

MIGRATION MUSEUM FOUNDATION INCORPORATED

RULES

1. NAME

The name of the association shall be **MIGRATION MUSEUM FOUNDATION INCORPORATED.**

2. DEFINITIONS

In these rules unless the contrary intention appears:

"Act" means the South Australian Associations Incorporation Act 1985;

"Foundation" means "Migration Museum Foundation Incorporated";

"Office" means the administrative headquarters of the Foundation;

"Rules" means these Rules as amended from time to time;

"Committee" means the governing body of the Foundation as established under these Rules;

"Museum" means the Migration Museum;

"History Trust of South Australia (the Trust)" means the Trust continued under the History Trust of South Australia Act 1981.

"History SA" means the trading name of the History Trust of South Australia

"Chief Executive Officer" means the Chief Executive Officer of the History Trust of South Australia.

3. LOCATION OF OFFICE

The Office of the Foundation shall be situated at the Migration Museum, 82 Kintore Ave, Adelaide or at such other place or places as the Foundation from time to time decides.

4. OBJECTS AND PURPOSES

The Foundation shall exist in order to assist the The Migration Museum to preserve, develop and maintain, where appropriate, the services, facilities and standards of the museum.

In particular the Foundation shall:

- (a) create opportunity for the Migration Museum to attract and retain the continuing interest and financial support of a concerned and interested group of citizens;
- (b) solicit donations and gifts to or for the benefit of the Migration Museum or any of its funds or accounts and from any source deemed appropriate to the promotion of the objects and purposes of the Foundation;
- (d) attract and encourage bequests, legacies and all forms of deferred gifts;

- (e) provide financial assistance for museum programs, historical and cultural acquisitions, research and collection projects, scholarships and endowments for the Migration Museum or related entities or personnel;
- (f) provide financial assistance for the acquisition of cultural and historical material, learning resource materials, works of art, artefacts, educational plant and equipment of all kinds that are of benefit to the Migration Museum;
- (g) provide financial assistance to produce publications or disseminate, whether by written publication or otherwise, information and material of any nature whatsoever relating to the Migration Museum and its activities, needs and objectives;
- (h) fund activities and provision of resources as approved by the Migration Museum;
- (i) undertake and conduct activities for the purpose of generating income, provided that all financial surplus derived from such activities shall be applied by the Foundation solely towards the promotion and furtherance of the above objects.

5. POWERS

The Foundation exists and acts pursuant to powers delegated to it by the History Trust of South Australia and is subject at all times to the direction of the Trust.

The Foundation holds all monies raised or obtained including income however derived upon trust solely for the benefit of the Migration Museum. All such monies shall be accountable to the Trust as the Trust requires.

The Association shall have all the powers conferred by section 25 of the Act.

6. MEMBERSHIP

Members of the Migration Museum Foundation at 30 June 2015 will automatically become Supporters of the Migration Museum Foundation.

7. MANAGEMENT

The control and management of the Foundation shall be vested in the Committee.

8. COMMITTEE

- (a) The Committee shall consist of at least 4 and no more than 9 persons, and include a Chair, Treasurer, the Chief Executive Officer of the History Trust of South Australia (or their nominee), an Executive Officer (ex officio) and a member of the History Trust of South Australia appointed by the Trust (History Trust of South Australia Nominee). Committee members who do not hold office bearing positions may also be appointed by the committee, subject to the approval of the History Trust of South Australia
- (b) The Committee may remove and appoint its members (except the Chair, Treasurer, ex officio members and the History Trust of South Australia Nominee) subject to the approval of the History Trust of South Australia.
- (c) All members of the Committee other than the ex officio member and the History Trust of South Australia Nominee will be appointed for a term not exceeding 3 years.

- (d) A member will, at the expiration of a term of appointment, be eligible for reappointment subject to the qualification that a person cannot serve as a member for more than 9 consecutive years and must allow a period of [3] years to elapse before being eligible for reappointment.
- (e) The History Trust of South Australia shall appoint the Chair and Treasurer and may appoint a Deputy Chair and revoke any such appointment.
- (f) The Chair will preside at meetings. In the absence of the Chair, the Deputy Chair will preside. In the absence of both, the members of the Committee present will select one of their members to preside.
- (g) A quorum of the Committee consists of half of the total number of its members (ignoring any fraction resulting from the division) plus 1.
- (h) Recommendations to the CEO to expend funds are decided at a meeting of the Committee by a majority vote. Each member has one vote. In the event of equality of votes, the member presiding shall have a casting vote.
- (i) Subject to these Rules, the Committee may regulate its business and proceedings as it thinks fit.
- (j) The Committee may:
 - (i) Meet together by teleconference or other means of instantaneous audio or audio-visual communication; and
 - (ii) Make decisions by way of written resolution signed by not less than a majority of the members of the Committee (and a written resolution may be signed in counterpart).
- (k) The validity of the acts of the Committee is not affected by any vacancy among its members or by any defect in the appointment of any member.

9. PUBLIC OFFICER

Unless the History Trust of South Australia otherwise determines, the Executive Officer is the Public Officer of the Foundation for the purposes of the Associations Incorporation Act 1985.

