

THE WOMEN'S LIBRARY INCORPORATED CONSTITUTION

(as at 1 December 1996 – amended 2003, 2018)

1. NAME

The name of the Association shall be The Women's Library Incorporated (referred to in these rules as "TWL Inc")

2. OBJECTS

The objects of TWL Inc shall be to establish, maintain and run The Women's Library.

The Women's Library will comprise a lending library, a reference library and an information exchange and community centre.

The Women's Library will house print and non-print material by, for and about women such as

- a) texts that are required reading for courses offered at tertiary institutions in Sydney addressing the status of Women, including Lesbians;
- b) published and unpublished papers and theses;
- c) published and unpublished works of fiction, with emphasis on fiction produced by Australian Women, particularly Lesbians;
- d) published and unpublished works of non-fiction, with particular attention to collecting in areas of special interest to Lesbian and feminist Women;
- e) journals, with particular emphasis on journals produced by Australian Lesbians and feminists;
- f) ephemera
- g) photographs, letters, diaries, posters; and
- h) audio visual material

The Woman's Library will be a safe and supportive space, where women, including lesbians, can relax, read, study and exchange information. The Women's Library will be a resource particularly for researchers and students concerned with addressing the status of women, including lesbians.

TWL Inc. will raise funds through donations, grants and activities of a commercial nature to maintain The Women's Library.

TWL Inc. will house The Women's Library in an appropriate and accessible location.

3. MEMBERSHIP

- a) Subject to these rules the members of TWL Inc shall be the members of TWL Inc. immediately prior to incorporation together with such other people and organisations as the Committee admits to membership.
- b) There will be two categories of membership: Active membership for women who are actively involved in the activities of one or more of the support groups; Subscriber membership for individuals and groups who want to borrow material. Active membership is open to all women who accept the objects and rules of TWL Inc. and wish to be involved in the running of The Women's Library. Subscriber membership is open to all individuals and groups who accept the objects and rules of TWL Inc.
- c) Individuals and groups wishing to become members of TWL Inc shall apply to the Management Committee (referred to in these rules as the Committee) for membership and specify their preferred category. The category of Active membership will only be available to women who can demonstrate their involvement in the activities of at least one of the support groups in the six months prior to renewal.
- d) The Committee shall determine whether or not to accept an application for membership and in which category it falls.
- e) Active membership will cease after twelve months of inactivity or through disciplinary action.
- f) Members shall pay such fees and contribute such materials as are determined by the Committee from time to time taking into account both the viability and needs of The Women's Library.
- g) A register of members shall be kept by TWL Inc showing the name, address and date of commencement of membership for each member. Provision for noting category and date of cessation of membership shall also be contained in the register.
- h) Membership shall cease upon resignation, expulsion or failure to pay outstanding membership fees within three months of the due date.
- i) Membership fees shall be paid annually. The amount shall be determined annually by the Committee. The financial year of TWL Inc shall run from July 1 to June 30th or such other period as is determined by the Committee.

4. MEMBERSHIP LIABILITY

The members of TWL Inc. shall have no liability to contribute towards the payment of debts and liabilities of TWL Inc. or the costs, charges and expenses of the winding up of TWL Inc. except to the amount of any unpaid membership fees.

5. DISCIPLINING OF THE MEMBERS

The procedure of disciplining members shall be determined by the Committee.

6. APPEALS

Anyone who wishes to appeal against a decision refusing membership from either category, expulsion from membership *or* other disciplinary action may do so at the next general meeting of TWL Inc.

7. MANAGEMENT BY COMMITTEE

- a) The Management of the Organisation shall be vested in a Management Committee consisting of office bearers and four (4) other members. *(as amended 2003)*
- b) The office bearers shall be a Convenor, Volunteer Co-ordinator, Secretary, and Treasurer. *(as amended 2003)*
- c) The Committee may establish support groups to assist in the day to day operation of the Library.
- d) The office bearers and other members of the Committee shall be elected at each Annual General Meeting. Any casual vacancy in the Committee may be filled by a member appointed by the Committee and any vacancies left after an Annual General Meeting may also be filled by co-option.
- e) Subject to these rules each member of the Committee shall hold office from the date of their election or appointment until the next Annual General Meeting.
- f) Retiring Committee members are eligible for re-election.
- g) The Committee shall meet as often as necessary to conduct the business of TWL Inc. and not less than once in each month.
- h) The quorum for meetings of the Committee shall be four or one half the number of Committee members elected at the previous Annual General Meeting whichever is the lesser providing such quorum is not less than three.
- i) Notice of Committee meetings shall be given at the previous Committee meeting or by such other means as the Committee may decide upon but at least seven days before the meeting
- j) A member of the committee shall cease to hold office upon resignation in writing; removal as a member of TWL Inc.; or absence from three successive Committee meetings without approval by the Committee.

