

CONSTITUTION

of

NEW ENGLAND REGIONAL ART MUSEUM LIMITED

MOIN & ASSOCIATES PTY LIMITED
Suite 1, The Mall Arcade
Level 1, 165 Beardy Street
ARMIDALE NSW 2350
Tel: 02 6772 4899
Fax: 02 6772 5611

GREGORY MOIN
PO BOX 1226
ARMIDALE NSW 2350

Remove this top section if desired before framing



Certificate of Registration of a Company

This is to certify that

NEW ENGLAND REGIONAL ART MUSEUM LIMITED

Australian Company Number 131 297 731

is a registered company under the Corporations Act 2001 and
is taken to be registered in New South Wales.

The company is **limited by guarantee**.

The company is a **public company**.

The day of commencement of registration is
the twenty-seventh day of May 2008.

Issued by the
Australian Securities and Investments Commission
on this twenty-seventh day of May, 2008.

A stylized, handwritten signature in black ink, appearing to read 'AMDA'.

Anthony Michael D'Aloisio
Chairman



CERTIFICATE

Constitution of New England Regional Art Museum Limited

A Company limited by guarantee and not having a share capital

Preliminary

1. In this Constitution:

'Act' means the Corporations Act 2001.

'Director' means a person appointed to perform the duties of a director of the Company.

'In writing' includes printing lithography and other modes of reproducing or representing words in visible form.

'member' means any person or corporation admitted to membership of the Company in accordance with this Constitution.

'Secretary' means any person appointed to perform the duties of a Secretary of the Company and includes an Honorary Secretary.

'The Board of Directors' means the board of Directors of the Company.

'the Company' or 'Company' means New England Regional Art Museum Limited.

'The Constitution' means the Constitution of the Company for the time being in force.

'the Council' means the Armidale Dumaresq Council.

'the Region' means the New England Region.

'the Seal' means the common seal of the Company.

Words importing the masculine gender include the feminine gender and the singular number includes the plural number and vice versa.

Words importing persons include companies, corporations, institutions, organisations and public bodies.

Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of Act.

References to the word 'include' or 'including' are to be construed without limitation.

Aims of the Company

2. The aims of the Company are to:
 - 2.1 make the New England Regional Art Museum the premier regional art museum in Australia;
 - 2.2 ensure that the New England Regional Art Museum is a thriving artistic facility that will enrich the cultural and artistic experience of visitors and the community of New England through education, artistic activities and the preservation and promotion of its iconic collections;
 - 2.3 provide a Regional facility to develop and maintain a centre for excellence and diversity focused on the visual arts;
 - 2.4 provide a cultural and educational resource for the benefit of the community;
 - 2.5 achieve optimal use of the New England Regional Art Museum; and
 - 2.6 achieve the expectations of the strategic plan of the Company as adopted from time to time.

Objects of the Company

3. In support of the aims and its considerations, the principal objects for which the Company is established are:
 - 3.1 To care for, control, maintain, improve, manage, promote and operate the New England Regional Art Museum and its collections;
 - 3.2 To produce, promote, present, encourage and facilitate the visual arts and other cultural and artistic endeavours in the New England Region and throughout the adjoining Region;
 - 3.3 To maximise audiences and develop a tradition of visual arts, educational and other cultural and artistic activities within the Region;
 - 3.4 To develop community appreciation and expectations through presentation of a wide range of visual arts, exhibitions of a regional, national and international nature and other cultural and artistic activities;