10. AUDIT

- (a) The Foundation accounts will be audited annually by the Auditor-General's Department. The accounting records and the statements of account must comply with any instructions of the Treasurer under section 41 of the *Public Finance & Audit Act 1987* and any further requirements imposed by the Auditor-General.

11. DISQUALIFICATION OF COMMITTEE MEMBERS

A person shall cease to hold office of member of the Committee if the person concerned:

- (a) is disqualified under the Act;
- (b) is permanently incapacitated by ill health; or
- (c) resigns by written notice, or
- (d) if the person was a History Trust of South Australia Nominee, the person ceases to be a member of the History Trust of South Australia.

12. SUB-COMMITTEES

The Committee may appoint Sub-Committees consisting of people as it considers fit (whether or not members of the Committee) subject to the approval of the History Trust of South Australia and nominate a chairperson of a Sub-Committee. Such Sub-Committees shall be responsible to the Committee and shall report to the Committee. The Committee may delegate any of its powers to a Sub-Committee, subject to the agreement of the History Trust of South Australia.

13. FINANCIAL YEAR

The Financial year of the Foundation shall end on 30 June each year.

14. ACCOUNTS

- a) The Committee shall:
 - (i) Cause proper books of accounts to be supervised and kept in respect to all sums of money received and expended by the Foundation, the matter in respect of which the receipt and expenditure takes place, and the assets and liabilities of the Foundation; and
 - (ii) Cause to be prepared a Balance Sheet and a Statement of Income and Expenditure to be included in the History Trust of South Australia's financial statements drawn up as at 30 June each year.
- b) The accounts shall be subject to audit and a duly audited copy of the Balance Sheet and Statement of Income and Expenditure included in the History Trust of South Australia's financial statements shall be furnished to the History Trust of South Australia.
- c) The accounts shall be kept at the office of the Foundation or at such other place or places as the Committee sees fit and shall at all times be open to the inspection by the History Trust of South Australia or its authorised representatives.
- d) The Foundation shall have the power to manage the Foundation's funds in the History Trust of South Australia's government general ledger in a special Trust account.

15. MONIES

- (a) All monies received into the Migration Museum Foundation Account shall be clearly receipted into the Foundation Account.

All payments shall be approved by the Committee, and paid by an approved History Trust of South Australia financial delegate.

16. MINUTES

- (a) Proper minutes of all proceedings of all meetings of the Foundation and Sub-committees shall be kept.
- (b) The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting of the body.
- (c) Where minutes are entered and signed they shall confirm, until the contrary is proved by evidence, that the meeting was convened and duly held, that all proceedings at the meeting shall be deemed to be recorded correctly and that all decisions made at the meeting shall be deemed to be valid.

17. BY-LAWS

The Committee may at its discretion determine By-Laws for the operation of the Foundation or Sub-Committees of the Foundation.

18. SEAL

- (a) The Foundation shall have a common seal upon which its name shall appear in legible characters.
- (b) The Chair or the Chief Executive Officer shall be empowered to affix the common seal of the Foundation as hereinafter provided in the following Sub-Rule.
- (c) The Foundation's common seal shall only be affixed to any instrument by authority of a resolution of the Committee and in the presence of either the Chair or the Chief Executive Officer who shall sign every instrument to which the common seal shall be affixed. Every instrument to which the common seal of the Foundation shall be affixed shall be executed in the following form:

"The Common Seal of the Migration Museum Foundation Incorporated was affixed on by authority of a resolution passed at a Meeting of the Committee held on and in the presence of: (Chair of the Migration Museum Foundation Incorporated) / Chief Executive Officer History Trust of South Australia".

19. WINDING UP

- (a) The Foundation shall be wound up:
- (i) If in the opinion of the History Trust of South Australia or of the Committee, the Foundation is not fulfilling its objectives;

- (ii) If the Committee or the History Trust of South Australia so resolves.
- (b) Should such a resolution for winding up be passed, all appropriate steps shall be taken to carry this into effect in the manner directed by the Foundation's solicitors.
- (c) Upon the winding up of the Foundation should there remain, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Committee of the Foundation, but shall be given and transferred to the History Trust of South Australia for use in any manner the History Trust of South Australia may think fit for the benefit of the Migration Museum. In considering such use or uses the History Trust of South Australia may in its sole discretion pay such regard as it considers appropriate to the purposes (if known) for which the remaining funds were raised or donated.
- (d) The association may be wound up in the manner provided for in the Act.

20. PATRONS

- (a) The Committee may with the approval of the History Trust of South Australia:
 - (i) Appoint one or more Patrons or Vice-Patrons of the Foundation; or
 - (ii) Remove from office any person appointed under Rule (20)(a)(i)
- (b) A person appointed a Patron or Vice-Patron does not, for that reason only, become a member of the Committee.

21. RULES

- (a) These Rules may only be amended with the consent of the History Trust of South Australia.
- (b) The Foundation will, if directed by the History Trust of South Australia, alter its name to exclude Migration Museum or any similar term or derivation.

This is the annexure marked 'A' referred to in the statutory declaration of

CARMEL-BORG
(name of person making declaration)

made on 13 day of November 20 15.
(day) (month) (year)

Before me (Justice of the Peace signature) GERARDO BORRA JM
*(Justice of the Peace and
for the State of South Australia.*