

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM**) of Indigenous Art Code Limited (ACN 139 788 711) (the **Company**) for 2024 will be held in the conference room on level 1 at Northsite Contemporary Arts, Bulmba-ja Arts Centre, 96 Abbott, Gimuy/Cairns City, Queensland (the **Venue**) on **Tuesday 3 December 2024 at 3:00 pm Australian Eastern Standard Time (AEST)**, 4:00pm Australian Eastern Daylight Time (AEDT), 2:30 pm Australian Central Daylight Time (ACDT), 2:30 pm Australian Central Standard Time (ACST).

Members who are unable to attend the AGM may appoint a proxy to vote on their behalf (see below) and will be able to listen to the AGM (but not ask questions or otherwise participate) via the following teleconference details:

[Dial-In Number: 1800 896 323 or (02) 8088 0900]

[Access code: 77646621]

Note that members listening to the AGM by teleconference will not be counted towards a quorum and will not be allowed to vote. If you are not able to attend the AGM in person, you are encouraged to complete and lodge your proxy in accordance with the instructions below and submit any questions by emailing agm@indigenouartcode.org in advance of the AGM.

If attending the AGM in person, **please meet in the foyer of Northsite Contemporary Arts, Bulmba-ja Arts Centre, 96 Abbott, Gimuy/Cairns City, Queensland, no later than 2:45 pm AEST. The meeting will take place in the conference room on level 1.**

Immediately following the AGM, the Company will convene a separate meeting of Dealer Members (**Dealer Members Meeting**). The Meeting will be held at the same venue as the AGM and have the same teleconference details. Unless otherwise approved by the Chair, only Dealer Members and directors of the Company will be permitted to attend the Dealer Members Meeting. Only Dealer Members will be permitted to vote at the Dealer Members Meeting. All other Members will be asked to exit the Venue and the teleconference.

Further details regarding the Dealer Members Meeting are set out at the end of this Notice of AGM and in the Notice of Meeting of Dealer Members.

Important: The items set out in this Notice of AGM and the Notice of Meeting Dealer Members should be read together with the accompanying Explanatory Memorandum (including attachments).

AGM Agenda

Acknowledgement of Country

Item 1 – Chair's Address

To give a brief report of the Company's activity and achievements during the financial year ended 30 June 2024.

Item 2 – Auditor's Report 2024

To present the Auditor's Report, prepared by Allen Audit and Advisory, for the financial year ended 30 June 2024 to the members of the Company.

Item 3 – Amendments to the Constitution (including the amended Indigenous Art Code contained in Schedule 1)

To consider and, if thought fit, to pass the following resolution as a special resolution:

'That, subject to the passing of the special resolution set out in item 1 of the Notice of Meeting of Dealer Members, the new Constitution of the Company submitted to the meeting is approved and adopted as the Constitution of the Company in substitution for and as a cancellation of the existing Constitution of the Company with effect from the close of the meeting of Dealer Members that is to immediately follow this meeting.'

Please refer to item 3 in the Explanatory Notes for the AGM in the accompanying Explanatory Memorandum for further information on the proposed amendments to the Constitution.

Attachment A to the Explanatory Memorandum contains the new Constitution, which is intended to replace the existing Constitution.

Item 4 - Election of Dealer Directors

- (a) **Election of a Director who is an authorised representative of an art centre – Rule 11.2(a)(i) of the Constitution.**

To elect as a Director of the Company, the candidate listed in Table 1 of item 4 in the Explanatory Notes for the AGM in the Explanatory Memorandum accompanying this Notice of AGM.

- (b) **Election of a Director who is, or is an authorised representative of, a Member who is not affiliated with the Australian Commercial Galleries Association** (now known as Art Galleries Association of Australia) **or the Australian Indigenous Art Trade Association** (now known as Aboriginal Art Association of Australia Ltd) – **Rule 11.2(a)(iv) of the Constitution.**

To elect as a Director of the Company, one of the candidates listed in Table 2 of item 4 in the Explanatory Notes for the AGM in the Explanatory Memorandum accompanying this Notice of AGM.

Please refer to item 4 in the Explanatory Notes for the AGM in the Explanatory Memorandum accompanying this Notice of AGM for further information regarding items 4(a) and 4(b).

Dated: 30/10/2024

By order of the Board of Directors



Lucy Deemal

Acting Co-Chair



Chad Creighton

Acting Co-Chair

Notes on Voting for AGM

Eligibility to Vote

Any individual or any body corporate who is a Member of the Company and whose name is entered on the Company's register of Members on the date of the AGM will be entitled to vote at the meeting. A Member may vote:

- where the Member is an individual, by attending in person;
- where the Member is a body corporate, by an authorised representative attending the AGM; or
- by proxy.