- 3.5 To encourage and facilitate training on and/or services to stimulate amateur and professional community and visual arts and other cultural and artistic activities within the Region;
- 3.6 To care for, research and develop the collections of the New England Regional Art Museum and other collections in its care and control;
- 3.7 To conserve and maintain the buildings, gardens and the site of the New England Regional Art Museum;
- 3.8 To give or contribute towards prizes or scholarships designed to encourage the visual arts and other cultural and artistic activities within the Region or make grants and give other assistance for such purposes;
- 3.9 To assist in doing all things possible within the scope of these objects to provide improved wellbeing of the visual arts and other cultural or artistic activities;
- 3.10 To recognise, co-operate with and support public and private bodies which are already or shall become engaged in the visual arts and other cultural or artistic activities;
- 3.11 To make available, on such terms as it thinks fit, any part of or facility comprised in the New England Regional Art Museum or any facility or work of art under the Company's control for any purpose of these objects for which such part, facility or work is suited; and
- 3.12 To publish and communicate by written, electronic media or any other means any material necessary or conducive to the promotion and carrying out of these objects.
4. The other objects for which the Company is established are:-
 - 4.1 To promote cooperation between all organisations and persons involved in the visual artistic fields;
 - 4.2 To promote and carry out or assist in promoting or carrying out surveys related to the needs of people in the Region in the visual arts and other cultural and artistic fields;
 - 4.3 To promote and assist the education and training of persons in the visual arts and other cultural and artistic fields;
 - 4.4 To promote, assist and carry out the provision of information and advice on matters of the visual arts and other cultural activities;
 - 4.5 To provide and further co-operate in the achievement of the above objects and to that end bring together in committee and conference other persons or representatives of other bodies and organisations engaged in the furtherance of the Company's objects or any of them;
 - 4.6 To promote and organise the exposition of the visual arts and other cultural and artistic activities in the Region and for that purpose to enter into contracts or other arrangements with promoters, performers, artists, entertainers and art dealers whether individuals or companies;
 - 4.7 To apply for and hold any licence or permit pursuant to the *Liquor Act 1982* or any legislation repealing, amending or replacing the same;

- 4.8 To carry on business as restaurateur or café or bar proprietor and for that purpose to provide meals, refreshments or catering services at or in connection with the New England Regional Art Museum and any other buildings or facilities from time to time under the control of the Company; and
- 4.9 To carry on business as a bookshop or related wholesale or retail trader in the furtherance of the Company's objects or any of them.

Company Powers

- 5. Without limiting the objects stated earlier the Company shall have power to:
 - 5.1 subscribe to, become a member of and cooperate with any other association or organisation provided that the Company is not empowered to form or participate in any other corporate body;
 - 5.2 purchase, take on, lease, exchange, hire and / or otherwise acquire any personal property and also any right in patents, copyrights, designs or licences or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company;
 - 5.3 lease, license or hire any real property or any buildings. The Company is not empowered to purchase real estate but can hold any real estate that is donated to the Company unless approved by special resolution of the Company;
 - 5.4 make application to the New South Wales Government, the Australian Government or any local government or other authority, or any individual, corporation, trust, charity or association whatsoever, from time to time for financial and / or other assistance in carrying out the objects of the Company;
 - 5.5 enter into any arrangements with any Government or authority, local government or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with the conditions of any such arrangements, rights, privileges and concessions;
 - 5.6 appoint, employ, remunerate, remove or suspend employees and other persons as may be necessary or convenient for the purposes of the Company;
 - 5.7 construct, improve, maintain, develop, work, manage, carry out, alter or control any land, buildings, or works which may seem necessary or convenient directly or indirectly to advance the Company's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof subject to heritage conditions;
 - 5.8 invest and deal with the money of the Company not immediately required in such manner as may be permitted by the Act for the investment of trust funds;
 - 5.9 make, draw, accept, endorse, discount, execute and issue promissory notes, bills or exchange, bills of lading, cheques and other negotiable or transferable instruments;

- 5.10 sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company;
- 5.11 take liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, or any part of the purchase price of the Company's personal property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others;
- 5.12 accept and hold any contributions, donations or bequests that are made to the Company;
- 5.13 take such steps by personal or written appeal, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, whether as donations, subscriptions, bequests, annual subscriptions or otherwise;
- 5.14 appoint Patrons of the Company at an Annual General Meeting of the Company;
- 5.15 undertake, administer and execute any trust, scholarship or foundation which may seem to the Company conducive to any of its objects;
- 5.16 carry out all or any of the above objects in any part of the world;
- 5.17 engage solicitors, accountants and auditors and other professional advisers in the carrying out of the objects of the Company; and
- 5.18 do all such other things as are incidental or conducive to the attainment of the objects of the Company.

Company Not for profit

- 6. The income and property of the Company, however derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution and no portion shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the members of the Company PROVIDED THAT nothing in this Constitution shall prevent the payment in good faith of:

- 6.1 reasonable and proper remuneration to any employee of the Company; or
- 6.2 to any member of the Company for services actually rendered to the Company; or
- 6.3 reasonable and proper interest on money borrowed from any member of the Company; or
- 6.4 reasonable and proper rent for premises demised or let by any member of the Company to the Company,

but so that no remuneration or other financial benefit shall be given by the Company to any member of its Board of Directors in his capacity as such Board member except repayment of out-of-pocket expenses reasonably and properly spent for the purposes of the Company.

