

Victorian Association of TAFE Libraries (VATL), Inc.

ABN: 13 330 824 484

Incorporation number: A0055679Y

Constitution

Amended 23 November 2018

RULES FOR THE VICTORIAN ASSOCIATION OF TAFE LIBRARIES (VATL), INC.

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DIVISION 1 - PRELIMINARY

1. Name

The name of the incorporated association is the Victorian Association of TAFE Libraries (VATL) Incorporated and referred to as “the Association”.

2. Purpose

VATL is a network of Victorian TAFE Institute Libraries which provides expert advice, professional development and products and services to its members and clients to improve the overall quality of vocational and higher education and training.

3. Financial year

The financial year of the Association is each period of 12 months ending on 30th June.

4. Definitions

(1) In these Rules, unless the contrary intention appears—

associate member means employee of a member library of the Association

chairperson of a general meeting or committee meeting, means the person chairing the meeting as required under these Rules

committee means the committee of management of the Association;

committee meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee elected or appointed in accordance with these Rules

financial year means the twelve month period specified in Rule 3

general meeting means a general meeting of associate members convened in accordance with Division 4 of these Rules

library manager means the Manager of library services at each member library, or equivalent position

member library means those libraries that are current financial members of the Association

relevant documents has the same meaning as in the Act;

the Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

TAFE means Technical and Further Education

CASS means Cataloguing, Acquisitions, Serials and Systems

LIT means Liaison, Information and Training

VLAC means Vocational Education and Training Libraries Advisory Committee

- (2) In these Rules, a reference to the Secretary of an Association is a reference—
- (a) if a person holds office under these Rules as Secretary of the Association— to that person; and
 - (b) in any other case, to the public officer of the Association.

DIVISION 2—POWERS OF ASSOCIATION

5. Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member—
 - (c) if this is done in good faith on terms no more favourable than if the member was not a member.

DIVISION 3 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

7. Membership, entry fees and subscription

- (1) All Victorian TAFE Institutes with libraries, including universities with a TAFE sector, are eligible to apply for library membership of the Association. The library of an organisation that applies and is approved for membership as provided in these Rules is eligible to be a member library of the Association on payment of the annual subscription payable under these Rules.
- (2) Where an Institute has been approved for library membership of the organisation, and has paid the annual subscription fee, current staff of that Institute who are engaged in library services work will be granted associate membership of the Association, in accordance with these Rules.
- (3) Institutes who are not a member library of the Association at the time of the incorporation of the Association (or who were member libraries at that time but have ceased membership) must not be admitted to library membership unless—
 - (a) they apply for membership in accordance with these Rules; and
 - (b) their admission as a member library is approved by the committee.
- (4) An application of an Institute for library membership of the Association must—
 - (a) be made in writing in the form set out in Appendix 1; and
 - (b) be lodged with the Secretary of the Association.
- (5) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- (6) The committee must determine whether to approve or reject the application.
- (7) If the committee approves an application for library membership, the Secretary must, as soon as practicable—
 - (a) notify the organisation in writing of the approval for library membership; and
 - (b) request payment within 28 days after receipt of the notification of the sum payable under subrule (12) as the first year's annual subscription.
- (8) The Secretary must, within 28 days after receipt of the amounts referred to in subrule (7), enter the organisation's name in the register of member libraries.
- (9) An applicant for membership becomes a member library and is entitled to exercise the rights of membership when the organisation's name is entered in the register of member libraries.

- (10) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (11) A right, privilege, or obligation of an organisation by reason of library membership of the Association—
- (a) is not capable of being transferred or transmitted to another organisation; and
 - (b) terminates upon the cessation of membership
- (12) The annual subscription is determined by the VATL Executive annually and is payable in advance on or before 1 April in each year.

8. Register of member libraries

- (1) The Secretary must keep and maintain a register of member libraries containing—
- (a) the name and address of each member library and
 - (b) the date on which each member library's name was entered in the register.
- (2) The register is available for inspection free of charge by any associate member upon request.
- (3) An associate member may make a copy of entries in the register.

9. Ceasing membership

- (1) A member library of the Association who has paid all moneys due and payable by a member library to the Association may resign from the Association by giving at least one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in subrule (1)—
- (a) the member library ceases to be a member library;
 - (b) current staff of that library cease to be associate members; and
 - (c) the Secretary must record in the register of member libraries the date on which the membership ceased.

