

# **Rules of Friends of the Wollongong City Library**

(As amended by resolution up to and including the AGM of 2008)

## **1. Name**

The name of the organisation is The Friends of the Wollongong City Library (the “Association”).

## **2. Definitions**

In these rules except in so far as the context or subject matter otherwise indicates or requires –

- 2.1** “Act” means the Associations Incorporation Act 1984  
“Chairperson” means a person presiding as chairperson at a meeting in accordance with these rules.  
“Commission” means Australian Securities Commission.  
“Council” means Council of the City of Wollongong.  
“Library” means the public library service provided by the Council.  
“Manager” means the person employed by the council to be principally responsible for the administration of the Library.  
“Regulations” means the Associations Incorporation Regulation, 1985.  
“Specified place” means the principal place of administration for the time being of the Association as nominated by the executive.  
“Term” means the period from one Annual General Meeting of the Association to the next Annual General Meeting of the Association.
- 2.2** In these rules:
- a) a reference to a function includes a reference to a power, authority and duty: and
  - b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- 2.3** The provisions of the Interpretation Act 1987, apply to and in respect of these rules in the same manner as those provision would so apply if these rules were an instrument made under the Act.

## **3 Objectives**

- 3.1** The Objectives for which the Association is formed are:
- a) To foster an interest in books;
  - b) To serve as a link between the library and the community;

- c) To promote an appreciation and awareness of the library's services and its collections;
- d) To sponsor special community events and literary activities designed to stimulate community interest in reading and awareness of the role of the library in the community;
- e) To provide support for the library and its collections through practical assistance, for example, fund raising, the encouragement of gifts, sponsorships and endorsements;
- f) To advocate and make representations for improvements in funding arrangements for public library services;
- g) To foster links with organisations with similar interests and objectives.

## **4 Membership Qualifications**

- 4.1** A person is qualified to be a member if and only if the person:
- a) has applied for membership of the Association as provided by *rule5*: and
  - b) has been approved for membership of the Association by the executive.

## **5 Application for Membership**

- 5.1** An application to become a member must be in writing and lodged with the Secretary.
- 5.2** As soon as practical after receiving an application for membership the Secretary shall refer the nomination to the Executive which shall determine whether to approve or reject the nomination.
- 5.3** Where the Executive determines to approve the application for membership, the Secretary shall, as soon as practicable, after that determination, notify the applicant of that approval and request the applicant to pay within a period of 28 days after that date of the notification the entrance fee and annual subscription.
- 5.4** The Treasurer shall on payment by the applicant of the amounts referred to in *Rule 5.3* within the allowed period, enter the applicant's name in the register of members, and upon the name being so entered the applicant becomes a member.

## **6 Cessation of Membership**

- 6.1** A person ceases to be a member if the person:
- a) dies;
  - b) resigns that membership;
  - c) is expelled from the Association; or
  - d) after written notice, has not paid the annual subscription fee within 12 weeks of the date it fell due.

## **7 Membership Entitlements Not Transferable**

- 7.1** A right, privilege or obligation which a person or organisation had by reason of being a member:
- a) is not capable of being transferred or transmitted to another person or organisation: and
  - b) terminates upon cessation of the person's or organisations' membership.

## **8 Resignation of Membership**

- 8.1** A member is not entitled to resign that membership except in accordance with this *rule 8*.
- 8.2** A member who has paid all amounts payable by the member to the Association in respect to the member's membership may resign from membership of the Association by first giving notice (being not less than 2 weeks) in writing to the Secretary of the member's intention to resign and upon the expiration of the period of notice the member ceases to be a member.
- 8.3** Where a member ceases to be a member of the Association pursuant to rule 8.2 and in every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry into the register of members of the Association recording the date on which the member ceased to be a member.

## **9 Register of Members**

- 9.1** The Public officer shall establish and maintain a register of members specifying the name and address of each person who is a member together with the date on which the person became a member.
- 9.2** The register of members shall be kept at the specified place and shall be open for inspection, free of charge, by any member at any reasonable hour.

## **10 Fees and Subscriptions**

- 10.1** A member shall upon admission to membership, pay to the Association an entrance fee as determined by the Executive from time to time.
- 10.2** In addition to any amount payable by the member under rule 10.1, a member shall pay to the Association an annual membership fee of \$2.00 or where some other amount is determined by the Executive of that amount:
- a) except as provided by paragraph (b) before *1 July* in each Calendar year;  
or
  - b) where a member becomes a member on *1 July* in each calendar year, upon becoming a member and before *1 July* in each succeeding year.

