

**RULES OF THE FRIENDS OF THE NATIONAL LIBRARY OF  
AUSTRALIA INCORPORATED  
(December 2023)**

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## 1. Name

The Name of the Association is the FRIENDS OF THE NATIONAL LIBRARY OF AUSTRALIA INCORPORATED (hereinafter referred to as ‘the Association’).

## 2. Definitions

In these rules except where the contrary intention appears:

- (i) words importing one gender include all genders
- (ii) words importing the singular include the plural and
- (iii) headings have been inserted for ease of reference only and do not affect the interpretation of these Rules.

The **Act** means the *Associations Incorporation Act 1991* (as amended).

**ACT** means Australian Capital Territory.

**Annual General Meeting** means a General Meeting of the Association as provided for in Rule 25.

**Auditor** means the individual appointed to this position pursuant to Rule 10.

**Committee** means the Committee of Management of the Association referred to in Rule 6.

**Chairperson** means the Member of the Committee elected to this position pursuant to Rule 18.

**Deputy Chairperson** means the Member of the Committee elected to this position pursuant to Rule 18.

**Director-General** means the Director-General of the National Library of Australia.

**Executive Officer** means the person occupying this position pursuant to Rule 13.

**Financial Year** means the year ending 30 June in each year.

**General Meeting** means a meeting of the Association held pursuant to Rule 25.

**Library** means the National Library of Australia.

**Member** means a member of the Association as specified in Rule 14.

**Member of the Committee** means an individual who serves on the Committee as constituted by Rule 18.

**Ordinary Member of the Committee** means a Member of the Committee elected or co-opted pursuant to Rule 19.

**Ordinary Member** means an Ordinary Member of the Association as specified in Rule 14.

**Public Officer** means the individual appointed to this position by the Committee pursuant to Rule 11.

**Regulations** means the *Associations Incorporation Regulations 1991* (as amended).

**Rules** means the Rules of the Association as amended from time to time.

**Secretary** means the person holding office under Rule 13 as Executive Officer of the Association.

**Special General Meeting** means a General Meeting of the Association held pursuant to Rule 25(iv) 27(i).

**Special Resolution** means a resolution which:

- (i) is passed at a General Meeting of the Association, being a meeting of which at least 21 days notice, accompanied by notice of intention to propose the resolution as a Special Resolution, has been given to the Members of the Association and
- (ii) is passed by at least three quarters of the votes of those members of the Association who, being entitled to vote, vote in person or vote by proxy at the meeting.

**Treasurer** means the Member of the Committee elected to this position pursuant to Rule 18.

The *Legislation Act 2001* (as amended) applies to these rules in the same way as it would if they were an instrument made under the Act.

### **3. Objects**

The objects of the Association are:

- (i) To promote and support community awareness of the National Library of Australia and the benefit to the community that it provides
- (ii) to foster among Members of the Association and others a sense of involvement with, and understanding of, the collections, objectives and operations of the National Library of Australia
- (iii) to raise funds for activities of the Association, consistent with the objects of the Association
- (iv) to encourage and promote such other purposes of the National Library of Australia consistent with the objects of the Association, including through donations of funds to the National Library of Australia
- (v) to co-operate with other Australian libraries, museums and kindred organisations from time to time for any purposes consistent with these Objects.

The Association may alter its Objects by Special Resolution. If the Association has resolved to alter its Objects, it must provide notice to the Registrar-General as required by section 30 of the Act.

### **4. Powers**

The Association shall have the power:

- (i) to hold meetings and to organise and conduct activities in the name of the Association
- (ii) to carry on its activities in the ACT and in other parts of Australia and to establish branches of the Association in any other State or Territory of Australia
- (iii) to pay all costs incidental to the promotion and formation of the Association
- (iv) (a) to raise funds for the purpose of achieving the Objects of the Association:
  - (1) by borrowing on such terms and on such security as may be thought fit by the Association
  - (2) by guarantees, subscriptions, sponsorships (commercial or otherwise), gifts, donations or undertaking any other enterprise as may be thought fit by the Association or
  - (3) in response to government grants or private institution grants (commercial or otherwise)
- (b) to accept funds raised in accordance with Rule 4(iv)(a) either unconditionally or subject to such conditions as may be agreed, provided however that no such conditions shall be inconsistent with the Objects of the Association
- (c) to subscribe to, become a member of, or co-operate with any other association, organisation or otherwise, whether incorporated or not, whose objects are determined by the Association to be similar to those of the Association
- (d) to acquire, hold, purchase, lease, sell, exchange, mortgage or in any other way dispose of any form of property real or personal, for the purpose of the Association
- (e) to publish and/or produce such material as is desirable for the promotion of the objects and purposes of the Association
- (f) to invest and/or deal with all or any monies of the Association not immediately required for any of its Objects or purposes in such manner as the Association determines
- (g) to do all such other lawful things as are incidental or conducive to the attainment of any of the Objects and purposes specific in the foregoing provisions of this Rule.

