



**PROFESSIONAL TEACHERS' COUNCIL of NSW
Ltd**

ABN 48 002 220 957

A COMPANY LIMITED BY GUARANTEE

**CONSTITUTION
September 2016**

Preamble

A company limited by guarantee is a specialised form of public company designed for non-profit organisations. In Australia companies limited by guarantee are subject to the *Corporations Act 2001* and administered to by the Australian Securities and Investments Commission (ASIC). Like incorporated associations, this legal structure designates an organisation as a separate legal entity. A company limited by guarantee can be sued, legally lease a property, enter into contracts or hold assets in its name.

The term company limited by guarantee refers to what occurs in the winding up of this type of company. The Members of a company limited by guarantee must specify the amount they are willing to contribute to the property of the company on its winding up and this will determine or limit the liability of the company's Members.

One of the key advantages of this legal form is that it allows the organisation to operate nationwide. The strict legal requirements of this structure might also provide potential donors, clients and business partners with confidence that the organisation is run according to stringent principles and acknowledged standards. Indeed, some types of organisations are required to have this structure by law. This legal structure is not one that should be entered into lightly, however, as its legal and administrative obligations are significant and may be too much of a burden to an organisation with limited resources.

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1. DEFINITIONS

1.1 In this constitution

- **Board** means the Directors assembled as the Board of the Professional Teachers' Council of NSW Ltd.
- **Company** means the Professional Teachers' Council of NSW Ltd ABN 48 002 220 957
- **Secretary** means the person holding office under this constitution as Secretary of the Professional Teachers' Council of NSW Ltd.
- **Member** means a professional teacher association in NSW or another group approved by the Board of the Professional Teachers' Council of NSW Ltd.
- **Special General Meeting** means a General Meeting of the Professional Teachers' Council of NSW Ltd other than an Annual General Meeting.
- **the Act** means the Corporations Act 2001.

1.2 In this constitution:

- a reference to a function includes a reference to a power, authority and duty, and

- a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1.3 The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

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2. NAME

The name of the company shall be the ***Professional Teachers' Council of NSW Ltd*** hereafter referred to as the **Professional Teachers' Council**.

3. OBJECTS OF THE PROFESSIONAL TEACHERS' COUNCIL

The objects of the Professional Teachers' Council are to:

3.1 act generally as a representative for Member professional teacher associations and associate Members in matters aimed at promoting the professionalism of teachers and the quality of teaching and learning in NSW and Australia.

3.2 provide an independent and non-partisan forum for the discussion of education policy by teachers at all levels of the education system, early childhood to tertiary in both government and non-government sectors, in all key learning, cross-curricula and leadership areas.

3.3 serve the needs of and to represent its Members by providing a united voice on educational issues with access to and influence on the processes of educational decision-making at all levels.

3.4 link and support Member associations through co-operative effort and individual involvement.

3.5 provide effective administrative services and support in a recognisable location while

affirming the importance of the professional expertise and the unique role of Member professional teacher associations in education.

3.6 promote the further education and professional growth of teachers through the provision of leadership and professional learning opportunities.

3.7 take an active part in planning, implementing, and evaluating curriculum changes in the educational system for New South Wales and Australia.

3.8 promote co-operation between and undertake liaison with similar Associations generally within Australia and countries overseas.

3.9 hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith. Provided that no Member of the Professional Teachers' Council shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Professional Teachers' Council.

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4. MEMBERSHIP OF THE PROFESSIONAL TEACHERS' COUNCIL

4.1 Full membership of the Professional Teachers' Council

4.1.1 shall be subject to the approval of the Board of Directors, and is open to professional teacher associations whose Members are engaged in any teaching activities in Australia.

4.1.2 includes voting rights.

4.2 Associate membership of the Professional Teachers' Council

4.2.1 may be approved by the Board of Directors and applications (see Appendix 2) may be accepted from:

4.2.1.1 special purpose groups that are associated with education and formed with relevance to the teaching profession.

4.2.2 does not include voting rights.

4.3 Application for membership

4.3.1 an application of an association for membership of the Professional Teachers' Council:

4.3.1.1 must be made by the President of the association in writing in the form set out in Appendix 1 to this constitution, and

4.3.1.2 must be lodged with the Secretary of the Professional Teachers' Council.

