

**RULES OF
LAUNCESTON MUSEUM AND ART GALLERY
FOUNDATION INC**

**Zeeman Keble and Page Solicitors
68 Paterson Street, Launceston
Reference PA Dixon**

NAME

1. The name of the Association shall be Launceston Museum and Art Foundation Inc (Hereinafter called "the Foundation").

INTERPRETATION

- 2.1 In these rules unless the contrary intention appears "Management Committee" means the Committee of Management of the Foundation. "General Meeting" means a General Meeting of members convened in accordance with rule 13. "Ordinary Management Committee Member" means a member of the Management Committee to whom paragraph (b) of sub-rule (l) of rule 23 relates. "the Act" means the Associations Incorporation Act 1964.
- 2.2 In these rules, expressions referring to writing shall unless the contrary intention appears be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- 2.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1931 and the Act as in force on the date on which these rules are adopted by the Foundation.
- 2.4 Words importing any particular gender include all genders.

OFFICE

3. The office of the Foundation shall be at the Queen Victoria Museum and Art Gallery, 2-8 Wellington Street Launceston in Tasmania or such other places the Management Committee may from time to time determine.

OBJECTS

- 4.1 The principal object and purpose of the Foundation is to assist in the maintenance, development and improvement of the collections of the Queen Victoria Museum and Art Gallery ("the Museum") and in particular:
 - (a) To attract and encourage donations, gifts, bequests, endowments, trusts and other forms of financial assistance to or for the benefit of the Museum.
 - (b) To widen knowledge, understanding and appreciation of works of art and objects of historic, scientific, educational or social interest and the activities needs and objective of the community at large.
 - (c) To raise finance for the acquisition of works of art and objects of historic, scientific, educational or social interest.
 - (e) To establish and administer trusts and funds for educational and charitable purposes associated with the Museum.
 - (f) To accept, purchase, take on lease, hire or otherwise acquire works of art and objects of historic, scientific, educational or social interest.
 - (g) To raise money for the attainment of the above objects or any of them by such means as from time to time seem desirable to the Foundation.

(h) To do all such things as are incidental or conducive to the attainment of the above objects or any of them or the preservation, development and improvement of the collections of the Museum.

4.2 In addition to the principal object of the Foundation the objects and purposes of the Foundation shall be deemed to include:

(a) The purchase taking on lease or in exchange and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Foundation.

(b) The buying, selling and supplying of and dealing in goods and services of all kinds.

(c) The construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Foundation.

(d) The accepting of any gift whether subject to a special trust or not for any one or more of the objects or purposes of the Foundation.

(e) The taking of such steps from time to time as the Management Committee or the members in General Meeting may deem expedient for the purpose of procuring contributions to the funds of the Foundation whether by way of donation, subscription, grant, or otherwise.

(f) The printing and publication of such documents as the Management Committee or the members in General Meeting may think desirable for the promotion of the objects and purposes of the Foundation.

(g) The borrowing and rising of money in such manner and on such terms as the Management Committee may think fit or as may be approved or directed by resolution passed at a General Meeting.

(h) Subject to the provisions of the Trustee Act 1898 the investment of any monies of the Foundation not immediately required for any of its objects or purposes in such manner as the Management Committee may from time to time determine.

(i) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Foundation or of any of the objects and purposes specified in the foregoing provisions of this sub-rule...

4.2 In this rule "basic objects of the Foundation" means the objects and purposes of the Foundation as stated in the application under subsection 2 of section 7 of the Act for the incorporation of the Foundation lodged with the Commissioner pursuant to that section.

