

QUEENSCLIFFE MARITIME MUSEUM Inc

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NOTICE IS HEREBY GIVEN that the 41st Annual General Meeting of Queenscliff Maritime Museum Inc. will be held as follows:

- Date:** Saturday, 20 November 2021
- Time:** 9.30am for commencement 10.00am
- Location:** Queenscliff Maritime Museum, 2 Wharf Street Queenscliff
- RSVP:** Please advise if attending by **Friday 19 November 2021** to assist in meeting social distancing requirements.

Ph 03 52583440 Email: info@maritimequeenscliffe.org.au

BUSINESS: Declare the 41st Annual General Meeting of the Association open

1. Apologies:

2. Ordinary Business:

- To confirm the Minutes of the 40th Annual General Meeting of Queenscliff Maritime Museum Inc. held on January 30, 2021.
- To receive from the President, the 2020-2021 Annual Report.
- To receive and consider the Treasurer's Report and the Financial Statement of the Association for the year ended 30th June 2021 pursuant to the provisions of Section 30 (3) of the Associations Incorporations Act 1981 and Clause 9 of the Association Rules and the Report of the Auditor thereon.
- To elect 6 members to the Committee.

Committee members whose terms expire at this meeting: Martin Warneke, Carolyn McKinnon, Les Irving-Dusting;

Committee Members who have resigned since the 40th AGM: John Burgess, John Micallef;

Current Committee Members whose term expires at the next (ie. 42nd) AGM: June Negri, Dean Zaroni, Peter Crofts, Rodney Nicholson, Andrew Scorgie.

Members co-opted by the Committee of Management since the 40th AGM: None

- To appoint the Auditor for the 2021-2022 Financial Year.

3. Special Resolutions

To propose the Special Resolutions detailed on pages 3-5 of this notice for changes to the Statement of Purposes and Statement of Rules-January 2021, in accordance with the requirements of the Associations Incorporation Reform Act 2012, Authorised Version No.018.

4. Nominations to the Committee of Management

Nominations are invited and must be delivered to the Secretary seven (7) clear days prior to the AGM, by close of business 4pm Friday 12 November, and must include a 200-word statement outlining the nominee's skills, experience, and aspirations as a Committee of Management member. Nomination forms are available from the QMM office.

5. Proxies

Members who are unable to attend the AGM are entitled to appoint another financial member as a proxy.

A Proxy Form is enclosed with this Notice of Meeting. The completed Proxy Form is to be given to the Secretary no later than 24 hours prior to the advertised time for the meeting. The Proxy Form is also available for download from the Museum's website www.maritimequeenscliffe.org.au

6. Membership and voting

Please note: Members must be financial members at least 30 days prior to the AGM, by 10am Thursday 21 October, to be eligible to vote at the AGM according to Rule 4.1.5 in the Statement of Rules-January 2021 that was passed at the 2020 AGM.

By Order of the Committee of Management

Carolyn McKinnon: Secretary

Queenscliffe Maritime Museum

2 Wharf Street, Queenscliff Vic 3225

Phone: 03 5258 3440

Email info@maritimequeenscliffe.org.au

3. Special Resolutions- Changes to the Queenscliffe Maritime Museum Inc. Statement of Rules and Statement of Purposes

Background to the resolutions.

A sub-committee was formed to review the Annual General Meeting procedures and issues raised at the 40th AGM in January 2021 and members were asked for written submissions to the review in March 2021. In response, the sub-committee reviewed the following items:

- Procedures for an AGM
- Rules relating to improved notification to members of the nominees for election to the Committee
- Rules relating to chairing an election of Committee
- Rules relating to the use of technology in meetings and for voting
- Rules relating to voting by family members
- Rules relating to dealing with proxies
- Rules relating to access to the Membership Register
- Understanding conflict of interest and the rights and responsibilities of Committee members, employees, volunteers, and members
- Rules relating to Committee tenure and limited terms

The sub-committee sought independent legal advice on the issues of conflict-of-interest and proxy forms and voting, referred to guides and information from the Australian Charities and Not for Profits Commission, referred to the Model Rules for Incorporated Associations, and referred to the Associations Incorporation Reform Act 2012 V018.

The Committee of Management received the sub-committee report on the AGM Review at the 20 September 2021 Committee of Management meeting.

The Committee of Management proposes that the following changes be made to the Statement of Purposes and Statement of Rules January 2021. Copies of QMM's Statement of Purposes and Statement of Rules-January 2021 may be consulted at the Museum office, the Museum website www.maritimequeenscliffe.org.au, and will be available at the meeting.

