

New England Regional Art Museum Limited

ABN 47 131 297 731

PO Box 508 ARMIDALE NSW 2350 Tel (02) 6772 5255 Fax (02) 6771 2397
www.neram.com.au

NOTICE OF ANNUAL GENERAL MEETING 2010

The Annual General Meeting of the New England Regional Art Museum Limited (NERAM Limited) will be held on Monday 29 November 2010 at the New England Regional Art Museum at 6.00 pm.

AGENDA

1. Attendance
2. Apologies
3. Minutes of Annual General Meeting 30 November 2009 - **Attached**
4. Chair's Report on Year's Activities of the Company
5. Financial Report – **See NERAM website** www.neram.com.au
6. Election of Directors- **See attached.**
7. Appointment of Patrons
8. Appointment and fixing of remuneration of the Auditors

Christopher K C Serow
Company Secretary

Item 3

**MINUTES OF THE FIRST ANNUAL GENERAL MEETING OF
THE BOARD OF DIRECTORS OF**

NEW ENGLAND REGIONAL ART MUSEUM LIMITED
(ACN 131 297 731)

**HELD AT THE NERAM PREMISES,
KENTUCKY STREET, ARMIDALE
ON MONDAY 30 NOVEMBER 2009 AT 6:45pm**

PRESENT: **Meg Larkin (Chair); Andrew Murray; June Dangar, Gwenda Shannon OA; Caroline Downer, Herman Beyersdorf, and Angus Nivison, Christopher Serow, Bill Dangar**

1. **APOLOGIES:** Apologies were noted from Murray Guest
2. **MEETING OPENED:** Meg Larkin opened the meeting at 6:45pm.
3. **RESOLUTION:** That the Board of NERAM Ltd agree to shorten the notice required under Corporations Law for the circulation of the financial report 21 days before the Annual General Meeting. **MOVED:** June Dangar **SECONDED:** Andrew Murray **CARRIED.**
4. **FINANCIAL REPORTS:** The audited financial reports were presented to the Board. It was noted that these need to be lodged with ASIC by the Company Secretary.
5. **APPOINTMENT OF AUDITOR AND FIXING OF AUDITOR'S REMUNERATION:** In early 2009 NERAM Limited appointed Forsyths as Auditors for a period of three years. It was **RESOLVED** to confirm Forsyths as Auditor for the second year with remuneration as per agreement. **MOVED** Bill Dangar **SECONDED:** Angus Nivison. **CARRIED.**
6. **CHAIRMAN'S REPORT:** Meg Larkin tabled the Annual Report. Bill Dangar congratulated Meg and Caroline on an excellent job. **ACTION:** Meg will prepare a media release for the local papers. **MOVED** Meg Larkin **SECONDED:** Bill Dangar. **CARRIED.**
7. **APPOINTMENT OF PATRONS:** A number of suggestions were made. Appointments were deferred to the next Board Meeting of NERAM Ltd. **ACTION:** Board Members to send suggestions to Caroline for inclusion of a potential list.
8. **CLOSE OF MEETING:** The Chairman closed the meeting at 7pm.

Signed as a true and correct record

.....
MEG LARKIN - CHAIRMAN

.....
DATED

ITEM 6

ELECTION TO THE BOARD OF DIRECTORS

In line with the requirements of the NERAM Limited Constitution, half of the Directors “*shall retire at the second Annual General meeting, but shall be eligible for re-election; the five chosen by a lot held by the Board of Directors*”.

Thus, **five** Directors are to be elected at the Annual General Meeting on 29 November. 2010. In electing these new Directors, members must be mindful of the following requirements:-

1. Responsible Persons Requirement (ATO TR 1995/27)

Because NERAM Limited has Deductible Gift Recipient Status, it must comply with the Australian Taxation Office requirements for a majority of Directors to be “Responsible Persons”.

