

**MINUTES**  
**4th Annual General Meeting of**  
**National Trust of Australia (Queensland) Limited**  
**Held on Saturday, 18 November 2017 at 12.00pm**  
**Level 3, City Library Building, 155 Herries Street, Toowoomba Qld 4350**

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**PRESENT:**

Dr Ian Galloway (President and Chairman)  
Mr Arthur Frame AM (Director)  
Dr Bruce Cook OAM (Director)  
Gina Palmer (Director)  
Ray Holyoak (Director)  
Daniel McDiarmid (Director)  
Mr James Sedman (Director)  
Mr Jonathan Fisher (Chief Executive Officer NTAQ)  
Mr Ben Graziani (Company Secretary and CFO of NTAQ)

*and*

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

**ATTENDEES:**

NTAQ Members, Staff and Guests as outlined in the Proxy and Guest Registers.

**APOLOGIES:**

The following apologies were noted

Melanie Piddocke (Director)  
Mr. Henry Smerdon (Director)  
Bruce & Dorothy Gibson-Wilde  
Ann Garms  
Amelia Even  
Graeme Chesterman  
Graeme Adsett  
David MacLaughlin

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<sup>1</sup> There were 14 Governing members present at the meeting for quorum purposes (including NTAQ Directors).

## **1. WELCOME**

The Chair opened the fourth Annual General Meeting of National Trust of Australia (Queensland) Limited as a public company and confirmed that a quorum was present. The Chairman then provided a general overview of the format of proceedings for the meeting, including that he intended to call on Jonathan Fisher (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 28<sup>th</sup> September 2017.

The Chair introduced the NTAQ Board members present, CEO, CFO and Company Secretary, and State Management Team. A special welcome was extended to Toowoomba Regional Council Mayor Paul Antonio.

The Chair thanked the Toowoomba Branch and Branch President, Stephanie Keays, for hosting the AGM and Branch Conference.

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

The Chair delivered the Chair's address read directly from the 2016/2017 Annual Report (page 3).

The CEO provided an overview of the year's activities as outlined in the 2017 Annual Report. CEO thanked the Chairman and the NTAQ Board for their support. Staff and volunteers were acknowledged and thanked for their support and contribution during the past year. NTAQ Branches were acknowledged and thanked. CEO provided a brief overview on the following matters; Collections Committee and Advocacy Committee formation, Heritage Awards and Gala Dinner, Acquisition of Harris House, and the formation of Regional Branches. During the past year a number of new appointments have been made to the Heritage arm of the Trust, the following persons were introduced Glen Allen-Ankins - NTAQ Fundraising Manager, Jane Alexander-NTAQ Advocacy Advisor, and contractor Richard Ferguson appointed to undertake the Collections Review Project. CEO advised appointment of Stephen De Jersey, contracted Heritage Architect to provide architectural services for properties located in the north of the state. A special thank you was extended to Stephanie Keays for providing architecture services to the Trust on an ongoing basis.

## **3. NOTICE OF MEETING**

The Notice of the Annual General Meeting dated 28<sup>th</sup> September 2017 was tabled and taken as read.

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

A copy of the minutes of the previous AGM held on 19 November 2016 had been provided to Governing Members in the Notice of Annual General meeting.

##### **Resolved**

The minutes of the 2016 Annual General Meeting of NTAQ held on 19 November 2016 be adopted as a true and accurate record.

Moved: Stephen Sheaffe  
Seconded: Charles Guesdon

#### **5. AGENDA ITEM 5 – Financial Statements and Directors Report**

The Chair briefly spoke about the audited Financial Statements for the year ended 30 June 2017, the Directors Report and the Independent Auditor's Report which under The Corporations Act and Company constitution are required to be laid before the AGM. The Chair advised that there is no requirement either in the Corporations Act or the Company's Constitution for Governing 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.

The Chairman invited questions from the floor however no questions were raised.

No resolution required.

#### **6. AGENDA ITEM 6 – Election of Directors to NTAQ Board**

The Chair advised explanatory notes relating to the direct appointment of Directors to the Board were included in the Notice of Annual General Meeting.

Pursuant to the Constitution which provides for a staged retirement process, Dr Bruce Cook, Dr Melanie Pidcocke and Dr Daniel McDiarmid have agreed to retire as First Directors. Each retiring Director has also been renominated for election to the Board.

The Chair advised that the Board accepted the recommendations from the Nominations Committee that the following retiring directors be re-elected for a term of 3 years (with the exception of Dr Bruce who is reappointed for a term of 2 years and 7 months) effective at the end of AGM:

Dr Melanie Pidcocke for a term of 3 years  
Dr Daniel McDiarmid for a term of 3 years  
Dr Bruce Cook for a term of 2 years & 7 months (reaching a maximum of 6 years' service).

## 7. **AGENDA ITEM 7 - Special Resolutions**

Chair advised process for voting on the special resolutions. Governing Members were advised that the number of proxies received by the company, including those received by email, as at 11:00 am on Thursday 16 November 2017 were four (4). Of the proxies received in time, 4 proxy votes are deemed valid for the purpose of this meeting.

