



**Notice of
Annual
General
Meeting**

2024

National Trust of Australia (Queensland) Limited is a public company limited by guarantee, incorporated in Australia, the registered office of which is at 28 Tomewin Street, Currumbin QLD 4223 ACN 600-450-860

Saturday 7 December 2024 – 10.00am (Registration from 9.30am)

**Currumbin Wildlife Sanctuary
Sir Walter Campbell Theatre
28 Tomewin Street
Currumbin QLD 4223**

INVITATION FROM THE PRESIDENT

Dear Member

On behalf of the Board of National Trust of Australia (Queensland) Limited (NTAQ) it is my pleasure to invite you to attend our Annual General Meeting (AGM), which will be held on Saturday 7 December 2024 commencing at 10.00am in the Sir Walter Campbell Theatre, Currumbin Wildlife Sanctuary.

The enclosed 2024 Notice of AGM contains details on the items of business that you have the opportunity to vote or comment on at the meeting, as well as explanatory notes and proxy form.

Registration for the AGM is open from 9.30am with Morning Tea, which will be an opportunity to meet and speak with the Board and Leadership team. The AGM will start at 10.00am with an overview of key achievements for the 2023-24 financial year and the strategic directions of the company for the year ahead. The AGM is expected to conclude prior to 11.00am and Members can then enjoy the rest of the day at the Sanctuary at their leisure.

I encourage you to attend the AGM or lodge the enclosed proxy form if you are not able to attend in person. It provides an opportunity for Members to hear about the achievements over the past year and better understand the future strategy of National Trust of Australia (Queensland) Limited.

If you are planning to attend the 2024 AGM, please RSVP online by 2 December via a booking link that will be issued on 1 November. Please bring along your NTAQ membership card as this will be required for entry to the AGM.

On behalf of my fellow Directors and the NTAQ Leadership team I want to thank you for your ongoing support and look forward to seeing you at the 2024 AGM.

Yours sincerely

Mark Townend
President
25 October 2024

2024 NOTICE OF ANNUAL GENERAL MEETING

National Trust of Australia (Queensland) Limited ACN 600 450 860

Notice is hereby given for the tenth Annual General Meeting (AGM) of the Members of National Trust of Australia (Queensland) Limited [NTAQ] (the Company) to be held at:

Location	Sir Walter Campbell Theatre Currumbin Wildlife Sanctuary 28 Tomewin Street, Currumbin, Qld
Date	7 December 2024
Time	9.30am - Welcome Morning Tea and Registration 10.00am - Annual General Meeting Commences

AGENDA ITEMS

Ordinary Business

1. Opening and apologies – President
2. To confirm the minutes of the AGM of Company held on 2 December 2023 (see Appendix 1)
3. Introduction/Overview – President
4. Presentation – Chief Executive Officer
5. Financial Statements and reports
To receive and consider the National Trust of Australia (Queensland) Limited financial statements, the Directors' Report and the Independent Auditors report for the year ended 30 June 2024.

No resolution is required.

6. Appointment of Directors to the National Trust of Australia (Queensland) Limited Board

To announce the results of the 2024 Director elections held by secret online ballot and appointments to the Board.

No resolution is required.

7. Honorary Life Members

To announce the Honorary Life Members approved by the Board in 2024.

No resolution required.

8. Resolution – Appointment of Auditor

To consider and if in favour pass the following ordinary resolution:

“That, for the purpose of section 327B (1) of the Corporations Act, HLB Mann Judd Assurance GCNC Pty Ltd having been nominated by a member and consented in writing to act as an auditor of the Company, be appointed as auditor of the Company, effective from end of AGM”.

Note: Further background information to the above business to be conducted at the Annual General Meeting appears in the Explanatory Notes prepared to assist Members.

By Order of the Board of Directors.

Ben Graziani
Company Secretary
25 October 2024

IMPORTANT INFORMATION FOR MEMBERS

HOW TO VOTE

A registered Member of the Company may vote by attending the meeting in person, or if unable to attend, by proxy or authorised representative in case of a body corporate.

VOTING RIGHTS

Under the Constitution a resolution put to the vote at a general meeting must be decided on a show of hands unless a poll (ballot) is demanded. On a show of hands, each Member present has one vote. Ordinary resolutions require only a simple majority to pass i.e., more than 50% of the Members present at the meeting. Special resolutions require at least 75% of the votes cast by Members.

MEMBERS' RIGHTS TO PUT RESOLUTIONS AT GENERAL MEETINGS

The following members may give NTAQ notice of a resolution that they propose to move at a general meeting:

- (a) members with at least 5% of the votes that may be cast on the resolution; or
- (b) at least 100 members who are entitled to vote at a general meeting.

The notice must:

- a) be in writing;
- b) set out the wording of the proposed resolution; and
- c) be signed by the members proposing to move the resolution.

