

2023 NOTICE OF ANNUAL GENERAL MEETING

**MINUTES OF THE 9th ANNUAL GENERAL MEETING
OF NATIONAL TRUST OF AUSTRALIA (QUEENSLAND) LIMITED
HELD ON SATURDAY, 2 DECEMBER 2023 AT 10AM
CURRUMBIN WILDLIFE SANCTUARY, SIR WALTER CAMPBELL THEATRE,
28 TOMWIN STREET, CURRUMBIN QLD 4223**

PRESENT:

Ms. Gina Palmer (President)
Ms. Mellissa Brown (Director)
Ms. Stephanie Keays (Director)
Mr. Stuart Lummis (Director)
Ms. Carolyn Parker (Director)
Ms. Glenys Schuntner (Director)
Mr. Mark Townend (Director)
Mr. Garry Vistarini (Director)

Mrs. Jayme Cuttriss (Chief Executive Officer of NTAQ)
Mr. Ben Graziani (Chief Financial Officer/Company Secretary of NTAQ)

and

Other registered Members as outlined on the Members' Attendance Register¹

ATTENDEES:

Staff and Guests as outlined in the Guest Register (Appendix 1).

¹ There were 32 Members present at the meeting for quorum purposes (including NTAQ directors).

1. WELCOME

The Chair opened the ninth Annual General Meeting of National Trust of Australia (Queensland) Limited and confirmed that a quorum was present. The Chair acknowledged the traditional custodians of the land, the Yugambeh language group. The Chair then provided a general overview of the format of proceedings for the meeting, including that she intended to call on Jayme Cuttriss (NTAQ CEO) to provide an update on the year's achievements for NTAQ and that the meeting would then move to the formal aspects as described in the Notice of Annual General Meeting dated 31 October 2023.

The Chair introduced the new NTAQ President, Mark Townend and Deputy President, Glenys Schuntner. The Chair requested Mark Townend to address the floor and provide a summary of his perspective of the future for NTAQ. The Chair requested that Glenys Schuntner provide a summary of why she applied for the role and her aspirations for the 2024 and the future.

- Mark Townend
- Glenys Schuntner

The Chair introduced the other Board Directors present at the meeting and asked Stephanie Keays to provide a briefing on her perspective of the changes she has seen occur in NTAQ since joining the Board.

- Mellissa Brown
- Stuart Lummis
- Stephanie Keays
- Carolyn Parker
- Garry Vistarini

Also, in attendance today are:

- Ken Petty, Managing Partner at Minter Ellison Law Firm, the Company's legal advisor
- Kevin Franey, Audit Partner for Thomas Nobel Russell, the Company's external audit firm
- Jann Stuckey, Member and National Trust of Australia (Queensland) inaugural Ambassador

National Trust of Australia (Queensland) Executive Team Members:

- Chief Executive Officer, Jayme Cuttriss
- CFO and Company Secretary, Ben Graziani

- General Manager Currumbin Wildlife Sanctuary, Travis Couch
- General Manager Strategic Projects, Michael Kelly
- Head of Sales and Marketing, Scott Kirk
- Head of Volunteer and Community Programs, Jane Jamieson
- Head of People and Culture, Briony Low

The Chair welcomed other staff and volunteers of the Company that attended today.

It was noted that apologies have been received for this meeting from NTAQ Members:

- Toby Price (Board Director, due to personal bereavement)
- Henry Smerdon
- Arthur Frame
- Dr Ian Galloway
- David Poole
- Gavin Lawrie
- Jan Lawrie
- Brian Allen
- Angela Hawes
- Jeanette Douglass
- Barbara Smith
- Janis Rossiter

The Chair advised Members that this meeting is in compliance with the Corporations Act and Australian Charities and Not-for-profits Commission Act, formal and restricted to the matters set out in the Notice of meeting.

The Chair invited Members to read her report in the NTAQ Annual Report for 2022/23 year that is available on NTAQ's website, and also available at this morning's Annual General Meeting.

The Chair thanked all the supporters for their continuing commitment to NTAQ throughout the year. The Chair introduced Ken Petty from Minter Ellison Solicitors, Kevin Franey from Thomas Noble Russell Auditors. The Chair acknowledged the support of the inaugural NTAQ Ambassador, Jann Stuckey and acknowledged her generous donation made to the installation of the Alex Griffiths bronze stature in the lorikeet arena at Currumbin wildlife Sanctuary.