2. Skills Requirement

The Constitution of NERAM Limited states that:-

- 10.1 The directors appointed to the Board shall have one or more of the following skills and / or expertise in the following areas:
- 10.1.1 Arts, arts practice, arts administration;
 - 10.1.2 Governance and trusteeship obligations;
 - 10.1.3 Financial management;
 - 10.1.4 Business and strategic planning, policy development and / or risk management;
 - 10.1.5 Community, volunteer and / or ‘friends’ organisations; and / or
 - 10.1.6 Marketing, publicity and fundraising.

Continuing Directors - Five Directors are continuing for a further year

Murray Guest	Christopher Serow
Meg Larkin	Mark Smith
Angus Nivison	

In relation to satisfying the requirements of ATO and Constitution these directors have the following skills:-

- | | |
|-------------|---|
| 4 Directors | ATO – Responsible Persons – |
| 3 Directors | Arts, arts practice, arts administration – |
| 3 Directors | Governance and trusteeship obligations; - |
| 1 Director | Financial management; - |
| 4 Directors | Business and strategic planning, policy development and / or risk management; - |
| 5 Directors | Community, volunteer and / or ‘friends’ organisations; - |
| 1 Director | Marketing, publicity and fundraising – |

Nominees for Election

Herman Beyersdorf*†	Peter Lloyd *
Bill Dangar †	Andrew Murray†
June Dangar *†	Jeremy Nash
Anthony Deakin *	Brigette Uren

* **Note: Denotes ATO Responsible Person**

† **Note: A current director standing for re-election**

NOMINEES FOR ELECTION – STATEMENT OF SKILLS AND EXPERIENCE.

HERMAN BEYERSDORF BA (Hons) PhD (UNE)

Herman Beyersdorf has a BA Honours and PhD from UNE and was a member of the academic staff from 1977 to 2008 (Associate Professor of German). He was President of the UNE Branch of the National Tertiary Education Union (NTEU) from 1992-2002 and an elected academic staff member on the University Council from 1993-1996 and 2000-2008. He was Head of the School of Languages, Cultures and Linguistics from 2004-2007.

Herman has been a Councillor on Armidale Dumaresq Council continuously since 1991, and has served on many committees, including being currently the Chair of the Council's Economic Development Committee.

Herman was appointed as Deputy Chair of Regional Development Australia – Northern Inland in June 2010. He is also on the Board of Arts North West.

Herman was on Council's NERAM Committee, and was then appointed to the Board of the New England Regional Art Museum Limited (NERAM) since it took over the running of NERAM two years ago.

Herman has long experience in the governance and administration of a range of organisations, including the arts, and satisfies the ATO criteria of a "Responsible Person". He is looking for your support to continue as a Board member for the next two years.

BILL DANGAR

Being Chairman of the Friends of NERAM (2005-2008) and being on the initial Board of NERAM Limited (2008-2010) has given me certain skills, in arts, arts practice and arts management.

Being General Manager of the Australian Poll Hereford Society Ltd (1996-2004) and Organising Committee Chairman of the 14th World Hereford Conference in Australia in 2004 I developed many of the skills required to implement governance and trustee obligations as well as controlling financial management, business and strategic planning, policy development and risk management. Marketing, publicity and fundraising were an integral part of much of this work.

I am currently a Director of NERAM Ltd and Chairman of its Fundraising and Sponsorship Committee. According to the requirements of NERAM Ltd's Constitution I am required to step down as a Director at this first Annual General Meeting, but am eligible to stand for re-election.

I have held senior positions on many rural boards and committees from 1967 to 1992.

I have been involved in many community organisations during the past 37 years with Friends of NERAM being just one of them.

My (and my family's) interest and commitment to this important museum and its collections goes back many years.

JUNE DANGAR

I am a Responsible Person as per ATOTR1995/27 being a registered jewellery and gemstone valuer of the National Council of Jewellery Valuers.

I have been a Director of NERAM for the past two years and have gained untold experience in the Arts, arts practice and arts administration fields.

I am aware of governance and trusteeship obligations.

I am the owner of June's Jewellery and Gems and as such have financial, business and marketing skills.

