

# Constitution

## The Mapleton Community Library Inc.

1. **The Name** of the Organisation shall be 'Mapleton Community Library Inc.' (hereinafter referred to as 'the Association').
  
2. **The objects** of the Association shall be:
  - 2.1 To operate the Mapleton Community Library.
  - 2.2 To meet the reading, educational and information needs of the residents of the Mapleton District by offering a Library service and undertaking ventures which the Association deems desirable to enhance the quality of service provided by the library to its members.
  - 2.3 To provide an institution where personal growth and development can take place for all those that participate in the operation of and utilise the services of the Mapleton Community Library.
  - 2.4 To maintain the premises housing the Mapleton Community Library and to supply and maintain the amenities, furniture and fittings therein.
  - 2.5 To raise funds to pursue these objects and other objects as the members may occasionally decide.
  - 2.6 To confer and cooperate with other libraries and community organisations to maintain and improve the standard of service available to its members.
  
3. **The powers** of the Association shall be:-

In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the Association.

  - 3.1 To purchase, take on lease or in exchange, hire and otherwise, acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for, or capable of being conveniently used in connection with any of the objects of the Association: provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
  - 3.2 To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the power of the Associations; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry on, exercise and comply with any such arrangements, rights, privileges and concessions;
  - 3.3 To appoint, employ, remove or suspend such persons as may be necessary or convenient for the Association;
  - 3.4 To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Incorporated Association, or in or about the Incorporated Association or promotion of the Incorporated Association or in the furtherance of its objects;
  - 3.5 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to

advance the Association's interests and to contribute to subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alternation or control thereof;

3.6 To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit, subject where applicable to Regulation 32 (14) of the Collections Regulations 1975.

3.7 To raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper;

3.8 In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;

3.9 To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to point;

3.10 To take any such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for procuring contributions to the funds of the Association in the form of donations, annual subscriptions or otherwise;

3.11 To print and publish any electronic media, newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;

3.12 To do all such things as are incidental or conducive to attaining the objects and exercising the powers of the Association.

4. The membership of the Association shall consist of ordinary members and any other of the following class of members:-

- a. Life members
- b. Honorary members
- c. Ex-officio members

Ordinary members are those who are up to date with their annual membership of the Mapleton Community Library. The number of ordinary members shall be unlimited.

- a. Life members are nominated and voted upon at Annual General Meetings only. A preceding membership of at least five years as ordinary or honorary members is a pre-requisite.
- b. Honorary members are nominated and voted upon at Annual General Meetings only for outstanding contributions to the Association.
- c. An ex-officio member becomes a committee member by virtue of another position they hold. The role of ex-officio members is to sit with the committee and participate in discussions and have a right to one vote on agenda items.

## **Membership**

### **5. Annual Subscriptions**

5.1 A member must pay the annual subscription for each financial year, which shall be such sum as the members at any Annual meeting may from time to time determine.

5.2 The annual subscription shall be payable in advance by every financial year's first day of July.

5.3 Payment of the annual subscription shall be made to the Secretary/Treasurer.

5.4 A financial member is a member who is not indebted to the organisation in respect of any annual subscription or levy, or other payment whatsoever.

5.5 Only those who are financial members at the time shall be entitled, subject to the lawful procedure of the meeting, to speak or vote upon any motion at any annual or general meeting of the organisation.

5.6 A member in arrears with their annual subscription shall be deemed to have forfeited their membership.

5.7 Visitor member cards are provided to those staying less than three months with no voting rights. The cost will be \$5, non-refundable.

## **6. Termination of Membership**

6.1 A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect when the Secretary receives such notice unless a later date is specified in the notice when it shall take effect on that later date.

6.2 If a member:

- a. Fails to comply with any of the rules of the Association;
- b. Conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Management Committee shall consider whether membership shall be terminated.

6.3 The member concerned shall be given a full and fair opportunity of presenting their case. If the Management Committee resolves to terminate their membership, it will instruct the Secretary to advise the member in writing accordingly.

6.4 Appeal against rejection or termination of membership

- a. A person whose application for membership has been terminated may, within one month of receiving written notification thereof, lodge with the Secretary written notice of their intention to appeal against the decision of the Management Committee.
- b. Upon receipt of a notification of intention to appeal against termination of membership, the Secretary shall convene, within three months of the date of receipt by them of such notice, a General Meeting to determine the appeal. At any such meeting, the applicant shall be allowed to present their case thoroughly, and the Management Committee or those members who terminated the membership subsequently shall likewise have the chance to present their case. The members' vote shall determine the appeal at such a meeting.

## **7. Register of Members**

7.1 The Management Committee shall cause a register to be kept in which shall be entered the names, residential addresses, telephone and email of all persons admitted to membership of the Association and the dates of their admission.

7.2 The register shall be open for inspection at all reasonable times by any member who previously applied to the Secretary for such review.