## **5. Office**

The public office of the Association shall be situated in Canberra in the ACT.

## **6. Management**

The Association shall be managed by a Committee of Management (in these Rules referred to as 'the Committee') in accordance with the Rules.

## **7. Income and Property**

The income and property of the Association may only be applied to the promotion of the Objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members or employees of the Association provided that nothing contained in these Rules shall prevent payment in good faith to any person or organisation including a Member of the Association or employee:

- (i) for services rendered to the Association
- (ii) for goods supplied in the ordinary and usual conduct of business of the Association
- (iii) for interest not exceeding the rate for the time being prevailing in the community on money borrowed by the Association for its Objects and purposes from any such Member or employee
- (iv) payment of fair and reasonable rent by the Association for premises demised to or let to the Association by any such Member or employee.

## **8. Funds**

- (i) Funds of the Association shall be kept in such bank account or bank accounts as shall be determined by the Committee.
- (ii) All unbudgeted expenditure above the delegated limit, should be approved by two of the Treasurer, Chair or Deputy Chair before expenditure is committed.
- (iii) Proposed expenditure above \$5,000 must be approved by the Committee.
- (iv) Payment of any and all accounts or amounts due and payable by the Association shall be made only on the authorisation of two of the Executive Officer, the Chairperson, the Deputy Chairperson or the Treasurer as at the time of such payment.

### **8A Source of Funds**

- (i) The funds of the Association must be derived from entrance fees and annual subscriptions of Members, donations and, subject to any resolution passed by the Association in a General Meeting and subject to the Act, section 114, any other sources that the Committee decides.
- (ii) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (iii) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **8B Management of Funds**

- (i) Subject to any resolution passed by the Association in General Meeting, the funds of the Association must be used for the objects of the Association in the way that the Committee decides.
- ii) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the Executive Officer, Chair, Deputy Chair and Treasurer.

## **9. Keeping and Inspection of Accounts and other Association documents**

- (i) The Association shall:
  - (a) keep accounting records that correctly record and explain the transactions (including any transactions as trustee) and the financial position of the Association
  - (b) keep its accounting records in such a way that:
    - (1) true and fair accounts of the Association can be prepared from time to time and
    - (2) a statement of the accounts of the Association can conveniently and properly be audited in accordance with this part
  - (c) retain its accounting records for at least seven years after the transactions to which they relate were completed.
- (ii) The accounts should include:
  - (a) all sums of money received and expended by the Association and evidence of the methods of expenditure and receipt
  - (b) all sales and purchases of goods by the Association and
  - (c) the assets and liabilities of the Association.
- (iii) Association documents
  - (a) The accounts, books, letters, papers and documents of the Association shall be kept at the public office of the Association or at such other place or places as the Committee thinks fit and shall be open to inspection by any Member at reasonable times free of charge.
  - (b) Before the end of the period within which an Annual General Meeting of the Association is required to be held, the Committee must prepare a statement of the Association's accounts, which must include the information specified in section 72 of the Act.
  - (c) The Treasurer shall ensure that all general records, accounting books and records of receipts and expenditures connected with the operations and business of the Association are faithfully kept in such formal manner as the Committee may direct consistent with the Rules.

## **10. Auditor**

The accounts shall be audited as specified in sections 70, 74,75 and 76 of the Act.

## **11. Public Officer**

- (i) The Association shall appoint a person to be the Public Officer of the Association.
- (ii) The office of the Public Officer of the Association may become vacant as specified in

section 64 of the Act.

- (iii) If that office at any time becomes vacant, the Committee shall, within fourteen days after it becomes vacant, appoint a person to fill the vacancy
- (iv) The Public Officer shall be a person resident in the ACT and at least the age of eighteen years.

## **12. Annual Returns**

The Association shall within the period of 6 months beginning at the end of each financial year of the Association, lodge in accordance with the Act, an annual return, which shall include the material required to be included in the return by section 79 of the Act.