4.3.2 As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Board of Directors that will determine whether to approve or to reject the application.

4.3.3 As soon as practicable after the Board of Directors makes that determination, the Secretary must:

4.3.3.1 notify the applicant, in writing, that the Board approved or rejected the application (whichever is applicable), and

4.3.3.2 if the Board approved the application, the Secretary will request that the applicant pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a Member as entrance fee and annual subscription.

4.3.4 The Secretary must, on payment by the applicant of the amounts referred to in sub-clause 4.3.3.2 within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of Members and, on the name being so entered, the applicant becomes a Member of the Professional Teachers' Council.

4.4 Cessation of membership

4.4.1 an association ceases to be a Member of the Professional Teachers' Council if the association:

4.4.1.1 ceases to operate, or

4.4.1.2 resigns membership, or

4.4.1.3 fails to pay the required membership fees within the specified 28 days, and after a default notice has been sent by the Secretary, or

4.4.1.4 willfully refuses or neglects to comply with the provisions of the constitution of the Professional Teachers' Council, or

4.4.1.5 shall be guilty of any conduct that in the opinion of the Board of Directors is unbecoming of a Member or prejudicial to the interest of the Professional Teachers' Council. In such situations the Board of Directors shall have power by resolution to censure, suspend or expel the Member from the Professional Teachers' Council. Provided that at least one week before the meeting of the Board of Directors at which such a resolution is passed the Member shall have had notice of such meeting and of what is alleged against the Member and of the intended resolution and that the Member shall at such meeting and before the passing of such resolution have had the opportunity of giving orally or in writing any explanation or defense the Member may think fit.

4.5 Membership entitlements not transferable

4.5.1 A right, privilege or obligation that an association has by reason of being a Member of the Professional Teachers' Council:

4.5.1.1 is not capable of being transferred or transmitted to another association, and

4.5.1.2 terminates on cessation of the association's membership.

4.6 Resignation of membership

4.6.1 A Member of the Professional Teachers' Council may resign from membership of the Professional Teachers' Council by first giving to the Secretary written notice of at least one month (or such other period as the Board of Directors may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.

4.6.2 If a Member of the association ceases to be a Member under sub-clause 4.6.1, and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member and filing a copy of the written notice re cessation of membership.

4.7 Register of Members

4.7.1 The Secretary of the Professional Teachers' Council must establish and maintain a register of Members of the association specifying the name and postal or residential address of each association that is a Member of the Professional Teachers' Council together with the date on which the association became a Member.

4.7.2 the register of Members must be kept in New South Wales at the main premises of the Professional Teachers' Council.

4.7.3 the register of Members must be open for inspection, free of charge, by any Member of the Professional Teachers' Council at any reasonable hour.

4.7.4 A Member of the Professional Teachers' Council may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

4.7.5 If a Member requests that any information contained on the register about the Member (other than the Member's name) not be available for inspection that information must not be made available for inspection.

4.7.6 A Member must not use information about a person obtained from the register to contact or send material to the person.

4.8 Membership Fees

4.8.1 The membership fees payable by Members of the Professional Teachers' Council shall be determined by the Board of Directors.

4.8.2 All membership fees shall become due and payable in advance on the 1st day of March in every year.

4.8.3 On payment of all arrears, a Member debarred from all privileges of membership as per

4.5.1.3 may be reinstated by resolution of the Board of Directors.

4.8.4 A Member may at any time by giving notice in writing to the Secretary resign their membership of the Professional Teachers' Council but shall continue liable for any membership fees and all arrears due and unpaid at the date of their resignation and for all other moneys due by them to the Professional Teachers' Council.

4.9 Members' liabilities

4.9.1 the liability of the Members is limited.

4.9.2 Every Member of the Professional Teachers' Council undertakes to contribute to the property of the Professional Teacher's Association in the event of it being wound up while he or she is a Member or within one year after he or she ceases to be a Member for payment of the debts and liabilities of the Company (contracted before he or she ceases to be a Member) and of the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding one hundred dollars (\$100.00).

