

National Trust of Australia (Victoria) | ACN 004 356 192

# Notice of Annual General Meeting

Notice is hereby given that the 65th Annual General Meeting of the National Trust of Australia (Victoria) will be held on Saturday, 20 November 2021 at 11.00am, via an online platform hosted by *Express Virtual Meetings*, for the purpose of transacting the following business.

## INFORMATION FOR MEMBERS -

Dear Member

On behalf of the Chair and the Board, you are invited to attend the 65th National Trust of Australia (Victoria) Annual General Meeting (AGM), which will be held at 11:00 am (AEST) on Saturday 20th November 2021, via an online platform hosted by Express Virtual Meetings. The meeting is scheduled to run for 1 hour.

While we had hoped to meet with you all this year at Barwon Park to join in the celebrations of its 150th anniversary, to ensure the health and safety of our Members, Volunteers and Staff, the Trust has made the decision to again hold the AGM virtually. This resolution is in accordance with the COVID-19 guidelines provided by the Commonwealth and State Governments, a determination has been issued by the Federal Treasurer that permits organisations to hold fully virtual annual general meetings.

The facilitation of the meeting virtually will, as always, provide National Trust Members with an inclusive, participatory based gathering, which we hope will enable new audiences to engage, including those who may usually be unable to attend a physical meeting at a property.

In addition to the receipt of this letter and the attached Notice of AGM, members are also advised that all other relative information regarding the 2021 AGM can be found at the following National Trust website page www.nationaltrust.org.au/agm21. This website will also have a direct link you can use to register to attend the AGM. All other queries are welcomed to be forwarded to either this email membership@nattrust.com.au, or discussed over the phone by contacting the Membership Department on (03) 9656 9830.

Your participation in the meeting is important to us. The Meeting will be webcast live via the Express Virtual Meetings online platform to ensure the requirements outlined by the Australian Securities and Investments Commission (ASIC) for participants are completely satisfied. You will be able to listen to the proceedings, view the presentations, ask verbal questions of the Board and Chief Executive Officer, and vote in real-time.

Invitations to attend the virtual meeting will be emailed to members on Monday 11th of October 2021. To receive an invitation please ensure we have your correct email address. To register to attend the AGM you will need your membership number and post code, as these details will be used to verify your attendance. This means it is vital that the National Trust has an up to date email through which we can contact you. Please also make sure that you follow the instructions noted in the emailed invitation, so you are registered to attend the AGM with the provider. After you do this, you will be provided with a link, unique to you and your member number. This is the link you will click on the day to login to the virtual AGM and to cast your vote.

If you do not have an email, you are invited to call this Express Virtual Meetings number 1300 890 303 at the time of the AGM and went prompted enter access code 2064640 followed by the # key. This will mean that you can listen on the day, however you will not be able to vote during the event or ask questions live into conference. If you wish to submit a question and you are calling in, you will need to have sent your question in writing to the Office of the National Trust at the following address: National Trust of Australia (Victoria), 6 Parliament Place, East Melbourne, VIC, 3002; by 5:00 pm Thursday 11th of November 2021 for it to be tabled at the meeting.

If you are unable to attend the meeting at the scheduled time, you can participate by appointing a proxy, such as the Chair. to attend and vote live at the meeting. If you intend to appoint a proxy, use the form included in the attached notice. For your appointment to be effective, you must return your proxy form no later than 11.00am on Thursday 18th November 2021 to the following address: National Trust of Australia (Victoria), 6 Parliament Place, East Melbourne, VIC, 3002; or sign and scan the form and forward to membership@nattrust.com.au. If you wish to register your apology, please email rsvp@nattrust.com.au or call (03) 9656 9800.

The 2021 National Trust of Australia (Victoria) Annual Report will also be uploaded to the website: www.nationaltrust.org.au/agm21, 21 days prior to the meeting. This is where Members can read about the important work undertaken by the Trust over the last year and obtain a detailed overview of the Trust's performance and operations for the year ended 30th June 2021.

We look forward to meeting with you to share in, celebrate and discuss the work of the National Trust of Australia (Victoria) across the challenging yet rewarding years that 2020 and 2021 have been for us all.