## **13. Executive Officer**

- (i) The Committee shall be assisted at all times in the management and administration of the Association by the Executive Officer. The Executive Officer shall be that person duly nominated by the Director-General of the National Library of Australia and who shall in addition to his or her prescribed duties, act at all times in the capacity of Secretary to the Committee and the Association.
- (ii) The Executive Officer must keep minutes of:
  - (a) all elections and appointments of Members of the Committee
  - (b) the names of Members of the Committee present at a Committee meeting or a General Meeting and
  - (c) all proceedings at Committee Meetings and General Meetings.
  - (d) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

## **14. Membership**

The Association shall consist of Ordinary Members, the Director-General of the National Library of Australia, and two nominees of the Library duly nominated in writing by the Director-General, and the Executive Officer of the Association who is appointed by the Director-General (hereinafter referred to as 'Members').

- (i) Ordinary Membership of the Association will be open to any of the following:
  - (a) persons (referred to as 'Individuals')
  - (b) households being up to five persons, regardless of age, residing in the same residence (referred to as 'Household') and
  - (c) associations, organisations, partnerships or other bodies whether incorporated or not (referred to as 'Organisations') provided that the Association, organisation or partnership or other body, as the case may be, is entitled to two membership cards only

who support the Objects of the Association and subject to the payment by the applicant for membership of any entrance fee determined by the Committee. Should the application for membership be refused by the Committee then the amount paid will be refunded. Subsequent subscriptions will be paid by the Member as and when they fall due for payment.

- (ii) The Committee may offer to Ordinary Members differing rates of subscription for membership, for differing categories of membership and for differing periods provided the period is of not less than one year. The Committee may offer Honorary Life Membership to the Association on such conditions as the Committee may determine.
- (iii) A right, privilege or obligation that a person has because of being a Member of the Association—
  - (a) cannot be transferred or transmitted to another person; and
  - (b) terminates on cessation of the person's membership.
- (iv) An Ordinary Member ceases to be a Member of the Association if they:
  - (a) being a person, dies, or if an association, organisation, partnership or other body, is wound up
  - (b) resign from membership of the Association
  - (c) have their membership terminated pursuant to Rule 15 or
  - (d) become unfinancial, pursuant to Rule 14(v).
- (v) A Member may resign his, her or its membership by notice in writing to the Executive Officer; such resignation shall not prejudice the right of the Association to recover any monies owing by the Member to the Association at the date of resignation.
- (vi) A Member shall be unfinancial when that Member's subscription remains unpaid for a period of three months or more after the subscription is due and payable by that Member unless an extension of time for payment has been granted to that Member. A Member will not be unfinancial if payment is made of a subscription within the time as extended.

## **15. Disciplining of Members**

- (i) If the Committee is of the opinion that a Member:
  - (a) has persistently refused or neglected to comply with a provision of these Rules or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association,

the Committee may by resolution suspend or terminate the membership of the Member, always providing that a Member so disciplined by the Committee has been given the opportunity to make oral and/or written representation to the Committee, and that the rules of natural justice have been complied with.

A decision of the Committee to discipline a Member of the Association may be



reviewed, varied or reversed at a General Meeting. The General Meeting shall be called within one month of the receipt of a request for such a meeting from the member disciplined.

- (ii) At the meeting referred to in the previous paragraph:
  - (a) no business other than the question of appeal shall be transacted
  - (b) the Committee and the Member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both and
  - (c) the Members present shall vote by secret ballot on the question of whether the resolution made by the Committee to discipline a Member is confirmed.

## **16. Register of Membership and Notices**

- (i) The Executive Officer shall ensure that a Register of Members is kept showing:
  - (a) the name and address of each Member
  - (b) the date each Member became a Member of the Association and
  - (c) the date (if any) each Member ceased to be a Member of the Association.
- (ii) It shall be the responsibility of Members to notify changes of address and other contact details to the Executive Officer.
- (iii) The Register shall be available for inspection by a Member at reasonable times at the address of the public office of the Association.
- (iv) The Association shall publish in each annual return lodged pursuant to Rule 12 the place where the Register is available for inspection.

