

**CONSTITUTION OF JESSIE STREET NATIONAL WOMEN'S LIBRARY INCORPORATED
(AMENDED 20th April, 2017)**

PART 1 PRELIMINARIES

1. NAME

The name of the association shall be:

JESSIE STREET NATIONAL WOMEN'S LIBRARY INCORPORATED

2. DEFINITIONS

1. In this Constitution:

The **Act** means the Associations Incorporation Act, 2009.

the **Regulation** means the Associations Incorporation Regulation, 2016

AGM means Annual General Meeting

Association means Jessie Street National Women's Library Incorporated.

Financial Year means the fiscal year commencing on the first day of January in each year and terminating on the last day of December in each year. The membership financial year shall conform to the Association financial year.

Library means Jessie Street National Women's Library Incorporated.

JSNWL means Jessie Street National Women's Library Incorporated

Board means the Board of JSNWL being the management committee.

Membership means Members who have paid the membership fees in accordance with Clause 11 for the relevant category of membership, and have all membership rights and responsibilities. Categories are: (i) Full (ii) Life (iii) Concession (iv) Organisation (v) Student.

Membership Financial Year means the calendar year commencing the first day of January and terminating on the last day of December in each year.

2. In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty, 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 under the Act.

PART 2 OBJECTS

4. **Objects of the Library shall be:**

- a. To provide for the Australian community a specialist library which collects, preserves, and promotes the awareness of, the cultural heritage of Australian women, facilitating learning, research and communication.
- b. To house, maintain and develop the Jessie Street National Women's Library collection which will be a professionally managed research library of works by and about women.
- c. To provide for a special collection associated with the work of Jessie Street, such as:
 - (i) social justice for Aboriginal and Torres Strait Islander peoples
 - (ii) international friendship
 - (iii) peace.
- d. To collect and maintain archival material relating to the objects of the Library.
- e. To do all things incidental and conducive to the attainment of all or any of the objects of the Library.

PART 3 MEMBERSHIP

5. Membership generally:

- a. A person is eligible to be a member of JSNWL if:
 - (i) the person is a natural person, and
 - (ii) the person has been nominated and approved for membership of JSNWL in accordance with clause 6.

6. Nomination for Membership

- a. Membership shall be open to all persons committed to furthering the objects of the Library.
- b. An application for membership must be made on the standard Library membership form (Annexure A)
- c. The categories of JSNWL membership shall be:
 - (i) Full
 - (ii) Life
 - (iii) Concession
 - (iv) Organisation
 - (v) Student
- d. The application can be sent by email or other electronic means as determined by the Board.
- e. As soon as practicable after receiving an application for membership, the Secretary shall refer the application to the Board which determines whether to approve or reject the application.
- f. As soon as practicable after the Board makes that determination the Secretary must refer the application to the membership volunteer to notify the applicant in writing that the Board approved or rejected the application (whichever is applicable), and issue a receipt for the payment received or return payment, (whichever is applicable).
- g. Upon notification of the member, the membership volunteer shall enter the applicant in the Register of Members and, on the name being entered the applicant becomes a member of the Association.

7. Cessation of Membership

- A person ceases to be a member if the person:
- (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the Association, or
 - (d) fails to pay the annual membership fee under Clause 11.

8. Membership Entitlements not Transferable

- A right, privilege or obligation which a person has by reason of being a member of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on cessation of membership.

9. Register of Members

- a. The Secretary of the Association must ensure the establishment and maintenance of a register of members of the Association specifying the name and postal or residential address and email (if applicable) of each person who is a member of the association together with the date on which the person became a member.
- b. The Register of Members must be kept in New South Wales at the main premises of the Association.
- c. The Register of Members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- d. The name of a person ceasing to be a member for any reason shall be removed from the register.
- e. A member must not use information about a person obtained from the register to contact or send material to a member, other than for purposes authorized by the Board.

