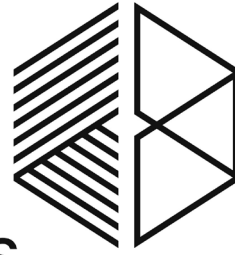


GEELONG
REGIONAL
LIBRARIES



GEELONG REGIONAL LIBRARY
CORPORATION

GOVERNANCE RULES (MEETING
PROCEDURES)

GOVERNANCE RULES (MEETING PROCEDURES)

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GEELONG REGIONAL LIBRARY CORPORATION

GOVERNANCE RULES (MEETING PROCEDURES)

PART 1– PRELIMINARY

L1.1 TITLE

These are the Geelong Regional Library Corporation Governance Rules (Meeting Procedures), referred to below as “these Governance Rules”.

L1.2 OBJECTIVES OF THESE GOVERNANCE RULES

The objectives of these Governance Rules are:-

- a) To provide for the administration of the Corporation’s powers and functions.
- b) To regulate and control the use of the Common Seal of the Corporation.
- c) Regulate and control the election of Chairperson and Deputy Chairperson.
- d) Regulate and control the procedures of meetings of the Corporation.

L1.3 POWER TO MAKE THESE GOVERNANCE RULES

These Governance Rules are made under the provisions of section 196(4)(e) of the *Local Government Act 1989*, as applied by section 330 of the *Local Government Act 2020*.

L1.4 OPERATIONAL DATE OF THESE GOVERNANCE RULES

These Governance Rules operate from 12 August 2024

L1.5 WORDS USED IN THESE GOVERNANCE RULES

Words	Meaning
Act:	Means the <i>Local Government Act 1989</i> .
Agreement:	Means the Agreement to continue the Geelong Regional Library Corporation (as amended from time to time).
Agenda:	Means the notice of a meeting setting out the business to be transacted at the Meeting.
Board:	Means the Board of the Corporation.
Chairperson:	Means the Chairperson of the Corporation and includes, where appropriate, the Deputy Chairperson.
Chief Executive Officer:	Means the Chief Executive Officer appointed by Corporation from time to time, or any person acting as Chief Executive Officer.
Clause:	Means a clause of these Governance Rules.
Committee:	Means a Committee appointed by the Board.

Common Seal:	Means the common seal of the Corporation.
Corporation:	Means the Geelong Regional Library Corporation.
Councillor:	Means a Councillor of a Council which is a party to the Agreement.
Deliver:	Includes transmission by Facsimile or Electronic Mail.
Formal Motion:	Means a motion related to a formal procedure and includes the following motions:- <ul style="list-style-type: none"> a) that the motion be put; b) that the question lay on the table; c) that the meeting proceed to the next business; d) that the question be not now put; and e) that the motion and amendment now before the meeting be adjourned.
Member:	Means any person appointed to the Board in accordance with the Agreement.
Meeting:	Means a Meeting of the Board.
Ordinary Meeting:	Means an Ordinary Meeting of the Board, being a meeting scheduled by resolution or the administrative act of the Chief Executive Officer.
Part:	Means a Part of these Governance Rules.
Party:	Means a Council which is a party to the Agreement or any supplementary agreement.
Special Meeting:	Means a Special Meeting of the Board, being a meeting called by: <ul style="list-style-type: none"> a) the Chairperson; or b) any three Members, each of whom represents a different Party.

PART 2 – USE OF THE COMMON SEAL

L2.1 PURPOSE

The purpose of this Part is to regulate the use of the Common Seal and to prohibit the use of the Common Seal or any device resembling the Common Seal.

L2.2 USE OF THE COMMON SEAL

The Corporation must authorise by resolution the use of the Common Seal.

L2.3 SIGNATURE TO ACCOMPANY SEAL

The Chairperson (or, in the absence of the Chairperson, the Deputy Chairperson or any Member) and the Chief Executive Officer (or, in the absence of the Chief Executive Officer, any Member) must sign every document to which the Common Seal is affixed.

L2.4 SECURITY OF THE COMMON SEAL

The Chief Executive Officer must keep the Common Seal in safe custody.