### **Special Resolution 1: Approval of Variations to the Existing Constitution (changes to membership and remove references to the word 'governing')**

Chair advised Special Resolution 1 was to seek approval of the Governing Members to remove Governing Membership from the constitution. Detailed background information on these constitutional amendments has been provided in the explanatory notes contained in pages 7 and 8 of the Notice of Annual General Meeting.

As stated in the Notice of Annual General Meeting, the directors recommend that Governing Members vote in favour of Special Resolution 1.

The Resolution put before Governing Members is to consider and if thought fit, to pass the following resolution as a special resolution:

*That the constitution of NTAQ be amended in the following respects:  
Clauses 1.1, 4.1, 4.2, 4.3, 4.4, 4.5, 4.6, 4.7, 5.1, 5.2, 6.2, 7.3, 7.6, 7.7, 7.11, 7.12, 7.13, 7.14, 7.15, 7.16, 8.4, 8.7, 8.8, 8.11, 9.2, 11.3, 11.7, 16.1, 18.5, 19.1, 21.1 as shown in the revised drafts of the clauses in the Annexure to the Notice of Annual General Meeting (Appendix 2)*

The Chair disclosed to the meeting that 4 proxy votes had been received concerning this resolution and how the proxy votes are to be cast on the resolution.

Proxy votes: 4 in favour, 0 against, and 0 abstained

The Chair moved to put the resolution to Governing Members for a vote on show of hands.

Governing Members vote: All in favour, 0 against.

Chair declared the resolution as carried.

**Special Resolution 2: Approval of Variation to the Existing Constitution  
(replacement of the word “two” with “four” in clause 8.2 (a))**

Chair advised Special Resolution 2 was to seek approval of the Governing Members to replace the word “two” with “four” in Clause 8.2(a) of the constitution. Detailed background information on this constitutional amendment has been provided in the explanatory notes contained in pages 8 of the Notice of Annual General Meeting.

As stated in the Notice of Annual General Meeting, the directors recommend that Governing Members vote in favour of Special Resolution 2.

The Resolution put before Governing Members is to consider and if thought fit, to pass the following resolution as a special resolution:

*To replace the word ‘two’ with “four” in clause 8.2 (a)*

The Chair disclosed to the meeting that 4 proxy votes had been received concerning this resolution and how the proxy votes are to be cast on the resolution.

Proxy votes: 4 in favour, 0 against, and 0 abstained

The Chair moved to put the resolution to Governing Members for a vote on show of hands.

Governing Members vote: All in favour, 0 against.

Chair declared the resolution as carried.

### **Special Resolution 3: Variation of the Existing Constitution (delete National Trust Member Committee)**

The Chair advised Special Resolution 3 seeks the approval of Governing Members to remove clause 11.3 of the Constitution that refers to National Trust Member Committee. In arriving at the decision to remove Governing Membership from the Constitution the Board also looked at references to National Trust Members which was intended to apply to the supporters who do not wish to be members of the Company and the National Trust Member Committee was also a way of illustrating a commitment to engage in an ongoing way with supporters who are not members of the company. The Board is of the view that given the distinction between ordinary members of the National Trust (receiving benefits and services) and Governing Members of the Company (receiving benefits and services and voting rights) is proposed to be removed then this particular Board Committee that is a “may” have not a “must” have can also be removed as will have less relevance. This does not preclude the Board from establishing a membership type committee if chooses to do so. Clause 11.7 gives the Board powers to establish other types of Committees if it so desires.

As stated in the Notice of Annual General Meeting, the directors recommend that Governing Members vote in favour of Special Resolution 3.

The Resolution put before Governing Members is to consider and if thought fit, to pass the following resolution as a special resolution:

*To remove clause 11.3 – National Trust Member Committee*

The Chair disclosed to the meeting that 4 proxy votes had been received concerning this resolution and how the proxy votes are to be cast on the resolution.

Proxy votes: 3 in favour, 1 against, and 0 abstained

The Chair moved to put the resolution to Governing Members for a vote on show of hands.

Governing Members vote: All in favour, 0 against.

Chair declared the resolution as carried.

## 8. GENERAL BUSINESS

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

The CEO answered questions from the floor and noted comments from members in relation to the following:

Prioritising Capital Fund Spending - CEO responded to a question from the floor relating to process undertaken by NTAQ to prioritised capital works funding for properties. CEO advised Property Reports had been prepared for all NTAQ properties, these reports are used by the NTAQ Board/CWS Committee as a guide when making decisions on how funding is allocated to each property.

In closing CEO thanked Ben Graziani, Jayme Cuttriss, and Amanda Yow for their assistance with preparations for the Annual General Meeting.

## 9. MEETING CLOSED

There being no further business the Chairman declared the meeting closed at 12.46pm and expressed thanks for the work of the CEO and Company Secretary in organising the AGM, as well as other staff.

I confirm these minutes as a true record of the Annual General Meeting of National Trust of Australia (Queensland) Limited held on 18 November 2017.

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Dr Ian Galloway  
Chairman

Date: