



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 – Confirmation of Minutes of the 2025 Annual General Meeting

Item 2 – Endorsement of Company Members nominated by Council for Outstanding Service and Significant Contribution to the welfare of the School (please see overleaf)

Endorsement by Members is sought for the appointment of **Dr Peter Chomley** as a Member of the Company (having been nominated by the Council) for outstanding service and significant contribution to the welfare of the School.

Endorsement by Members is sought for the appointment of **Mrs Margie Gillett** as a Member of the Company (having been nominated by the Council) for outstanding service and significant contribution to the welfare of the School.

Endorsement by Members is sought for the appointment of **Mr John McInnes OAM** as a Member of the Company (having been nominated by the Council) for outstanding service and significant contribution to the welfare of the School.

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 Director

Director, **Dr David Bowser**, being eligible, offers himself for re-election under clause 7.8 of the Geelong Grammar School Constitution. Dr Bowser 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 5.

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.

Item 8 – 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.



Further Information to Support Item 2

Article 3.1(h) of the Geelong Grammar School Constitution provides for the appointment of *up to 15 persons at any one time, who have been nominated by the Council and endorsed by the Members as having given outstanding service to the School or GGS or made significant contributions to the welfare of the School or GGS.*

In recognition of the outstanding service and significant contribution to the welfare of the School given by Dr Peter Chomley, Mrs Margie Gillett and Mr John McInnes OAM, the Directors of School Council have nominated them for appointment as Company Members pursuant to this class of Members.

Information regarding the outstanding service and significant contribution to the welfare of the School of the three proposed Company Members is provided below. Members will be asked to endorse the appointment of these Company Members at the Annual General Meeting.

<p>Dr Peter Chomley (Ge'63)</p> <p>Dr Peter Chomley was a student at the School from 1959 to 1963 and served as President of the OGGs and Director of School Council.</p> <p>Specifically, Peter was an OGG Committee Member from 2005 to 2015 and President of the OGGs from 2011 to 2015. He served on School Council from 2007 to 2015.</p> <p>Peter is an Associate Member of the Geelong Grammar Foundation.</p> <p>Directors acknowledge Peter's wisdom and service to the School's Recognition Committee established immediately following the Royal Commission and his subsequent engagement on the Board of Healing and Hope from 2022 to 2024.</p> <p>In recognition of his outstanding service and significant contribution to the welfare of the School, the Directors recommend Dr Peter Chomley to Members for endorsement as a Company Member pursuant to Article 3.1(h).</p>	
<p>Margie Gillett (Cordner, Clyde '71)</p> <p>Margie was a student of the Clyde School from 1966 to 1971; is a Past Parent and has served across numerous roles including the President of the Clyde Old Girls' Association (COGA) since 2008.</p> <p>Further, Margie has been a member of the OGG Committee since 2008, served as President of the OGGs from 2015 to 2019 and was a Director of School Council from 2015 to 2019.</p> <p>Margie is a Member of the Geelong Grammar Foundation and the Biddlecombe Society.</p> <p>In recognition of her outstanding service and significant contribution to the welfare of the School, the Directors recommend Mrs Margie Gillett to Members for endorsement as a Company Member pursuant to Article 3.1(h).</p>	
<p>John McInnes OAM (Cu'58)</p> <p>John attended GGS from 1954-58, followed by his brother David (Cu'64). He is a past parent with four of his children also attending GGS.</p> <p>John served as a Member of the Glamorgan Advisory Committee from 2000 to 2004; was a Director of School Council from 1992 to 2003 and Chair of School Council from 1998 to 2003. John was appointed an OGG Fellow in 2011.</p> <p>He became a Member of the Geelong Grammar Foundation in 2002 and was recognised as a Benefactor of the Foundation in 2012. He joined the Biddlecombe Society in 2004.</p> <p>In recognition of his outstanding service and significant contribution to the welfare of the School, the Directors recommend Ms John McInnes OAM to Members for endorsement as a Company Member pursuant to Article 3.1(h).</p>	