2026 SPECIAL GENERAL MEETING MINUTES

MINUTES OF THE SPECIAL GENERAL MEETING
OF NATIONAL TRUST OF AUSTRALIA (QUEENSLAND) LIMITED
HELD ON FRIDAY 29 MAY 2026 AT 1PM
CURRUMBIN WILDLIFE SANCTUARY, SIR WALTER CAMPBELL THEATRE,
28 TOMEWIN STREET, CURRUMBIN QLD 4223

PRESENT:

Ms. Mark Townend (President/Chair)
Ms. Glenys Schuntner (Deputy President/Director)
Ms. Fiona Gardiner (Director)
Mr. Stuart Lummis (Director)
Ms. Carolyn Parker (Director)
Ms. Annabelle Simon (Director)

Mrs. Jayme Cuttriss (Chief Executive Officer of NTAQ)
Mr. Ben Graziani (Chief Financial Officer/Company Secretary of NTAQ)

and

Other registered Members as outlined on the Members' Attendance Register[1]

ATTENDEES:

Staff and Guests as outlined in the Guest Register (Appendix 1).

1. **WELCOME**

The Chair opened the Special General Meeting of National Trust of Australia (Queensland) Limited and confirmed with Company Secretary, Ben Graziani that a quorum was present.

The Chair acknowledged the traditional custodians of the land, the Yugambeh language group. The Chair provided a general overview of the format of proceedings for the meeting, including that he intended to call on Jayme Cuttriss (NTAQ CEO) to provide an update since December 2025 Annual General Meeting for NTAQ and that the meeting would then move to the formal aspects as described in the Notice of Special General Meeting dated 24 April 2026.

The Chair introduced the other current Board Directors present at the meeting.

- Fiona Gardiner
- Stuart Lummis
- Carolyn Parker
- Glenys Schuntner
- Annabelle Simon

[1] There were 15 Members present at the meeting for quorum purposes (including NTAQ directors).

National Trust of Australia (Queensland) Executive Team Members:

- Chief Executive Officer, Jayme Cuttriss
- CFO and Company Secretary, Ben Graziani
- General Manager Currumbin Wildlife Sanctuary and Hospital, Travis Couch
- Executive Assistant, Donna McNish

Also in attendance:

- Brayden Eddy, Audit Manager - HLB Mann Judd
- Grace Georgilopoulas, Lawyer and Certified Information Privacy Manager - RedeMont

The Chair welcomed Honorary Life Members present at the meeting:

- Dr Bruce Cook OAM
- Cameron McTavish

The Chair thanked the Members who travelled, especially from Ipswich and Brisbane, for attending today's meeting.

It was noted that apologies have been received for this meeting from:

- Paul Davies (Board Director)
- Garry Vistarini (Board Director)
- Mellissa Brown (Board Director)
- Jan Stuckey (Honorary Life Member)
- Arthur Frame (Honorary Life Member)
- Henry Smedon (Honorary Life Member)
- Leon Misfeld – Life Member
- Janice Misfeld - Life Member
- Dan Alain Quirante – Member
- Helen Moloney - Member

This meeting is in compliance with the Corporations Act and Australian Charities and Not-for-profits Commission Act, formal and restricted to the matters set out in the Notice of the meeting.

After the meeting concludes, members were invited to enjoy the Sanctuary at leisure for the rest of the afternoon.

2. **UPDATE TO MEMBERS BY CEO**

The CEO provided Members with an update on the following topics:

- Strategic Priorities 2026 – refreshed by NTAQ Board February 2026
- Brisbane office update and plans to return to Queen's Wharf
- New Strategic Partnership announced with Griffith University
- NTAQ focus on Museum Collections
- Queensland Heritage Awards 2026 winners
- Construction of Currumbin Wildlife Institute – opening 2027

The Chair thanked the CEO for her presentation before moving on to the formal part of the meeting.

3. **NOTICE OF MEETING**

The Notice of the Annual General Meeting dated 24 April 2026 and issued to members on 8 May 2026 was tabled and taken as read.

4. **GENERAL BUSINESS**

The Chair announced that a poll had been called under rules 7.11 (c) and 7.12 in respect of the Resolution in the Special General Meeting Notice. All Members present and appointed Proxies entitled to vote have been provided with a Voting Form to be completed for the Resolution. Members and Proxies were instructed to clearly mark either "For", "Against" or "Abstain" on the Voting Form next to the Resolution being voted on under a poll and sign the Voting Form.

The Chair advised Members that 18 proxies were received by the Company, including those received by email, by cut off at 1:00 pm on Wednesday 27 May 2026 and deemed valid for the purpose of this poll under rules 7.13 (a) (iv) and 7,16 (c) & (e). Proxies received after that time are invalid as, under Corporations Act, they were received late after cut off or not valid under rule 7.13 (a) (iii) of the Constitution and section 250BB(1)(b) of the Corporations Act 2001.

