

# THE CHILDREN'S BOOK COUNCIL OF AUSTRALIA (SOUTH AUSTRALIAN BRANCH) INC.

## CONSTITUTION

### 1. NAME:

The name of the incorporated organization is The Children's Book Council of Australia (South Australian Branch) Incorporated, referred herein as 'the Branch'

### 2. DEFINITIONS:

'Committee' means the committee of management of the Branch

'general meeting' means a general meeting of members of the Branch convened in accordance with these rules

'member' means a member of the Branch

'the Act' means the *Associations Incorporation Act 1985*

'special resolution' means a special resolution defined in the Act

'month' shall mean a calendar month

'financial year' will be the period January to December

### 3. OBJECTIVES OF THE BRANCH

The objectives of the branch are:

- a) The encouragement of children's reading through a variety of community-based activities
- b) The dissemination of information about children's books among children, parents, teachers and librarians
- c) The encouragement of authors and illustrators of books for children
- d) The promotion of a high standard of reviewing of children's books
- e) The encouragement of children's libraries and library services as part of a comprehensive free library service
- f) The organization of periodical Book Weeks and Exhibitions
- g) The provision of assistance and support to the National Board of The Children's Book Council of Australia

### 4. POWERS OF THE BRANCH

The Branch shall have all the powers conferred by section 25 of the Act.

### 5. MEMBERSHIP

#### a) Members

Any person who is interested in the objectives and aims of the Branch and agrees to be bound by its rules shall be eligible for membership.

An applicant will be accepted for membership upon payment of their first annual subscription.

b) Membership categories may be defined by the Committee from time to time

c) Subscriptions

The annual membership fees shall be determined at the Annual General Meeting in each year .

The subscription will be due on 1<sup>st</sup> March of that year.

Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the branch. They will be reinstated on payment of the outstanding subscription.

d) Register of members

A register of members must be kept and contain:

- i) The name and address of each member
- ii) The date on which the member was admitted to the Branch
- iii) If applicable, the date and reason for termination of membership

e) Prohibition on the use of information on register

Information in the register of members may not be used for any purpose other than those directly connected with the objectives of the Branch

f) Life membership

The Branch may award Life membership to a member who, in the opinion of the Committee, has provided exceptional service to the Branch

g) Resignations

- i) Any member may resign from membership of the Branch by giving written notice to the secretary or public officer of the Branch.
- ii) Upon a person ceasing to be a member of the Branch for any reason, that person shall not be entitled to the return of their membership subscription.

h) Expulsions

The Committee may terminate a membership if the member conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests on the Council.

## 6. THE COMMITTEE

a) Powers and duties

- i) The affairs of the Branch shall be managed and controlled by a Committee of financial members who, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objectives of the Branch, and are not by the Act or by these rules required to be done by the Branch in general meeting
- ii) The Committee must consist of at least a President, a Treasurer, a Secretary, and five other financial members
- iii) The Committee has the management and control of the funds and other property of the Branch
- iv) The Treasurer shall receive all moneys payable to the Branch and give receipts when appropriate
- v) The Committee shall have the authority to interpret the meaning of this constitution and any other matters relating to the affairs of the Branch on which this constitution is silent

- b) Appointment
  - i) The election of the Executive and the Committee for the ensuing twelve months shall take place at the annual general meeting
  - ii) A call for nominations to the Committee will be given to all members of the Branch with the notice calling the meeting at which the election is to take place
  - iii) Contested offices shall be subject to the voting of all the financial members present at the meeting
  - iv) The Committee may appoint a person to fill a casual vacancy, and that person shall hold office until the next annual general meeting
- c) Proceedings
  - i) The Committee shall meet as often as may be required but at least eight times a year
  - ii) A quorum shall consist of five members of the committee, one of whom must be the President or a deputy.
  - iii) A member of the Committee having a pecuniary interest in a contract with the Branch must not vote with respect to that contract.
  - iv) Minutes of all meetings shall be kept and distributed to all Committee members prior to the succeeding meeting
- d) Vacation of Office
 

The office of a Committee member shall become vacant if the member is:

  - Permanently incapacitated
  - Absent without apology from more than four meetings
  - Acts in a way considered to be injurious or prejudicial to the character or interests of the Council

## 7) GENERAL MEETINGS

- a) Annual general meeting
  - i) The Committee shall call an annual general meeting in accordance with the Act and these rules
  - ii) The meeting shall be held in February each year
  - iii) The order of the business at the meeting shall be:
    - Confirmation of the minutes of the previous annual general meeting and any special meetings held since that meeting
    - the consideration of the accounts and reports of the committee
    - the election of committee members
    - the setting of membership fees
    - any other business
- b) Special general meetings
  - i) The Committee may call a special general meeting of the Branch at any time
  - ii) Upon a request in writing of not less than 5% of the total number of members of the Branch, the Committee shall, within one month of the receipt of the request, convene a special general meeting for the purpose specified in the request
  - iii) Every request for a special meeting shall be signed by the relevant members and shall state the purpose of the meeting

- c) Notice of general meetings
  - i) One month's notice of any general meeting shall be given to members
  - ii) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting
  - iii) A notice may be given by the Branch to any member by serving the notice personally or by sending by post or electronic mail to the registered members
- d) Proceedings at general meetings
  - i) The quorum for all general meetings shall be ten financial members present
  - ii) The President shall chair all meetings. If the President is absent the Vice-President or a member elected by those present shall take the chair.
  - iii) At all meetings the decision of the President or their representative on a point of order shall be final. That person shall have a casting vote in addition to their deliberative vote at all meetings
- e) Voting at general meetings
  - i) Every member of the Branch has one vote at meetings of the Branch
  - ii) A decision must be determined by a majority of the financial members present. This can be indicated by a show of hands.

#### 8) MINUTES

- a) Proper minutes of all proceedings of general meetings of the Branch must be kept by the Secretary
- b) The minutes must be confirmed by the members at a subsequent meeting
- c) The minutes must be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next meeting at which the minutes are confirmed

#### 9) FINANCIAL REPORTING

- a) The financial year of the Branch will be the period 1<sup>st</sup> January to 31<sup>st</sup> December
- b) The Treasurer shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Branch
- c) A financial statement shall be prepared by the Treasurer and submitted to an Auditor appointed by the Committee, who will certify that the Branch has complied with the relevant legislation and its constitution. The audited report will be presented to members at the annual general meeting

#### 10) COMPANY PROFITS

The income and capital of the Branch shall be applied exclusively to the promotion of its objectives and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration for services rendered or expenses incurred on behalf of the Branch

## 11) WINDING UP

- a) The Branch may be dissolved or wound up only upon a resolution passed at a duly convened meeting of the Branch if:
  - i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Branch;
  - ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three quarters of such members of the Branch as, being entitled to do so, vote in person or by proxy, at that meeting.
- b) If upon winding up or dissolution of the Branch there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be distributed among individual members of the Branch but shall be given or transferred to some other organization having objectives similar to those of the Branch and which prohibits the distribution of its income and property amongst its members, or to some other fund, authority or institution meeting the requirements of Section 43 of the Act

## 12) RULES

- a) These rules may be altered by special resolution of the members of the Branch at an annual general meeting or a special meeting convened for that purpose
- b) The amendment(s) must be accepted by a majority of two-thirds of the members present and voting at the meeting