MEMBERSHIP

- 5.1 a person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Foundation on payment of the annual subscription prescribed in or fixed under these rules.
- 5.2 A person who is not a member of the Foundation at the time of the incorporation of the Foundation shall not be admitted to membership until he has been nominated for such by a nomination in writing signed by two members of the Foundation and bearing the consent of the nominee.
- 5.3 A completed nomination form shall be lodged with the Public Officer of the Foundation who shall refer it to the Management Committee as soon as practicable after its receipt.
- 5.4 Once a nomination has been approved by the Management Committee the nominee shall be advised thereof in writing and upon receipt of the sum payable by or on behalf of the nominee as his first year subscription his name shall be entered in a register of members to be kept by the Public Officer where upon he shall become a member of the Foundation.
- 5.5 A member may resign from the Foundation at any time by giving written notice of resignation to the Public Officer.
- 5.6 When the Public Officer receives a written notice of resignation he shall remove the name of the member from the register of members whereupon that person ceases to be a member of the Foundation.
- 5.7 In the event that the Foundation is wound up every current member of it and every person who within a period of twelve months immediately preceding the commencement of the winding up was a member of it is liable to contribute to the assets of the Foundation for payment of its debts or liabilities and for the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributories among themselves such sum not exceeding \$10.00 as may be required, but a former member is not liable to contribute in relation to any debt or liability of the Foundation contracted after he ceased to be a member.

INCOME AND PROPERTY

- 6.1 The income and property of the Foundation however derived shall be applied solely towards the promotion of its objects and purposes and no portion thereof shall be paid or transferred directly or indirectly by dividend, bonus or otherwise to any member of the Foundation unless the payment shall be a repayment of out of pocket expenses or remuneration paid in return for services rendered or for goods supplied to it by a member in the ordinary course of business.

ACCOUNTS

- 7.1 The Foundation shall keep true accounts of all sums of money received and expended by it with details thereof and of the assets and liabilities of the Foundation.

7.2 The Treasurer shall faithfully keep all General records, accounting books and records of receipts and payments connected with the operation and business of the Foundation in such form and manner as the Management Committee may direct and all such accounts, books and records shall be kept at the Foundation's office or at such other place as the Management Committee may determine and shall be available for inspection by the members of the Foundation at all reasonable times.

BANKING

8.1 The Treasurer (and/or a nominee of the Treasurer) shall receive all monies paid to the Foundation, issue official receipts therefore and deposit the monies as soon as possible after receipt into an account opened by the Management Committee in the name of the Foundation.

8.2 No cheques shall be drawn on the Foundation's bank account except for the payment of expenditure that has been authorised by the Management Committee and all cheques and other negotiable instruments shall be signed by any two members of the Management Committee.

AUDITOR

9.1 An Auditor of the Foundation shall be appointed at each Annual General Meeting of the members and the person so appointed shall hold office until the next Annual General Meeting when he is eligible for re-appointment.

9.2 If an appointment is not made at an Annual General Meeting or if a casual vacancy occurs in the office of Auditor during the course of a financial year the Management Committee shall appoint an Auditor for the then current financial year of the Foundation.

10.1 At least once in each financial year the accounts of the Foundation shall be examined by the Auditor who shall certify as to their correctness and who shall report on the accounts to the members present at the Annual General Meeting.

10.2 In his report and in certifying to the accounts the Auditor shall state:

(a) Whether he has obtained information required by him.

(b) Whether in his opinion the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Foundation according to the information at his disposal and the explanations given to him and as shown by the books of the Foundation.

(c) Whether the rules relating to the administration of the funds of the Foundation have been observed.

10.3 The Auditor has a right of access to the accounts, books, records, vouchers and documents of the Foundation and may require from its servants such information and explanations as may be necessary for him to perform his duties.

10.4 The Auditor may employ persons to assist him in investigating the accounts of the

Foundation and may in relation to those accounts examine any member of the Management Committee or any servant of the Foundation.

MEETING ANNUAL GENERAL MEETING

11.1 The Foundation shall hold an Annual General Meeting on such day that being no later than three months after the close of the financial year of the Foundation as the Management Committee may determine.