The Company Secretary must receive the notice of a resolution **by Monday 25 November 2024** if it is to be considered at the 2024 AGM.

PROXIES

Any Member entitled to attend and cast a vote at the Annual General Meeting (AGM) may appoint a Proxy to attend and vote for them at the meeting. Members are encouraged to appoint a Proxy where they are unable to attend the meeting.

A Proxy does not need to be a Member of NTAQ.

You can appoint a Proxy to attend and vote for you at the meeting in accordance with the directions on the Proxy Form. If you do not direct your Proxy as to how to vote on the Proxy Form, then the Proxy may vote as he or she thinks fit.

A Proxy Form is enclosed with this Notice of Meeting.

Additional information on proxies is included in the "*Members Guide to Proxy Voting*".

To be effective your Proxy Form must be lodged by **no later than 11.00am (QLD time) on Thursday, 5 November 2024.**

FINANCIAL STATEMENTS AND REPORTS

National Trust of Australia (Queensland) Limited 2023-24 Financial Statements, Directors' Report and Independent Auditors' Report are available from the website at <http://www.nationaltrustqld.org.au> or by calling the registered office on 07 5534 1266.

QUESTIONS FROM MEMBERS

It is important to recognise the incredible work our people do every day and their commitment to supporting you, our members. As always, the Chair of the meeting will allow a reasonable opportunity at the AGM for members to ask questions or make comments about the management of NTAQ.

EXPLANATORY NOTES

These explanatory notes have been prepared for Members of National Trust of Australia (Queensland) Limited (NTAQ) in connection with the business proposed to be conducted at the 2024 Annual General Meeting (AGM). These explanatory notes should be read in conjunction with the accompanying Notice of Annual General Meeting.

ITEM 5: FINANCIAL STATEMENTS AND REPORTS

The Corporations Act 2001 and Company Constitution requires the financial report, Directors' report and independent auditor's report to be laid before the AGM. There is no requirement either in the Corporations Act or the Company's Constitution for Members to vote on, approve or adopt these reports but they are to be given a reasonable opportunity at the meeting to ask questions and make comments on these reports and on the business, operations and management of the Company.

Members are encouraged to read the 2023-24 NTAQ Annual Report and financial statements which will be available prior to the Annual General Meeting on the NTAQ website at www.nationaltrustqld.org.au or by emailing accounts@cws.org.au or telephoning 07 5534 1266.

ITEM 6: APPOINTMENT OF DIRECTORS TO THE NTAQ BOARD

The Board of NTAQ currently comprises seven Directors of which four were Member elected for a three-year term from the 2021 pre-AGM online secret ballot and three who were directly appointed by the Board in the 2023 year effective from the end of the 2023 AGM. This is in accordance with section 8.2 of the Constitution that states:

The Board will consist of at least seven and not more than nine Directors comprising:

- a. at least four but not more than six Directors, to be elected by the Members; and
- b. up to three Directors, appointed by the Board for the term determined by the Board, for their particular skills and experience.

Under the current Constitution Directors appointed or elected are entitled to serve for a maximum of two consecutive terms of three years. Pursuant to this requirement, current Directors G Schuntner, G Vistarini, M Brown and S Keys appointed by Board in 2021 via member ballot election conclude their first term at end of 2024 AGM but are eligible for reappointment to the Board for a second term of three years. Director S Keys has elected to not renominate for a second term and is retiring at end of 2024 AGM. The other three current Directors have renominated for a second three-year term.

There are two vacancies that the Board has decided not to fill in 2024 but carryover into 2025 member elections. If filled this year would have meant no elections for 2025 and 3-year term ending in 2027 for six Directors.

Rule 8.4 of the Constitution requires that to be eligible for election or appointment as a Director a person must be approved by the Nominations and Governance Committee.

The current members of the Nominations and Governance Committee are Directors:

- Glenys Schuntner (Chair)
- Mark Townend (NTAQ President)
- Mellissa Brown

Due to the conflict of interest G Schuntner and M Brown stepped down from Committee during the nominations process and were replaced by Directors S Lummis, C Parker and S Keays.

The non conflicted members of Nominations and Governance Committee recommended to the Board on 27 September 2024 meeting that the five candidates below be put up for election by Members to fill four vacant Director positions:

1. *Mellissa Brown
2. Steve Peet
3. Fiona Gardiner
4. *Glenys Schuntner
5. *Garry Vistarini

*Denotes current NTAQ Directors retiring and standing for re-election for a second term.

VeroVoting, an independent election company, has been appointed to manage the ballot election process which commenced on Friday 11th October and concludes on Sunday 3 November. Members will have received an email outlining the online voting system prior to voting opening on 11th October. Members without a registered email address will receive a voter information letter.