The Chair reported that the 2022/23 fiscal year has been a year of significant achievements and congratulated Dr Michael Pyne on being awarded the Order

of Australia Medal early this year for his extensive achievements in his veterinarian career.

The Chair announced to Members that Currumbin Wildlife Sanctuary was awarded Best Major Tourism Attraction in Queensland at the recent Queensland Tourism Awards for the third year running and has now been inducted into the Hall of Fame. This is a significant achievement and on behalf of the Board extended thanks to the entire teams' dedication, ensuring that the Sanctuary remains as one of most iconic tourism attractions in Australia. The Chair wished the team the best of luck when they compete in the National Tourism Awards next March in Darwin.

The Chair acknowledged the work and dedication of Dr Valerie Dennis, a longstanding member of the NTAQ Heritage Services team since 2004 who is retiring at end of this year. And Carolyn Whetter for her commitment to Wolston Farmhouse since 1990s who was justly awarded the NTAQ Outstanding Contribution Award for 2022.

2. UPDATE TO MEMBERS BY PRESIDENT AND CEO

The Chair spoke to Members and highlighted areas from the President's Annual Report which was available in hard copy at the meeting or online on the NTAQ website

The Chair thanked the Leadership team, Board Directors and the entire NTAQ for an outstanding post pandemic recovery year.

The Chair introduced NTAQ CEO, Jayme Cuttriss, who spoke to the following areas for 2022/23 in her presentation:

Currumbin Wildlife Sanctuary won Best Major Tourism Attraction in Queensland for the third year and was inducted to the Hall of Fame. This further lifts the profile of Currumbin Wildlife Sanctuary and showcases our commitment to conservation and research.

The CEO provide an overview of the diverse segments that make up the structure of NTAQ for new members present and provided an update for existing member. NTAQ is:

- A major tourism operator
- Provides Wildlife Emergency care through Currumbin Wildlife Hospital and rehabilitation sites
- Runs world leading research programs and vaccinate and track animals in the wild
- Operates a Heritage services division and are custodians for collections
- Conducts educational facilities and programs
- Manages gum plantations and conservation reserve breed for release endangered species programs
- Establishing a new Environmental Services division to help others with flora/fauna surveys and other services to enrich habitats

The CEO recapping the NTAQ Charitable Purpose which was established in 2014 and provided Members with a deep dive into each of the NTAQ five strategic

priorities detailing the progress made on each in 2023.

The CEO provided members with:

A financial snapshot for 2022/23 was provided in which the CEO advised Members could find full details in the Annual Report or the financial statements on NTAQ website. Key focus for NTAQ has been diversifying revenue opportunities and increasing products and services.

A breakdown of membership base by region was highlighted with 64% of Members located on the Gold Coast and noted that more work is required to boost membership in other regions in the future.

A summary of the NTAQ Risk Management Framework after embarking on a yearlong project with management to better manage risks in the business to ensure legislative compliance and mitigation of potential future risks to align with the NTAQ Charitable Purpose. This is a significant amount of work achieved to ensure the future safety and sustainability of the organisation.

Key activities for Currumbin Wildlife Sanctuary include celebrating 75 Years, a new Precinct launching next week, an overhaul and relaunch of Tree Top Challenge and The Homestead opening May 2024.

In the heritage space, NTAQ took part in the Heritage Festival 2023 with involvement in over 60 successful events. The 2024 Heritage Festival is being planned along with other heritage events. NTAQ will be working with DES to hold the Heritage Awards event towards the end of 2024.

Details of significant investments to the repair and maintenance of Cooktown Museum, Hou Wang Temple, Townsville Heritage Centre, Stock Exchange and Zara Clark Museum, Royal Bull's Head Inn, and Wolston Farmhouse. Heritage property investments have increased since pandemic and are expected to increase further in 2024.

A summary of progress made on the strategic priority Digital Transformation. Conservation and Research successes, in particular Eastern Bristlebirds, Kroombit Tinkerfrogs, chlamydia koala research and vaccine.

The CEO touched on the future for Currumbin Wildlife Hospital expansion for a research and training facility.

