



(CAUL Inc.)

The Constitution

8th February 2019

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Part 1 Preliminary

1.1 Name of the association

The name of the association is the *Council of Australian University Librarians (Incorporated)* abbreviated as CAUL Inc. also referred to as CAUL.

1.2 Definitions

“CAUL” means the Council of Australian University Librarians Incorporated in the ACT (CAUL Inc.)

“Eligible institution” means an institution with representation on Universities Australia or Universities New Zealand.

“Financial member” means those Full or Associate members who have paid all fees and dues set under section 2.6 to the satisfaction of CAUL.

“Financial year” means the Calendar year ending December 31st.

“Public Officer” means the person responsible for acting as a point of contact between the association and the community and is expected to be able to represent the association in dealings with Access Canberra.

“The Board” means the Board of the Council of Australian University Librarians (Incorporated) which manages CAUL’s affairs and is the committee of the association for the purpose of the Act.

“the Act” means the Associations Incorporation Act 1991 (ACT).

“the Regulation” means the Associations Incorporation Regulation 1991 (ACT).

“Resolution” means a motion that requires approval by at least $\frac{1}{2} + 1$ of votes by those eligible to vote.

“Secretary” means the person appointed to the portfolio of Secretary under these rules or, if no such person is appointed, the Public Officer of CAUL.

“Special Resolution” means a resolution that requires a $\frac{3}{4}$ majority vote to be passed by those eligible to vote and that requires 21 days’ notice be given before the Special Resolution is considered.

1.3 Objectives

The objectives of CAUL are to:

1.3.1 position university libraries as essential knowledge and information infrastructures for teaching, learning and research in their institutions;

1.3.2 advance open and equitable access to knowledge, information and data;

1.3.3 be a recognised authority on the purpose, value and impact of university libraries in higher education and research;

1.3.4 foster cooperative activity between university libraries in Australia and internationally for the benefit of their students, teachers and researchers;

1.3.5 represent the interests of its members to government, the community and other stakeholders;

1.3.6 promote members' views and values in national and international discourse on relevant issues and public policy developments;

1.3.7 facilitate the sharing of best practice, information and innovation among its members;

1.3.8 foster leadership and professional growth of current and future leaders in university libraries.

1.4 Powers

1.4.1 CAUL has the legal capacity of a natural person and all powers prescribed by the Act unless otherwise stated in the Regulation or this Constitution;

1.5 The public officer

1.5.1 The Public Officer shall be a person appointed by resolution of the Board to the position of Public Officer in accordance with the Act.

1.5.2 The Public Officer must reside in the ACT.

Part 2 Membership

2.1 Membership & eligibility

2.1.1 Membership is open to the University Librarian (or equivalent) at an eligible institution.

2.1.2 There are two kinds of membership, Full Membership and Associate Membership:

2.1.2.1 Full membership is open to the University Librarian (or equivalent) of an institution which has representation on Universities Australia. A Full Member is entitled to attend meetings of CAUL, vote on matters before a meeting and nominate for elected positions on the Board.

2.1.2.2 Associate Membership is open to the University Librarian (or equivalent) of an institution which has representation on Universities New Zealand. An Associate Member is eligible to attend meetings of CAUL but is not eligible to vote on matters before a meeting or nominate for elected positions on the Board.

2.1.3 There shall only be one member from each eligible institution. The member shall be the person holding the position of University Librarian (or equivalent). The name of this person and their institution shall be recorded and kept on a register of members by the Public Officer.

2.1.4 Should the person holding membership leave the position of University Librarian or equivalent they shall cease to be a member pursuant to section 2.4 and the person taking over that position shall be offered membership pursuant to clause 2.2.4.

2.1.5 If there is any doubt as to who the appropriate person is under clause 2.1.3 advice shall be sought from the institution in question.

2.1.6 Membership shall be contingent upon payment of any membership fees or levies which may be determined by CAUL under this Constitution.

2.2 Applications for membership

2.2.1 An application for membership may be made by the University Librarian or equivalent of an eligible institution that is not currently listed on the register of members. The application must be submitted in writing to the Public Officer.

2.2.2 Upon receiving an application for membership the Public Officer must verify the applicant's eligibility with their institution and Universities Australia.

