



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

Notice of Annual General Meeting

Notice is hereby given that the 66th Annual General Meeting of the National Trust of Australia (Victoria) will be held on Saturday, 19 November 2022 at 11.00am, at NTAV property Barwon Park, 105 Inverleigh Road, Winchelsea VIC 3241, for the purpose of transacting the following business.

Members please note that marked-up copies of the NTAV constitution are available from the company secretary (telephone 03 9656 9808) and are also available on the NTAV website: nationaltrust.org.au/vic

1. WELCOME
2. ACKNOWLEDGEMENT OF COUNTRY
3. APOLOGIES
4. MINUTES
To receive and confirm the Minutes of the 65th Annual General Meeting held on 20th November 2021.
5. BUSINESS ARISING
6. APPOINTMENTS TO NATIONAL TRUST OF AUSTRALIA (VICTORIA) BOARD
To announce the 2022 appointments to the Board.
7. CHAIRMAN'S REPORT
To receive and consider the Chairman's Report for the year ended 30 June 2022.
8. ANNUAL REPORT
To receive and consider the Annual Report incorporating the Financial Statements for the year ended 30 June 2022.
9. RESOLUTION ONE: HONORARY MEMBER
To consider, and if thought appropriate, pass a resolution that Judith Walsh, being a member of the National Trust of Australia (Victoria) who has rendered distinguished service, be elected as an Honorary Member.
10. RESOLUTION TWO: VARIATION OF THE CONSTITUTION OF NATIONAL TRUST OF AUSTRALIA (VICTORIA) (CLAUSE 6)
To consider and, if thought fit, to pass the following as a special resolution of Members:

That in accordance with clause 2.8 of the Constitution, and for all other purposes, the Constitution of the National Trust of Australia (Victoria) is amended by replacing clause 6 of the Constitution with clause 6 as contained in the Schedule 2 of the Explanatory Memorandum attached to the Notice of Meeting.

11. RESOLUTION THREE: 67th ANNUAL GENERAL MEETING
To pass a resolution prescribing the time and place of the 67th Annual General Meeting.
12. OTHER BUSINESS
To transact any other business which may be dealt with at an ordinary general meeting.

MEMBERS ARE NOTIFIED AS FOLLOWS

- 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. 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, 17 November 2022). 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.

*Dr Elizabeth Lanyon, Company Secretary
21 September 2022*

Minutes of the 65th Annual General Meeting of the National Trust of Australia (Victoria) held virtually via an online platform hosted by *Express Virtual Meetings*, Saturday 20th November 2021 at 11:02am.

NOTICE OF MEETING

1. Welcome

The Chairman, Ms Kristin Stegley OAM, welcomed Trust Members, Directors and Staff to the 65th Annual General Meeting of the National Trust of Australia (Victoria). The Chair welcomed former Chairman and National Trust Patron, Mr Simon Molesworth AO QC, National Trust Company Secretary, Mr Andrew Logie-Smith 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 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 196 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 Pat Crosbie, Ms Sunny Acreman, Mrs Fiona Crosby, Ms Carol Hughes, Mrs Mary Drost, Mrs Brenda Bidgood, Ms Margeret Harris, Mrs Lynette Dawe, Mr John & Mrs Jennifer Dewhurst, Mr John & Mrs Barbara Pontefract, Mr Jason Ronald OAM & Mr Mark Plaisted, Ms Dianne Firth, Mr P. Anthony Preston, Mr Geoff Winkler, Dr Merrole Cole-Sinclair, Mr Geoffrey Wratten, Mrs & Mr William Blevins, Mr Simon & Mrs Diane Robbins, Dr Philip Rayment, Ms Dianne Firth, Ms Jan Warracke, Mrs Lillian Smith, Mrs Dianne Weidner AM, Mr John & Mrs Margaret Davies and Mrs Janet & Mr Alan Bell.

3. Minutes

The Chair invited amendments to the minutes of the 2020 AGM, with no amendments received.

Motion: That the membership propose the Minutes of the 64th Annual General Meeting held on 21st November 2020 be adopted and confirmed as an accurate record. *Moved:* Mr Garry Vistarini; *Seconded:* Ms Margaret Birtley. *Carried.*

4. Business Arising

The Chair advised members that there was no business arising from the 64th Annual General Meeting.

The Chair invited members to raise any further business; none was raised.

5. Appointments to the National Trust of Australia (Victoria) Board

The Chair informed the meeting that nominations had been sought for four positions on the Board of the National Trust of Australia (Victoria), with the number of nominations not exceeding the four vacancies. The Chair noted the successful re-election of Dr Jacky Healy, Mr Jock Murphy and Mr Peter Lamell. The Chair noted the appointment of a new Director, Mrs Ruth Oakley, with an extensive background in the arts and cultural sector, specializing in heritage and community engagement. The Chair noted the retirement of Director

Dr Christina Dyson, who was a Director from 2015, serving with great distinction, bringing a wealth of knowledge and experience to the Trust. The Chair thanked her for her contributions.

