

PERTH MODERNIAN SOCIETY (INC)

Minutes of the Special General Meeting held at 12:30pm, Sunday 10th Sept, 2017 at Perth Modern School

Present: 100 members (as per the attendance list), and guests

Purpose and Background Information

As chairman of the Meeting, the Society's President Peter Farr welcomed Members and outlined the Purpose of the Meeting, namely: To consider and, if thought fit, to pass special resolutions to adopt:

- (i) PERTH MODERNIAN SOCIETY (INC) amended Constitution- (Revised September 2017)
- (ii) SPHINX FOUNDATION (INC) amended Constitution - (Revised September 2017)
- (iii) PERTH MODERNIAN SOCIETY MUSEUM ASSOCIATION INCORPORATED – new Constitution (5 September 2017)

The Chairman advised that each motion requires a 75% majority of those present who are entitled to vote.

The Chairman also advised that no Proxy forms had been submitted.

The Chairman advised the meeting that extensive legal work was done on a *pro bono* basis by Nigel Hunt, a partner in King & Wood Mallesons, and who happens to be a Director of the Sphinx Foundation Inc. and member of the PMS Board. Nigel was assisted by Brendon Dawson, Solicitor. He recorded the Society's gratitude to Nigel Hunt and Brendon Dawson. Not only has the work been done with great diligence but the legal costs that would otherwise have been incurred would possibly run into several thousands of dollars.

Agenda Item 1: PERTH MODERNIAN SOCIETY (INC) amended Constitution- (Revised September 2017)

Explanatory

The impetus for this amended constitution arises from a change in WA law. In 2015 the Parliament of Western Australia passed the Associations Incorporation Act 2015 (WA), which came into force on 1 July 2016. This act requires the Society to make various changes to its existing constitution before 30 June 2019.

In addition to complying with the new laws the amendments in the proposed constitution are aimed at improving clarity, better aligning the constitution with the functioning of the Society and promoting consistency between the constitutions of the Society, Sphinx Foundation Inc. and the new Perth Modernian Society Museum Association Incorporated.

Examples of these additional changes include provision for proxies, provision for the use of technology to allow remote attendance at meetings and provision for the appointment by the Society of Patrons.

Special resolution No 1:

That the document submitted to the meeting, and for the purpose of identification signed by the Chairperson of the meeting, is adopted as the constitution of the PERTH MODERNIAN SOCIETY (Inc.), in substitution for the present constitution of the Society (which is repealed).

Moved: Barrie Baker; Seconded: Eve Broadley

Voting result: Carried - unanimous votes in favour.

Agenda Item 2: SPHINX FOUNDATION (INC) amended Constitution - (Revised September 2017)

Explanatory

The proposed constitution is based on the current constitution of the Foundation which, if this resolution is passed, will be repealed and replaced by the proposed new constitution.

The impetus for this amended constitution arises from a change in WA law. In 2015 the Parliament of Western Australia passed the Associations Incorporation Act 2015 (WA), which came into force on 1 July 2016. This act requires the Foundation to make various changes to its existing constitution before 30 June 2019.

In addition to complying with the new laws the amendments in the proposed constitution are aimed at improving clarity, better aligning the constitution with the functioning of the Foundation and promoting consistency between the constitutions of the Foundation, Perth Modernian Society Inc. and the new Perth Modernian Society Museum Association Incorporated.

Examples of these additional changes include, a change to the definition of the Foundation's financial year, provision for proxies, provision for the use of technology to allow remote attendance at meetings and provision for the appointment by the Foundation of Patrons.

Special resolution No 2:

That the document submitted to the meeting, and for the purpose of identification signed by the Chairperson of the meeting, is adopted as the constitution of the SPHINX FOUNDATION INC., in substitution for the present constitution of the Foundation (which is repealed).

Moved: Barrie Baker; Seconded: Eve Broadley

Voting result: Carried - unanimous votes in favour.

Agenda Item 3: PERTH MODERNIAN SOCIETY MUSEUM ASSOCIATION INCORPORATED – new Constitution (5 September 2017)

Explanatory

The PERTH MODERNIAN SOCIETY MUSEUM ASSOCIATION INCORPORATED is being established to be a charity whose primary objective is to advance education and benefit the community as a whole by means of providing funding to the Historical and Museum Committee to enable the latter body to advance heritage and culture.

On 6th Sept 2017 a copy of the draft Constitution for the PERTH MODERNIAN SOCIETY MUSEUM ASSOCIATION INCORPORATED was submitted for consideration to the Associations and Charities, Registration Section, Department of Mines, Industry Regulation and Safety, Western Australia.

Special resolution No 3:

That the document submitted to the meeting, and for the purpose of identification signed by the Chairperson of the meeting, is adopted as the constitution of the PERTH MODERNIAN SOCIETY MUSEUM ASSOCIATION INCORPORATED, subject to any compliancy changes that may be requested by the Commissioner for Consumer Protection.

Moved: Barrie Baker; Seconded: Eve Broadley

Voting result: Carried - unanimous votes in favour.

Closure

The Chairman thanked Members for the diligent attention they had paid to the Agenda items, and there being no further business declared the meeting closed at 12:45pm.