

STATEMENT OF PURPOSES

AND

STATEMENT OF RULES

January 2021

QUEENSLIFFE MARITIME MUSEUM INCORPORATED

Registered Number A0007086T

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QUEENSLIFFE MARITIME MUSEUM INCORPORATED

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A STATEMENT OF PURPOSES

1. The objectives of the Queenscliffe Maritime Museum Incorporated A0007086T are:
 - 1.1 In particular to restore, preserve and display the lifeboat 'Queenscliffe' and to collect and display any chattels, material or equipment associated with lifeboats which operated on or at the entrance to Port Phillip.
 - 1.2 To research, conserve and display all aspects of maritime relevance to southern Port Phillip and its relationship to the history of Victoria
 - 1.3 In general, to collect, restore, preserve, and display any memorabilia and artefacts linked with our maritime history, and other fields associated with the sea, with an emphasis on the maritime support services, **including** rescue and safety, pilotage, lighthouses, navigation and use of tugs.
 - 1.4 To raise funds in order to achieve the above.
 - 1.5 To undertake, at the direction of the Local Government Authority in whose municipal district the Maritime Museum is situated, the operation, management, development, and promotion of the Queenscliffe Maritime Museum Inc, A0007086T (QMM).
 - 1.6 To buy, sell, lease, rent, manage, or license any real estate or building erected thereon required for the execution of the foregoing.
 - 1.7 To provide and maintain a research library and to encourage research activities within the Museum.
 - 1.8 To liaise with all industries, government bodies and associations involved in maritime work, especially those in the Queenscliff area, with a view to involving them in displays, to educate people in their function and history.
 - 1.9 To educate people, including students, by providing guides and inviting guest speakers to lecture nights.
 - 1.10 To publish and otherwise disseminate information of a maritime nature relevant to these objectives.
 - 1.11 At the discretion of the Committee of Management, to conduct or promote exhibitions or displays.
 - 1.12 To record, describe and catalogue items donated to the Association, these records to be made available to people participating in genuine research.
 - 1.13 To organise social functions for the attendance, participation, and enjoyment of members of the Association and the public.
 - 1.14 To carry out conservation and provide volunteer training for the preservation and restoration of artefacts or material within the limitations of expertise and facilities.
 - 1.15 To promote and maintain active membership of the Association including opportunities for volunteers.
 - 1.16 To ensure the association has either a professional consultant or dedicated volunteer competent grant writer, who is familiar with all legal requirements and is who guided by the committee of management to apply for government or philanthropic grants.
 - 1.17 To ensure that this document be reviewed every 2 years.

B STATEMENT OF RULES

2 Name of the Association

2.1 The name of the Association is Queenscliffe Maritime Museum Incorporated - Registered Number A0007086T.

3 Definitions

3.1 In these Rules, unless the contrary intention appears:

'Act' means The Associations Incorporations Act 1981 as amended;

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'Advisor to the Association' means a person representing an organisation from which the Association can benefit or an individual with appropriate expertise;

'AGM' means the Annual General Meeting;

'Association' means Queenscliffe Maritime Museum Incorporated A0007086T;

'Committee' means the Committee of Management of the Association elected and operating under these Rules;

'Corporation' shall have the same meaning as is ascribed to it in the Companies (Victoria) Code and shall also include associations, societies and clubs whether incorporated or not;

'Corporate Member' means a Corporation which is a Member;

'Council' means the Local Government Authority in whose municipal district Queenscliffe Maritime Museum is situated;

'Council Delegate' means a Councillor who is authorised by the Council to serve on the Committee;

'Financial Year' means the year ending on 30th June;

'Foundation Member' means a person elected to the Association at the Public Meeting, 13th March, 1980, or subsequent meetings up to and including 14th June, 1980;

'General Meeting' means a meeting of members convened in accordance with Rule 10;

'Life Member' means a natural person, who, in the opinion of the Committee has given outstanding service to the Association and who the Committee has unanimously resolved shall be a Life Member;

'Member' means a financial member of the Association;

'Membership Concession' means privileges as determined from time to time by the Committee;

'Officer' means an officer of the Association appointed under Rule 16.5;

'Ordinary Member' means a member who is not a Corporate, or Life, Member;

'Queenscliffe Maritime Museum' means the buildings and other real estate and property occupied or managed by the Association.

