



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

# Notice of Annual General Meeting

Notice is hereby given that the 67th Annual General Meeting of the National Trust of Australia (Victoria) will be held on Saturday 25 November 2023 at 11.00am, at NTAV property Como House & Garden, Cnr Williams Road & Lechlade Ave, South Yarra, Victoria 3141, for the purpose of transacting the following business.

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# AGENDA

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1. WELCOME

2. WELCOME TO COUNTRY

3. APOLOGIES

4. MINUTES

To receive and confirm the Minutes of the 66th Annual General Meeting held on 19th November 2022.

RESOLUTION ONE: "That the membership proposes the minutes of the 66th Annual General Meeting held on 19th November 2022 be adopted and confirmed as an accurate record".

5. BUSINESS ARISING

6. APPOINTMENTS TO NATIONAL TRUST OF AUSTRALIA (VICTORIA) BOARD

To announce the 2023 election results and appointments to the Board

7. CHAIRMAN'S REPORT

To receive and consider the Chairman's Report for the year ended 30 June 2023.

8. ANNUAL REPORT

To receive and consider the Annual Report incorporating the Financial Statements for the year ended 30 June 2023.

9. HONORARY MEMBER

To consider, and if thought appropriate, pass a resolution that Assoc Prof Ursula de Jong PhD, being a member of the National Trust of Australia (Victoria) who has rendered distinguished service, be elected as an Honorary Member.

RESOLUTION TWO: That Assoc Prof Ursula de Jong PhD, being a member of the National Trust of Australia (Victoria) who has rendered distinguished service, be elected as the 2023 Honorary Member.

10. 68th ANNUAL GENERAL MEETING

To pass a resolution prescribing the time and place of the 68th Annual General Meeting

RESOLUTION THREE: That the 2024, 68th Annual General Meeting of the National Trust of Australia (Victoria) be conducted at a time and place to be determined by the Board.

11. 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, 23 November 2023). 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*  
20 September 2023

Minutes of the 66th Annual General Meeting of the National Trust of Australia (Victoria) held at the National Trust Property, Barwon Park, 105 Inverleigh Road, Winchelsea VIC 3241, Saturday 19th November 2022 at 11:04 am

## NOTICE OF MEETING

### 1. Welcome

The Chairman, Mr. Andrew Logie-Smith, welcomed Trust Members, Directors and Staff to the 66th Annual General Meeting of the National Trust of Australia (Victoria). The Chair welcomed National Trust Company Secretary, Dr Elizabeth Lanyon.

The Chair confirmed a quorum was present and advised that he held 256 proxy votes which would be directed as indicated by Members, 237 to the Chairman, one to NTAV Director Kristin Stegley OAM, one to NTAV Director Jock Murphy, one to Shirley Murdoch, with twelve left blank.

The Chair received two further proxy declarations from NTAV Director Ursula de Jong in the meeting. No other proxy votes were declared.

The Chair welcomed Wadawurrung education officer, Ash Skinner, to perform the Welcome to Country.

### 2. Welcome to Country

Ash Skinner spoke in his native tongue, welcoming the meeting to the land of his ancestors, sharing stories about their connections to Country, the Barwon River, sites of heritage and other significance, and how these stories connect them to their past, the land and their future.

Ash Skinner thanked the Chair and the congregation for inviting him to speak to the meeting, welcome them to his land and represent Wadawurrung.

### 3. Apologies

The Chair noted the apology of former Chairman and National Trust Patron, Mr. Simon Molesworth AO KC. The Chair noted the apologies of Directors Dr Jacqueline Healy, Ian Hamm, Peter Lamell and Ruth Oakley. The Chair received the apology of Kingsley Davis OAM in the meeting.

The Chair advised the membership that the Company Secretary had received a further 23 apologies from Members whose names will be recorded in the meeting minutes: Ken McFarlan, Richard Veal, Julie Woodside, Anthony Preston, Margaret Searls, Melita Gannon, Sandra Rees, Neville Jarvis, Alexandra Jarvis, Helen Curkpatrick, Jan Warracke, Clive Fredman, Margaret Lynch, Francis Lynch, Vicki Shuttleworth, Mitty Williams, Pamela Wilson, Helga Anderson, John Waters-Grouios, Helen Botham, H Menadue.