## **11 Member's Liabilities**

- 11.1** The liability of a member to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any unpaid by the member in respect of membership of the Association as required by rule 10.

## **12 Discipline of Members**

- 12.1** Where the Executive is of the opinion that a member:
- a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
  - b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;
- the executive may by resolution;
- i. expel the member from the association; or
  - ii. suspend the member from membership of the Association for a specific period.
- 12.2** A resolution of the Executive under *rule* 12.1 is of no effect unless the Executive, at a meeting held not earlier than 14 days after and not later than 28 days after service on the member of notice under *rule* 12.3 confirms the resolution in accordance with this rule.

- 12.3** Where the Executive passes a resolution under *rule* 12.1 the Secretary shall as soon as practicable, cause a notice in writing to be served on the member:
- a) setting out the resolution of the Executive and the grounds on which it is based;
  - b) stating that the member may address the Executive at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;
  - c) stating the date, place and time of that meeting ; and
  - d) informing the member that the member may do either or both of the following;
    - i. attend and speak at the meeting;
    - ii. submit to the Executive at or prior to the date of the meeting written representations relating to the resolution.

- 12.4** At a meeting of the Executive held as referred to in *rule* 12.3, the Executive shall:
- a) give to the member an opportunity to make oral representation;
  - b) give due consideration to any written representation submitted to the Executive by the member at or prior to the meeting; and
  - c) by resolution determine whether to confirm to revoke the resolution.

- 12.5** Where the Executive confirms a resolution under *rule* 12.4, the Secretary shall within 7 days after that confirmation, by notice in writing inform the member of that fact and of the member's right of appeal under *rule* 13.

- 12.6** A resolution confirmed by the Executive under *rule* 12.4 does not take effect:
- a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - b) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to *rule* 13.4

## **13 Right of Appeal of Disciplined Members**

- 13.1** A member may appeal to the Association in general meeting against a resolution of the Executive, and which is confirmed under *rule* 12.4 within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

- 13.2** Upon receipt of the notice from the member under *rule* 13.1, the Secretary shall notify the executive which shall convene a general meeting of the Association to be held within 21 day after the date on which the secretary received the notice.

- 13.3** At a general meeting of the Association convened under *rule* 13.2 –
- a) no business other than the question of the appeal shall be transacted;
  - b) the Executive and the member shall be given the opportunity to state their respective cases orally or in writing, or both;
  - c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

- 13.4** If at a general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **14 Administration of Association**

- 14.1** The Association is to be administered by a committee of management to be known as the Executive.

## **15 Powers of the Executive**

- 15.1** The Executive shall, subject to the Act, the regulation and these rules and to any resolution passed by the Association in general meeting –
- a) control and manage the affairs of the Association;
  - b) exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by a general meeting of members; and
  - c) has power to perform all such acts and do all such things as appear to the Executive to be necessary or desirable for the proper management of the affairs of the Association.

## **16 Constitution of the Executive**

- 16.1** The Executive, subject to Section 21 of the Act in the case of the first members of the Executive, shall consist of:
- a) the office bearers of the Association;
  - b) three other members of the Association;
  - c) ex officio, the Manager; and
  - d) a representative appointed by the Council.

- 16.2** The office bearers of the Association shall be;
- a) the president;
  - b) the vice president;
  - c) the secretary; and
  - d) the treasurer,
- all of whom must be members of the Association.

- 16.3** Each member of the Executive shall, subject to these rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election but is eligible for re-election.
- 16.4** A person shall not be able to hold any single office for a period greater than two consecutive terms, and shall not be able to be elected to the executive for more than four consecutive terms provided that:
- a) The person was not co-opted and appointed and appointed to fill a casual vacancy on the Executive in accordance with *rule* 16.5 in which case the calculation of period in office shall be determined from the occasion on which the person was elected to the Executive in his or her own right; and
  - b) There are sufficient nominations for the filling of all vacancies occurring at the Annual General Meeting. In the case of insufficient nominations for the Executive, the persons affected by this *rule* 17.4
- 16.5** In the event of a casual vacancy occurring in the membership of the Executive, the Executive may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office subject to these rules, until the conclusion of the Annual General Meeting next following the date of appointment.
- 16.6** The member of the Executive appointed by the Council shall hold office from the date of appointment by the Council, and shall hold such appointment subject to these rules, until the conclusion of the Annual General Meeting next following the date of appointment.
- 16.7** Nothing in these rules shall be taken to govern the procedure adopted by the Council in order to appoint its representative, provided that, in advance of the Annual General Meeting of the Association, the Council has communicated to the Association that one of its members has been duly appointed as the Council's representative on the Executive, and has provided the Association with the appropriate details.
- 16.8** Staff of the Library, while eligible for membership of the Association shall not be eligible for nomination or election to the Executive.