10. Members' liabilities

The liability of a member of the Association to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of winding-up of the Association is limited to the amount, if any, unpaid by the member in respect of membership as required by Clause 12.

11. Resolution of Disputes

- a. Disputes between members (in their capacity as members) of the Association and disputes between members and the association are to be referred to the Chair of the Board for resolution.
- b. In the event that the Chair of the Board cannot resolve the dispute or is the subject of the dispute then, the dispute is to be referred to a Community Justice Centre for mediation in accordance with the *Community Justice Centres Act, 1983*.
- c. 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.
- d. The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

12. Fees and Subscriptions

- a. A member of the Association must, on admission to membership, pay to the Association an annual membership fee as a set out in the Schedule of Fees determined from time to time by the Board.
- b. Different rates of membership may apply to different classes of membership as set out in the Schedule of Fees.
- c. The Board may from time to time confer an Honorary Membership. Honorary Members are not required to pay membership fees.
- d. Termination of membership does not entitle a person to any refund of all or part of the membership fee.

13. Conduct of Members

A person upon election to membership of the Association shall observe and act in conformity with these rules and the **Code of Conduct** of 14th February, 2012 or such Code as may from time to time be determined by the Board.

14. Disciplining of Members

- a. A complaint may be made to the Board by any person that a member of JSNWL:
 - (i) has refused or neglected to comply with a provision or provisions of this Constitution or
 - (ii) has wilfully acted in a manner prejudicial to the interests of the Library,
- b. The Board may refuse to deal with the complaint if it considers the complaint to be trivial or vexatious.
- c. If the Board decides to deal with the complaint, the Board:

- (i) must cause notice of complaint to be served on the member concerned, and
- (ii) must give the member at least 28 days from time the notice is served within which to make submissions to the Board in connection with the complaint, and
- (iii) must take into consideration any submissions made by the member in connection with the complaint.
- d. The Board may, by resolution, expel the member from JSNWL if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- e. If the Board expels or suspends a member, the Secretary must, within 14 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and the member's right of appeal under Clause 14.
- f. The expulsion or suspension does not take effect:
 - (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (ii) if within that period the member exercises the right of appeal, unless and until JSNWL confirms the resolution under Clause 15, whichever is the later.

15. Right of Appeal of disciplined member

- a. A member may appeal to JSNWL in a general meeting against a resolution of the Board under Clause 14, within 14 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- b. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- c. On receipt of a notice from a member under sub-Clause a, the Secretary must notify the Board which is to convene a general meeting of JSNWL to be held within 28 days after the date on which the Secretary received the notice.
- d. At a general meeting of JSNWL convened under sub-Clause c:
 - (i) no business other than the question of the appeal is to be transacted, and
 - (ii) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- e. The appeal is to be determined by a simple majority of votes cast by members of JSNWL.

PART 4 THE BOARD

16. Powers of the Board

- a. The Board of JSNWL, subject to the Act, the Regulations, this constitution and any resolution passed by JSNWL in general meeting:
 - (i) is to control and manage the affairs of JSNWL
 - (ii) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of JSNWL, and
 - (iii) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of JSNWL.