Yours faithfully,

Knipi Shally

Kristin Stegley OAM Chairman National Trust of Australia (Victoria)

## HOLDING A VIRTUAL ANNUAL GENERAL MEETING

The health and wellbeing of our Members, Volunteers and Staff is of paramount importance to the National Trust of Australia (Victoria).

Due to the ongoing impact of COVID-19, the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 reforms allow companies to hold hybrid or fully virtual annual general meetings for the 2021 AGM season. Given the current state of Victoria, the evolving coronavirus (COVID-19) situation and public health concerns, The National Trust will be holding its 2021, 65th Annual General Meeting (AGM) as a virtual meeting. There will not be a property or physical venue for Members to attend.

To give Members a reasonable opportunity to participate, Members may attend the AGM virtually using the online platform hosted by Express Virtual Meetings. Following the receipt of this notice, Members will be emailed an invitation to attend the virtual AGM on Monday 11th October 2021. To receive an invitation please ensure you have provided us with vour correct email address. You will need your membership number and post code to register for the AGM, as these details will be used to verify your attendance.

Members are invited to follow the instructions contained in the email through to the completion of their online registration. This will also count as your RSVP so that National Trust will know of your intention to attend on the day. Having followed these steps, you will be provided with a link unique to you and your member number. This is the link you will click on the day to login to the virtual AGM.

Express Virtual Meetings enables Members to:

- see the AGM presentation materials and listen to the AGM live;
- vote online during the AGM; and
- ask questions and make verbal comments online during the Q&A session.

Voting on all resolutions will be conducted by a poll.

Members may also cast their votes at the AGM by appointing a proxy using the form included in the attached notice. If you wish to appoint a different proxy to attend the AGM on your behalf please contact us for further details.

To be effective, you must return your proxy form no later than **11.00am** on Thursday 18th November 2021 to the following address:

National Trust of Australia (Victoria) **6** Parliament Place East Melbourne, VIC, 3002

or sign and scan the form and forward to membership@nattrust.com.au.

In the event of a technological failure that prevents Members from having a reasonable opportunity to participate in the AGM, the National Trust will provide an update on its website (www.nationaltrust.org.au/agm21) to communicate the details of the postponed or adjourned AGM to Members.

## FUTURE ALTERNATIVE ARRANGEMENTS

If it becomes necessary to make further alternative arrangements for holding the AGM, we will give Members as much notice as practicable. Further information will be made available on our website: www.nationaltrust.org.au/agm21.

## REGISTERING TO ATTEND THE AGM

The following link will take you direct to the registration page. To register, the Trust will need your full name, email address and Member number. Website: bit.ly/3CeGs1o

## **REGISTERING AN APOLOGY**

To register your apology, please email rsvp@nattrust.com.au or call (03) 9656 9800. Your apology will be acknowledged at the meeting.

## PARTICIPATING AT THE AGM

You will be able to participate in the AGM online using your computer, tablet, or mobile phone.

To do so, you will need to have registered to attend the AGM following the receipt of your electronic invitation. Information on how to register to attend the AGM can be found in the previous section 'Holding a virtual Annual General Meeting'.

Once a member has registered to attend, they will be sent a unique link, which will work only for their specific member details. This is the link you will click on the day to join the AGM.

## ATTENDING BY PHONE

If you do not have an email, you are invited to attend via phone. To do so, please call this Express Virtual Meetings number 1300 890 303 to register to attend via phone. Members are advised that if they wish to call in, any questions they have will need to have been received by the National Trust by 5:00 pm, Thursday 11th of November 2021.

For further information, please see the section 'Asking Questions - Prior to the meeting'.

## VOTING AT THE AGM

In accordance with the determination provided by the Federal Treasurer, voting on all items of business will be conducted on a poll.

You can vote at the AGM in one of two ways:

- live and online during the AGM using the Express Virtual Meetings platform; or
- in advance of the AGM, by appointing a proxy as outlined above.

The Chair of the AGM will open and close the poll at the appropriate time throughout the course of the meeting.

## INFORMATION FOR MEMBERS

## VOTING AND PROXIES

### **ELIGIBILITY TO VOTE**

Eligibility to vote as outlined in the National Trust of Australia (Victoria) Constitution:

- i. No member shall be entitled to vote at any general meeting unless all subscriptions presently payable by him/ her to the National Trust have been paid (Clause 5.14(c) of the Constitution).
- ii. Members may appoint a proxy, who need not be a member of the National Trust, to attend and vote at a meeting as provided in Section 5.16 of the Constitution.

