

# 2021 NOTICE OF ANNUAL GENERAL MEETING

## Appendix 1 Minutes of 2020 Annual General Meeting

**MINUTES OF THE 7th ANNUAL GENERAL MEETING  
OF NATIONAL TRUST OF AUSTRALIA (QUEENSLAND) LIMITED  
HELD ON SATURDAY, 28 NOVEMBER 2020 AT 11AM  
CURRUMBIN WILDLIFE SANCTUARY, SIR WALTER CAMPBELL THEATRE,  
28 TOMWIN STREET, CURRUMBIN QLD 4223**

---

### **PRESENT:**

Dr. Ian Galloway AM (President and Chair)  
Mr. Arthur Frame AM (Deputy President)  
Mr. Henry Smerdon AM (Director)  
Dr. Daniel McDiarmid (Director)  
Dr. Melanie Piddocke (Director)  
Ms. Gina Palmer (Director)  
Mr. Toby Price (Director)  
Mrs. Jayme Cuttriss (Acting Chief Executive Officer of NTAQ)  
Mr. Ben Graziani (Company Secretary and CFO of NTAQ)  
Mr. Michael Kelly (General Manager of National Trust Currumbin Wildlife Sanctuary)

### **and**

Other registered Members as outlined on the Members' Attendance Register<sup>1</sup>

### **ATTENDEES:**

Jann Stuckey former Qld State Member for Currumbin, Staff and Guests as outlined in the Guest Register.

### **APOLOGIES:**

The following apologies were noted

Mr. Ray Holyoak (Director)  
Gordon Grimwade  
Dorothy Gibson-Wilde  
Bruce Gibson-Wilde  
Angela Hawes  
John Jackson  
Jill Hogrefe

---

<sup>1</sup> There were 28 Members present at the meeting for quorum purposes (including NTAQ directors).

## **1. WELCOME**

The Chair opened the seventh Annual General Meeting of National Trust of Australia (Queensland) Limited and confirmed that a quorum was present. The Chair acknowledged the traditional custodians of the land, the Yugambeh language group. The Chair then provided a general overview of the format of proceedings for the meeting, including that he intended to call on Jayme Cuttriss (Acting NTAQ CEO) to provide an update on the year's achievements for NTAQ and that the meeting would then move to the formal aspects as described, in the Notice of Annual General Meeting dated 24<sup>th</sup> September 2020.

Chair introduced the NTAQ Board members present, Acting CEO, CFO/Company Secretary and NT CWS GM.

## **2. UPDATE TO MEMBERS BY PRESIDENT AND CEO**

The Chair read directly from his report in the NTAQ Annual Report for 2019/20 year that is available to Members on NTAQ's website and some copies are available at this morning's Annual General Meeting. The 2019/20 year and the world were impacted significantly by the Covid-19 pandemic. The Sanctuary and other NTAQ properties were closed to the public for three months from March to June 2020 with only the Currumbin Wildlife Hospital remaining open. Prior to the pandemic the Sanctuary was on track to record another record year of attendances and financial results.

The previous CEO, Jonathan Fisher, left in April 2020 was acknowledged by the Chair for his decade of service to the National Trust in Queensland and was a prominent and well-respected leader.

The NTAQ Board appointed Jayme Cuttriss (GM of Marketing & Sales) as Acting CEO in mid-April. Jayme has over 20 years in tourism and hospitality and so was well versed with crisis management and commercial strategy for the challenging environment presented by Covid-19.

The Chair acknowledged the senior management team led by Acting CEO, Jayme Cuttriss, and NT CWS GM, Michael Kelly, and the exceptional job they have done in these months, changing the way we look at our organisation and really distilling what is important as we future proof our organisation.

The Chair recognised all staff and volunteers, many of whom have been greatly impacted by the implications of COVID-19 with a change of responsibilities and hours in their working life and thanked Members of National Trust for their loyalty over these challenging times.

The Chair introduced Acting CEO, Jayme Cuttriss to present on the 2019/2020 year.

The presentation described a year of two trading halves, one heading for record attendance and profits, then the impact of Bushfires, and following in the impact of COVID-19 from the cancellation of Chinese tourism business in the end of January 2020, the ultimate closure of all NTAQ sites across the State.

The presentation explained how the management team navigated through the crisis, managing the people element, with the obvious financial concerns about future trading. The presentation explained the need for increased communication to our Members, supporters and our team during shutdowns. Currumbin Wildlife Sanctuary received notification to reopen under COVID restrictions for the June school holidays, closely followed by our heritage sites, with James Cook Museum opening later due to biosecurity zoning around Cape York including Cooktown.

It should be noted that important projects continued through shutdown including Currumbin Wildlife Sanctuary master planning, conservation and research projects, and the Currumbin Wildlife Hospital remained operational throughout the shutdown period. The Job Keeper program became a significant financial contributor to the organisation to offset some of the very high fixed manning costs and working with State and Federal on funding became a priority. With the NTAQ Board, the management team remained focused on reviewing the business to find efficiencies and cost savings, whilst continuing to develop new revenue opportunities to ensure our financial viability into the future.

### **3. NOTICE OF MEETING**

The Notice of the Annual General Meeting dated 24<sup>th</sup> September 2020 as tabled and taken as read.

