

National Trust
Victoria

National Trust of Australia (Victoria) ACN 004 356 192 trading as National Trust Victoria

Notice of Annual General Meeting

70th Annual General Meeting, Saturday 28 November 2026

Notice of Annual General Meeting

Notice is hereby given that the 70th Annual General Meeting of the National Trust of Australia (Victoria), hereinafter referred to as National Trust Victoria, will be held on **Saturday 28 November 2026** at 11.00am, at the Old Magistrates Court, Russell Street, Melbourne for the purpose of transacting the following business.

AGENDA

1. Welcome

2. Acknowledgement of Country

3. Apologies

4. Minutes

To receive and confirm the Minutes of the 69th Annual General Meeting held on 22 November 2025.

RESOLUTION ONE: That the membership proposes the minutes of the 69th Annual General Meeting held on 22 November 2025 be adopted and confirmed as an accurate record.

5. Business arising

6. Appointments to National Trust Victoria Board

To announce the 2026 election results and appointments to the Board.

Four Director positions were open for election. As the number of nominations received did not exceed the number of vacancies, no ballot was required. In accordance with the Constitution, the following nominees are declared elected by the Members; Directors Jason Kambovski, Jodi Weinberg, Paul Roser and Chair, Gary Singer. The Company Secretary advised the chair to declare the nominations duly elected.

7. Retiring Directors

8. Chair's report

To receive and consider the Chair's Report for the year ended 30 June 2026.

9. Annual report

To receive and consider the Annual Report incorporating the Financial Statements for the year ended 30 June 2026.

10. Honorary members

To consider, and if thought appropriate, pass a resolution that Christine Lower and Irene Kearsey, being long-standing supporters of the National Trust Victoria who have rendered distinguished service, be elected as Honorary Members.

RESOLUTION TWO: That Christine Lower and Irene Kearsey, being members of the National Trust Victoria who have rendered distinguished service, be elected as the 2026 Honorary Members.

11. 71st Annual General Meeting

To pass a resolution prescribing the time and place of the 71st Annual General Meeting.

RESOLUTION THREE: That the 2027, 71st Annual General Meeting of the National Trust Victoria be conducted at a time and place to be determined by the Board.

12. Other business

To transact any other business which may be dealt with at an ordinary general meeting of which prior written notice has been given.

Light refreshments to follow.

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 Victoria, 6 Parliament Place, East Melbourne 3002, not less than 48 hours before the time of holding the meeting (by 11:00am Thursday 26 November 2026). 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
4 November 2026

Minutes

of the 69th Annual General Meeting of the National Trust of Australia (Victoria) held at Como House and Gardens, Corner Williams Rd and Lechlade Ave. South Yarra, Victoria, Saturday 22 November 2025 at 11:00 am.

1. Welcome and Acknowledgement of Country

Katharine Timms, Property Manager, Como House and Gardens welcomed guests and provided house-keeping items. Katharine Timms acknowledged the Wurundjeri Woiwurrung people as the Traditional Owners of the land on which Como House and Gardens is located. The Trust paid its respects to Elders past and present, and recognised their continuing connection to lands, waters and communities.

Katherine Timms welcomed the NTAV Chair, Andrew Logie-Smith to commence the AGM proceedings.

2. Apologies and Quorum

The Chair thanked Membership and Board Members for their attendance and offered an overview of the agenda. The Chair noted that 36 apologies had been received from Members whose names will be recorded in the meeting minutes.

Apologies received by Gerard and Rhonda Bilston, Barry Bolton, Mike Burston, Stella Clark, Helen Curkpatrick, Dianne Daniels, Dr Eddy and Dr Ursula de Jong, Dianne Gow, David and Margaret Harper, John and Gwyn Hyde, Javad Jazaeri, Pierre Lantrin, Susan Margaret Campbell, Anne McLean, Anne Miller, Douglas Moncur, John Morshead, Judith Munro, Fiona Nicholson-Stocker, Richard Pawsey, Carol Pawsey, Alison Pearson, Mark Plaisted, Sandra Rees, Dr Rosemary Richards, Margaret Rockow, Jason Ronald OAM, Victor and Kaye Sammut, Stephen Shelmerdine, Margaret Sutherland, Robert Taylor, Julie Elizabeth Taylor, James Edward Taylor, Charles Tegner, Christopher Thomas, Mark and Wendy Todd, Elisabeth Van Emmerik.