10. Discipline, suspension and expulsion of member libraries

- (1) Subject to these Rules, if the committee is of the opinion that a member library has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member library or prejudicial to the interests of the Association, the committee may by resolution—

- (a) suspend that member library from membership of the Association for a specified period; or
 - (b) expel that member library from the Association;
- (2) A resolution of the committee under subrule (1) does not take effect unless—
- (a) at a meeting held in accordance with subrule (3), the committee confirms the resolution; and
 - (b) if the member library exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with subrule (8).
- (3) A meeting of the committee to confirm or revoke a resolution passed under subrule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the organisation in accordance with subrule (4).
- (4) For the purposes of giving notice in accordance with subrule (3), the Secretary must, as soon as practicable, cause to be given to the member library a written notice—
- (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member library, or their representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member library; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member library that one or more of their associate members may do one or both of the following—
 - a. attend that meeting;
 - b. give to the committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (e) informing the member library that, if at that meeting, the committee confirms the resolution, the member library may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that they wish to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under subrule (1), the committee must—
- (a) give the member library, or their representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member library; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member library may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that they wish to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under subrule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under subrule (7)—
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member library's representative, must be given an opportunity to be heard; and

- (d) the member libraries present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
 - (e) each member library present at the meeting has one vote only.
 - (f) all votes must be given personally by the managers of the member libraries or by proxy.
 - (g) in the case of an equality of voting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the votes received in person, or by proxy, are in favour of the resolution. In any other case, the resolution is revoked.

11. Discipline, suspension and expulsion of associate members

- (1) Subject to these Rules, if the committee is of the opinion that an associate member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming an associate member or prejudicial to the interests of the Association, the committee may by resolution
- (a) suspend that associate member from the Association for a specified period; or
 - (b) expel that associate member from the Association
- (2) A resolution of the committee under subrule (1) does not take effect unless-
- (a) at a meeting held in accordance with subrule (3), the committee confirms the resolution; and
 - (b) if the associate member exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with subrule (8).
- (3) A meeting of the committee to confirm or revoke a resolution passed under subrule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the organisation in accordance with subrule (4).
- (4) For the purposes of giving notice in accordance with subrule (3), the Secretary must, as soon as practicable, cause to be given to the associate member a written notice-
- (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the associate member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the associate member that he or she may do one or both of the following-
 - a. attend that meeting;
 - b. give to the committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (e) informing the associate member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under subrule (1), the committee must-

- (a) give the associate member, or someone appearing on his or her behalf, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the associate member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the associate member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under subrule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under subrule (7)-
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the associate member, or someone appearing on his or her behalf, must be given an opportunity to be heard; and
 - (d) the member libraries present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) Each member library present at the meeting has one vote only.
- (10) All votes must be given personally by the managers of the member libraries present, or by proxy.
- (11) In the case of an equality of voting, the Chairperson of the meeting is entitled to exercise a second or casting vote
- (12) A resolution is confirmed if, at the general meeting, not less than two-thirds of the votes received in person, or by proxy, are in favour of the resolution. In any other case, the resolution is revoked.
- (13) Discipline, expulsion or suspension of one or more associate members as set out in this Rule does not affect the rights and privileges of other associate members of the same member library.

12. Disputes and mediation

- (1) The grievance procedure set out in this Rule applies to disputes under these Rules between—
- (a) a member library and another member library;
 - (b) a member library and an associate member;
 - (c) an associate member and another associate member;
 - (d) a member library and the Association; or
 - (e) an associate member and the Association.
- (2) Rule 12 does not apply to disputes between member libraries and their own staff or organisation

- (3) The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (4) For disputes involving member libraries, each library involved shall be represented by their library manager, or by proxy.
- (5) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (6) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - a. in the case of a dispute between a member library and another member library; a member library and an associate member; or an associate member and another associate member - a person appointed by the committee of the Association; or
 - b. in the case of a dispute between a member library and the Association; or between an associate member and the Association - a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (7) An associate member of the Association can be a mediator.
- (8) The mediator cannot be a party to the dispute.
- (9) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (10) The mediator, in conducting the mediation, must—
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (11) The mediator must not determine the dispute.
- (12) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise by law.

DIVISION 4 – GENERAL MEETINGS OF THE ASSOCIATION

13. Annual general meetings

- (1) The committee may determine the date, time and place of the annual general meeting of the Association.
- (2) The committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (3) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (4) The ordinary business of the annual general meeting shall be—
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect officers of the Association of the committee; and
 - (d) to receive and consider the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
- (5) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

14. Special general meetings

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this subrule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of member libraries representing not less than 10 per cent of the total number of member libraries, convene a special general meeting of the Association.
- (6) The request for a special general meeting must—
 - (a) state the objects of the meeting; and

- (b) be signed by the library managers of the member libraries requesting the meeting; and
- (c) be sent to the Secretary of the Association.

(7) If the committee does not hold a special general meeting within one month after the date on which the request is sent to the address of the Secretary, the member libraries making the request may convene a special general meeting to be held not later than 3 months after that date.

(8) If a special general meeting is convened by member libraries in accordance with subrule (7), it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

15. Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the Rules as ordinary business of the annual general meeting, is deemed to be special business.

