

AGENDA

**Special Board Meeting
Monday 19 May 2025
4.10pm**

Online Meeting via Teams

1.	Present	
2.	Apologies	
3.	Acknowledgement of the Traditional Owners	
4.	Declaration of Conflicts of Interest	
5.	General Business	Page No.
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GENERAL BUSINESS

01/2025 BOARD MEMBERSHIP AND CHAIRPERSON

Report prepared by Beth Luppino

Purpose

To outline the membership and role of Chairperson for Connected Libraries Limited.

Library Plan 2025-2029 – 4.5 Implement updated and emerging governance, regulatory and compliance standards

Background

The Board Governance policy describes that the primary objective of the Board is to achieve the best library service outcomes now and into the future for the communities of the Council within the context of the Council's available resources and competing demands.

The role of the Board is to:

- a. ensure that the library services provided by CL are provided in accordance with the Library Plan, Strategic Resource Plan and Annual Budget;
- b. provide leadership by establishing CL's strategic objectives and monitoring their achievement against pre-determined service levels and Key Performance Indicators;
- c. maintain the sustainability and viability of CL by ensuring that resources are managed in a responsible and accountable manner;
- d. identify and consider the economic and financial consequences of its deliberations;
- e. advocate on behalf of the library service to other key stakeholders in business, community and government;
- f. act as a responsible partner in government by taking into account the aspirations and needs of the community;
- g. ensure that the library service continues to contribute to the social value of the community; and
- h. determine on an annual basis as part of the budget process the requirement for provision of an internal audit function.

Discussion

Board membership

As the sole member of Connected Libraries Limited, Casey Council has appointed and confirmed the CL Ltd Board membership as follows (see attachment):

- Independent Board Members:
 - Penny Holloway; and
 - Helen Partridge
- City of Casey Officer:
 - Keri New; and
 - Steve Coldham
- City of Casey Councillor:
 - Cr Scott Dowling

Chairperson

The Board Governance Policy states:

- An Independent member must be the Chairperson
- The Chairperson shall hold office for twenty-four months unless the Chairperson goes out of office earlier in accordance with clause 6.4 of the policy.

In line with CCLC Board discussions on (26 June 2024) Penny Holloway is elected as Chairperson until July 2025, at such time the position rotates to Helen Partridge (unless otherwise agreed by the Board).

Conclusion

The Board governs Connected Libraries in accordance with the Library Agreement and Board Governance Policy.

RECOMMENDATIONS

- 1. That the Board Membership and Chairperson report be noted.**
- 2. That the Board endorse that Penny Holloway continue in the role of Chair until July 2025.**

30 October 2024

Ms Beth Luppino
Chief Executive Officer
Connected Libraries
Locked Bag 2400
CRANBOURNE VIC 3977
beth.luppino@connectedlibraries.org.au

Dear Beth

Representatives on Connected Libraries Ltd Board

Council is in the process of completing all requirements for the registration of the new entity, Connected Libraries Ltd, to commence operations on 1 July 2025.

Under section 18.1 of the Connected Libraries Ltd Constitution, the City of Casey, as the Founding Member Council and the sole Member of the new Company, will hold up to three Director positions on the new Connected Libraries Ltd Board. This will comprise two Directors appointed by the Chief Executive Officer (CEO) of the City of Casey and one other representative appointed by Council. The Board will also include two Independent Director positions, to be nominated by the Founding Member Council on recommendation of its CEO.

I can advise that Steve Coldham and Keri New are the two CEO-appointed Council representatives and Penny Holloway and Helen Partridge are the two Independent representatives of the new Connected Libraries Ltd Board.

The third Council representative will be appointed at the December 2024 Council meeting following a nomination process with the newly elected Councillors.

I am also supportive of you and Emily Ramaswamy as initial officeholders of Connected Libraries Ltd, with the respective positions of Company Secretary and Public Officer.

Council looks forward to continuing our close working relationship with Connected Libraries through the transition process and beyond, as you continue to deliver highly valued library services to the Casey community.

Yours faithfully



Glenn Patterson
Chief Executive Officer

02/2025

UPDATE TO COMPANY DETAILS

Report prepared by Beth Luppino & Emily Ramaswamy

Purpose

To recommend the appointment of a Public Officer for Connected Libraries Ltd, and update Connected Libraries Ltd Company Details in accordance with legislative and reporting obligations under Australian taxation and corporate law.