#### **APPOINTING A PROXY**

In the interests of public health and safety as a result of COVID-19, although the AGM will be held virtually, Members may still wish to participate by lodging a proxy vote prior to the AGM.

You can appoint a proxy to attend and vote on your behalf. Instructions on how to appoint a proxy are below, and can also be found on our website: www.nationaltrust.org.au/agm21.

If you intend to appoint a proxy, using the form included in the attached notice, to be effective, you must return your proxy form no later than 11.00am on Thursday 18th November 2021 to the following address: National Trust of Australia (Victoria), 6 Parliament Place, East Melbourne, VIC, 3002; or sign and scan the form and forward to membership@nattrust.com.au.

The attached proxy form is the only form that will be recognised at the ΔGM

- i. A Member, entitled to attend and vote at a meeting of Members, is entitled to appoint a proxy. A proxy need not be a Member of the National Trust.
- ii. A Proxy form from a Household Membership is counted as two votes if the form is signed by both adult members. If the two members of the same household membership wish to direct their proxies separately a second form must be used. A second form can be obtained on application by calling **03 9656 9830**, or this form may be photocopied.

At the commencement of the AGM, the Chair will confirm the quorum, and advise attendees of the number of proxy votes held by the Chair and/ or any other noted individual, which will all be directed as indicated by Members

## **ASKING QUESTIONS**

### AT THE MEETING

The Chair of the AGM will endeavour to address as many frequently raised and relevant questions and comments as possible. However, there may not be sufficient time available at the AGM to address all the questions and comments raised. Please note that individual responses will not be sent to Members.

The Auditor will be in attendance at the AGM.

### PRIOR TO THE MEETING

If you are calling in to the meeting and would like to ask a question, your question will need to be received in writing at the following address:

National Trust of Australia (Victoria) 6 Parliament Place East Melbourne, VIC, 3002

by 5:00 pm Thursday 11th November 2021, to be tabled at the meeting.

#### WELCOME 10. 66th ANNUAL GENERAL MEETING

- 2. WELCOME TO COUNTRY
  - APOLOGIES
- MINUTES 4.

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3

To receive and confirm the Minutes of the 64th Annual General Meeting held on 21st November 2020.

- 5. **BUSINESS ARISING**
- ELECTIONS TO NATIONAL TRUST OF AUSTRALIA 6 (VICTORIA) BOARD

To announce the 2021 elections to the Board.

7. CHAIRMAN'S REPORT

> To receive and consider the Chairman's Report for the year ended 30 June 2021.

8. ANNUAL REPORT

> To receive and consider the Annual Report incorporating the Financial Statements for the year ended 30 June 2021.

9. HONORARY MEMBER

> To consider, and if thought appropriate, pass a resolution that Vicki Shuttleworth and Pat Crosbie, being members of the National Trust of Australia (Victoria) who have rendered distinguished service, both be elected as an Honorary Member.

4.

To pass a resolution prescribing the time and place of the 66th Annual General Meeting.

### 11. OTHER BUSINESS

To transact any other business which may be dealt with at an ordinary general meeting.

## MEMBERS ARE NOTIFIED AS FOLLOWS

- No member shall be entitled to vote at any general meeting unless i. all subscriptions presently payable by him/her to the National Trust have been paid (Clause 5.14(c) of the Constitution).
- ii. Members may appoint a proxy, who need not be a member of the National Trust, to attend and vote at a meeting as provided in Section 5.16 of the Constitution. Proxy forms must be deposited at the registered office of the National Trust of Australia (Victoria), 6 Parliament Place. East Melbourne 3002, not less than 48 hours before the time of holding the meeting (by 11:00am Thursday 18 November 2021). The attached is the only such form that will be recognised at the Annual General Meeting. This form is available at the Trust's office.

Andrew Logie-Smith, Company Secretary 21 September 2021

Minutes of the 64th Annual General Meeting of the National Trust of Australia (Victoria) held virtually via an online platform hosted by Express Virtual Meetings, Saturday 21st November 2020 at 11:02am.

