

MINUTES OF
TENTH ANNUAL GENERAL MEETING
OF

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

HELD AT NERAM
ON THURSDAY 29th NOVEMBER 2018 AT 5.30 PM

Item	Details and Discussion	Motions and Actions
1.	<p>Open meeting and record attendance Andrew opened the meeting at 5:38pm</p> <p><i>Present: Andrew Murray (Chair), Robert Clarke (Deputy Chair), Lucinda Wright (Director), Peter Lloyd (Director), Lou Conway (Director), Kim Taylor (Director), Lindsay Woodland Director, Pat Bradley Director, Rachael Parsons (Art Museum Director), Anne Clarke, Bill Dangar, David Hallam, Adrian Hallam, Sally Hardaker, Dacre King, Glenda Kupczyk-Romanczuk, Moira Lloyd, Carol Mackerras, Alex Murray, Rosemary Randell, June Ross, Hami Soliman, Izabel Soliman, Anthony Spring, Liz Spring, Richard Bird, Lynn walker, Alison Wright, Helen Hordern</i></p> <p><i>Apologies: Margaret Newsome, Pam Koebel, Ian Tiley, Barbie Connah, Martha Saw, Johann Croukamp, Sarah Johnstone, Phillip Bookallil, Kerry Dunne, Carley McLaren</i></p>	<p>RESOLVED: <i>That the apologies be accepted.</i> MOVED: Moira Lloyd SECONDED Liz Spring. CARRIED.</p>
2.	<p>Minutes of Annual General Meeting 2017 Minutes of the 9th Annual General Meeting of NERAM Ltd held on 13 December 2017 were attached.</p>	<p>RESOLVED: <i>That the Minutes of the 9th Annual General Meeting of NERAM Ltd held on 14 December 2017 adopted as a true and accurate record.</i> MOVED: Robert Clark SECONDED Lou Conway. CARRIED.</p>
3.	<p>Chair's Report Andrew Murray reported on the Year's Activities of the Company.</p> <ul style="list-style-type: none"> • Recognised and expressed gratitude to Robert Heather for his time and contributions as Director of NERAM • Acknowledged major funding bodies (ARC, Create NSW, Margaret Olley Art Trust, NERAM Foundation and Hinton Trust) • Highlights of the 2017/18 Financial year: The opening of HONTON: Treasures of Australian Art, success of the annual appeal, UNE partnership, Roberts & Morrow and JNC sponsorship, Friends of NERAM events and support (thanked Carol Mackerras for her leadership), Packsaddle exhibition • Thanked the volunteers, staff and donors 	<p>RESOLVED: <i>That the Chair's Report be adopted.</i> MOVED Lynn Walker Seconded Lucinda Wright. CARRIED.</p>
4.	<p>Foundation Report Peter Lloyd spoke to the Foundation</p>	

	Formal thanks to Andrew Murray for his leadership on the board and contribution to the Foundation Committee	
5.	<p>Financial Reports Kim Taylor spoke to the Financial Report.</p> <p>Formal thanks to Meagan Playford for her work on the Audit Acknowledged Auditors PKF</p>	<p>RESOLVED: <i>That the Financial Report be adopted.</i> MOVED: Kim Taylor SECONDED carol Mackerras CARRIED.</p>
6.	<p>Appointment of Directors Two Directors had filled casual vacancies seeking election:</p> <ul style="list-style-type: none"> - Lindsay Woodland - Pat Bradley 	<p>RESOLVED: <i>That the following are duly elected to the Board of NERAM Ltd:</i></p> <ul style="list-style-type: none"> • Lindsay Woodland • Pat Bradley <p>MOVED: Moira Lloyd SECONDED: Richard Bird CARRIED.</p>
7.	<p>Special Resolution</p> <p>Background. NERAM Ltd was initially set up in 2008 with a financial year ending on 30 June. Most of our granting bodies require us to report on a calendar year ending on 31 December. Changing our financial year to coincide with the Arts funding bodies will make applications and reporting for grants much more efficient.</p> <p>The NERAM Board recommends these amendments to the Constitution in order that we can make a change to our financial year in the most seamless manner possible.</p> <p>A Resolution: That the Members accept amendment to the Constitution the Clause 17.2.2 be varied by inserting after 30th June each year</p> <p style="padding-left: 40px;">1. <i>Or at the end of each financial or calendar year as determined by the Directors.</i></p> <p>That a new subclause 17.2.4 be added to the Constitution as follows:</p> <p style="padding-left: 40px;"><i>In the event that it is resolved to change the financial year to end 31 December it is further resolved to extend the term of Directors of the Company in office to 31 December 2018 by six months</i></p> <p>B: Recording in the Minute Book</p> <p>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 Resolution.</p>	<p>RESOLVED: <i>That the Special Resolution be adopted.</i> MOVED: Richard Bird SECONDED Robert Clarke. CARRIED.</p>
8.	<p>Appointment and Remuneration of Auditors PKF Lawlor be appointed as auditors for the next 12 months.</p>	<p>RESOLVED: <i>That PKF Lawlor are appointed as auditor.</i> MOVED: Kim Taylor SECONDED Lucinda Wright. CARRIED.</p>
9.	<p>Appointment of Patrons In accordance with the NERAM Limited Policy relating to the appointment of Patrons, the Directors make the following recommendation.</p>	<p>RESOLVED: <i>That</i></p> <ul style="list-style-type: none"> • <i>His Excellency General The Honourable David Hurley AC DSC (Ret'd) Governor of New South Wales and</i> • <i>Mrs Linda Hurley</i>

		<p><i>be appointed Patrons of NERAM Limited</i></p> <p>RESOLVED: <i>That</i></p> <ul style="list-style-type: none"> • <i>Mr Adam Marshall, MP, Member for Northern Tablelands, and</i> • <i>Hon Barnaby Joyce, MP Member for New England,</i> • <i>Mr Barry Pearce, AM, Emeritus Curator, Australian Art, Art Gallery of NSW and</i> • <i>Dr Philip Bacon, AM</i> <p><i>be appointed Vice Patrons of NERAM Limited</i></p> <p>MOVED: Tony Spring SECONDED: Peter Lloyd CARRIED.</p>
	<p>Close Meeting Andrew closed the meeting at 6.13pm</p>	

Signed as a true and correct record

Robert Clarke – Chair, NERAM Ltd

Date