Library Plan 2025-2029 – 4.5 Implement updated and emerging governance, regulatory and compliance standards

Background

Under Section 252 of the Income Tax Assessment Act 1936 every Australian company carrying on business or deriving income in Australia must appoint a Public Officer to represent the company in dealings with the ATO. The Public Officer is responsible for fulfilling the company's taxation obligations, including record keeping, correspondence, and submission of tax returns.

The legislation requires that:

“Every company carrying on business in Australia, or deriving in Australia income from property, shall at all times... be represented for the purposes of this Act by a public officer duly appointed by the company...”
Failure to appoint a Public Officer within three months of commencing business constitutes an offence and may attract penalties of up to \$210 per day until the appointment is made.

The appointed person must:

- Be at least 18 years of age
- Reside in Australia
- Understand the nature of the appointment
- Be recorded as the “Public Officer” on ATO systems and be able to verify their identity when contacted

In order to conduct reporting and transaction activities with the ATO, the company must have the Public Officer registered with both the ATO and the Australian Business Register (ABR) as an Associate and Authorised Contact for the company. This information must also be updated with the Australian Charities and Not-for-profits Commission (ACNC).

On 30 October 2024, the Casey CEO wrote to Connected Libraries and confirmed support of the appointment of Emily Ramaswamy to the role of Public Officer. This was noted by the Board at the meeting held on 20 November 2024.

Discussion

It is proposed that Emily Ramaswamy, General Manager Finance and Digital Operations, be appointed as the Public Officer for Connected Libraries Ltd. Emily currently holds equivalent responsibility at Casey Cardinia Library Corporation and is well placed to undertake this statutory role. She meets all eligibility requirements and has direct oversight of finance, tax compliance, and reporting.

Following Board endorsement, the Board Chair and Company Secretary will be responsible for notifying the ATO, ABR and ACNC of the appointment, and ensuring that Emily is also listed as both an Authorised Contact and an Associate for Connected Libraries Ltd in accordance with ATO procedures.

Update of company details

The ATO, ABR and ACNC regulatory bodies must be updated with any changes to company details. Since the establishment of the company and subsequent approval as a registered charity, there are a number of changes/updates to the existing company information required:

- Public Officer details to be updated with all the listed regulators, and registered as an 'Authorised Person and Associate' with the ACNC to facilitate annual/general reporting requirements
- CL Ltd must complete the lodging of Directors Scott Dowling and Steve Coldham to the ABR as the original registration was made using the 'minimum of three Directors' option by Sharrock Pitman.
- An amendment must be made to the ACNC registration to change the listing of CEO/Secretary Beth Luppino from a 'Responsible Person' to an 'Authorised Person' as these terms are differentiated more clearly on the charities website as follows:

Chief executive officers, company secretaries and public officers

*While the roles of chief executive officer, company secretary and public officer are important in terms of your charity's operation, the people in these roles are only Responsible People if they are a **member of your charity's governing body**, such as its board or committee.*

[Responsible People - board or committee members | ACNC](#)

*An **Authorised Person** is someone who holds a position in a charity that gives them authority to declare and sign documents for the charity. Common examples of an Authorised Person are a **chief executive officer**, chief financial officer, company secretary or a member of the senior management team.*

[Authorised Person | ACNC](#)

RECOMMENDATIONS

1. That the Board appoints Emily Ramaswamy, General Manager Finance and Digital Operations, as the Public Officer for Connected Libraries Ltd.
2. That the Board Chair with the Company Secretary notifies the ABR and ATO of the below Changes:
 - a. Authorised Contact Person being Emily Ramaswamy (appointed Public Officer)
 - b. Additional Entity Associates:
 - i. Steve Coldham
 - ii. Scott Dowling
 - iii. Emily Ramaswamy
3. That the Board Chair or Authorised Person updates the ACNC Authorised Persons to include:
 - a. Beth Luppino (Company Secretary/CEO)
 - b. Emily Ramaswamy (General Manager Finance and Digital Operations / Public Officer)

Australian Business Register

Date of issue: 11/02/2025

Australian Business Number (ABN)