## NOTICE OF MEETING

## 1. Welcome

The Chairman, Ms Kristin Stegley OAM, welcomed Trust Members, Directors and Staff to the 64th Annual General Meeting of the National Trust of Australia (Victoria). She welcomed former Chairman and National Trust Patron, Mr Simon Molesworth AO QC, National Trust Company Secretary, Mr Andrew Logie-and RSM Auditors representative Mr Billy Chan.

The Chair welcomed Director, Mr Ian Hamm to perform the acknowledgment of Country. Mr Hamm, on behalf of all Members present, acknowledged their meeting the on the many lands of Victoria and New South Wales, acknowledged and paid respects to the traditional owners of those lands, and paid respect to their elders past, present and emerging.

The Chair confirmed a quorum was present and advised that she held 177 proxy votes which would be directed as indicated by Members. No other proxy votes were declared.

#### 2. Apologies

The Chair noted the following apologies would be recorded in the minutes: Ms Sunny Acreman, Mr Bruce Atkinson, Mr Stephen Shelmerdine, Ms Fran Henderson, Ms Narelle Thompson, Mr Robert Joy, Mrs Carol Joy, Mrs Jennifer Bantow, Mr Ian Morrison, Mr Ann Morrison, Ms Wendy Rowe, Ms Janet Hall, Ms Anne Miller, Ms Sandra Rees, Mr Wayne Vines, Ms Madeline Vines, Ms Melita Gannon, Ms Alison Pearson, Ms Fay Donely, Mrs Caroline Shepard, Mr Peter Shepard, Ms Josie Rizza, Ms Jan Bagley, Mr Bruce Herbes, Mr Nathan Black, Mr Steve Kepert, Ms Anne Kepert, Ms Janet Warracke, Ms Valerie White, Mr Malcom White, Ms Helen Curkpatrick, Mr Robert Green, Ms June Anton, Mr Byron Nichols, Ms Margaret Bland, Ms Lorelle Porter, Ms Val Crees, Mr Colin Crees, Mr Darryl Coote, Mr Anthony Preston, Ms Min Taggart, Ms Jenelle Blevins, Mr William Blevins, Ms Lillian Smith, Ms Sandra Khazam, Mr Richard Gerguson, Mr Neville Jarvis, Mrs Alexis Jarvis, Mr Victor Franco, Ms Carole Czermak, Ms Dorothy Simpson, Ms Vicki Shuttleworth, Mr Howard Brown, and Mrs Jennifer Brown.

#### 3. Minutes

The Chair invited amendments to the minutes of the 2019 AGM, and noted identified typographical errors, with no other amendments received.

Motion: That the membership, having noted the cited amendments, propose the Minutes of the 63rd Annual General Meeting held on 23rd November 2019 be adopted, and confirmed as an accurate record. Moved: Mr Graham Butler; Seconded: Director, Ms Christina Dvson. Carried.

#### 4. **Business** Arising

The Chair advised Members that there was no business arising from the 63rd Annual General Meeting.

The Chair invited Members to raise any further business, to which none was raised

#### 5. Elections to National Trust of Australia (Victoria) Board

The Chair informed the meeting that nominations had been sought for three positions on the Board of the National Trust of Australia (Victoria), with the number of nominations not exceeding the three vacancies. The Chair noted the successful re-election of Ms Christina Dyson, Mr Lachlan Molesworth, and herself, Ms Kristin Stegley OAM. The Chair congratulated the successful candidates and thanked all Directors for their dedication and contributions to the National Trust of Australia (Victoria) Board, especially in such a challenging year. Directors of the National Trust Board regard it an honor to serve the National Trust and represent its Membership.

## 6. Chairman's Report

The Chairman's report highlighted the work done over the last 12 months on meeting the organisational and strategic goals outlined in the 2018 - 2022 Strategic Plan, despite the many challenges arising for the Trust due to the COVID-19 pandemic. The Chair noted the environmental devastation of fires experienced across Victoria and beyond at the start of 2020, acknowledging the interconnected social, cultural, communal and environment factors that underpin our places of significance, and which bring our heritage into focus. People reminded of the places they care about.