No further apologies were recorded on the day. The Membership was advised that 43 proxy votes were received, which will be directed as indicated by Members.

Quorum was met.

The Chair took a moment to acknowledge Member, Lesley Barnes, turning 100 years old on 28 November 2025. It was noted that she has been an ardent volunteer for the Trust for all of the last 50 years, is an Honorary Life Member, is a former Councillor (Board Member), and most significantly, the longest standing leader of successive iterations of the Gulf Station management committee and founder of the FROGS (the Friends and Relatives of Gulf Station). She received the OAM in 2012 for service to the preservation of Australia's heritage, and to the community, largely because of her contribution to the conservation of Gulf Station. She deserves every accolade.

3. Minutes

The Chair invited amendments to the minutes of the 2024 AGM, with no amendments received.

> **Motion:** That the membership propose the Minutes of the 68th Annual General Meeting held on 23 November 2024 be adopted and confirmed as an accurate record.
>
> **Moved: Barry Janes; Seconded: Jason Kambovski. Carried as noted by the Chair.**

4. Business Arising

The Chair advised members that there was no business arising from the 68th Annual General Meeting.

The Chair invited members to raise any further business and none were raised.

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

The Chair informed the meeting that nominations were sought for one position on the Board of the National Trust of Australia (Victoria), with the number of nominations not exceeding the vacancies.

On behalf of the National Trust of Australia (Victoria) and its Board, the Chair congratulated returning director **Sarah Pellegrini** on the appointment of her first full term after filling a casual vacancy. Sarah joined the Board in 2023 and has applied her extensive media and communications knowledge on the Board and demonstrated her passion as Deputy Chair of the Heritage Advisory Committee.

6. Retiring Directors

The Chair informed the membership that Director **Ruth Oakley** would be retiring at the 2025 AGM.

On behalf of the National Trust of Australia (Victoria) and its Board, the Chair acknowledged and thanked Director Ruth Oakley for her 4 years on the Board bringing a wealth of knowledge and rigour from her experience in Melbourne and the UK's arts and culture sector. The Chair acknowledged that we have been fortunate to have Ruth for the last four years. Regretfully, Ruth Oakley was unable to attend the Annual General Meeting and the Chair asked that the minutes record the Board's great appreciation.

7. Chair's Report

The Chair reported that 2024–25 was a year of significant transition and organisational renewal. He highlighted the appointments of CEO Collette Brennan and CFO Paul Lambrick in October 2024 and noted the leadership team's review of operations, budget and financial performance, which led to a recast budget, organisational restructure and measures to improve long-term financial sustainability.

The Chair advised that the Board worked closely with management to strengthen governance, financial controls, reporting frameworks and risk oversight, resulting in improved transparency, decision-making and alignment across Board committees.

He acknowledged the Executive Team, staff and volunteers for their professionalism and commitment during a period of substantial change, noting their continued delivery of outcomes across the organisation's heritage, conservation, education, visitor experience, advocacy, membership and commercial activities. The Chair reported that the organisation had stabilised its operating deficit, addressed property portfolio challenges and established a stronger foundation for the future. He reiterated the Trust's commitment to conservation, advocacy, education, heritage tourism and community engagement.

On behalf of the Board, the Chair thanked staff, volunteers, members, donors, partners, fellow Directors, Committee members and the Executive Team for their support and leadership. He noted that while challenges remain, the National Trust of Australia (Victoria) is now in a stronger, more stable and transparent position to fulfil its purpose and protect Victoria's heritage.

