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# GOVERNANCE RULES

**WHITEHORSE MANNINGHAM REGIONAL LIBRARY CORPORATION  
GOVERNANCE RULES**

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# WHITEHORSE MANNINGHAM REGIONAL LIBRARY CORPORATION

## GOVERNANCE RULES

### PART A

#### PRELIMINARY

#### 1. TITLE

- 1.1 These are the Whitehorse Manningham Regional Library Corporation Governance Rules.

#### 2. OBJECTIVES

- 2.1 The objectives of these Governance Rules are to:

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

#### 3. POWER TO MAKE THESE GOVERNANCE RULES

- 3.1 These Governance Rules are made under the provisions of section 196(4)(e) of the *Local Government Act* 1989.

#### 4. OPERATIONAL DATE

- 4.1 These Governance Rules operate from 19 March 2025.

#### 5. LOCAL LAW CEASES TO HAVE EFFECT

- 5.1 Upon these Governance Rules commencing to operate the Corporation will no longer give effect to its Meeting Procedures and Use of the Common Seal Local Law (Local Law No. 3 – 2020).

#### 6. DEFINITIONS

- 6.1 In these Governance Rules, the words listed below have the meaning indicated:

Words	Meaning
Absolute Majority	The number of Members which is greater than half the total number of Members of the Board.
Act	The <i>Local Government Act</i> 1989.
Agenda	The notice of a meeting setting out the business to be transacted at the meeting.
Agreement	The agreement to form the Whitehorse Manningham Regional Library Corporation or any Supplementary Agreement entered into under section 196 of the Act.

Board	Pursuant to section 196(7) of the Act, the governing body of the Corporation.
Board Member	Any person appointed to the Board in accordance with the Agreement.
Business Day	A day which is not a Saturday, Sunday or public holiday.
CEO	The person appointed by the Corporation as Chief Executive Officer and includes a person acting that position.
Chairperson	The Chairperson of the Board and includes the Deputy Chairperson or an Acting Chairperson.
Committee	A committee appointed by the Board.
Common Seal	The Common Seal of the Corporation.
Conflict of Interest	Has the same meaning as in the <i>Local Government Act 2020</i> .
Corporation	The Whitehorse Manningham Regional Library Corporation.
Councillor	A Councillor of a Council being a party to the Agreement.
Deliver	Includes transmission by electronic mail.
Formal motion	<p>A motion related to a formal procedure and includes the following:</p> <ul style="list-style-type: none"> <li>(a) that the motion be put;</li> <li>(b) that the question lay on the table;</li> <li>(c) that the meeting proceeds to the next business;</li> <li>(d) that the question be not now put;</li> <li>(e) that the motion or amendment now before the meeting be adjourned; and</li> <li>(f) that the meeting be adjourned.</li> </ul>
Meeting	A meeting of the Board and includes a meeting at which the Chairperson is elected, an Ordinary Meeting and a Special Meeting.
Member	A member of the Board.
Officer	Any employee of the Corporation.
Ordinary Meeting	An Ordinary Meeting of the Board.
Part	A Part of these Governance Rules.

Party	A signatory to the Agreement or any Supplementary Agreement.
Present at a Meeting	Any Member who: <ul style="list-style-type: none"> <li>(a) physically attends a Meeting; or</li> <li>(b) participates in a Meeting by electronic means of communication in accordance with Rule 14.</li> </ul>
Special Meeting	A Meeting convened pursuant to Rule 25.
Urgent Business	A matter that has: <ul style="list-style-type: none"> <li>(a) arisen since distribution of the Agenda;</li> <li>(b) cannot be deferred until the next Meeting without having a negative impact on the Corporation; and</li> <li>(c) cannot be addressed through the operational service request process.</li> </ul>

## **PART B**

### **USE OF THE COMMON SEAL**

#### **7. PURPOSE**

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

#### **8. USE OF THE COMMON SEAL**

- 8.1 The Common Seal of the Corporation must be used only by resolution of the Board.

#### **9. SIGNATURE TO ACCOMPANY THE COMMON SEAL**

- 9.1 Every document to which the Common Seal is affixed must be signed by:
- (a) the Chairperson (or in the absence of the Chairperson, the Deputy Chairperson or any other Member) and the CEO; or
  - (b) in the case of a document in which the CEO has an interest, the Chairperson and the Deputy Chairperson or any other Member.

#### **10. SECURITY OF THE COMMON SEAL**

- 10.1 The CEO must keep the Common Seal in safe custody.

