

**NATIONAL TRUST OF AUSTRALIA ACT
NOTICE OF ANNUAL GENERAL MEETING**



Thursday 29 October 2026 at 6.00pm

Robertson Room, St John's Church
45 Constitution Ave, Reid ACT 2612

The AGM will be preceded by networking and our pre-AGM talk

- 5.00pm** Refreshments and networking
- 5.30pm** Welcome and Acknowledgement of Country
- 5.35pm** Guest Speaker: **Anna Wong**, Director, ACT Galleries, Museums & Heritage

6.00pm AGM AGENDA

1. Opening of Meeting
2. Attendance, apologies and proxies.
3. Confirmation of Minutes of AGM Thursday, 30 October 2025
4. President's Report
5. Presentation of the Committee Reports
6. Presentation of the Financial Report and Auditor's Report
7. Appointment of Auditor
8. Special Resolution – see attached
9. Election of Councillors.

In accordance with the Constitution, four Councillors will retire at the AGM, but are eligible for re-election. Four Councillors enter the second year of their term of office.

This gives rise to four vacant positions on Council. Two of these are from the resignations of John Baker (14/10/25) and Rachelle Miller (13/08/26).

10. Other Business.
11. Closure of Meeting.

ATTACHMENT ITEM 8

PROPOSED CONSTITUTIONAL AMENDMENT - TERMS OF DIRECTORS AND OFFICE-BEARERS.

Council recommends to members the draft constitutional amendment below, the purpose of which is to introduce into the Constitution of the National Trust ACT (NTACT) term limits for Directors and Trust Office-bearers.

Background:

The current Constitution of the NTACT contains no term limits for Council members and office-bearer positions. It allows for two-year terms of appointment, at the end of which a director can stand down and nominate for reappointment with no restriction on the number of reappointments.

Many other organisations have term limits, and this is increasingly considered best practice. The benefits are seen as including:

(1) Encouraging fresh perspectives; (2) Improved Board diversity; (3) Promotes good governance; (4) Prevents power imbalances.

Disadvantages are seen as (1) Loss of institutional knowledge; (2) Challenges in recruitment; (3) Reduced stability in times of change; (4) Arbitrary timelines may not suit all Boards.

Common practice in Australia is to allow for two to three terms of three years, often with a maximum cap of nine years.

On balance, Council considers that the advantages outweigh the disadvantages, and that the changes suggested will assist with succession planning.

The effect of the draft amendments below is:

1. Councillors will be permitted a maximum length of service of four consecutive two-year terms (8 years). (*proposed clause 41.6*)
2. Past Councillors will be able to serve a further total of four consecutive terms once they have been off Council for at least two years. (*proposed clause 41.7*)
3. To ensure continuity on Council, the term limit only applies to elections/appointments of Councillors on or after 30 June 2028. (*proposed clause 41.6*)
4. Office-bearers (ie President, Vice President, Secretary, Treasurer) may serve in the same position for a maximum of five consecutive terms. (*proposed amended clause 40.3*)

These changes would not impact membership of Trust Committees. The Constitution allows non-Councillors to be appointed to Committees, and rules about Committee Chairs are prescribed by Council.

Draft amendments:

(new text is underlined in italics)

40. Election of Officers

40.1 At the first duly convened meeting of the directors following each Annual General Meeting the directors shall elect Officers.

40.2 The Officers shall be:

- (a) the President
- (b) the Vice President
- (c) the Secretary
- (d) the Treasurer.

40.3 Each Officer may hold office until the directors meet following the next Annual General Meeting but is entitled to stand again for office, providing that no person shall serve in the same position for more than five consecutive terms.

40.4 If a casual vacancy occurs among the Officers, the directors may fill the vacancy from among the directors. The person chosen to fill the casual vacancy shall hold office until the first meeting of the directors following the next Annual General Meeting.

40.5 The Officers, plus the Executive Director if one has been appointed, are responsible for the day-to-day operations of the National Trust between meetings of the directors.

41. Term of office

41.1 At each annual general meeting:

- (a) any director appointed by the directors to fill a casual vacancy or as an additional director must retire, and
- (b) at least one-half of the remaining directors must retire.

41.2 The directors who must retire at each annual general meeting under clause 41.1(b) will be the directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.

41.3 Other than a director appointed under clause 39.5 or 39.6, a director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.

41.4 Each director must retire at least once every two years.

41.5 Subject to clause 41.6 and 41.7, a director who retires under clause 41.1 may nominate for election or may be re-appointed.~~re-election.~~

41.6 Commencing 30 June 2028, and subject to clause 41.7, a director is not eligible for election or appointment if their total length of service as a director is or exceeds eight years.

41.7 Clause 41.6 does not apply to the election or appointment of persons who have not occupied the position of director for a period of two years prior to the date of that proposed election or appointment.