

PRESIDENT'S PERSPECTIVE

LAA 22

THE EXECUTIVE DIRECTOR and I went to Adelaide recently to attend meetings of the LAA22 Conference and to look at the venues for the Conference.

The Conference Committee is headed by Mr Jim Crawford, an Adelaide businessman. He has given a great deal of help to libraries over the years and is working very hard at making the Conference a good one.

The Conference Secretary, Ms Anne Hazell, is totally immersed in the preparations, together with all the Conference Steering Committee members and the sub-committee members.

Adelaide is a lovely site for the Conference. The Festival Centre is separated from the University by a beautiful short walk along

the backs of the gardens of Government House, the Museum and the State Library, making it a pleasure to move from the Plenary Sessions at the Festival Centre to the concurrent sessions at the University. If you haven't yet booked, there's still time.

The AGM promises to be a most interesting one. Legal opinions have been taken as to the powers of the Annual General Meeting. A report on this appears elsewhere in this issue.

National Information Policy

The Association is continuing to work on the development of a national information policy. As reported in an earlier issue we have met with the Standing Committee of AACOBS to develop plans for furthering the proposal.

Mr Derek Fielding is to convene a meeting of the LAA, AACOBS, the Australian Computer Society and the Institution of Radio & Electronic Engineers to talk about joint approaches to the matter.

In addition, the President and Executive Director are working on closer involvement with the political parties with the object of having all parties adopt a policy on this most important matter.

Judith Baskin
LAA President

The power of the annual general meeting

AT ITS LAST meeting, General Council accepted advice from two legal authorities that resolutions passed at Annual General Meetings are binding on Council to accept and act on those resolutions. This is contrary to the operation of the Association since its formation. In good faith the General Council has been operating according to article 5(2) of the Royal Charter that 'The General Council may, subject to article 10* of this Our Charter and to the by-laws, exercise every power of the Association'.

This has been interpreted to mean that the Council may override resolutions of an AGM. A number of members also believe that this was the intention of those who drafted the Charter and By-laws.

It appears that our Charter and By-laws have been drafted along the lines of the Library Association (UK), which was faced in 1980 with similar circumstances to the ones confronting the LAA. History repeats itself!

In the Charter and By-laws certain powers are delegated to certain bodies. For example:

Royal Charter article 4.1 The General Council shall convene an ordinary meeting of members of the Association once during each calendar year.

article 11.2 Without limiting the generality of paragraph (1) of this article the General Council may, in accordance with this article, make by-laws on any subject matter covered by the by-laws in the Schedule to this Our Charter.

article 11.3 The General Council may, in accordance with this article, make by-laws repealing, rescinding, revoking or varying any by-law.

By-law 51.1 The Association shall at the annual general meeting appoint an auditor or auditors to hold office until the close of the next general meeting.

64. The Association shall be wound up if the Association in general meeting by special resolution resolves that it be wound up and thereupon the provisions of this Part of these by-laws shall have effect. The Gen-

eral Secretary shall conduct a postal vote in the manner prescribed by the Regulations.

There are many areas for which specific delegations of authority are not given. It is in these 'grey' areas that legal opinion says that resolutions of an AGM are binding upon Council and if a conflict arises between the AGM and Council the AGM prevails.

None of these resolutions however must conflict with the Charter or By-laws. For example, a general meeting does not have the power to make or rescind a By-law or pass a motion to that effect. This power is very clearly given to General Council.

What then are the implications of resolutions passed at AGMs? In 1981 thirty members were present — should a resolution of .4 percent of the LAA membership be binding on General Council which is a democratically elected body? At our Biennial Conference where the AGM becomes a forum for debate of 500 members, this still represents only 7.5 percent of the membership.

At the same time, however, AGMs held in conference years provide the best opportunity for discussion of subjects by the membership outside holding postal ballots or plebiscites. Even when 500 members are present, debate can continue for many hours and it would not be unfair to say that motions discussed at the beginning would be dealt with in a much more thorough manner than towards the end when emotions are high and patience is running out.

So is the AGM the best instrument in which to invest the power to override Council in areas not covered by the Charter and By-laws? This was discussed at considerable length by the General Council with the Association's solicitor being present to give legal advice.

Council is particularly concerned that the AGM does not lose the value it has as a forum for debate on issues affecting the Association. The major concern with the present legal understanding of the situation, is

that a very small number of people could have the power to pass a resolution that could have detrimental effects on the well-being of the Association. For example, a motion along the lines that the LAA support a full-time member of staff in each state and territory, could be financially impossible to implement.

Having thoroughly considered the subject, General Council resolved that a new By-law be adopted:

Subject to the control of the members and these By-laws, the government of the Association shall be entrusted to the General Council.

Decisions of the General Council shall be communicated to the respective divisions of the Association, and shall be binding on all members, provided that a decision of the General Council may be submitted to a plebiscite of all financial members of the Association by postal ballot if so requested by

- (i) properly constituted meetings of two divisions of the Association; or
- (ii) a petition signed by 20 percent of the financial members of the Association.

A request for a plebiscite shall be communicated to the President of the Association in writing, who shall upon receipt of such request direct the Executive Officer to submit such decision to a plebiscite of all financial members of the Association by postal ballot. The decision of members voting in such plebiscite shall be final.

Council further resolved 'that Council's intention to seek the making of this By-law be referred to divisions for discussion and be placed on the agenda for the next meeting of General Council.'

Once a By-law has been passed by General Council it can be at least twelve months before it comes into operation. If the drafted By-law is approved in August it may not be until August/September 1983 that the LAA will operate within that context.

The 1982 AGM will be conducted in accordance with the prevailing legal advice — that resolutions passed will be binding on Council as long as they do not conflict with any powers delegated in the Charter and By-laws.

The rules for the conduct of the 1982 AGM will be outlined with the notice of the agenda and also in the Conference *Handbook*.

Under By-law 11.3 The General Council may call a general meeting by causing the General Secretary to give notice of the meeting to each member entitled to receive notice of the meeting not less than twenty-one days before the time fixed for the meeting.

11.4 The notice of the meeting shall state the time and place of the meeting and the business which it is proposed to bring before the meeting.

All motions to be put to the AGM must appear in this notice along with an item 'general business'. The only items that may be raised under general business are those of an informal nature, or those that are within the scope of the business already laid down. Motions of a substantial nature relating to items not covered in the notice of the meeting are not allowed.

If an item of urgency arises which is not within the business of the meeting the Chairman has the power to accept it without notice, or rule that due notice must be given.

The subject of the power of the AGM is complex and important. It is hoped that all divisions and members will give it due consideration and raise any questions for discussion. Any comments are to be sent to your Branch Secretary by the 30 June 1982.

Susan Acutt
Executive Director

* Article 10 refers to the powers of the Board of Examiners in relation to the awarding of Fellowships and Associateships.