2.2.3 An eligible application submitted as per clause 2.2.1 shall be placed on the agenda of the next Annual General Meeting for approval by the members. Once approved, the applicant's name (the member) and the name of their institution is to be added to a register of members by the Public Officer.

2.2.4 Should a person holding membership (listed on the register of members) cease to be a member pursuant to section 2.4 an offer of membership shall be made to the person taking over the position of University Librarian or equivalent by the Public Officer, provided that they are eligible pursuant to section 2.1. The offer must be made in writing, advising that person of their rights and responsibilities as a member of CAUL, including their right to accept or decline the offer.

2.2.5 If an offer of membership made pursuant to clause 2.2.4 is accepted that person's name shall be added to the register of members, replacing the previous member from that institution.

2.3 Membership entitlements not transferable

2.3.1 A right, privilege or obligation of a member cannot be transferred or transmitted to another person and terminates on cessation of the person's membership.

2.4 Cessation of membership

2.4.1 A person ceases to be a member of CAUL if that person:

2.4.1.1 dies; or

2.4.1.2 resigns from their membership of CAUL; or

2.4.1.3 is expelled from CAUL in accordance with section 2.8; or

2.4.1.4 vacates the position of University Librarian (or Equivalent) at their institution; or

2.4.1.4 fails to meet the conditions of membership prescribed by this Constitution.

2.4.2 Should a person cease to be a member under clause 2.4.1 the Public Officer must remove the name and institution of that person from the register of members.

2.5 Resignation of membership

2.5.1 A member who has paid all amounts payable by the member to CAUL may resign by sending a written notice of resignation to the Public Officer;

2.5.2 Upon receipt of written notice the Public Officer must remove the name and institution of that person from the register of members.

2.6 Fee, subscriptions etc.

2.6.1 CAUL may charge a joining fee and annual membership fee, the amount of which is determined from time to time by the members at a General Meeting.

2.6.2 CAUL may also resolve to raise funds by levies on members' libraries. A levy shall require endorsement by a Special Resolution of members at a General Meeting, with the proposal being included in the notice of the meeting. The proposal shall indicate whether the levy shall be binding on all members.

2.7 Members' liabilities

2.7.1 The liability of a member to contribute towards the payment of the debts and liabilities of CAUL or the costs, charges and expenses of the winding up of CAUL is limited to the amount (if any) unpaid by the member in relation to membership of CAUL as required under section 2.6.

2.8 Disciplining of members

2.8.1 The Board may revoke a member from CAUL's register of members, or suspend a member from the rights and privileges of membership for a specified period of time, if that member is found to be acting in a manner contrary to the interests and values of CAUL.

2.8.2 The process for determining the conduct of members under clause 2.8.1 shall be determined by the Board. Any process must be transparent, diligent and afford natural justice to those involved.

2.8.3 Where membership is revoked or suspended under clause 2.8.1, the Public Officer must as soon as practicable notify the member in writing, specifying the grounds for the decision and notifying that member of their right to appeal under clause 2.8.4.

2.8.4 A member has the right to appeal the Board's decision made pursuant to clause 2.8.1 provided that written notice of the intent to appeal is provided to the Public Officer within 14 days of receiving the Board's decision. Notice of appeal must state the grounds for the appeal.

2.8.5 Upon receiving an appeal the Public Officer must notify the Board immediately. The Board must call a Special General Meeting for the purpose of considering the appeal within 28 days, as per the procedure in section 4.2.

Part 3 The board

3.1 Powers & function of the board

The Board:

3.1.1 Governs CAUL and manages its affairs in accordance with the Act, the Regulation, this Constitution and any resolution passed by CAUL at a General Meeting.

3.1.2 Has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of CAUL including:

3.1.2.1 to raise, borrow or invest money on behalf of CAUL and open any banking account subject to CAUL's financial policies and procedures created in accordance with clause 5.1.10;

3.1.2.2 to appoint any staff, or engage any professional assistance or service required by CAUL in the carrying out of its activities and to pay reasonable remuneration or fees;

3.1.2.3 to effect and maintain insurance as required to support CAUL's operational requirements;

3.1.2.4 to establish and pursue a strategic plan to further CAUL's objectives;

3.1.2.5 to make any regulations, policies or procedures provided that they are lawful, and written in accordance with the Act, the Regulation and this Constitution;

3.1.2.6 to exercise all other powers of CAUL that are not by Law or this Constitution required to be exercised by CAUL at a General Meeting;

3.1.3 The Board must establish and maintain a charter (the Charter) which sets out:

3.1.3.1 the roles and responsibilities of the Board and its members;

3.1.3.2 the procedures and processes of the Board;

3.1.3.3 any other matter relating to its governance not covered by this Constitution.

