

# QUEENSCLIFFE MARITIME MUSEUM INCORPORATED

Registered Number A00070862

## Committee of Management Meeting

Monday 20 September 2021

At QMM 8.30am

### MINUTES

- 1. Present:** June Negri (President), Dean Zanoni (Vice President), Carolyn McKinnon (Secretary), Peter Crofts (Treasurer)(online), Martin Warneke, Andrew Scorgie, Les Irving-Dusting

John Sisley, Administration Co-ordinator not in attendance due to discussion of AGM Review

**Apologies:** Rodney Nicholson

Motion: That the apologies be accepted.

Moved: Dean Zanoni

Seconded: Martin Warneke

Passed

#### 2. Minutes

- 2.1 The previous Committee of Management meeting was held on Monday 16 August 2021.

Motion: That the Minutes of the Committee of Management meeting held on Monday 16 August 2021 at QMM be confirmed.

Moved: Dean Zanoni

Seconded: Andrew Scorgie

Passed

**Business arising from the Minutes of the August meeting - nil**

#### Correspondence

##### 2.2 Inwards Correspondence

- Richard Clark 2022 Community Calendar – deadline for submissions
- Sean Blackwood Queenscliff Harbour – acknowledging offer of Blind Auction and Long Lunch 2022 sponsorship for QMM
- Chris Laker - Queenscliff Cruising Yacht Club (QCYC), offer of wharf timber
- QCYC – invite to President to attend their Opening Day, 31 October
- Nicole Dahlberg to Martin Warneke – confirming dates of ANMM Remarkable Stories banner exhibition
- AMAGA e- newsletter
- ACNC E-monthly
- Chris Macleod – MediaInk.com.au Publicity on the Queenscliff Art Prize exhibition to be exhibited on Queenscliff Pier from 1 Nov 2021 to 30 April 2022.

##### Outwards Correspondence

- Sean Blackwood Queenscliff Harbour – J Negri accepting offer for Long Lunch Blind Auction in 2022

- J Negri accepting invitation to QCYC Opening Day, 31 October
- Richard Clark Community Calendar 2022 updating entry for QMM
- Queenscliff Harbour Newsletter, article on Facebook Fishermen's Friday
- ACNC - C McKinnon updating Treasurer as Responsible Person
- Queenscliff Cruising Yacht Club – J Negri donation of wharf timber
- Ian Sharrock/Peter Crofts – Application for Covid Hardship Fund to Department of Jobs, Precincts and Regions
- Nicole Dahlberg from M Warneke – postponing dates of Remarkable Stories banner exhibition to May 2022
- J Negri – thank you to donors for workshop equipment and Certificate of Appreciation
- Queenscliff Harbour, Certificate of Appreciation for Corporate Membership

Motion: That the inwards correspondence be received, and the outwards correspondence be endorsed.

Moved: Peter Crofts

Seconded: Les Irving-Dusting

Passed

### **2.3 Business arising from the correspondence - nil**

### **3. Office Bearers Reports**

**President** – June Negri Report circulated

**Treasurer** – Peter Croft's reports circulated:

- Treasurer's Report 18 September 2021
- Draft letter to Members for Outstanding Membership Fees
- QMM Profit and Loss Statement for 3 months ended 30 September 2021 compared with previous quarter
- April-June 2021
- QMM Profit and Loss Statement for the month ended 31 August 2021
- Balance Sheet Queenscliffe Maritime Museum Inc. as at 31 August 2021

Grant application Ian Sharrock and Peter Crofts, with assistance from LBD Accountants, have submitted a grant application for the Covid Hardship Fund, awaiting outcome.

Project Budgets and expenditure Re-affirmed all expenditure procedures to be followed, 2 approvals required. Projects are to be set up in accounts for all expenditure and no expenses to be incurred without costings and a project budget.

Membership renewals currently down measured against lists, renewal invoices to be sent out, draft letter endorsed.

**First Aid Kits:** Martin's report indicated the need to update first aid kits and install a kit in the skillion workshop. He has received quotes from Survival First Aid Kits at 30% discount.

Motion: that the Committee authorise the update of 2 first aid kits up to \$200 expenditure and that the boat shed kit be moved to the workshop.

Moved: Peter Crofts

Seconded: Dean Zanoni

Passed

Archive and fire suppression system - discussion deferred from P Croft's August report on the fire suppression system included:

- The storage agreement with Queenscliff Historical Museum has expired and needs to be renewed via a letter to QHM;
- the removal of the fire suppression system will require a change to the original building permit conditions with the Borough of Queenscliffe;

- How will it affect the museum as a 'Place of Deposit'?
- Are there other organisations eg. BOQ that may be interested to use it?

L Irving-Dusting expressed his objection to the removal of the fire suppression system and the resulting lack of fire protection.

