

**The Children's Book Council of Australia
(Tasmanian Branch) Incorporated**



**The Children's
Book Council
of Australia**

**Rules of Association
(Constitution)**

Adopted by Special Resolution at a General Meeting
on 13 April 2010
and amended at the Annual General Meeting
on 22 October 2013
and amended at a Special General Meeting on
14 April 2014

1. Name of Association

The name of the Association is The Children's Book Council of Australia (Tasmanian Branch) Incorporated, which is a branch of The Children's Book Council of Australia.

2. Interpretation

2.1 In these rules:

Act means the *Associations Incorporation Act 1964*;

AGM means the annual general meeting of members;

Association means the association referred to in rule 1;

Auditor means the person appointed as the auditor of the Association under rule 9;

Committee means the management committee of the Association;

President means the person elected to the role of president of the Committee from time to time under these rules;

Vice-president means the person elected to the role of vice-president of the Committee from time to time under these rules;

General meeting includes:

- (a) the AGM; and
- (b) any special general meeting;

Secretary means the person elected to that role from time to time under these rules;

Special general meeting means any general meeting other than the AGM; and

Treasurer means the person elected to that role from time to time under these rules.

2.2 In these rules unless the contrary intention appears:

- (a) words and phrases which are given a special meaning by the Act have the same meaning in these rules;
- (b) words in the singular include the plural and vice versa;
- (c) words importing a gender include each other gender;
- (d) a reference to any law or any statute, regulations, by law or proclamation is to be read as though the words "as modified or substituted from time to time" were added to the reference;
- (e) headings do not affect the meaning or construction of these rules;
- (f) where a word or a phrase is given a particular meaning other cognate parts of speech and grammatical forms of that word or phrase shall have a corresponding meaning; and

- (g) words importing persons include corporations, companies, associations and institutions.

2.3 The model rules prescribed under section 16 of the Act do not apply to the Association.

3. Association's office

The office of the Association is to be at such place as the Committee determines from time to time.

4. Objects and purposes of Association

4.1 The basic object of the Association is to coordinate within Tasmania and through the National Council on a national level, programs and activities which endorse and promote quality books for children and young people.

4.2 In addition to the basic object of the Association, the objects and purposes of the Association include doing any lawful thing incidental or conducive to the attainment of the basic object.

5. Membership of Association

5.1 The Committee may, from time to time, determine:

- (a) the various classes of membership of the Association;
- (b) any restriction in the number of members or the number of members within each class;
- (c) the qualifications for admission to each class; and
- (d) the rights attached to being a member in each class.

5.2 Any person is eligible to apply to become a member of the Association.

5.3 An application to become a member of the Association must be delivered to the Committee in the form (if any), together with any initial fee, determined by the Committee from time to time.

5.4 The Committee determines whether an applicant may become a member. The Committee is not required to give any reason for the rejection of any application to become a member.

5.5 On an application being accepted by the Committee, the Secretary must:

- (a) so notify the applicant in writing, including details of the class of membership for which the applicant has been accepted and the rights that are then attached to that class;
- (b) request payment of any amount owing for the annual subscription fees (being a *pro rata* sum if so determined by the Committee); and

- (c) upon receipt of that amount, enter the applicant's name in a register of members.
- 5.6 On an application being rejected by the Committee, the Secretary must:
- (a) so notify the applicant in writing; and
 - (b) refund in full any fees paid by the applicant.
- 5.7 A member of the Association may resign from the Association by delivering or sending by post to the Committee a written notice of resignation or by not paying the annual subscription in accordance with 26.2.
- 5.8 Any right, privilege or obligation of a member as a member of the Association:
- (a) is not capable of being transferred or transmitted; and
 - (b) terminates on the cessation of the membership.
- 5.9 If the Association is wound up:
- (a) every member of the Association; and
 - (b) every person who, within the period of 12 months immediately preceding the commencement of the winding up, was a member of the Association,
- is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association for the costs, charges, and expenses of the winding up, and for the adjustment of the rights of the contributories among themselves.
- 5.10 Any liability under rule 5.9 is not to exceed \$20.00.
- 5.11 A former member is not liable to contribute under rule 5.10 in respect of any debt or liability of the Association contracted after ceasing to be a member.

6. Income and property of Association

- 6.1 The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.
- 6.2 No portion of the income and property of the Association is to be paid or transferred to any member of the Association except as *bona fide* remuneration for services rendered or expenses incurred on behalf of the Association.
- 6.3 The Association is not to:
- (a) appoint a person who is a member of the Committee to any office in the gift of the Association to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or
 - (b) pay to any such person any remuneration or other benefit in money or money's worth, other than the repayment of out-of-pocket expenses.

- 6.4 An employee, member of the Committee or member of the Association may be paid remuneration in return for services rendered to the Association including as a member of the Committee or for goods supplied to the Association in the ordinary course of business.
- 6.5 In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities must be paid and applied by the Association in accordance with its powers to the CBCA National Office or to any organisation which has similar objects prohibiting the distribution of its assets and income to its members.

7. Accounts of receipts and expenditure

- 7.1 The Association must keep accounts which show all financial transactions and the financial position of the Association, and must keep true accounts of all monies received and expended by the Association.
- 7.2 The accounts are to be open to inspection by the members of the Association subject to any reasonable restrictions as to time and manner of inspecting that the Association may impose.
- 7.3 The Secretary must keep all general records, and the Treasurer must keep all accounting books, and records of receipts and expenditure, connected with the operations and business of the Association, in the form and manner the Committee determines.
- 7.4 The accounts, books, and records are to be kept at the Association's office or at any other place the Committee decides.
- 7.5 All payments are to be passed and approved by the Committee at properly convened meetings, and are to be paid from the funds of the Association by cheque or electronic transfer drawn on the Association's accounts.
- 7.6 All cheques, electronic transfers, drafts, bills of exchange, promissory notes and other negotiable instruments are to be
- (a) Authorised by the Treasurer or, in his or her absence, by any other member or members of the Committee whom the Committee nominates for that purpose; and
 - (b) Countersigned/authorised by any other signatory nominated by the Committee.

8. Banking and finance

- 8.1 The Treasurer, on behalf of the Association, is to receipt all moneys paid to the Association.
- 8.2 The Committee is to cause to be opened with any such financial institution as the Committee selects an account in the name of the Association, into which

all money received is to be paid as soon as possible after receipt.

- 8.3 All cheques, electronic transfers, drafts, bills of exchange, promissory notes, and other negotiable instruments must be authorised in accordance with delegations as set down by the Committee.

9. Auditor

- 9.1 At each AGM the members present are to appoint a person as the auditor of the Association.
- 9.2 The auditor is to hold office until the AGM next after that at which he or she is appointed, and is eligible for reappointment.
- 9.3 If an appointment is not made at an AGM, the Committee is to appoint an auditor for the current financial year of the Association.
- 9.4 If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Committee may appoint a person as the auditor to hold office until the next succeeding AGM.
- 9.5 The auditor may only be removed from office by special resolution.

10. Audit of accounts

- 10.1 The auditor is to examine the accounts of the Association at least once in each financial year of the Association.
- 10.2 The financial year is the period beginning on the first day of September and ending on the thirtieth first day of August.
- 10.3 The auditor is to:
- (a) certify as to the correctness of the accounts of the Association; and
 - (b) report to the members at the AGM.
 - (c) and certify that the Association has complied with the relevant legislation and its constitution.
- 10.4 In the report and in certifying to the accounts the auditor is to state if:
- (a) he or she has obtained the required information;
 - (b) in his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association:
 - (i) according to the information at his or her disposal and the explanations given; and
 - (ii) as shown by the books of the Association; and
 - (c) the rules relating to the administration of the funds of the Association

have been observed.

- 10.5 The Secretary and the Treasurer are to cause to be delivered to the auditor a list of all the accounts, books, and records of the Association.
- 10.6 The auditor may:
- (a) have access to the accounts, books, records, vouchers, and documents of the Association;
 - (b) require from the servants of the Association any information and explanations he or she considers necessary for the performance of the duties as auditor;
 - (c) employ persons to assist him in investigating the accounts of the Association; and
 - (d) in relation to the accounts of the Association, examine any member of the Committee or any servant of the Association.

11. Annual General Meeting

- 11.1 The Association is to hold an AGM each year.
- 11.2 The AGM is to be held on any day (being not later than 31 October) the Committee determines.
- 11.3 The AGM is to be in addition to any other general meetings that may be held in the same year.
- 11.4 The notice convening the AGM is to specify the purpose of the meeting.
- 11.5 The ordinary business of the AGM is to:
- (a) confirm the minutes of the last preceding AGM and of any general meeting held since that meeting;
 - (b) receive from the Committee and auditor reports on the transactions of the Association during the last preceding financial year;
 - (c) elect members of the Committee;
 - (d) appoint the auditor; and
- 11.6 The AGM may transact special business of which notice is given in accordance with these rules.