Voting by Proxy

If you are a Member of the Company who is entitled to attend and eligible to vote at the AGM, but you are unable to attend the AGM in person, you have the right to:

- appoint another person, who does not need to be a Member of the Company, to attend the meeting and vote on your behalf (known as a proxy); or
- nominate the chair of the AGM to vote on your behalf (as your proxy).

To appoint a valid proxy, you will need to:

- complete the Proxy Form that accompanies this Notice of AGM (the **Proxy Form**); and
- return it to the Company by no later than **Sunday 1 December 2024 at 3:00pm AEST** by mail to: Indigenous Art Code Limited, PO Box 789 Randwick NSW 2031 or email to: AGM@indigenouartcode.org.

If you appoint the Chair as your proxy (or the Chair becomes your proxy by default) and your Proxy Form does not direct the Chair how to vote on one or more of the items, the Chair will vote the undirected proxy votes as determined by the Chair.

Voting Procedure

At the AGM, each Member (and each proxy attending on behalf of a Member who submitted a valid Proxy Form) will be provided with a Voting Form. Members (and proxies) will be directed by the Chair to complete and submit their Voting Forms during the AGM. For item 4(a) and 4(b), the Voting Form will list the candidates for election in each of the two categories and will request the member to choose one candidate in each category. The Voting Forms will then be counted to determine whether the special resolution at item 3 has

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been approved; and for the purposes of items 4(a) and 4(b), the candidate in each category who received the most votes of all candidates in that category.

NOTICE OF MEETING OF DEALER MEMBERS

Notice is given that a special meeting of Dealer Members of the Indigenous Art Code Limited (ACN 139 788 711) (**Company**) will be held in the conference room on level 1 at Northside Contemporary Arts, Bulmba-ja arts centre, 96 Abbott, Gimuy/Cairns City, Queensland (the **Venue**) on **Tuesday 3 December 2024 immediately following completion of the 2024 AGM** which starts 3:00 pm Australian Eastern Standard Time (AEST), 4:00pm Australian Eastern Daylight Time (AEDT), 2:30 pm Australian Central Daylight Time (ACDT), 2:30 pm Australian Central Standard Time (ACST) (**Dealer Members Meeting**).

Dealer Members who are unable to attend the Dealer Members Meeting may appoint a proxy to vote on their behalf (see below) and will be able to listen to the Dealer Members Meeting (but not ask questions or otherwise participate) via the following teleconference details:

[Dial-In Number: 1800 896 323 or (02) 8088 0900]

[Access code: 77646621]

Note that Dealer Members listening to the Dealer Members Meeting by teleconference will not be counted towards a quorum and will not be allowed to vote. If you are a Dealer Member and not able to attend the Dealer Members Meeting in person, you are encouraged to complete and lodge your proxy in accordance with the instructions below and submit any questions by emailing agm@indigenousartcode.org in advance of the Dealer Members Meeting.

If you attended the AGM in person and you wish to attend the Dealer Members Meeting in person, please remain in the Venue after completion of the AGM. If you did not attend the AGM in person, please meet in the Venue ready to attend the Dealer Members Meeting once the AGM finishes.

Important: The items set out in this Notice of Meeting Dealer Members should be read together with the Notice of AGM and accompanying Explanatory Memorandum (including attachments).

Dealer Members Meeting Agenda

Acknowledgement of Country

Item 1 – Amendments to Indigenous Art Code

For Dealer Members only, to consider and, if thought fit, to pass the following resolution as a special resolution:

'That, subject to the passing of the special resolution set out in item 3 of the Notice of Annual General Meeting of the Company, the new Code submitted to the meeting is approved and adopted as the Code of the Company in substitution for and as a cancellation of the existing Code of the Company with effect from the close of this meeting.'

Please refer to the Explanatory Notes for the Dealer Members Meeting contained in the Explanatory Memorandum accompanying this Notice of Meeting of Dealer Members further information regarding the proposed amendments to the Code.

The new Code, which is intended to replace the existing Code, is contained in Schedule 1 of Attachment A to the Explanatory Notes.

Dated: 30/10/2024

By order of the Board of Directors



Lucy Deemal

Acting Co-Chair



Chad Creighton

Acting Co-Chair

Notes on Voting for Dealer Members Meeting

Eligibility to Vote

Any individual or any body corporate who is a Dealer Member, being a code signatory and Member of the Company and whose name is entered on the Company's register of Members on the date of the Dealer Members Meeting, will be entitled to vote at the meeting. A Dealer Member may vote:

- where the Dealer Member is an individual, by attending in person;
- where the Dealer Member is a body corporate, by an authorised representative attending the Dealer Members Meeting; or
- by proxy.

