

MINUTES OF  
EXTRAORDINARY GENERAL MEETING  
OF

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

HELD AT NERAM  
ON WEDNESDAY 29<sup>th</sup> July 2020 AT 5.30 PM

Item	Details and Discussion	Motions and Actions
1.	<p><b>Open meeting and record attendance</b> Robert opened the meeting at 5:32pm</p> <p><i>Present: Robert Clarke (Chair), Lucinda Wright (Deputy Chair), Lou Conway (Director), Kim Taylor (Director), Pat Bradley (Director), Peter Lloyd (Director), Janna Hayes (Director) Rachael Parsons (Art Museum Director), Brian Connor, Andrew Murray, Lynne Walker, Richard Bird, Dacre King, Moira Lloyd, Pam Koebel, Merran Pearson, Helen Horden, Bill Dangar, Kerry Dunne, Anne Clarke.</i></p> <p><i>Apologies: Carley McLaren, Angus Nivison, Paul Barratt, Rose McCarthy, Bruce McCarthy, Martha Saw, Johann Croukamp, Judith Makim, Ruth Blanch, Philip Bookallil</i></p>	<p><b>RESOLVED: <i>That the apologies be accepted.</i></b> MOVED: Robert Clarke SECONDED Andrew Murray. CARRIED.</p>
2.	<p><b>Special Resolution</b> <b>Background.</b> NERAM Ltd was initially set up in 2008 with the following Clause regarding Board of Directors:</p> <p>10.4 <i>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.</i></p> <p>The NERAM Board recommends the following amendment to the Constitution in order to adopt best governance practise and to establish a set time for volunteer service on the Board.</p> <p><b>A: Resolution:</b> That the following amendment be added to the end of clause <b>10.4</b> of the Constitution</p> <p>1. <i>'... provided that no director shall serve longer than three consecutive terms from the date of their first election.'</i></p> <p><b>B: Recording in the Minute Book</b></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><b>RESOLVED: <i>That</i></b></p> <p>That the following amendment be added to the end of clause <b>10.4</b> of the Constitution</p> <p>1. <i>'... provided that no director shall serve longer than three consecutive terms from the date of their first election.'</i></p> <p><b>B: Recording in the Minute Book</b></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>MOVED: Robert Clarke SECONDED Kim Taylor. CARRIED.</p>
	<p><b>Close Meeting</b> Robert Clarke closed the meeting at 5.43pm</p>	

Signed as a true and correct record

\_\_\_\_\_

**Robert Clarke** – Chair, NERAM Ltd

\_\_\_\_\_

Date