- k) The Committee may function validly provided its number is not reduced below the quorum. Should Committee numbers fall below the quorum the remaining Committee members may act only to appoint new Committee members.
- l) Questions arising at any meeting shall be decided by the majority of votes of those present. In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- m) If within half an hour of the time appointed for a Committee meeting a quorum is not present the meeting shall be dissolved.
- n) Additional meetings of the Committee may be convened by the convenor or any two members of the Committee with due notice to other members.
- o) No member of the Management Committee shall be appointed to any salaried office of TWL Inc. or any office of TWL Inc. paid by fees and no remuneration or other benefit in money or money's worth shall be given by TWL Inc. to any member of the Management Committee except repayment of out of pocket expenses, interest at a rate not exceeding interest at the rate for the time being charged by Bankers in Sydney for money lent to TWL Inc. and reasonable and proper rent for premises let to TWL Inc.

8. GENERAL MEETINGS

- a) An Annual General Meeting of TWL Inc shall be held each year within six months from the end of the financial year of the association.
- b) The Committee may, whenever it thinks fit, convene a special general meeting of TWL Inc. A special general meeting must be convened by the Committee within six weeks of receiving a written request to do so from at least ten active members or five percent of the active membership of TWL Inc. whichever is the greater.
- c) At least 14 days' notice of all general meetings and notices of motion shall be given to all members. In the case of general meetings where a special resolution for changing the constitution is to be proposed, notice of the resolution shall be given to all members at least 21 days before the meeting.
- d) In the case of the Annual General Meeting the following business shall be transacted:
 - (i) confirmation of the minutes of the last Annual General Meeting and any special general meetings;
 - (ii) receipt of the Committee's report upon the activities of TWL Inc. in the last financial year;
 - (iii) election of office bearers and other members of the Committee;

- (iv) receipt and consideration of a statement from the Committee which is not misleading and gives a true and fair view for the last financial year of TWL Inc's:
- income and expenditure
 - assets and liabilities
 - mortgagees, charges and other securities
 - trust properties
- (v) any items of business duly notified and circulated to the membership;
- (vi) endorsement for general directions for activities in the following year.
- e) The quorum for a general meeting shall be five Active members present in person or ten percent of the Active membership whichever is the greater. If within half an hour of the time appointed for a general meeting a quorum is not present the meeting shall be dissolved.
- f) Voting at general meetings shall be by a show of hands unless a secret ballot is requested. Decisions shall be made by simple majority vote except for those matters which must be decided by special resolution where a three-quarter majority, half of which must be Active members, is required.
- g) All votes shall be given by personally and there shall be no voting by proxy.
- h) In case of an equality of votes the person appointed in accordance with these rules to chair the general meeting shall have a second or casting vote.
- i) Nominations of candidates for election as office bearers or other Committee members should be made 7 days before an Annual General Meeting or in such other ways as may be determined by TWL Inc. at a general meeting. If there are insufficient numbers nominated to fill available positions extra nominations can be accepted at the meeting. All nominees must be Active members. All nominees must be nominated by two other members, who must have been members for at least six months prior to the Annual General Meeting, one of whom must be an Active member of more than twelve months standing.
- j) Written notice of all general meetings shall be given to members either personally, by post or by electronic mail. *(as amended 2018)*

9. DUTIES OF OFFICE BEARERS

- a) The Convenor or, in the Convenor's absence, the Secretary, shall act as chairperson at each general meeting and Management Committee meeting of TWL Inc.
- b) If the Convenor and Secretary are absent from a meeting or are unwilling to act, the members present at the meeting shall elect one of their number to act as chair person.

