



# NATIONAL TRUST

## **Notice of Annual General Meeting**

# 2018

*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*

Friday 16 November 2018 – 2.00pm

Barry Jones Auditorium, Ipswich Library  
40 South Street  
Ipswich

# 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 Friday 16 November 2018 at 2.00pm in Ipswich.

The enclosed 2018 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 2.00pm and then followed by an overview of the strategic directions of the company for the year ahead. Registration for the AGM is open from 1.30pm. AGM is expected to conclude at 3.00pm. Following the AGM there will be a walking tour of Ipswich CBD Heritage places. This is part of the NTAQ's 2018 Heritage Conference being held over the 16<sup>th</sup> to the 18<sup>th</sup> November in Ipswich. [National Trust 2018 Heritage Conference](#) details can be found on our website. The walking tour is a free event and hence bookings are essential.

I would like to remind Members that secret ballot Director elections are being held prior to the AGM to fill 3 vacancies that exist on the NTAQ Board. CorpVote, an independent election company has been appointed to manage the election process which will commence on the 15 October and concludes on Sunday 11 November. Members will receive an email outlining the online voting system on 10<sup>th</sup> 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 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 2018 AGM please RSVP by 13<sup>th</sup> November by sending an email to:

*Amanda Yow, Executive Assistant to the CEO*  
E: [ayow@nationaltrustqld.org](mailto:ayow@nationaltrustqld.org) or P: 07 5534 0801.

The Directors and Executives of NTAQ look forward to seeing you at the 2018 AGM.

Yours sincerely,

Dr Ian Galloway  
**President**  
**National Trust of Australia (Queensland)**

27 September 2018

# 2018 NOTICE OF ANNUAL GENERAL MEETING

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

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

Location	Barry Jones Auditorium, Ipswich Library 40 South Street, Ipswich
Date	16 November 2018
Time	2.00pm (Registration opens at 1.30pm)

## *AGENDA ITEMS*

### **Ordinary Business**

1. Opening and apologies - President
2. To confirm the minutes of the fourth AGM of Company held on 18 November 2017 (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 2018.  
No resolution is required.
6. Appointment of Directors to the National Trust of Australia (Queensland) Limited Board  
To announce the results of the 2018 Director elections held by secret ballot and appointments to the Board.  
No resolution is required.

## Special Business

7. **Special Resolution One** – In the event that renominating Director Mr Henry Smerdon is successfully re-elected via the ballot

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

*That, notwithstanding rule 8.5(b) of the Company's constitution, Henry Smerdon is elected for a further fixed and final term of three years until the conclusion of Company's AGM in November 2021.*

8. **Special Resolution Two** – In the event that renominating Director Mr Arthur Frame is successfully re-elected via the ballot

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

*That, notwithstanding rule 8.5(b) of the Company's constitution, Arthur Frame is elected for a further fixed and final term of three years until the conclusion of Company's AGM in November 2021.*

9. **Special Resolution Three** – In the event that renominating Director Mr Ray Holyoak is successfully re-elected via the ballot

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

*That, notwithstanding rule 8.5(b) of the Company's constitution, Ray Holyoak is elected for a further fixed and final term of three years until the conclusion of Company's AGM in November 2021.*

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**  
27 September 2018

# 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**

A Proxy Form is enclosed with this Notice of Meeting.

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.

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 Wednesday 14 November 2018.

## ***FINANCIAL STATEMENTS***

Copies of NTAQ's 2017-18 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 as a whole 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 2018 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 2017-18 NTAQ Annual Report & financial statements available on the [www.nationaltrust.org.au](http://www.nationaltrust.org.au) website or by emailing [accounts@cws.org.au](mailto:accounts@cws.org.au) or telephoning 07 5534 1266.

### ***ITEM 6: APPOINTMENT OF DIRECTORS TO THE NTAQ BOARD***

The Board of NTAQ currently comprises nine directors of which 6 are member elected from the 2015 and 2016 AGMs and 3 who were directly appointed by the Board last year for a 3-year term effective from the end of the 2017 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.

Under the constitution Directors appointed or elected are entitled to serve for a maximum of two consecutive terms of three years. Pursuant to this requirement, current Directors appointed at the 2015 AGM, Henry Smerdon, Arthur Frame and Ray Holyoak retire effective from the conclusion of the 2018 AGM. Each retiring Director is also eligible for reappointment to the Board.

As the maximum of 3 Board appointments were reached last year the three vacancies this year will be filled under 8.2 (a) of the Constitution via secret ballot elections by the Members being held prior to the 2018 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:

Deputy President Dr Bruce Cook  
Mr James Sedman (Chair of Committee)  
Ms Gina Palmer

The Nominations Committee recommended to the Board on 27th September 2018 that the candidates below (in no preferential order) be put up for election to fill three vacant Director positions:

\*Arthur Frame  
\*Ray Holyoak  
\*Henry Smerdon  
Toby Price  
Stuart Lummis  
Robyn Antill

\*Denotes current NTAQ Directors retiring and standing for re-election.

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 secret ballot.