## **PART C**

### **ELECTION OF THE CHAIRPERSON AND DEPUTY CHAIRPERSON**

#### **11. PURPOSE**

- 11.1 The purpose of this Part is to regulate the proceedings for the election of the Chairperson and Deputy Chairperson.
- 11.2 Only a Member who is a Councillor shall be eligible to be elected as the Chairperson or Deputy Chairperson.

#### **12. CHAIRPERSON**

- 12.1 The CEO must open the Meeting to elect the Chairperson and preside until the Chairperson is elected.
- 12.2 The CEO shall call for nominations for Chairperson.
- 12.3 The Member who receives an Absolute Majority of votes must be declared elected.
- 12.4 For the purpose of sub-Rule 12.3, the following process will apply:
  - (a) where only one nomination is received, that Member must be declared elected;
  - (b) where more than one nomination is received, a vote of the Members present at the Meeting will be held;
  - (c) in the event of a candidate receiving an Absolute Majority of votes, that candidate must be declared elected;
  - (d) in the event that no candidate receives an Absolute Majority of the votes, the candidate with the fewest number of votes must be eliminated and a further vote of the Members for the remaining candidates will be held;
  - (e) if one of the remaining candidates receives an Absolute Majority of the votes, that candidate must be declared elected but, if none of the remaining candidates receives an Absolute Majority of the votes, the process of declaring the candidate with the fewest number of votes eliminated and voting for the remaining candidates must be repeated until one of the candidates receives an Absolute Majority of the votes, that candidate must then be declared elected;
  - (f) in the event of more than two candidates having an equality of votes and one of them having to be declared a defeated candidate, the declaration will be determined by lot;
  - (g) if a lot is conducted, the CEO will have the conduct of the lot and the following provisions will apply:
    - (i) each candidate will draw one lot
    - (ii) the order of drawing lots will be determined by the alphabetical order of the surnames of the Members who received an equal number of votes except that if two or more such Members' surnames are identical, the order will be determined by the alphabetical order of the Members' first names;
    - (iii) as many identical pieces of paper as there are Members who received an equal number of votes must be placed in a receptacle and the word "Eliminated" shall be written on one of the pieces of paper; and



- (iv) the Member who draws the paper with the word "Eliminated" written on it must be declared eliminated (in which event a further vote must be taken on the remaining candidates); and
  - (h) the process under sub-Rule 12.4(g) will be repeated until there are no more than two candidates left, in which case, if there is an equality of votes, the vote between the two candidates must be repeated until one of the candidates receives an Absolute Majority of the votes (whether on the day of that Meeting or – if the Meeting is adjourned to another day to allow Members to reflect on the election – on another day upon the Meeting being resumed).
- 12.5 Upon election, the Chairperson shall take the Chair.
- 12.6 If the Board 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.
- 12.7 The Chairperson is not eligible to be elected to the office of Deputy Chairperson.

**PART D**  
**PROCEDURE AT MEETINGS**

**13. PURPOSE**

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

**14. QUORUM**

14.1 A quorum is formed when an Absolute Majority of the Members are present at a Meeting.

14.2 Subject to this Rule 14, a Member will be taken to be present at a Meeting where the Member is:

- (a) physically present in the room in which the Meeting is being held; or
- (b) present by electronic means of communication provided that either:
  - (i) the Member has given the CEO prior notice of their intention to participate in the Meeting by electronic means; or
  - (ii) the Agenda for the Meeting has specified that the Meeting is to be conducted entirely by electronic means.

**15. AGENDA**

15.1 The CEO must deliver to each Member a copy of the Agenda for a Meeting not less than 48 hours before the Meeting is to be held, unless it is impracticable to do so, in which case the Agenda will be delivered as far as practicable ahead of the Meeting.

15.2 An Agenda must specify whether the Meeting is to be conducted:

- (a) in person (in which case Members can be present physically or, subject to sub-Rule 14.2(b), present by electronic means); or
- (b) entirely by electronic means.

**16. ORDER OF BUSINESS**

16.1 The order of business for a Meeting will be determined by the CEO to facilitate and maintain open, efficient and effective processes.

**17. RECORDING OF PROCEEDINGS**

17.1 The CEO or another Officer authorised by the CEO shall record in the minutes of each Meeting:

- (a) the place, mode, date and time of the Meeting;
- (b) the names of all Members present;
- (c) the names of all Members to whom leave of absence was granted;
- (d) arrivals and departures, including temporary departures, of Members during the course of the Meeting;
- (e) all disclosures of Conflict of Interest by Members;

- (f) each motion and amendment moved, including motions and amendments withdrawn by consent of the Board or which lapse for want of a seconder;
- (g) each motion put to the vote;
- (h) the vote cast by each Member on each division called; and
- (i) the failure of a quorum.