The Chair congratulated the successful candidates and thanked all Directors for their dedication to the National Trust of Australia (Victoria) Board, especially throughout another challenging year. Directors of the National Trust Board regard it an honour 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, throughout a challenging yet successful year.

The Chair acknowledged the ongoing lockdown endured by Victorians and the closure of most National Trust properties and sites. Noting this, the Chair recognized the importance of open spaces for health and wellbeing, with National Trust properties providing havens for the Victorian public during these times, including Rippon Lea and Como. The Chair spoke to the interconnectedness of our lives and the environment, acknowledging the interconnected social, cultural, communal and environmental factors that underpin our history and places of significance, and which are integral to our personal and cultural identities.

The Chair spoke of the State's journey through the coronavirus pandemic, acknowledging the resilience, perseverance and careful management of the Trust Board, Executive, and Management team. All remained committed to the Trust's core vision of supporting and educating the Australian community to value, enjoy and advocate for the natural, cultural, built and Indigenous heritage of our national identity. An example of this advocacy and stewardship can be seen in the launch of the Como Reimagined Campaign, which built on the \$1m grant from the State government, raising funds and awareness for the conservation and restoration of Como, preparing the legacy of Como to meet the needs of the future.

The Chair spoke about the important conservation work of the Trust, detailing the innovative venture CostumeLab at Labassa. The Chairman noted the program of events underway and continuing into 2022 to celebrate the 150th Anniversary of Barwon Park. The Chair spoke to the Trust's new ways of delivering heritage experiences and engagement, noting the Vault shop in the historic Block Arcade, and the groundbreaking Pentridge Gaol partnership. The Chair paid tribute to the support of the Trust's Membership and Donors, whose generosity of spirit shone through, along with all the Trust's philanthropic and government partners.

In conclusion, the Chairman thanked Board members for their hard work and tireless commitment to scenario planning to steer the Trust through a difficult yet rewarding year. The Chairman thanked the CEO and Executive Management team, Staff, Branches and Volunteers for their dedication and support throughout the year.

7. Annual Report

CEO Mr Simon Ambrose provided an overview of the year as detailed within the Annual Report 2020 - 2021, which highlighted the achievements of the Trust in accordance with the Strategic Plan. This included the Trust's response to COVID-19, 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 launching the Trust’s inaugural Climate Action Plan, and the launch of the WWII at Home platform, developed in partnership with the Centre for Architecture Victoria and Open House Melbourne.

The CEO acknowledged the work done in the Assets and Conservation areas including Como House, which saw the DELWP Living Heritage Grant fund conservation works such as slate roof repairs, guttering and downpipe replacement, paint removal to outbuildings and render repairs. The CEO noted the Trust’s ongoing focus on its regional properties, including the completion of repairs to the Barwon Park roof and the ongoing asbestos removal and conservation of the Shearers Quarter at Mooramong.

The CEO reported on the work undertaken in Collections, Cultural projects and Education, including the installation of the Bending the Bars exhibit at the Old Melbourne Gaol, and noted the Trust’s successful transferal of 25,567 object records to our collection management software system, Vernon Systems. The CEO also reported on the development and implementation of various online education initiatives and activities.

The CEO noted that the Trust’s Membership remains a primary focus. While the impacts of COVID-19 saw overall membership numbers decrease slightly from 15,586 to 14,278, the CEO advised that the Trust attracted a strong number of new members, welcoming an additional 2,328 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.

The CEO applauded the organisation’s 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 organisation’s 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 and considerable support for our people from the Federal and State Governments, the Trust realised a modest result of \$2.985m which includes a non-monetary bequest of \$2.7m.

In conclusion, the CEO thanked National 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 both Ms Vicki Shuttleworth and Ms Pat Crosbie were nominated by the Board for election by the Membership as Honorary Members.

The Chair welcomed Mr Andrew Dixon to speak to the nomination of Ms Shuttleworth.

Mr Dixon spoke about Ms Shuttleworth’s long-standing service to the Trust, Labassa, and the Friends of Labassa. Mr Dixon spoke of her dedication and achievements, noting that she has continued to be a true champion of Labassa, social history and the Trust during her many years of service.

Motion: That Ms Vicky Shuttleworth, 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 Mr Andrew Dixon, seconded by Mr Jock Murphy. Carried by a majority as noted by the Chairman.*

The Chair thanked Mr Dixon for speaking in support of the nomination and invited Ms Shuttleworth to speak to her successful nomination. Ms Shuttleworth sincerely thanked the Board for the nomination, advising the membership that the honour of the award belongs equally to the Friends of Labassa Group, and informed the meeting that it has been a privilege and joy to serve the National Trust, its Board, Labassa and the Friends of Labassa.