## **17. Powers of Committee**

Subject to the Act, the Regulations, these Rules, and to any Resolution passed by a General Meeting of the Association, the Committee:

- (i) controls and manages the affairs of the Association
- (ii) may exercise all functions that may be exercised by the Association other than those functions that are required to be exercised by the Association in General Meeting and
- (iii) has power to perform all acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

## **18. Membership of Committee**

- (i) The Committee (the members of which shall be referred to as 'Members of the Committee') shall consist of no less than eight members and no more than sixteen members at any one time and shall include:
  - (a) the Chairperson

- (b) the Deputy Chairperson
  - (c) the Treasurer
  - (d) the Executive Officer (ex officio)
  - (e) no more than nine Ordinary Members of the Committee, in addition to the Chairperson, Deputy Chairperson and Treasurer, who have been elected or co-opted pursuant to Rule 19
  - (f) the Director-General (ex officio) of the National Library of Australia and two nominees of the Library duly nominated in writing by the Director- General.
- (ii) The Chairperson, Deputy Chairperson, and the Treasurer shall be elected at the first meeting of the Committee to be held following each Annual General Meeting of the Association and shall hold office, unless earlier removed from office by the Committee, until the end of the following Annual General Meeting.
  - (iii) Should a casual vacancy occur in the position of Chairperson, Deputy Chairperson or Treasurer, it shall be filled by election at the next meeting of the Committee.
  - (iv) A person is not eligible to simultaneously hold more than one elected position on the Committee.

## **19. Election and Co-option of Ordinary Committee Members**

- (i) Twelve Ordinary Members of the Committee, who should be financial Members of the Association and not less than eighteen years of age, shall be elected at the Annual General Meeting by the ‘first past the post’ method of election and shall hold office until the conclusion of the following Annual General Meeting.
- (ii) Nominations of candidates for election as Ordinary Members of the Committee:
  - (a) must be made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate and
  - (b) must be given to the Secretary of the Association before five o’clock pm one calendar month before the date fixed for the Annual General Meeting at which the election is to take place.
- (iii) If the number of nominations received is less than or equal to the number of vacancies to be filled, the candidates nominated are taken to be elected, unless at least five voting Members present call for a vote to be taken on whether, in respect of the election of individual nominees, candidates should be declared so elected. Such vote shall take place by secret ballot. A separate vote should be taken in respect of each nomination for which there has been a call for a vote to be taken.
- (iv) If the number of nominations received is less than the number of vacancies to be filled, further nominations may not be taken from the floor.
- (v) The Committee may, if it considers it is in the interests of the Association to do so, including in the event of a casual vacancy in one or more positions of Ordinary Member of the Committee, co-opt financial Members of the Association to the position of Ordinary Member of the Committee.
- (vi) Members co-opted pursuant to this provision are deemed to be full Ordinary Members of the

Committee as if they were elected at the Annual General Meeting and are eligible for election by the Committee to the offices of Chairperson, Deputy Chairperson or Treasurer.

- (vii) Where a financial Member has been co-opted to be an Ordinary Member of the Committee, they shall hold office until the Annual General Meeting next following their co-option.
- (viii) Maximum uninterrupted service for Ordinary Members of the Committee shall be four consecutive annual terms. After such period they shall not hold office for the next annual term of the Committee. The term of a co-opted Ordinary Member of the Committee shall be deemed to be an annual term for this purpose, no matter at which point during the year the co-option is made.

## **20. Removal of Members of the Committee**

The Association in General Meeting may by resolution, subject to section 50 of the Act, remove from office any Ordinary Member of the Committee before the end of the Member's term of office.

## **21. Committee Vacancy**

For the purposes of these Rules, a casual vacancy in the office of an Ordinary Member of the Committee occurs if the Member of the Committee:

- (i) dies
- (ii) ceases to be a Member of the Association
- (iii) resigns the office
- (iv) becomes an insolvent under administration within the meaning of the Corporations Law
- (v) suffers from mental or physical incapacity which renders them incapable of carrying out the duties of a Member of the Committee
- (vi) is disqualified from office under subsection 63(1) of the Act
- (vii) is removed from office by the Committee pursuant to Rule 18(ii) or by the Association pursuant to Rule 20 or
- (viii) is absent without apology or without the consent of the Committee from all meetings of the Committee held during a period of three months.

## **22. Meetings of Committee**

- (i) Seven days notice of every meeting of the Committee or forty-eight hours notice in case of emergency shall be given to Members of the Committee.
- (ii) The Committee shall meet as often as necessary but no less than four times in each financial year. Meetings shall be called by the Executive Officer as directed by the Committee or at the request of the Chairperson, Deputy Chairperson or any two Members of the Committee. The Committee may invite other Members of the

Association or other individuals to attend meetings.

