NOTICE IS GIVEN that an Extraordinary (Special) General Meeting of the Gallery will be held at Castlemaine Art Gallery & Historical Museum
14 Lyttleton St
Castlemaine VIC 3450
on Tuesday, 5 May 2015 at 7.00 pm.

SPECIAL BUSINESS:

1. To approve the amended accounts for the Gallery for the Financial Year 2013-2014;
2. To appoint an auditor for the Financial Year 2014-2015; and
3. To present options for organisational restructure of the Gallery

And for those purposes to consider and approve the following resolutions:

ONE

“That, for the purposes of Rule 15 of the Rules of the Gallery, the audited statement of receipts and expenditure for the year ended 30 June 2014 in the form attached be accepted in lieu of the Financial Report presented at the Annual General meeting held 13 November 2014”

TWO

“That, for the purposes of Rule 14 of the Rules of the Gallery, that Eric Townsend of E Townsend and Co 15 Taylor Street Ashburton be appointed the auditor of the Gallery for the year ended 30 June 2015”.

BY ORDER OF THE COMMITTEE

Andrew Pickles
Honorary Secretary
EXPLANATORY NOTES

1. FORMAL REQUIREMENTS

The Rules of the Castlemaine Art Gallery & Historical Museum ("the Gallery") dated 11 December 1974 provide that (Rule 13) the Honorary Secretary may give notice to the members of the convening a special general meeting of the Gallery to its members.

Under Rule 17 a Special Meeting of member of the Gallery may be called by a resolution of the Committee of the Gallery for a purpose to be stated in the notice convening the meeting, and that no business shall be transacted at such special meeting of members except for the purpose for which it shall have been summoned.

Further, by Rule 17 any such meeting shall be called by notice published in a newspaper circulating in the district at least seven days prior to the date of the meeting.

The quorum at such meeting is ten members and the President is to chair the meeting.

At its regular Committee meeting held 16 March 2015, the Committee of the Gallery resolved to call a special meeting of the Gallery for Tuesday, 21 April 2015 at 7.00 pm for the purposes set out in this Notice.

These Explanatory Notes provide members with information material to the decision whether or not to vote in favour of the resolutions proposed.

Please note: the Rules of the Gallery do not allow for proxies. If you intend to vote on the resolutions proposed you must attend the meeting in person.

2. PURPOSE OF THE EXTRAORDINARY (SPECIAL) GENERAL MEETING

Proposed resolutions ONE and TWO seek to address issues raised with the financial report presented to the 2014 AGM of the Gallery. The draft Minutes of that annual general meeting note as follows:

5. TREASURER’S REPORT

The Hon. Treasurer (G. Milford) introduced the financial statements, noting with regret that the Auditor had been ‘unable to express an Opinion on the Financial Accounts as presented to me for the year ended 30th June 2014’. The reason for this was the collapse of the MYOB accounting system and the loss of the general ledger from which ‘no back up could be recovered’. We have been asked to re-enter into the accounting system the transactions for the whole of the past year.

The Treasurer nevertheless expressed confidence that the figures as presented in the Annual Report give a true picture of CAGM’s financial position.

The accounts show an operating deficit from ordinary activities for the year of $29,864.99, compared with a deficit of $24,167.48 in the previous year. The Treasurer
mentioned as among the reasons for this disappointing result the high cost of the Centenary Book ($61,958.41) only $11,705.11 of which was recovered from sales in the course of the year. The substantial accumulated leave entitlements of the retiring Director, leave which he had resisted taking when it was due, had reduced available cash. Another unusual expense during the year was the $20,000 contribution towards the cost of the Leason biography as a result of an earlier commitment to the author.

On the positive side, the Treasurer mentioned $38,015.55 received from ‘deaccessioning’, a rather misleading term as the works sold to realise this sum were not from the permanent collection but were from the sale of works left to the Galley on the clear understanding that they would be sold in order to raise funds for our operations.

The Treasurer also noted with thanks the on-going support of Arts Victoria which had contributed $120,000, the Shire of Mount Alexander ($23,580), and donors and sponsors ($75,078.83). Donors had been few but generous. Members subscriptions ($22,188.29) were very well up on the previous year ($12,427.69). The Stoneman Foundation has in the current year advanced almost $100,000, and is paying for new closed circuit security system.

Moved: G. Milford Seconded D. Hansford that the Financial Report be accepted. Carried.”

Since the AGM the Committee of the Gallery has engaged a firm of accountants, RSD Accountants to assist the Director with the restoration of the accounts and to recast them including the restored information into a format that would meet with the approval of the auditor appointed for the 2013-2014 financial year.

The Annual General Meeting did not appoint an auditor for the current financial year. Rule 14 of the Gallery’s Rules require an auditor “shall be elected at the Annual Meeting”.

3. COMMITTEE’S RECOMMENDATION

The members of the Committee of the Gallery recommend that members vote in favour of the resolutions proposed to Items 1 and 2 of Special Business.

It should be noted that Item 3 is a matter of information only.