



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

Notice of Annual General Meeting

Notice is hereby given that the 68th Annual General Meeting of the National Trust of Australia (Victoria) will be held on Saturday 23 November 2024 at 11.00am, at the Warders Residence, Pentridge Prison, 1 Champ St, Coburg VIC 3058, for the purpose of transacting the following business.

AGENDA

1. WELCOME

2. WELCOME TO COUNTRY

3. APOLOGIES

4. MINUTES

To receive and confirm the Minutes of the 67th Annual General Meeting held on 25th November 2023.

RESOLUTION ONE: "That the membership proposes the minutes of the 67th Annual General Meeting held on 25th November 2023 be adopted and confirmed as an accurate record".

5. BUSINESS ARISING

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

To announce the 2024 election results and appointments to the Board.

Members are advised that nominations were sought for two positions on the Board of the National Trust of Australia (Victoria), with the number of nominations not exceeding the vacancies. Members are advised that existing Director Ruth Oakley has been appointed for a second term, with Wesley Spencer being appointed for a first term.

7. CHAIRMAN'S REPORT

To receive and consider the Chairman's Report for the year ended 30 June 2024.

8. WELCOME NEW CEO

Introduction and welcome to new CEO, Collette Brennan.

9. ANNUAL REPORT

To receive and consider the Annual Report incorporating the Financial Statements for the year ended 30 June 2024.

10. HONORARY MEMBERS

To consider, and if thought appropriate, pass a resolution that Kristin Stegley AM and Annette Xiberras, being long-standing supporters of the National Trust of Australia (Victoria) who have rendered distinguished service, be elected as Honorary Members.

RESOLUTION TWO: "That Annette Xiberras, being a long-standing supporter of the National Trust of Australia (Victoria), who has rendered distinguished service, be elected as a 2024 Honorary Member".

RESOLUTION THREE: "That Kristin Stegley AM, being a long-standing supporter of the National Trust of Australia (Victoria), who has rendered distinguished service, be elected as a 2024 Honorary Member".

11. 69th ANNUAL GENERAL MEETING

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

RESOLUTION FOUR: "That the 2025, 69th Annual General Meeting of the National Trust of Australia (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.

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, 21 November 2024). 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 2024

Minutes of the 67th Annual General Meeting of the National Trust of Australia (Victoria) held at the National Trust Property, Como House and Gardens, Williams Rd &, Lechlade Ave, South Yarra VIC 3141, Saturday 25th November 2023 at 11:00 am

NOTICE OF MEETING

1. Welcome

The Chair, Mr. Andrew Logie-Smith, welcomed Trust Members, Directors and Staff to the 67th 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 147 proxy votes which would be directed as indicated by Members, 142 to the Chair, one to NTAV Deputy Chair Lachlan Molesworth and one to NTAV Director Jock Murphy, with three left blank.

The Chair received one further proxy declaration in meeting from NTAV Deputy Chair Lachlan Molesworth, on behalf of The Hon. Simon R. Molesworth AO KC in the meeting. No other proxy votes were declared.

The Chair welcomed Wurundjeri Man, Colin Hunter Jnr Jnr, to perform the Welcome to Country.

2. Welcome to Country

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

Colin Hunter Jnr Jnr 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 Chair and National Trust Patron, Mr. Simon Molesworth AO KC. The Chair noted the apology of former Chair Ms. Kristin Stegley AM. The Chair noted the apologies of retired Directors, Mr. Wayne Degenhardt, Mr. Peter Lamell and Mr. Ian Hamm.

The Chair advised the membership that the Company Secretary had received a further 13 apologies from Members whose names will be recorded in the meeting minutes: Peter Anthony Preston, Helen Curkpatrick, Gayle Kitchener, Dianne Weidner, Nick Safstrom, Janet Hornabrook, Jan Warracke, Faye Degenhardt, Lex Chalmers, David Vivian, John Waters-Grouios and Helen Botham.

4. Minutes

The Chair invited amendments to the minutes of the 2022 AGM, with no amendments received.