'Register of Members' means the register kept as provided in Rule 5;

'Secretary' means the person who holds that office under these Rules.

Words and expressions contained in these Rules shall be interpreted in accordance with guidelines set out in <http://www.acnc.gov.au>

4. Membership

4.1 Members of the Association shall be :

4.1.1 Ordinary Members: being natural Persons or Corporations who have paid the Annual Subscription and have provided their name and address to the Association, such information being recorded in the Register of Members;

4.1.2 Family Member: A natural person who subscribes to Family Membership and complies with Rule 4.1.1 and such of that persons' spouse and children (under the age of 15 years) whose names and addresses have been notified to the Association by that person and have been recorded in the Register of Members of the Association;

4.1.3 Life Members: see Definitions;

4.1.4 Council Delegate: A representative of Council, if Council policy.

4.1.5 Members voting at Annual General Meetings: Ordinary Members and Family Members, including proxies, must be financial members 30 days prior to an Annual General Meeting, to be eligible to vote at the Annual General Meeting

4.2 Members shall be entitled to enter the Queenscliffe Maritime Museum free of charge, except on special occasions, eg. special events, concerts, as decided by the Committee;

5 Register of Members

5.1 The Secretary shall be responsible for a Register of Members in which shall be recorded:

5.1.1 the full name and address of each Member of the Association;

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- 5.1.2 the class of membership of each Member;
 - 5.1.3 the date of joining the Association;
 - 5.1.4 change of Member's address as notified by that Member;
 - 5.1.5 the date when a person ceases to be a member;
 - 5.1.6 the financial status of each Member;
- 5.2 The Register of Members shall be available at the address of the Public Officer, and at the Maritime Museum, for inspection by Members;

6 Cessation of Membership

- 6.1 A person will cease to be a Member if that person:
- 6.1.1 dies;
 - 6.1.2 resigns by notice in writing to the Secretary;
 - 6.1.3 fails to pay the annual subscription applicable to that Member, within three months of becoming payable;
 - 6.1.4 being a Corporation, goes into liquidation or is wound up;
 - 6.1.5 being a Member by virtue of a subscription for Family Membership, whose subscriber ceases to be a member;
- 6.2 Membership is not transferable.
- 6.3 There shall be no disciplining of Members.

7 Disputes and Mediation

- 7.1 The grievance procedure set out in this clause applies to disputes under these Rules between
- 7.1.1 a member and another member; or
 - 7.1.2 a member and the Association.
- 7.2 The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- 7.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting, then the parties must, within 60 days, hold a meeting in the presence of a mediator.
- 7.4 The Mediator must be:
- 7.4.1 a person chosen by agreement between the parties; or
 - 7.4.2 in the absence of agreement - in the case of a dispute between a member and another member, a person appointed by the Committee of the Association; or
 - 7.4.3 in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 7.5 A member of the Association can be a mediator.
- 7.6 The Mediator cannot be a member who is a party to the dispute.
- 7.7 The parties to the Dispute must, in good faith, attempt to settle the Dispute by mediation.
- 7.8 The Mediator, in conducting the mediation, must:
- 7.8.1 give the parties to the mediation process every opportunity to be heard;
 - 7.8.2 allow consideration by all parties of any written statement submitted by any party;
 - 7.8.3 assure that natural justice is accorded to the parties in the dispute throughout the mediation process.
- 7.9 The Mediator must not determine the dispute.
- 7.9.1 If the mediation process does not result in the dispute being resolved, both parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

8 Annual subscription

- 8.1 Life Members and the Council Delegate shall not pay Annual Subscription;
- 8.2 An Annual General Meeting may from time to time determine Annual Subscription

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8.3 The Annual Subscription shall become payable in advance on first subscribing for Membership of the Association and thereafter on the first day of July in each year; the Committee may reduce the Annual Subscription of a person applying for membership between 31st March and the 1st July.