The Chair proceeded to provide Members with a short briefing on the rationale for the proposed changes to 8.3 and 8.5 of the NTAQ Constitution:

(a) the intent of this change is to safeguard the stability, continuity, and effective governance of the organisation during periods of significant disruption, risk or major projects being undertaken;

(b) the proposed changes will also enable the Board to drive succession planning for a more appropriate and spaced level of rotations of Directors rather than the current pattern of very highly concentrated turnover every five to six years;

(c) the Board is concerned that a very high turnover of Directors could negatively impact the organisation's capabilities and could result in the loss of critical organisational knowledge, and specific skills that are required in specific times of major projects or significant challenges;

(d) the proposed amendments would enable the Board to retain relevantly skilled Directors, with reference to the Board's Skills Matrix and Strategic Priorities, for a limited period when doing so is demonstrably in the best interests of the organisation. Importantly, this is not intended as a routine measure, but rather as a contingency provision for exceptional scenarios;

(e) to ensure transparency, accountability, and consistency in decision-making, any such extension would be governed by the proposed amendments to the Constitution and a dedicated Board-approved policy;

(f) the supporting policy to the proposed changes to the Constitutional Rules will articulate the circumstances under which an extension of Director terms may be considered, together with appropriate Director selection and extension processes and safeguards.

The Chair invited Glenys Schuntner, Chair of Nominations and Governance Committee to provide a summary of the current terms of Directors and the potential loss of six Directors during 2026 - 2027. It was noted that NTAQ Directors will abstain from voting on today's Special Resolution due to a perceived conflict of interest.

The Chair opened the meeting to Members to have an opportunity to asked questions related to the Resolution. No questions were asked regarding the Resolution.

The Chair introduced the Returning Officer, Brayden Eddy Audit Manager for HLB Mann Judd, the Company's external audit firm who will undertake the count and provide to the Chair a report on the outcome of the poll.

The Chair announced that voting was to commence, and the meeting was declared closed while voting took place and the Returning Officer collected Voting Forms and prepared the poll report.

The meeting was declared re-opened and the Chair announced the results of the poll.

Special Resolution

"THAT rules 8.3 and 8.5 of the Company's existing Constitution be amended in the form set out at Annexure A to this Notice, with effect from the date of this Special Resolution"

(a) The number of votes cast **FOR** Resolution was 27, representing 93% of all votes cast.

(b) The number of votes cast **AGAINST** Resolution was 1, representing 3.5% Of all votes cast.

(c) The number of votes cast **ABSTAINING** was 1, representing 3.5% of all votes cast.

Accordingly, the Chair declared the motion in relation to the Special Resolution carried as the required 75% majority has been achieved.

5. **MEETING CLOSED**

There being no further business or questions the Chair declared the meeting closed at 1:57PM and expressed thanks for the work of the CEO and Company Secretary in organising the Special General Meeting, along with the other NTAQ staff.

I confirm these minutes as a true record of the Special General Meeting of National Trust of Australia (Queensland) Limited held on 29 May 2026.

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Mark Townend AM
NTAQ President

APPENDIX 1

NTAQ SPECIAL GENERAL MEETING GUEST REGISTER 29 MAY 2026

NTAQ MEMBERS

	First Name	Surname Name	Member No:	Comments
1	Annabelle	Simon	1007571391	Board Director
2	Bronwyn	Ventura	1007560975	
3	Carol	Northcote	1207424427	
4	Carolyn	Parker	1065294	Board Director
5	Denise	Hunting	1207424534	
6	Dr Bruce	Cook	1003118	Honorary Life Member
7	Fiona	Gardiner	1072150	Board Director
8	Glenys	Schuntner	1040981	Board Director
9	Lynne	Bristow	1009608-2	
10	Mark	Townend	1065293	Board Director
11	Rosaline	Bannerman	1016557	
12	Ross	Ventura	NT47428XSO	
13	Stephen	Bristow	1009608	
14	Stuart	Lummis	1012840	Board Director
15	Cameron	McTavish	1044223	Honorary Life Member
16	Jayme	Cuttriss		NTAQ CEO
17	Travis	Couch		CWS General Manager
18	Ben	Graziani		NTAQ CFO/Company Scretary
19	Donna	McNish		NTAQ Executive Assistant
20	Brayden	Eddy		Audit Manager - HLB Mann Judd
21	Grace	Georgilopoulas		Lawyer and Certified Information Privacy Manager - RedeMont

Annexure A – Proposed amendments to rules 8.3 and 8.5

Resolution – amendment to rules 8.3 and 8.5 of the Constitution

To consider and if in favour pass the following resolution, as a special resolution:

"THAT rules 8.3 and 8.5 of the Company's existing constitution be amended in the form set out at Annexure A to this notice, with effect from the date of this special resolution."