Liability of Members

- 7.1 The liability of the members is limited.
- 7.2 Each member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a member, or within one (1) year after he ceases to be a member, for payment of the debts and liabilities of the Company, contracted before he ceases to be a member, and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amount as may be required, not exceeding ten dollars (\$10.00).
- 7.3 If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property then it shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Article 6 hereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to this clause, then to some charitable objects.

Membership

- 8.1 The number of members with which the Company proposes to be registered is 9, but the Board may from time to time register an increase of members.
- 8.2 Membership of the Company shall consist of the Directors of the Company as appointed by Article 12. The persons specified in the application for the Company's registration and such other persons as the Board shall admit to membership in accordance with this Constitution shall be members of the Company.
- 8.3 Members of the Company shall be entitled to attend, speak and vote at all general meetings of the Company.
- 8.4 A Register of members of the Company for the time being shall be kept by the Secretary. Such Register shall set forth in full the names, addresses and occupations of all members of the Company and the date of their appointment.
- 8.5 Every applicant for membership of the Company shall be proposed by one and seconded by another member of the Company to both of whom the applicant shall be personally known. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Board from time to time prescribes.
- 8.6 At the next meeting of the Board after the receipt of any application for membership, such application shall be considered by the Board, which shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection of any applicant.

- 8.7 When an applicant has been accepted for membership the secretary shall as soon as reasonably possible send to the applicant written notice of this acceptance and a request for payment of the membership fee. Upon payment of such membership fee, the applicant shall become a member of the Company provided nevertheless that if such payment is not made within 2 calendar months after the date of the notice, the Board may at its discretion cancel its acceptance of the applicant for membership of the Company.
- 8.8 The membership fee payable by members of the Company shall be such amount payable either once only or annually as the Company in general meeting shall from time to time prescribe, provided that until such time as the Company shall otherwise resolve, the membership fee shall be such fee as may be determined by the Company at a General Meeting provided that the membership fee payable by the initial members of the Company shall be \$10.00.
- 8.9 The membership of any member may be terminated by the Board at any time by notice in writing to the member of the Company but ensuring that procedural fairness is followed.
- 8.10 A member may by notice in writing delivered to the Secretary of the Company resign from membership of the Company and he or she shall cease to be a member from the date the Secretary receives such notice.
- 8.11 If any member shall wilfully refuse or neglect to comply with the provisions of the Constitution of the Company or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Company the Board shall have power to expel the member from the Company and erase such members name from the register of members provided that at least 1 week before the meeting of the Board at which a resolution of such member's expulsion is passed the member shall have had notice of such meeting and of what is alleged against such member and of the intended resolution of expulsion and that such member shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence such member may think fit.

Management

- 9.1 The business of the Company shall be governed by the Board of Directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company as are not, by the Act or by this Constitution, required to be exercised by the Company in General Meeting, including the power to make rules, regulations and by-laws.
- 9.2 The activities of the Board of Directors shall be subject to this Constitution, to the provisions of the Act and to such regulations as may be prescribed by the Board or the Company in General Meeting which are not inconsistent with the provisions of this Constitution.
- 9.3 Notwithstanding the above, any rule regulation or by-law of the Company made by the Board of Directors may be disallowed by the Company in General Meeting.

- 9.4 Notwithstanding the above, no regulation made by the Board or the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been passed or made.
- 9.5 The Board of Directors shall appoint a person who holds relevant qualifications and has relevant experience to manage the New Regional Art Museum.
- 9.6 The Board may invest any funds of the Company in such manner and for such periods as it thinks fit and may realise any investments or part thereof or change any investments as it thinks fit.

Board of Directors

- 10.1 The board of directors shall consist of not less than 7 nor more than 9 Directors. The Company may from time to time by ordinary resolution passed at a General Meeting increase or reduce the maximum or minimum number of Directors of the Board..
- 10.2 The persons specified in the application for the Company registration shall be the first directors of the Company. Four of the first directors shall retire at the second Annual General Meeting but shall be eligible for re-election; the four being chosen by a lot held by the board of directors.
- 10.3 At the third Annual General Meeting of the Company those initial directors who did not retire at the second Annual General Meeting shall retire but shall be eligible for re-election.
- 10.4 With the exception of the first directors of the Company all members of the board shall hold office for two years following their election when they shall retire but they shall be eligible for re-election.
- 10.5 The directors appointed to the Board shall have one or more of the following skills and / or expertise in the following areas:
- 10.5.1 Arts, arts practice, arts administration;
 - 10.5.2 Governance and trusteeship obligations;
 - 10.5.3 Financial management;
 - 10.5.4 Business and strategic planning, policy development and / or risk management;
 - 10.5.5 Community, volunteer and / or 'friends' organisations; and / or
 - 10.5.6 Marketing, publicity and fundraising.
- 10.6 The continuing Directors may act notwithstanding any vacancy in their number, but for as long as the number of Directors is below 7, the Directors will not act except in emergencies or for the purpose of filling up vacancies or convening a General Meeting of the Company.