16. Notice of general meetings

(1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member library of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

(3) A member library or associate member intending to bring any business before a meeting may notify the Secretary of that business, who must include that business in the notice calling the next general meeting.

(4) This Rule does not apply to a disciplinary appeal meeting.

17. Quorum at general meetings

(1) No item of business may be conducted at a general meeting unless a quorum of member libraries entitled under these Rules to vote is present at the time when the meeting is considering that item.

- (2) The presence of representatives of at least 50% of member libraries, being members entitled under these Rules to vote at a general meeting, constitute a quorum for the conduct 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—
 - (a) in the case of a meeting convened upon the request of member libraries or associate members—the meeting must be dissolved; and
 - (b) in any other case—the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to member libraries given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the representatives of member libraries personally present (being not less than 30% of member libraries) shall be a quorum.

18. Use of technology

- (1) An associate member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, an associate member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

19. Presiding at general meetings

- (1) The President, or in the President's absence, the Treasurer, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Treasurer are absent from a general meeting, or are unable to preside, the associate members present must select one of their number to preside as Chairperson.

20. Adjournment of meetings

- (1) The person presiding may, with the consent of a majority of associate members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 16.
- (4) Except as provided in subrule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

21. Voting at general meetings

- (1) Upon any question arising at a general meeting of the Association, a member library has one vote only.
- (2) All votes must be given personally by the library managers of each member library, or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member library is not entitled to vote at a general meeting unless all moneys due and payable by the member library to the Association have been paid in respect of the current financial year.

22. Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 member libraries, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

23. Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands—

- (a) a declaration by the Chairperson that a resolution has been—
 - a. carried; or
 - b. carried unanimously; or
 - c. carried by a particular majority; or
 - d. lost; and
- (b) an entry to that effect in the minutes of the Association –

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

24. Proxies

- (1) The manager of each member library is entitled to appoint another associate member, either from their own organisation or from another member library as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be—
 - (a) for a meeting of the Association convened under Rule 10 or 11, in the form set out in Appendix 2;
or
 - (b) in any other case, in the form set out in Appendix 3.

25. Minutes of general meeting

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and

(e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

DIVISION 5 – COMMITTEE

26. Committee of management

- (1) The affairs of the Association shall be managed by the committee of management.
- (2) The committee—
 - (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, or the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, and the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.
- (3) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
- (4) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (5) The Committee may, in writing, revoke a delegation wholly or in part.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

27. Composition of committee

- (1) The committee shall consist of—
 - (a) a President;
 - (b) a Treasurer;
 - (c) a Secretary;
 - (d) a CASS Convenor;
 - (e) a LIT Convenor; and
 - (f) a VLAC Representative
- (2) The provisions of Rule 27, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in subrule (1).

(3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

(4) In the event of a casual vacancy in any office referred to in subrule (1), the committee may appoint an associate member not currently on the committee to the vacant office and the officer appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

28. General Duties

(1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.

(2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.

(3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

(4) Committee members must exercise their powers and discharge their duties—

(a) in good faith in the best interests of the Association; and

(b) for a proper purpose.

(5) Committee members and former committee members must not make improper use of—

(a) their position; or

(b) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

Note: See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

(6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

29. Secretary

(1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example: Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
- (a) maintain the register of member libraries in accordance with rule 7; and
 - (b) keep custody of, except for the financial records, all books, documents and securities of the Association; and
 - (c) subject to the Act and these Rules, provide associate members with access to the register of member libraries, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

30. Treasurer

- (1) The Treasurer must—
- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by at least 2 committee members.
- (2) The Treasurer must—
- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

31. Election of officers

- (1) Nominations of candidates for election as officers of the Association must be—
- (a) made in writing, signed by two associate members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

- (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office, prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.
- (7) Any financial associate member is eligible to stand as an officer of the Association.

32. Vacancies

- (1) The office of an officer of the Association, becomes vacant if the officer-
 - (a) ceases employment at a member library of the Association; or
 - (b) the library that the officer works at ceases to be a member library of the Association, or
 - (c) the Institute which the member library is part of becomes an insolvent under administration within the meaning of the Corporations Act; or
 - (d) the officer resigns from office by notice in writing given to the Secretary.

33. Meetings of the committee

- (1) The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by any 4 officers of the committee.

34. Notice of committee meetings

- (1) Written notice of each committee meeting must be given to each officer of the committee at least 2 business days before the date of the meeting.

- (2) Written notice must be given to officers of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

35. Quorum for committee meetings

- (1) Any 4 officers of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.
- (5) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (6) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (5) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36. Presiding at committee meetings

- (1) At meetings of the committee—
 - (a) the President or, in the President's absence, the Treasurer presides; or
 - (b) if the President and the Treasurer are absent, or are unable to preside, the officers present must choose one of their number to preside.