3.1.4 The Charter shall be reviewed by the Board at least once every two (2) calendar years.

3.1.5 The Charter shall be made accessible to members of CAUL upon request; and to the public as the Board deems appropriate.

3.2 Membership of the board

3.2.1 The Board shall consist of seven positions. Positions may not be held concurrently.

3.2.2 Four elected from among the Full Members of CAUL that include:

3.2.2.1 The Chair;

3.2.2.2 The Deputy Chair;

3.2.2.3 Two Directors (Elected).

3.2.3 Three Directors appointed by resolution of the Board for their professional skills and experience. Any person is eligible to be appointed to the position provided that they bring the prerequisite skills and experience.

3.2.4 The term for positions under 3.2.2 and 3.2.3 shall be 2 years from the time that they are elected or appointed to that position. A person shall be eligible for re-election or re-appointment at the end of their term but may not serve more than two terms consecutively in that same position.

3.2.5 The Board may from time to time appoint by resolution a person who is a current Board member to the portfolio of Treasurer for a period of time determined by the Board.

3.2.6 The Board may from time to time appoint by resolution a person who is a current Board member to the portfolio of Secretary for a period of time determined by the Board.

3.2.7 The Board may from time to time appoint by resolution up to two persons who are current Board members to the portfolio of Program Director for the purpose of managing a strategic program of work.

3.3 Election and appointment of board members

3.3.1 Elections for positions on the Board shall be called by the Board annually, to take place at least 14 days before the date set for the Annual General Meeting that year.

3.3.2 Positions for election shall be those positions listed under clause 3.2.2 whose terms are set to expire that year and those positions that are vacant at the time an election is required to be called.

3.3.3 If no positions have terms set to expire and no positions are currently vacant the Board is not required to conduct an election.

3.3.4 Notice that an election is not required must be provided to members by the Public Officer.

3.3.5 The election shall be conducted by a secret ballot of the members.

3.3.6 The Returning Officer shall be the Public Officer, or another person as determined by the Board.

3.3.7 Employees of CAUL are not eligible for election or appointment to the Board.

3.3.8 The rules for election and the manner in which the election is to be conducted shall be determined by the Board and recorded as regulations.

3.3.9 The process by which appointments are made for positions defined under clause 3.2.3 shall be determined by the Board and recorded as regulations.

3.3.10 The regulations created pursuant with clauses 3.3.8 and 3.3.9 must be made available to members upon request and made accessible to members on CAUL's website.

3.4 Casual vacancies

3.4.1 A position on the Board becomes vacant if the person holding that position:

3.4.1.1 dies; or

3.4.1.2 resigns; or

3.4.1.3 is removed from the Board in accordance with section 3.5; or

3.4.1.4 becomes bankrupt or personally insolvent; or

3.4.1.5 suffers from mental or physical incapacity; or

3.4.1.6 is absent without the consent of the Board from all meetings of the Board held during a period of 3 months.

3.4.2 When a position on the Board becomes vacant it creates a casual vacancy.

3.4.3 When a casual vacancy occurs for an elected position listed under clause 3.2.2 an election will be held within 60 days to fill that vacancy following the process described in section 3.3.

3.4.4 When a casual vacancy occurs for an appointed position listed under clause 3.2.3 the Board shall appoint a person to fill that vacancy within 60 days following the process described in section 3.3.

3.4.5 The person so elected or appointed to fill a casual vacancy shall remain in that position only for the unexpired portion of the previous incumbent's term. If the duration of the term is greater than one year, it will be regarded as serving a term of office for the purposes of clause 3.2.4.