**Action:** P Crofts to draft a letter to QHM on the expiration of the agreement and the extension of storage without a fire suppression system, and invoice QHM at the current rate of \$500 per quarter.

J Negri and P Crofts to raise the archive building permit and fire suppression system in meetings planned with BOQ CEO and staff.

P Crofts to investigate further what is needed to remove the fire suppression system.

Security alarm system Recent problems with this, it may need update or maintenance budget in the near future.

#### **Secretary - Carolyn McKinnon**

AGM planning timeline circulated.

The Committee endorsed Saturday 20 November for the 2021 Annual General Meeting.

The form of the Notice of Annual General Meeting needs to be distributed at least 35 days prior to the meeting. This is to be circulated to Committee members as a Circulating Resolution to be ratified at the October Committee meeting with the financial reports if available.

Motion: That the office-bearers reports be received.

Moved: Martin Warneke

Seconded: Andrew Scorgie

Passed

### **3.1 Sub-Committee Report Annual General Meeting Review - J Negri and C McKinnon**

#### **Final Report and Recommendations for consideration.**

The following reports were circulated to the Committee before the meeting:

- 2020AGM Review Sub-Committee Report to Committee of Management September 2021
- QMM Statement of Purposes and Statement of Rules Proposed Amendments August 2021
- Draft Conflict of Interest Policy
- Attachment 1 Governance Standard 5 ACNC
- Attachment 2 Associations Incorporation Reform Act 2012 Disclosure of Personal Interest

#### **3.1.1 Conflict of Interest Policy and Attachments 1 and 2**

**Motion:** That the Committee of Management adopt in principle the *Conflict-of-Interest Policy September 2021* with Attachment 1, *Governance Standard 5: Duties of Responsible Persons* and Attachment 2, *Associations Incorporation Reform Act 2012 No. 20 of 2012 Part 6 Management Disclosure of Personal Interests*, with the inclusion of M. Warneke's changes to be ratified at the October CoM meeting, and that the Secretary establish and maintain a Register of Interests.

Moved: Carolyn McKinnon

Seconded: June Negri

Passed

### **3.1.2 Proposed changes to the Queenscliffe Maritime Museum Inc. Statement of Purposes and Statement of Rules - amended January 2021**

**Motion:** that the Committee of Management approve the proposed changes below, detailed from a) to f) 16.3.2 inclusive, to the Queenscliffe Maritime Museum Inc. Statement of Rules and Statement of Purposes amended January 2021. The changes proposed by the Committee to the Rules will be presented to the Members of Queenscliffe Maritime Museum Inc. at the 2021 Annual General Meeting to be decided by the voting of members at the AGM.

**Moved:** Carolyn McKinnon      **Seconded:** June Negri      Passed

#### **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**

#### **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**

#### **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.**

#### **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.**

### 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.

### 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;)**

**END**

The proposed new Rule 16.3.5 below was not passed

16.3.5 **The election of the Committee at the Annual General Meeting shall be conducted by a Chairperson who is not a Committee member, decided by the Committee prior to the AGM;**

**3.1.3** The Committee endorsed that the Notice of AGM and the Museum's proxy form be available for download from the QMM website at the time that the Notice of AGM is sent to members.

#### **3.1.4 Employees and Membership**

**Motion:** that under Rule 4 Membership, 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      Passed

**4. Administration Co-ordinator's Report** – John Sisley's Report was circulated.

J. Negri spoke to this report in John's absence. Donations to the museum have been received in memory of Ted Bailey, and June has arranged thank you cards.

Several volunteers have resigned. A Certificate of Appreciation is to be given to Lynette Murphy for 6 years' service volunteering.

Gwenda Cooney has resigned after 22 years volunteering in front of house and co-ordinating the shop.

General discussion on criteria for awarding Life Memberships.

**Motion:** that in appreciation of Gwenda Cooney's service to the Queenscliffe Maritime Museum that she be awarded a Life Membership at the 2021 Annual General Meeting.

Moved: Peter Crofts      Seconded: Dean Zaroni      Carried

The meeting accepted the Administration Co-ordinator's Report.

#### **5. Team Leaders' Reports**

**5.1 Marketing, Promotion and Fundraising** –Andrew Scorgie

Work is progressing on the Paul Caffyn sea kayak re-enactment.

Garry Kerr has edited some Fishy Tales CD's to short videos to use on Facebook.

Facebook Fisherman's Friday series is getting a great response.

Covid restrictions are impacting the organising of events with visits by the MG Car Club and Camaro Club both cancelled.

**5.2 Collection Management** – John Micallef Team Leader, Reports circulated

Collection Management Status Report @ 14 September 2021

Copy of Operational Plan & Dashboard September 2021

The President commended the work of the Collection Management Team.