12. Special general meetings

- 12.1 The Committee may convene a special general meeting of the Association at any time.
- 12.2 The Committee, on the requisition in writing of at least five (5) members, must convene a special general meeting of the Association.

- 12.3 A requisition for a special general meeting:
- (a) is to state the objects of the meeting;
 - (b) is to be signed by the requisitionists;
 - (c) is to be deposited at the office of the Association; and
 - (d) may consist of several documents in like form, each signed by one or more of the requisitionists.
- 12.4 If the Committee does not cause a special general meeting to be held within 21 days from the day on which a requisition is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting within three months from the date of the deposit of the requisition.
- 12.5 A special general meeting convened by requisitionists is to be convened in the same manner as nearly as possible as meetings are convened by the Committee.
- 12.6 All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

13. Business and quorum at general meetings

- 13.1 All business transacted at a general meeting, except the ordinary business of the AGM, is special business.
- 13.2 Business is not to be transacted at a general meeting unless a quorum of members entitled to vote is personally present at the time the meeting is considering that business.
- 13.3 A quorum for the transaction of business of a general meeting is a simple majority of the Committee members.
- 13.4 If a quorum is not present half an hour after the appointed time for the commencement of a general meeting, the meeting:
- (a) if convened upon the requisition of members, is to be dissolved; or
 - (b) in any other case, is to be adjourned to the same day in the next week at the same time at the same place.
- 13.5 If at an adjourned meeting a quorum is not present half an hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.
- 13.6 The President, by written notice or at the time of the adjournment, may specify another place to which a meeting is to be adjourned.

14. President to preside at general meetings

- 14.1 The President, or in his or her absence, the Vice President, is to preside as

chairperson at every general meeting of the Association.

- 14.2 If the President and Vice President are absent from a general meeting, the members present are to elect one of their number to preside as chairperson.

15. Adjournment of general meetings

- 15.1 The President of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 15.2 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting, but it is not otherwise necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

16. Determination of questions arising at general meetings

- 16.1 A question arising at a general meeting of the Association is to be determined on a show of hands, unless before or on the declaration of the result of the show of hands a poll is demanded by a member.
- 16.2 A declaration by the chairperson of the general meeting that a resolution has, on a show of hands, been carried, or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minute book of the Association, unless requested by a member, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

17. Votes

- 17.1 On any question arising at a general meeting of the Association, a member has one vote only.
- 17.2 In the case of an equality of voting on a question, the President of the general meeting has a second or casting vote.
- 17.3 A member may vote in person only.

18. Taking of poll

- 18.1 If at a meeting a poll on any question is demanded:
- (a) it is to be taken at that meeting in the manner the President of the meeting directs; and
 - (b) the result of the poll is taken to be the resolution of the meeting on that

question.

- 18.2 A poll that is demanded on the election of a President, or on a question of adjournment, is to be taken immediately.
- 18.3 A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the President of the meeting directs.

19. **Affairs of Association to be managed by a Committee**

- 19.1 The affairs of the Association are to be managed by a Committee constituted as provided in rule 20.
- 19.2 The Committee:
 - (a) is to control and manage the business and affairs of the Association in the best interests of the members as a whole, and is to create (and may amend from time to time), document and comply with policies for such control and management;
 - (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association; and
 - (c) has power to do anything that appears to the Committee to be essential for the proper management of the business and affairs of the Association.

20. **Constitution of the Committee**

- 20.1 The Committee will consist of four (4) elected individuals, comprising:
 - (a) President;
 - (b) Vice President;
 - (c) Secretary;
 - (d) Treasurer;

one of whom is also to hold the position of Public Officer;
- 20.2 The provisions of rule 22(2), (3) and (4), so far as they are applicable and with the necessary modifications, apply in relation to the election of persons to any of the offices referred to in subrule (1).
- 20.3 Each Officer of the Association is to hold office until the annual general meeting next after the date of election, and is eligible for re-election
- 20.4 If a casual vacancy occurs in any office referred to in subrule (1) occurs, the Management Committee may appoint another member of the Association individual to fill the vacancy until the f the next AGM