The NTAQ future advocacy focus and approach will be to build relationships to have a seat at the table, with less lobbying and more consultation through specific relationships with stakeholders.

In creating a great workforce, NTAQ focused on team engagement and benefits along with training to retain key team members and built capability as the organisation grows.

In 2022/23 NTAQ launched the second Reconciliation Action Plan and celebrated diversity and committed to greater cultural awareness State-wide,

focussing on interpretation and storytelling at key properties.

The CEO briefed Members on the rationale behind why the Board decided to dissolve the historic Branch Committee model and move to a new Community Group structure supported by NTAQ. A new community group structure is designed to increase dynamic and supportive volunteers, to grow membership base, focus on fundraising and events. Redlands, Ipswich, and Brisbane community groups are being formed under this new model.

The Chair thanked the CEO for her presentation and moved onto the formal part of the meeting.

3. NOTICE OF MEETING

The Notice of the Annual General Meeting dated 30 October 2023 and issued to Members on 31 October 2023 as tabled and taken as read.

4. MINUTES OF PREVIOUS ANNUAL GENERAL MEETING

A record of the minutes of the previous Annual General Meeting held on 10 December 2022 had been provided to Members in the Notice of Annual General meeting. The Chair asked for a Member to move a motion that the Minutes of the previous meeting held on 10 December 2022 be adopted as a true record. Graham Chesterman moved the motion and Glenys Schuntner second the motion. The motion was carried.

Member, Jann Stuckey, noted to the Chair that in the 2022 minutes there were no names of members who had asked questions and requested that names be included in the Minutes from today's meeting.

Resolved

The Minutes of the 2022 Annual General Meeting of NTAQ held on 10 December 2022 were adopted by Members present as a true and accurate record.

The Chair advised as stated in the Notice of Meeting there were three resolutions for Members to vote on at today's Annual General Meeting.

The Chair advised the meeting would move to the business set out in the Notice and that at the end of each Resolution there would be an opportunity for Members to ask specific questions about each Resolution. The Chair noted that 18 Proxy votes have been received the cutoff date of 11AM on 30 November 2023.

5. FINANCIAL STATEMENTS AND DIRECTORS REPORT

The Chair briefly spoke about the audited Financial Statements for the year ended 30 June 2023, comprising of the Directors Report and the Independent Auditor's Report from by Thomas Noble and Russel which under The Corporations Act and Company Constitution are required to be laid before the Annual General Meeting. The Chair advised that there is no requirement either in the Corporations Act or the Company's Constitution for Members to vote on,

approve or adopt these reports. These reports were made available on the NTAQ website on 21 November 2023.

As per the audited Financial Statements the Company has posted a net operating profit before depreciation and non-operating items of \$4.2M for the year ended 30 June 2023. This represents an increase of \$3.9M from the previous year due to the revenue increases from Currumbin Wildlife Sanctuary with 78% increase in visitation over the previous year.

The tourism recovery was led by local and interstate guests with international visitations starting to pick up towards end of 2022-23 year and expected to continue to grow in 2023-24. The Chair noted that grant funding has been an important element attributing to the financial performance of the company as funding for major projects for the 2022-23 year was \$4.9M and the team involved in securing grants should be commended.

The Chair highlighted that the Company has significantly improved its financial position over the year to 30 June 2023 with total net assets increasing from \$91.5M to \$102.2M and cash reserves including market investments increasing from \$8.3M to \$12M.

The Chair invited questions from the floor, none were received.

6. ANNOUNCEMENT OF RESULTS OF THE 2023 DIRECTOR APPOINTMENTS TO NATIONAL TRUST OF AUSTRALIA (QUEENSLAND) LIMITED BOARD

The Chair advised that prior to the Annual General Meeting at the 24 October 2023 Board Meeting during an in camera session, Board appointed Director elections were held to fill three vacancies on the NTAQ Board.

The Chair advised that the Board accepted the recommendations from the Nominations Committee that the following candidates be re-elected as NTAQ Board Directors for an additional term of 3 years effective at the end of AGM:

Stuart Lummis
Carolyn Parker
Mark Townend

The Chair noted, as mentioned in the Annual General Meeting Notice, her tenure as Member elected Director and President, having served an additional final term of 12 months pursuant to rule 8.5 (b) of the current Constitution ends at the conclusion of this Annual General Meeting. The Board has decided not to fill this vacancy and will operate with eight Directors for the 2024 year up the end of the 2024 Annual General Meeting.