The Chair welcomed Ms Pat Collins to speak to the nomination of Ms Pat Crosbie.

Ms Collins spoke about Ms Crosbie’s long-standing service to the Trust and Barwon Park and the Barwon Park Promoters.

Motion: That Ms Pat Crosbie, being an individual who has rendered distinguished service to the National Trust, be elected as an Honorary Member. *Moved by Ms Pat Collins, seconded by Dr Jacky Healy. Carried by a majority as noted by the Chairman.*

The Chair thanked Ms Collins for speaking in support of the nomination and invited Ms Crosbie to speak to her successful nomination. Ms Crosbie thanked the Board and Ms Collins for the nomination, advising that it has been a privilege to serve the National Trust, its Board, Barwon Park and the Barwon Park Promoters.

9. 66th Annual General Meeting

Motion: That the 2022 66th 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 David Gibb; Seconded: Ms Ro Saxon. Carried.*

10. Other Business

The Chairman invited questions and feedback from members.

- Mr Kingsley Davis OAM spoke in support of Ms Shuttleworth’s successful nomination as an Honorary Member and congratulated her on the achievement. Mr Davis OAM paid homage to the Patron’s message written by Mr Simon Molesworth AO QC in the 2020-21 Annual Report, while also thanking and congratulating the Chairman, Board and CEO on another successful year.
- Mrs Ruth Oakley, Director, thanked the membership, Chair and Board for supporting her nomination, and advised that she was excited to start her new role. Mrs Oakley thanked and acknowledged the Chairman, CEO and current Board of Directors for leading the Trust through another tumultuous year, noting the resilience and integrity of the Board and Executive in their leadership.

With no further 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 2021 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 2022.

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

1.1 Background

This explanatory memorandum has been prepared for Members of the National Trust of Australia (Victoria) (**National Trust**) in relation to the proposed resolution to amend clause 6 of the Constitution of the National Trust (**Constitution**).

This explanatory memorandum serves to provide information which the Directors of the National Trust (**Directors**) believe to be material to Members in deciding whether or not to pass the resolution.

The amendments are proposed with the aim of aligning the rules surrounding the appointment and tenure of Directors with modern governance standards. The Board further intends that the proposed substantive amendments will enable the Board to be periodically refreshed. The amendments also provide the opportunity to improve the clarity and readability of the Constitution, noting that some current Clauses are unclear and allow for ambiguous interpretation.

Schedule 1 to this explanatory memorandum sets out the proposed amendments to clause 6 of the Constitution - proposed additions to clause 6 are highlighted in the colour yellow and proposed deletions are shown as a black strike through line.

Schedule 2 to this explanatory memorandum sets out clause 6 as proposed by the amendments without additions and deletions marked.

1.2 Summary of proposed key changes to clause 6

(a) Number of Directors

Under the current Constitution, the Board is composed of a maximum of twelve Directors and minimum of nine Directors. Members may elect up to nine Directors and the Board may appoint up to three Directors. An additional director may be appointed for one year.

The Board is proposing to reduce the maximum number of Directors to ten and the minimum to six, whilst preserving the safety net clause which enables appointment of an additional director for one year.

A smaller Board is likely to facilitate more effective functioning of both the Board and, consequently, the National Trust. A reduction in the size of the Board will encourage and enable full participation by all Directors on key issues.

The Board is proposing that it be able to appoint up to four Directors, rather than three Directors. This is intended to increase the skills base of the Board. The Board will ensure that it represents a sufficient range of skills, competencies and experiences to best serve the interests of the National Trust. Importantly, Members will continue to elect the majority of Directors.

(b) Tenure of Directors

It is widely accepted that, in order to promote the revitalisation of the Board over time, Directors should not remain on the Board for an indefinite period.

Currently, there is no limit on the number of terms or years a Director may serve.

The Board is proposing a limit on the tenure of Directors, being a period of nine consecutive years in office. This length of tenure is a commonly accepted practice from a good governance perspective. It ensures that the Board will be periodically refreshed and more capable of responding to the changing needs and interests of the National Trust. This amendment is intended to foster a greater culture of Board refreshment within the National Trust and to encourage Directors to critically evaluate their ongoing contribution to the Board. A Director who has served nine consecutive years in office will be eligible for reappointment following a three year absence from the Board.

There is also a degree of flexibility in the proposed amendment to the Constitution for a person to serve longer than the 9 year period if so appointed by the Board, subject to a maximum tenure of 12 successive years in office. Such discretion may be utilised by the Board when the particular skills and experience of a long serving Director continue to be required by the National Trust.

The Board considers that these amendments will facilitate continuity of the knowledge and experience of the current Directors whilst still promoting the refreshment and renewal of the Board.