Motion: That the membership propose the Minutes of the 66th Annual General Meeting held on 19th November 2022 be adopted and confirmed as an accurate record. (Noting the proxy votes held by the Chair: For = 126. Against = 0. Abstain = 9. Open = 12).

Moved: Mr. Lachlan Molesworth; Seconded: Mr. Jock Murphy. Carried as noted by the Chair).

5. Business Arising

The Chair advised members that there was no business arising from the 66th 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 were sought for three positions 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 directors, NTAV Deputy Chair, Mr. Lachlan Molesworth and himself, along with new director Mr. Paul Roser, who holds 20 years' experience in government and the not-for profit sector managing heritage places and engaging with the community in the recognition, presentation and care of heritage places, and has previously worked for the Trust as the leader of its Advocacy team.

Retiring Directors

The Chair advised the membership that Directors Wayne Degenhardt, Dr Jacqueline Healy, Peter Lamell, and Kristin Stegley AM would be retiring in 2023.

The Chair thanked Dr Jacqueline Healy for her long-standing service to the board since 2011, contributing her extensive skills in curatorship, collections management, exhibitions, and public programs to the organisation as the Chair of the Trust's Collections and Cultural Programming Committee, and co-author of Barwon Park, People and Place.

The Chair thanked Mr. Wayne Degenhardt, who joined the Board in 2019, contributing his extensive strategic marketing and consulting expertise, while also being President of the National Trust Casey-Cardinia Branch.

The Chair thanked Mr. Peter Lamell, who joined the Board in 2016, providing his financial expertise to Chair the Finance and Audit Committee and ensure good financial governance and stewardship throughout his time on the Board.

The Chair thanked Kristin Stegley AM for her long-standing service to the board since 2003. Acting as the Chair of the National Trust from 2015 – 2023, Kristin tirelessly promoted the importance and value of heritage to our cultural well-being, and the significance the National Trust plays in this role.

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 Chair's report highlighted the work done over the last 12 months on implementing the first phase of the new 2023 – 2028 National Trust of Australia (Victoria) Strategic Plan, underpinned by four key pillars, 1. Cultural Vitality, 2. Economic Health, 3. Inclusion and 4. Sustainability, which better align our activity to our key goals, guiding activity to achieve our strategic aims throughout a challenging yet successful year.

The Chair spoke to his second year as Chairman, noting that a mix of political, international and financial issues impacted many areas of the Trust's governance and operations, including the ongoing impact to the tourism industry following the pandemic. 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. Similarly, with the forecast for another financially challenging year ahead, the Chair advised that in accordance with the Strategic Plan 2023 – 2028, the Trust will continue to adjust and manage our diverse portfolio of assets to enable a financially sustainable future.

The Chair spoke to a number of highlights throughout the year, including the Trust's increased focus on an uplift in the heritage tourism sector, noting the Trust's partnership project with the Shayher Group for the management of the tourism services at Pentridge Gaol, which is now open to visitors, acknowledging 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, branches, members 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 helped to make Como House the magnificent example of heritage that it is, for all to enjoy.

On behalf of the organisation, the Chair thanked staff and volunteers 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.

In conclusion, the Chair thanked Board members for their hard work and tireless commitment to leading the Trust through a difficult yet rewarding year. The Chair thanked the CEO and Executive Management team, staff, branches and volunteers for their dedication and support throughout the year.

8. Annual Report

Chief Executive Officer (CEO) Mr. Simon Ambrose, provided an overview of the year as detailed within the Annual Report 2022 – 2023, which highlighted the achievements of the Trust in accordance with the new Strategic Plan. This included the Trust's ongoing response to the impacted heritage and tourism sector, 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 2023 – 2028, noting the success of the first year of the Victorian Heritage Services Directory, and the hosting of the inaugural Heritage Trades Show, a deliverable of the Como Approach Action Plan, which included opportunities for professional networking and panel discussions, showcasing the work of contractors, educators and suppliers in the heritage trades sector.

The CEO acknowledged the work done in the Assets and Conservation areas, noting the Trust's ongoing focus on its regional properties, including the commencement of the construction of the Environment and Education Centre at Endeavour Fern Gully, along with our major tourism accommodation project at Mooramong, supported by a Victorian Government grant, continuing planning and work on three Tiny Houses, three refurbished cottages and the Single Gentleman's Quarters (opening late 2023, 2024 and 2025 respectively).