9 Annual General Meeting

9.1 The Association in each calendar year shall convene an Annual General Meeting of Members to be held no later than five calendar months after the end of the Associations Financial Year.

9.2 The Annual General Meeting shall be specified as such in the notice convening it; this notice must be given **35** clear days prior to the meeting date.

9.3 The Ordinary Business of the Annual General Meeting shall be:

9.3.1 to confirm the minutes of the previous Annual General Meeting held and of any Special General Meetings held since the last AGM;

9.3.2 to receive the Committee reports upon the transactions of the Association during the previous Financial Year;

9.3.3 to receive and consider the Financial Statement and Auditors Report submitted by the Association in accordance with Section 30 (3) of the Associations Incorporations Act 1981;

9.3.4 to elect Members of the Committee and an Auditor in accordance with the Act;

9.3.5 to review Annual Subscriptions.

9.4 The Annual General Meeting may transact special business of which notice has been given in accordance with these Rules and the Act.

9.5 The Captain Ray Schutt memorial address may be given at the Annual General Meeting or at another time as determined by the Committee.

9.6 The Annual Report (including the Financial Report) shall be forwarded to the Council.

10 General Meetings

10.1 Special General Meetings: All General Meetings of the Association other than Annual General Meetings shall be called Special General Meetings.

10.1.1 The Committee may, whenever required, convene a Special General Meeting, after giving 21 clear days' notice to all Members.

10.1.2 The Committee shall, on the requisition in writing of Members representing not less than 10 per cent of Members entitled to vote, convene a Special General Meeting.

10.1.3 The requisition for such a meeting shall state the objectives of the meeting and shall be signed by the Members making the requisition and be delivered or sent by certified post to the address of the Secretary; the requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

10.1.4 If the Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is so delivered or sent, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.

10.1.5 A Special General Meeting convened by Members pursuant to Rule 10 shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

10.2 Notice of General Meeting

10.2.1 The Secretary shall, at least 21 days before the date fixed for holding the General Meeting of the Association, cause a notice to be delivered or sent to each Member; the notice shall state the place, date and time of the meeting and the nature of the business to be transacted.

10.2.2 No business other than that set out in the notice of the meeting shall be transacted.

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10.2.3 A Member desiring to bring any business before a General Meeting must give written notice of that business to the Secretary who shall include that business in the notice calling the next General Meeting after receipt of the notice.

11 Procedure at General Meetings

- 11.1 All business transacted at a General Meeting other than that referred to in these Rules as being the Ordinary Business of the Annual General Meeting shall be deemed to be Special Business.
- 11.2 Subject to Rule 11.4 ten per cent of members entitled to vote shall constitute a quorum for the transaction of the business of a General Meeting.
- 11.3 No item of business shall be transacted at a General Meeting unless a quorum is present during the time when the Committee is considering that item.
- 11.4 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the Meeting, if convened by requisition of Members, shall be dissolved and, in any other case, shall stand adjourned to the same day in the next week at the same time and (unless another day and place is specified by the Chairman at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place; if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present and entitled to vote (being not less than five) shall be a quorum.

12 Chairman

- 12.1 The President, or in his absence the Vice President, shall preside as Chairman at each Meeting.
- 12.2 If the President and the Vice President are absent from a Meeting, the Members present and entitled to vote shall elect one of their number as Chairman of the Meeting.

13 Adjournment

- 13.1 The Chairman of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 13.2 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting; in other cases it shall not be necessary to give notice of an adjournment or of the business to be transacted at the adjourned meeting.