### 4. Minutes

The Chair invited amendments to the minutes of the 2021 AGM, with no amendments received.

**Motion:** That the membership propose the Minutes of the 65th Annual General Meeting held on 20th November 2021 be adopted and confirmed as an accurate record. **Moved: Ms. Kristin Stegley OAM; Seconded: Mr. Lachlan Molesworth. Carried.**

### 5. Business Arising

The Chair advised members that there was no business arising from the 65th Annual General Meeting.

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

### 6. Appointments to National Trust of Australia (Victoria) Board

The Chair informed the meeting that nominations had been sought for one position on the Board of the National Trust of Australia (Victoria), with the number of nominations not exceeding the one vacancy. The Chair noted the successful re-election of Mr. Wayne Degenhardt. On behalf of the Board and the organisation, the Chair congratulated Mr. Degenhardt and thanked him for his ongoing service to the National Trust.

### Retiring Directors

The Chair advised the membership that Directors Ian Hamm and Honorary Associate Professor Ursula de Jong, PhD would be retiring in 2022.

The Chair thanked Ursula de Jong for her long-standing service to the board since 2004, speaking to her time served as the NTAV Deputy Chairman from 2014-2019, along with her chairing of both the Heritage Advocacy Committee and the Building and Estates Committee, and her appointment as the Joint editor with Dr Jacqueline Healy on the Barwon Park Publication - Barwon Park: People and Place.

The Chair thanked Ian Hamm for his commitment and service to the Trust during his directorship, speaking to his time as the Chair of the Aboriginal Advisory Committee, which has overseen the creation and implementation of all four of the National Trust's Reconciliation Action Plans, the most recent of which is due to be externally launched early 2023.

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.

### 7. 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 noted the beauty of the property hosting the 66th NTAV AGM, Barwon Park, speaking to its long history and noting the 150th year anniversary of its construction.

The Chair spoke to his first year as Chairman, noting that a mix of pandemic, political, international and financial issues impacted many areas of the Trust's governance and operations, including the ongoing closure of properties. The Chair reported that the Trust's governance and leadership teams remained focused on the core values of the Trust, leading it through a testing but rewarding year.

The Chair spoke to a number of highlights throughout the year, including the Vault, the Trust's new store in the Block Arcade in Melbourne, which is introducing the Trust to an entirely new, young and vibrant audience, along with the news that NTAV property, Mooramong, received significant assistance of a grant from the Victorian State Government to commence the development of accommodation at Mooramong.

Speaking to the Trust's increased focus on an uplift in the heritage tourism sector, the Chair noted the Trust's partnership project with the Shayher Group for the management of the tourism services at Pentridge Gaol, noting the important linkages and stories shared between the important heritage sites, Old Melbourne Gaol and Pentridge Gaol.

The Chair acknowledged that the work of the Trust would not be possible without the input and hard work of our staff, volunteers and suppliers. The Chair noted the contribution of volunteers that help the National Trust both survive and achieve so much, including those that work at a grass-roots level at all of our properties, thanking those who help to make Barwon Park the magnificent example of heritage that it is, for all to enjoy.

On behalf of the organisation, the Chair thanked Barwon Park Property Manager, Claudette Brennan, and all the Barwon Park volunteers, (in no particular order) Colin, Lauren, Doug, Tom, John, John, Angie, Rosemary, Ann, Anne, Alison, Cameron, Bea, Tim, Chris, Ray, Jane, Bridgette, Lorelle and Sharyn, who worked to prepare the property for the AGM, and who assist daily in taking care of the mansion.

The Chair thanked the NTAV Executive Team, committed staff and volunteers across all sites, who believe in the importance of cultural heritage, without which, none of these achievements or future aspirations would be possible.

The Chair acknowledged and thanked Kristin Stegley OAM for her Chairmanship of the National Trust over the last nine years. The Chair spoke to the underlying values they share, which characterized Ms. Stegley's leadership of the Trust, the understanding that the National Trust is a magnificent organisation, and that it is incumbent on every single one of us to make sure that our heritage is protected, loved and conserved - for the wellbeing and enjoyment of the community now and in the future.

In conclusion, the Chairman thanked Board members for their hard work and tireless commitment to leading 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.