The Chair congratulated fellow Directors, Carolyn Parker, Mark Townend and Stuart Lummis on being re-appointed to the Board and wished them all the best for their second term commencing at the end of the 2023 Annual General Meeting.

7. Ordinary Resolutions and Special Resolution to be considered at the meeting

The Chair invited Ken Petty from Minter Ellison to make an announcement of a change in the proceedings for today's Annual General Meeting.

Ken Petty informed the Members that the Chair has opted to hold a Poll Vote instead of a show of hands and there was a specific reason for this as under rule 7.13 (a) (iii) of the current Constitution where it states, "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". If a Poll is called then all Proxy vote directions will be counted, and the Board thought this was a fair decision to be made given the amount of Proxy Votes received.

A Poll was called by the Chair under rules 7.11 (c) and 7.12 in respect of all three Resolutions in the Annual General Meeting Notice. The Chair declared the Poll open.

All Members and appointed Proxies entitled to vote were provided with a Poll Voting Form to be completed for each Resolution.

The Chair instructed Members to clearly mark either "For", "Against" or "Abstain" on the Poll Voting Form next to the resolution being voted on under a poll and sign the Poll Voting Form.

The Chair asked if Members had any questions regarding the Resolutions in the Notice which will be addressed by Chair of the Nominations and Governance Committee, Glenys Schuntner.

Question from Member John Leahy who asked why the Board made the decision not to fill the one position and what happens when there is a four/four vote.

Glenys Schuntner noted that Chair has the power for a final decision if there is a split vote and explained that the Board agreed that they could save money and operate as a Board on 8 for 2024.

Member Elaine Hill noted that she has used an online voting group that is more reasonable and would be happy to provide their contact details.

Member Jann Stuckey stated that she would have like to have made an amendment to the Resolution and was uncomfortable with an automatic roll over of an increase annual but understood this would have required Members with at least 5% of the votes that may be cast on the resolution or at least 100 Members who are entitled to vote at a general meeting. Suggested having a review of any increase prior to Annual General Meetings.

Glenys Schuntner explained that the Resolution stated a specific rate of increase and the Board will act in accordance with the best interest of the Company in light of economic and performance environments.

Question from Jann Stuckey who asked if Members would have an opportunity to contribute to reviewing this increase for each year.

Glenys Schuntner noted that any increase will be linked to the annualised Consumer Price Index (CPI) for Brisbane and that anything above this rate will require Members vote for approval.

Question from Member Martin Frangis who requested an explanation on the rationale behind the amount of increase in Resolution 2.

Glenys Schuntner summarised that Resolution 1 is an amendment to the Directors' Remuneration Policy. Resolution 2 is an increase of \$33,945 per annum of the overall pool since last increase in 2019. Special Resolution 3 is to propose amendments to rule 8.5 Terms of Directors in the Constitution to extend the term of up to two Directors for an additional twelve months if three or more Directors are due to retire in any 24 month period.

Question from Member John Leahy who asked why Directors get paid remuneration when other not for profit companies do not pay Directors.

Glenys Schuntner stated that more and more charities are looking at paying Directors in order to attract and retain Directors who are willing to take their own risks for being on a Board. Glenys Schuntner noted that she has been on Boards as a volunteer and her experience has been that those unpaid Directors will give less attention or responsibility than they would give to their normal paid roles.

The Chair also noted that the independent remuneration review that was carried out highlighted that it is becoming harder to fill volunteer roles on Boards.

Member John Leahy stated that as NTAQ has 25K Members some would be willing to join the Board as volunteers.

The Chair reported that when Director recruitment adverts were sent out previously to Members and also Australia wide, there were very few Members willing to apply for a remuneration role let alone as a volunteer.

The were no further questioned asked by Members regarding the three Resolutions.

The Company Secretary requested a confirmation from Members present that all Poll Voting Forms have been lodged in the voting box.

As all Poll Voting Forms had been received, the Chair adjourned the meeting for approximately 15 minutes so that independent poll scrutineer, Kevin Franey from TNR Auditors could count results of the Poll with the assistance of Company Secretary, Ben Graziani.