## **18. CONFIRMATION OF MINUTES**

18.1 At each Ordinary Meeting, the Board must:

- (a) pass a motion to confirm the minutes of each Meeting 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.

18.2 The Board must not discuss the contents of the minutes except as to their accuracy as a record of proceedings.

18.3 The Chairperson must sign the minutes when they have been confirmed.

## **19. MOTIONS**

19.1 At each Meeting, motions must be:

- (a) within the powers and functions of the Board;
- (b) related to an item of business on the Agenda or otherwise before the Meeting; and
- (c) clear and unambiguous and not defamatory or objectionable in content or nature.

19.2 The Chairperson must refuse to accept a motion or amendment which conflicts with sub-Rule 19.

19.3 The Chairperson may require motions to be put in writing.

## **20. PROCEDURE FOR MOVING MOTIONS AND AMENDMENTS**

20.1 The mover must state the subject and nature of the motion or amendment.

20.2 The Chairperson must call for a seconder.

20.3 If there is no seconder to a motion or amendment, the Chairperson must declare the motion or amendment to have lapsed.

20.4 The Chairperson must call upon the mover of a motion or amendment to speak to it after it has been seconded.

20.5 The Chairperson must call upon the seconder of a motion or amendment to speak to it after the mover has spoken.

20.6 The Chairperson must call upon any other Member who may wish to speak against the motion or amendment, to speak to it after the mover and seconder have spoken.

20.7 The Chairperson may then, in their discretion:

- (a) put the motion or amendment to the vote; or
  - (b) call upon any other Member to speak to the motion or amendment if no Member has indicated an intention to speak against it.
- 20.8 Any Member except the mover or seconder of a motion may move or second an amendment to the motion.
- 20.9 A Member may only speak once to a motion, except if the mover of the motion exercising a right of reply.
- 20.10 The mover of an amendment has no right of reply.
- 20.11 The Chairperson or the Board by resolution may permit a Member
  - (a) who has already spoken to a motion or amendment to speak a second time to make a personal explanation or to claim that they have been misrepresented or misunderstood; or
  - (b) to ask a question for the purpose only of clarification.
- 20.12 Any Member may call for a point of order during a debate whether or not they have spoken to the motion or amendment. A Member who calls a point of order shall not be taken as speaking to the motion or amendment.
- 20.13 The mover of a motion may withdraw a motion or amendment with the consent of the Meeting.
- 20.14 The Meeting must not consider a second or subsequent amendment until it has dealt with any previous amendment.
- 20.15 The Chairperson must put the motion or amendment to the vote immediately after the mover of the motion has spoken in reply.
- 20.16 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.

## **21. FORMAL MOTIONS**

- 21.1 Unless otherwise prohibited, a Formal Motion may be moved at any time and, upon being seconded, must be dealt with immediately by the Chairperson.
- 21.2 The mover of a Formal Motion must not have moved or seconded the motion before the Meeting or any amendment of it.
- 21.3 A Formal Motion cannot be moved by the Chairperson.
- 21.4 Unless otherwise provided, debate on a Formal Motion is not permitted and the mover does not have a right of reply.
- 21.5 Other than in relation to the time, date and place of a proposed adjournment, a Formal Motion cannot be amended.

## **22. GENERAL BUSINESS**

- 22.1 Members may raise items of General Business without notice to other Members relating to any matter, provided that the motion moved in relation to the item of General Business only calls to receive information or to seek further information or an Officer report.

**23. URGENT BUSINESS**

- 23.1 The Meeting may, by resolution, consent to the introduction and consideration of Urgent Business.
- 23.2 A motion moved in relation to an item of Urgent Business is not subject to the same limitations as a motion moved in relation to an item of General Business under sub-Rule 22.1.

**24. NOTICES OF MOTION**

- 24.1 A Member may include a matter on the Agenda for an Ordinary Meeting by submitting a Notice of Motion setting out the matter and the motion which the Member proposes to move.
- 24.2 A Notice of Motion must be submitted by the Member in writing to the CEO in sufficient time to allow him or her to deliver the Notice of Motion to all Members and in any event no later than 48 hours prior to the Ordinary Meeting at which the Notice of Motion is to be considered.

