Notice of Annual General Meeting 2026

Notice is given to Voting Members that the Annual General Meeting ('AGM') of The Armidale School Foundation Limited ('the Foundation'), a registered charity and company limited by guarantee, will be held at the School at 87 Douglas St, Armidale NSW and via Microsoft Teams on **Wednesday, 20 May 2026 at 5.30pm**.

Ordinary Business

1. **Consideration of Annual Report**

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the Foundation for the financial year ended 31 December 2025.

2. **Election of Directors**

To elect, by ordinary resolution, eight (8) Directors, being representatives of the persons who qualify as Fellows or Members.

Note: these Directors shall be elected by Voting Members of the Foundation in accordance with the Constitution, which requires the election of representatives to take place in the following manner (per cl 23.3):

- *The 8 Directors elected at the last AGM (ie in 2025) must retire from office but they shall be eligible for re-election without re-nomination;*
- *Any two Voting Members of the Foundation shall be at liberty to nominate any other Voting Member to serve on the Board;*
- *The nomination must be in writing and signed by the Voting Member and his proposer and seconder and must be given to the Foundation before (or, with the chair's consent, during) the annual general meeting of the Foundation at which the election is to take place;*
- *If the number of candidates standing for election exceeds the number of vacancies, balloting lists shall be prepared containing names only of the candidates in alphabetical order, and each Voting Member present in person or by proxy or attorney at the annual general meeting shall be entitled to vote.*

At the AGM, the Chair will also announce the names of the 4 Trustee directors and 2 Patron directors who are in office as at the date of this Notice and are expected to remain in office after the AGM.

General Business

- Report by the Chair of the Foundation
- Other reports and other business

David Fenwicke, Chair **5 May 2026**

Entitlement to appoint a proxy

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A Voting Member of the Foundation has a right to appoint one proxy to attend and vote on his or her behalf. If you cannot attend this meeting in person or online then you may appoint a proxy. In accordance with clause 19.2 of the Constitution of the Foundation, the proxy must be a Voting Member of the Foundation.

The written appointment of a proxy or attorney must be received by the Foundation at least 48 hours before the time for holding the general meeting at which the appointee proposes to vote.

Please contact Keith Pengilley should you require a proxy form on foundation@as.edu.au

Explanatory Notes to Notice of Annual General Meeting 2026

Item 1 - Consideration of Annual Report

The Directors of the Foundation will lay before the AGM the Financial Report, the Directors' Report, and the Auditor's Report (collectively, the 'Annual Report') for the last financial year that ended on 31 December 2025. The Annual Report is prepared under the *Australian Charities and Not-for-profits Commission Act* 2012 (Cwth) ('ACNC Act').

The ACNC Governance Standards require, in governance standard 2 (accountability to members), that the Foundation must take reasonable steps to ensure that: (a) the Foundation is accountable to its members; and (b) the Foundation's members have an adequate opportunity to raise concerns about the governance of the Foundation. The object of this governance standard is to ensure the accountability and transparency of a registered charity (such as the Foundation) to its members.

No resolution is required to be passed at the AGM for this Agenda item.

Item 2 - Election of Directors

The Foundation's Constitution

Clause 23 of the Foundation's Constitution as adopted in 2016 governs the composition of the Board and the election of Directors. Its main provisions are set out below. Eight directors were elected under clause 23.1(b) at the last AGM held in 2025.

> *23.1 The Board shall comprise:*
> *(a) persons who qualify as, or duly represent, Trustees and make written election or give consent to become Directors; and*
> *(b) eight representatives of the persons who qualify as Fellows or Members, who shall be elected by Voting Members of the Foundation in accordance with this Constitution.*
> *23.2 The representatives elected under clause 23.1(b) shall be elected at the annual general meeting of the Foundation in each calendar year and, subject to this Constitution, will hold office until the next ensuing annual general meeting when they must retire from office but shall be eligible for re-election without re-nomination.*
> *23.3 The election of representatives shall take place in the following manner:*
> *(a) Any two Voting Members of the Foundation shall be at liberty to nominate any other Voting Member to serve on the Board;*
> *(b) The nomination must be in writing and signed by the Voting Member and his proposer and seconder and must be given to the Foundation before (or, with the chair's consent, during) the annual general meeting of the Foundation at which the election is to take place;*

(c) If the number of candidates standing for election exceeds the number of vacancies, balloting lists shall be prepared containing names only of the candidates in alphabetical order, and each Voting Member present in person or by proxy or attorney at the annual general meeting shall be entitled to vote; and
(d) In case there shall not be sufficient number of candidates nominated the Board may fill the remaining vacancy or vacancies from the Foundation membership at any time.

23.4 Subject to clause 23.6, the Board may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. A Director appointed under this clause 23.1 will hold office until the end of the next annual general meeting of the Foundation, at which the Director may be re-elected.

23.5 Subject to the provisions of this Constitution and the Corporations Act, the Foundation may elect or re-elect a person as a Director by resolution passed in general meeting.

23.6 A Director must be, or duly represent, a Voting Member of the Foundation and must consent to become a Director as required by section 201D of the Corporations Act.

Titled offices and designations

Please note that subject to procedures and rules determined from time to time by the Board, at a Board meeting after each annual general meeting, the Board may elect Directors to the following 2 titled offices:
(a) Chair; and (b) Deputy Chair. These 2 Directors holding titled offices shall hold office until such time as their respective successors have been appointed.