11.2 The Annual General Meeting shall be described as such in the notice convening it and its ordinary business shall be:

- (a) To confirm the minutes of the preceding Annual General Meeting and of any General Meeting held since that Meeting;
- (b) To receive from the Management Committee, Auditor and Officers of the Foundation reports upon the transactions during the last preceding financial year;
- (c) To elect the Officers of the Foundation and Management Committee Members;
And;
- (d) To appoint the Auditor.

11.3 The Annual General Meeting may transact Special business of which notice is given in accordance with these rules.

11.4 The Annual General Meeting shall be held in addition to any other General Meetings that may be held in the same year such General Meetings being referred to as Special General Meetings.

SPECIAL GENERAL MEETINGS

12.1 The Management Committee may whenever it thinks fit and shall on a requisition in writing of not less than two-thirds of the member convene a Special General Meeting of the Foundation.

12.2 A requisition for a Special General Meeting shall state the objects of the Meeting, shall be signed by the requisitionists and shall be deposited at the office of the Foundation.

12.3 If the Management Committee shall fail to convene a Special General Meeting within 21 days of the date of receipt of a requisition for the same any one or more of the requisitionists may convene such a Meeting to be held within three months of the date of receipt of the original requisition.

12.4 A Special General Meeting convened by requisitions shall be convened as far as possible in a manner similar to the convening of Meetings by the Management Committee.

NOTICES OF GENERAL MEETINGS

13 The Public Officer shall at least fourteen (14) days before the date fixed for holding a General Meeting of the Foundation place an advertisement in one local newspaper

specifying the place day and time for the Meeting and the nature of the business to be dealt with.

BUSINESS OF GENERAL MEETINGS

- 14.1 The business of any Special General Meeting and Annual General Meeting (other Than its ordinary business) shall be deemed to be Special business.
- 14.2 One-third of the members personally present constitute a quorum for the transaction of the business of a General Meeting.
- 14.3 If within 15 minutes after the appointed time for the commencement of a General Meeting a quorum is not present the Meeting shall be dissolved.
- 15 The Chairman or in his absence the Vice Chairman shall preside as chairman at every General Meeting of the Foundation but if both shall be absent from such a Meeting the members present shall elect one of their number to preside as chairman.
- 16.1 Where any General Meeting is adjourned by the chairman with the consent of the members the only business to be conducted on its resumption *is* that left unfinished at its adjournment.
- 16.2 Where a Meeting is adjourned for a period of fourteen (14) days or more notice of the adjourned Meeting shall be given by the Public Officer in accordance with clause 13.
- 17 A question arising at a General Meeting of the Foundation shall be determined on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded.
- 18.1 Upon any question arising at a General Meeting of the Foundation a member has one vote only which shall be given personally.
- 18.2 In the case of an equality of voting on a question the chairman of the Meeting is entitled to exercise a second or casting vote.
19. If at a Meeting a poll on any question is demanded it shall be taken at that Meeting in such manner as the chairman shall direct and the result of the poll shall be deemed to be the resolution of the Meeting on that question.

MANAGEMENT COMMITTEE

- 20.1 The affairs of the Foundation shall be controlled and managed by a Management Committee constituted in accordance with rule 22.
- 20.2 The Management Committee may subject to these rules exercise all such powers and functions as may be exercised by the Foundation and subject to the Act and rules has power to perform all such acts and things as appeared to the Management Committee to be essential for the proper Management of the business and affairs of the Foundation.

OFFICERS

- 21.1 The Officers of the Foundation shall be:

- (a) A Chairman;
- (b) A Deputy Chairman;
- (c) A Treasurer; and
- (d) The Director of the Museum (ex officio) who shall also be the Secretary and Public Officer of the Foundation.

21.2 The provisions of sub-rules 2, 3 and 4 of rule 23 shall with any necessary modification apply to and in relation to the election of persons to any of the offices mentioned in sub-rule 1 hereof

21.3 Each Officer of the Foundation shall hold office until the second Annual General Meeting next after the date of his election.

21.4 In the event of any casual vacancy occurring in any office mentioned in this rule the Management Committee may appoint one of its members to that office for a period up to and including the conclusion of the Annual General Meeting next following the date of his appointment.