**25. SPECIAL MEETINGS**

- 25.1 A Special Meeting must be called by the CEO:
- (a) on the request of the Chairperson or any four Members; or
  - (b) at their own discretion.
- 25.2 A notice requesting a Special Meeting shall be submitted to the CEO at least seven clear business days before the proposed date of the Special Meeting.
- 25.3 If a Special Meeting is called pursuant to sub-Rules 25.1 and 25.2, the CEO must send a notice of the Special Meeting to each Member at least two clear business days before the Special Meeting.
- 25.4 Despite anything to the contrary in sub-Rules 25.2 and 25.3, the CEO may:
- (a) accept a request under sub-Rule 25.1(a) less than seven days before the proposed date of the Special Meeting; or
  - (b) provide less than two days' notice of a Special Meeting under sub-Rule 25.3,
- if they are satisfied that it is necessary or desirable to call the Special Meeting on shorter notice.

**26. REVOCATION OR ALTERNATION OF PREVIOUS RESOLUTIONS**

- 26.1 A previous resolution of the Board can only be rescinded or amended by way of a Notice of Motion submitted in:
- (a) accordance with Rule 24; and
  - (b) the form of Appendix A to these Governance Rules.
- 26.2 The CEO must reject a Notice of Motion proposing the rescission or amendment of a previous resolution of the Board where:
- (a) the resolution to be rescinded or amended has been acted upon;
  - (b) the Notice of Motion has not been signed by at least two (2) Members; or
  - (c) the Notice of Motion is delivered to the CEO more than 72 hours after the Meeting at which the resolution to be rescinded or amended was made.

- 26.3 No action will be taken to implement a resolution in respect of which a Notice of Motion to rescind or amend has been submitted under this Rule 26, unless delaying implementation of the resolution would:
- (a) rob it of its efficacy; or
  - (b) cause the Corporation to be in contravention of a legal obligation.
- 26.4 In addition to any requirements for a Notice of Motion under this Rule 26, Revocation motions are to be lodged in the form of Appendix A.
- 27. DEBATE**
- 27.1 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.
- 27.2 Members must address each other by their official titles during debate and throughout the Meeting.
- 28. TIME LIMITS**
- 28.1 A Member may speak for no longer than the time specified below, unless the Board grants an extension:
- (a) the mover of a motion - five minutes;
  - (b) the mover of an amendment - three minutes;
  - (c) any other speaker - three minutes; and
  - (d) the mover of a motion exercising the right of reply - two minutes.
- 29. VOTING**
- 29.1 Members must vote by show of hands when the Chairperson puts a motion to the vote. The Chairperson must declare the result of the vote.
- 29.2 All Members present at a Meeting when a vote is taken may only vote once.
- 29.3 The Chairperson has, subject to the Act, a casting (second) vote if there is an equality of votes recorded on any motion.
- 29.4 The CEO must record in the minutes of the Meeting the name of any Member who requests that his or her vote be recorded against the motion or amendment.
- 30. DIVISIONS**
- 30.1 A Member may call for a division on any motion after the Chairperson has declared the result.
- 30.2 The Chairperson must first call upon Members voting in favour of the motion, then upon Members voting against the motion and then upon Members abstaining from voting when a Member has requested a division.

- 30.3 Members must vote by show of hands and the Chairperson must declare the result of the division.
- 30.4 The CEO 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 and the names of the Members who abstained from voting and the result of the division.

**31. POINT OF ORDER**

- 31.1 The Chairperson must decide on all points of order.
- 31.2 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.

**32. CONFLICTS OF INTEREST**

- 32.1 Any Member who has a Conflict of Interest in any matter before a Meeting must:
- (a) disclose the existence and nature of the Conflict of Interest immediately upon that matter being introduced; and then
  - (b) leave the Meeting (either by leaving the room if they are physically present or taking steps to ensure that they do not have access to see or hear the debate or vote if they are present by electronic means) and not return until the next matter is being or has been introduced.
- 32.2 A Member will not be taken to have a Conflict of Interest in a matter merely because the Party that they represent will or will be likely to be affected by the debate or vote on the matter.

**33. ADJOURNMENT**

- 33.1 A majority of the Members present, or the CEO if no Members are present, must adjourn a Meeting for the following reasons:
- (a) if there are insufficient Members present to form a quorum within thirty (30) minutes of the time for which the Meeting was called;
  - (b) if, during a Meeting, a number of Members leave the Meeting and a quorum cannot be maintained for the remainder of the Meeting; or
  - (c) if a Member or other person impedes the conduct of the Meeting.
- 33.2 A Meeting adjourned under sub-Rule 33.1 must be adjourned to a later time on the day for which the Meeting was called or for a period not exceeding fourteen (14) days.
- 33.3 The CEO must deliver written notice of an adjourned Meeting to all Members, except when the Meeting is adjourned to a later time on the same day, in which case the CEO will determine, in their discretion, the form of notice to be given to all Members.
- 33.4 In addition to adjournments under sub-Rule 33.1, the Board may by resolution adjourn any Meeting.