(c) Vacancy

The Board is proposing to update the circumstances in which the office of Director becomes vacant. The Board seeks to modernise the drafting of the current Clause 6.5, accommodate the changed composition of the Board, and correct an inconsistency with the *Corporations Act 2001 (Cth)* (the **Corporations Act**). Events of vacancy which are contained in the Corporations Act, such as death and bankruptcy, have not been reiterated in the Constitution to date.

Section 203D of the *Corporations Act* provides for the members of a public company to remove a director by ordinary resolution, notwithstanding anything in the company Constitution. The current Clause 6.5(b) which states that a Director can only be removed by a special resolution of Members will not be effective and has therefore been updated to refer to an ordinary resolution.

SCHEDULE 1 - Proposed amendment to Clause 6 of Constitution (Resolution 2)

This Schedule 1 to this explanatory memorandum sets out the proposed amendments to clause 6 of the Constitution - proposed additions to clause 6 are highlighted in the colour yellow and proposed deletions are shown as a black strike through line.

6.1 Number of Directors

- (a) Subject to Clause 6.1(b), the National Trust must have not less than 9 ~~ten~~ **six**, and not more than ~~42~~ **ten** Directors. For the avoidance of doubt, Alternate Directors are not counted when determining the number of Directors.
- (b) Notwithstanding the maximum of ~~42~~ **ten** Directors specified under Clause 6.1(a), an additional Director may be appointed under Clause 6.3(b)(ii).
- (c) At any time the National Trust may not have more than ~~9~~ **seven** Directors appointed by Members under Clause 6.3(a).
- (d) **At all times, the majority of Directors must be appointed by Members. For instance, where there are six or seven Directors, at least four must be appointed by Members, or where there are eight or nine Directors, at least five must be appointed by Members. Subject to Clause 6.1(a), the National Trust in general meeting may:**
 - ~~(i) Increase or reduce the number of Directors; and~~
May determine the order of rotation the increased or reduced number of directors is to vacate office.
- ~~(e)~~ **(e) The National Trust in general meeting may increase or reduce the number of Directors.**
- ~~(e)~~ **(f)** If the number of Directors is below the minimum fixed by this Constitution, the Directors must not act except in an emergency, to appoint one or more directors in order to make up a quorum for a meeting of Directors, or to call and arrange to hold a meeting of Members.

6.2 Qualification and nomination of Directors

- (a) To qualify as a Director, a person must be a Member and must not be an employee of the National Trust.
- (b) A person nominated to be a ~~director~~ **Director** by Members under a postal ballot (or other mode of ~~election~~ **appointment** prescribed under by-laws made under Clause 8.1(d)), including a retiring Director eligible for re-~~election~~ **appointment** under Clause ~~6.4(b), or~~ **6.4(b), or** 6.4(e), must be nominated by two Members.
- (c) For the nomination to be effective, the following information must reach the Secretary at least six weeks before the annual general meeting:
 - (i) written notification of the name of the nominee and the names of the nominee's nominators; and
 - (ii) written consent of the nominee or such other evidence of consent as may be accepted by the Secretary.

6.3 Appointment of Directors

- (a) Subject to Clause ~~6.3(d)~~ **6.3(e)**, the appointment of Directors by Members is conducted by postal ballot or such other mode of ~~election~~ **appointment** as may be set out in the by-laws made under Clause 8.1(d).
- (b) Subject to Clause 6.2(a), the Directors may at any time:
 - (i) appoint a person as a Director to fill a casual vacancy who shall **hold such position until the next annual general meeting at which time they must** retire from office at the same time as if they had become a Director on the day on which the Director they are replacing was last appointed as a Director;
 - (ii) appoint a person as an additional Director who shall retire from office at the next annual general meeting;

- (iii) appoint up to ~~three~~ **four** persons as Directors who shall hold office until the conclusion of the third annual general meeting following their appointment or such shorter period as agreed at the time of their appointment.
- (c) ~~Appointment~~ **The appointments** of Directors under Clause 6.3(b)(iii) are to be made:
 - (i) based on the ability of the appointees to contribute to the National Trust's Objects and to represent Members; and
 - (ii) having regard to the skills and experience determined by the Board.
- ~~(d)~~ **(d) Subject to Clause 6.1(d), the Board must not appoint more Directors than are appointed by Members.**
- ~~(d)~~
 - ~~(i) Where the National Trust has removed a Director under Clause 6.5(b), the National Trust may by ordinary resolution at the general meeting at which the Director was removed appoint another person in place of that Director;~~
 - ~~(ii) A person nominated to replace a Director removed under Clause 6.5(b) must be nominated by two Members; and~~
 - ~~(iii) For the nomination to be effective, the following information must reach the Secretary at least six weeks before the general meeting:
 - ~~(A) written notification of the name of the nominee and the names of the nominee's nominators; and~~
 - ~~(B) written consent of the nominee or such other evidence of consent as may be accepted by the Secretary.~~~~
- ~~(e)~~ **(e) Where the National Trust has removed a Director under Clause 6.6(b), the National Trust may by ordinary resolution at the general meeting at which the Director was removed appoint another person in place of that Director provided that person has been nominated by two Members, such nomination being effective if the following information has reached the Secretary at least six weeks before the general meeting:**
 - ~~(i) written notification of the name of the nominee and the names of the nominee's nominators; and~~
 - ~~(ii) written consent of the nominee or such other evidence of consent as may be accepted by the Secretary.~~
- ~~(d) Directors appointed under Clause 6.3(b)(iii) can be re-appointed under Clause 6.3(b)(iii) at the conclusion of the third annual general meeting following their appointment by the Directors under Clause 6.3(b)(iii).~~
- ~~(e) For the purposes of Clauses 6.3(e) and 6.4(e), Directors appointed under Clause 49(a) of the Articles of Association of the National Trust, are for the purposes of this Constitution, to be treated as if they were appointed under Clause 6.3(b)(iii) of the Constitution.~~