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5. THE BOARD OF DIRECTORS

5.1 Powers of the Board of Directors

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Professional Teachers' Council in general meeting, the Board of Directors:

5.1.1 is to control and manage the affairs of the Professional Teachers' Council, and

5.1.2 may exercise all such functions as may be exercised by the Professional Teachers' Council, other than those functions that are required by this constitution to be exercised by a General Meeting of Members of the association, and

5.1.3 has power to perform all such acts and do all such things as appear to the Board of Directors to be necessary or desirable for the proper management of the affairs of the Professional Teachers' Council.

5.2 Composition and membership of Board of Directors

5.2.1 The Board of Directors consists of elected volunteers from the Professional Teachers' Council's member associations who hold full membership and are currently financial.

5.2.2 Associate membership does not entitle the affiliated organisations to nominate a person for election or to vote in the election.

5.2.3 the number of Directors to be elected is 17. A maximum of two individuals from each of the Professional Teachers' Council's member associations may be elected.

5.2.4 the office-bearers of the Professional Teachers' Council are as follows:

5.2.4.1 the President,

5.2.4.2 two Vice-presidents,

5.2.4.3 the Treasurer,

5.2.4.4 the Secretary.

and shall constitute the Executive Committee of the Professional Teachers' Council.

5.2.5 Each Director, subject to this constitution, is to hold office for two years but is eligible for re-election at an Annual General Meeting.

5.2.6 each year the fifty percent of Directors who have completed their two-year term of office will retire from the Professional Teachers' Council Board. Retiring Directors will be eligible to stand for re-election to the Board at the Annual General Meeting.

5.2.7 The Board shall have power at any time, and from time to time, to appoint by way of majority vote any person to the Board as an expert specialist (e.g. a solicitor or an accountant), either to fill a casual vacancy or as an addition to the existing Members of the Board. The so appointed Director shall hold office (subject to 5.3.6) only until the next Annual General Meeting.

5.2.8 The Professional Teachers' Council may from time to time by resolution passed at a General Meeting increase or reduce the number of Directors.

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5.3 Election of Board of Directors

5.3.1 Nominations of candidates for election as a Director of the Board, including election as an office-bearer:

5.3.1.1 must be made in writing, signed by the President of the professional teacher association which the candidate belongs to and one other member of that professional teacher association and be accompanied by the written consent of the candidate

5.3.1.2 must be accompanied by a supporting statement and a curriculum vitae, and

5.3.1.3 must be delivered to the Secretary of the Professional Teacher's Council at least 21 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.

5.3.2 if the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

5.3.3 if insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected.

5.3.4 if insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.

5.3.5 if the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

5.3.6 the ballot for the election of Directors of the Board is to be conducted at the Annual General Meeting in such usual and proper manner as the Board of Directors may direct.

5.3.7 a person nominated as a candidate for election as an office-bearer or as a Director of the Professional Teachers' Council must be a Member of a professional teachers association that has full membership with the Professional Teachers' Council.

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5.4 Secretary

5.4.1 The Secretary of the Professional Teachers' Council must, as soon as practicable after being appointed as Secretary, lodge notice with the association of his or her address.

5.4.2 it is the duty of the Secretary to keep minutes of:

5.4.2.1 all appointments of office-bearers and Directors of the Board, and

5.4.2.2 the names of Members of the Board present at a Board meeting or a General Meeting, and

5.4.2.3 all proceedings at Board meetings and General Meetings.

5.4.4 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

5.4.3 the responsibilities in sub-clause 5.5.2 may be delegated by the Secretary to a staff Member of the Professional Teachers' Council Secretariat.

5.5 Treasurer

5.5.1 it is the duty of the Treasurer of the Professional Teachers' Council to ensure:

5.5.1.1 that all money due to the association is collected and received and that all payments authorised by the Professional Teachers' Council are made, and

5.5.1.2 that correct books and accounts are kept showing the financial affairs of the Professional Teachers' Council, including full details of all receipts and expenditure connected with the activities of the Professional Teachers' Council.

5.5.2 the responsibilities in sub-clause 5.6.1 may be delegated by the Treasurer to a staff member of the Professional Teachers' Council Secretariat.

5.6 Executive Officer

5.6.1 The Board of Directors may appoint any person, not being a Director, to the position of Executive Officer for the period and on the terms (including as to remuneration) the Board sees fit.