17. Composition and Membership of the Board

- a. The Board is to consist of:
 - (i) Office Bearers of JSNWL
 - Chair

- Vice Chair
 - Secretary
 - Treasurer, and
- (ii) no fewer than five (5) members each of whom must be a financial member of JSNWL and must be elected at the Annual General Meeting.
- b. A Board member may hold up to 2 offices (other than the Chair and Vice Chair offices)
- c. Each member of the Board 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.
- d. There is no number of consecutive terms for which a member may hold office, but the Board should aim to rotate or replace Office Bearers, if practicable, after five consecutive terms, or every five years.
- 18. Election of Board member**
- a. Election of Board Members and Office Bearers is to take place at an Annual General meeting.
- b. Notice of the Annual General Meeting must be given at least 14 days before the date for the meeting to be held, and, usually 6 weeks before the meeting is to be held.
- c. Nominations of candidates for election as Office-Bearers of JSNWL or as Board Members:
- (i) must be made in writing, signed by 2 members of the JSNWL and accompanied by the written consent of the candidate (which may be endorsed on the nomination form of JSNWL), and
 - (ii) must be delivered to the Secretary of JSNWL at least 7 days before the date for holding of the Annual General Meeting at which the election is to take place.
- d. If insufficient candidates are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- e. If insufficient further nominations are received, any vacant positions remaining on the Board are to be taken as casual vacancies.
- f. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- g. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- h. The ballot for the election of Office-Bearers and ordinary Board members is to be conducted at the Annual General Meeting in such manner as the Board may direct.
- i. A person nominated as a candidate for election as an Office-Bearer or Board member must be a member of JSNWL.
- 19. The Secretary**
- a. The Secretary of JSNWL shall, as soon as practicable, after being appointed Secretary, lodge notice with JSNWL of her address.
- b. It is the duty of the Secretary to keep minutes of:
- (i) all appointments of office-bearers and Board members
 - (ii) the names of members of the Board present at a Board meeting or a general meeting
 - (iii) all proceedings at Board meetings and general meetings.
 - (iv) minutes of meetings may be taken in written or electronic form.
- c. Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting in written or electronic form.
- d. The Secretary shall keep all necessary records of the affairs of JSNWL.
- 20. The Treasurer**
- It is the duty of the Treasurer of JSNWL to ensure:
- (i) that all money due to JSNWL is collected and received and that all payments authorised by the Board are made, and

- (ii) that correct books and accounts are kept showing the financial affairs of JSNWL including full details of all receipts and expenditure connected with the activities of JSNWL
- (iii) financial statements and reports are submitted to the Board at its ordinary meetings.
- (iv) an appraisal of assets is conducted periodically.

21. Casual Vacancies

- a. In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the next annual general meeting following the date of the appointment.
- b. A casual vacancy in the office of the Board occurs if the member
 - (i) dies, or
 - (ii) ceases to be a member of the association, or
 - (iii) becomes insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (iv) resigns office by notice or in writing or by email to the Secretary or Chair
 - (v) is removed from office under Clause 22, or
 - (vi) becomes a mentally incapacitated person, or
 - (vii) is absent without the consent of the Board from 3 consecutive meetings of the Board, or
 - (viii) 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
 - (ix) 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.

22. Removal of Board Members

- a. JSNWL in general meeting may by resolution remove any member of the Board from the office 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.
- b. A member may appeal against such resolution under Clause 15.

23. Board meetings and quorum

- a. The Board must meet at least 4 times in each period of twelve12 months at such time and place as the Board may determine.
- b. Additional meetings of the Board may be convened by the Chair or by any member of the Board
- c. Oral, written or electronic notice of a meeting must be given by the Secretary to each member of the Board at least seven (7) days (or such other period as may be unanimously agreed on by members of the Board) before the time appointed for the holding of the meeting.
- d. Notice of a meeting given under sub-clause c must specify the general nature of the business to be transacted at the meeting and no other business is to be transacted at the meeting except business which Board members present at the meeting unanimously agree to treat as urgent business.
- e. Any five members of the Board constitute a quorum for the transaction of business of a Board meeting. If the number of committee members is less than the number required to make a quorum, that is less than 5, then the existing Board members may appoint enough association members to establish a quorum.
- f. No business is to be transacted by the Board unless a quorum is present. If a quorum is not present the meeting is to stand adjourned at the same place and at the same hour in another week.
- g. At a meeting of the Board, in the Chair's absence, the Vice-Chair is to preside or, if the Chair and

Vice-Chair are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by members present at the meeting, is to preside.