6.4 Term of Appointment

- ~~(a)~~ **(a) Each Director appointed pursuant to clause 6.3(a) shall hold office for a term of three years (excluding any term of office held in filling a casual vacancy) after which time they must retire. The expiration of the three year term is deemed to occur at the conclusion of the third annual general meeting following the appointment of that Director, at which time he or she must retire from office.**
- ~~(b)~~ **(b) A retiring Director is eligible for reappointment, provided that the Director has not been appointed for more than nine continuous years as a Director of the Board.**

- (c) Notwithstanding clause 6.4(b), the Board may reappoint a retiring Director who:
- (i) has been appointed for nine continuous years in office; or
 - (ii) will have been appointed for more than nine continuous years in office if reappointed for a further term,
- for a further term of up to three years, subject to a maximum continuous period of 12 years in office.
- (d) Notwithstanding clause 6.4(b), a Director who has retired from the Board after an appointed term of nine or more consecutive years is eligible to be reappointed to the Board after a period of absence from the Board of at least three years.

6.4 6.5 Rotation of Directors office

- (a) At each annual general meeting one-third of the Directors of the Board shall retire from office. If the number of Directors on the Board at the time of the annual general meeting is not a multiple of three, then the number of Directors nearest one-third shall retire from office.
- (b) Subject to Clause 6.4(d)(iii) 6.1(e), the Directors to retire in every year shall be those who have been longest in office since their last election appointment. Where persons became Directors on the same day, those to retire shall be determined by lot unless the Directors otherwise agree among themselves.
- (c) Directors appointed or reappointed under Clause 6.3(b)(iii) are not subject to rotation under Clause 6.4 6.5 until the conclusion of the third annual general meeting following their appointment.
- (d) A determination under Clauses 6.4(a) 6.5(a) and 6.4(b) 6.5(b) shall be made not less than six weeks prior to the annual general meeting.
- (e) A Subject to Clause 6.4(b), a retiring Director is eligible for re-election appointment at any time.
- (f) The National Trust at the annual general meeting at which a Director retires in accordance with Clause 6.4 6.5, may fill the vacated office by electing a person nominated as a Director under Clause 6.2. Where this does not occur, the retiring Director shall be deemed to have been re-elected appointed unless at such meeting it is resolved not to fill the vacated office.

6.5 6.6 Vacation of office

- (a) A Director may resign from office by giving the National Trust notice in writing.
- (b) Subject to the Corporations Act, the National Trust may by special ordinary resolution passed at a general meeting remove any Director.
- (c) Director ceases to be a Director if In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act or other provisions of this Constitution, the office of a Director is vacated automatically if the Director:
 - (i) the Director ceases to be a Member;
 - (ii) the Director becomes of unsound mind mentally incapable or a person whose property the Director's estate is liable to be dealt with in any way under a law about mental health;
 - (iii) the Director is absent without the consent of the Directors, which shall not be unreasonably withheld, from all meetings of the Directors held during a period of six months; or

- (iv) the Director resigns or is removed under this Constitution;
- (v) the Director becomes an insolvent under administration;
- (vi) the Director holds an office or place of profit in the National Trust (including being an employee of the National Trust).
- (vii) the Corporations Act so provides.