- c) The Secretary shall ensure that records of the business of TWL Inc including the rules, register of members, minutes of all general and Committee meetings and a file of correspondence are kept. These records shall be available for inspection by any member and shall be held in the custody of the Secretary.
- d) The Treasurer shall ensure that all money received by TWL Inc is paid into an account in TWL Inc's name. Payments shall be made through a petty cash system or by cheque signed by two signatories authorised by the Committee. Major or unusual expenditures shall be authorised in advance by the Committee or a general meeting.
- e) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of TWL Inc. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.

10. SPECIAL RESOLUTIONS

- a) A special resolution must be passed by a general meeting of TWL Inc. to effect the following changes:
 - (i) a change TWL Inc's name;
 - (ii) a change of TWL Inc's rules;
 - (iii) a change in TWL Inc's objects;
 - (iv) an amalgamation with another Incorporated Association;
 - (v) to voluntarily wind up TWL Inc and distribute its property;
 - (vi) to apply for registration as a Company or Cooperative.
- b) A special resolution shall be passed in the following manner:
 - (i) a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
 - (ii) the notice must give details of the proposed special resolution and give at least 21 days' notice of the meeting;
 - (iii) a quorum must be present at the meeting
 - (iv) at least three-quarters of those present, at least half of which must be active members, must vote in favour of the resolution;
 - (v) in situations where it is not possible or practical for a resolution to be passed as described above, a request may be made to the Department of Fair Trading for permission to pass the resolution in some other way.

11. PUBLIC OFFICER

- a) The Committee shall ensure that a person is appointed as Public Officer.
- b) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.

- c) The Public Officer shall be deemed to have vacated their position in the following circumstances:
 - i. death
 - ii. resignation
 - iii. removal by the Committee or at a general meeting
 - iv. bankruptcy or financial insolvency
 - v. mental illness
 - vi. residency outside New South Wales

- d) When a vacancy occurs in the position of Public Officer the Committee shall within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer.

- e) The Public Officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances:
 - i. appointment (within 14 days);
 - ii. a change of residential address (within 14 days);
 - iii. a change in TWL Inc's objects or rules (within one month);
 - iv. a change in the membership of the Committee (within 14 days);
 - v. of TWL Inc's financial affairs (within one month after the Annual General Meeting);
 - vi. a change in TWL Inc's name (within one month).

- f) The Public Officer may be an office bearer, Committee member, or any other person regarded as suitable for the position by the Committee.

12. MISCELLANEOUS

- a) TWL Inc. shall effect and maintain insurance as is required under the Associations Incorporation Act 1984 together with any other insurance which may be required by law or regarded as necessary by TWL Inc.

- b) The funds of TWL Inc. shall be derived from the fees of members, donations, grants and such other sources approved by TWL Inc.

- c) The Common Seal of TWL Inc shall be kept in the custody of the Secretary and shall be affixed to a document with the approval of the Committee. The stamping of the Common Seal shall be witnessed by the signatures of two members of the Committee.

- d) TWL Inc. may at any time pass a special resolution determining how any surplus property is to be distributed in the event that TWL Inc should be wound up. The distribution of surplus property shall be in accordance with section 53 of the Associations Incorporation Act 1984.

- e) Service of documents on TWL Inc is effected by serving them on the Public Officer or by serving them personally on two members of the Committee.
- f) Notices sent by post shall be deemed to have been received two days after the date of posting.
- g) The income and property of TWL Inc shall be used only for promotion of the objects of TWL Inc and shall not be paid or transferred to members by way of dividend, bonus or profit.

13. AUTHORISATION OF ACCOUNTS

All accounts shall be presented to and passed for payment at Management Committee Meeting and full details of all such approvals shall be entered in the minutes.

14. DISSOLUTION

- a) TWL Inc shall be dissolved in the event of membership less than 3 persons or upon the vote of three quarters majority of members present at a Special General Meeting convened to consider such question.
- b) Upon a resolution being passed in accordance with paragraph (a) of this rule, all assets and funds of the organisation on hand shall after the payment of all expenses and liabilities be handed over to such registered or exempted charity or charities as a simple majority of the members at the Special General Meeting so convened, or at a subsequent Special General Meeting may decide.

15. AMENDMENT OF RULES

These rules may be amended by a resolution passed by a two-thirds majority of members present at Annual General Meeting at which notice of the proposed amendment shall have been given or at a Special General Meeting convened for such purpose. Provided that the Minister of the Crown for the time being administering the Charitable Collections Act, 1934, shall be notified of the amendment and such amendment shall not be effective unless the Minister has signed his/her approval to such amendment being made.