

1.3 EXPLANATORY NOTES

The purpose of these Explanatory Notes (which accompanies and forms part of the Notice of Annual General Meeting), is to provide Members with an explanation of the business of the meeting and of the resolutions to be proposed and considered to assist Members in deciding how they may wish to vote on the resolutions.

Item 1 – Principal’s Report

Whilst no resolution is required in relation to this item, Members will be given the opportunity to hear, ask questions and comment on the Principal’s Report.

Item 2 – Confirmation of Minutes of the 2024 Annual General Meeting

Item 3 – Chair’s Report

Whilst no resolution is required in relation to this item, Members will be given the opportunity to hear, ask questions and comment on the Chair’s Report.

Item 4 – Election of Directors

Director, **Mr Patrick Handbury**, being eligible, offers himself for re-election under clause 7.8 of the Geelong Grammar School Constitution.

Mr Handbury will complete his second term of office at this Annual General Meeting.

Director, **Reverend Keiron Jones**, being eligible, offers herself for re-election under clause 7.8 of the Geelong Grammar School Constitution.

Reverend Jones will complete her first term of office at this Annual General Meeting.

Director, **Stephen Lansdell**, being eligible, offers himself for re-election under clause 7.8 of the Geelong Grammar School Constitution.

Mr Lansdell will complete his first term of office at this Annual General Meeting.

Director, **Mr Allan Shaw**, being eligible, offers himself for re-election under clause 7.8 of the Geelong Grammar School Constitution.

Mr Shaw will complete his first term of office at this Annual General Meeting.

Item 5 – Financial Statements and Reports

Whilst no resolution is required in relation to this item, Members will be given the opportunity to ask questions and comment on the Financial Statements and Reports.

Item 6 – Appointment of Auditor

The current Auditor Grant Thornton offers itself for re-appointment. The Directors of the Company recommend that Grant Thornton be appointed as Auditor. As required by sections 328A and 328B of the *Corporations Act 2001*, a copy of the form of the nomination of Grant Thornton is **enclosed**.

The Directors recommend you vote in favour of Item 6.



Item 7 – Other business

Members may notify other business for consideration at the meeting. Notice (giving details) of the business must be received by the Company Secretary no later than seven (7) days prior to the meeting. Consideration of other business is at the discretion of the Chair.