## **8. Membership of the Management Committee**

8.1 The Management Committee of the Association shall consist of the Convenor/s, Secretary, Treasurer, Assistant Convenor, Book Buyer and Grant Officer, all of whom shall be members of the Association, and such numbers of other members as the members of the Association at any Committee Meeting may from time to time elect or appoint.

8.2 At the Annual General Meeting of the Association, all members of the Management Committee positions shall be declared vacant. Upon nomination, members shall be eligible upon nomination for re-election.

8.3 The election of officers and members of the Management Committee shall take place in the following manner:-

- a. Any member of the Association will be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
- b. The nomination, which shall be in writing signed and dated by the member and his proposer and seconder, may be lodged with the Secretary at least 14 days before the Annual General Meeting at which the election is to take place;
- c. A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, may be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the Annual General Meeting;
- d. Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- e. Should, at the commencement of such a Meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

**9. Any member of the Management Committee may resign** from membership of the Management Committee at any time by giving notice in writing to the Secretary; such resignation shall take effect at the time the Secretary receives such notice unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a General Meeting of the Association where that member shall be given the opportunity to present their case fully. The members' vote shall determine the removal question at such a General Meeting.

## **10. Vacancies on Management Committee**

10.1 The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next Annual General Meeting.

10.2 The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or according to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act to increase the number of members of the Management Committee to that number or of summoning a General Meeting of the Association, but for no other reason.

## **11. Functions of the Management Committee**

11.1 Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried out at any General Meeting of the Management Committee:

11.1.1 Shall have the general control and management of the administration of the affairs, property and funds of the Association; and

11.1.2 Shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.

## 11.2 The Management Committee may exercise all the powers of the Association

11.2.1 To raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract guarantee or other engagement incurred or to be entered into by the Association;

11.2.2 To raise funds from members at a rate of interest not exceeding interest at the current Australian rate charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long;

11.2.3 To invest in such manner as the members of the Association may from time to time determine.

## 12. Meetings of the Management Committee

12.1 A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing, signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons by such Special Meeting are being convened and the nature of the business to be transacted thereat.

12.2 At every Meeting of the Management Committee, a majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last General Meeting of the members shall constitute a quorum.

12.3 Meetings of the Management Committee shall be held when required, and these may, at the discretion of the Management Committee, be held as a General Meeting open to all members and at which all members may vote as if the meeting were an ordinary General Meeting. Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit, provided that a majority of votes shall decide questions arising at any meeting of the Management Committee and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

12.4 A member of the Management Committee shall not vote regarding any contract or proposed contract with the Association in which they are interested or any matter arising thereout. If they do vote, their vote shall not be counted.

12.5 Seven days' notice shall be given by the Secretary to members of the Management Committee of any Special Meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.

12.6 The Convenor/s shall preside as Chair at every meeting of the Management Committee, or if there are no Convenor/s, or if at any Meeting they are not present within 10 minutes after the time appointed for holding the Meeting, then the members may choose one of their numbers to chair the meeting.

12.7 If within half an hour from the time appointed for the commencement of a Management Committee Meeting, a quorum is absent, the Meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case, it shall stand adjourned to the same day in the next week at the same time and place or another day at such additional time and place as the Management Committee may determine. If, at the adjourned Meeting, a quorum is not present within half an hour from the time appointed for the Meeting, the members present shall be a quorum.

12.8 A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a Meeting of the Management Committee shall be as valid and effectual as if it had been passed at a Meeting of the Management Committee duly convened and

held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

### **13. Sub-committees**

13.1 The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Management Committee.

13.2 A sub-committee may elect a Chair of its meetings. If no such Chair is elected, or if at any meeting the Chair is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose one of their numbers to be Chair of the meeting.

13.3 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of the members' votes, and, in the case of a tied vote, the question shall be deemed to be decided in the negative. The Chair does not have a casting vote.

13.4 All acts done by any Meeting of the Management Committee or a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

### **14. Annual General meetings**

14.1 **The Annual General Meeting** shall be held at such time and place as the Management Committee may determine.

14.2 The business to be transacted at every Annual General Meeting shall be:-

- a. The receiving of the Convenor/s' report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
- b. The receiving of the Auditor's Report upon the books and accounts for the preceding financial year;
- c. The election of the members of the Management Committee; and
- d. The appointment of a registered Accountant.

### **15. General Meetings**

15.1 At a monthly General Meeting, the number of members required to constitute a quorum shall be six ordinary members and three management members.

15.2 No business shall be transacted at any General Meeting unless a quorum of members is present when the Meeting proceeds to business.

15.3 If within half an hour from the time appointed for the commencement of a General Meeting, a quorum is not present, the Meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case, it shall stand adjourned until later the same day, the following week or at a suitable time for volunteers. If, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the Meeting, the members present shall be a quorum.

15.4 The Chair may, with the consent of any Meeting at which a quorum is present (and shall, if so directed by the Meeting), adjourn the meeting from time to time and place to place. Still, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment occurred. When a meeting is adjourned for thirty days or more, a notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to provide any notice of an adjournment or the business to be transacted at an adjourned meeting.