### **4. MINUTES OF PREVIOUS ANNUAL GENERAL MEETING**

A copy of the minutes of the previous ANNUAL GENERAL MEETING held on 23 November 2019 had been provided to Members in the Notice of Annual General meeting.

#### **Resolved**

The minutes of the 2019 Annual General Meeting of NTAQ held on 23 November 2019 were adopted by Members present as a true and accurate record.

The Chair advised as stated in the Notice of Meeting there are no resolutions for Members to vote on at today's ANNUAL GENERAL MEETING. Additionally, the Company Secretary has confirmed there had been no proxy forms received by cut off of 11.00am on 26 November.

The Chair advised the meeting would move to the business set out in the notice and that at the end of the meeting there would be an opportunity for Members to ask questions or make comment about the management of the Company.

## **5. FINANCIAL STATEMENTS AND DIRECTORS REPORT**

The Chair briefly spoke about the audited Financial Statements for the year ended 30 June 2020, the Directors Report and the Independent Auditor's Report which under The Corporations Act and Company Constitution are required to be laid before the Annual General Meeting. The Chair advised that there is no requirement either in the Corporations Act or the Company's Constitution for Members to vote on, approve or adopt these reports. These reports were made available on the NTAQ website at the time the Notice of Annual General Meeting was issued.

As per the audited Financial Statements the Company has posted a net operating profit before depreciation and non-operating items of \$1.8M for the year ended 30 June 2020. This represents a decrease of 56% on the \$4.1M recorded for the previous year.

The Chair invited questions from the floor and none were received.

## **6. ANNOUNCEMENT OF RESULTS OF THE 2020 DIRECTOR APPOINTMENTS TO NATIONAL TRUST OF AUSTRALIA (QUEENSLAND) LIMITED BOARD**

The Chair advised that as per the Notice of Annual General Meeting the Board of NTAQ currently comprises eight Directors of which five are member elected from the 2018 and 2019 pre-Annual General Meeting secret online ballots and three who were directly appointed by the Board in the 2017 year. This is in accordance with clause 8.2 of the Constitution.

Pursuant to rule 8.5 (b) of the Constitution that stipulates Directors appointed or elected are entitled to only serve for a maximum of two consecutive terms of three years Chair advised that Directors Daniel McDiarmid and Melanie Piddocke will end their tenure as Director of NTAQ at conclusion of the 2020 Annual General Meeting. In addition, Director Bruce Cook appointed on 1 July 2014 ended his tenure on 30th June 2020.

The Chair also advised as the President and a Director elected last year under rule 8.2 (a) he would also end his tenure as a Director of NTAQ at end of this Annual General Meeting having served an additional term of 12 months as allowable under the constitution.

For the 2020 year Chair advised the Board has utilised rule 8.2 (b) of the Constitution that allows for direct appointments to be made directly by the Board in order to fill three of the four vacancies. Hence there were no Member secret online ballot elections held this year prior to the Annual General Meeting.

As communicated to Members earlier this year on 1 May 2020, the unfilled vacancy will be carried forward into the 2021 year when another three vacancies arise, and all four vacancies will be filled by secret online ballot Member elections. A Board comprising of eight Directors complies with rule 8.2 of the Constitution.

At a 25th June 2020 meeting the NTAQ Board endorsed the recommendations of the Nominations & Governance Committee to appoint the following persons as Director of NTAQ on a 3-year term commencing at end of 28th November 2020 ANNUAL GENERAL MEETING.

- ☐ Susan Forester AM
- ☐ Carolyn Parker
- ☐ Mark Townend

The Chair advised that unfortunately Susan Forester has only recently (10 days pre-Annual General Meeting) advised she is now unable to take up the position of Director. Following a special meeting of the N&G Committee convened to select and approve a replacement for Susan Forester, the Board adopted recommendation to appoint Mr. Stuart Lummis as a suitable replacement to fill the vacant position.

The Chair congratulated all three new Directors on their appointments to the Board and looked forward to their contributions in the years ahead. Mark Townend is present today at the Annual General Meeting and on behalf of the Board, Management and Members the Chair extended a warm welcome.

In closing the Chair acknowledged the great contributions of Dr Daniel McDiarmid and Dr Melanie Piddocke and also reflected on his own time and achievements as President of NTAQ since 1 July 2014.

The Chair then introduced Director Henry Smerdon who was elected by the Board at 24 September meeting as next President of the NTAQ effective following the Annual General Meeting on 28 November 2020 for a term ceasing at the conclusion of the Annual General Meeting to be held November 2021. At same Board meeting, Mr. Arthur Frame was elected to the position of Deputy President of NTAQ for same period.

The Chair advised as mentioned earlier there are no resolutions for consideration therefore that concludes the formal business of the meeting.

## **7. GENERAL BUSINESS**

Questions were invited from the floor regarding any issues or activities of the company.

The Chair & Acting CEO invited questions from the floor and one was received in relation to maintenance works at Stock Exchange Arcade property in Charters Towers and this was addressed by Acting CEO.

**8. MEETING CLOSED**

There being no further business the Chair declared the meeting closed at 12.00 noon and expressed thanks for the work of the Acting CEO and Company Secretary in organising the Annual General Meeting, along with other NTAQ staff.

I confirm these minutes as a true record of the Annual General Meeting of National Trust of Australia (Queensland) Limited held on 28 November 2020.

.....  
**Henry Smerdon**  
**President**