



Notice of Annual General Meeting

Notice is given that the Annual General Meeting (the **AGM**) of Indigenous Art Code Limited (ACN 139 788 711) (the **Company**) will be held at **98.9 Radio Station 2 Ambleside Street West End Queensland Australia 4101** (the **AGM Venue**) on **Wednesday 8 December 2021** at **3pm Australian Eastern Standard Time (AEST) QLD**, 4pm Australian Eastern Daylight Time (AEDT) NSW, 3.30pm Australian Central Daylight Time (ACDT) SA, 2.30pm Australian Central Standard Time (ACST) NT, 1pm Australian Western Standard Time (AWST) WA.

COVID-19 and Participation at the AGM

The Company notes the advice of the Commonwealth Government and Queensland Government regarding 'social distancing' to address the spread of COVID-19. In addition, as a result of the COVID-19 restrictions, there is a limit on the number of people permitted to attend the AGM Venue.

Against this background, rather than attending the AGM in person, you may wish to:

- vote by proxy in advance of the AGM (see 'Voting by Proxy' details below); and
- email questions that you would like raised to agm@indigenousartcode.org prior to the AGM.

You may also listen to the AGM (but not ask questions or otherwise participate) via the below teleconference details. 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 therefore encouraged to complete and lodge your proxy and submit any questions in advance of the AGM.

Dial-In Number: 1 800 896 323 or (02) 8088 0900

Access code: 77646621

To assist the Company in managing the AGM Venue's COVID-19 capacity restrictions, if you plan to attend the AGM in person, could you please RSVP to the Company by email to agm@indigenousartcode.org. If it appears likely that the AGM Venue's COVID-19 capacity limit will be exceeded, the Company can then make contact with relevant members to discuss alternative means to participate and vote.

If attending the AGM in person, please meet at the entrance of **98.9 Radio Station 2 Ambleside Street West End Queensland Australia 4101** no later than 2.45pm (AEST) to allow time to complete required COVID-19 check in process and access the meeting room space.

Face masks will be required for all individuals attending the meeting in person. The Company will update members prior to the meeting to confirm current COVID-19 Health Advice.

Important: The items set out in this Notice of AGM should be read together with the accompanying Explanatory Memorandum.

Agenda

Acknowledgement of Traditional Owners

Item 1 – Chair's Address

Item 2 – Auditor's Report 2020

To present the Auditor's Report, prepared by Ernst & Young, for the financial year ended 30 June 2020 to the members of the Company.

Item 3 – Auditor's Report 2021

To present the Auditor's Report, prepared by Allen Wolfe, for the financial year ended 30 June 2021 to the members of the Company.

Item 4 – Election of Dealer Directors

Items 4(a) to 4(b): 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 a candidate listed in Table 1 of 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) – Rule 11.2(a)(iv) of the Constitution.

To elect as a Director of the Company a candidate listed in Table 2 of the Explanatory Memorandum accompanying this Notice of AGM.

Please refer to item 4 of the Explanatory Memorandum for further information regarding items 4(a) to 4(b).

Ballot 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.

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.

Members (and proxies) will be directed by the Chair to complete and submit their voting forms during the AGM. The voting forms will then be counted to determine the candidate in each category who received the most votes of all candidates in that category.

As the COVID-19 situation in Australia is constantly evolving, the Company may be required to change the AGM arrangements at short notice. Members should check the Company's website for updates on the AGM.

Dated: 8/11/2021

By order of the Board of Directors



Stephanie Parkin

Chair

Notes on Voting

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 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 **Monday 6 December 2021 at 3pm Australian Eastern Standard Time (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.

Explanatory Memorandum

This Explanatory Memorandum is despatched with the Notice of AGM.

All members of the Company should read these explanatory notes in full. It has been prepared to assist members to understand the business to be put to members at 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 2021.

Item 2 – Auditor's Report

The Auditor's Report, prepared by Ernst & Young, for the financial year ended 30 June 2020 will be presented to the members of the Company. Copies of the Auditor's Report (FY2020) will be made available to members at the AGM or, upon request from a member, by way of email.

Item 3 – Auditor's Report

The Auditor's Report, prepared by Allen and Wolfe, for the financial year ended 30 June 2021 will be presented to the members of the Company. Copies of the Auditor's Report (FY2021) will be made available to members at the AGM or, upon request from a member, by way of email.

Item 4 – Election of Dealer Directors

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

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

- Stephanie Parkin (Chair);
- Richard England;
- Kathleen Buzzacott;
- Ruby Djukurra Alderton

- 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 Monday 18 October 2021, for two categories of Dealer Directors, each of which require 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 below (in alphabetical order). The experience, qualifications and other information about eligible candidates is listed (in alphabetical order) in Attachment A.