- 10.7 The elections of persons to the Board shall take place in the following manner:
- 10.7.1 Any 2 members of the Company shall be at liberty to nominate any other member or any member of the general public to serve as a Director;
 - 10.7.2 The nomination, which shall be in writing and signed by the person so nominated and the 2 members nominating shall be lodged with the Secretary at least 21 days before the Annual General Meeting at which the election is to take place;
 - 10.7.3 A list of the candidates in alphabetical order, with the members who nominated them, shall be posted in a conspicuous place in the registered office of the Company for at least 14 days immediately preceding the Annual General Meeting;
 - 10.7.4 Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - 10.7.5 In the event of there being insufficient nominations then a person may be nominated at the Annual General Meeting by any two members of the Company with the consent of the person being nominated; and
 - 10.7.6 In case there shall not be sufficient number of candidates nominated the Board shall fill up the remaining vacancy or vacancies.
- 10.8 The Board shall have power at any time, and from time to time, to appoint any person to the Board to fill any casual vacancy in the office of Director and the person so appointed shall hold office for the residue of his predecessors' term of office or until the next following Annual General Meeting, whichever is the earlier.
- 10.9 All Directors shall be entitled to vote at the meetings of the Board.
- 10.10 The members may by special resolution at a General Meeting remove any Director before the expiration of his or her period of office, and may by an ordinary resolution appoint another person to replace such removed Director; the person so appointed shall hold office only until the next following Annual General Meeting.
- 10.11 A director shall cease to be a director if they:
- 10.11.1 Become of unsound mind or a person whose person or estate is liable to be dealt with in any way under any act relating to mental health;
 - 10.11.2 Resign office by notice in writing to the Company delivered to the Company Secretary;
 - 10.11.3 are absent for more than three (3) consecutive meetings of the Board without approval;
 - 10.11.4 Cease to be a Director by operation of the Act or an order of the Court; or
 - 10.11.5 Become an employee of the Company.

Officers of the Company

- 11 The officers of the Company shall be a Chairman, Deputy Chairman and a Secretary (all of whom must be Directors of the Company) who shall be elected by the Board of Directors at the first meeting of the Board after each Annual General Meeting.

Proceedings of the Board of Directors

- 12.1 The quorum necessary for transacting the business of the Board of Directors shall be 5 directors. The Chairman, or in his absence the Deputy Chairman, shall preside at all meetings of the Board of Directors but if neither of them shall be present the members of the Board of Directors present shall choose one of their number to be the Chairman of the meeting.

- 12.2 Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes unless a poll is (before or on the declaration of the result of the show of hands) demanded by:-

12.2.1 the Chairman; or

12.2.2 at least 2 directors present in person.

Unless a poll is so demanded a declaration by a Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

- 12.3 If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

- 12.4 In the case of an equality of votes, whether on a show of hands or a poll, the Chairman of the meeting shall have a second or casting vote.

- 12.5 The Board of Directors may meet together for the dispatch of the business, adjourn and otherwise regulate their meetings as they think fit. The Chairman of the Board of Directors may at any time, and the Secretary shall on the requisition of 3 members of the Board of Directors, summon a meeting of the Board of Directors however the Board shall meet regularly.

- 12.6 The continuing members of the Board of Directors may act notwithstanding any vacancy in their body, subject to Article 10.7.

- 12.7 All acts done by any meeting of the Board of Directors or a committee appointed by the Board or by any person acting as a member of the Board shall, notwithstanding that

it is afterwards discovered that there was some defect in the appointment of any such director, committee or person, or that they or any of them were disqualified, be as valid as if every such director, committee or person had been duly appointed and was qualified to be a member of the Board of Directors.