14 Voting

- 14.1 A question arising at a General Meeting shall be determined on a show of hands of Members entitled to vote, unless before or on the declaration of the show of hands, a poll is demanded; a declaration of the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association shall be evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against the resolution.
- 14.2 The Council Delegate, if appointed, has the same voting rights as an Ordinary Member.
- 14.3 Upon any question arising at a General Meeting each Member entitled to vote shall have only one vote except in the case of an equality of voting on a question, the Chairman of the Meeting shall be entitled to exercise a second or casting vote.
- 14.4 All votes should be given personally or by proxy, or in the case of a Corporate Member, by its authorised representative or by proxy.
- 14.5 If at a Meeting a poll on a question is demanded by three or more Members present and entitled to vote, it shall be taken at the meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the Meeting on that question.
- 14.6 A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith; a poll that is demanded on any other question shall be taken at such time before the close of the Meeting as the Chairman might direct.

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15 Proxies

- 15.1 Each Member shall be entitled to appoint another Member 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 be in the form adopted by the Committee of Management. See Appendix 1.

16 Committee of Management

All provisions of this Rule shall be subject to the Act and these Rules. For the purpose of this Rule, a year means the period between successive Annual General Meetings.

16.1 Powers:

16.1.1 The business and the affairs of the Association shall be controlled and managed by the Committee which may exercise all such powers and functions as may be exercised by the Association, other than those required by these Rules to be exercised by the Members at a General Meeting;

16.1.2 The Committee may delegate tasks to, and seek recommendations from subcommittees, persons or advisors whether Members or not.

16.2 Composition

The Committee shall consist of:

16.2.1 Twelve Members as hereinafter provided; each serving for a period of two years, with up to six retiring each year; members can be appointed by the Committee to fill an unfilled position and will serve out the remaining period of the term of the Committee.

16.2.2 Persons appointed by the Committee to fill unfilled positions will be ratified at the next AGM.

16.2.3 One Council Delegate, if it is Council policy at the time.

16.3 Election of Committee

16.3.1 At each Annual General Meeting the election to fill positions on the Committee shall occur; those elected Members who have been on the Committee for a period of two years shall retire but be eligible for re-election; this also applies to members elected to fill a vacancy of a person whose term expires; or to members appointed by the Committee to unfilled positions between Annual General Meetings.

Nomination of candidates for election as Members of the Committee:

16.3.1.1 shall be made in writing on the form adopted by the Committee of Management, signed by two Members and endorsed with the written consent of, and signed by the candidate; and

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

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; further nominations can be received at the Meeting;

16.3.3 If the number nominated equal the available positions, the persons nominated are deemed elected;

16.3.4 If the number nominated exceeds the available positions, an election shall be held;

16.3.5 The election of Members of the Committee shall be conducted at the AGM in such usual and proper manner as the Chairman directs.

16.4 Termination of office of Committee Member

16.4.1 A person shall cease to be a Member of the Committee and / or an Officer, if that person:

16.4.1.1 ceases to be a Member of the Association,

16.4.1.2 resigns his or her office by written notice given to the Secretary,

16.4.1.3 is removed from office under Rule 20.

16.5 Officer Bearers

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16.5.1 Six members of the Committee are elected by the Committee to hold Office in the Association: The Officers of the Association shall be:

| | |
|-----------|---------------------|
| President | Vice-President |
| Secretary | Assistant Secretary |
| Treasurer | Assistant Treasurer |

16.5.2 Immediately after each Annual General Meeting the Committee shall meet, and appoint the Officers from its members for the ensuing year;

16.5.3 The Officers shall retire from their respective offices at the conclusion of the AGM next, after their appointment, but may be re-elected if appointed to the Committee;

16.5.4 If an Office becomes unfilled, then the Committee may appoint one of its members to hold office until the next AGM;

16.5.5 An Officer shall vacate office on ceasing to be a member of the Committee.

16.6 Duties of Office Bearers

16.6.1 President: shall act as Chairperson at all meetings; if absent, the Vice-President will preside, if both are absent, the Committee shall appoint one from their number.

