

## Minutes – PESA 2018 Annual General Meeting

The 2018 Annual General Meeting of the Positive Education Schools Association Ltd (ACN 168 259 096) (**PESA**) was held on Saturday, 14 April 2018 at Geelong Grammar School, Biddlecombe Ave, Corio, Vic, Australia.

In accordance with Article 10.10 of the PESA Constitution, more than 5 members were in attendance and therefore a quorum was present.

1. **Welcome**

The meeting Chairman, Simon Murray, welcomed members and opened the meeting.

2. **Acceptance of Minutes from 2017 Annual General Meeting - [attached](#)**

Simon Murray called for acceptance of the minutes from 2017 Annual General Meeting.

*Moved: Stephen Bowers*

*Seconded: Anne Johnstone*

*The minutes were accepted without change or comment.*

3. **Chairman's Report – [attached](#)**

Simon Murray tabled the Chairman's report.

*Moved: Simon Murray*

*Seconded: Charlie Scudamore*

*The Chairman's report was accepted without change or comment.*

4. **Finance Report - [attached](#)**

Warren Symonds, Treasurer, tabled the Finance Report.

*Moved: Warren Symonds*

*Seconded: Roger Bayly*

*The Finance report was accepted without change or comment.*

5. **Reviewer's Report – [attached](#)**

Warren Symonds tabled the Reviewer's Report

Members were advised that, in accordance with legal advice received from Andreyev Lawyers, as PESA's annual revenue is over \$250,000 and under \$1,000,000, it is a **medium registered entity** for the purposes of the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth). Under section 60.20 of the Act and Article 13 of the previous Constitution, the Board elected to have the 2017 financial report **reviewed**.

*Moved: Warren Symonds*

*Seconded: Roger Bayly*

*The Reviewer's report was accepted without change or comment.*

6. **Membership Report - [attached](#)**

Marita Hayes-Brown, Company Secretary & CEO, tabled the membership report.

## Minutes of 2018 Annual General Meeting, cont.

### 7. Acceptance of minutes of Extraordinary General Meeting (EGM) 9 March 2018 - [attached](#)

Simon Murray called for acceptance of the minutes of Extraordinary General Meeting (EGM) 9 March 2018.

*Moved: Simon Murray*

*Seconded: Sarah Siegloff*

*The minutes were accepted without change or comment.*

### 8. Election of Directors

Simon Murray advised members that in accordance with the Company's constitution, the following Directors retired by rotation at the end of the AGM and therefore their positions on the Board fell vacant:

- (i) **Mr Charlie Scudamore** (Deputy Principal, Geelong Grammar School, Vic)  
Mr Scudamore has indicated that he *WILL* seek reappointment
- (ii) **Mr Warren Symonds** (Principal, Mt Barker High School, SA)  
Mr Symonds has indicated that he *WILL* seek reappointment

Only 1 nomination was received by the Secretary within the time required by Article 12.3 of the PESA Constitution. That nomination was from Warren Symonds, and Mr Symonds was accordingly reappointed to the role of director. The remaining position fell to a vacancy, and the Chair then called for nominations in accordance with Article 12.3 of the PESA Constitution. A recess was called to allow members the opportunity to consider whether to nominate. At the conclusion of the recess, only 1 nomination had been received by the Secretary, from Charlie Scudamore, and Mr Scudamore was therefore reappointed to the role of director under Article 12.3 of the Constitution.

### 9. Resignation of Directors

Simon Murray advised that the following directors have given notice of their resignation from the Board by notice to the Secretary, effective from the date of this AGM.

- (i) **Mr Stuart Johnston** (Principal, Peninsula Grammar, Vic)
- (ii) **Mr Scott James** (Principal, Knox Grammar School, NSW)
- (iii) **Mr Steven Bowers** (Principal, Burgmann Anglican College, ACT)
- (iv) **Mr Roger Bayly** (Deputy Principal, Christ Church Grammar School, WA)

Mr Murray advised members that in accordance with the provisions of the new PESA Constitution dated March 2018 (see Articles 12.1 and 12.4), these positions will not be filled, but be retained for Co-Opted Directors.

Mr Murray expressed gratitude to the retiring directors for the significant contributions made by each in advancing the mission and vision of PESA. Their commitment has been exemplary.

## Minutes of 2018 Annual General Meeting, cont.

### 10. Questions from Members

Simon Murray called for questions from members.

One question was received from the floor from a member based in Denmark, asking whether PESA would consider, or currently had any plans, to become a global peak body for Positive Education. Mr Murray advised that whilst PESA has no immediate plans in this regard, PESA will continue to work collaboratively with IPEN to advance Positive Education globally, and provide support to those wishing to learn more about, and advance, Positive Education, whether they are based in Australia or abroad.

### 11. Close of Meeting

Simon Murray thanked members for their attendance and closed the meeting.