- 12.8 The Directors may pass a resolution without a meeting of Directors being held if a document containing the resolution is sent to all Directors and a majority of the Directors entitled to vote on the resolution have signed that document containing a statement that they are in favour of the resolution set out in the document if the wording of the resolution and the statement is identical in each copy. Separate copies of that document may be used for signing by Directors. Any such resolution may consist of several documents in like form; each page shall be signed by one or more of the Directors.
- 12.9 The Board may hold meetings by electronic means.
- 12.10 The Board of Directors shall cause to be kept and recorded minutes of all resolutions and proceedings of General Meetings of the Company and the Board of Directors and shall cause such minutes to be signed by the Chairman of the meeting or of the next meeting. Copies of all such minutes shall be sent forthwith to the members of the Board of Directors. Notwithstanding the generality of the above all minutes shall record the names of members, employees and Board members present at a meeting of the Board of Directors and meetings of the Company.

Powers of Board

- 13.1 The Board of Directors may delegate any of its powers (other than the power to delegate) and or functions (not being duties imposed on the Board of Directors of the Company by the Act or the general law) to one or more committees of the Company or any person. Any Committee shall conform to any regulation that may be imposed by the Board of Directors and subject thereto shall have the power to co-opt any member or members of the Company, any staff employed by the Company or any other person as may be approved by the Board of Directors and all members of such Committee shall have 1 vote.
- 13.2 Separate Committees may be formed after the incorporation of the Company and appointment of the Board of Directors, as standing committees to provide advice to the Board of Directors in relation to the following topics and such other topics as the Board of Directors may deem appropriate from time to time:
- 13.2.1 Finance, Buildings and Risk Management;
 - 13.2.2 Development (fundraising, marketing & promotion);
 - 13.2.3 Collections; and
 - 13.2.4 Board Nominations.

General Meetings

- 14.1 Meetings of the membership of the Company other than the annual general meeting of the Company shall be called general meetings.

- 14.2 All business transacted at a general meeting shall be special business.
- 14.3 The Chairman or any 3 Directors of the Company may, whenever he or she thinks fit, convene a General Meeting and General Meetings shall be convened upon such request or in default maybe convened as provided by the Act.
- 14.4 Subject to the provisions of the Act relating to special resolutions and subject to agreement for shorter notice, 21 days notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the business day and the hour of such meeting and in case of special business, the general nature of that special business, shall be given to all Directors of the Company when notifying them of a General Meeting.

Annual General Meeting

- 15.1 An Annual General Meeting shall be held at least once in every calendar year at such time and place as may be determined by the Board of Directors
- 15.2 At an Annual General Meeting the following business must be transacted;
 - 15.2.1 the consideration of the accounts, balance-sheets and the report of the Board and Auditors;
 - 15.2.2 a report on the year's activities of the Company;
 - 15.2.3 the election of members of the Board in place of those retiring;
 - 15.2.4 the appointment of patrons; and
 - 15.2.5 the appointment and fixing of the remuneration of the Auditors.
- 15.3 Any business other than that referred to in clause 15.2 which is transacted at an Annual General Meeting is deemed to be special business
- 15.4 The Annual General Meeting must be held within 5 months of the end of the Company's financial year.

Proceedings at General Meetings

- 16.1. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Subject to the following clauses, a quorum of members shall be not less than:
 - 16.1.1. Twenty members present; or
 - 16.1.2. 25% of the total number of members; or
 - 16.1.3. where the number of members is less than 20, then five members present.

For the purpose of this Article, "member" includes a person attending as a proxy or as representing a corporation which is a member.

- 16.2. If within half an hour from the time appointed for the general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board or Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (not being less than 5) shall be a quorum.
- 16.3. The Chairman, or in his or her absence, the Deputy Chairman, of the Board of Directors shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman or Deputy Chairman, or if they are not present within 15 minutes after the time appointed for the holding of the meeting or are unwilling to act, the members present shall elect one of their number to be Chairman of the meeting.
- 16.4. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Subject to the matters set out in this Article it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 16.5. Unless otherwise resolved by the meeting questions arising at any general meeting shall be decided by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- 16.5.1. by the Chairman; or
- 16.5.2. by at least 3 members present in person or by proxy.
- Unless a poll is so demanded a declaration by a Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 16.6. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
- 16.7. In the case of an equality of votes, whether on a show of hands or a poll, the Chairman of the meeting shall have a second or casting vote.
- 16.8. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
- 16.9. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either

under seal or under the hand of an officer or attorney duly authorised. The signature of the appointer or his attorney shall be witnessed by a person other than the proxy. A member shall be entitled to instruct such member's proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he or she thinks fit. The member's proxy shall be treated as if they were such member for the purpose of voting at the meeting and may demand or join in demanding a poll.

- 16.10. The instrument appointing a proxy and the power of attorney or other authority, if any, under which the proxy is signed or a certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place specified by the Board in the notice convening the meeting, not less than 2 business days before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 16.11. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding that previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

Accounts

- 17.1 True accounts shall be kept of the sums of money received and expended by the Company and the manner in which each receipt and expenditure takes place, and of the property, credit and liability of the Company. Subject to any reasonable restrictions as to the time and manner of inspecting the accounts, the accounts shall be opened to the inspection of the members. Once in every year, the accounts of the Company shall be examined by one or more appropriately qualified auditor or auditors who shall report to the members in accordance with the provisions of the Act.
- 17.2 The Board of Directors shall:-
- 17.2.1 Cause proper accounts to be kept with respect to all sums of money received and expended by the Company and the manner in respect of which the receipt and expenditure takes place and the assets and liabilities of the Company;
 - 17.2.2 Cause to be prepared a balance sheet and a statement of income and expenditure drawn up as at 30th June each year; and
 - 17.2.3 Cause the accounts to be kept in accordance with the Act.
- 17.3 The Company's accounts shall be subject to audit and a duly audited copy of the balance sheet and statement of income and expenditure shall be furnished to all persons entitled to receive notice of Annual General Meetings of the Company not less than 14 days prior to the date for the Annual General Meeting at which the annual accounts are to be presented to the Company.

- 17.4 The accounts shall be kept at the office of the Company or at such other place or places as the Board of Directors thinks fit and shall always be open to inspection by any Director or by any person authorised by the Act.

Audit

18. The Board of Directors shall cause the accounts of the Company to be audited and the correctness of the balance sheet and profit and loss account ascertained once at least in every year.

Money Received By the Company

19. All moneys received by the Company shall be paid to such financial institution as the Board of Directors shall from time to time by resolution appoint. All cheques, bills of exchange, promissory notes or other negotiable instruments shall be accepted, made, drawn or endorsed for and on behalf of the Company and all cheques or orders for payment shall be signed in such manner as the Board shall from time to time by resolution determine.

Bequests and Trusts

20. Any gifts or bequests to the Company shall be owned exclusively by the Company to be used as it deems fit subject to any specific terms of the bequest. The Company may act as trustee of any trust or trust property and must ensure that it complies with the terms and conditions of the trust together with any other statutory provisions that may apply.

Seal

21. The Board of Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Board of Directors and every instrument to which the seal is affixed shall be signed by either:

21.1.1 2 Directors of the Board of Directors; or

21.1.2 1 Director and the Secretary.

Notices

- 22.1 A notice may be given by the Company to any member or Director either personally or by sending it by post to him or her at his or her registered address, or (if he / she has no registered address within Australia) to his or her address, if any, within Australia last known to the Company.
- 22.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter, envelope or wrapper containing the notice, and to have been effected in the case of a notice of a meeting on the third business day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post. A certificate in writing signed by

any Director of the Board of Directors that the letter, envelope or wrapper containing the notice was so addressed prepaid and posted shall be conclusive evidence thereof.

- 22.3 Notice of every Annual General Meeting shall be given in the manner authorised by the Act to every member except those members who (having no registered address within Australia) have not supplied to the Company an address for the giving of notices to them. No other person shall be entitled to receive notices of Annual General Meetings.

Indemnity

23. To the extent permitted by law:

- 23.1 Any director of the Board of Directors, officer or employee of the Company shall be indemnified out of the assets of the Company against any liability incurred by that person in defending any proceedings whether civil or criminal taken against that person by reason of that person's actions in relation to or connected with the Company in which judgment is given in that person's favour or in which that person is acquitted, or in connection with any application under the Act in which relief is granted to that person by the court in respect of any negligence, default, breach of duty or breach of trust.
- 23.2 Every person who is or has been a director or officer of the Company or of a subsidiary of the Company shall be indemnified out of the property of the Company against any liability to another person (other than the Company or a related body corporate of the Company) where the liability is incurred by the director or officer in his or her capacity as a director or officer of the Company or a subsidiary of the Company PROVIDED THAT this indemnity shall not apply where the liability arises out of conduct involving a lack of good faith.
- 23.3 No Director, officer or employee of the Company shall be liable for the acts receipts neglects or defaults of any other Director, officer or employee or for joining in any receipt or other acts in conformity or for any loss or expense happening to the Company through the insufficiency of title of any property acquired by order of the Board of Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any moneys securities or effects shall be deposited or for any loss occasioned by any error of judgement omission default or oversight on his or her part or for any other loss damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same happen through his or her own negligence, default, breach of duty or breach of trust.