16.6.2 Vice-President shall assist the President.

16.6.3 Secretary shall carry out all lawful directions of the Committee:

16.6.3.1 shall keep correct minutes of all General Meetings and all meetings of the Committee, and produce them as required,

16.6.3.2 shall attend to all correspondence as directed by the Committee, and all correspondence for the proper administration of the Association,

16.6.3.3 have custody of all documents of the Association, except financial.

16.6.4 Assistant Secretary: shall assist the Secretary as requested by the Committee.

16.6.5 Treasurer: shall collect and receive all monies due to the Association and make payments authorised by the Committee:

16.6.5.1 shall keep correct accounts and books showing the financial affairs of the Association with details of all receipts and expenditure,

16.6.5.2 shall provide a financial statement at the end of each Financial Year for audit, and for inclusion in the Annual Report,

16.6.5.3 shall provide a current financial statement at meetings of the Committee and otherwise as required by the Committee,

16.6.5.4 have custody of all financial documentation of the Association.

16.6.6 Assistant Treasurer: shall assist the Treasurer as requested by the Committee.

16.7 Books and Documents

16.7.1 All books and documents showing the financial affairs of the Association, the organisational details and membership information, minute books and other documentation shall be available for inspection at reasonable times by Members.

17 Committee Meeting Procedures

17.1 The Committee shall meet at least once in every alternate month, at such time and place as the Committee may determine from time to time; these meetings are called Ordinary Meetings, of which the Secretary will give at least three days' notice.

17.2 Special Meetings of the Committee may be convened by the President, or by four members of the Committee; the convenor of a Special Meeting shall give all Committee members at least seven days' notice of the Special Meeting specifying the general nature of the business to be transacted at the meeting.

17.3 Five (5) members of the Committee shall constitute a quorum for Committee Meetings.

17.4 If within half an hour of the time of the meeting, a quorum is not present, the meeting will stand adjourned to the same time and place in the next week, unless the meeting was a Special Meeting in which case it shall lapse.

17.5 The President, or in absence, the Vice-President, shall preside as Chairman at Committee Meetings, or if both are absent, a Chairman can be appointed from others present.

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17.6 A decision at a meeting of any Committee shall be determined on a show of hands, unless a member desires a poll which will be conducted as determined by the Chairman.

17.7 Each Committee Member present at any Committee Meeting is entitled to one vote only, except when the voting is equal the Chairman will have a casting vote.

17.8 The Committee may act despite an unfilled position on the Committee.

17.9 Committee members who are unable to attend may appoint another Committee member as Proxy as in Clause 15.

18 Coordinators

18.1 The Committee may appoint persons, whether Committee members or not, to act as Coordinators of defined areas of the Museum operations. Coordinators will operate within Terms of Reference of Portfolios and Policies and Procedures determined by the Committee and will be responsible to the Committee for the efficient and effective conduct of those Portfolios.

18.2 The Committee may allocate annual financial budgets to Portfolios and delegate defined authority to Coordinators to expend such budgets without prior reference to the Committee

18.3 Coordinators shall report in writing to each scheduled Committee meeting on the conduct of the activities and conduct of the Portfolio between Committee meetings and any financial actions executed.

18.4 Coordinators may request a member who in their opinion is competent to carry out the responsibilities of their portfolio, to assume the role of Acting Coordinator for periods when the appointed Coordinator is unable to exercise their responsibilities.

19 Sub Committees

- a. The Committee shall have power to appoint Sub-Committees and delegate tasks to them; they must then report regularly to the Committee on the matters delegated to them and work strictly in accordance with the Committees directions.
- b. The President and Secretary will be Members ex-officio of all Sub-Committees.
- c. Sub-Committees may elect their own Chairman.

20 Removal of Committee Members

- d. The Association in General Meeting may, by resolution, remove a member of the Committee before expiration of their term, and appoint another to that position until the expiration of the term of the member replaced.
- e. The Member of the Committee to whom the proposed resolution (Rule 19.1) relates, can make a written representation to the Secretary or President and request that this be notified to all Members; if this is not done, the said Member may ask that it be read out at the General Meeting considering the resolution, and the Chairman of that meeting shall cause it to be read out.