6.6 6.7 Alternate Directors

- (a) Subject to the approval of a majority of the other Directors, a Director may appoint a person as an alternate director of that Director for any period provided the person:
 - (i) is a Member and is not an employee of the National Trust; and
 - (ii) is not an Alternate Director for any other Director.
- (b) The appointing Director may terminate the appointment of his or her Alternate Director at any time.
- (c) A notice of appointment, or termination of appointment, of an Alternate Director is effective only if:
 - (i) the notice is in writing;
 - (ii) the notice is signed by the Director who appointed that Alternate Director; and
 - (iii) the Secretary is given a copy of the notice.
- (d) Subject to this Constitution and the Corporations Act, an Alternate Director may:
 - (i) attend, count in the quorum of, speak at, and vote at a meeting of Directors in place of his or her appointing Director if that Director is not present at a meeting; and
 - (ii) exercise any other powers (except the power under Clause 6.6(a) 6.7(a)) that his or her appointing Director may exercise.
- (e) An Alternate Director cannot exercise any powers of his or her appointing Director if that appointing Director ceases to be a Director.
- (f) A person does not cease to be a Director under Clause 6.6(e) 6.7(e) if that person retires as a Director at a meeting of Members and is re-elected as a Director at that meeting.
- (g) Subject to Clause 6.7(b) 6.8(b) the National Trust is not required to pay any remuneration to an Alternate Director.
- (h) An Alternate Director is an officer of the National Trust and not an agent of his or her appointing Director.

6.7 6.8 Remuneration of Directors

- (a) Subject to Clause 6.7(d) 6.8(d) the National Trust must not pay any fees to a Director (including any Alternate Directors) for performing that person's duties and responsibilities as a Director.
- (b) The National Trust may pay all reasonable travelling, accommodation and other expenses that a Director or Alternate Director properly incurs:
 - (i) in attending meetings of Directors or any meetings of committees of Directors;
 - (ii) in attending any meetings of Members; and

- (iii) in connection with the business of the National Trust.
- (c) Subject to the *Corporations Act*, no Director may participate in any fund, trust or scheme for the benefit of:
 - (i) past or present employees or Directors of the National Trust or a Related company of the National Trust; or
 - (ii) the dependants of, or persons connected with, any person referred to in Clause ~~6.7(e)(i)~~ 6.8(c)(i).
- (d) Subject to the *Corporations Act*, the Directors may give, or agree to give, a person a benefit by way of remuneration in connection with that person's, or someone else's, retirement from a board or managerial office in the National Trust or a Related company of the National Trust.
- (e) The value of the remuneration provided under Clause ~~6.7(d)~~ 6.8(d) shall not exceed the sum of \$500 without the prior approval of the Members.

6.8 6.9 Interests of Directors

- (a) A Director:
 - (i) in the National Trust, shall not hold an office or place of profit;
 - (ii) may hold an office or otherwise be interested in any Related company of the National Trust or other company in which the National Trust is interested; or
 - (iii) may act, or the Director's firm may act, in any professional capacity for the National Trust (except as auditor) or any Related company of the National Trust or other company in which the National Trust is interested,

and retain the benefits of doing so if the Director discloses in accordance with the *Corporations Act* the interest giving rise to those benefits.
- (b) If a Director discloses the interest of the Director in accordance with the *Corporations Act*:
 - (i) the Director may contract or make an arrangement with the National Trust, or a Related company of the National Trust or a company in which the National Trust is interested, in any matter in any capacity;
 - (ii) the Director may, subject to the *Corporations Act*, be counted in a quorum for a meeting of Directors considering the contract or arrangement;
 - (iii) the Director may on behalf of the National Trust, sign or witness the affixing of the common seal of the National Trust to, any document in respect of the contract or arrangement;
 - (iv) the Director may retain the benefits under the contract or arrangement; and
 - (v) the National Trust cannot avoid the contract or arrangement merely because of the existence of the Director's interest.
- (c) Notwithstanding disclosure by a Director under Clause ~~6.8(b)~~ 6.9(b) the Director may not vote on whether the National Trust enters into the contract or arrangement, nor on any matter that relates to the contract or arrangement so disclosed.

SCHEDULE 2 - Proposed amendment to Clause 6 of Constitution (Resolution 2)

Schedule 2 to this explanatory memorandum sets out clause 6 as proposed by the amendments without additions and deletions marked.

6.1 Number of Directors

- (a) Subject to Clause 6.1(b), the National Trust must have not less than six, and not more than ten Directors. For the avoidance of doubt, Alternate Directors are not counted when determining the number of Directors.
- (b) Notwithstanding the maximum of 10 Directors specified under Clause 6.1(a), an additional Director may be appointed under Clause 6.3(b)(ii).
- (c) At any time the National Trust may not have more than seven Directors appointed by Members under Clause 6.3(a).
- (d) At all times, the majority of Directors must be appointed by Members. For instance, where there are six or seven Directors, at least four must be appointed by Members, or where there are eight or nine Directors, at least five must be appointed by Members.
- (e) The National Trust in general meeting may increase or reduce the number of Directors.
- (f) If the number of Directors is below the minimum fixed by this Constitution, the Directors must not act except in an emergency, to appoint one or more directors in order to make up a quorum for a meeting of Directors, or to call and arrange to hold a meeting of Members.