CONSTITUTION OF MANAGEMENT COMMITTEE

22.1 The Management Committee. Shall consist of the Officers of the Foundation and two (2) other Members all of whom shall be elected at the Annual General Meeting of the Foundation in each year and each of whom shall hold office until the Annual General Meeting next after the date of that person's election.

22.2 In the event of a casual vacancy occurring in the office of Management Committee Member the Management Committee may appoint a member of the Foundation to fill the vacancy who shall hold office until the conclusion of the Annual General Meeting next following the date of his appointment.

ELECTION TO MANAGEMENT COMMITTEE

23.1 Nomination of candidates for election as Officers of the Foundation or as ordinary Management Committee Members shall be made in writing signed by two members of the Foundation endorsed with the consent of the nominee and shall be delivered to the Public Officer at least ten days before the date fixed for the holding of the Annual General Meeting.

23.2 If insufficient nominations are received to fill all vacancies the persons nominated shall be deemed to be elected and further nomination shall be received at the Annual General Meeting.

23.3 If the number of nominations received is equal to the number of vacancies the person so nominated shall be deemed to be elected.

23.4 If the number of nominations received exceeds the number of vacancies to be filled a ballot shall be held at the Annual General Meeting and shall be conducted in such usual and proper manner as the Management Committee may direct.

VACATION OF OFFICE

24. for the purposes of these rules the office of a Management Committee Member or Officer shall become vacant if that person:

- (a) Dies;
- (b) becomes bankrupt;
- (c) becomes of unsound mind;
- (d) resigns his office by written notice to the Management Committee; (e) ceases to permanently reside in Tasmania;
- (f) fails without the permission of the Management Committee to attend three consecutive Meetings of the Management Committee; or
- (g) ceases to be a member of the Foundation.

MANAGEMENT COMMITTEE MEETINGS

25.1 The Management Committee shall meet at least twice in each financial year at such place and at such times as it shall determine.

25.2 Written notice of each Management Committee Meeting shall be served on each member of the Management Committee by delivering it to him at a reasonable time before the Meeting date or by sending it by post in time to reach him in due course of post before the date of the Meeting.

25.3 Special Meetings of the Management Committee may be convened by the Chairman or any three of its members. The *only* business to be conducted at a Special Meeting shall be that specified in the notice calling such Meeting.

25.4 A quorum for the transaction of the business of a Management Committee Meeting shall consist of one-third of the members.

25.5 No business shall be conducted unless a quorum is present and if a quorum is not present within 15 minutes of the time appointed for the Management Committee Meeting such Meeting shall lapse.

25.6 The Chairman or in his absence the Vice Chairman or in the absence of both such one of the remaining members of the Management Committee as may be chosen by the members present shall preside at Meetings of the Management Committee.

25.7 Questions arising at Meetings of the Management Committee shall be on a show of hands or if demanded by a member by a poll taken in such manner as the person presiding at the Meeting shall determine.

25.8 Each member present at a Meeting of the Management Committee is entitled to one vote and in the event of an equality of votes on any question the person

presiding may exercise a second or casting vote.

DISCLOSURE OF INTEREST IN CONTRACTS

26.1 Each Member of the Management Committee shall disclose his interest in any contract or arrangement made or proposed to be made with the Foundation and no Member of the Management Committee shall vote as a member of it in respect of any contract or arrangement in which he has an interest.

EXECUTIVE COMMITTEE

27.1 The Chairman, the Deputy Chairman, the Treasurer and the Director of the Museum (or his nominee) shall constitute an Executive Committee which may take action in matters of urgency connected with the management of the affairs of the Foundation during the intervals between Management Committee Meetings and where such action has been taken shall report the fact thereof to the next Meeting of the Management Committee.

ANNUAL SUBSCRIPTIONS

28.1 Unless otherwise fixed pursuant to sub-rule 2 the annual subscription payable by members shall be the sum of \$1.00.