8. Message from the Chief Executive Officer

CEO Collette Brennan acknowledged the Traditional Owners and reported that 2024–25 had been a challenging but pivotal year for the organisation. She noted that, following her appointment in October 2024, management and the Board focused on addressing significant financial and operational challenges, implementing a range of measures to improve organisational stability, transparency and long-term sustainability.

The CEO advised that disciplined financial management, organisational restructuring and strengthened governance processes had contributed to stabilising the operating deficit and improving the Trust's financial position.

She reported that significant work had been undertaken to strengthen internal systems, planning processes, reporting, cross-departmental collaboration and organisational culture, providing a stronger operational foundation for the future.

Despite a period of substantial change, the Trust continued to deliver outcomes across its strategic priorities. Highlights included growth in education and public programming, ongoing conservation and collections projects, expanded visitor experiences and events, strengthened advocacy activities, and continued support from volunteers across the organisation.

The CEO acknowledged the contributions of the Board, Chair, Executive Team, staff, volunteers, members, donors and partners, thanking them for their commitment during a period of significant transition. She noted that while challenges remain, the organisation is better positioned to address them and remains focused on fulfilling its purpose of protecting and promoting Victoria's heritage. The CEO thanked members for their ongoing support and advocacy.

The CEO introduced Chief Financial Officer, Paul Lambrick to talk to the 2024/25 Finance Statements.

Message from the Chief Financial Officer

CFO Paul Lambrick thanked members for their attendance. He highlighted the following key areas regarding the 2025 Financial Year.

The National Trust recorded a net loss of $1.484 million for the year ended 30 June 2025, compared with a net profit of $935,000 in 2023/24. The result was largely attributable to one-off impacts,

including accounting losses on property sales, lower capital grant income, and the absence of a one-off philanthropic grant received in the previous year.

Expenditure remained broadly in line with the prior year despite increased spending associated with capital grant projects.

In response to financial challenges, the organisation undertook a range of stabilisation measures, including the sale of Portarlington Mill, Allendale Road, Diamond Creek, placing Clarendon Terrace, East Melbourne on the market, organisational restructuring, reorientation of programs, relocation of the city shop to Tasma Terrace, and procurement savings initiatives.

The focus is on restructuring, innovating, and remodelling the financial models. Improvements were noted in financial reporting, organisational financial literacy, and accountability across the organisation.

A detailed budget and mid-year forecast indicate the organisation is on track to achieve at least a break-even result for the current financial year.

With Management, priorities moving forward are to grow revenue streams, maintain disciplined cost management, and reinvest in programs and properties that deliver the greatest benefit to members and the Victorian community.

The CFO opened for questions from membership regarding the Annual Report, stating that questions for the Auditors would be taken on notice. The following was noted.

> **Janise Sibly, Response:** noted that the individual property values for the 3 properties sold did not appear in the Finance Statements. The CFO advised that it is reflected in the accounting surplus on sale in the Consolidated Statement of Profit and Loss and Other Comprehensive Income in accordance with the accounting standards. He noted that as of 30 June 2025 Portarlington Mill had been sold, Diamond Creek was being settled and Clarendon Terrace had not sold.
>
> **Andrew Perkins, Response:** requested an understanding as to why staff costs were a high proportion of total costs. The CFO advised there are just over 70 FTE staff of which 60 are permanent and part time with the remainder being casual staff. The restructure saw the number of staff come down and importantly the level of staffing needs to be seen in the context of those staff supporting over 700 volunteers, 37 properties and an asset base more than $170 million.
>
> **Jennifer Bantow OAM, Response:** addressed to the Chair, asking if the Trust could consider ways increase member involvement, along the lines of an open forum, and encourage young people to be involved as they were with Trust Kids. The Chair confirmed that these would be considered.
>
> **Kristin Stegley AM, Response:** requested clarification for members on what is referred to as 'consolidated accounts' in the Finance Statements, noting that it includes the includes the moneys raised by the National Trust Victoria Foundation (NTVF). The CFO confirmed that in accordance with accounting standards the consolidated accounts included the NTVF funds.

The Chair, CEO, CFO and Membership noted this feedback.