Item 4(a) – Table 1: Candidates 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 |

Item 4(b) – Table 2: Candidates for 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) – as per Rule 11.2(a)(iv)

| Name | Organisation | State/Territory |
|----------------------|-------------------------|------------------------|
| Nichola Dare | Aboriginal Contemporary | New South Wales |
| Bianca Barling Seden | Saltwater People | Queensland |

Attachment A

The following candidates have nominated for election to the position of Dealer Director. The experience, qualifications and other information about each candidate is listed below. The following information has been provided by each of the candidates and has not been independently verified by the Company.

THE FOLLOWING 3 CANDIDATES ARE NOMINATED FOR THE DEALER DIRECTOR POSITIONS

Item 4(a) – Election of a Director who is an authorised representative of an art centre – Rule 11.2(a)(i) of the Constitution

MUKHERJEE, Amy, Martumili Artists, Niyaparli Country (Newman) Western Australia
martumili.com.au

As Manager of Martumili Artists, and with 8 years' experience in the industry, I hope to continue representing art centres on the board of Indigenous Art Code. Martumili Artists is working across 7 Martu communities-Parnpajinya (Newman), Jigalong, Parnngurr, Punmu, Kunawarritji, Irrungadji and Warralong.

Item 4 (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) – Rule 11.2(a)(iv) of the Constitution

BARLING-SEDEN, Bianca, Saltwater People, Kuku Yalanji Country (Mossman), FNQ
Saltwaterpeople.com.au

About Bianca and Saltwater People

Bianca is the founding partner and Creative Director of Saltwater People, an Indigenous-owned creative agency providing visual communications and cross-cultural engagement with government and NFP agencies working with First Nations people and their communities.

Bianca brings a diverse range of experience including; visual art, design and digital media, corporate communications, community engagement and parliamentary advocacy. Over the last decade, Bianca has worked and lived with remote communities including; North East Arnhem Land, the Torres Strait Islands and Indigenous communities on the Thai Burma Border.

Prior to establishing Saltwater People, Bianca was a practising artist, lecturer and community practitioner. Bianca's focus has always been on strengthening cultural capability with non-Indigenous people and harnessing strengths based-approaches for self-determination and leadership. Bianca is a non-Indigenous Australian of European heritage.

Bianca set up Saltwater People with her partner Richard. Richard is an Aboriginal and Torres Strait Islander man and has lived and worked across Central Australia, Cape York, Larrakia Country and North East Arnhem Land for over 25 years. Together they raise their son and are committed to advancing sustainable, intergenerational change that will heal our country.

Saltwater People's mission is to provide economic opportunities for First Nations creatives and amplify Indigenous voices in projects and communications that impact Aboriginal and Torres Strait Islander people and their communities. We see each project as a legacy to strengthen the Indigenous creative industry and improve cultural capability across the NFP, corporate and government sectors.

The agency is a remote model, purposefully designed to be inclusive of people living regional and remote - and supports people taking care of their families, communities and personal wellbeing.

Bianca has nominated as a Dealer Member to support the Indigenous art sector's growth towards best practices and meaningful change for Aboriginal and Torres Strait Islander artists, their families and communities.

Saltwater People are certified with Supply Nation as an Indigenous-led agency. We are a member of the Indigenous Art Code (since November 2019) and adhere to Australia Council Protocols for Working with Indigenous Artists to ensure best practice engagement. We also adhere to (and are professionally trained in) Indigenous Cultural and Intellectual Property, as guided by Terri Janke and Company. Saltwater People are an anti-racist organisation.

DARE, Nichola, Aboriginal Contemporary Gallery, Bidjigal and Gadigal Country (Bronte), New South Wales

aboriginalcontemporary.com.au

- Dealer member since 2016
- Sydney Gallery owner, established in 2010
- Working with 19 art centres across WA, NT, SA

When the Aboriginal and Torres Strait Islander art industry discusses its challenges and opportunities, there's a voice I often feel is missing: the voice of the customer.

Not institutional buyers or high-end collectors - we understand them well. But the voices of the individuals and families who, excited and apprehensive in equal measure, bite their lips as they contemplate spending thousands of dollars on a piece of Aboriginal Art for the wall behind the sofa or above the fireplace.

Since opening the gallery in the Sydney suburb of Bronte ten years ago, understanding their tastes, passions and concerns has been my wheelhouse. These customers are both vital for our industry's stability and our greatest opportunity for growth. I would consider it a privilege to bring their voices, needs and fears to sector-level discussions as a Dealer Director of the Indigenous Art Code.

I am so lucky to be able to spend every day surrounded by beautiful and deeply significant art; to be able to travel to some of the most remote art centres on earth; to have built relationships with remarkable artists, art centres and communities; and to help ordinary Australian's engage with the art of the world's oldest living culture and bring something beautiful to their homes that will bring joy for years to come.

I am neither an art academic nor First Nations' expert, but I love what I do and approach every aspect of it with enthusiasm and respect. It's taken me a decade at the interface of the Aboriginal art industry and the Aboriginal art buyer to truly understand our customers and the roles of ethics and aesthetics in the commercial landscape. If invited, it would be an honour to now bring that knowledge to bear in the service of our industry.