8.3 Election of directors

(a) The election of directors referred to in rule 8.2(a) is to be conducted by secret ballot by post or other mode using such process set out in a written policy of the board.

(b) Notwithstanding rule 8.3(a) the members may by ordinary resolution at a general meeting appoint a qualified person as a director to a vacant position on the board.

~~(b)~~(c) Subject to rules 8.2 and 8.5, the appointment of directors referred to in rule 8.2(b) may occur at any time, by resolution of the board.

8.5 Terms for directors

8.5.1 Term and retirement of directors

(a) Each director elected under rule 8.3 must retire from office at the conclusion of the third year following his or her appointment as a director (**Term**), but are eligible to apply for re-election or re-appointment (as the case may be) under rule 8.5.2, and may have their Term extended under rule 8.5.3, and for the President, an additional Term under rule 8.5.4.

(b) A retiring director holds office until the conclusion of the meeting at which the director retires.

8.5.2 Re-election and re-appointment of directors

~~(c)~~

(a) ~~8.5(c)~~Subject to an extension of a director's Term under rule 8.5.3 and/or rule 8.5.4 if relevant, ~~A~~a person may only serve on the board for a maximum of two ~~consecutive~~ ~~t~~Terms (of three years each),.

(b) A director who retires under rule 8.5.1(a) may nominate for re-election or re-appointment for the further three-year Term referred to in rule 8.5.2(a).

(c) Re-election or re-appointment of directors will occur in the ways set out in rule 8.3.

8.5.3 Extension of Term due to high volume of retirements

(a) Notwithstanding any other rule in this constitution to the contrary, if the requirement under rule 8.5.1(a) for directors to retire from office at the conclusion of his or her second three-year Term would result in the permanent retirement of five or more directors in any 13-month period (or across two AGMs), the board may, at any time prior to the retirement of any such directors, by secret ballot by post (or other mode using such process set out in a written policy of the board) extend the second Term for up to three of those directors by a further period of one or two years (at the election of the board), provided that:

(i) a director's Term may only be extended pursuant to this rule 8.5.3(a) once, with the exception of the President who may have his or her second Term extended by an additional 12 months pursuant to rule 8.5.4;

(ii) in considering any extension pursuant to this rule 8.5.3(a), the board must have regard to the policy referred to in rule 8.4(b)(ii) to ensure a suitable mix of qualities, skills, knowledge and experience is retained; and

(iii) a director's continued appointment until any extended date of retirement is at all times subject to rule 8.7.

(b) For clarity, directors who have their second Term extended under rule 8.5.3(a) (that are not the President at the time of their retirement) may serve for up to a maximum of eight years, if such person:

(i) serves an initial Term of three years under rule 8.5.1(a); and

(ii) is re-elected in accordance with rule 8.5.2 for an additional three years; and

(iii) has their second Term extended in accordance with rule 8.5.3(a) for an additional two years.

(c) Any director who was appointed by the members under rule 8.2(a) and rules 8.3(a) and (b), and has their Term extended under rule 8.5.3(a), will continue to be deemed a director elected by the members under rule 8.2(a), and will not, by virtue of the board voting to extend the director's Term under this rule 8.5.3, be deemed a director appointed by the board for the purposes of rule 8.2.

(d) Notwithstanding rules 8.1(b), 8.5.1(a), 8.5.2(a) and 8.5.4, the board may determine which of the directors are to retire from time to time and, to the extent the law permits, the date of their retirement.

8.5.4 Extension of Term of the President

(a) A director who is the President and who is re-elected for a second Term under rule 8.5.2 may have his or her second Term extended by ordinary resolution of the board:

(i) for an additional two years under rule 8.5.3(a); and

(ii) for an additional twelve months under this rule 8.5.4.

(b) For clarity, the President may serve a maximum Term of nine years, if such person:

(i) serves an initial Term of three years under rule 8.5.1(a); and

(ii) is re-elected in accordance with rule 8.5.2 for an additional three years; and

(iii) has their Term extended for an additional two years under rule 8.5.3(a); and

(iv) has their Term extended for an additional twelve months under rule 8.5.4(a)(ii).

~~(d)~~(c) Any President who has their Term extended under rule 8.5.4(a) will continue to be deemed a director elected by the members under rule 8.2(a), and will not, by virtue of the board voting to extend the President's Term under this rule 8.5.4, be deemed a director appointed by the board for the purposes of rule 8.2.