- 33.5 When a motion to adjourn a Meeting under sub-Rule 33.4 is before the Board, the Chairperson must not allow discussion on the motion to adjourn.
- 33.6 If a Meeting fails to pass the motion to adjourn under sub-Rule 33.4, the Chairperson must resume the Meeting from the point at which the motion to adjourn was moved.

**34. DISAGREEMENT WITH CHAIRPERSON'S RULING**

- 34.1 A Member may move that the Chairperson's ruling be disagreed with.
- 34.2 A motion under this Rule:
- (a) shall specify the ruling to be substituted for the Chairperson's ruling;
  - (b) shall be considered in priority to any other business; and
  - (c) if carried, shall be acted upon instead of the ruling given by the Chairperson.

**35. SUSPENSIONS**

- 35.1 The Board may suspend from a Meeting and for the balance of the Meeting any Member whose actions have disrupted the business of the Meeting and impeded its orderly conduct.

**36. SUSPENSION OF STANDING ORDERS**

- 36.1 Standing orders may be suspended by resolution.
- 36.2 The Chairperson must reject any motion moved while standing orders are suspended other than a motion to resume standing orders.

**37. PUBLIC PARTICIPATION IN MEETINGS**

- 37.1 Although not obliged to do so, the Board may resolve to open Meetings to the public, either generally or in a particular case, by giving notice on the Corporation's website.
- 37.2 If the Board resolves to open a Meeting or Meetings to the public under sub-Rule 37.1, the following procedure applies:
- (a) the Board by resolution, or the CEO by inclusion on the Agenda, may allocate time to enable any member of the public to address the Meeting;
  - (b) any member of the public addressing a Meeting must extend due courtesy and respect to the Board and the processes under which it operates and must take direction from the Chairperson whenever called on to do so;
  - (c) silence must be preserved by members of the public in the gallery (other than by a person in the gallery who is invited to address the Meeting) at all times during a Meeting;
  - (d) members of the public at a Meeting must not interject, take part in the debate or otherwise behave in a disrespectful and inappropriate manner or in a manner that disrupts the Meeting;
  - (e) members of the public must not bring any placards, posters or materials other than personal effects to the Meeting unless prior permission has been sought from and granted by the Chairperson;
  - (f) the Chairperson may cause the removal from a Meeting of any member of the public who disrupts the Meeting or fails to comply with a direction;



- (g) any Authorised Officer or member of Victoria Police may remove from a Meeting any person who acts in breach of these Governance Rules when directed by the Chairperson to do so; and
  - (h) in addition to any other basis for adjournment of a Meeting provided by these Governance Rules, the Chairperson may adjourn a disorderly Meeting.
- 37.3 Where:
- (a) attendance at a Meeting or Meetings by electronic means of communication is permitted under sub-Rule 14.2; and
  - (b) the Board resolves that the Meeting or Meetings will be open to the public under sub-Rule 37.1, the provisions of sub-Rule 37.2 will apply to that Meeting with any necessary adaptations.
- 38. REMOVAL FROM MEETING**
- 38.1 The Chairperson, the Board in the case of the suspension of a Member or an Authorised Officer on the direction of the Chairperson or the Board, may have any person removed from a Meeting for reasons of disorderly conduct.
- 39. APPLICATION TO COMMITTEES**
- 39.1 The Board will, when establishing a Committee, determine the:
- (a) role;
  - (b) membership;
  - (c) quorum;
  - (d) voting rights; and
  - (e) meeting procedures,
- applicable to the Committee.
- 39.2 The Board may determine that the meeting procedures applicable to a Committee under sub-Rule 39.1(e) will be those provided in Part D of these Governance Rules.

## Appendix A

# WHITEHORSE MANNINGHAM REGIONAL LIBRARY CORPORATION

## GOVERNANCE RULES

## REVOCATION MOTIONS

Notices of Motion to rescind or amend a previous resolution of the Board must be in the format set out below:

- 1 It is the intention of \_\_\_\_\_ (Board Member) to move at the Meeting to be held on \_\_\_\_/\_\_\_\_/\_\_\_\_ that the resolution of the Board carried on \_\_\_\_/\_\_\_\_/\_\_\_\_, viz:

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be revoked / amended and subject to that motion being carried, in its place, we propose to move / by adding/removing words as follows:

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\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name

\_\_\_\_\_  
Name

This notice was received by me at \_\_\_\_am/pm on \_\_\_\_/\_\_\_\_/\_\_\_\_

CHIEF EXECUTIVE OFFICER