Insurance

24. To the extent permitted by law the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an officer of the Company or of a subsidiary of the Company against a liability;
- 24.1 Incurred by the person in his or her capacity as an officer of the Company or a subsidiary of the Company PROVIDED THAT the liability does not arise out of conduct involving a wilful breach of duty in relation to the Company or a subsidiary of this Company or a contravention of sections 199A, 199B or 199C of the Act; or

- 24.2 For costs and expenses incurred by that person in defending proceedings, whatever their outcome. For the purpose of this clause 26, the term "proceedings" means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as an officer of the Company or of a subsidiary of the Company (including proceedings alleging that he or she was guilty of negligence, default, breach of trust or breach of duty in relation to the Company or a subsidiary of the Company).

No amendment to Constitution

25. No addition, alteration or amendment shall be made to or in the Constitution for the time being in force, unless the same shall have been made by way of a special resolution of the members.

By Laws

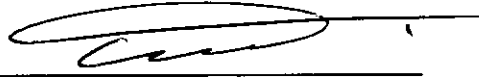
26. The Board of Directors may from time to time make by-laws not inconsistent with any of the provisions of the Constitution or with any statutory provision then in force for the regulation of the business of the Company its officers and employees and may from time to time amend or repeal such by-laws or any of them.

The following person(s), being the person(s) who consented to become a member of the Company in the application for the registration of the Company, agree to the terms of this Constitution.

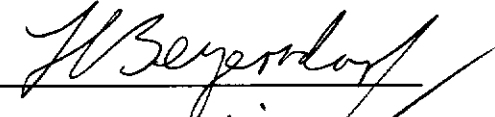
Name

Signature

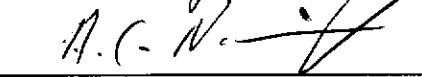
Christopher Kimberly Charles SEROW



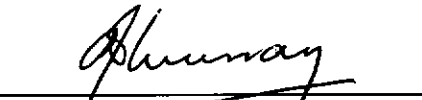
Herman Ernst BEYERSDORF



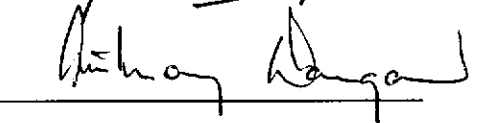
Angus Charles NIVISON



Andrew John MURRAY



Anthony Peter DANGAR



Kathleen June DANGAR



Margaret Dean LARKIN



Gwenda KUNICE SHANNON



DATE: 22 MAY 2008

MINUTE OF RESOLUTION
OF A SPECIAL MEETING OF
NEW ENGLAND REGIONAL ART MUSEUM LIMITED
(ACN 131 297 731)

[Pursuant to clause 25 of Constitution]

5:30pm, Tuesday, 22 July 2008

ATTENDANCE: Meg Larkin (Chair); Christopher Serow (Secretary); Herman Beyersdorf; Bill Dangar; June Dangar; Andrew Murray, Angus Nivisson; Gwenda Shannon OAM

There being a quorum of members pursuant to clause of the Constitution, it was resolved that the following resolutions are made to vary the Constitution pursuant to clause 25 as set out below:

A. RESOLUTION:

1. That clause 7.3 of the Constitution is varied by INSERTING the words:

"holding a current endorsement as a Deductible Gift Recipient"

after the words:

"having objects similar to the objects of the Company"

2. That a new clause 7.4 be ADDED to the Constitution as follows:

"7.4 If the Company's status as a Deductible Gift Recipient is revoked for any reason then surplus gifts must be transferred to another Deductible Gift Recipient who has similar objects to the Company."

3. That clause 10.1 is varied by ADDING a further paragraph after the word "Board." As follows:

"The majority of the Board of Directors shall be made up of "responsible persons" as defined in Australian Taxation Office Rulings TR2000/10 and TR95/27."


4. That clause 10.11.5 of the Constitution is varied by ADDING the following words after the word "Company" as follows:

"or are no longer a responsible person as defined in clause 10.1"



B. RECORDING IN THE MINUTE BOOK

This resolution being one (1) page shall be recorded in the Minute book of the Company and attached as a Schedule to the Constitution effective from the date of this resolution.