PART 3 – ELECTION OF THE CHAIRPERSON AND DEPUTY CHAIRPERSON

L3.1 PURPOSE

- 1) The purpose of this Part is to regulate the proceedings for the election of the Chairperson and any Deputy Chairperson.
- 2) Only a Member who is a Councillor will be eligible to be elected as Chairperson or Deputy Chairperson.

L3.2 CHAIRPERSON

- 1) Once a year and whenever there is a vacancy in the office of Chairperson, the Chief Executive Officer must convene a Meeting to:
 - a) receive nominations for the election of Chairperson; and
 - b) elect the Chairperson.
- 2) Any Member may be elected as temporary chairperson to preside at such a Meeting.
- 3) Once elected, the Chairperson is to preside at the election of any Deputy Chairperson.
- 4) The Chief Executive Officer will be responsible for the counting of votes.

L3.3 PROCEDURE

- 1) The election of the Chairperson must be by a show of hands.
- 2) The Member who receives the majority of votes cast must be declared elected.
- 3) For the purposes of sub-clause 2), the following will apply:
 - a) nominations must be moved and seconded;
 - b) where only one nomination is received, that Member must be declared elected; or
 - c) where two nominations are received, the Member with the majority of votes cast must be declared elected; or
 - d) where there are more than two nominations received, the Member with the fewest number of votes cast must be eliminated (and if more than one of them, the Member determined by lot) and the names of the remaining Members must be put to the vote again. This procedure must continue until there are only two Member remaining, in which case paragraph c) applies;

- e) if at any time during the process of electing the Chairperson there is an equal number of votes cast then the election must be determined by lot.
- 4) If the Corporation resolves to appoint a Deputy Chairperson the provisions contained in this Part for the election of the Chairperson will apply to the election of the Deputy Chairperson.

PART 4 – PROCEDURE AT BOARD MEETINGS

L4.1 PURPOSE

The purpose of this Part is to regulate proceedings at all Meetings of the Corporation.

L4.2 QUORUM

- 1) Unless the Agenda for a Meeting indicates otherwise, any Meeting will be conducted in person on a date and at a time and venue specified in the Agenda.
- 2) If a Member intends to participate by electronic means of communication in any Meeting that the Agenda indicates is to be conducted in person, the Member must give the Chief Executive Officer notice of this intention at least 24 hours prior to the scheduled time for the commencement of the Meeting.
- 3) Subject to sub-clause 1), a Member may participate at a Meeting by electronic means of communication.
- 4) A quorum at a meeting of the Board consists of a majority of the Members in attendance (being physically present or participating by electronic means of communication), provided that at least one Member from each Party is in attendance (being either physically present or participating by electronic means of communication).

L4.3 ABSENCE OF QUORUM

- 1) If at any Meeting there is not physically present or ready to participate by electronic means of communication within half an hour after the time appointed for such meeting the number of Members required to form a quorum, the Chief Executive Officer may adjourn such Meeting to any time not later than seven days from the date of that adjournment.
- 2) If at any time during any Meeting there is not physically present or participating by electronic means of communication the number of the Members required to form a quorum, the Chief Executive Officer may adjourn the meeting to any time not later than seven days from the date of that adjournment.

L4.4 AGENDA

- 1) The Chief Executive Officer must Deliver to each Member a copy of the Agenda for an Ordinary Meeting, not less than 48 hours before the meeting is to be held.
- 2) The Chief Executive Officer must Deliver to each Member a copy of the Agenda for each Special Meeting, not less than 48 hours before the meeting is to be held.

L4.5 ORDER OF BUSINESS

The order of business at any Meeting will be determined by the Chief Executive Officer to facilitate and maintain open, efficient and effective processes.

L4.6 PREPARATION OF MINUTES

The Chief Executive Officer or member of the Corporation's staff authorised by the Chief Executive Officer must record in the minutes of each Meeting:-

- 1) the place, date and time of each Meeting;
- 2) the names of all Members in attendance at each Meeting;
- 3) the names of all Members to whom leave of absence was granted;
- 4) arrivals and departures (including temporary departures) of Members during the course of the Meeting;
- 5) all disclosures of a conflict of interest by Members in matters on the Agenda of the Meeting;
- 6) each motion and amendment moved, including motions and amendments withdrawn by consent of the Board or which lapse for want of a seconder;
- 7) each motion put to the vote;
- 8) the vote cast by each Member (and if a Member abstained from voting, the abstention) on each division called; and
- 9) the failure of a quorum.

