

**Friends of The Arts
Notice of Annual General Meeting**

The Annual General Meeting of The Friends of The Arts is to be held in the Panorama Suite at HOTA
Tuesday 2nd October 2018 at 6pm

In order to enable the members as much time as possible to consider matters for the AGM and to allow availability of all current directors at the AGM the directors have fixed the date of the AGM 2 days outside the 3 months from the end of the financial year required in the Memorandum and Articles of Association. The Corporations Act 2001 requires the AGM of a Public Company Limited by Guarantee be held within 5 months of the end of the financial year and the members can agree to hold the meeting later than 3 months and up to 5 months from the end of the financial year.

Proposed Agenda

1. Welcome by the President
2. Apologies
3. Proxy Forms
4. Confirmation of the minutes of Annual General Meeting held on 19th September 2017
5. Confirmation of the minutes of Special General Meeting held on 17th July 2018
6. Acceptance by the members of the holding of the AGM outside the required 3 months
7. Annual Report
8. Adoption of the Statement of Accounts for the year ended 30th June 2018
9. Adoption of the Directors' 2018 Annual Report
10. Appointment of an Auditor
11. Election of Board members
12. Special Resolution – Changes to the Constitution
13. Annual membership fees (if the new Constitution is not adopted)
14. General Business

The Statement of Accounts for the year ended 30th June 2018, the current Articles of Association and a copy of the proposed new Constitution will be available at the Box Office at HOTA, from Monday 17th September, 2018. (One copy, read only). If you would like us to send you a copy of any of these documents, please email us at friends@friendsofthearts.com.au or phone the 'Friends' on 0487 491 991.

Nominations for Board Positions

- 10 positions are available on the Board
- A Nomination Form is attached and a copy will also be available on our website <http://friendsofthearts.com.au/>
- Only current financial members are eligible to nominate, be nominated, and / or vote.
- A fully completed Nomination Form is to be delivered to the Secretary at least thirty-one (31) days prior to the Annual General Meeting. (No later than Friday 31st August, 2018)
- If more candidates are nominated than there are places on the Board, then an election will be held by postal ballot that shall be a secret ballot, prior to the AGM. Votes will be counted by the Returning Officer and handed to the Secretary immediately prior to the Annual General Meeting and will be announced by the Chairman of the Annual General Meeting at the meeting.

Special Resolution – Changes to the Constitution

The Board of The Friends of The Arts believe that the Memorandum of Association and Articles of the Company require updating with a modern company constitution and propose introducing a new constitution for consideration and voting on by the members at the next AGM on 2nd October 2018. These changes and the proposed new constitution have been a work in progress over a number of years and are being finalised by the current Board. The new constitution will also reflect the Friends of The Arts' wider focus on the support of the Arts and Culture across the Gold Coast.

- That the Constitution of the Friends of the Arts in the form presented to the Annual General Meeting be adopted as the Constitution of the Friends of the Arts in substitution for and to the exclusion of the Memorandum of Association and Articles of Association that was registered with the ASIC on 25 November 1992 and incorporating changes to 8 September 2014.

(to pass requires 75% of votes cast by members present in person or by proxy and entitled to vote)

A further explanatory letter will be available within the coming weeks.

Agenda Items / General Business

Any member wishing to have a matter discussed as a General Business item, or wishing to have a motion included in the agenda of the forthcoming AGM, is required, in accordance with the Articles of Association, to provide details to the Secretary prior to 23rd September 2018. Please note that a motion must be worded in such a way as to allow members to vote either Yes or No.

If you are unable to attend but wish to have your vote on the constitution, rolling membership, and / or annual membership fees recorded; please complete the attached Proxy Form.

Please note, all memberships will be checked at the door to ensure people attending and voting are current financial members.

We look forward to seeing you all there.