24. Use of Technology at Board meetings

- a. Board meetings can be held at 2 or more venues using any technology the Board approves. Whatever technology is used, it must give each Board member a reasonable opportunity to participate.
- b. Board members who participate at a Board meeting using such technology have the same rights as members who are present at the meeting, including voting rights.

25. Delegation by the Board to Sub-committee

- a. The Board may, by instrument in writing, delegate to one or more Sub-committees (consisting of such member or members of JSNWL as the Board thinks fit) the exercise of such functions of the Board as are specified in the instrument other than:
 - (i) this power of delegation; and
 - (ii) a function which is a duty imposed on the Board by the Act or by any other law.
- c. 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.
- d. A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as time or circumstances, as may be specified in the instrument of delegation.
- e. Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- f. 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 Board.
- g. The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- h. A Sub-committee may meet and adjourn as it thinks proper.

26. Voting and decisions

- a. Questions arising at a meeting of the Board or any Sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or Sub-committee.
- b. Each member present at a meeting of the Board or of any Sub-committee appointed by the Board (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.

PART 5 GENERAL MEETINGS

27. Annual General Meetings – holding of

- a. JSNWL must, at least once a calendar year and within six months after the expiration of the financial year of JSNWL, hold an Annual General Meeting of its members.
- b. Notice of the Annual General Meeting must be given at least 14 days before the date for the meeting to be held, and, usually 6 weeks before the meeting is to be held. There may be more than one notice issued. (See also Clause 18b)
- c. Clause 27 (a) shall have effect subject to any extension or permission granted by the relevant authorities.

28. Annual General Meeting – calling of and business at

- a. The AGM must, subject to Clause 27 above and the Act, be convened at such date and at such place and time as the Board thinks fit.
- b. In addition to any other business which may be transacted at an AGM, the business of an AGM is to include the following:

- (i) to confirm the minutes of the last proceeding AGM and of any Special General Meeting held since that meeting
 - (ii) to receive from the Board reports on the activities of the association during the last preceding financial year.
 - (iii) to elect office-bearers of the association and ordinary Board members.
 - (iv) to receive and consider the Auditor's Financial Statement and
 - (v) to appoint the Auditor for the ensuing financial year.
 - (vi) to appoint a Public Officer
- c.. A member desiring to bring any business before an Annual General Meeting may give notice in writing of that business to the Secretary, to be received at least six (6) weeks prior to the AGM. The business so notified is to be included in the next notice calling a general meeting given after the receipt of the notice from the member.
- d. The AGM shall not entertain any business which has not been notified to the Secretary as specified in 28c.

29. Special General Meetings – calling of

- a. The Board may, whenever it thinks fit, convene a Special General Meeting of the association.
- b. The Board must, on the requisition of at least 5 per cent of the total number of members, convene a Special General Meeting of JSNWL.
- c. Members have the option to make and send their request electronically for a Special General Meeting to be held.
- d. A requisition of members for a Special General Meeting must:
 - (i) state the purpose of the meeting;
 - (ii) be signed by the members making the requisition,
 - (iii) be lodged with the Secretary; and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- e. If the Board fails to convene a Special General Meeting to be held within one month after that date on which the 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 less than 3 months after that date.
- f. A Special General Meeting convened by a member or members as referred to in sub-clause d must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

30. Notice

- a. Except if the nature of the business proposed to be dealt with at an Annual General Meeting or a Special General Meeting requires a special resolution of JSNWL, the Secretary must, at least 14 days, and usually 6 weeks, before the date fixed for the holding of such general meetings, give a notice to each member specifying the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- b. If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of JSNWL, the Secretary must, at least 21 days before the date fixed or the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required in sub-clause a. the intention to propose the resolution as a special resolution.
- c. 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 27b.
- d. 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.

31. Quorum for general meetings

- a. No item 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.
- b. Ten members present constitute a quorum for the transaction of the business of a general meeting.
- c. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (i) if convened on the requisition of members, is to be dissolved, and
 - (ii) 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 or email to members given before the day to which the meeting is adjourned) at the same place.