- (iii) At meetings of the Committee the Chairperson, or in his or her absence the Deputy Chairperson, presides as Chairperson. If at any meeting neither the Chairperson nor the Deputy Chairperson is present within fifteen minutes after the time appointed for holding the same, the Members of the Committee present shall choose one of their number to be Chairperson at that meeting.
- (iv) Five Members of the Committee shall constitute a quorum for the transaction of the business of a meeting of the Committee.
- (v) Questions arising at any meeting of the Committee shall be decided by a majority of votes of the Members of the Committee then present. The Chairperson shall have a deliberative vote and a casting vote.

### **23. Ad hoc Committees**

The Committee may appoint sub-Committees consisting of one or more Members of the Committee with or without other Members and may delegate to such sub-Committees such functions of the Committee as it thinks fit.

### **24. Voting Rights of Members of the Association**

Members who have paid all subscriptions due and payable by them will be entitled to attend and vote in General Meetings and Special General Meetings of the Association, to vote in the election of the Committee and to participate in the activities of the Association.

Voting rights of Members will be as follows:

- (i) Individuals: (not being in a Household) one vote each;
- (ii) Households: two votes per Household, which may only be exercised, in respect of each vote, by each one of two adult persons in the Household membership (that is, no single individual in a Household may exercise more than one vote) and
- (iii) Organisations: two votes per Organisation, which can be exercised by any one adult person appointed in writing by the Organisation and which appointment is sent to the Executive Officer, in the case of a postal proxy, with that proxy vote, or, in any other case, not later than twenty-four hours before the meeting.

### **25. Holding of Annual General Meetings**

- i) With the exception of the first Annual General Meeting of the Association, the Association must, at least once in each calendar year and within 5 months after the end of each financial year of the Association, call an Annual General Meeting of its Members.
- ii) The Association must hold its first Annual General Meeting—
  - a) within 18 months after its incorporation under the Act; and

- b) within 5 months after the end of the first financial year of the Association.
- iii) Subsections (i) and (ii) have effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.

## **26. Calling of and business at Annual General Meetings**

- i) The Annual General Meeting of the Association must, subject to the Act, be called on the date and at the place and time that the Committee considers appropriate.
- ii) In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is—
  - a) to confirm the minutes of the last Annual General Meeting and of any General Meeting held since that meeting; and
  - b) to receive from the Committee reports on the activities of the Association during the last financial year; and
  - c) to elect Members of the Committee; and
  - d) to receive and consider the statement of accounts and the reports that are required to be submitted to Members under the Act, section 73(1).
- iii) An Annual General Meeting must be specified as such in the notice calling it in accordance with section 28 (Notice).
- iv) An Annual General Meeting must be conducted in accordance with the provisions of this part.

## **27. Calling of General meetings**

- i) The Committee may, whenever it considers appropriate, call a General Meeting of the Association.
- ii) The Committee must, on the requisition in writing of not less than 5% of the total number of Members, call a General Meeting of the Association.
- iii) A requisition of Members for a General Meeting—
  - a) must state the purpose or purposes of the meeting; and
  - b) must be signed by the Members making the requisition; and
  - c) must be lodged with the Secretary; and
  - d) may consist of several documents in a similar form, each signed by 1 or more of the Members making the requisition.
- iv) If the Committee fails to call a General Meeting within 1 month after the date when a requisition of Members for the meeting is lodged with the secretary, any 1 or more of the Members who made the requisition may call a General Meeting to be held not later than 3 months after that date.

- v) A General Meeting called by a Member or Members mentioned in subsection (iv) must be called as nearly as is practicable in the same way as General Meetings are called by the Committee and any Member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

## **28. Notice**

- i) Except if the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the General Meeting, send by email to each Member at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the meeting (which may include a video conference facility such as Zoom) and the nature of the business proposed to be transacted at the meeting.
- ii) If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, send notice to each Member in the way provided in subsection (i) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a Special Resolution.
- iii) No business other than that specified in the notice calling a General Meeting may be transacted at the meeting except, for an Annual General Meeting, business that may be transacted under section 26 ii).
- iv) A Member desiring to bring any business before a General Meeting may give written notice 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.
- v) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of any meeting.

## **29. Procedure and quorum for General meetings**

- i) No item of business may be transacted at a General Meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.
- ii) Twenty five Members present in person (who are entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- iii) If within 30 minutes after the appointed time for the start of a General Meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- iv) If at the adjourned meeting a quorum is not present within 30 minutes after the time

appointed for the start of the meeting, the Members present (being not less than 3) constitute a quorum.

### **30. Presiding Member**

- i) The Chairperson, or in the absence of the Chairperson, the Deputy Chairperson, presides at each General Meeting of the Association.
- ii) If the Chairperson and the Deputy Chairperson are absent from a General Meeting or neither are willing to preside at the meeting, the Members present must elect 1 of their number to preside at the meeting.

