The Essington School Darwin Limited
(ACN 082 486 904)

Explanatory Memorandum to the Notice of AGM – Tuesday 29 April 2025

This document provides information to assist members in understanding the resolutions proposed.

Resolution 1 – Re-election of Mrs Maria Teo as Director

Mrs Maria Teo joined the Board in May 2022 and currently serves as a Director of the Company.

Maria is a Parent Member with three children currently enrolled at Essington. She holds a Bachelor of Pharmacy and brings broad experience from the health sector, including roles in community pharmacy, government, and education. Maria is passionate about continuous learning and is committed to further contributing to the Essington community through her role on the Board.

Background

In accordance with Article 43 of the Constitution, Directors may hold office for an initial term of three years and, subject to Clause 45, are eligible for reappointment for further periods of three years, up to a maximum of three consecutive terms.

Being eligible for reappointment, Ms Maria Teo is nominated for re-election.

Requirements

To be passed, this resolution must be supported by 50% of the votes cast by members plus one vote, either in person or by proxy at the general meeting.

Directors' Recommendation

The Directors recommend that members vote **FOR** this resolution.

Resolution 2 – Re-election of Mr Ashley Perez as Director

Mr Ashley Perez joined the Board in June 2020 and currently serves as a Director of the Company.

Ashley is a Parent Member with two children at Essington. He brings over 20 years of leadership experience across education and community services. Ashley has held numerous board positions and is a Graduate of the Australian Institute of Company Directors. He remains actively involved in governance across the not-for-profit and education sectors.

Background

In accordance with Article 43 of the Constitution, Directors may hold office for an initial term of three years and, subject to Clause 45, are eligible for reappointment for further periods of three years, up to a maximum of three consecutive terms.

Being eligible for reappointment, Mr Ashley Perez is nominated for re-election.

Requirements
To be passed, this resolution must be supported by 50% of the votes cast by members plus one vote, either in person or by proxy at the general meeting.

Directors' Recommendation
The Directors recommend that members vote **FOR** this resolution.

Resolution 3 – Directors' Indemnity Agreement

The Board proposes that the Company enter into a standard form Directors' Indemnity Agreement with each current and future Director. This agreement sets out the circumstances in which the Company will indemnify a Director against liabilities incurred while acting in their capacity as a Director, consistent with the protections already provided under the Constitution and applicable law.

Background
While the Company's Constitution and the Corporations Act provide certain indemnities for Directors, entering into formal Directors' Indemnity Agreements ensures clarity and consistency in the application of those protections. The Agreement outlines the scope of indemnity, access to documents, and directors' insurance, and is considered best practice in governance for not-for-profit and company boards.

Requirements
To be passed, this resolution must be supported by 50% of the votes cast by members plus one vote, either in person or by proxy at the general meeting.

Directors' Recommendation
The Directors recommend that members vote **FOR** this resolution.

Resolution 4 – Amendment to the Constitution

To consider, and if thought fit, to pass the following resolution as a special resolution:

"That the Constitution of the Company be amended to provide for:

- The formal recognition of two Deputy Chair positions on the Board; and
- The appointment of up to two Independent Directors on the Board."

Background
The proposed amendments are designed to strengthen the Company's governance framework by:

- Formally establishing the ability to appoint up to two Deputy Chairs, supporting leadership development and succession planning within the Board; and
- Allowing for the inclusion of up to two Independent Directors, thereby enabling access to external expertise while maintain the Board's strong foundation of Parent and Life Member representation.

These changes reflect the Board's commitment to contemporary governance practices and ongoing organisational growth.

Requirements
As a special resolution, this resolution must be supported by 75% of the votes cast by members, either in person or by proxy.

Directors' Recommendation
The Directors recommend that members vote **FOR** this resolution.

Voting and Proxies

Voting
The Company has determined that all members recorded in the Company's register are eligible to vote on the above resolutions.

Proxies
In accordance with Articles 40 and 41 of the Constitution, a member may appoint a proxy to attend and vote on their behalf. A proxy must be a member of the Company. If a member does not appoint another member as proxy, the Chairperson at the AGM will act as their proxy in accordance with Article 40.3 of the Constitution.

To be valid, the completed and signed proxy form must be received by the Company no later than **3pm on Friday 25 April 2025**.

Proxies may be lodged with the Company via:

- Mail or delivery to: FAO Business Manager, The Essington School, 19 Chrisp Street, Rapid Creek, NT 0810
- Digital Form (link in the Chairman's letter)
- Email to: luigi.manzione@essington.nt.edu.au

If a proxy is directed how to vote on a resolution, the proxy may vote only in accordance with that direction. If a proxy is not directed how to vote, they may vote as they see fit.

If members appoint the Chairperson as their proxy and do not direct the Chairperson how to vote, the Chairperson will vote **FOR** Resolutions 1 to 4.

Enquiries

Members are requested to contact the Business Manager/Company Secretary on email luigi.manzione@essington.nt.edu.au if they have any queries in respect of the matters set out in these documents.