37. Voting at committee meetings

- (1) Questions arising at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee, shall be determined on a show of hands or, upon if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

(2) Each officer present at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

38. Removal of committee member

(1) The Association in general meeting may, by resolution, remove any officer of the committee before the expiration of their member's term of office and appoint another officer member in his or her place to hold office until the expiration of the term of the first-mentioned member.

(2) An officer who is the subject of a proposed resolution referred to in subrule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the member libraries of the Association.

(3) The Secretary or the President may give a copy of the representations to each member library of the Association or, if they are not so given, the officer may require that they be read out at the meeting.

39. Conflict of interest

(1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.

(2) The member—

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

Note: Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

(3) This Rule does not apply to a material personal interest—

- (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

40. Minutes of meetings

(1) The Committee must ensure that minutes are taken and kept of each committee meeting.

(2) The minutes must record the following—

- (a) the names of the members in attendance at the meeting;
- (b) the business considered at the meeting;
- (c) any resolution on which a vote is taken and the result of the vote;
- (d) any material personal interest disclosed under Rule 35.

DIVISION 6 – FINANCIAL MATTERS

41. Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

42. Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

43. Financial records

- (1) The Association must keep financial records that—
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
 - (a) the financial records for the current financial year; and

- (b) any other financial records as authorised by the Committee.

44. Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

DIVISON 7 – GENERAL MATTERS

45. Registered address

- (1) The registered address of the Association is—
 - (a) the address determined from time to time by resolution of the Committee; or
 - (b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

46. Notice requirements

- (1) Any notice required to be given to the library manager of a member library; associate member; or a committee member under these Rules may be given—
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email.
- (2) Any notice required to be given to the Association or the Committee may be given—
 - (a) by handing the notice to a member of the Committee; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Committee determines that it is appropriate in the circumstances, by email to the Secretary of the Association.

47. Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any associate member representative upon request.
- (3) An associate member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

48. Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

49. Alteration of the Rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

APPENDIX 1



ABN: 13 330 824 484

Incorporation number: A0055679Y

APPLICATION TO BECOME A MEMBER LIBRARY OF THE VICTORIAN ASSOCIATION OF TAFE LIBRARIES (VATL), Inc.

I Of
(name and occupation) *(Name of Institute/TAFE library name)*

request that:

.....
(Name of library)

be appointed as a member library of the Victorian Association of TAFE Libraries (VATL), Inc.

In the event of admission my admission as a member library, on behalf of my Institute, I agree to be bound by the rules of the Association for the time being in force.

..... Signature of Applicant

..... Date

I, *(name)*, an associate member of the Association,

nominate this applicant, who is personally known to me for membership of the Association.

..... Signature of Proposer

..... Date

I, *(name)*, an associate member of the Association,

second this applicant, who is personally known to me for membership of the Association.

..... Signature of Seconder

..... Date

APPENDIX 2



ABN: 13 330 824 484

Incorporation number: A0055679Y

FORM OF APPOINTMENT OF PROXY FOR MEETING OF ASSOCIATION CONVENED UNDER RULE 10 OR 11

7(7)

I,

(name)

Of

(address)

being being the library manager of a member library of the Victorian Association of TAFE Libraries (VATL), Inc.....

Appoint

(name of proxy holder)

Of

(address of proxy holder)

being an associate member of the Victorian Association of TAFE Libraries (VATL) Inc, as my proxy to vote on my behalf at the appeal to the general meeting of the Association convened under rule 7(710 or 11), to be held on—

.....

(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution: [insert details of resolution]

Signed

Date

APPENDIX 3



ABN: 13 330 824 484

Incorporation number: A0055679Y

FORM OF APPOINTMENT OF PROXY

I,
(name)

Of
(address)

being the being a library manager of a member library of
the Victorian Association of TAFE Libraries (VATL), Inc

Appoint
(name of proxy holder)

Of
(address of proxy holder)

being an associate member of the Victorian Association of TAFE Libraries (VATL), Inc Incorporated, as my proxy to
vote on my behalf at the *annual/*special general meeting of the Association to be held on—

.....
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote *in favour of/*against the following resolution: *[insert details of resolution]*

Signed

Date

*Delete if not applicable

APPENDIX 4



ABN: 13 330 824 484

Incorporation number: A0055679Y

NOMINATION FORM

I,

nominator

being an associate member of the Victorian Association of TAFE Libraries (VATL) Incorporated, Inc.

nominate

candidate

being an associate member of the Victorian Association of TAFE Libraries (VATL) Incorporated, Inc.

for the position of

of the Victorian Association of TAFE Libraries (VATL), Inc.

Incorporated

Nominator:

name (please print)

signature

Secunder:

name (please print)

signature

Candidate's acceptance of the nomination

signature

Return to: The Secretary

Victorian Association of TAFE Libraries (VATL)

Contact details are available from the VATL website: <http://www.vatl.org.au>