28.2 The amount of the annual subscription may be altered from time to time by the members by Special resolution.

28.3 The annual subscription of a member is due and payable on or before the first day of the financial year of the Foundation.

FINANCIAL YEAR

29.1 The Financial Year of the Foundation is the period beginning on the first day of July each year and ending on the 30 June next following.

29.2 A notice may be served by or on behalf of the Foundation upon any member either personally or by sending it through the post in a pre-paid letter addressed to the member at his usual or last known place of residence.

EXPULSION

31.1 Subject to this rule the Management Committee may expel a member from the Foundation if, in the opinion of the Management Committee the member has been guilty of conduct detrimental to the interests of the Foundation.

31.2 The expulsion of a member pursuant to sub-rule (1) of this rule does not take effect

- (a) Until the expiration of 14 days after the service on the member of a notice under sub-rule (3) of this rule, or
- (b) If the member exercises his right of appeal under this rule, until the conclusion of the Special General Meeting convened to hear the appeal, whichever is the later date.

31.3 Where the Management Committee expels a member from the Foundation the

Public Officer of the Foundation shall without undue delay cause to be served on the member a notice in writing

- (a) Stating that the Management Committee has expelled a member;**
- (b) Specifying the grounds for the expulsion;**
- (c) Informing the member that if he so desires he may within 14 days after the Service of the notice on him appeal against the expulsion as provided in this rule.**

31.4 A member on whom a notice under sub-rule (3) is served may appeal against the expulsion to a Special General Meeting by delivering or sending by post to the Public Officer of the Foundation within 14 days after the service of that notice, a requisition in writing demanding the convening of such a Meeting for the purpose of hearing his appeal.

31.5 Upon receipt of a requisition under sub-rule (4) of this rule the Public Officer shall forthwith notify the Management Committee of its receipt and the Management Committee shall thereupon call a Special General Meeting of members to be held within 21 days after the date on which the requisition is received by the Public Officer.

31.6 At a Special General Meeting convened for the purpose of this rule

- (a) No business other than the question of the expulsion shall be transacted;**
- (b) The Management Committee may place before the Meeting details of the grounds of the expulsion and the Management Committee's reasons for the expulsion;**
- (c) The expelled member shall be given an opportunity to be heard**

**Appointment of new trustee of the
Launceston Museum & Art
Foundation Trust**

by

QVMAG Arts Foundation Inc

**This Deed is made on
Foundation Inc ("the Appointor")**

2012 by QVMAG Arts

Recitals

1. The Launceston Museum & Art Foundation Trust ("the Trust") was constituted by a Deed ("the Trust Deed") dated 8th December 1998 made between QVMAG Arts Foundation Inc under its former name Launceston Museum and Art Gallery Foundation Inc as settlor and Christopher Bruce Tassell, David Glyn Jones, Kenneth Dennison Von Bibra and Robert George Campbell as trustees.
2. Under clause 13 of the Trust Deed, the Appointor has the power to appoint a new trustee or trustees of the Trust in place of the existing trustees.
3. It is intended that immediately upon the execution of this Deed all the investments cash and other property held by upon the trusts of the Trust Deed will immediately vest in the New Trustee.

This Deed witnesses as follows

1. Appointment of new trustee

Under the power conferred by clause 13 of the Trust Deed, the Appointor appoints itself as trustee of the Trust:

2. Vesting of property

The Appointor declares that all property now held on the trusts of the Trust Deed and which is capable of being vested by this declaration vests in the Appointor to be held by it as trustee of the Trust.

3. General

(a) Further documents

Each party must do, sign, execute and deliver and procure that each of its employees does, signs, executes and delivers all deeds, documents, instruments and acts reasonably required of it or them by notice from another party effectively to carry out and give full effect to this deed and the rights and obligations of the parties under it, both before and after completion.

(b) Applicable law

This deed must be interpreted under the law of the State of Tasmania.