## **17 Election of Executive**

- 17.1** Nominations of candidates for the election of office bearers of the Association or as other members of the Executive:
- a) shall be made in writing, signed by two members and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

b) shall be delivered to the Secretary not less than 14 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

**17.2** If insufficient nominations are received to fill all the vacancies on the Executive the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

**17.3** If insufficient further nominations are received, any vacant positions remaining on the Executive shall be deemed to be casual vacancies.

**17.4** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

**17.5** If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

**17.6** The ballot for the election of office bearers and other members of the Executive shall be conducted at the Annual General Meeting in such usual and proper manner as the Executive may direct.

**17.7** A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.

## **18 Secretary**

**18.1** The Secretary shall as soon as practicable after being elected or appointed as the Secretary, lodge notice with the Association of his or her address.

**18.2** It is the duty of the Secretary to keep minutes of:

- a) all appointment of office bearers and other members of the Executive;
- b) the names of the members of the Executive present at an executive meeting and the names of members present at a general meeting; and
- c) all proceedings at executive meetings and general meetings.

**18.3** Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **19 Treasurer**

- 19.1** It is the duty of the Treasurer to ensure that:
- a) all money due to the Association is collected and received and that all payments authorised by the Association are made;
  - b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association; and
  - c) forward financial planning is carried out and that regular reports on the financial status of the Association are provided to the Executive.

## **20 Casual Vacancies**

- 20.1** For the purpose of these rules, a casual vacancy in the office of a member of the Executive occurs if the member:
- a) dies;
  - b) ceases to be a member of the Association;
  - c) becomes an insolvent under administration within the meaning of the Corporations Law;
  - d) resigns office by notice in writing given to the Secretary;
  - e) is removed from office under *rule 21*;
  - f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
  - g) is absent without consent of the Executive from 2 consecutive meetings of the Executive.

## **21 Removal of Members**

- 21.1** The Association in general meeting may by resolution remove any member of the Executive from office before the expiration of the member's term of office, and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 21.2** Where the member of the Executive to whom the proposed resolution referred to in *rule 21.1* relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President may send copy of the representations to each member, or if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **22 Meetings and Quorum**

- 22.1** The Executive shall meet at least 6 times in each period of 12 months at such place and time as the Executive may determine.
- 22.2** Additional meetings of the Executive may be convened by the President or by any member of the Executive.
- 22.3** Oral or Written notice of a meeting of the Executive shall be given by the Secretary to each member of the Executive at least 7 days (or such period as may be unanimously agreed by members of the Executive) before the time appointed for the holding of the meeting.
- 22.4** Notice of a meeting given under *rule* 22.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at that meeting, except business which the Executive members present at the meeting unanimously agree to treat as urgent business.
- 22.5** Any 5 members of the Executive shall constitute a quorum for the purpose of transacting the business of the meeting of the Executive.
- 22.6** No business shall be transacted by the Executive unless a quorum is present and if within a half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 22.7** If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 22.8** At a meeting of the Executive:
- a) the President or, in the absence of the President, the Vice President shall preside as chairperson; or
  - b) if the President and the Vice President are absent or unwilling to act such one of the remaining members of the Executive as may be chosen by the members present at the meeting shall preside.