24684380630

Entity name

CONNECTED LIBRARIES LTD

ABN status

Active

ABN registration date

07/02/2025

Postal address

65 Berwick-Cranbourne Rd

Cranbourne East VIC

3977

Business address

65 Berwick-Cranbourne Rd

Cranbourne East VIC

3977

Email address

mehraaz@sharrockpitman.com.au

Type of entity

PUB

Business activity

60100 - Public library service

Associates

The following are the associates of the entity:

Associate name

Position held

Keri Leanne New

Director

Penelope Jane Holloway

Director

Helen Louise Partridge

Director

Elsbeth Luppino

Secretary, Public Officer

CASEY CITY COUNCIL

Member

The information in this statement is correct at the time of your registration, 11/02/2025 . If your registration details change, you are legally required to notify the Australian Taxation Office within 28 days of the change. You can do this online at www.ato.gov.au or by calling the ATO on 13 28 66.

To get an updated statement of your ABN details, contact the Australian Business Register on 13 92 26 or www.abr.gov.au.

This statement has been generated by the Australian Government Business Registration Service.

03/2025 BANKING AND TREASURY ARRANGEMENTS

Report prepared by Emily Ramaswamy

Purpose

To seek Board approval for the establishment of foundational banking, investment, and treasury arrangements for Connected Libraries Ltd, in preparation for the commencement of operations on 1 July 2025.

Library Plan 2025-2029 – 4.5 Implement updated and emerging governance, regulatory and compliance standards

Background

Casey Cardinia Library Corporation (CCLC), trading as Connected Libraries, must be wound up by July 2030 in accordance with provisions of the Local Government Act 2020. City of Casey is the sole member of CCLC, and resolved to create a compliant entity under the Act, known as a beneficial enterprise, to which business could transfer and then wind up CCLC by 2030.

Connected Libraries Ltd ('the company') was established on 11 February 2025, and a board of Directors listed as registered parties to the company.

The Library Agreement, signed by CCLC, City of Casey and Connected Libraries Ltd states:

4.Assets and Operating Costs

(D) Legal title and ownership of Founding Council Assets held by CCLC as at the date of incorporation of the Company shall be deemed to be transferred to the Company from 1 July 2025, and the parties shall do all things reasonably necessary to effect the transfer of such assets.

In order for CCLC's assets to be transferred to the company on 1 July, Connected Libraries Limited must open suitable transaction, investment and credit accounts (financial instruments).

CCLC currently has a Service Level Agreement (SLA) with the City of Casey to deliver Finance and Payroll functions. This arrangement will continue for the new entity, with a new SLA to take effect from 1st July 2025. The company will implement banking, investment, and credit facilities arrangements in the same format as CCLC to support this ongoing arrangement.

Discussion

To support an effective transition and maintain financial continuity, the following actions are proposed:

Operational Bank Accounts – Westpac

To support ongoing operational needs, new Westpac bank accounts will be established under the name Connected Libraries Ltd. These accounts will be linked to the City of Casey's Corporate Online environment, enabling continued processing of payroll and accounts payable. This arrangement mirrors the existing setup under CCLC and is consistent with the current Service Level Agreement (SLA) in place with the City of Casey.

Investment Profile - NAB

To preserve investment continuity, an investment profile will be established with National Australia Bank (NAB) under the name of Connected Libraries Ltd. This will allow the transfer of existing term deposits currently held by CCLC into the new entity without loss of accrued interest. Maintaining these investments ensures ongoing income generation in line with the organisation's Treasury Management practices.

Corporate Credit Card Facility

In addition, a corporate credit card facility totalling \$20,000 will be established under Connected Libraries Ltd, consistent with the current Procurement Policy of CCLC (which will be deemed transferred from CCLC to Connected Libraries Ltd from July 1, as per the Constitution, section 19 (e)). These cards will support operational purchasing needs and enable appropriate financial delegation for staff engaged in program

delivery, administration, and general library operations. Card issuance and oversight will follow internal control procedures, with designated verifying officers ensuring compliance.

Powers and duties of Board

Section 19 of the Connected Libraries Ltd Constitution states:

Subject to this Constitution and the Corporations Act, the activities of the Company are to be managed by, or under the direction of, the Board.