21. Membership of the Management Committee

- 21.1 The Management Committee of the Association shall consist of;
- (a) the Officers of the Association as listed in subrule 20(1);
 - (b) up to a maximum of 5 ordinary members of the Association
- 21.2 All members of the Management Committee must retire at each annual general meeting but are eligible on nomination for re-election subject in the case of ordinary members to the general meeting approving the election of such members to the incoming Management Committee.
- 21.3 The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- 21.4 But if the number of Management Committee members is less than the number fixed as a quorum of the Management Committee, the continuing members may act only to:
- (a) increase the number of Management Committee members up to the number prescribed by this constitution; or
 - (b) call a general meeting of the Association
- 21.5 Subject to these rules, each Committee member will hold office until the AGM after the date of election, but is eligible for re-election.
- 21.6 If a casual vacancy occurs in the office of a Committee member, the Committee may appoint an individual (who may be a Committee member) to fill the vacancy until the conclusion of the AGM next following the date of the appointment.

22. Appointment of members of Committee

- 22.1 Nominations of candidates for election as Committee members in the roles referred to in rule 20.2 are to be:
- (a) made and seconded by two members of the Association at the AGM; or
 - (b) made and seconded prior to the AGM, accompanied by the written consent of the candidate, at least two days before the date fixed for the holding of the AGM.
- 22.2 If insufficient nominations are received to fill vacancies on the Committee:
- (a) the candidates nominated are to be taken as elected; and
 - (b) further nominations are to be received at the AGM.
- 22.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 22.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.
- 22.5 The ballot for the election of Committee members is to be conducted at the AGM in such usual manner as directed by the Committee.

23. **Vacation of office**

For the purposes of these rules, the office of a Committee member becomes vacant if the Committee member:

- (a) dies;
- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her estate for their benefit;
- (c) becomes of unsound mind;
- (d) resigns office in writing addressed to the Committee;
- (e) fails, without leave granted by the Committee, to attend three consecutive meetings of the Committee;
- (f) ceases to be member of the Association; or
- (g) fails to pay all arrears of annual subscription fee due, within fourteen days after receiving a notice in writing signed by the Secretary stating that he or she has ceased to be a financial member of the Association.

24. **Meetings of the Committee**

- 24.1 The Committee is to meet at least once in every three month period at any place and time the Committee determines.
- 24.2 Special meetings of the Committee may be convened by the President, or any two of its members.
- 24.3 A meeting of the Committee may be held by the members of the Committee communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.
- 24.4 Notice is to be given to members of the Committee of any special meeting, specifying the general nature of the business to be transacted, and no other business is to be transacted at such a meeting.
- 24.5 A simple majority of the Committee constitutes a quorum for the transaction of the business of a meeting of the Committee.
- 24.6 Business is not to be conducted unless a quorum is present (including by technological means satisfying the requirements of rule 23.3).
- 24.7 If half an hour after the time appointed for the meeting a quorum is not present, the meeting is to be adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it is to be dissolved.
- 24.8 At a meeting of the Committee, the following is to preside:
 - (a) the President, or in his or her absence, the Vice President; or

- (b) if the President and the Vice President are absent, any one of the remaining members of the Committee as may be chosen by the Committee members present.
- 24.9 Any questions arising at a meeting of the Committee are to be determined:
 - (a) on a show of hands; or
 - (b) if demanded by a member of the Committee, by a poll taken in any manner the person presiding at the meeting determines.
- 24.10 Subject to 26.2, each Committee member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote.
- 24.11 If there is an equality of votes on any question, the person presiding has a second or casting vote.
- 24.12 Written notice of each Committee meeting is to be served on each member of the Committee by:
 - (a) delivering it by any accepted means of communication

25. Disclosure of interest

- 25.1 A member of the Committee who has a conflict of interest, a pecuniary interest or otherwise in any contract or arrangement made or proposed to be made with the Association is to disclose the interest prior to that matter being discussed at the meeting, and leave the meeting until the matter is resolved.
- 25.2 If a member of the Committee becomes interested in a contract or arrangement after it is made or entered into, he or she is to disclose the interest at the first meeting of the Committee after he or she becomes so interested.
- 25.3 Unless the Committee resolves otherwise, a member of the Committee is not to vote as a member of the Committee in respect of any contract or arrangement in which he or she is interested and any such vote is not to be counted.

26. Sub-committees

- 26.1 The Committee may:
 - (a) appoint a sub-committee from the Committee; and
 - (b) prescribe the powers and functions of that sub-committee.
- 26.2 The Committee may co-opt any person as a member of a sub-committee, whether or not the person is a member of the Association. It may also co-opt any other person who is not entitled to vote.