## **23 Delegation by Executive to Subcommittees**

- 23.1** The Executive may, by instrument in writing, delegate to one or more subcommittees (consisting of such members as the Executive determines) the exercise of such functions of the Executive as are specified in the instrument other than:
- a) this power of delegation; and
  - b) a function which is duly imposed on the Executive by the Act or by any other law.
- 23.2** A function, the exercise of which has been delegated to a subcommittee under this rule may, whilst the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of delegation.
- 23.3** A delegation under this rule may be subject to such conditions and limitations as to the exercise on any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 23.4** Notwithstanding any delegation under this rule, the Executive may continue to exercise any function delegated.
- 23.5** Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this rule had the same force and effect as it would have if it had been done or suffered by the Executive.
- 23.6** The Executive may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 23.7** A subcommittee may meet and adjourn as it thinks proper.

## **24 Voting and Decisions**

- 24.1** Questions arising at a meeting of the Executive, or of any subcommittee appointed by the Executive shall be determined by a majority of votes of those members of the Executive or subcommittee present at the meeting.
- 24.2** Each member present at a meeting of the Executive, or of any subcommittee appointed by the Executive (including the person presiding at the meeting) is entitled to one vote, but in the event of an equality of votes on any question, the motion shall be declared lost.
- 24.3** Subject to *rule* 22.5 the Executive may act, notwithstanding any vacancy on the Executive.
- 24.4** Any act or thing done or suffered, or purported to have been done or suffered, by the Executive or any subcommittee appointed by the Executive, is valid and effectual notwithstanding and defect that may afterwards be discovered in the appointment or qualification of any member of the Executive or any subcommittee.

## **25 Annual General Meetings**

- 25.1** With the exception of the first Annual General Meeting, the Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an Annual General Meeting of its members.
- 25.2** The Association shall hold its first Annual General Meeting:
- a) within the period of 18 months after its incorporation under the Act; and
  - b) within the period of 3 months after the first financial year of the Association
- 25.3** *Rules* 25.1 and 25.2 have effect subject to any extension or permission granted by the Commission under Section 26(3) of the Act.

## **26 Convening and Business of Annual General Meetings**

- 26.1** The Annual General Meeting of the Association shall, subject to the Act and to *rule* 25, be convened on such date and at such place as the Executive thinks fit.

- 26.2** In addition to any special other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
- a) to confirm the minutes of the last preceding Annual General Meeting and of any special general meeting held since that meeting;
  - b) to receive from the Executive reports upon the activities of the Association during the last preceding financial year;
  - c) to receive and consider the statement which is required to be submitted to members pursuant of Section 26 (6) of the Act; and
  - d) to elect the office bearers of the Association and the other members of the Executive and the Auditor.

**26.3** An Annual General Meeting shall be specified as such in the notice convening it.

## **27 Special General Meeting**

**27.1** The Executive may, whenever it thinks fit, convene a special general meeting of the Association.

**27.2** The Executive shall on the requisition in writing of not less than 10 percent of the total number of members, convene a special general meeting of the Association.

**27.3** A requisition of members for a special general meeting:

- a) shall state the purpose or purposes of the meeting;
- b) shall be signed by the members making the requisition;
- c) shall be lodged with the Secretary; and
- d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

**27.4** If the Executive fails to convene a special general meeting to be held within one month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

**27.5** A special general meeting convened by a member or members as referred to in *rule 27.4* shall be convened as practicable in the same manner as general meetings are convened by the Executive and any member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense incurred.

## **28 Other General Meetings**

- 28.1** There shall be held, during each term of the Association, at least 3 general meetings, at such times and places so determined by the Executive.

## **29 Notice of General Meetings**

- 29.1** Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time for the meeting and the nature of the business proposed to be transacted at the meeting.
- 29.2** Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, as least 21 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time for the meeting and the nature of the business proposed to be transacted at the meeting and the intention to propose the resolution as a special resolution.
- 29.3** No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business may be transacted pursuant to *rule* 26.2.
- 29.4** A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary, who shall include that business in the next notice calling a general meeting after receipt of the notice from the member.

## **30 Procedure**

- 30.1** No time of business shall 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.

**30.2** At least *eight (8)* members of the Association present in person, *of which three (3) must be members of the Executive* (being members entitled under the rules to vote at a general meeting) constitute a quorum for the transaction of business of a general meeting.

**30.3** If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand 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.

**30.4** If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than one tenth of the total number of members of the Association) shall constitute a quorum.

## **31 Presiding Member**

**31.1** The President or, in the President's absence, the Vice President, shall preside as Chairperson at each general meeting of the Association.

**31.2** If the President and the Vice President are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as the Chairperson of the meeting.