3.5 Removal of board members

3.5.1 CAUL may remove any member of the Board from office by Special Resolution at a General Meeting.

3.6 Board meetings and quorum

3.6.1 The Board must meet at least 6 times in each calendar year at the place and time determined by the Board.

3.6.2 Notice of a meeting must be given by the Public Officer to each member of the Board at least 48 hours or a time period agreed to by the Board before the appointed meeting time.

3.6.3 Quorum shall be four (4) members of the Board.

3.6.4 No business may be transacted by the Board unless a quorum is present.

3.6.5 At meetings of the Board the Chair of the Board or, in the absence of the Chair, the Deputy Chair shall chair the meeting. If neither is present another member of the Board may be appointed by resolution of the Board to chair the meeting.

3.7 Delegation by the board

3.7.1 The Board may establish committees or working parties to address specific priorities, provide advice, recommendations or undertake work related to matters it deems important.

3.8 Voting and decisions

3.8.1 Questions (for resolution) arising at a meeting of the Board are to be decided by a simple majority of votes.

3.8.2 Each member of the Board present at a meeting is entitled to a single vote.

3.8.3 In a tie the Chair may exercise a casting vote.

3.8.4 The Board may make resolutions by circular correspondence outside of a meeting. To be passed via circular, a resolution requires an absolute majority of votes. All resolutions passed via circular must be noted on the agenda of the next Board meeting.

Part 4 General meetings

4.1 Annual general meetings

4.1.1 CAUL must hold an Annual General Meeting at least once each calendar year.

4.1.2 An Annual General Meeting may be called on a date and at a place and time that the Board deems appropriate.

4.1.3 In addition to any other business that may be transacted at an Annual General Meeting, the business of such a meeting is to:

4.1.3.1 Confirm the minutes of the last Annual General Meeting and of any Special General Meeting(s) held since that meeting;

4.1.3.2 Receive a report from the Board on CAUL's activity since the last Annual General Meeting;

4.1.3.3 Receive a report from the Board on CAUL's budget and finances;

4.1.3.4 Receive a copy of CAUL's Audited Accounts.

4.1.4 Reasonable opportunity must be provided for members to propose items of other business.

4.1.5 Notice of an Annual General Meeting must be provided to all members at least fourteen (14) days before the meeting date. If the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution at least twenty-one (21) days' notice must be given. Notice must specify that a Special Resolution is on the agenda.

4.2 Special general meeting

4.2.1 The Board may at its discretion call a Special General Meeting of CAUL.

4.2.2 A Special General Meeting may be called on a date and at a place and time that the Board deems appropriate.

4.2.3 The Board must call a Special General Meeting within 28 days of receiving a written request signed by at least half of CAUL's Full and Associate members.

4.2.4 A request must state the purpose of the meeting, and be lodged with the Public Officer.

4.2.5 The business to be transacted at a Special General Meeting must be related to the purpose for which the meeting was called.

4.2.6 Notice of a Special General Meeting must be provided to members once the meeting date has been determined.

4.3 Procedure and quorum for general meetings

4.3.1 No business may be transacted at a General Meeting unless there is a quorum of at least half the Full Members plus one (1).

4.3.2 A General Meeting shall be chaired by the Chair of the Board or, in their absence, the Deputy Chair. If neither is present, a person may be appointed to chair the meeting from among those members present.

4.3.3 A General Meeting may be adjourned to another time and place by resolution of those members present. Only unfinished business may be considered when the meeting reconvenes.

4.4 Making of decisions

4.4.1 A question arising at a General Meeting is to be determined by resolution except where the Act prescribes that a Special Resolution is required or CAUL determines it is required.

4.4.2 If the votes on a question at a General Meeting are equal then:

4.4.2.1 at an Annual General Meeting, the person presiding is entitled to exercise a casting vote; or

4.4.2.2 at a Special General Meeting the motion is lost.

4.4.3 A question arising at a General Meeting is to be decided by a show of hands unless before or on the declaration of the show of hands a poll is requested.

4.4.4 A poll may be requested by the person presiding or by no less than 3 members present or by proxy at the meeting.

4.4.5 If a poll is requested at a General Meeting, the poll must be taken:

4.4.5.1 immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or

4.4.5.2 in any other case, at an appropriate time during the meeting.