(c) Joint liability

Where more than one person accepts liability under any covenant or obligation herein each of those people shall be liable severally and every two or greater number of them shall be liable jointly.

4. Interpretation

In this deed, unless the context requires otherwise:

- (a) any term used in the Trust Deed has the same meaning in this Deed;
- (b) the word "include" and similar words do not exclude;
- (c) words importing the singular number include the plural and vice versa;
- (d) words denoting a gender include all genders;

- (e) words denoting an individual or person includes a corporation or firm and vice versa;
- (f) a reference to any party to this deed includes that party's personal representatives, successors and permitted assigns;
- (g) a reference to a clause, schedule or annexure is a reference to a clause, schedule or annexure of or to this deed.
- (h) headings are for convenience of reference only and do not affect interpretation; and
- (i) where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning.

Executed as a Deed

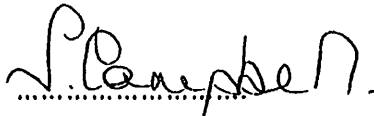
The Common Seal of QVMAG Arts)
Foundation Inc was hereunto affixed in)
the presence of:)

QVMAG ARTS FOUNDATION INC
NOTICE OF SPECIAL GENERAL MEETING

A special general meeting of the members of QVMAG Arts Foundation Inc ("the Association") will be held at QVMAG in Tasmania on 17/05/12 at 4.30 am/pm to consider and, if thought fit, pass with or without amendments a special resolution that the Constitution of the Association be amended by replacing the existing rule 22.1 with the following new rule:

"The Management Committee shall consist of the Officers of the Foundation and from zero (0) up to eight (8) additional other Members elected at the Annual General Meeting of the Foundation in each year and each of whom shall hold office until the Annual General Meeting next after the date of that person's election."

Dated this 7th May 2012..



Chairman

FILE No.	SF0962		
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RCVD 02 FEB 2012 LCC			
Doc No.			
Action Officer	Noted	Replied	
R. MIVADY			

For Mailing Purposes Only. Remove this top section of form to reduce mailing.

TASMANIA
Associations Incorporation Act 1964
Section 8

Form 16

Incorporation Number: 03863C

**Certificate of Incorporation
on Name Change**

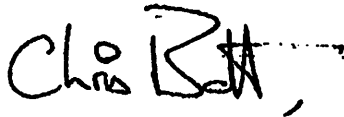
This is to certify that

**LAUNCESTON MUSEUM AND ART GALLERY
FOUNDATION INC.**

an association which was on the nineteenth day of December 1997
incorporated under the Associations Incorporation Act 1964
did on the twenty-fourth day of January 2012 change its name to

QVMAG ARTS FOUNDATION INC.

Dated this first day of February 2012



Commissioner for Corporate Affairs

Certificate

Department of Justice





QVMAG Arts Foundation Special General Meeting

Date: 18 JULY 2019

TIME: 4pm

QVMAG ROYAL PARK

QVMAG ARTS FOUNDATION INC

NOTICE OF SPECIAL GENERAL MEETING

A special general meeting of the members of QVMAG Arts Foundation Inc (“the Association”) will be held at QVMAG Royal Park in Tasmania on 18 July 2019 2019 at 4 pm to consider and, if thought fit, pass with or without amendments a special resolution that the Constitution of the Association be amended as follows:

Rule 5.1 is amended to read as follows:

A person who is nominated and approved for membership as provided in these rules and who meets one of the qualifications under rule 5.1B is eligible to be a member of the Foundation in the category for which they qualify.

The following new rules 5.1A to 5.1E are added after rule 5.1:

5.1A. Effective from 27 June 2019, members of the Foundation will be recognised in the categories specified in rule 5.1B. Despite the different categories of members, each member will only have the rights, duties and obligations applying under these rules to members generally.