The CEO reported on the work undertaken in Collections, Cultural projects and Education, including the Significance Assessments of the Mulberry Hill Collection, with funding from National Library of Australia Community Heritage Grant and the Graeme Robertson Collection of Cast Iron, with funding and collaborative partnership with the City of Greater Bendigo. Education and programming also saw a significant lift in activity, with 55,317 students from over 800 schools having participated in one of our 25 education programs in the 2022/2023 financial year. New programming introduced at Pentridge Prison has strengthened our Legal Studies, Sociology and Civics and Citizenship offerings for secondary school students.

The CEO noted that the Trust's Membership remains a primary focus, with the Trust seeing 3,398 new members join in the 2022-2023 financial year, expanding our membership base by 4.5% to a total of 14,675 members.

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 spoke to the Trust's financial results, acknowledging the Board and organisation's careful management of finances in response to the ongoing impacts of COVID-19, advising the membership that for the 2023 financial year, the total comprehensive income for the consolidated entity was \$801,936 (2021/2022: \$1,861,417). This result includes the adjustment for revaluations in relation to the cultural and heritage properties undertaken at 30 June 2023.

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 Associate Professor Ursula de Jong PhD was nominated by the Board for election by the Membership as the 2023 Honorary Member.

The Chair welcomed Dr Jacqueline Healy, retiring NTAV Director and co-author of the publication Mornington Barwon Park, People and Place, to speak to the nomination.

Dr Jacqueline Healy spoke about Associate Professor Ursula de Jong's long-standing service to the National Trust, its Board and Committees, including her role in establishing the NTAV Aboriginal Advisory Committee and the NTAV Reconciliation Action Plan. Further noting her leadership and untiring work for, and with the community and the National Trust of Australia (Victoria) as its Deputy Chair, Dr Healy endorsed the nomination on behalf of the Board of the National Trust of Australia (Victoria) and thanked the Board for recognizing the achievements and contributions of Associate Professor Ursula de Jong PhD.

Motion: That Associate Professor 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. (Noting the proxy votes held by the Chair: For = 134. Against = 0. Abstain = 1. Open = 12).

Moved by Dr. Jacqueline Healy, seconded by Ms. Ruth Oakley. Carried as noted by the Chair.

Associate Professor Ursula de Jong PhD thanked the Chair, Dr Healy and the Board for the nomination, speaking to the joy and fulfillment she has received during her time working with the National Trust and its Board. Associate Professor Ursula de Jong spoke to the importance of heritage and the National Trust as a disrupter to facilitate a connected community, make history and heritage more legible to the public in the public domain, to empower communities with resilience in these times of change through history that is accessible, incites curiosity, fosters public memory, and gives voice to the marginalized.

10. 68th Annual General Meeting

Motion: 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. (Noting the proxy votes held by the Chair: For = 134. Against = 0. Abstain = 1. Open = 12).

Moved: Mr. Jock Murphy, seconded by Honorary Associate Professor Ursula de Jong. Carried as noted by the Chair.

11. Other Business

The Chair invited questions and feedback from members.

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 has been produced, led by retired 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 now available for purchase online and onsite at select NTAV properties.

- **Thanked** the membership for their ongoing support of the Trust throughout the challenging year that 2023 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 2024.

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 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 Chair 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, 23 November 2024 at 11.00 am (AEST) at Pentridge Prison, 1 Champ Street, Coburg VIC 3058, 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 67th Annual General Meeting held on 25th November 2023 be adopted and confirmed as an accurate record.			
Resolution Two: That Annette Xiberras, being a long-standing supporter of the National Trust of Australia (Victoria), who has rendered distinguished service, be elected as a 2024 Honorary Member			
Resolution Three: That Kristin Stegley AM, being a long-standing supporter of the National Trust of Australia (Victoria), who has rendered distinguished service, be elected as a 2024 Honorary Member			
Resolution Four: That the 2025, 69th 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 2024

SIGNATURE(S)²

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 21 November 2024** 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