Kevin Franey and Company Secretary Ben Graziani returned to the room to announce the results of the Poll.

The Chair declared the meeting re-opened and announced the results of the Poll.

Resolution 1

“That the updated Directors’ remuneration policy, a copy of which is attached to this resolution (having been circulated to the Members prior to the AGM), is approved.”

The number of votes cast FOR Resolution 1 was 31 representing 56% of all votes cast.

The number of votes cast AGAINST Resolution 1 was 29 representing 33% Of all votes cast.

The number of votes cast ABSTAINING Resolution 1 was 6 representing 11% of all votes cast.

Accordingly, Kevin Franey declared the motion in relation to Resolution 1 carried as the required 50% majority had been achieved.

Resolution 2

“That in accordance with the Directors’ Remuneration Policy approved by Members, the total aggregate annual remuneration pool payable to non-executive Directors of the Company be increased by \$33,945 per annum, from \$135,780 to \$169,725 per annum, effective from 2 December 2023 is approved”

The number of votes cast FOR Resolution 2 was 29 representing 53% of all votes cast.

The number of votes cast AGAINST Resolution 2 was 19 representing 35% of all votes cast.

The number of votes cast ABSTAINING Resolution 2 was 7 representing 13% of all votes cast.

Accordingly, Kevin Franey declared the motion in relation to Resolution 2 carried as the required 50% majority had been achieved.

Special Resolution 3

“THAT rule 8.5 of the Company’s existing Constitution be amended in the form set out at Annexure B to this notice, with effect from the date of this special resolution was not carried.”

The number of votes cast FOR Special Resolution 3 was 35 representing 64% of all votes cast.

The number of votes cast AGAINST Special Resolution 3 was 19 representing 35 % of all votes cast.

The number of votes cast ABSTAINING Special Resolution was 1 representing 2% of all votes cast.

Accordingly, Kevin Franey declared the motion in relation to Special Resolution 3 defeated as the required 75% majority had not been achieved.

M. Townend moved for the motion for the destruction of the Poll Voting Forms after the required period of retention of 7 days which was supported by the Chair and members present.

The Chair confirmed that the motion to destroy the Poll Voting Forms was passed.

The Chair advised there were no further Resolutions for consideration and therefore that concluded the formal business of the meeting.

8. GENERAL BUSINESS

The Chair invited questions from the floor regarding any issues or activities of the Company.

Question from Member Terry Hutchinson who asked about the heritage plans for communities in region as branches were surprised by the changes made this year. What is the change management process going forward for community groups.

The Chair stated that changes were required based on feedback received from the regions on how volunteers can be more actively involved in NTAQ.

The CEO thanked Terry Hutchinson for the question and noted that branches needed more support, there were no succession plans in place, and they were not able to attract more involvement in the regions. The new community groups being set up to attract more volunteers and supporters that are aligned to the NTAQ Charitable Purpose.

Member Terry Hutchinson stated she was looking more for a change management plan.

The Chair noted that after talking to people within the branches and those in the region to increase involvement and diversity to support and work with NTAQ. Those who are involved in the changes were communicated with and they can still be involved but in a different way.

Question from Member Terry Hutchinson who asked how the community group structure will work and whether there will be paid staff member in place to run them. Member Terry Hutchinson also asked if NTAQ still own Moon's Reserve.

The CEO confirmed that NTAQ still owns Moon's Reserve. In regard to how community groups will work, moving forward site coordinators will work with community groups to support them for their fundraising and event activities.

Member Terry Hutchinson stated there are lots of Members in Brisbane, but the branches could not reach out to those members as they did not have access to their email addresses. NTAQ is doing a great job in Currumbin but for the other members in the state there is no way of telling Brisbane members of events in their areas.

The CEO noted that due to the Privacy Act databases cannot be shared outside of NTAQ for communicating with Members. NTAQ will work with specific groups to promote events and activities that are taking place in their region. NTAQ has many databases for focus groups and in the future there will be a joint communication strategy to promote activities and events throughout the entire region.

Board Director Stephanie Keays stated that she has noticed that there are staff now in place to support all Heritage activities as part of the change management process.

Question from Member Liz Rush who asked if Brisbane has no properties what do those volunteers do.

