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PATRON: The Hon Margaret Reid AO

14 October 2021

Dear Members

2021 Annual General Meeting

I have pleasure in inviting you to the 46th Annual General Meeting (AGM) of the National Trust of Australia (ACT) to be held virtually via Zoom on Thursday, 11 November 2021 at 6pm. Details on how to join are included within this letter.

Members would be aware that a Revised Constitution was put to members at last year's AGM on 3 December 2020 and was approved at that meeting. However, due to a drafting error, there is a need to ask members to approve a change to the Revised Constitution so it can be lodged and become effective.

Meeting Papers

In order to reduce the amount of paper being distributed to members who do not have an email address, the Trust has decided that this year, copies of the Trust's Annual Report and certain other documents for the meeting can be found on the Trust's website at this location: <https://www.nationaltrust.org.au/event/annual-general-meeting-2021/>.

The documents include:

- A copy of this letter, the Notice of Meeting, and Proxy Form
- The Trust's 2021 Annual Report
- Agenda of the 2021 Annual General Meeting
- Minutes of the 2020 Annual General Meeting
- A copy of the Revised Constitution agreed to at the 2020 AGM.

Please contact the Trust Office if you have any issues accessing the documents online. The Trust's Office Manager can be contacted by email at

info@nationaltrustact.org.au or by phone on 02 6230 0533 (9:30am – 3pm, Tuesday to Thursday).

Virtual Meeting and How to Join

The Trust's Council was planning to hold this year's AGM in person. However, due to the uncertainty around the restrictions that would apply at the time and on consideration of other risk factors, Council decided that it was best to proceed with a virtual meeting.

For those of you familiar with the Zoom software, the details of the conference are:

Topic: NT(ACT) 2021 Annual General Meeting

Time: Nov 11, 2021 06:00 PM Canberra, Melbourne, Sydney

Join Zoom Meeting

<https://us06web.zoom.us/j/82698028476?pwd=SU4rMEtWdFZJVzUvaFQwYVplazZYUT09>

Meeting ID: 826 9802 8476

Passcode: 314813

Please write your legal name in the appropriate box during login so that your attendance can be accurately recorded. If you are an infrequent user of Zoom or have not used it before, please arrive well before the meeting commences so the Zoom software can be installed or updated if required.

For those members who are not familiar with Zoom, access to the conference requires a relatively modern personal computer, tablet or smartphone, with Internet connectivity and microphone and speakers. You can access the conference by either clicking the link above, or going to the Zoom home page www.zoom.us from within your web browser and entering the Meeting ID, Passcode and your legal name when prompted. First time use of the Zoom platform may require some software to be downloaded.

The Zoom conference will open at least 15 minutes prior to the start of the meeting so that any technical issues can be resolved prior to the meeting.

Details of the Updates to the Revised Constitution

The Revised Constitution approved by members at the 2020 Annual General Meeting is available on the Trust's website on the AGM page here:

<https://www.nationaltrust.org.au/event/annual-general-meeting-2021/> .

The Trust must lodge any constitution approved by members with the Australian Charities and not for Profits Commission (ACNC) in order to make the document

effective. In the process of lodging the Revised Constitution after the meeting, it was identified that one section of the constitution did not include necessary words in the constitution to maintain Deductible Gift Recipient (DGR) status. Consequently, the Trust did not lodge the document and continues to operate under the previous constitution last updated in 2008, which was confirmed by the ACNC.

Council considers that although the Trust is called out in legislation regarding its DGR status, it is prudent to maintain its constitution in line with other DGR holders should legislation change in future for whatever reason. The amendments proposed are words recommended by the ACNC and replace section 69 of the Revised Constitution.

The words in the Revised Constitution, section 69, as approved by members at last year's AGM are:

69. Distribution of surplus assets

- 69.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more charities:
- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause **Error! Reference source not found.**, and
 - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.
- 69.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.

It is proposed that at this year's AGM, the words above be removed from the Revised Constitution and be replaced with the following words:

69. Distribution of surplus assets

- 69.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** (including 'gift funds' defined in clause 69.4) that remain after the **company** is wound up must be distributed to one or more charities:
- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 6
 - (b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the **company**, and
 - (c) that is or are deductible gift recipients within the meaning of the *Income Tax Assessment Act 1997* (Cth).
- 69.2 The decision as to the charity or charities to be given the surplus assets must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.
- 69.3 If the **company's** deductible gift recipient endorsement is revoked (whether or not the **company** is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of 69.1(a), (b) and (c), as decided by the directors.
- 69.4 For the purpose of this clause:
- (a) 'gift funds' means:
 - (i) gifts of money or property for the principal purpose of the **company**

- (ii) contributions made in relation to a fund-raising event held for the principal purpose of the **company**; and
 - (iii) money received by the **company** because of such gifts and contributions.
- (b) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the *Income Tax Assessment Act 1997* (Cth).

The Trust seeks the approval of members to make this change to the Revised Constitution, and for the updated version of the Revised Constitution to be lodged with the ACNC to make it effective.

Acceptance of amendments to the Constitution requires the amendments to be circulated to members and accepted as a special resolution at a general meeting, in this case the AGM.


Proxies

If you are unable to attend the meeting and wish to appoint a proxy, please find a proxy form located on the last page of this documentation or on the Trust's website AGM page: <https://www.nationaltrust.org.au/event/annual-general-meeting-2021/>. Proxies can be submitted to the office up to two days prior to the meeting.

I look forward to meeting you during the AGM.

Please contact me on 0419 854 211 or president@nationaltrustact.org.au should you have any questions.

Yours sincerely



Gary Kent

President

National Trust of Australia (ACT)

ACN 008 531 182

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the National Trust of Australia (ACT) "the Trust", ACN 008 531 182, will be held at 6:00 pm on Thursday, 11 November 2020 via Zoom teleconferencing.

Topic: NT(ACT) 2021 Annual General Meeting

Time: Nov 11, 2021 06:00 PM Canberra, Melbourne, Sydney

Join Zoom Meeting

<https://us06web.zoom.us/j/82698028476?pwd=SU4rMEtWdFZJVzUvaFQwYVplazZYUT09>

Meeting ID: 826 9802 8476

Passcode: 314813

The agenda of the meeting is available on the Trust's 2021 AGM webpage at <https://www.nationaltrust.org.au/event/annual-general-meeting-2021/> . Please contact the Trust Office if there are any issues accessing the agenda online. The Trust's Office Manager can be contacted by email at info@nationaltrustact.org.au or by phone on 02 6230 0533 (9:30am – 3pm, Tuesday to Thursday).

By order of the Council.



Gary Watkins

Secretary.

14 October 2021



NATIONAL TRUST OF AUSTRALIA (A.C.T)

AGM 2021

PROXY FORM

I (name) _____

Of (address) _____

being a member of the National Trust of Australia (ACT) hereby appoint the Chair as my proxy to vote for me and on my behalf at the annual general meeting of the National Trust of Australia (A.C.T.) to be held on the 11th day of November 2021 and at any adjournment thereof.

Signature: _____

Date Signed: / / 2021

To: National Trust of Australia (ACT)
 PO Box 1144, CIVIC SQUARE ACT 2608

Or
 Email: info@nationaltrustact.org.au