Subject to this Constitution and the Corporations Act, the Board may exercise all powers of the Company that are not required to be exercised by the Company in a general meeting and shall always act in accordance with any relevant Rules in relation to the governance of the Company and the Board.

The powers of the Board include the power to:

- 1. borrow or otherwise raise money;**
- 2. mortgage, charge (including in the form of a floating charge) any of the Company's assets (both present and future); and**
- 3. issue debentures and other securities, and any instrument (including any bond).**

Subject to this Constitution, the Directors may from time to time by resolution make and rescind or alter any relevant Rules which are binding on the Members for the management and conduct of the business of the Company.

The rules, by-laws or policies previously adopted by the Casey-Cardinia Library Corporation shall become the rules, by-laws or policies of the Company at the date of incorporation of the Company, except where they may be inconsistent with any provisions of this Constitution.

As per the Constitution, the Board may make the resolutions to establish bank facilities for the company.

Authorisations Required

Account Signatories – Westpac and NAB

The following individuals are proposed as authorised account signatories:

Name	Role(s)
Penny Holloway	Board Chair
Beth Luppino	CEO & Company Secretary
Emily Ramaswamy	GM Finance and Digital Operations & Public Officer
Glenn Patterson	CEO, City of Casey (to support financial service continuity under SLA)
Melissa Baker	CFO, City of Casey (to support financial service continuity under SLA)

Corporate Credit Card Verifying Officers

The following individuals are proposed as verifying officers for the corporate card program:

Name	Role(s)
Beth Luppino	CEO & Company Secretary
Emily Ramaswamy	GM Finance & Digital Operations & Public Officer

These officers will be responsible for verifying cardholder arrangements and ensuring compliance with internal financial controls.

RECOMMENDATIONS

- 1. That the Board approves the establishment of Westpac bank accounts for Connected Libraries Ltd, linked to the City of Casey Corporate Online platform.**
- 2. That the Board approves the creation of a NAB investment profile to enable transfer of term deposits from CCLC.**

- 3. That the Board approves a corporate credit card facility for Connected Libraries Ltd with a total limit of \$20,000.**
- 4. That the Board confirms Penny Holloway, Beth Luppino, Emily Ramaswamy, Glenn Patterson and Melissa Baker as authorised account signatories.**
- 5. That the Board appoints Beth Luppino and Emily Ramaswamy as Verifying Officers for the corporate card facility.**



Commercial Cards – Roles and Responsibilities for Authorised Signatories and Verifying Officers.

Authorised Signatories and Verifying Officers are instrumental to the efficient and effective operation and administration of the organisation's Commercial Card Program. It is imperative that organisational representatives undertaking these positions are comprehensively briefed on their roles and responsibilities.

Authorised Signatory.

The Authorised Signatory must be approved by the Directors/Secretary (or equivalent). They are viewed by Westpac as the organisational representatives responsible for the operational management of the Commercial Card Program. Authorised Signatories have specific roles and responsibilities relating to the following:

- Approving all amendments for the organisations Commercial Card Program, excluding change of facility name and limit
- Approving new cardholders
- Verifying destruction of Commercial Cards and cancellation of cards.

Verifying Officer.

Verifying Officers play an important role in the Commercial Card program. The Verifying Officers primary role is to identify a new cardholder in accordance with the requirements of the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006*.

To identify a cardholder the Verifying Officer must collect:

1. The full name of the cardholder
2. Position held with employer
3. Date of Birth of cardholder
4. Residential address of cardholder
5. Any other names known by
6. A copy of the cardholder's signature
7. Evidence of the customer's authority to act as agent on behalf of the organisation (e.g. cardholder application form)

Upon completion of the cardholder application, the Verifying Officer is required to provide Westpac the signed cardholder application or agreement.

Nomination of an Authorised Signatory/Verifying Officer.

To nominate an Authorised Signatory or Verifying Officer an Authorised Signatory and Verifying Officer Nomination form is completed.

The form includes the following details:

- Name and address of nominee
- Any other names known by
- Date of Birth
- Organisation details
- Nominee's role
- Specimen signature

All nominees must be identified by Westpac in accordance with the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006*. This identification may be carried out at any Westpac Branch.

All documentation relating to the establishment of Authorised Signatories and Verifying Officers will be retained on file.

NEXT MEETING

Wednesday 25 June 2025 – online.