6.2 Qualification and nomination of Directors

- (a) To qualify as a Director, a person must be a Member and must not be an employee of the National Trust.
- (b) A person nominated to be a Director by Members under a postal ballot (or other mode of appointment prescribed under by-laws made under Clause 8.1(d)), including a retiring Director eligible for re-appointment under Clause 6.4(b), or 6.4(e), must be nominated by two Members.
- (c) For the nomination to be effective, the following information must reach the Secretary at least six weeks before the annual general meeting:
 - (i) written notification of the name of the nominee and the names of the nominee's nominators; and
 - (ii) written consent of the nominee or such other evidence of consent as may be accepted by the Secretary.

6.3 Appointment of Directors

- (a) Subject to Clause 6.3(e), the appointment of Directors by Members is conducted by postal ballot or such other mode of appointment as may be set out in the by-laws made under Clause 8.1(d).
- (b) Subject to Clause 6.2(a), the Directors may at any time:
 - (i) appoint a person as a Director to fill a casual vacancy who shall hold such position until the next annual general meeting at which time they must retire from office at the same time as if they had become a Director on the day on which the Director they are replacing was last appointed as a Director;
 - (ii) appoint a person as an additional Director who shall retire from office at the next annual general meeting;
 - (iii) appoint up to four persons as Directors who shall hold office until the conclusion of the third annual general meeting following their appointment or such shorter period as agreed at the time of their appointment.
- (c) The appointments of Directors under Clause 6.3(b)(iii) are to be made:

- (i) based on the ability of the appointees to contribute to the National Trust's Objects and to represent Members; and
 - (ii) having regard to the skills and experience determined by the Board.
- (d) Subject to Clause 6.1(d), the Board must not appoint more Directors than are appointed by Members.
- (e) Where the National Trust has removed a Director under Clause 6.6(b), the National Trust may by ordinary resolution at the general meeting at which the Director was removed appoint another person in place of that Director, provided that person has been nominated by two Members, such nomination being effective if the following information has reached the Secretary at least six weeks before the general meeting:
- (i) written notification of the name of the nominee and the names of the nominee's nominators; and
 - (ii) written consent of the nominee or such other evidence of consent as may be accepted by the Secretary.

6.4 Term of Appointment

- (a) Each Director appointed pursuant to clause 6.3(a) shall hold office for a term of three years (excluding any term of office held in filling a casual vacancy) after which time they must retire. The expiration of the three year term is deemed to occur at the conclusion of the third annual general meeting following the appointment of that Director, at which time he or she must retire from office.
- (b) A retiring Director is eligible for reappointment, provided that the Director has not been appointed for more than nine continuous years as a Director of the Board.
- (c) Notwithstanding clause 6.4(b), the Board may reappoint a retiring Director who:
- (i) has been appointed for nine continuous years in office; or
 - (ii) will have been appointed for more than nine continuous years in office if reappointed for a further term,
- for a further term of up to three years, subject to a maximum continuous period of 12 years in office.
- (d) Notwithstanding clause 6.4(b), a Director who has retired from the Board after an appointed term of nine or more consecutive years is eligible to be reappointed to the Board after a period of absence from the Board of at least three years.

6.5 Rotation of office

- (a) At each annual general meeting one-third of the Directors of the Board shall retire from office. If the number of Directors on the Board at the time of the annual general meeting is not a multiple of three, then the number of Directors nearest one-third shall retire from office.
- (b) Subject to Clause 6.1(e), the Directors to retire in every year shall be those who have been longest in office since their last appointment. Where persons became Directors on the same day, those to retire shall be determined by lot unless the Directors otherwise agree among themselves.
- (c) Directors appointed or reappointed under Clause 6.3(b)(iii) are not subject to rotation under Clause 6.5 until the conclusion of the third annual general meeting following their appointment.
- (d) A determination under Clauses 6.5(a) and 6.5(b) shall be made not less than six weeks prior to the annual general meeting.

- (e) Subject to Clause 6.4(b), a retiring Director is eligible for re-appointment at any time.
- (f) The National Trust at the annual general meeting at which a Director retires in accordance with Clause 6.5, may fill the vacated office by electing a person nominated as a Director under Clause 6.2. Where this does not occur, the retiring Director shall be deemed to have been re-appointed unless at such meeting it is resolved not to fill the vacated office.

6.6 Vacation of office

- (a) A Director may resign from office by giving the National Trust notice in writing.
- (b) Subject to the Corporations Act, the National Trust may by ordinary resolution passed at a general meeting remove any Director.
- (c) In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act or other provisions of this Constitution, the office of a Director is vacated automatically if the Director:
- (i) ceases to be a Member;
 - (ii) becomes mentally incapable or the Director's estate is liable to be dealt with in any way under a law about mental health;
 - (iii) is absent without the consent of the Directors, which shall not be unreasonably withheld, from all meetings of the Directors held during a period of six months;
 - (iv) resigns or is removed under this Constitution;
 - (v) becomes an insolvent under administration;
 - (vi) holds an office or place of profit in the National Trust (including being an employee of the National Trust).