The Chair noted the State's journey through the coronavirus pandemic, acknowledging that while the Trust, its Board and Staff faced unprecedented challenges, all remained committed to the Trust's core vision of supporting and educating the Australian community to value and enjoy the natural, cultural, built and Indigenous heritage of our national identity. We maintained a continued focus, showcasing the ability of advocacy and heritage to unite communities in times of hardship and crisis. The Chair thanked the Board for their dedication, hard work and commitment to scenario planning for the ever changing position the Trust faced during Victoria's passage in and out of lockdown.

The Chairman noted the financial strength of the organisation in the latter half of 2020, applauding the Trust's enduring commitment to securing its financial and long-term sustainability, finishing the year with a small cash surplus through increasing brand awareness, bold advocacy, diversifying its activation of properties, and through nurturing vital industry, philanthropic, and State and National Government partnerships. The Chair especially thanked the Membership for their generosity and for rallying to support of the Trust in a difficult year.

The Chair noted the organisation's resilience and ability to adapt to the necessary move to the digital space, the strengthening of offerings of the Trust's virtual tours and experiences, and its commitment to communicating with its Members.

The Chairman acknowledge that while covid impacted the Trust's ability to hold public events, work continued behind the scenes on a number of important upcoming milestones, including the Barwon Park 150th Anniversary, with a program of events to commemorate the occasion planned for 2021.

In conclusion, the Chairman thanked Board members for their enthusiasm and support throughout the year, and for their contributions to both the Board and relevant expert Committees. The Chairman thanked the CEO and Executive Management team, Staff, Branches and Volunteers for their hard work throughout the year.

## 7. Annual Report

CEO Mr Simon Ambrose provided an overview of the year as detailed within the Annual Report 2019 - 20, which highlighted the achievements of the Trust in accordance with the Strategic Plan. This included a focus on advocacy, commercial activity, robust financial activity, the diversity of our business, the strengthening of partnerships with stakeholders, philanthropic organisations, Trusts and Government, and an increasing emphasis on cultural engagement through education, Trust collections, the digital sphere and events.

The CEO acknowledged the work done by the Advocacy Team, an area highlighted as a key priority within the Strategic Plan 2018 - 2022, and noted their efforts in adding two new sites to the Victorian Heritage Register; Federation Square and Footscray Psychiatric Centre, and advised of the success of the inaugural National Trust Heritage Futures Forum at the Myer Mural Hall.

The CEO acknowledged the work done in the Assets and Conservation areas including the reconstruction of the Fernery's northern wall and restoration of the Lookout Tower at Rippon Lea, along with the \$1,000,000 State Government funded project (DELWP Living Heritage Grant) which saw comprehensive works undertaken to repair the roof, drainage and timberwork, and the renewal of finishes to various outbuildings at Como House and Gardens. The CEO noted the Trust's growing focus on its regional properties, including the completion of repairs to the Barwon Park shearing shed and repairs to the mansion roof (DELWP Living Heritage Grant).

The CEO reported on the work undertaken in Collections and Interpretation, including the installation of the Miss Fisher and the Crypt of Tears Exhibition at Rippon Lea Estate in partnership with Every Cloud Productions, and noted the Trust's move to a new collection management software system, Vernon Systems.

The CEO reported on the development and implementation of various online education initiatives and activities, noting the launch of the 'Discover Polly Woodside virtual resource' and the 'Rippon Lea Geography Virtual Fieldwork'.

The CEO noted that the Trust's Membership remains a primary focus. While the impacts of covid saw overall membership numbers decrease slightly from 16,663 to 15,586, the CEO advised that the Trust attracted a strong number of new members, welcoming an additional 2,904 over the past 12 months.

The CEO recognized the Trust's concentration on marketing, commercial activity and media coverage, with powerful community campaigns capturing and engaging new and existing audiences, such as the Victorian Tree of the Year competition, which generated a substantial amount of publicity, and earned a social media reach of over 80,000.

The CEO applauded the organisations response to COVID-19, including the implementation of new onsite working environments in compliance with government mandates and the development of a COVID-Safe Plan, which ensured that all staff, volunteers, contractors and patrons remain safe while visiting Trust sites.

The CEO acknowledged the Board and organisations careful management of finances in response to COVID-19, noting that while over 70% of the Trust's income is realised as a consequence of people interacting with its properties, which was significantly impacted due to COVID-19, nevertheless, due to a strong start to the financial year, the Trust achieved a consolidated profit of \$931,959. With total equity increasing from \$110.9m to \$111.86m.