5.1B The categories of membership of the Foundation recognised from 27 June 2019 and the qualification for each category of membership are as follows:

Category	Qualification
General Member	Donation to the Foundation of \$1,000
Fellow	Donation to the Foundation of \$5,000
Benefactor	Donation to the Foundation of \$10,000
Trustee	Donation to the Foundation of \$25,000
Governor	Donation to the Foundation of \$50,000

Patron

Invitation by the Management Committee

Notes:

The donation amounts specified above are cumulative so that, for example, to be recognised as a Trustee a member would be required to have made donations to the Foundation totalling \$40,000.

All donations made by a member to the Foundation count cumulatively towards the qualification for a category of membership. A member recognised in one category becomes recognised in a higher category when the total donations made to the Foundation by that member satisfy the donation qualification for that higher category.

- 5.1C The existing members of the Foundation as at 27 June 2019 are recognised as members in the General Member category.
- 5.1D (a) Any member of the Herbert Scott Society is entitled to be a member of the Foundation in the General Member category on written application made to the Public Officer without being required to make any donation to the Foundation.
- (b) Members admitted under rule 5.1D(a) will have no right to vote at general meetings of the Association first convened before 1 October 2019.
- 5.1E (a) Any past donor to the Foundation is entitled to be a member of the Foundation on written application made to the Public Officer without being required to make any further donation to the Foundation provided that, in the judgement of the /management Committee of the Foundation, that person has made a significant past contribution to the Foundation, either financial or on kind.
- (b) Members admitted under rule 5.1E(a) will have no right to vote at general meetings of the Association first convened before 1 October 2019.
- 5.1F. Existing members as at 27 June 2019 and members admitted under rule 5.1D or rule 5.1E will be General Members or any higher category to which the total of their past donations to the Foundation qualifies them.

Rule 5.2 is amended to read as follows:

A person who is not a member of the Foundation at 27 June 2019 or admitted under rules 5.1D or 5.1E shall not be admitted to membership unless that person has been nominated for membership in writing signed by two members of the Foundation with the consent of the nominee.

Rule 5.4 is amended to read as follows:

- (a) Once a nomination has been approved by the Management Committee, the nominee shall be advised in writing and upon the nominee making any donation required to qualify for membership under rule 5.1B the nominee's name shall be entered in the register of members to be kept by the Public Officer in the category for which the nominee qualifies where upon the nominee shall become a member of the Foundation in that category.

- (b) A nominee approved for membership in the General Member category may elect to pay the required Donation by four equal annual instalments but in that case the member will have no right to vote until the required Donation is paid in full.

Rule 21.1 is replaced by the following:

The Officers of the Foundation shall be:

- (a) A Chair;
- (b) A Deputy Chair;
- (c) A Treasurer;
- (d) A Secretary; and
- (e) The Director of QVMAG (ex officio).

Rule 27.1 is amended as follows:

By adding “, the Secretary” after “the Treasurer” in the first line and replacing the reference to “the Director of the Museum” with the Director of QVMAG”.

Rule 28 is deleted.

Dated this

13/9/2019



Chairman



Arts Foundation

Attachment 4

**QVMAG Arts Foundation Inc.
Annual General Meeting
Inveresk 15 September 2022**

Special Resolution

The Chairman moved that the Special Resolution as set out in the Notice of Annual General Meeting and set out below be approved.

To consider and vote upon the following proposed amendments to the Rules of the Foundation.

Categories of membership

- **Rule 5.1B as amended on 18 July 2019 correction of an error in the Notes. Delete "\$40,000" insert "\$25,000"**

AUDITOR

- **Rule 9.1 Add the words "if the law so requires" after the words "shall be appointed"**
- **Rule 9.2 Add the words "if the law so requires" at the end**
- **Rule 10.1 Add the words "if the law so requires" after the word "Auditor"**
- **Rule 11.2 (b) Add the words "if the law so requires" after the word "Auditor"**
- **Rule 11.2 (d) Add the words "if the law so requires" at the end**

Seconded by 

Dated.....

15 September 2022

Signed.....



Chairman

More than 75% of members present voted in favour of the motion