



## **NOTICE OF SPECIAL GENERAL MEETING of the Oceanic Art Society Incorporated (INC 3442080)**

Dear member,

This is to advise you of an upcoming Special General Meeting of the members of the Oceanic Art Society to be held as follows:

**Date: Wednesday 18 June 2025**

**Time: 6:00 pm AEST**

**Place:** Members are invited to attend via the Zoom video conferencing platform. Login details will be sent to all current members by email.

Purpose of meeting and background:

- The executive committee of the Oceanic Art Society (OAS) is seeking to strengthen the constitution of the OAS in relation to its operation as a not-for-profit organisation. It is proposed to include additional sections in relation to limiting distribution of income or assets to members while the organisation is operating, or if it were to wind-up.
- These new sections are additional to the existing requirement that income of OAS is applied solely towards the promotion of the objects and purpose of the OAS.
- This is necessary to help ensure that OAS will maintain income tax exempt status under new requirements of the Australian Taxation Office for not-for-profit cultural organisations.
- The proposed new clauses are based on the model constitution for incorporated associations registered in NSW Australia.
- Additionally, the committee is proposing to modify the section requiring service of notices for general meetings to explicitly allow the use of electronic transmission as an alternative
- Members attending by Zoom video conference will have the opportunity to speak or ask questions about the proposed amendments and will be asked to vote on the special resolution shown below. Members not attending who wish to vote may do so by proxy.
- Further information, including proxy forms, and detail of regulations referenced directly in the proposed changes will be available from the events section of the website <https://www.oceanicartsociety.org.au/events/>

## Agenda

### 1. Opening of meeting

### 2. Apologies

### 3. Special Resolution 1

To change the constitution of the Oceanic Art Society (INC3420880) by inserting new Sections 7 and 8 as follows:

#### 7. NOT FOR PROFIT

- 1) OAS must not distribute any income or assets directly or indirectly to members, except for:
  - a. paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to OAS
  - b. any other pecuniary gain by members as may be allowed under the Associations Incorporation Act 2009 and the Associations Incorporation Regulation 2022.

#### 8. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP

- 1) Subject to the Associations Incorporation Act 1987 and the Associations Incorporation Regulation 2022 in a winding up of the association, the surplus property of the association must be transferred to another organisation:
  - a. with similar objects, and
  - b. which is not carried on for the profit or gain of the organisations members.
- 2) In this clause: 'surplus property' has the same meaning as in the Associations Incorporation Act 2009, Section 65.

The previous sections 7, 8 and onwards shall be renumbered in same order, commencing as section number 9.

### 4. Special Resolution 2

To change the constitution of the Oceanic Art Society (INC3420880) Section 30 NOTICE, by replacing the words:

“sent by pre-paid post to each member at the member’s address appearing in the register of members”.

with the words:

“sent by pre-paid post or electronic transmission to each member at the member’s mail address, or email address appearing in the register of members”

### 5. Result of Vote on the Special Resolutions

### 6. Close of meeting