### **31. Adjournment**

- i) The person presiding at a General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- ii) If a General Meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- iii) as provided in subsections (i) and (ii), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **32. Making of decisions**

- i) A question arising at a General Meeting of the Association is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- ii) At a General Meeting of the Association, a poll may be demanded by the person presiding or by not less than 3 Members present in person or by proxy at the meeting.
- iii) If the poll is demanded at a General Meeting, the poll must be taken—
  - a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
  - b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **33. Proxies**

- i) Each Member shall be entitled to appoint another Member as proxy by notice in writing mailed or otherwise provided to the Executive Officer and received by him or her no later than twenty-four hours before the time of the meeting in respect of which the proxy is appointed.
- ii) The notice appointing the proxy shall be in the form set out in Appendix A and a copy of the proxy may be delivered by facsimile transmission or by email to the Executive Officer.

### **34. Notices**

Notices to Members of the Association may be emailed, in respect of those Members who have provided email addresses, or posted where no email addresses are shown on the Register of Members as the case may be, and shall be deemed to be received twenty four hours after emailing and 5 working days after posting.

### **35. Common Seal**

The Committee shall obtain a common seal for the Association, which shall be kept in the custody of the Executive Officer. The seal shall not be affixed to any instrument on behalf of the Association save with the authority of the Committee and in the presence of two Members of the Committee and either the Chairperson or the Deputy Chairperson, and the Members of the Committee in whose presence the seal is affixed shall sign the instrument to which it is affixed.

### **36. Behaviour of Members of the Committee**

- (i) Should a Member of the Committee have any direct or pecuniary interest in a contract or proposed contract to which the Association is or may be party, the matter must be dealt with as provided by section 65 of the Act.
- (ii) Members of the Committee shall at all times behave honestly and with integrity, and act with care and diligence in carrying out their Committee responsibilities.

### **37. Indemnity**

- (i) Every Member of the Committee or a sub-Committee of the Committee or other Member acting in good faith in the performance of his or her duties or functions and any employee of the Association and person employed by the Auditor shall be indemnified out of the funds of the Association against liability incurred by him or her as such in defending any proceedings whether civil or criminal in which judgement is given in his or her favour or in which he or she is acquitted.
- (ii) No Members of the Committee or other Members acting in good faith in the performance of their duties or functions shall be liable:



- (a) for the acts, receipts, neglects or defaults of any other Member or Member of the Committee
- (b) for joining in any receipts or other acts of conformity
- (c) for any loss or expenses happening to the Association through any insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested
- (d) for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any monies, securities or effects shall be deposited
- (e) for any loss occasioned by any error of judgement or oversight on their part or
- (f) for any other loss, damage, misfortune whatever which shall happen in the execution of or in relation thereto unless through their own negligence, default, breach of duty or breach of trust.

### **38. Winding Up**

- (i) The Association may be wound up voluntarily if the Association has, by Special Resolution, resolved that it be wound up.
- (ii) Upon the winding up of the Association, the assets of the Association after payment of debts and liabilities of the Association and the costs, charges and expenses of the winding up may, by Special Resolution, be distributed to the National Library of Australia, otherwise the provisions of section 92 of the Act shall apply.
- (iii) The liability of a Member to contribute towards the payment of the debts and liabilities of the Association, or of the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid in relation to the membership of the Association.

### **39. Amendments**

- (i) These Rules may be amended at a General Meeting of the Association by Special Resolution. The wording of any proposed amendment contemplated herein shall be included in the notice calling the General Meeting.
- (ii) If the Association has resolved to alter its Rules, it must provide notice to the Registrar-General as required by section 33 of the Act.

**Appendix A: Form of Appointment of Proxy**

I, .....  
(full name)

Of .....  
(address)

a member of the Friends of the National Library of Australia Incorporated  
hereby appoint .....  
(full name of Proxy)

of .....  
(address)

a member of the Friends of the National Library of Australia Incorporated, as my proxy  
to vote for me on my behalf at the general meeting of the Association (annual general  
meeting or other general meeting, as the case may be) to be held on  
..... and at any adjournment of that meeting.

\*My proxy is authorised to vote in favour or/against (*delete as appropriate*) the  
resolution (*insert details*).

.....  
.....  
.....  
.....

.....  
(Signature of member appointing proxy)

(\*To be inserted if desired)

Date .....

NOTE: A proxy vote may not be given to a person who is not a member of the  
Association.