- 26.3 The President of a sub-committee is to convene and preside over meetings of that sub-committee.
- 26.4 Save as otherwise specified in this rule 26, the provisions of rule 24 apply to a sub-committee as if references to the Committee were to the sub-committee.

27. Executive Committee

- 27.1 The President, the Treasurer, the Secretary, and the Vice-President/Public Officer constitute the Executive Committee.
- 27.2 The Executive Committee may issue instructions to the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the period between meetings of the Management Committee.
- 27.3 The Executive Committee is to report on any instructions issued under subrule (2) to the next meeting of the Management Committee.
- 27.4 The Executive Committee shall meet at least as required independently of the full Management Committee to attend to the day to day business of the Association and shall have their work approved by the full Management Committee at its next meeting.

28. Annual subscription fees

- 28.1 The annual subscription fees payable by members shall be determined at each AGM or any special general meeting, and may differ for different classes of membership.
- 28.2 The annual subscription fees are for the calendar year and are due and payable within 90 days of the first day of the calendar year of the Association or may be determined to be due and prepaid at any time as determined by the committee.
- 28.3 Members who have not paid their annual subscription fees in full shall not be entitled to take part in any deliberations whatsoever, or have power to vote.

29. Notices

- 29.1 A notice may be served by or on behalf of the Association on any member:
- (a) personally;
 - (b) by sending it through the post in a prepaid envelope addressed to the member at his or her usual or last-known address; or
 - (c) by sending it to the fax number or electronic address nominated by the member.
- 29.2 A notice given in accordance with clause 29.1 is taken to be received:
- (a) if hand delivered, on delivery;
 - (b) if sent by prepaid post, three days after the date of posting; or

- (c) if sent by facsimile or e-mail, when the sender's facsimile or e-mail system generates a message confirming successful transmission/delivery of the notice unless, within eight business hours after that transmission, the recipient informs the sender that the entire notice has not been received.

30. Expulsion of members

- 30.1 The Committee may expel a member from the Association if, in the opinion of the Committee, the member is guilty of conduct detrimental to the interests of the Association.
- 30.2 The expulsion of a member under rule 30.1 does not take effect until the later of:
 - (a) the expiration of 14 days after the service on the member of a notice under rule 30.3; or
 - (b) if the member exercises his or her right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal, if it is unsuccessful.
- 30.3 If the Committee expels a member from the Association, the Secretary of the Association, without undue delay, is to cause to be served on the member a notice in writing:
 - (a) stating that the Committee has expelled the member;
 - (b) specifying the grounds for the expulsion; and
 - (c) informing the member of a right to appeal against the expulsion under rule 30.4.
- 30.4 A member may appeal against an expulsion under rule 30.1 by delivering or sending by post to the Committee, within 14 days after the service of a notice under rule 30.3, a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- 30.5 On receipt of such a requisition the Committee is to cause a special general meeting of members to be held within 21 days after the date on which the requisition is received.
- 30.6 At a special general meeting convened for the purpose of this rule:
 - (a) no business other than the question of the expulsion is to be transacted;
 - (b) the Committee may place before the meeting details of the grounds of the expulsion and the Committee's reasons for the expulsion;
 - (c) the expelled member is to be given an opportunity to be heard; and
 - (d) the members present are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- 30.7 If at the special general meeting a majority of the members present vote in

favour of lifting the expulsion:

- (a) the expulsion is to be taken to have been lifted; and
- (b) the expelled member is entitled to continue as a member of the Association.

30.8 If at the special general meeting a majority of the members present vote in favour of confirming the expulsion:

- (a) the expulsion takes effect, and
- (b) the expelled member ceases to be a member of the Association.

31. Disputes

31.1 A dispute between a member of the Association in the capacity as a member and the Association is to be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 1986*.

31.2 This rule does not affect the operation of rule 30.

32. Indemnities

To the extent permitted by law, the Association indemnifies every officer and Committee member of it out of the assets of the Association against any liability incurred by that person in his or her capacity as an officer or Committee member of the Association:

- (a) to a person other than the Association or a related body corporate (as defined in the *Corporations Act 2001*) of it unless the liability arises out of conduct on the part of the officer or Committee member which involves a lack of good faith;
- (b) in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted; and
- (c) in connection with any application, in relation to such proceedings, in which a court grants relief to the person.

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