9. Variation of the Existing Constitution

The Chair invited the Company Secretary, Dr Elizabeth Lanyon, to outline the purpose of Resolutions 2 and 3. Dr Lanyon advised that Resolution 2 proposed the deletion of Clause 6.5 of the Constitution. She explained that the clause had been introduced in 2023 to facilitate the transition to fixed Director terms and was no longer required as all current Directors now fall within the tenure provisions.

Dr Lanyon further advised that Resolution 3 proposed an amendment to Clause 3.3(c)(iii) to allow honorary membership to be conferred on a group as well as an individual. The amendment was proposed to enable recognition of the Vintage Clothing Sale group and to provide flexibility for similar recognition in the future.

The Chair invited membership to vote on Resolution 2.

> **Motion:** That the membership approves 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 deleting Clause 6.5.
>
> **Moved: Lachlan Molesworth; Seconded: Paul Roser. Carried as noted by the Chair.**

The Chair invited membership to vote on Resolution 3.

> **Motion:** That the membership approves 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 changing to sub-clause 3.3(c)(iii) regarding the composition of appointments of Honorary Members.
>
> **Moved: Barry Janes; Seconded: Wesley Spencer. Carried as noted by the Chair.**

10. Honorary Members

The Chair advised the meeting that Jock Murphy had been nominated by the Board for election by the Membership as the 2025 Honorary Member.

The Chair welcomed NTAV Director Barry Janes to speak to the nomination of Jock Murphy. Mr Janes highlighted that Jock embodies what it means to be a custodian of heritage: generous with his knowledge, principled in his leadership, and unwavering in his commitment to the preservation of Victoria's cultural memory. His career as Manuscripts Librarian at the State Library of Victoria, and later as Director of Collections at the University of Melbourne, has made him one of the most respected figures in the collections, archives and heritage sectors.

Mr Janes noted that Jock's contribution to the National Trust extends far beyond his professional expertise, encompassing Board service in the 1970s, further Board service in recent years, and ongoing committee involvement over many decades.

The Chair invited any members present to speak to the nomination of Jock Murphy. With none noted, the Chair moved the following motion.

> **Motion:** That Jock Murphy, being a long-standing supporter of the National Trust of Australia (Victoria), who has rendered distinguished service, be elected as a 2025 Honorary Member.
>
> **Moved: Jodi Weinberg; Seconded: Kristin Stegley. All in favour. Carried as noted by the Chair.**

Jock Murphy thanked Barry Janes and the Board for the nomination. He remarked that his involvement with the National Trust of Australia (Victoria) felt almost preordained, recalling that many of his friends had been members of the organisation in the 1950s. He reflected on the considerable time he had spent travelling to heritage places, providing advice and support, and noted the significant influence of his father's architectural work in Beechworth. In closing, Mr Murphy observed that an understanding of the past is essential to understanding the future, and he expressed his thanks to his wife, Elizabeth.

The Chair welcomed Executive Manager - Gardens and Landscapes, Justin Buckley, to speak to the nomination of Vintage Clothing Sale group; Nance Houen, Elizabeth Howcroft, Deborah Bannister and Betty Spangaro.

Justin Buckley noted that working with the Vintage Clothing Sale group has been one of the highlights of his time at the National Trust of Australia (Victoria). He reflected on the origins of the initiative, which began as a garage sale at Nance's home before quickly outgrowing the space and relocating to the Como Ballroom. As the event continued to grow, it subsequently moved to the Abbotsford Convent.

Mr Buckley noted that the group's success extends well beyond raising more than $1 million for the Trust. The Vintage Clothing Sale has introduced the organisation to new and diverse audiences and has engaged hundreds of volunteers over the years. He thanked the group for its enormous contribution to the National Trust.

The Chair invited any members present to speak to the nomination of the Vintage Clothing Sale group; Nance Houen, Elizabeth Howcroft, Deborah Bannister and Betty Spangaro. With none noted, the Chair moved the following motion.