L4.7 CONFIRMATION OF MINUTES

- 1) The Board at each Ordinary Meeting, must:
 - a) pass a motion to confirm the minutes of the previous Ordinary Meeting and all other meetings held since the previous Ordinary Meeting, if a copy has been posted or Delivered to each Member not less than 48 hours before the Meeting; or
 - b) require the minutes to be read prior to the passing of a motion to confirm them, if a copy has not been posted or Delivered to each Member not less than 48 hours before the Meeting.
- 2) The Board must not discuss the contents of the minutes except as to their accuracy as a record of proceedings.
- 3) The Chairperson must sign the minutes when they have been confirmed.

L4.8 MOTIONS

- 1) Motions and amendments must be:
 - a) within the powers and functions of the Board,
 - b) related to an item of business on the Agenda or before the meeting; and
 - c) clear and unambiguous and not defamatory or objectionable in content or nature.
- 2) The Corporation must refuse to accept a motion or amendment which conflicts with sub-clause 1).
- 3) The Chairperson may require any motion to be put in writing.

L4.9 PROCEDURE FOR MOVING MOTIONS AND AMENDMENTS

- 1) The mover of a motion or amendment must state the subject and nature of the motion or amendment before or at the time of moving it.
- 2) The Chairperson must call for a seconder.
- 3) If there is no seconder to a motion or amendment, the Chairperson must declare the motion or amendment to have lapsed.
- 4) The Chairperson must call upon the mover of a motion to speak to the motion after it has been seconded or declined to speak.
- 5) The Chairperson must call upon the seconder of a motion to speak to the motion after the mover has spoken.
- 6) The Chairperson must call upon any other Member who may wish to speak against the motion, to speak after the mover and seconder of the motion have spoken to the motion or declined to speak to it.
- 7) The Chairperson may put the motion to the vote or may call upon any other Member to speak if no Member has indicated an intention to speak to the motion.
- 8) Any Member except the mover or seconder of the motion may move or second an amendment to the motion.
- 9) A Member may speak only once on a motion unless that Member has the right to speak in reply.
- 10) The mover of an amendment has no right to speak in reply.
- 11) Any Member may call for a point of order during a debate whether or not they have spoken to the motion. A Member who calls a point of order retains the right to speak to the motion.
- 12) The consent of Board must be obtained to withdraw a motion or amendment.
- 13) The Board must not consider a second or subsequent amendment until it has dealt with any previous amendment.
- 14) The Chairperson must put the motion or amendment to the vote immediately after the mover of the motion has spoken in reply or declined to speak in reply.
- 15) A Member must not move a motion to initiate a subject for discussion except by giving notice of motion or unless the Board consents to the introduction and consideration of the subject matter as urgent business.

L4.10 PERSONAL EXPLANATIONS

The Chairperson or the Board by resolution may permit a Member to make a personal explanation or to claim that they have been misrepresented or misunderstood.

L4.11 FORMAL MOTIONS

- 1) Unless otherwise prohibited a Formal Motion may be moved at any time and, upon being seconded, must be dealt with immediately by the Chairperson.
- 2) The mover of a Formal Motion must not have moved or seconded the question before the Chair or any amendment of it.
- 3) A Formal Motion cannot be moved by the Chairperson

- 4) Unless otherwise provided, debate on a Formal Motion is not permitted and the mover does not have a right of reply.
- 5) Other than in relation to the time, date and place of a proposed adjournment a Formal Motion cannot be amended.

L4.12 GENERAL BUSINESS

Members may raise items of General Business without notice but a resolution to act on the issue cannot be made unless it is to receive the information or seek further information or a report.

L4.13 URGENT BUSINESS

The Board may consent to the introduction and consideration of a matter as urgent business.

