THE ESSINGTON SCHOOL DARWIN LIMITED
MINUTES OF THE 2025 ANNUAL GENERAL MEETING
HELD IN THE SCHOOL LIBRARY, CHRISP STREET, RAPID CREEK
ON TUESDAY 29 APRIL 2025

	Directors Present:	Nathan Reichstein	Chair
		Vicki Bridge	Deputy Vice Chair
		Carol Cain	Deputy Vice Chair
		Maria Teo	
		Fredrick Law	
		Ashley Perez	
		Minh Tran	
		John McLaren	
	Director Apologies:	Jocelyn Cull	
	Members Present:	Hannah Zwitser	
		Joan Judd	
		Renee Schultz	
		Jasmin Flori-Hess	
		Lily Kovacevic	
		Debora Rossi	
		Justine Williams	
	In Attendance:	Paul Nyhuis	Principal and Chief Executive Officer
		Luigi Manzione	Business Manager and Company Secretary
		Jayne Lomas	
		Peter Kent	
		Tristan Flori-Hess	
		Casmel Taziwa - BDO	

1	**Opening & Welcome**	The Chair opened the meeting at 6:00PM, welcoming members to the 2025 Annual General Meeting, and acknowledging Life Members of the School. An acknowledgment of Country was provided on behalf of the members of the Company.
2	**Attendance, Apologies Quorum and Proxies**	The Chair confirmed that, in accordance with Clause 27.1 of the Constitution, a quorum of members was present (in person and by proxy) for the duration of the meeting. The Chair further advised that 18 proxy votes had been received, all appointing the Chair as proxy. Director apologies were noted as above.
3	**Declaration of Interests by Directors**	As standing practice, Directors do not participate in discussions or decisions where they have a conflict of interest. No other declarations were received.

4	**Minutes of the Previous Meeting**	The minutes of the 2024 Annual General Meeting held on 1 May 2024 were tabled. **Resolution:** The motion to accept the minutes of the Annual General Meeting held on 1 May 2024 was put to the meeting and carried.
5	**Re-election of Directors**	**Resolution 1 – Re-election of Mrs. Maria Teo** The motion that, being eligible for re-election, Maria Teo be re-elected as a Director of the Company for a term to expire at the 2028 AGM was put to the meeting and carried. **Resolution 2 – Re-election of Mr. Ashley Perez** The motion that, being eligible for re-election, Ashley Perez be re-elected as a Director of the Company for a term to expire at the 2028 AGM was put to the meeting and carried.
6	**Annual Reports**	The Chair and the Principal presented their reports for the 2024 calendar year. The reports reflected on the School's performance, key achievements, and strategic priorities. **Resolution:** The motion to accept the Chairman's and Principal's reports was put to the meeting and carried.
7	**2024 Audited Financial Statements**	The Business Manager presented the audited financial statements for the year ended 31 December 2024. It was noted that the financial statements had been made available to members prior to the meeting and would be lodged with the Australian Charities and Not-for-profits Commission within the required timeframe. Members were invited to ask questions. **Resolution:** The motion to accept the financial statements for the year ended 31 December 2024 was put to the meeting and carried.
8	**Amendment to the Constitution (Special Resolution)**	The Chair presented the proposed amendments to the Constitution, as outlined in the Explanatory Memorandum, to: • formally recognise two Deputy Chair positions, and • allow for the appointment of up to two Independent Directors. **Resolution:** The motion that the Constitution of the Company be amended as proposed was put to the meeting as a special resolution and carried with the requisite majority.
9	**Directors' Indemnity Agreement**	The Chair presented the proposal for the Company to enter into a Directors' Indemnity Agreement with current and future Directors, consistent with governance best practice. **Resolution:** The motion that the Company enter into a Directors' Indemnity Agreement with each Director was put to the meeting and carried.

10	**Questions from the Floor**	The Chair invited questions from the floor. General discussion was held on matters relevant to the School's operations and future direction.
11	**Closure**	The Chairman thanked members for their attendance and closed the meeting at 6:55PM.

Vicki Bridge
Chair

Date: 12 May 2026