> **Motion:** That Nance Houen, Elizabeth Howcroft, Deborah Bannister and Betty Spangaro being long-standing supporters of the National Trust of Australia (Victoria), who have rendered distinguished service, be elected as a 2025 Honorary Members.
>
> **Moved: Wesley Spencer; Seconded: Justin Buckley. All in favour. Carried as noted by the Chair.**

11. 70th Annual General Meeting

> **Motion:** That the 2026 70th Annual General Meeting of the National Trust of Australia (Victoria) be conducted at a time and place to be determined by the Board.
>
> **Moved: Jason Kambovski; Seconded: Michael Lanyon. All in favour. Carried as noted by the Chair.**

12. Other Business

The Chair advised members that questions had been requested by the Company Secretary prior to the meeting. He invited any further questions and feedback from members; noting the earlier questions had already been taken into consideration. With no further questions noted, the item was closed.

13. Acknowledgement of the Chair

NTAV Director Paul Roser invited the Chair to address the meeting. The Chair announced that this would be his final AGM, as he would be stepping down as Chair at the conclusion of the meeting. He reflected on his various roles with the National Trust of Australia (Victoria) over the years and noted that serving as Chair for the past three and a half years had been an incredible privilege. He thanked his fellow Board members for their support and acknowledged the Board's many achievements. He also noted that working with the current management team, led by CEO Collette Brennan, had been a particular highlight.

Mr Roser thanked the Chair for his service, noting that Andrew had dedicated ten years to the Trust. He served as Company Secretary from 2015 to December 2018 and again in 2020, before being appointed Chair in February 2022. Mr Roser observed that Andrew assumed the role at a time of significant challenge and uncertainty, as the Trust was continuing to navigate the impacts of the COVID-19 pandemic and working to restore organisational stability.

Mr Roser highlighted Andrew's calm and insightful leadership, underpinned by integrity, foresight and a deep commitment to the Trust's staff, volunteers, members and broader community. He noted that Andrew brought more than four decades of experience as a corporate and commercial lawyer and managing partner of a Melbourne CBD law firm, together with a strong belief in teamwork, purpose and community.

Mr Roser acknowledged the significant and often unseen responsibilities of the Chair's role. He noted that Andrew had worked closely with former CEO Simon Ambrose and current CEO Collette Brennan as the key link between the Board and executive team. He also assisted with negotiations involving third parties, represented the Board on the Como Trust and Rippon Lea Endowment Fund, and attended meetings with Ministers and other key stakeholders. Mr Roser remarked on Andrew's extraordinary ability to bring people with him, whether around the Board table, in committee meetings or through the many conversations that helped shape outcomes and advance the Trust's purpose.

On behalf of the Board, Executive, staff, volunteers, members, supporters and the wider communities connected to the Trust, Mr Roser thanked Andrew for his leadership and service during a defining period in the organisation's history.

The Chair thanked Mr Roser for his kind words and thanked members for their ongoing support.

There being no further business, the Chair declared the 69th Annual General Meeting of the National Trust of Australia (Victoria) closed at 12.32 pm.

National Trust
Victoria

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 Victoria appoint

☐ the Chair of the Meeting

OR

☐ .....

(Leave this space blank if you have selected the Chair 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 Chair of the Meeting, as my proxy to act generally at the Annual General Meeting of National Trust Victoria to be held on Saturday, 28 November 2026 at 11.00 am (AEST) at National Trust property Old Magistrates Court, Russell Street, Melbourne 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 Chair 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 69th Annual General Meeting held on 22 November 2025 be adopted and confirmed as an accurate record.			
RESOLUTION TWO: That Christine Lower and Irene Kearsey, being members of the National Trust Victoria who have rendered distinguished service, be elected as the 2026 Honorary Members.			
RESOLUTION THREE: That the 2027, 71st Annual General Meeting of the National Trust Victoria be conducted at a time and place to be determined by the Board.			

DATED this ..... day of 2026

SIGNATURE(S)[2] .....

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 26 November 2026** at the following address: National Trust Victoria, 6 Parliament Place, East Melbourne, VIC, 3002; or sign and scan the form and forward to **rsvp@nattrust.com.au**