Results of the ballot election and appointments to the NTAQ Board will be announced at the 2024 AGM. Term for new Directors will be three years commencing at end of 7 December 2024 AGM.

ITEM 7: Honorary Life Members

During the 2021 year the NTAQ Board established the Honorary Life Member Program to recognise outstanding commitment to conserving, protecting and celebrating Queensland's environmental, built and cultural heritage. This program acknowledges and thanks the recipients for their achievements and contribution to National Trust in Queensland. Recipients are required to have demonstrated exceptional work to support and influence the direction of NTAQ. Nomination is open to any living Australian or

permanent resident for an award, but it must be seconded by a full current member of the National Trust of Australia (Queensland). Nominations may be submitted at any time during the year.

Honorary Life Memberships approved by NTAQ Board during the year are announced at announcement at the Annual General Meeting.

Nominators are advised of the outcome of their nomination prior to the official publication of the Honorary Life Members in the Annual Report.

An Honorary Life Member will receive all full membership benefits.

The following Honorary Life Members have been approved by the NTAQ Board:

- Jann Stuckey

ITEM 8: Appointment of Auditor

In July, the NTAQ Board received notification from incumbent auditor, Thomas Noble and Russell (TNR) that their business had been restructured from a partnership to an authorised Audit company with the Australian Securities & Investments Commission (ASIC) operating under a new brand of HLB Mann Judd Assurance GCNC Pty Ltd.

The NTAQ Board passed a resolution at 27 September 2024 meeting approving the application from TNR to Australian Securities and Investments Commission (ASIC) for consent to resign as auditor of the Company.

On 9 October 2024 NTAQ received official consent from ASIC to the resignation of TNR to take effect on 9 October 2024. On same day NTAQ also received notification from TNR of resignation as auditor in accordance with section 329 (5) of the Corporations Act 2001.

Accordingly, this Resolution contemplates the appointment of HLB Mann Judd Assurance GCNC Pty Ltd as auditor of the Company, pursuant to section 327C (1) of the Corporations Act, to fulfil a casual vacancy.

Under section 327C (2) of the Corporations Act, an auditor who has been appointed under section 327C (1) of the Corporations Act only holds office until the company's next annual general meeting.

The Company is required to appoint an auditor to fill any vacancy at each annual general meeting (after its first annual general meeting) pursuant to section 327B (1) of the Corporations Act.

Pursuant to section 328B of the Corporations Act, the Company received a valid notice of nomination which nominated HLB Mann Judd Assurance GCNC Pty Ltd to be appointed as the new auditor of the Company. A copy of the notice of nomination is set out in Annexure 2 of this Notice of Meeting.

Subject to member approval being obtained, HLB Mann Judd Assurance GCNC Pty Ltd is appointed as the Company's auditor in accordance with section 328A (1) of the Corporations Act effective from end of 7 December AGM.

The Directors unanimously recommend that members vote in favour of the appointment of TNR.

MEMBERS' GUIDE TO PROXY VOTING

WHAT IS A PROXY

A Member of National Trust of Australia (Queensland) Limited [NTAQ] is entitled to appoint a person to attend a general meeting and vote on their behalf. The person appointed is called your "Proxy".

WHO CAN YOU APPOINT AS PROXY

You can appoint the Chair of the meeting or any other person. That person need not be a Member of NTAQ.

As per rule 7.13 (a) (iii) of the current Constitution if any person appointed as Proxy has two or more appointments that specify different ways to vote on the resolution, the Proxy must not vote on a show of hands. Accordingly, it is suggested that if you appoint a Proxy, you confirm with your Proxy that they are not already appointed as a Proxy for another Member who has instructed to vote in different ways.

By appointing the Chair as your Proxy, the Secretary registers your Proxy and voting directions when your Proxy Form is received.

YOUR PROXY VOTING INSTRUCTIONS

Undirected Proxy

If you do not direct your Proxy how to vote your Proxy can decide how they vote on your behalf.

Directed Proxy

If you give a direction as to how your Proxy must vote, your Proxy can only cast your vote as directed (i.e.: For or Against) on those items of business that you indicate. On items that you do not specifically direct how you want to vote, your Proxy can decide how they vote on your behalf.

Abstain

If you do not want your Proxy to vote on a particular resolution or ballot you can direct the Proxy to Abstain from voting.

PROXY FAILURE TO ATTEND OR CAST THE PROXY VOTE

If your Proxy fails to attend the meeting, is absent or does not cast the proxy vote, and a poll is called then

- i. if the Proxy is a directed proxy - the Chair is required to cast the vote for you; or
- ii. if the Proxy is an undirected proxy your proxy vote will not be counted.

WHEN A PROXY DOES NOT APPLY

Your Proxy will not apply if you personally attend the meeting.

