holding office under this constitution as Secretary of the Group, or
- (b) if no such person holds that office - the public officer of the Group.

special general meeting means a general meeting of the Group other than an annual general meeting.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty which may be defined from time to time by the committee, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 - Membership

2. Membership generally

(1) A person is taken to be a member of the Group if:

- (a) the person is a natural person or family of persons, and
- (b) the person or family of persons has completed a membership application form, paid the appropriate annual membership fee and approved for membership by the committee:

(2) An association is taken to be an Associate Member of the Group with the same rights, privileges and obligations as defined in this constitution as those of persons if:

- (a) the aims and objects of the association are compatible with those of the Group
- (b) the association has completed a membership application form, paid the appropriate annual membership fee and approved for membership by the committee.

(3) An honorary membership may be offered by the committee to persons from time to time, but honorary membership does not include the power to stand for office of the Group or to vote at annual general meetings or special general meetings.

(4) An honorary member may be invited by the committee to be Patron of the Group.

(5) Current members of Waverley Municipal Council are eligible to apply for membership of the Group and to vote at annual general meetings or special general meetings, but do not have the power to stand for office of the Group during the period they hold the position of Councillor.

3. Cessation of membership

A person ceases to be a member of the Group if the person :

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Group, or
- (d) fails to pay the annual membership fee within 3 months after the fee is due.

4. Membership entitlements not transferable

A right, privilege or obligation which a person, family or association has by reason of being a member of the Group is not transferrable to another person, family or association and terminates on cessation of membership.

5. Register of members

- (1) The Secretary of the Group must establish and maintain a register of members of the Group specifying the name and postal or residential address of each person who is a member of the Group together with the date on which the person became a member.
- (2) A member must not use information about a person obtained from the register to contact or send material to the person, other than for the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Group or other material relating to the Group.

6. Fees and subscriptions

- (1) Membership fees are to be determined by the Management Committee from time to time and increases in membership fees are to be approved by members at the next Annual General Meeting for implementation at the next financial year of the Group.
- (2) The financial year shall commence on 1 January in each calendar year.
- (3) Membership renewal fees are to be paid annually, within 3 months of their due date on 1 January in each calendar year.

7. Members' liabilities

The liability of a member of the Group to contribute towards the payment of the debts and liabilities of the Group or the costs, charges and expenses of the winding up of the Group is limited to the amount, if any, unpaid by the member in respect of membership of the Group as required by clause 6.

8. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Group, or a dispute between a member or members and the Group, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

Part 3 - The committee

9. Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Group in general meeting, the committee:

- (a) is to control and manage the affairs of the Group, and

- (b) may exercise all such functions as may be exercised by the Group, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Group, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Group.

10. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the Group, and
 - (b) at least 2 ordinary committee members, each of whom is to be elected at the annual general meeting of the Group.
 - (c) The Library Manager, or their delegate, *ex officio*.
- (2) The total number of committee members is to be 9.
- (3) The office-bearers of the Group are as follows:
 - (a) the President,
 - (b) the Vice-President,
 - (c) the Treasurer,
 - (d) the Secretary.
- (4) A committee member may hold up to 2 offices (other than both the President and Vice-President offices).
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

11. Election of committee members

- (1) Candidates must be nominated for election as office-bearers of the Group or as ordinary committee members.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Group must be a member of the Group.

12. Secretary

- (1) It is the duty of the Secretary to keep minutes of:

- (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings,
- (2) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (3) Other duties may be defined, in consultation with the Secretary, by the Committee from time to time.

13. Treasurer

It is the duty of the Treasurer of the Group to ensure:

- (1) (a) that all money due to the Group is collected and received and that all payments authorised by the Group are made, and
 - (b) that correct books and accounts are kept showing the financial affairs of the Group, including full details of all receipts and expenditure connected with the activities of the Group,
- (2) Other duties may be defined, in consultation with the Treasurer, by the committee from time to time.

14. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Group to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the Group, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice given to the Secretary, or
 - (e) is removed from office under clause 15, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee or 5 meetings in total in each calendar year, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

15. Removal of committee members

- (1) The Group in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Group, the Secretary or the

President may send a copy of the representations to each member of the Group or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

16. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the President or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the Secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to a date, time and place to be agreed by the committee.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the President or, in the President's absence, the Vice-President is to preside, or
 - (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

17. Delegation by committee to sub-committee

- (1) The committee may delegate to one or more sub-committees (consisting of such member or members of the Group as the committee thinks fit) the exercise of such of the functions of the committee as are specified by the Committee, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.

- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

18. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 16(5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 - General meetings

19. Annual general meetings - holding of

- (1) The Group must hold its annual general meetings:
 - (a) within 6 months after the close of the Group's financial year, or
 - (b) within such later time as may be allowed by the Management Committee.

20. Annual general meetings - calling of and business at

- (1) The annual general meeting of the Group is, subject to clause 19, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the Group during the last preceding financial year,
 - (c) to elect office-bearers of the Group and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members.
- (3) An annual general meeting must be specified as such in the notice convening it.

21. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Group.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Group.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and

- (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 2 months after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

22. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Group, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Group, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 20 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

23. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Ten members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
- (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

24. Presiding member

- (1) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the Group.

- (2) If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

25. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Group stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

26. Making of decisions

- (1) A question arising at a general meeting of the Group is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Group, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

27. Special resolutions

A special resolution may only be passed by the Group in accordance with this constitution.

28. Voting

- (1) On any question arising at a general meeting of the Group a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Group unless all money due and payable by the member to the Group has been paid.
- (4) A member is not entitled to vote at any general meeting of the Group if the member is under 18 years of age.

29. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

30. Postal ballots

- (1) The Group may hold a postal ballot to determine any issue or proposal.

Part 5 - Miscellaneous

31. Insurance

The Group may effect and maintain insurance.

32. Funds - source

- (1) The funds of the Group are to be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Group in general meeting, such other sources as the committee determines.
- (2) All money received by the Group must be deposited as soon as practicable and without deduction to the credit of the Group's bank or other authorised deposit-taking institution account.
- (3) The Group must, as soon as practicable after receiving any money, issue an appropriate receipt.

33. Funds - management

- (1) Subject to any resolution passed by the Group in general meeting, the funds of the Group are to be used in pursuance of the objects of the Group in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee, being members authorised to do so by the committee.

34. Change of name, objects and constitution

A change in the Group's name, objects or constitution must be made in accordance with Part 4 of this constitution.

35. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

36. Financial year

The financial year of the Group is:

- (a) the period of time commencing on 1 January of the Group and ending on the following 31 December, and
- (b) each period of 12 months after the expiration of the previous financial year of the Group, commencing on 1 January and ending on the following 31 December.

37. Dissolution of the Group

In the event of the dissolution of the Group all assets of the Group shall be passed to Waverley Municipal Council for the benefit of Waverley Council Library.