MEG LARKIN
(Chair)



CHRISTOPHER K.C. SEROW
Secretary

**MINUTE OF RESOLUTION
OF A SPECIAL MEETING OF
NEW ENGLAND REGIONAL ART MUSEUM LIMITED
(ACN 131 297 731)**

[Pursuant to clause 25 of Constitution]

5:35pm, Wednesday, 18 March 2009

ATTENDANCE: Meg Larkin (Chair); Christopher Serow (Secretary); Bill Dangar; June Dangar; Andrew Murray, Murray Guest, Angus Nivison.

There being a quorum of members pursuant to the Constitution, it was resolved that the following resolutions are made to vary the Constitution pursuant to clause 25 as set out below:

A. RESOLUTION:

1. That clause 25 of the Constitution is varied by **AMENDING** the numbering of the existing sub-clause 25 to be renumbered as clause "25.1".

2. That a new clause 25.2 be **ADDED** to the Constitution as follows:

"25.2 No addition, alteration or amendment to the Constitution to vary the status of the Company to be other than not for profit or to amend this clause may take effect without the written consent to the Minister."

3. That a new definition be **ADDED** to clause 1 of the Constitution as follows:

"'Minister' means Minister for the Arts in New South Wales."

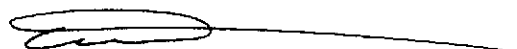
B. RECORDING IN THE MINUTE BOOK

This resolution being one (1) page shall be recorded in the Minute book of the Company and attached as a Schedule to the Constitution effective from the date of this resolution.

MEG LARKIN
(Chair)



CHRISTOPHER K.C. SEROW
Secretary



**MINUTE OF RESOLUTION
OF A GENERAL MEETING OF
NEW ENGLAND REGIONAL ART MUSEUM LIMITED
(ACN 131 297 731)**

[Pursuant to clause 25 of Constitution]

5:45pm Wednesday, 15 July 2009

ATTENDANCE: Meg Larkin (Chair); Christopher Serow (Secretary); Bill Dangar; June Dangar; Andrew Murray, Angus Nivison; Gwenda Shannon OA.

APPOLOGIES: Herman Beyersdorf, Angus Nivison and Murray Guest

There being a quorum of members pursuant to the Constitution, it was resolved that the following resolutions are made to vary the Constitution pursuant to clause 25 as set out below:

A. RESOLUTION:

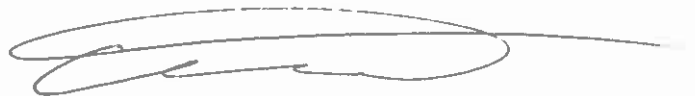
1. That pursuant to clause 10.1 of the Constitution the membership of the Board of Directors of New England Regional Art Museum Limited is increased to register ten (10) Directors. MOVED Andrew Murray. SECONDED June Dangar. CARRIED.

B. RECORDING IN THE MINUTE BOOK

This resolution being one (1) page shall be recorded in the Minute book of the Company and attached as a Schedule to the Constitution effective from the date of this resolution.



MEG LARKIN
(Chair)



CHRISTOPHER K.C. SEROW
Secretary

**MINUTE OF RESOLUTION
OF THE BOARD OF DIRECTORS OF
NEW ENGLAND REGIONAL ART MUSEUM LIMITED
(ACN 131 297 731)**

[Pursuant to clause 25 of Constitution]

2:00pm Wednesday, 19 October 2011

ATTENDANCE: Meg Larkin (Chair); Christopher Serow (Secretary); Bill Dangar; Tony Deakin (OAM), Bridget Leece; Ross Laurie and Mark Smith.

APPOLOGIES: Andrew Murray, Murray Guest and Peter Lloyd

There being a quorum of members pursuant to the Constitution, it was resolved that the following resolutions are made to vary the Constitution pursuant to clause 25 as set out below:

A. RESOLUTION:

1. That a motion be put to the members of the Company at the next Annual General Meeting by way of a special resolution of members to accept amendment to the Constitution that clause 10.4 of the Constitution be deleted and replaced with the following:

10.4 That with the exception of the first directors of the Company, all members of the Board shall hold office for three (3) years following their election at an Annual General Meeting after which time they shall retire but shall be eligible for re-election for a further term.

MOVED: Mark Smith. SECONDED: Ross Laurie. CARRIED.

B. RECORDING IN THE MINUTE BOOK

This resolution being one (1) page shall be recorded in the Minute book of the Company and attached as a Schedule to the Constitution effective from the date of this resolution.



MEG LARKIN
Director/Chair



CHRISTOPHER K.C. SEROW
Director/Secretary