The Board unanimously supports the re-election of the three retiring Directors. These Directors have significant and invaluable experience as detailed in the secret ballot voting information and the Board considers that, if re-elected, they will continue to provide a significant contribution to the Board of the Company.

CorpVote, an independent election company has been appointed to manage the election process which will commence on the 15 October and concludes on Sunday 11 November. Members will receive an email outlining the online voting system on 10th 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 2018 AGM.

### ***Items 7 to 9 Background to Special Resolutions***

The Company was registered with ASIC on 1 July 2014 with nine Directors appointed as part of the registration. These initial Directors are referred to in the Constitution as 'First Directors'. To ensure the company maintains a robust process for board renewal, rule 8.5(b) of the Company's constitution provides that a person may only serve on the board for a maximum of two consecutive terms of three years, provided that a director who holds the position of President may have his or her term extended for an additional term of up to twelve months.

Additionally, in order to ensure continuity of corporate knowledge and to avoid a scenario where all the First Directors are required to retire simultaneously, rule 8.1 of the Company's constitution provides for a process to stagger the retirement of directors at each AGM, e.g. at least one third of the First directors' were required to retire at the end of first AGM in 2014, another one third retired at end of 2015 AGM and remaining one third retires at end of 2016 AGM.

Three of the current Directors, being Henry Smerdon, Arthur Frame, and Ray Holyoak, retired at the Company's second AGM in 2015, which was just 17 months after being incorporated. Those directors will have served a further three years at the conclusion of the AGM in November 2018 and were therefore unable to serve as directors for the full two consecutive terms of three years as otherwise provided for under rule 8.5 of the Company's constitution.

Given the First, Directors served less than 3 years in their first term the company's authorisation is sought to re-elect the relevant directors despite rule 8.5(b).

## **Special Resolution 1 – Re-election of Mr Henry Smerdon**

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### **Background – Re-election of Mr Henry Smerdon**

It is proposed that Mr Smerdon, if re-elected via the ballot, serve an additional term as a director of the Company of three years from the AGM in November 2018 until the conclusion of the AGM in November 2021.

The rationale for electing Mr Smerdon for the additional term as a director is to ensure that the Company has continuity of corporate knowledge and good governance, but also to ensure the Company satisfies the minimum number of directors required under rule 8.2 of its constitution.

The Board unanimously recommends that Special Resolution 1 be adopted.

## **Special Resolution 2 – Re-election of Mr Arthur Frame**

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### **Background – Re-election of Mr Arthur Frame**

It is proposed that Mr Frame, if re-elected via the ballot, serve an additional term as a director of the Company of three years from the AGM in November 2018 until the conclusion of the AGM in November 2021.

The rationale for electing Mr Frame for the additional term as a director is to ensure that the Company has continuity of corporate knowledge and good governance, but also to ensure the Company satisfies the minimum number of directors required under rule 8.2 of its constitution.

The Board unanimously recommends that Special Resolution 2 be adopted.

## **Special Resolution 3 – Re-election of Mr Ray Holyoak**

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### **Background – Re-election of Mr Ray Holyoak**

It is proposed that Mr Holyoak, if re-elected via the ballot, serve an additional term as a director of the Company of three years from the AGM in November 2018 until the conclusion of the AGM in November 2021.

The rationale for electing Mr Holyoak for the additional term as a director is to ensure that the Company has continuity of corporate knowledge and good governance, but also to ensure the company satisfies the minimum number of directors required under rule 8.2 of its constitution.

The Board unanimously recommends that Special Resolution 3 be adopted.

# 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.

## ***SPECIAL REQUIREMENTS – INCORPORATED BODIES AND ATTORNEYS***

Where an incorporated body is giving the Proxy, the Proxy Form must be completed in accordance with requirements of that body's Constitution. If an authorised person signs the Proxy on behalf of the incorporated body, the original or a certified copy of the authorisation, along with the signed Proxy Form, must be received by NTAQ.

If you have appointed someone else as your Attorney, your Attorney can sign the Proxy Form on your behalf provided that the original or certified copy of the Power of Attorney, along with the signed Proxy Form is received by NTAQ.

### ***WHAT TO DO NEXT***

Proxies may be lodged by:

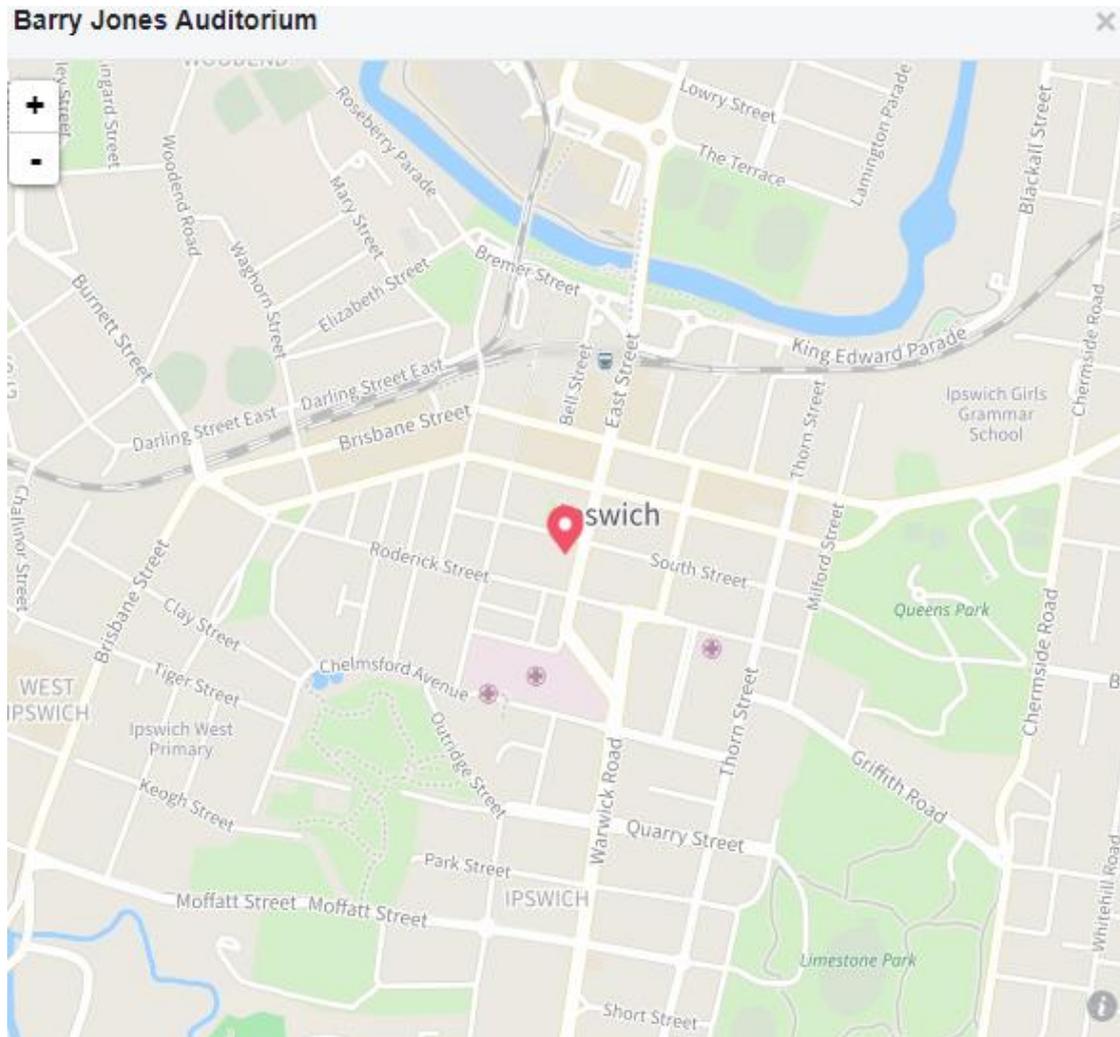
- Posting to the Company Secretary, NTAQ, Currumbin Wildlife Sanctuary, 28 Tomewin Street, Currumbin QLD 4223
- Email: [bgraziani@cws.org.au](mailto:bgraziani@cws.org.au)
- Fax: 07 5534 7427
- Deliver it in person to the Registered Office of NTAQ, Currumbin Wildlife Sanctuary, 28 Tomewin Street, Currumbin QLD 4223

### ***IMPORTANT***

Proxy Forms must be received by the Company Secretary no later than 2.00pm (QLD time) on Wednesday, 14 November 2018.

## LOCATION DETAILS FOR 2018 AGM:

Barry Jones Auditorium,  
Ipswich Library,  
40 South Street, Toowoomba



**Date:**

Friday 16<sup>th</sup> November 2018

**Time:**

2.00pm (QLD time)

**Registration:**

Members' registration opens at 1.30pm

<h1>Proxy Form</h1> <p>National Trust of Australia (Queensland) 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: Barry Jones Auditorium, Ipswich Library, 40 South Street, Ipswich

Date: 16 November 2018

Time: 2.00 pm (QLD time)

Or at any adjournment of that meeting.

## Section 3: Voting instructions

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

		For	Against	Abstain*
Special Resolution One	Re-election of Henry Smerdon for a further final and 3-years fixed term until Nov 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution Two	Re-election of Arthur Frame for a further final and 3-years fixed term until Nov 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution Three	Re-election of Ray Holyoak for a further final and 3-years fixed term until Nov 2021	<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 the 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.

<b>Last time and date for lodgement</b>	**2.00pm on Wednesday 14 November 2018 (QLD time)
<b>MAIL</b>	Company Secretary National Trust of Australia (Queensland) 28 Tomewin Street, Currumbin QLD 4223
<b>DELIVER IN PERSON</b>	Currumbin Wildlife Sanctuary Attention: NTAQ Company Secretary 28 Tomewin Street, Currumbin QLD 4223
<b>EMAIL</b>	<a href="mailto:bgraziani@cws.org.au">bgraziani@cws.org.au</a> (the proxy must be completed and returned as a scanned attachment)
<b>FAX</b>	07 5534 7427

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