



Notice of Annual General Meeting

2021

National Trust of Australia (Queensland) Limited is a public company limited by guarantee, incorporated in Australia, the registered office of which is at 28 Tomewin Street, Currumbin QLD 4223 ACN 600 450 860

Saturday 27 November 2021 – 11.00am

**Sir Walter Campbell Theatre
Currumbin Wildlife Sanctuary
28 Tomewin Street
Currumbin Qld**

INVITATION FROM THE PRESIDENT

Dear Member,

On behalf of the Board of National Trust of Australia (Queensland) Limited (NTAQ) it is my pleasure to invite you to attend our Annual General Meeting (AGM) which will be held on Saturday 27 November 2021 commencing at 11.00am in the Sir Walter Campbell Theatre, Currumbin Wildlife Sanctuary.

The enclosed 2021 Notice of AGM contains details on the items of business that you have the opportunity to vote or comment on at the meeting, as well as explanatory notes and proxy form.

The formal business of the AGM will start at 11.00am and then followed by an overview of the strategic directions of the company for the year ahead. Registration for the AGM is open from 10.30am. AGM is expected to conclude at 12.00pm. Following the AGM members can enjoy the Sanctuary at their leisure.

I would like to remind Members that secret ballot online Director elections are being held prior to the AGM to fill four vacancies on the NTAQ Board. CorpVote, an independent election company has been appointed to manage the election process which will commence on the Friday 15 October and concludes on Friday 5 November. Members will receive an email outlining the online voting system prior to 15 October. Members without a registered email address will receive a voter information letter. Whilst voting for Director elections is voluntary, we encourage members to participate. Results of the election will be announced at the 27 November AGM.

I also encourage you to attend the AGM or lodge the enclosed proxy form if not able to attend. It provides an opportunity for Members to have a say in the future of your Company.

If you are planning to attend the 2021 AGM, please RSVP online by 23rd November via a booking link that will issued on 5th November. The online RSVP to attend is important as this as the AGM is a Covid-19 safe event and the company adheres to the social distancing requirements and restrictions imposed on indoor non-essential gatherings. Please bring along your membership card and the Qld Check In app will need to be used for entry.

The Directors and Executives of NTAQ look forward to seeing you at the 2021 AGM.

Yours sincerely,

Henry Smerdon AM

President

1 October 2021

2021 NOTICE OF ANNUAL GENERAL MEETING

National Trust of Australia (Queensland) Limited ACN 600 450 860

Notice is hereby given for the eighth Annual General Meeting (AGM) of the Members of National Trust of Australia (Queensland) Limited NTAQ (the Company) to be held at:

Location	Sir Walter Campbell Theatre Currumbin Wildlife Sanctuary 28 Tomewin Street, Currumbin, Qld
Date	27 November 2021
Time	11.00 (Registration opens at 10.30am)

AGENDA ITEMS

Ordinary Business

1. Opening and apologies - President
2. To confirm the minutes of the seventh AGM of Company held on 28 November 2020 (see Appendix 1)
3. Presentation - President
4. Presentation – Chief Executive Officer
5. Financial Statements and reports

To receive and consider NTAQ's financial statements, the Directors' Report and the Independent Auditors report for the year ended 30 June 2021.

No resolution is required.

6. Appointment of Directors to the National Trust of Australia (Queensland) Limited Board

To announce the results of the 2021 Director elections held by secret online ballot and appointments to the Board.

No resolution is required.

7. Honorary Life Members

To announce the Honorary Life Members approved by the Board in 2021.

No resolution required.

8. Resolution – Appointment of Auditor

To consider and if in favour pass the following ordinary resolution:

“That, subject to ASIC consent being received by the Company for Crowe South QLD to resign as auditor of the company, for the purpose of section 327B (1) of the Corporations Act, Thomas Noble Russell having been nominated by a member and consented in writing to act as an auditor of the Company, be appointed as auditor of the Company, effective from end of AGM”.

Note: Further background information to above business to be conducted at the AGM appears in the explanatory notes prepared to assist Members.

By Order of the Board of Directors

Ben Graziani
Company Secretary
1 October 2021

IMPORTANT INFORMATION FOR MEMBERS

HOW TO VOTE

A registered Member of the Company may vote by attending the meeting in person, or if unable to attend by proxy or authorised representative in case of a body corporate.

