

## NOTICE OF ANNUAL GENERAL MEETING 2021

The Annual General Meeting of the New England Regional Art Museum Limited (NERAM Limited) will be held on Tuesday 24 August 2021 at the New England Regional Art Museum at 5:30pm.

### AGENDA

1. Attendance
2. Apologies
3. Minutes of Annual General Meeting & Extraordinary General Meeting 29 July 2020 - Attached
4. Chair's Report on Year's Activities of the Company
5. Chair of Finance Report
6. Foundation Report
7. Appointment of Directors
8. Appointment and Remuneration of Auditors
9. Appointment of Patrons

### 7. ELECTION/APPOINTMENT TO THE BOARD OF DIRECTORS

There are three Directors seeking re-election in 2021.

- Robert Clarke\*
- Kim Taylor\*
- Mary – Louise Conway

The following filled a casual vacancy during the year and are seeking election:

- Ty Archibald (since January 2021)
- Fred Dangar (since January 2021)
- Robert Faithfull\* (since January 2021)

Thus, six Directors are to be elected/appointed at the Annual General Meeting on 24 August 2021.

In appointing these 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:-
  - 10.1.1 The directors appointed to the Board shall have one or more of the following skills and / or expertise in the following areas:
  - 10.1.2 Arts, arts practice, arts administration;

- 10.1.3 Governance and trusteeship obligations;
- 10.1.4 Financial management;
- 10.1.5 Business and strategic planning, policy development and / or risk management;
- 10.1.6 Community, volunteer and / or 'friends' organisations; and / or
- 10.1.7 Marketing, publicity and fundraising.

Continuing Directors – Three Directors are continuing:

- Pat Bradley\*
- Carley McLaren
- Janna Hayes\*

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
- 8 Directors Governance and trusteeship obligations
- 6 Directors Financial management
- 9 Directors Business and strategic planning, policy development and / or risk management
- 7 Directors Community, volunteer and / or 'friends' organisations
- 4 Directors Marketing, publicity and fundraising

Nominees for Election/ Appointment (\* Denotes ATO Responsible Person)

- Robert Clarke\*
- Kim Taylor\*
- Mary – Louise Conway
- Ty Archibald
- Fred Dangar
- Robert Faithfull\*

All of the nominees possess skills and experience within the range specified by the constitution.

## 9. APPOINTMENT AND REMUNERATION OF AUDITORS

**Motion:** That: Forsyths be appointed as auditors of NERAM Ltd for a further 12 months

## 10. APPOINTMENT OF PATRONS

In accordance with the NERAM Limited Policy relating to the annual appointment of Patrons, the Directors make the following recommendation.

**Motion:** That:

- Mr Adam Marshall, MP, Member for Northern Tablelands;
- Hon Barnaby Joyce, MP, Member for New England;
- Mr Barry Pearce, AM, Emeritus Curator Australian Art, Art Gallery of NSW and
- Dr Philip Bacon, AO, Director Philip Bacon Galleries

be appointed Patrons of NERAM Limited.