32. Presiding Member

- a. The Chair or, in the Chair's absence, the Vice Chair, is to preside as chairperson at each general meeting of JSNWL.
- b. If the Chair and the Vice Chair are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

33. Special Resolution

A special resolution may only be passed by JSNWL in accordance with section 39 of the Act on conditions applying to the passing of such resolutions.

34. Voting

- a. On any question arising at a general meeting of JSNWL a member has one vote only.
- b. 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.
- c. A member is not entitled to vote at any general meeting of JSNWL unless all money due and payable by the member to the association has been paid.
- d. A member is not entitled to vote at any general meeting of JSNWL if the member is under 18 years of age.

35. Proxy votes not permitted

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

PART 6 MISCELLANEOUS

36. Insurance

JSNWL may effect and maintain insurance.

37. Funds - source

- a. The funds of JSNWL are to be derived from entrance fees, annual membership fees, donations and bequests, and, subject to any resolution passed by JSNWL in general meeting, such other sources as the Board determines.
- b. All money received by JSNWL must be deposited as soon as practicable and without deduction to the credit of the association's bank or other deposit-taking institution account.
- c. JSNWL must, as soon as practicable after receiving any money, issue an appropriate receipt.

38. Payment of Members

A member of the Board shall not be appointed to any salaried office of JSNWL or any office paid by fees, and no remuneration or other benefit in money or money's worth shall be given by JSNWL to any member of the Board except repayment of out-of-pocket expenses and other

expenses incurred for activities undertaken on behalf of JSNWL approved by the Board or its financial policies.

39. Funds - management

- a. Subject to any resolution passed by JSNWL in general meeting, the funds of JSNWL are to be used in pursuance of the objects of the association in such manner as the Board determines.
- b. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Board or employees of JSNWL, if applicable, being members or employees authorized to do so by the Board, except in the case of electronic funds transfer, where the Treasurer exercises sole authority with the Board's approval.

40. Change of name, objects and constitution

An application for registration of change in the JSNWL's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Board member.

41. Custody of books etc

Except as otherwise provided by this constitution, the Archives section must keep in their custody or under their control all records, books and other documents relating to JSNWL.

42. Inspection of books etc.

- a. The following documents must be open to inspection, free of charge, by a member of JSNWL at any reasonable hour:
 - (i) records, books and other financial documents of JSNWL in printed or electronic form.
 - (ii) this constitution.
 - (iii) minutes of all committee meetings and general meetings of JSNWL.
- b. A member of JSNWL may obtain a copy of any of the documents referred to in sub-clause a. on payment of a fee of not more than \$1 for each page or such fee as may be determined by the Board from time to time.

43. Service of notices

- a. For the purpose of this constitution, a notice may be served on or given to a person:
 - (i) by delivering it to the person personally, or
 - (ii) by sending it by pre-paid post to the address of the person, or
 - (iii) by sending it electronically to an email address specified by the person for giving or serving the notice.
 - (iv) by sending it as a text message to a mobile phone number specified by the person.
- b. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee.
 - (ii) 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
 - (iii) in the case of a notice sent electronically, on the date it was sent and is recorded as sent by the email record.
 - (iv) in the case of a text message, on the date a response is sent by the person in a text reply as yes or no.

44. Financial Year

The financial year of JSNWL is each period of 12 months after the expiration of the previous financial year of JSNWL, commencing on 1 January and ending on the following 31 December

45. Dissolution

- a. Members have no rights to any assets upon dissolution.
- b. JSNWL shall comply with the requirements of the Charitable Collections Act, 1934, and the regulations thereunder as applicable.
- c. In the event of the JSNWL being dissolved, JSNWL with its contents, records and all assets shall be offered to the National Library in Canberra or such other institution as may offer its assistance, with the aim of maintaining the collection for the furtherance of the advancement of women.