6.7 Alternate Directors

- (a) Subject to the approval of a majority of the other Directors, a Director may appoint a person as an alternate director of that Director for any period provided the person:
- (i) is a Member and is not an employee of the National Trust; and
 - (ii) is not an Alternate Director for any other Director.
- (b) The appointing Director may terminate the appointment of his or her Alternate Director at any time.
- (c) A notice of appointment, or termination of appointment, of an Alternate Director is effective only if:
- (i) the notice is in writing;
 - (ii) the notice is signed by the Director who appointed that Alternate Director; and
 - (iii) the Secretary is given a copy of the notice.
- (d) Subject to this Constitution and the *Corporations Act*, an Alternate Director may:
- (i) attend, count in the quorum of, speak at, and vote at a meeting of Directors in place of his or her appointing Director if that Director is not present at a meeting; and
 - (ii) exercise any other powers (except the power under Clause 6.7(a)) that his or

her appointing Director may exercise.

- (e) An Alternate Director cannot exercise any powers of his or her appointing Director if that appointing Director ceases to be a Director.
- (f) A person does not cease to be a Director under Clause 6.7(e) if that person retires as a Director at a meeting of Members and is re-elected as a Director at that meeting.
- (g) Subject to Clause 6.8(b), the National Trust is not required to pay any remuneration to an Alternate Director.
- (h) An Alternate Director is an officer of the National Trust and not an agent of his or her appointing Director.

6.8 Remuneration of Directors

- (a) Subject to Clause 6.8(d), the National Trust must not pay any fees to a Director (including any Alternate Directors) for performing that person's duties and responsibilities as a Director.
- (b) The National Trust may pay all reasonable travelling, accommodation and other expenses that a Director or Alternate Director properly incurs:
 - (i) in attending meetings of Directors or any meetings of committees of Directors;
 - (ii) in attending any meetings of Members; and
 - (iii) in connection with the business of the National Trust.
- (c) Subject to the *Corporations Act*, no Director may participate in any fund, trust or scheme for the benefit of:
 - (i) past or present employees or Directors of the National Trust or a Related company of the National Trust; or
 - (ii) the dependants of, or persons connected with, any person referred to in Clause 6.8(c)(i).
- (d) Subject to the *Corporations Act*, the Directors may give, or agree to give, a person a benefit by way of remuneration in connection with that person's, or someone else's, retirement from a board or managerial office in the National Trust or a Related company of the National Trust.
- (e) The value of the remuneration provided under Clause 6.8(d) shall not exceed the sum of \$500 without the prior approval of the Members.

6.9 Interests of Directors

- (a) A Director:
 - (i) in the National Trust, shall not hold an office or place of profit;
 - (ii) may hold an office or otherwise be interested in any Related company of the National Trust or other company in which the National Trust is interested; or
 - (iii) may act, or the Director's firm may act, in any professional capacity for the National Trust (except as auditor) or any Related company of the National Trust or other company in which the National Trust is interested,and retain the benefits of doing so if the Director discloses in accordance with the *Corporations Act* the interest giving rise to those benefits.
- (b) If a Director discloses the interest of the Director in accordance with the *Corporations Act*:

- (i) the Director may contract or make an arrangement with the National Trust, or a Related company of the National Trust or a company in which the National Trust is interested, in any matter in any capacity;
 - (ii) the Director may, subject to the *Corporations Act*, be counted in a quorum for a meeting of Directors considering the contract or arrangement;
 - (iii) the Director may on behalf of the National Trust, sign or witness the affixing of the common seal of the National Trust to, any document in respect of the contract or arrangement;
 - (iv) the Director may retain the benefits under the contract or arrangement; and
 - (v) the National Trust cannot avoid the contract or arrangement merely because of the existence of the Director's interest.
- (c) Notwithstanding disclosure by a Director under Clause 6.9(b), the Director may not vote on whether the National Trust enters into the contract or arrangement, nor on any matter that relates to the contract or arrangement so disclosed.

PROXY FORM

STEP 1: Appoint a Proxy to Vote on Your Behalf ¹

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, 19 November 2022 at 11.00am (AEST) at National Trust property Barwon Park, 105 Inverleigh Road, Winchelsea VIC 3241, 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 Judith Walsh as an Honorary Member			
Resolution Two: Variation of the constitution of National Trust of Australia (Victoria) (clause 6)			
Resolution Three: To prescribe the time and place of the 67th Annual General Meeting.			

DATED this..... day of 2022

SIGNATURE(S)²

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.
2. 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.

To be effective, proxy form(s) must be received no later than **11.00am on Thursday 17 November 2022** 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@natrust.com.au