I am involved in the community as a volunteer being a member of Quota International, Chairperson of Northern Links, Board member and Treasurer of Jobs Australia, Treasurer of the Armidale and New England Show Society and Co-ordinator of the Salvation Army Emergency Services, Armidale

ANTONY CHARLES DEAKIN, OAM, B.ARCH., F.R.A.I.A.

1. Arts, Arts Practice, and Administration

I was a member of the original NERAM Management Committee from 1983-1986, having been the architect (in association with Public Works Dept) for Stage I of NERAM. I was taught painting and art history by Lloyd Rees as part of my Architecture degree at the University of Sydney (1957-62).

2. Governance and Trusteeship Obligations

I was the vice-chairman of The Armidale School Foundation from 1995-2005 and I am a member of the St Peter's Cathedral Bells Trustees.

3. Financial Management

I successfully operated my own architectural practice in Armidale from 1974-2005. I was Chairman of Armidale City Council's Finance Committee 1980-85 during ten years as an alderman of Council, and I was Mayor in 1986-87.

4. Business and Strategic Planning

The operation of my architectural practice required me to plan for the continuing and future operation of the business.

5. Community Volunteer Activities

I am a member of the Armidale Rotary Club and President in 1980-81, President of the Armidale Chamber of Commerce 1982-85, Council of Drummond College UNE 1975-78, National Trust New England Regional Committee 1982-85, Royal Australian Institute of Architects Country Division Committee 1997-1999, Autumn Lodge Retirement Village Committee 1973-87, UNE Human Research Ethics Committee 2005-2007.

I was awarded the Medal of the Order of Australia in 2000 for Services to the Community, particularly in the field of architecture.

PETER LLOYD BA Marketing and Financial Management (UNE)

Peter Lloyd has been involved with the arts, arts administration, financial management and strategic planning for over 30 years.

His current involvement with NERAM includes; The NERAM Foundation and Friends of NERAM (past chair and treasurer).

Peter is a past board member and was treasurer of Australia's premier youth performance group-The Flying Fruit Fly Circus, and has been a committee or board member of regional and national organisations focused on the promotion of the arts as a component of Australia's tourism industry.

Peter's business experience includes company director, executive and board of the Armidale Diocesan Investment Group and chairman of a national travel co-operative.

Peter was the Australian Government representative on the World Heritage Rainforests of Gondwana advisory committee, which has had as part of its charter, the inter-relationship between the environment and the arts.

Peter is an executive director of an Armidale based business operating worldwide, which involves extensive travel to all continents and access to many leading arts organisations.

He also worked in protocol for NSW Department of Premier and Cabinet, which involved close contact with many of the states arts, cultural and heritage organisations.

Peter holds graduate qualifications from UNE, and the Australian Defence Force.

ANDREW MURRAY BA (UNE)

Andrew is currently a director of New England Regional Art Museum Ltd and is also Chair of the NERAM Foundation Advisory Committee.

He is keen to see NERAM develop but very mindful that it can only do so at a pace that is consistent with the funds available. He would love to see the NERAM Foundation grow to hold \$1m plus, have an independent board and be funding significant programs within the Museum.

Employment. Andrew moved to Armidale in 1990 after 13 years in the Oil Industry. He is a former Business owner and developed Collect Food Stores and a wholesale fuel business operating 25 stores, which employed 250 people, and had an annual turnover \$150m. This business was sold in 2007.

Andrew is currently self-employed as an investor and advisor.

Other Boards and Affiliations

- The Armidale School Council - Chairman – 9 years
- The Armidale School Foundation – Director
- NERAM Limited, Deputy Chairman – 2008-10
- Chair NERAM Foundation Advisory Committee

General

Spends his spare time paddling a kayak, keeping fit and attending meetings at TAS and NERAM. Andrew is a keen collector of local art.

JEREMY NASH

I have always maintained an active interest in the visual arts, while most of my life experience has been involved in the performing arts through drama and music.

I have run my own small business, farming, for 27 years, and have been teaching full time in the area of drama and public speaking for the last six years.

I have assisted with two formal NERAM functions over the past two years, and am married to an artist of some repute.