L4.14 NOTICES OF MOTION

Members must give or Deliver notices of motion to the Chief Executive Officer in sufficient time to allow them to include the notice of motion in the Agenda for the Meeting in respect of which the notice of motion was given or Delivered.

L4.15 REVOCATION OR ALTERATION OF PREVIOUS RESOLUTIONS

- 1) Any Member who wishes to revoke or alter a resolution made previously by the Board must give or Deliver a notice of motion to the Chief Executive Officer in sufficient time to allow them to include the notice of motion in the Agenda for the Meeting in respect of which the notice of motion was given or Delivered.
- 2) The Chief Executive Officer must not accept a second or subsequent notice of motion to revoke or alter a resolution made previously by the Board for a period of one (1) month after the date of the Meeting at which the Board dealt with the previous notice of motion to revoke or alter the resolution.
- 3) A notice of motion to revoke or alter a resolution made previously by the Board must not be accepted or otherwise dealt with if the resolution has already been acted on.
- 4) For the purposes of this clause, receipt of a notice of motion to revoke or alter a resolution made previously by the Board and signed by a majority of Members will, to the extent practicable, place a stay on the implementation of the subject resolution by the Chief Executive Officer.

L4.16 DEBATE

- 1) The Member acknowledged by the Chairperson is to speak and must not be interrupted unless:
 - a) they are called to order; or
 - b) their speaking time has expired; or
 - c) a point of order is raised; or
 - d) a Formal Motion is moved.
- 2) Members must designate each other by their official titles during debate and throughout the Meeting.

L4.17 TIME LIMITS

A Member may speak for no longer than the time specified below, unless the Board grants an extension:

The mover of a motion	5 minutes
Any other speaker	3 minutes
The mover of a motion exercising the right of reply	2 minutes

L4.18 VOTING

- 1) Members choosing to vote must vote by show of hands when the Chairperson puts a motion to the vote. The Chairperson must declare the result of the vote.
- 2) All Members present in the meeting room when a vote is taken can vote once only.
- 3) Subject to the Act, the Chairperson must use a casting (second) vote if there is an equality of votes recorded on any motion.
- 4) The Chief Executive Officer must record in the minutes of the meeting the name of any Member who requests that their vote or abstention from voting be recorded against the motion or amendment.

L4.19 DIVISIONS

- 1) A Member may call for a division on any motion after the Chairperson has declared the result.
- 2) The Chairperson must first call upon Members to vote in favour of the motion, then upon Members to vote against the motion and finally upon Members abstaining from voting when a Member has requested a division.
- 3) Members voting must vote by show of hand and the Chairperson must declare the result of the division.
- 4) The Chief Executive Officer must record in the minutes of the Meeting the names of the Members who voted in favour of the motion, the names of the Members who voted against the motion, the names of Members who abstained from voting and the result of the division.

L4.20 POINTS OF ORDER

- 1) A Member may take a point of order on the grounds that a matter is:
 - a) contrary to these Governance Rules;
 - b) defamatory;
 - c) irrelevant;
 - d) outside the Board's power; or
 - e) improper.
- 2) The Chairperson must decide on all points of order.

L4.21 DISAGREEMENT WITH CHAIRPERSON'S RULING

- 1) A Member may move that the Chairperson's ruling be disagreed with.

- 2) A motion under this clause:
 - a) must specify the ruling to be substituted for the Chairperson's ruling;
 - b) must be considered in priority to any other business;
 - c) if carried, must be acted upon instead of the ruling given by the Chairperson.

L4.22 REMOVAL FROM MEETING ROOM

The Chairperson or the Board by resolution may have any person (not being a Member) removed from the room in which a Meeting is being held for reasons of disorderly conduct.

PART 5 – COMMITTEES

L5.1 APPLICATION TO COMMITTEES

- 1) The Board may determine the role, membership quorum and voting rights applicable to Committees.
- 2) With the exception of the provisions:
 - a) limiting the number of times speaking to a motion;
 - b) relating to revocation or alteration of previous decisions; and
 - c) concerning the application of time limits and urgent business

the provisions of Part 4 may be used as a guide to the conduct of meetings of Committees.