5.6.2 The Executive Officer is not a member of the Board, but may attend meetings of the Board except where the Board otherwise decides.

5.6.3 The Board may, upon terms and conditions and with any restrictions it sees fit, confer on an Executive Officer any of the powers that the Board can exercise.

5.6.4 any powers so conferred may be concurrent with, or to the exclusion of, the powers of the Board.

5.6.5 The Board may revoke or vary:

5.6.5.1 an appointment, or

5.6.5.2 any of the powers conferred on the Executive Officer.

5.6.6 if the Executive Officer becomes incapable of acting in that capacity the Board may appoint any other person, not being a Director, to act temporarily as Executive Officer.

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5.7 Casual vacancies

5.7.1 In the event of a casual vacancy occurring on the Board, the Board of Directors will call for expressions of interest from Member associations with full membership to fill the vacancy until the conclusion of the next Annual General Meeting following the date of the appointment.

5.7.2 if the number of nominations received exceeds the number of vacancies to be filled, a Special General Meeting is to be held and a ballot is to be conducted.

5.7.3 a casual vacancy on the Board of Directors occurs if a Director:

5.7.3.1 dies, or

5.7.3.2 ceases to be a Member of the nominating association, or

5.7.3.3 becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or

5.7.3.4 resigns office by notice in writing given to the secretary, or

5.7.3.5 is removed from office under clause 4.12, or

5.7.3.6 becomes a mentally incapacitated person, or

5.7.3.7 is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or

5.7.3.8 is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

5.7.4 The Board may continue to act despite any vacancy in Directors.

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5.8 Removal of a Director

5.8.1 The Professional Teachers' Council in General Meeting may by resolution remove any Director before the expiration of the Director's term of office and may fill the resulting position on the Board as if it were a casual vacancy (see clause 5.8) until the expiration of the term of office of the Director so removed.

5.8.2 If a Director to whom a proposed resolution referred to in sub-clause 5.9.1 makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Professional Teachers' Council, the Secretary or the President may send a copy of the representations to each Member or, if the representations are not so sent, the Director is entitled to require that the representations be read out at the General Meeting at which the resolution is considered.

5.9 Right of reply re clause 5.9

5.9.1 On receipt of a notice from a Director under sub-clause 5.9.2 the Secretary must notify the Board of Directors which is to convene a General Meeting of the Professional Teachers' Council to be held within 28 days after the date on which the Secretary received the notice.

5.9.2 the notice may, but need not, be accompanied by a statement of the grounds on which the Director intends to rely for the purposes of the reply.

5.9.3 At a General Meeting of the association convened under sub-clause 5.10.1,

5.9.3.1 no business other than the question of the reply is to be transacted, and

5.9.3.2 the Director must be given the opportunity to state their case orally or in writing, or both, and

5.9.3.3 the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

5.9.3.4 the decision is to be determined by a simple majority of votes cast by Members of the Professional Teachers' Council.

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5.10 Board of Director meetings and quorum

5.10.1 The Board of Directors will meet as frequently as is necessary to fulfill its duties at such place and time as the Board of Directors may determine.

5.10.2 meetings of the Board of Directors may be convened by the President or by any Director of the Board.

5.10.3 written notice of a meeting of the Board of Directors must be given by the Secretary or their delegated authority to each Director at least 48 hours (or such other period as may be unanimously agreed on by the Directors) before the time appointed for the holding of the meeting.

5.10.4 notice of a meeting given under sub-clause 5.11.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business that the Directors present at the meeting unanimously agree to treat as urgent business.

5.10.5 Half of the current number, plus one, of Board of Directors constitute a quorum for the transaction of the business of a meeting of the Board of Directors.

5.10.6 No business is to be transacted by the Board of Directors unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to another time determined by the Board of Directors.

5.10.7 at a meeting of the Board of Directors:

5.10.7.1 the President or, in the President's absence, the Vice-president is to preside,

5.10.7.2 if the President and the Vice-president are absent or unwilling to act, one of the remaining Directors of the Board may be chosen by the Directors present at the meeting to preside.