I would be happy to devote my time for the benefit of the gallery.

BRIGETTE UREN B Art Theory, M. Art Administration

After being awarded B. Art Theory and M. Art Administration (UNSW 2001 & 2002 respectively) Brigitte Uren gained gallery and museum management experience, both in commercial and public institutions, metropolitan and regional - most recently as inaugural Manager Western Plains Cultural Centre (WPCC), Dubbo. In this role she was responsible for initiating, developing and managing a new model for cultural facilities in regional NSW.

Brigette has learnt first hand the challenges facing regional galleries and museums and the means to overcome these. Using political sensitivity, financial acumen and engaging diverse community groups she developed a reputation for way-finding opportunities to increase funding from government and philanthropic sectors, increasing audience participation and adding value to collections, education and exhibition programming.

In her roles as Curator, Public Art at the City of Sydney Council and later as Manager WPCC, the projects Brigitte lead were founded on quality excellence. During her tenure the WPCC was awarded several accolades including the M&G NSW 2009 Imagine Award for Education & Public Engagement; 2008 Imagine Award for Organisation Excellence (Staff less than 7) and the 2007 Local Government & Shires Association Cultural Award for Cultural Infrastructure.

Brigette continues to represent the sector as a member of the Museum Reference Committee for Museums & Galleries NSW.

NERAM Limited – ANNUAL GENERAL MEETING 29 NOVEMBER 2010

Election of Directors – Voting Form

Please mark a maximum of **FIVE** names with X

Herman Beyersdorf *†

Bill Dangar †

June Dangar *†

Anthony Deakin *

Peter Lloyd *

Andrew Murray †

Jeremy Nash

Brigette Uren

* Note: Denotes ATO “Responsible Person”

† Note: A current director standing for re-election



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Appointment of Proxy 2010 Annual General Meeting

If you cannot attend the Annual General Meeting to be held on Monday 29 November 2010 at 6.00pm at the New England Regional Art Museum, Kentucky Street, Armidale NSW 2350, and you are entitled to vote at the Annual General Meeting, you may appoint a proxy to vote on your behalf. This proxy only applies to the Annual General Meeting, and any adjournment of that meeting.

Your Vote is Important

Please read the instructions carefully before completing this Appointment of Proxy form. You are encouraged to use Section D (on the reverse side of this form) to direct your proxy how to vote on each resolution.

A Your Details – Membership in the Name(s) of:

Membership Address

B Who do you want to Appoint as Your Proxy?

I appoint as my proxy (tick one box only):

Chair of the Annual General Meeting

If you appoint the Chair as your proxy and direct the Chair how to vote, the Chair **must** call a poll on that vote and **must** vote the way you direct.

OR

The following person:
Name & Address

If you want to appoint someone else, give their name and address. If you do not provide a name, you will be taken to have appointed the Chair as your proxy. Please note, if the person you appoint as your proxy does not attend the meeting or is absent when a vote is taken, your proxy vote **will not be counted**. Therefore, if you appoint someone other than the Chair, you should make sure that they are going to attend the Annual General Meeting.

C Your signature

Your signature:

D How do you want your Proxy to Vote?

You can direct your proxy how to vote at the Annual General Meeting. Your proxy can decide how to vote himself or herself on any business at the Annual General Meeting in relation to which you do not provide any direction how to vote.

No more than 5 persons will be appointed as director until the end of the 2012 Annual General Meeting.

Please mark a maximum of **FIVE** names with X in order to direct your proxy how to vote.

- Herman Beyersdorf *†
- Bill Dangar †
- June Dangar *†
- Anthony Deakin *
- Peter Lloyd *
- Andrew Murray†
- Jeremy Nash
- Brigette Uren

* Note: Denotes ATO Responsible Person

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E What do I do next?

Once you have completed this Appointment of Proxy you return it to:

**The Returning Officer
NERAM Ltd
c/- PO BOX 991
ARMIDALE, NSW, 2350**

Important

For your appointment to be valid this Appointment of Proxy must reach The Returning Officer by the start of the Annual General Meeting.