15.5 If a proxy is needed to chair meetings, they must be nominated two weeks before the meeting and chosen from the Management Committee.

15.6 The Association will hold no fewer than six General Meetings per annum.

## **16. General meeting notices**

16.1 The Secretary shall convene all General Meetings of the Association by giving at least 14 days notice of any such Meeting to the members of the Association.

16.2 The Management Committee shall determine how such notice shall be given, provided that notice of any Meeting convened to hear and determine the appeal of a member against the termination of his membership by the Management Committee shall be given in writing or via email. Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat.

## **17. Unless otherwise provided by these Rules, at every General Meeting -**

17.1 The Convenor/s shall preside as Chair, or if there are no Convenor/s, or if they are not present within fifteen minutes after the time appointed for the holding of the Meeting or is unwilling to act, then the members present shall elect one of their numbers to be Chair at the Meeting;

17.2 The Chair shall maintain order and conduct the Meeting in a proper and orderly manner;

17.3 A majority of votes of the members present shall decide every question, matter or resolution;

17.4 Every member present shall be entitled to one vote, and in the case of an equality of votes, the Convenor/s shall have a second and casting vote.

17.5 Voting shall be by a show of hands or a division of members unless at least one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chair shall appoint two members to conduct the secret ballot in such manner as he shall determine, and the result of the vote as declared by the Chair shall be deemed to be the resolution of the Meeting at which the ballot was demanded.

17.6 The Secretary provides complete and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee Meeting and General Meeting to be recorded digitally and to be open for inspection at all reasonable times by any member in good standing who previously applies to the Secretary for that inspection. To ensure the accuracy of the recording of such minutes, the minutes of every Management Committee Meeting shall be signed by the Chair of that Meeting or the Chair of the next succeeding Management Committee Meeting verifying their accuracy. Similarly, the minutes of every General Meeting shall be signed by the Chair of that Meeting or the Chair of the next succeeding General Meeting, provided that the minutes of any Annual General Meeting shall be signed by the Chair of that Meeting or the Chair of the next following General Meeting or Annual General Meeting.

## **18. The Secretary shall convene a Special General Meeting**

18.1 When directed to do so by the Management Committee; or

On the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association, which equals double the number of members presently on the Management Committee plus one.

Such requisition shall clearly state the reasons why such Special General Meeting is being convened and the nature of the business to be transacted thereat; or

On being given a notice in writing of an intention to appeal against the Management Committee's decision to terminate any person's membership.

## **19. Proxies**

19.1 A member may vote in person or by proxy. In a secret ballot, every member present in person, by proxy, or another duly authorised representative shall have one vote. On a show of hands, every person present who is a member or a representative of a member shall have one vote.

19.2 Proxies are permissible at all meeting types.

## **20. By-Laws**

The Management Committee may, from time to time, make, amend or repeal by-laws consistent with these Rules for the internal management of the Association, and any by-laws may be set aside by an Annual General Meeting of members.

## **21. Alteration of Rules**

Subject to the provisions of the Association's Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting, provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Honourable the Minister for Justice and Attorney-General.

The library will notify the Australian Tax Office in writing of any alterations or amendments to the Constitution regarding deductible gifts.

## **22. Funds and Accounts**

22.1 The funds of the Association shall be banked in the name of the Association in such bank as the Management Committee may from time to time direct.

22.2. Proper books and accounts shall be kept and maintained either in written or digital form in the English language showing the financial affairs of the Association correctly and the particulars usually shown in books of a like nature.

22.3 All money shall be banked as soon as practicable after receipt thereof.

## **23. Gift Fund**

23.1 The funds donated to the Association shall be recorded as a donation and banked in the name of the Association.

23.2 Receipts are to be written for all donations of \$2 and over. The receipt must include the name of the person gifting the funds, the amount, the Library's full name and the Gift Fund number.

## **24. Common Seal**

The Management Committee shall provide for a Common Seal and its safe custody. The authority of the Management Committee shall only use the Common Seal, and every instrument to which the seal is affixed



shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

**25. Distribution of Surplus Assets**

25.1 If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981 and there remains, after satisfaction of all its debts and liabilities, any assets whatsoever, the same shall not be paid to or distributed among the members of the Association.

If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be to another organisation with similar objects, which is charitable by law, to which income tax deductible gifts to which tax deductible can be made:

- 25.2 a. gifts of money or property for the principal purpose of the organisation;
- b. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation and money received by the organisation because of such gifts and contributions;
- c. the Library will notify the ATO in writing of any alterations or amendments to the Constitution.

**Certification**

I certify that this is a true and correct copy of the Constitution of the Mapleton Community Library Inc.

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Name	Signature
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Name	Signature
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Convenor/ Co-Convenors

Date: .....

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Name	Signature
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Secretary or a Management Committee Member

Date: .....