## **32 Adjournment**

**32.1** The Chairperson of 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

**32.2** Where the general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member stating the place, date and time of the meeting, and the nature of the business to be transacted at the meeting.

**32.3** Except as provided in *rules* 33.1 and 33.2 notice of an adjournment of a general meeting or of business to be transacted at an adjourned meeting is not required to be given.

### **33 Making of Decisions**

- 33.1** A question arising at a general meeting of the Association shall be determined on a show of hands. Unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson 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 votes recorded in favour of or against that resolution.
- 33.2** At a general meeting of the Association, a poll may be determined by the Chairperson or by not less than 5 members present in person at the meeting.
- 33.3** Where a poll is demanded at a general meeting, the poll shall be taken:
- a) immediately in the case of a poll which relates to the election of a chairperson of the meeting or to the question of an adjournment; or
  - b) in any other case, in such manner and at such time before the close of a meeting as the Chairperson direct,
- and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

### **34 Special Resolution**

- 34.1** A resolution of the Association is a special resolution if:
- a) it is passed by majority which comprises not less than 2 thirds of such members being entitled under these rules to do so, vote in person at a general meeting of which not less than 21 days notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
  - b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a), the resolution is passed in a manner specified by the Commission.

### **35 Voting**

- 35.1** Upon any question arising at a general meeting of the Association each member shall have one vote only.
- 35.2** All votes shall be given personally.

**35.3** In the case of an equality of vote on a question at any general meeting the motion shall be declared lost.

**35.4** A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid, other than the amount of the annual subscription in respect of the then current year.

## **36 Public Officer**

**36.1** The Public Officer of the Association shall be the Secretary or such other person as may be appointed from time to time by the Executive.

## **37 Insurance**

**37.1** The Association shall effect and maintain insurance pursuant to Section 44 of the Act.

**37.2** In addition to the insurance required under *rule 37.1*, the Association may effect and maintain other insurance.

## **38 Sources of Funds**

**38.1** The funds of the Association shall be derived from entrance fees, annual membership fees, donations, and subject to any resolution passed by the Association in general meeting, such other sources as the Executive determines.

**38.2** All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

**38.3** The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

## **39 Management of Funds**

**39.1** Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objectives of the Association in such a manner as the Executive determines.

**39.2** All cheques, drafts, bills of exchange, promissory note and other negotiable instruments shall be signed by any 2 members of the Executive or employees of the Association, being members or employees authorised to do so by the Executive.

**39.3** All payments made by the Association in excess of \$50.00 must be made by cheque.

## **40 Alteration of Objectives and Rules**

**40.1** The statement of objectives and these rules may be altered, rescinded or added to only by special resolution of the Association.

## **41 Common Seal**

**41.1** The Common Seal of the Association shall be kept in the custody of the Public Officer.

**41.2** The Common Seal shall not be affixed to any instrument except by the authority of the Executive and the affixing of the Common Seal shall be attested by the signatures of 2 members of the Executive.

## **42 Custody of Books**

**42.1** Except as otherwise provided by these rules, records, books and other documents relating to the Association shall be kept at a specified place.

## **43 Inspection of Books**

**43.1** The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

## **44 Service of Notices**

**44.1** For the purposes of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.

**44.2** Where a document is sent to a person by properly addressing, prepaying and posting a letter containing the document, the document shall, unless contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

## **45 Surplus Property**

**45.1** In the event of the winding up or the cancellation of the incorporation of the Association the surplus property of the Association as defined in Section 53 (1) of the Act shall vest in the Council.

## **46 Auditors**

**46.1** The Association shall appoint an auditor who:  
a) shall be elected at the Annual General Meeting; and  
b) shall not be a member of the Association

## **47 Payment of Office Bearers and Members**

**47.1** A member of the Executive shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any of the Executive except:  
a) repayment of out-of-pocket expenses;  
b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's Bankers for money lent to the Association.  
c) Reasonable and proper rent for premises let to the Association

## **48 Vacation of Office**

**48.1** Without limiting the effect of *rules* 20 and 21, the office of a member of the Executive shall become vacant if:  
a) The member holds office of profit in the Association; or  
b) The member is directly or indirectly interested in any contract or proposed contract with the Association

I HEREBY CERTIFY THE foregoing to be a true and correct copy of the Rules of The Friends of the Wollongong City Library.

Signed .....

Date .....

Public Officer .....