CEO noted that the current Brisbane based volunteers will focus on fundraising and events. There will be a larger NTAQ presence in Brisbane once the office location is confirmed by The Star.

Member Liz Rush stated that she had filled out the online application to be a volunteer but has not heard anything back from NTAQ.

The CEO noted that all volunteer applications are assessed and processed based on the needs of each specific region and for the Brisbane community group, activities will increase once NTAQ moves into its new office space.

Question from Helen Moloney who asked how NTAQ is communicating with people to promote volunteering in the region, and she wanted to know who the Chair had been speaking to about this.

The CEO noted there is a new community and volunteering program division that has been set up to address this and other issues raised by volunteers and it will take time to bring everyone onto the new Better Impact system for volunteers.

Member Helen Moloney stated that setting up community groups in the country have to depend on the community and vice versa. Noting she was disappointed to find that things are going on that do not involve the community such as maintenance and order items. RBHI repair work has been awarded to builders outside of the community.

The CEO agreed that NTAQ does need to work with local communities and wherever possible will use suppliers in the region however, experience and costs are always a consideration when making decisions to award contracts.

Member Kelly Lizarazo Pimiento noted that she joined Volunteering Gold Coast and will be volunteering at Currumbin Wildlife Sanctuary. The communication to start with from CWS was good but need to follow up with more information so volunteers can learn more about the company as this will be attractive to International volunteers.

9. MEETING CLOSED

There being no further business or questions the Chair declared the meeting closed at 12:40PM and expressed thanks for the work of the CEO and Company Secretary in organising the Annual General Meeting, along with the other NTAQ staff.

I confirm these minutes as a true record of the Annual General Meeting of National Trust of Australia (Queensland) Limited held on 2 December 2023.

.....
Mark Townend
NTAQ President

Date:.....

APPENDIX 1**NTAQ AGM GUEST REGISTER 2 December 2023****NTAQ MEMBERS**

	First Name	Surname Name	Member No:	Comments
1	Andrew	Greenwood	1104309	
2	Carolyn	Parker	1065294	Director
3	Dr Bruce	Cook	1003118	
4	Elaine	Hill	27800968	
5	Garry	Vistarini	1073489	Director
6	Gina	Palmer	1018079	Director
7	Glen	Palmer	1075934	
8	Glenys	Schuntner	1040981	Director
9	Graeme	Chesterman	1002312	
10	Helen	Moloney	1005029	
11	Jan	Misfeld	1039496	
12	Jann	Stuckey	1002311	
13	Richard	Stuckey	1070228	
14	John	Leahy	1106099	
15	Kelly Johanna	Lizarazo Pimiento	1098064	
16	Leon	Misfeld	1039496	
17	Lilias	Rush	1088966	DID NOT ATTEND
18	Liz	Rush	1088966	
19	Lynne	Bristow	1009610	
20	Mark	Townend	1065293	Director
21	Martyn	Frangos	1034177	
22	Mellissa	Brown	1074417	Director
23	Pandora	Bonsor	1093109	DID NOT ATTEND
24	Peri	Frangos	1034176	
25	Peter	Moloney	1005030	
26	Sean	Triner	1030694	
27	Sherry	Sayer	1087442	
28	Simon	van Kempen	1104307	
29	Stephanie	Keays	1005020	Director
30	Stephen	Bristow	1009608	
31	Stuart	Lummis	1012840	Director
32	Terry	Hutchinson	1051879	
33	Ulla	Greenwood	1104308	
34	Waled	Shehata	1099735	

Guests/Under 18 year old (Non-Voting)

	First Name	Surname	Comments
1	Kevin	Franey	TNR Auditors
2	Ken	Petty	Minter Ellison
3	Johann	van Kempen	Under 18

NTAQ STAFF/MANAGEMENT (Non-Voting)

	Name	Surname	Title
1	Jayne	Cuttriss	CEO
2	Ben	Graziani	CFO/Company Secretary
3	Scott	Kirk	Head of Sales and Marketing
4	Travis	Couch	GM CWS
5	Jane	Jamieson	Head of Volunteering and Community Groups
6	Michael	Kelly	GM Strategic Projects
7	Briony	Low	Head of People and Culture
8	Donna	Keyte	Executive Assistant