20 Finance, Income and Property

20.1 Signing of Negotiable Instruments: all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two Executive Officers of the Association, so appointed.

20.2 Income and Property: the income and property of the Association shall be applied solely towards the promotion of the objectives of the Association as set out in the Statement of Purposes and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise to Members; provided that nothing herein shall prevent:

20.2.1.1 payment at commercial rates for services rendered to or approved by the Association,

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20.2.1.2 refund to a Member of monies expended by that Member with the approval of the Committee.

20.3 Sources and Expenditure of Funds:

20.3.1 The funds of the Association shall be derived from Annual Subscriptions, grants, donations, sponsorships, functions, and other such sources as the Committee determines;

20.3.2 The Committee shall have the power to borrow money upon such terms and in such manner and upon such security as Members of the Association decide;

20.3.3 Subject to these Rules, expenditure and financial matters shall be in the sole control of the Committee;

20.3.4 All funds are to be solely applied towards the promotion of the Objectives of the Association and the operation, development, and maintenance of the Queenscliffe Maritime Museum.

20.4 Bankers: The Bankers of the Association shall be any Government Registered Bank as the committee decides.

20.5 Auditor: an auditor shall be appointed at each annual general meeting in accordance with the Australian auditing standards stated on <https://www.consumer.vic.gov.au> 2017 if the auditor vacates that office for any reason, the committee can appoint a replacement to hold office until the next annual general meeting.

21 Common Seal

21.1 a common seal shall be made in accordance with the act and kept in the custody of the secretary.

21.2 the common seal unless being used will be stored in the Queenscliffe Maritime Museum safe.

21.3 the common seal shall not be affixed to an instrument except by the authority of the committee of management and this shall be attested by the signature of two officers of the association or one officer and the public officer, it shall be minuted when the common seal is used and for whom.

22 Winding Up

22.1 The Members of the Association, by special resolution, agree to the winding-up of the Association.

22.1.1 In the event that the Association is wound up, the Collection, consisting of items that have been acquired, formally catalogued, those awaiting cataloguing in the collection management system, shall be dealt with as follows:

i. Any item that has been loaned will be returned to the lender.

ii. All items within the Collection owned by the Association and any associated assets, records, files, equipment, and electronic data shall be given or transferred to a similar institution, or institutions as determined by clause 22.2.

22.1.2. If upon the winding up or dissolution of the Association there remains after the satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst members of the Association, **having the same deductible gift recipient (DGR) status as the Association**, but shall be given or transferred to some institution or institutions having objects similar to the objects of the Association and whose Rules shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as the Association's.

22.2. Such institution or institutions shall be determined by the members of the Association at or before the time of dissolution, and in default thereof by such Judge of the Supreme Court of Victoria as may have or require jurisdiction in the matter, provided that the institution or institutions

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have been approved by the Deputy Commissioner of Taxation for the purpose of Section 78 of the Income Tax Assessment Act 1936 or any amendment or re-enactment thereof.

23 Alteration to Statement of Purposes and Rules

23.1 This Statement of Purposes and Rules of the Queenscliffe Maritime Museum Incorporated A0007086T shall not be altered except in accordance with the Consumers Affairs Victoria (<https://www.consumer.vic.gov.au>) 2017

24 Quorums

Quorums shall be:

| | |
|--------------------------|---------------------------------|
| Committee Meetings | 5 Members |
| Sub-Committees | 3 Members |
| Annual General Meetings | 10% of members entitled to vote |
| Special General Meetings | 10% of members entitled to vote |

25 Meeting Notices

Notices for meetings:

Annual Meetings, 35 days, and Special General Meetings 21 clear days

Committee Meetings 3 clear days

Special Committee Meetings 7 clear days

ATTACHMENTS

Appendix 1 – Appointment of Proxy