In conclusion, the CEO thanked Trust staff, Branches, Volunteers, and the Membership for their great work, passion and commitment to the National Trust of Australia (Victoria).

#### 8. Honorary Members

The Chair advised that Mr Gerald Jenzen was nominated by the Board for election by the Membership as an Honorary Member.

The Chair welcomed Ms Dianne Gow to speak to the nomination of Mr Jenzen.

Ms Gow spoke to Mr Jenzen's long standing service to the Trust, from the time he was an inaugural member of the newly formed Ballarat Junior Group of the National Trust 1973, for which he also served as the group's President. Following this, Mr Jenzen became the President of the Ballarat Branch of the National Trust in 1977.

Ms Gow advised the Membership that more recently, Mr Jenzen has taken over as the primary overseer of the maintenance of the Hepburn Grave site, working with the Hepburn Shire to upgrade the access road, install a new culvert and create a car park.

*Motion*: That Mr Jenzen, being a member of the National Trust of Australia (Victoria), who has rendered distinguished service to the National Trust, be elected as an Honorary Member. Moved by majority as noted by the Chairman. All in favor. None against. Carried.

The Chair thanked Ms Gow for speaking in support of the nomination and invited Mr Jenzen to receive his Honorary Member certificate and gift. Mr Jenzen thanked the Board for the nomination and informed the meeting that it has been a privilege and an honour to serve the National Trust, its Board, Committees, Staff and Membership.

### 9. 65th Annual General Meeting

Motion: That the 2021, 65th Annual General Meeting of the National Trust of Australia (Victoria) be conducted at a time and place to be determined by the Board. Moved: Mr Kingsley Davis OAM; Seconded: Ms Adelle Howard. Carried.

### 10. Other Business

The Chairman invited questions and feedback from members. With no questions or matters raised by members, the Chair addressed the following.

• Thanked the membership for their ongoing support of the Trust throughout the challenging year that 2020 has been for all. The Chair thanked the Board, the CEO, Staff, Branches, Volunteers and Members for their dedication to the core values and business of the Trust, as we look forward to another successful year in 2021.

The meeting was closed at 12:04 pm and members were thanked for their attendance.

## PROXY FORM

## STEP 1: Appoint a Proxy to Vote on Your Behalf<sup>1</sup>

I/We (insert your name(s))
of
Membership Number:
being a financial member(s) of National Trust of Australia (Victoria) appoint
The Chairman of the Meeting
OR

### (Please note: leave this space blank if you have selected the Chairman of the meeting. Do not insert your own name)

or in the event that no individual is named, or that individual does not attend the meeting, the Chairman of the Meeting, as my proxy to act generally at the Annual General Meeting of National Trust of Australia (Victoria) to be held at on Saturday, 20 November 2021 at 11.00am (AEST) via the online platform Express Virtual Meetings, and at any adjournment of that meeting on my behalf and to vote in accordance with the following items of business (or as the proxy sees fit, if no directions have been given).

I/We acknowledge that the Chairman of the Meeting intends to vote all undirected and available proxies in favour of each resolution.

## STEP 2: Items of Business

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

	For	Against	Abstain
Resolution One: To elect Vicki Shuttleworth as an Honorary Member			
Resolution Two: To elect Pat Crosbie as an Honorary Member			
Resolution Three: To prescribe the time and place of the 66th Annual General Meeting			

DATED this	day of	2021
SIGNATURE(S) <sup>2</sup>		

#### NOTES

1. A Member, entitled to attend and vote at a meeting of Members, is entitled to appoint a proxy. A proxy need not be a Member of the National Trust.

- A Proxy form from a Household Membership is counted as two votes if the form is signed by both adult members. If the two members of the same household membership wish to direct their proxies separately a second form must be used. A second form can be obtained on application by calling (03) 9656 9830, or this form may be photocopied.
- 3. To be effective, proxy form(s) must be received no later than **11.00am** on **Thursday 18 November 2021** at the following address: National Trust of Australia (Victoria), 6 Parliament Place, East Melbourne, VIC, 3002; or sign and scan the form and forward to membership@nattrust.com.au