VOTING RIGHTS

Under the constitution a resolution put to the vote at a general meeting must be decided on a show of hands unless a poll (ballot) is demanded. On a show of hands, each Member present has one vote. Ordinary resolutions require only a simple majority to pass i.e., more than 50% of the Members present at the meeting. Special resolutions require at least 75% of the votes cast by Members.

PROXIES

Any Member entitled to attend and cast a vote at the Annual General Meeting (AGM) may appoint a proxy to attend and vote for them at the meeting. Members are encouraged to appoint a proxy where they are unable to attend the meeting.

A proxy does not need to be a Member of NTAQ.

You can appoint a proxy to attend and vote for you at the meeting in accordance with the directions on the Proxy Form. If you do not direct your proxy as to how to vote on the proxy form, then the proxy may vote as he or she thinks fit.

A Proxy Form is enclosed with this Notice of Meeting.

Additional information on proxies is included in the *"Members Guide to Proxy Voting"*.

To be effective your Proxy Form must be lodged by no later than 11.00am (QLD time) on Thursday 25 November 2021.

FINANCIAL STATEMENTS AND REPORTS

Copies of NTAQ's 2020-21 Financial Statements, Directors' Report and Independent Auditors' Report will be available from the website at <http://www.nationaltrust.org.au> or calling the registered office on 07 5534 1266.

QUESTIONS FROM MEMBERS

In accordance with the Corporations Act, the Chairman (President) of the meeting will allow a reasonable opportunity at the AGM for Members to ask questions or make comment about the management of the Company.

EXPLANATORY NOTES

These explanatory notes have been prepared for Members of NTAQ in connection with the business proposed to be conducted at the 2021 Annual General Meeting (AGM). These explanatory notes should be read in conjunction with the accompanying Notice of Annual General Meeting.

ITEM 5: FINANCIAL STATEMENTS AND REPORTS

The Corporations Act 2001 and Company constitution requires the financial report, Directors' report and independent auditor's report to be laid before the AGM. There is no requirement either in the Corporations Act or the Company's Constitution for Members to vote on, approve or adopt these reports but they are to be given a reasonable opportunity at the meeting to ask questions and make comments on these reports and on the business, operations and management of the Company.

Members are encouraged to read the 2020-21 NTAQ Annual Report & financial statements available on the www.nationaltrust.org.au website or by emailing accounts@cws.org.au or telephoning 07 5534 1266.

ITEM 6: APPOINTMENT OF DIRECTORS TO THE NTAQ BOARD

The Board of NTAQ currently comprises eight Directors of which 5 are member elected from the 2018 and 2019 pre AGM online secret ballots and 3 who were directly appointed by the Board in the 2020 year for a 3 year term effective from the end of the 2020 AGM. This is in accordance with clause 8.2 of the Constitution that states:

The Board will consist of at least seven and not more than nine Directors comprising:

- a. at least four but not more than six Directors, to be elected by the members; and
- b. up to three Directors, appointed by the Board for the term determined by the Board, for their particular skills and experience.

Three current Directors, Henry Smerdon, Arthur Frame and Ray Holyoak are ending their respective tenures at conclusion of the 27th November AGM and not eligible for re-election.

As the maximum of 3 Board appointments were reached in the 2020 year the three vacancies this year will be filled under 8.2 (a) of the Constitution via secret online ballot elections by the Members being held prior to the 2019 AGM.

The constitution pursuant to rule 8.4 requires that to be eligible for election or appointment as a director a person must be approved by the Nominations Committee. The current members of the Nominations Committee are Directors:

- ☐ Gina Palmer (Chair)
- ☐ Henry Smerdon (NTAQ President)
- ☐ Arthur Frame
- ☐ Toby Price

The Nominations Committee recommended to the Board on 1 October 2021 meeting that the five candidates below (in no preferential order) be put up for election to fill four vacant Director positions:

- ☐ Glenys Schuntner
- ☐ Stephanie Keys
- ☐ Ross Morgan
- ☐ Garry Vistarini
- ☐ Melissa Brown

Under Board policy governing Director elections where the number of candidates exceeds the number of available positions, the election of Directors will be carried out by an online secret ballot.

CorpVote, an independent election company has been appointed to manage the election process which will commence on Friday 15 October and concludes on Friday 5 November. Members will receive an email outlining the online voting system on Monday 10 October. Members without a registered email address will receive a voter information letter.

Results of the ballot election and appointments to the NTAQ Board will be announced at the 2021 AGM. Term for new Directors will be three years commencing at end of 27 November AGM.

ITEM 7: Honorary Life Members

During the 2021 year the NTAQ Board established the Honorary Life Member Program to recognise outstanding commitment to conserving, protecting and celebrating Queensland's environmental, built and cultural heritage. This program acknowledges and thanks the recipients for their achievements and contribution to National Trust in Queensland. Recipients are required to have demonstrated exceptional work to support and influence the direction of NTAQ. Nomination is open to any living Australian or permanent resident for an award, but it must be seconded by a full current member of the National Trust of Australia (Queensland). Nominations may be submitted at any time during the year.

Assessment of Nominations: Nominations are submitted to the Nominations & Governance Committee of NTAQ for review and those that are considered satisfying the criteria set are recommended to the NTAQ Board for approval. Honorary Life Memberships approved by NTAQ Board during the year are announced at announcement at the AGM.

Nominators are advised of the outcome of their nomination prior to the official publication of the Honorary Life Members in the Annual Report.

An Honorary Life Member will receive all full membership benefits.

The following Honorary Life Members have been approved by the NTAQ Board:

- ☐ Stephen Sheaffe

- ☐ Dr John Jackson
- ☐ Valerie May
- ☐ Cameron McTavish
- ☐ Susan Lobban

ITEM 8: Appointment of Auditor

Following a competitive tender of external audit services and in accordance with section 327C (1) of the corporations Act (“the Act”), the Board appointed Thomas Noble & Russell (TNR) on 1 October 2021 as the proposed new auditor of the Company subject to ASIC approval of the resignation of the incumbent auditor (Crowe South Qld).

Accordingly, this Resolution, which contemplates the appointment of a new auditor, is subject to ASIC consent being obtained before the date of this Meeting. If ASIC consent is obtained before the date of this Meeting, the Board of the Company will, pursuant to section 327C (1) of the Corporations Act, appoint Ernst & Young of 111 Eagle Street, Brisbane QLD, 4000 as auditor of the Company to fulfil a casual vacancy.

Under section 327C (2) of the Corporations Act, an auditor who has been appointed under section 327C (1) of the Corporations Act only holds office until the company’s next annual general meeting.

The Company is required to appoint an auditor to fill any vacancy at each annual general meeting (after its first annual general meeting) pursuant to section 327B (1) of the Corporations Act.

Pursuant to section 328B of the Corporations Act, the Company received a valid notice of nomination which nominated Thomas Noble Russell to be appointed as the new auditor of the Company. A copy of the notice of nomination is set out in Annexure 2 of this Notice of Meeting.

Thomas Noble Russell has provided the Company its written consent to act and subject to ASIC consent to resignation of outgoing auditor and member approval being obtained, is appointed as the Company’s auditor in accordance with section 328A (1) of the Corporations Act effective from end of 27 November AGM.

The Directors unanimously recommend that members vote in favour of the appointment of TNR.

MEMBERS' GUIDE TO PROXY VOTING

WHAT IS A PROXY

A Member of National Trust of Australia (Queensland) Limited (NTAQ) is entitled to appoint a person to attend a general meeting and vote on their behalf. The person appointed is called your "Proxy".

WHO CAN YOU APPOINT AS PROXY

You can appoint the Chair of the meeting or any other person. That person need not be a member of NTAQ.

APPOINTING THE CHAIR OF THE MEETING

By appointing the Chair as your Proxy, the Secretary registers your Proxy and voting directions when your Proxy Form is received.

YOUR PROXY VOTING INSTRUCTIONS

Undirected Proxy

If you do not direct your Proxy how to vote your Proxy can decide how they vote on your behalf.

Directed Proxy

If you give a direction as to how your Proxy must vote, your Proxy can only cast your vote as directed (i.e.: For or Against) on those items of business that you indicate. On items that you do not specifically direct how you want to vote, your Proxy can decide how they vote on your behalf.

Abstain

If you do not want your Proxy to vote on a particular resolution or ballot you can direct the Proxy to Abstain from voting.

PROXY FAILURE TO ATTEND OR CAST THE PROXY VOTE

If your Proxy fails to attend the meeting, is absent or chooses not to cast the proxy vote, and a poll is called then

- i. if the proxy is a directed proxy - the Chair is required to cast the vote for you; or
- ii. if the proxy is an undirected proxy your proxy vote will not be counted.

WHEN A PROXY DOES NOT APPLY

Your Proxy will not apply if you personally attend the meeting.

Your Proxy will not apply if your Proxy fails to attend the meeting or is absent when a vote is taken unless you have 'directed' your Proxy as to how your Proxy must vote.

Your Proxy may not apply if you have not completed the Proxy Form correctly.

GETTING THERE

Location Details:

Sir Walter Campbell Theatre, Currumbin Wildlife Sanctuary,
28 Tomewin Street,
Currumbin, QLD 4223

Travelling by car to Currumbin Wildlife Sanctuary

From the south

Travel along the Pacific Highway onto the Gold Coast Highway at Coolangatta. Then follow the Gold Coast Highway to Currumbin and turn right at the traffic lights onto Tomewin Street.

From the north

Travel south on the Gold Coast Highway to Currumbin. Turn left at the lights onto Tomewin Street.

On the M1 Motorway

Travel on the M1 Motorway, take exit 95 to Stewart Road. Turn onto the Gold Coast Highway, then turn right onto Tomewin Street.

Parking is available directly opposite the entrance to Currumbin Wildlife Sanctuary at no charge for Members.

Date:

Saturday 27 November 2021

Time:

11.00am (QLD time)

Registration:

Members' registration opens at 10.30am

<h1>Proxy Form</h1> <p>National Trust of Australia (QLD) Limited ACN 600 450 860</p>	<p>All correspondence to Company Secretary National Trust of Australia (Queensland) 28 Tomewin Street QLD 4223 Phone: 07 55340812 Fax: 07 5534 7427</p>
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Section 1: Name and address of Member

Full name

Address

Member number

Section 2: Appointment of proxy

I, being a Member of the Company and entitled to attend and vote, appoint:

☐ the Chairman of the meeting (mark with an 'X')

OR

Write here the full name of the person or body corporate you are appointing if this person is **someone other than the Chairman of the meeting**.

OR failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the meeting, as my proxy to attend, to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit), and to act generally on my behalf, at the annual general meeting of the Company to be held at:

Location: Sir Walter Campbell Theatre, Currumbin Wildlife Sanctuary

Date: 27 November 2021

Time: 11.00am (QLD time)

Or at any adjournment of that meeting.

Section 3: Voting instructions

Voting directions to proxy – please mark with an 'X' at each Resolution to indicate your directions.

		For	Against	Abstain*
Resolution	To appoint Thomas Noble Russell as auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If you mark the Abstain box for a particular item, you are directing your proxy **not** to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Section 4: Signing by Member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Sign here

Date / /

Instructions for completion of proxy form

Section 1: Member details

- 1 Insert your name, address and member number.

Section 2: Appointment of proxy

- 2 If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the meeting, write the full name of that person in the space provided. If you leave this section blank or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy. A proxy need not be a Member of the Company.

Section 3: Voting instructions

- 3 You may direct your proxy how to vote on an item of business by placing a mark in one of the three boxes opposite that item of business. If you do not mark any of the boxes on a given item, your proxy may decide whether or how to vote on that item. If you mark more than one box on an item, your vote on that item will be invalid.

Section 4: Signing by Member

- 4 The proxy form must be signed by you as the Member or your attorney, or if the member is a corporation or otherwise in accordance with the Corporations Act, or under the hand of an attorney or authorised officer who has not received notice of revocation.
- 5 If this proxy form is signed under a power of attorney or other authority then the original or a certified copy of the power of attorney or authority must be enclosed with the proxy form or received by the Company no later than 48 hours before the time of the meeting, using the same method of submitting a proxy form as set out below.

Corporate representatives

- 6 If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the notice of meeting.

Section 5: Lodging of proxy

- 7 This proxy form (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company not later than the time and date set out below, by mail, hand delivery, email or facsimile.

Last time and date for lodgement	**11.00am on Thursday 25 November 2021 (QLD time)
By mail	Company Secretary National Trust of Australia (Queensland) 28 Tomewin Street, Currumbin QLD 4223
By delivery	Currumbin Wildlife Sanctuary Attention: NTAQ Company Secretary 28 Tomewin Street, Currumbin QLD 4223
By email	bgraziani@nationaltrustqld.org.au (the proxy must be completed and returned as a scanned attachment)
By facsimile	07 5534 7427

****Any proxy form received after that time will not be valid**