

Incorporation



Incorporation

At the CAUL 2017/2 meeting members agreed that it should become an incorporated Association under the Associations Incorporation Act 1991 by the end of 2018.

The resolutions were (from agenda item 2017.B2 on page 8 of the minutes):

1. Approved the commencement of processes to incorporate CAUL in the ACT by the end of 2018;
2. Agreed to identify any barriers in members' institutions to CAUL's incorporation.

Incorporation – why?

Create a separate legal entity which can in its own name:

- sign documents and enter into contracts (leases or deeds of agreement);
- buy, sell, own, lease and rent property and other assets;
- borrow money or receive grants;
- take legal action in the courts;
- hire staff and contractors.

Limit liability of members:

- Limited to the association, protecting individual members from being personally liable for compensation, debts, or legal costs that the association may have.

Perpetual succession:

- The association exists independently from its members and for example only ceases to exist when it is wound-up.

<https://www.nfplaw.org.au>

Incorporation – how?

To incorporate CAUL will need to pass a Special Resolution which asks members to confirm the following:

1. the name of the association (CAUL);
2. the objects and purpose of the association;
3. the rules (a constitution CAUL's case) which describe how the organisation will operate;
4. the people responsible for the organisation – the applicant, and the public officer;
5. and nominate an inaugural committee (in CAUL's case the Executive Committee or Board).

The name, objects and people

The name

- Will be the Council of Australian University Librarians Incorporated (CAUL Inc.)

The objects

- The Aims and Objectives of CAUL are described in the constitution, the purpose and vision of CAUL is described in CAUL's strategic plan.

The people

- It is proposed that the applicant (the person lodging the application for incorporation) and the Public Officer will be the Executive Officer at the time of incorporation.

The new Constitution

The new Constitution is written with reference to [CAUL's current constitution](#), the [ACT Model Rules for incorporated associations](#), and [CAUDIT's constitution](#) (an organisation similar to CAUL). The Constitution has been drafted to comply with the Associations Incorporation Act 1991 and in doing so formalises many of CAUL's existing practices.

Feedback so far relates to:

- **The finances** – we need to ensure that we have adequate controls and financial policy.
- **The objects (Purpose) of CAUL** – how this is written needs to be reviewed.
- **The membership of the associations committee (Board in our case)** – is there room for independent members on the Board?
- **Our ability to operate effectively and limit out liability** – we need to ensure that the constitution works for us, particularly when dealing with wicked problems.

The process of incorporation

[CAUL 2018/2] [A briefing paper and motion](#) will be put to the AGM recommending that members set a date for considering a Special Resolution which:

1. Confirms the name of the association;
2. Adopts the new constitution;
3. Approves a statement of the objects of CAUL (this is a statement of CAUL's purpose and objectives as an organisation);
4. Authorises a person (nominally the Executive Officer) to apply for the incorporation CAUL and appoints them to be the Public Officer; and
5. Appoints the inaugural committee (the Board as described in the new constitution);

[October] Further [consultation](#) will take place and a final draft of the Constitution prepared.

[November] A Special Resolution needs to be considered in November to incorporated in 2018.

[December] The Public Officer can lodge an application for incorporation with Access Canberra.

[Hold an inaugural AGM] CAUL's inaugural AGM will need to take place within 18 months of its incorporation.