4.5 Voting

4.5.1 Each Full Member of CAUL is entitled to a single (1) vote.

4.5.2 Votes must be given in person or by proxy.

4.5.3 A proxy appointed in accordance with section 4.6 must be present at a General Meeting to cast their vote.

4.5.4 The minutes of a meeting shall record the declaration by the person presiding that a resolution has been carried unanimously, carried by a particular majority or lost.

4.6 Proxies

4.6.1 A member is entitled to appoint another person as proxy by giving written notice to the Public Officer.

4.6.2 Only a person who is entitled to be a member under section 2.1 or who is a current employee of a member's institution may be appointed as proxy.

4.6.3 Appointment of a proxy must be made in writing and lodged with the Public Officer in a format determined to be appropriate by the Public Officer.

4.6.4 No person may hold more than 3 proxies at any one time.

4.6.5 The appointment of a proxy may be revoked at any time upon receipt of a request from the member by the Public Officer.

Part 5 Miscellaneous

5.1 Finances

5.1.1 The funds of CAUL must be derived from membership fees or levies, grants, donations or other appropriate sources determined by the Board.

5.1.2 Funds and credit shall only be used for purposes approved by CAUL or the Board subject to this Constitution.

5.1.3 CAUL may borrow funds, or obtain credit, only to the limit of the account balance, or to the account balance minus outstanding liabilities and commitments to the end of the current financial year, whichever is the lower amount.

5.1.4 CAUL is non-profit. The assets and income of CAUL shall be applied solely in furtherance of its aims and objects. No portion shall be distributed directly or indirectly to any member of CAUL except as bona fide compensation for services rendered or expenses incurred on behalf of CAUL.

5.1.5 All monies payable to CAUL shall be paid to the credit of CAUL in an appropriate account.

5.1.6 As soon as practicable after receiving any monies, CAUL must issue an appropriate receipt.

5.1.7 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or electronically approved using a secure online service in accordance with clause 5.1.8 and 5.1.9.

5.1.8 Signatories on CAUL accounts shall consist of at least two members of the Board, and other members or employees of CAUL as may be determined by the Board for time to time.

5.1.9 Operation of an account shall require any two of the CAUL's designated signatories to sign.

5.1.10 The Board may develop financial regulations, policy and procedures that describe the appropriate management of CAUL's finances provided that they are lawful and written in accordance with the Act, the Regulation and this Constitution. These instruments must be made available to members of CAUL upon request.

5.2 Audit

5.2.1 CAUL's accounts must be audited each financial year by a person (the Auditor) pursuant to Part 5 of the Act.

5.2.2 The Auditor must be a person who is a member of the Institute of Chartered Accountants in Australia, the Institute of Public Accountants, or CPA Australia, or who is registered as an auditor under the Corporations Act, being a person who is not:

5.2.2.1 an officer of CAUL; or

5.2.2.2 a partner, employer or employee of an officer of CAUL; or

5.2.2.3 a partner or employee of an employee of an officer of CAUL.

5.2.3 The Auditor shall be appointed by the Board via a process recorded in the Board's procedures. The appropriateness of the Auditor must be reviewed by the Board each financial year.

5.3 Amending the constitution

5.3.1 This Constitution may only be amended by a Special Resolution at a General Meeting.

5.4 Winding up

5.4.1 A motion to wind up CAUL shall only be considered at a Special General Meeting called for that purpose.

5.4.2 Such a motion must be treated as a Special Resolution.

5.4.3 Upon such a motion being approved, all the assets of CAUL shall be released.

5.4.4 The amount that remains after CAUL's dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation with a similar purpose which is not carried on for the profit or gains of its members;

5.4.5 This organisation shall be Universities Australia unless otherwise determined by CAUL.

5.5 Custody of books

5.5.1 Subject to the Act, the Regulation and this Constitution, the Public Officer or their delegate must keep in their custody, or under their control, all records, books, and other documents relating to CAUL.

5.5.2 The records, books and other documents of CAUL must be open to inspection at a place in the ACT, free of charge, by a member of CAUL at reasonable times determined by the Board.

5.6 Common seal

5.6.1 The common seal of CAUL must be kept in the custody of the Public Officer.

5.6.2 The common seal must not be attached to any instrument except by the authority of the Board or the Public Officer.