

# AMaGA

**Australian Museums  
and Galleries Association**

**National Office**

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## **MOTIONS TO MAKE CONSTITUTIONAL AMENDMENTS**

A Special General Meeting of the Association will be held in Canberra on Tuesday 18 April 2023 at the Museum of Australian Democracy at Old Parliament House.

Members will consider and vote on two resolutions, detailed below, to change the Association's financial year and to include online participation and voting at all meetings of the Association.

As per the current Constitution members can vote in person at the meeting, or forward their proxy. Advice on the procedures is being provided to all members, along with the formal resolution.

Two motions are being proposed by the Association to make amendments to AMaGA's Constitution. This document outlines the motion as the associated changes to AMaGA's Constitution.

**Motion 1:** In accordance with Section 33 of the Associations Incorporation Act 1991 (ACT) the Association alters its rules to change its financial year to commence on 1 July and end on 30 June.

The following changes to AMaGA's Constitution will be made:

### **36. The Finances of the Association**

#### **Clause 36.5**

**Current:** The Association's financial year shall end on 31 December in each year.

**Change to:** The Association's financial year shall be a period of 12 months, beginning on 1 July and ending on 30 June the following year.

**Motion 2:** In accordance with Section 33 of the Associations Incorporation Act 1991 the Association alters its rules to include online participation and voting at meetings, including the Council Meeting, Annual General Meetings, and General Meetings.

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The following changes to AMaGA's Constitution will be made:

## 21. Council Meetings and Quorum

### Clause 21.1

**Current:** The Council shall meet at least twice in each calendar year, in such place and at such time as the Council may determine.

**Change to:** The Council shall meet at least twice in each financial year, in such place and at such time as the Council may determine.

### Clause 21.2

**Current:** The Council may meet (and vote) by electronic means including teleconferences and videoconferences, and may take decisions by email vote.

**Change to:** Current: Council may meet and vote by electronic means which may include teleconferences, videoconferences, and email.

### Clause 21.6

**Current:** The quorum for a meeting of the Council shall be ten members, whether present personally or by proxy.

**Change to:** The quorum for a meeting of the Council shall be ten members, whether present physically, online or by proxy.

## 27. Voting & Decisions at Meetings of Council

### Clause 27.2

**Current:** Questions arising at a meeting of the Council or the Executive Committee or of any other committee appointed by the Council shall be determined by a majority of the votes of members of the Council or Committee present at the meeting personally or by proxy.

**Change to:** Questions arising at a meeting of the Council or the Executive Committee or of any other committee appointed by the Council shall be determined by a majority of the votes of members of the Council or Committee present at the meeting personally, online, or by proxy.

### Clause 27.3

**Current:** Each Member present at a meeting of the Council (whether personally or by proxy) or of the Executive Committee or a Committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

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**Change to:** Each Member present at a meeting of the Council (whether personally, online, or by proxy) or of the Executive Committee or a Committee appointed by the Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

## 31. Procedure and Quorum at General Meetings

### Clause 31.2

**Current:** Thirty persons present in person constitute a quorum for the transaction of business at a general meeting.

**Change to:** Thirty persons present in person or online constitute a quorum for the transaction of business at a general meeting.

### Clause 31.4

**Current:** If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, those present being at least 15 persons shall constitute a quorum.

**Change to:** If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, those present in person or online being at least 15 persons shall constitute a quorum.

## 34. Voting and Decisions at General Meetings

### Clause 34.2.1

**Current:** A Member may vote in person or by proxy.

**Change to:** A Member may vote in person, online, or by proxy.

### Clause 34.5

**Current:** A question arising at a general meeting of the Association shall be determined on a show of hands of those persons present and entitled to vote and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

**Change to:** A question arising at a general meeting of the Association shall be determined on a show of hands of those persons present or online and entitled to vote and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or

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carried by a particular majority or lost, or an entry to that effect in the minutes of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

## Clause 34.6

**Current:** At a General Meeting of the Association a poll may be demanded by the person presiding or by not less than five Members present in person at the meeting.

**Change to:** At a General Meeting of the Association a poll may be demanded by the person presiding or by not less than five Members present in person or online at the meeting.

## 46. Winding Up of The Association

### Clause 46.1 (a)

**Current:** A special resolution, proposing that consideration be given to winding up the Association, has been adopted at a general meeting of the Association by at least two-thirds of the Members voting, whether personally or by proxy; and

**Change to:** A special resolution, proposing that consideration be given to winding up the Association, has been adopted at a general meeting of the Association by at least two-thirds of the Members voting, whether personally, online, or by proxy; and

### Clause 46.1 (b)

**Current:** A further General Meeting has been held at which a further special resolution to wind up the Association has been adopted by at least two-thirds of the Members voting, whether personally or by proxy.

**Change to:** A further General Meeting has been held at which a further special resolution to wind up the Association has been adopted by at least two-thirds of the Members voting, whether personally, online, or by proxy.

### Clause 46.3

**Current:** At the further General Meeting referred to in paragraph 46.1 (b) the Public Officer, or in the absence of the Public Officer, a Member who is not a member of the Council shall take the Chair. If the special resolution to wind up the Association is adopted by at least two-thirds of the Members voting whether personally or by proxy, the Association shall be wound up.

**Change to:** At the further General Meeting referred to in paragraph 46.1 (b) the Public Officer, or in the absence of the Public Officer, a Member who is not a member of the Council shall take the Chair. If the special resolution to wind up the Association is adopted by at least two-thirds of the Members voting whether personally, online, or by proxy, the Association shall be wound up.

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## Voting

Under section 34 of the Constitution members have one vote, in person or by proxy, if:

- Their membership is current, with no monies owing
- They are an individual member, the designated representative of an organisation member or an honorary life member.

## Proxy

For members who cannot attend the meeting but still wish to vote, a Proxy Form with instructions is available. If you have any trouble accessing the proxy form, please email: [Michelle.Fracaro@amaga.org.au](mailto:Michelle.Fracaro@amaga.org.au)

## DOWNLOAD THE PROXY FORM

All qualifying members have the right to appoint a proxy. The proxy must:

- Be eligible to vote (see above)
- The proxy holder holds no more than 5 proxies
- The proxy holder attends the Special General Meeting

**Proxy forms may be handed to the National Secretary, Craig Middleton, no later than COB on Friday 14 April or can be sent by email to [Michelle.Fracaro@amaga.org.au](mailto:Michelle.Fracaro@amaga.org.au) by close of business Monday 10 April 2023.**