Additions and new Rules are in blue, Rules to delete are in red.

6 Special Resolutions a) to f):

Motion: That the proposed changes to the Queenscliffe Maritime Museum Inc. Statement of Purposes and Statement of Rules- January 2021 as detailed a) to f) be voted on separately and be adopted.

a) Rule 4 Membership, 4.1.2 Family Members

Insert new clause 4.1.2.1

4.1.2.1 Each adult recorded in the Register of Members under a Family Membership is entitled to vote at meetings of the Association

Insert new clause 4.1.6

4.1.6 That any employee of the Committee of Management of the Queenscliffe Maritime Museum Inc. should not hold membership of the Association for the period of their employment and that employment contracts should include a clause to this effect and a clause referring to the Conflict-of-Interest Policy

Moved: Carolyn McKinnon

Seconded: June Negri

b) Rule 5 Register of Members

5.2 Replace '**Public Officer**' with '**Secretary**'

Insert new clause 5.2.1

5.2.1 Subject to the privacy provisions of Section 59 and 59A of the Associations Incorporation Reform Act a member shall be given a copy of the membership list within seven days of a request in writing to the Secretary for the same and on the member giving an undertaking to comply with the obligations for use of the list under Section 58 of the Associations Incorporation Reform Act

Moved: Carolyn McKinnon

Seconded: June Negri

c) Rule 10 General Meetings

Insert new Rule

10.3 Use of Technology

10.3.1 A Member not physically present at a general meeting or Annual General Meeting may be permitted to participate in the meeting using technology that allows that member, and the members present at the meeting to communicate with each other clearly and simultaneously.

10.3.2 For the purposes of this Part, a Member participating in a general meeting or Annual General Meeting as permitted under sub-rule 10.3.1 is taken to be present at the meeting and if the Member votes at the meeting, including in a poll, is taken to have voted in person.

Moved: Carolyn McKinnon

Seconded: June Negri

d) Rule 14 Voting

Insert new clause

14.7 Any Member having a material personal interest in any issue being voted on at a meeting shall, before voting, declare the conflict of interest and the nature and extent of that interest and, subject to any motion or ruling of the chair of the meeting, abstain from voting and not be present while the matter is being considered at the meeting, and can refer to the Association's Conflict of Interest Policy.

Moved: Carolyn McKinnon

Seconded: June Negri

e) Rule 15 Proxies

Amend clause 15.1 and 15.2

15.1 Each Member shall be entitled to appoint another Member or office bearer (who is not an employee) as a Proxy by notice given to the Secretary no later than 24 hours before the time of the Meeting in respect of which the Proxy is appointed.

15.2 The notice appointing the Proxy shall (delete be in the form adopted by the Committee of Management. See Appendix 1.) contain the information set out in the form which is Appendix 1 to these Rules and such additional information directing how the proxy will be used as the donor of the proxy deems appropriate.

Insert new Rules

15.3 Where these Rules require notice to be given to the Museum or an office bearer it may be given by electronic means or such other means as are deemed appropriate for service under the provisions of the Corporations Act (Commonwealth) 2001.

15.4 Notice of a general meeting and Annual General Meeting given to a member under rules 9 and 10 must:

a) state that the Member may appoint another member as a proxy for the meeting; and

b) include a copy of any form that the Committee has approved for the appointment of a proxy.

Moved: Carolyn McKinnon

Seconded: June Negri

f) Rule 16 Committee of Management

16.3 Election of Committee

Change 16.3.1.2 delete 7 days' notice and change to 14 days before AGM for close of nominations

16.3.1.2 shall be delivered to the Secretary not less than ~~fourteen~~ ~~seven (7)~~ **(14)** days before the date fixed for the holding of the Annual General Meeting;

Insert new Rules

16.3.1.3 at the time of nominating, nominees shall provide a short candidate's statement for distribution to the Members;

16.3.1.4 the names of nominees and the candidates' statements shall be distributed to the Members not less than five (5) days prior to the day of the Annual General Meeting

Amend

16.3.2 If, at the end of the day on which nominations for the Committee close, insufficient nominations are received to fill the available positions on the Committee, the candidates nominated shall be deemed elected; ~~(delete - further nominations can be received at the Meeting;)~~

Moved: Carolyn McKinnon

Seconded: June Negri

END RESOLUTIONS

If approved these amendments will take effect for the 2022 Annual General Meeting.