Your Proxy will not apply if your Proxy fails to attend the meeting or is absent when a vote is taken unless, should a poll be called, and you have 'directed' your Proxy as to how your Proxy must vote. Your Proxy may not apply if you have not completed the Proxy Form correctly.

If your Proxy is acting as proxy for one or more other Members, and the Proxy's appointments specify different ways to vote on the resolution, the proxy must not vote on a show of hands.

GETTING THERE

Location Details:

Currumbin Wildlife Sanctuary
Sir Walter Campbell Theatre
28 Tomewin Street
Currumbin QLD 4223

Travelling by car to Currumbin Wildlife Sanctuary

From the south

Travel along the Pacific Highway onto the Gold Coast Highway at Coolangatta. Then follow the Gold Coast Highway to Currumbin and turn right at the traffic lights onto Tomewin Street.

From the north

Travel south on the Gold Coast Highway to Currumbin. Turn left at the lights onto Tomewin Street.

On the M1 Motorway

Travel on the M1 Motorway, take exit 95 to Stewart Road. Turn onto the Gold Coast Highway, then turn right onto Tomewin Street.

Parking is available directly opposite the entrance to Currumbin Wildlife Sanctuary at no charge for Members.

Date: Saturday 7 December 2024

Commencement Time: 10.00am (QLD time)

Please note Registration time will open from 09.30am.

Proxy Form

National Trust of Australia (Queensland) Limited
ACN 600 450 860

All correspondence to
Company Secretary
National Trust of Australia (Queensland)
Limited
28 Tomewin Street QLD 4223
Phone: 07 55340812 Fax: 07 5534
7427

Section 1: Name and address of Member

Full name

Address

Member number

Section 2: Appointment of proxy

I, being a Member of the Company and entitled to attend and vote, appoint:

the Chair of the meeting (**mark with an 'X'**)

OR

*Write here the full name of the person or body corporate you are appointing if this person is **someone other than** the Chair of the meeting.*

I understand that the Proxy named is not acting as Proxy for any other member, or if they are, all appointing members are directing the Proxy to vote in the same way (**mark with an 'X'**)

OR failing the person or body corporate named, or if no person or body corporate is named, the Chair of the meeting, as my Proxy to attend, to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit), and to act generally on my behalf, at the annual general meeting of the Company to be held at:

Location: Currumbin Wildlife Sanctuary - Sir Walter Campbell Theatre

Date: 7 December 2024

Time: 10.00am (QLD time)

Or at any adjournment of that meeting.

Section 3: Voting instructions

Voting directions to proxy – please mark with an 'X' at each Resolution to indicate your directions.

		For	Against	Abstain*
Ordinary resolution	To appoint HLB Mann Judd Assurance GCNC Pty Ltd as auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the Abstain box for a particular item, you are directing your Proxy **not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

Section 4: Signing by Member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Sign here

Date / /

Instructions for completion of proxy form

Section 1: Member details

- 1 Insert your name, address and member number.

Section 2: Appointment of proxy

- 2 If you wish to appoint the Chair of the meeting as your Proxy, mark the box. If the person you wish to appoint as your Proxy is someone other than the Chair of the meeting, write the full name of that person in the space provided. If you leave this section blank or your named Proxy does not attend the meeting, the Chair of the meeting will be your Proxy. A Proxy need not be a Member of the Company.

Section 3: Voting instructions

- 3 You may direct your Proxy how to vote on an item of business by placing a mark in one of the three boxes opposite that item of business. If you do not mark any of the boxes on a given item, your Proxy may decide whether or how to vote on that item. If you mark more than one box on an item, your vote on that item will be invalid.

Section 4: Signing by Member

- 4 The proxy form must be signed by you as the Member or your attorney, or if the Member is a corporation or otherwise in accordance with the Corporations Act, or under the hand of an attorney or authorised officer who has not received notice of revocation.
- 5 If this proxy form is signed under a power of attorney or other authority then the original or a certified copy of the power of attorney or authority must be enclosed with the proxy form or received by the Company no later than 48 hours before the time of the meeting, using the same method of submitting a proxy form as set out below.

Corporate representatives

- 6 If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the notice of meeting.

Section 5: Lodging of proxy

- 7 This proxy form (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company not later than the time and date set out below, by mail, hand delivery, email or facsimile.

Last time and date for lodgement	**11.00am (QLD time) Thursday 5 November 2024
By mail	Company Secretary National Trust of Australia (Queensland) Limited 28 Tomewin Street, Currumbin QLD 4223
By delivery	Currumbin Wildlife Sanctuary Attention: NTAQ Company Secretary 28 Tomewin Street, Currumbin QLD 4223
By email	bgraziani@nationaltrustqld.org (the proxy must be completed and returned as a scanned attachment)
By facsimile	07 5534 7427

****Any proxy form received after that time will not be valid**