Voting by Proxy

If you are a Dealer Member of the Company who is entitled to attend and eligible to vote at the Dealer Members Meeting, but you are unable to attend the Dealer Members Meeting in person, you have the right to:

- appoint another person, who does not need to be a Dealer Member of the Company, to attend the meeting and vote on your behalf (known as a proxy); or
- nominate the chair of the Dealer Members Meeting to vote on your behalf (as your proxy).

To appoint a valid proxy, you will need to:

- complete the Proxy Form that accompanies this Notice of Dealer Members Meeting (the ***Dealer Members Meeting Proxy Form***); and
- return it to the Company by no later than **Sunday 1 December 2024 at 3:00pm AEST** by mail to: Indigenous Art Code Limited, PO Box 789 Randwick NSW 2031 or email to: AGM@indigenousartcode.org

If you appoint the Chair as your proxy (or the Chair becomes your proxy by default) and your Proxy Form does not direct the Chair how to vote on one or more of the items, the Chair will vote the undirected proxy votes as determined by the Chair.

Voting Procedure

At the Dealer Member Meeting, each Dealer Member (and each proxy attending on behalf of a Dealer Member who submitted a valid Proxy Form) will be provided with a Voting Form. Dealer Members (and proxies) will be directed by the Chair to complete and submit their

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voting forms during the AGM. The Voting Forms will then be counted to determine whether the special resolution at item 1 has been approved.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is despatched with, and forms part of, both the Notice of AGM and Notice of Dealer Members Meeting (**Notices**). This Explanatory Memorandum includes the following attachments:

- **Attachment A** – a clean copy of the proposed new Company constitution, including the proposed new Indigenous Art Code contained in Schedule 1 (the **New Code**), signed by the Chair for the purpose of identification (the **New Constitution**);
- **Attachment B** – a marked up comparison of the Company’s existing constitution, showing the proposed amendments. This includes a mark up of Schedule 1, showing the proposed amendments to the existing Indigenous Art Code; and
- **Attachment C** – information regarding item 3 of business at the AGM and item 1 of business at the Dealer Members Meeting, including an explanation of the intended purpose and effect of the proposed amendments to the Constitution and Code; and
- **Attachment D** – information regarding candidates nominated for election to the position of Dealer Director.

All Members of the Company should read these attachments in full. It has been prepared to assist Members to understand the business to be put to Members at the AGM and Dealer Members Meeting.

IartC will hold an online information session for Members on Wednesday, 13 November 2024, at 12:00 pm AEDT to answer any questions regarding the proposed amendments to the Constitution and Code. Representatives from the law firm Allens, as well as IartC board members and staff, will be available to provide insights and clarifications. If you are a Member and wish to attend the online information session, please email secretary@indigenouartcode.org.au to receive the session link.

Explanatory Notes for the AGM

Item 1 – Chair's Address

The Chair will address the meeting and give a brief report of the Company's activity and achievements during the financial year ended 30 June 2024.

Item 2 – Auditor's Report

The Auditor's Report, prepared by Allen Audit and Advisory, for the financial year ended 30 June 2024 will be presented to the Members of the Company. Copies of the Auditor's Report (FY2024) will be made available to Members at the AGM or, upon request from a Member, by way of email.

Item 3 – Amendments to the Constitution

A copy of the Company's existing constitution is contained on the Company's website (the [Existing Constitution](#)).

It is proposed that the New Constitution replace the Existing Constitution. A marked copy of the Existing Constitution showing the proposed amendments is set out in Attachment B of this Explanatory Memorandum.

Attachment C contains information regarding item 3 of business at the AGM and item 1 of business at the Dealer Members Meeting, including an explanation of the intended purpose and effect of the proposed amendments to the Constitution and Code.

The Board of the Company considers that the proposed amendments to the Constitution more accurately reflect current practices and values of Members and recommends that you vote in favour of the proposed amendments.

Rule 8 of the Company's existing constitution provides that the rights or obligations of Dealer Members contained under the Code may be varied or cancelled only if, at a meeting of Dealer Members, a resolution in favour of that variation or cancellation is passed by special resolution. As signatories to the Code, Dealer Members' obligations are directly impacted by any changes to the Code.

Accordingly, a special resolution is being put to Dealer Members (only) at the Dealer Members Meeting to approve the proposed amendments to the Existing Code. The Dealer Members Meeting will occur immediately following the AGM. Further detail regarding the Dealer Members Meeting is set out below in the Explanatory Notes for the Dealer Members Meeting.

The amendments to the Existing Constitution are subject to the passing of the special resolution set out in item 1 of the Notice of Meeting of Dealer Members. Subject to the

passing of the relevant special resolutions, the New Constitution will become effective, in substitution for and to the exclusion of the Existing Constitution, as of the close of the meeting of Dealer Members that is to immediately follow the AGM. Neither the New Constitution nor the New Code will become effective unless both special resolutions are passed.

Item 4 – Election of Dealer Directors

In accordance with Rule 11.4(a) of the Constitution, Amy Mukherjee and Anna Kanaris, being current Dealer Directors, must retire from office at the conclusion of the AGM. Amy Mukherjee and Anna Kanaris are eligible for re-election and both Amy Mukherjee and Anna Kanaris are seeking re-election.

The Board-Appointed Directors, as at the date of this Notice of AGM, are:

- Stephanie Parkin (Chair);
- Chad Creighton (Acting Co-Chair)
- Lucy Deemal (Acting Co-Chair)
- Richard England;
- Francoise Lane;
- Saretta Fielding;
- Christina Davidson;
- Skip Lipman; and
- Marie Jackson.

Rule 11.2(a) of the Constitution provides that the Dealer Directors must satisfy four distinct categories.

The Company sought nominations via an email to the Members on Wednesday, 9 October 2024, for two categories of Dealer Directors, each of which requires an election. Each of the eligible persons in respect of whom the Company received valid nominations and the relevant category for which they nominated, are listed in tables 1 and 2 below.

The experience, qualifications and other information about eligible candidates are listed in Attachment D.

Table 1: Candidate for a Director who is an authorised representative of an art centre, as per Rule 11.2(a)(i).

Name	Organisation (being an art centre)	State/Territory
Amy Mukherjee	Martumili Artists	Western Australia

Table 2: Election of a Director who is, or is an authorised representative of, a Member who is not affiliated with the Australian Commercial Galleries Association (now known as Art Galleries Association of Australia) or the Australian Indigenous Art Trade Association (now known as Aboriginal Art Association of Australia Ltd) – as per rule 11.2(a)(iv).

Name	Organisation	State/Territory
Anna Kanaris	Artitja Fine Art Gallery	Western Australia
Belinda Foster	Aboriginal Bush Traders	Northern Territory
Stephen Quinn	The Museum Shop (National Museum of Australia)	Australian Capital Territory

Explanatory Notes for the Dealer Members Meeting

Item 1 – Amendments to the Indigenous Art Code

The existing Indigenous Art Code is contained in Schedule 1 of the Company's Constitution (the **Existing Code**). It is proposed that a new Indigenous Art Code in the form set out in Schedule 1 of Attachment A of this Explanatory Memorandum to the Notices (the **New Code**) replace the Existing Code. A marked copy of the Existing Code showing the proposed amendments is set out in Schedule 1 of Attachment B of this Explanatory Memorandum to the Notices.

Attachment C contains information regarding item 3 of business at the AGM and item 1 of business at the Dealer Members Meeting, including an explanation of the intended purpose and effect of the proposed amendments to the Constitution and Code.

The Board of the Company considers that the proposed amendments to the Code more accurately reflect current practices and values of Members and recommends that you vote in favour of the proposed amendments.

Rule 8 of the Existing Constitution provides that the rights or obligations of Dealer Members contained under the Code may be varied or cancelled only if, at a meeting of Dealer Members, a resolution in favour of that variation or cancellation is passed by special resolution. As signatories to the Code, Dealer Members' obligations are directly impacted by any changes to the Code.

Accordingly, a special resolution is being put to Dealer Members (only) to approve the proposed amendments to the Existing Code.

The amendments to the Existing Code are subject to the passing of the special resolution set out in item 3 of the Notice of AGM. Subject to the passing of the relevant special resolutions, the New Code will become effective, in substitution for and to the exclusion of the Existing Code, as of the close of this meeting. **Neither the New Constitution nor the New Code will become effective unless both special resolutions are passed.**

Attachments

Attachment A – Proposed New Constitution and Code – clean copy

Please see attached.

Attachment B – Comparative copy of existing Constitution and Code with proposed amendments.

Please see attached.

Attachment C – Explanatory Notes - Information regarding amendments to the Constitution and Code

Please see attached.

Attachment D – Dealer Director candidates

Please see attached.