## 8. Annual Report

CEO Mr. Simon Ambrose provided an overview of the year as detailed within the Annual Report 2021 – 2022, which highlighted the achievements of the Trust in accordance with the Strategic Plan. This included the Trust's ongoing 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, tourism offerings, 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 partnering with the Victorian Trades Hall Council to jointly nominate the John Curtin Hotel in Carlton to the Victorian Heritage Register, their 20 submissions on Commonwealth and State heritage issues, and the addition of 18 trees to the National Trust Register of Significant Trees.

The CEO acknowledged the work done in the Assets and Conservation areas, with Four major projects in progress funded through the Commonwealth Australian Heritage Grants program at Rippon Lea, worth over \$1 million. Projects cover major trees, irrigation and drainage works, ballroom and pool area works and conservation of the mansion tower. The CEO noted that these projects are also supported by the generosity of the Rippon Lea Endowment Fund. The CEO noted the Trust's ongoing focus on its regional properties, including the completion of repairs to the Barwon Park servants quarters roof and the advice that Gulf Station was the recipient of a grant from the Enabling Tourism Fund in June 2022, which will see the completion a master planning process with consumer research for specific activation components at Gulf Station.

The CEO reported on the work undertaken in Collections, Cultural projects and Education, including the success of the Doll House exhibition at Como, the Labassa Women exhibition at Labassa, which celebrated the lives of women who called Labassa home, to our increased focus on education, with close to 16,000 school children having participated in education programs throughout the year in spite of property closures and lockdowns.

The CEO noted that the Trust's Membership remains a primary focus, with the Trust seeing 2,361 new members join in the 2021-2022 financial year.

The CEO recognized the Trust's increased concentration on marketing, commercial activity and media coverage, with powerful community campaigns capturing and engaging new and existing audiences.

The CEO welcomed NTAV CFO, Mr. Philip Martins, to speak to the Trust's financial results. The CFO acknowledged the Board and organisation's careful management of finances in response to the ongoing impacts of COVID-19, advising the membership that for the 2022 financial year, the total comprehensive income for the consolidated entity was \$1,861,417. This result includes the adjustment for revaluations in relation to the cultural and heritage properties undertaken at 30 June 2022, with the Trust's Net Assets remaining strong at \$156.5m, up from \$154.5m the previous year.

The CEO then opened the report to questions from the membership, with none received.

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

## 9. Honorary Members

The Chair advised the meeting that Ms. Judith Walsh was nominated by the Board for election by the Membership as Honorary Members.

The Chair welcomed Mr. Victor Sullivan, Mornington Peninsula Branch President, to speak to the nomination of Ms. Walsh.

Mr. Sullivan spoke about Ms. Walsh's long-standing service to the National Trust, and the Mornington Peninsula, advising the meeting that her leadership and untiring work for, and with, the National Trust of Australia (Victoria) and locally for the Mornington Peninsula Branch of the National Trust has achieved much towards helping raise the profile of heritage and preserving the culture of the natural and built environment in the Mornington Peninsula and State-wide. In conclusion, Mr. Sullivan endorsed the nomination on behalf of the Mornington

Peninsula Branch and thanked the Board for recognising the achievements and contributions of Ms. Walsh.

**Motion:** That Judith Walsh, being a member of the National Trust of Australia (Victoria) who has rendered distinguished service, be elected as the 2022 Honorary Member.

**Moved by Mr. Victor Sullivan, seconded by Ms. Jennifer Bantow. Carried unanimously as noted by the Chairman.**

Ms. Walsh thanked the Chair and the Board for the nomination, speaking to the joy and fulfillment she has received over the past 22+ years working in the Mornington Peninsula with the National Trust. Ms. Walsh thanked the Mornington Peninsula Branch and its loyal Volunteers for their hard work and dedication, and thanked the Trust for giving her the opportunity to contribute to the protection and awareness of heritage in the local area and beyond.

## 10. RESOLUTION TWO – VARIATION OF THE CONSTITUTION OF NATIONAL TRUST OF AUSTRALIA (VICTORIA) (CLAUSE 6)

**The Chair proposed the following motion:**

**Motion:** 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 the replacing clause 6 of the Constitution with clause 6 as contained in the Schedule 2 to the Notice of Meeting.

**Moved by Dr Elizabeth Lanyon, seconded by Kristin Stegley OAM. Carried by majority as noted by the Chairman.**

## 11. 67th Annual General Meeting

**Motion:** That the 2023 67th Annual General Meeting of the National Trust of Australia (Victoria) be conducted at a time and place to be determined by the Board.

**Moved: Honorary Associate Professor Ursula de Jong, PhD; Seconded: Mr. Lachlan Molesworth. Carried.**

## 12. Other Business

The Chair invited retiring Director, Honorary Associate Professor Ursula de Jong, PhD, to the stage to receive a gift from the Board and organisation.

Ursula de Jong thanked the Chair, Directors and Staff and spoke to her highlights during her time as an NTAV Director.

The Chair invited retired Chairman, Ms. Kristin Stegley OAM to the stage to receive a gift from the Board and organisation.

Kristin Stegley OAM thanked the Chair, Directors and Staff, and spoke to her highlights during her time as an NTAV Director and the NTAV's Chairman, from 2015 – 2022. Ms. Stegley advised the meeting that it had been an honour to serve as Chair for such an important organisation, speaking to the passion and dedication of the membership, volunteers, staff, Management Team, and the Board.

The Chairman invited questions and feedback from members.

- **Ms. Jennifer Bantow** advised the membership of the work she undertook for the Geelong Branches' 50th Anniversary, going through old Branch newsletters, speaking to the significant resource of that early Trust and Branch collateral/newsletters

hold, enquiring as to whether the Trust had thought of digitizing this important collection, and encouraged management to note the suggestion.

The CEO noted the suggestion. The CEO advised that the digitization of Trust records/archives, early collateral and organisational records has been noted as a priority in our new strategic plan, which will form part of a larger digital and archival audit.

The CEO advised that these newsletters would form a part of his process, however this work will need to be staged and prioritised.

- **Ms. Jennifer Bantow** enquired about the status of the NTAV property, Nehill's Farm. The CEO advised that the majority of rare breeds originally held on the farm had been relocated from, with the Trust identifying that the prolonged activation of the site as a rare-breeds farm was not economical.
- **Ms. Ann Heywood** thanked the CEO and Chair for the update on the Strategic plan, and enquired as to whether branch members could be included in the Strategic Planning process in the future. The CEO advised that a number of Branch Presidents/nominees had participated as representatives in the initial 2023-2028 strategic planning process, with further consultation with Branches and Branch Members to be initiated as a part of the roll out of the new strategic plan, to assist its implementation at a grass roots level.

With no further questions or matters raised by members, the Chair addressed the following.

- **Advised** the membership that to mark the 150th celebration of the construction of Barwon Park, a publication is being produced, led by NTAV Directors Dr Jacqueline Healy and Honorary Associate Professor Ursula de Jong, PhD, to commemorate and share the rich and diverse history of the mansion. The publication narrates an inclusive and detailed history of the mansion, from messages from Traditional owners including a Wadawurrung Elder and a Gulidjan Elder, stories of European Settlement on the River Barwon, the life and legacy of the Austin Family and the custodianship of the National Trust and is scheduled for completion in 2023.
- **Thanked** the membership for their ongoing support of the Trust throughout the challenging year that 2022 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 2023.

**The meeting was closed at 12:26 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, 25 November 2023 at 11.00 am (AEST) at National Trust property at NTAV property Como House & Garden, Cnr Williams Road & Lechlade Ave, South Yarra, Victoria 3141, 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: That the membership proposes the minutes of the 66th Annual General Meeting held on 19th November 2022 be adopted and confirmed as an accurate record.			
Resolution Two: That Assoc Prof Ursula de Jong PhD, being a member of the National Trust of Australia (Victoria) who has rendered distinguished service, be elected as the 2023 Honorary Member.			
Resolution Three: That the 2024, 68th Annual General Meeting of the National Trust of Australia (Victoria) be conducted at a time and place to be determined by the Board.			

DATED this ..... day of ..... 2023

SIGNATURE(S)<sup>2</sup> .....

### NOTES

- 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.
- To be effective, proxy form(s) must be received no later than **11.00am on Thursday 23 November 2023** 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](mailto:membership@nattrust.com.au)

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