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5.11 Delegation by the Board of Directors to committee

5.11.1 The Board of Directors may, by instrument in writing, delegate to one or more committees (consisting of such Directors as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:

5.11.1.1 this power of delegation, and

5.11.1.2 a function that is a duty imposed on the Board by the Act or by any other law.

5.11.2 a function, the exercise of which has been delegated to a committee under this clause, may while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.

5.11.3 a delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

5.11.4 despite any delegation under this clause, the Board of Directors may continue to exercise any function delegated.

5.11.5 any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board of Directors.

5.11.6 the Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.

5.11.7 a committee may meet and adjourn as it thinks proper.

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5.12 Voting and decisions

5.12.1 questions arising at a meeting of the Board of Directors, or of any committee appointed by the Board, are to be determined by a majority of the votes of Directors of the Board or committee present at the meeting.

5.12.2 each Director present at a meeting of the Board or of any committee appointed by the Board, including the person presiding at the meeting, is entitled to one vote, but in the event of an equality of votes on any question the person presiding shall have the casting vote.

5.12.3 the Board or committee may act despite any vacancy on the Board or committee.

5.12.4 any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Director of the Board or committee.

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6. GENERAL MEETINGS

6.1 Annual General Meeting (AGM) – holding of

6.1.1 the Professional Teachers' Council must hold its Annual General Meeting within 5 months after the close of the Professional Teacher's Council's financial year

6.2 Annual General Meeting (AGM) - calling of and business at

6.2.1 the Annual General Meeting of the Professional Teachers' Council is to be convened, subject to 6.2.1 on such date and at such place and time as the Board of Directors thinks fit

6.2.2 in addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:

6.2.2.1 to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,

6.2.2.2 to receive from the Board reports on the activities of the Professional Teachers' Council during the last preceding financial year,

6.2.2.3 to elect the Board of Directors, including office-bearers,

6.2.2.4 to receive and consider any financial statement or report required to be submitted to Members under the Act.

6.2.3 an Annual General Meeting must be specified as such in the notice convening it.

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6.3 Special General Meeting (SGM) - calling of

6.3.1 the Board may, whenever it thinks fit, convene a Special General Meeting of the Professional Teachers' Council.

6.3.2 members may call a Special General Meeting in accordance with the Act.

6.3.3 a requisition of Members for a Special General Meeting:

6.3.3.1 must state the purpose or purposes of the meeting, and

6.3.3.2 must be signed by the Members making the requisition, and

6.3.3.3 must be lodged with the Secretary, and

6.3.3.4 may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

6.3.4 if the Board fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.

6.3.5 a Special General Meeting convened by a Member or Members as referred to in sub-clause 6.3.4 must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Professional Teachers' Council.

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6.4 Notice of General Meeting

6.4.1 except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Professional Teachers' Council, the Secretary or their delegated authority must, at least **21** days before the date fixed for the holding of the General Meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

6.4.2 if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Professional Teachers' Council, the Secretary or their delegated authority must, at least **21** days before the date fixed for the holding of the General Meeting, cause notice to be given to each Member specifying, in addition to the matter required under sub-clause 6.4.1, the intention to propose the resolution as a special resolution.

6.4.3 no business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business that may be transacted under clause 6.2.2.

6.4.4 a Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who may include that business in the next notice calling a General Meeting given after receipt of the notice from the Member, if the Board of Directors resolves that the business is appropriate for a General Meeting.

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6.5 Quorum for general meetings

6.5.1 no item of business is to be transacted at a General Meeting unless a quorum of Member associations entitled under this constitution to vote is present during the time the meeting is considering that item.

6.5.2 five (5) or more Member associations, being Members entitled under this constitution to vote at a General Meeting, constitute a quorum for the transaction of the business of a General Meeting.

6.5.3 if within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:

6.5.3.1 if convened on the requisition of Member associations, is to be dissolved, and

6.5.3.2 in any other case is to stand adjourned to a later time determined by the Board of Directors.

6.5.4 if at the adjourned General Meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Member associations present, being at least 3, are to constitute a quorum.

6.6 Presiding Director

6.6.1 the President or, in the President's absence, the Vice-president, is to preside as chairperson at each General Meeting of the Professional Teachers' Council.

6.6.2 if the President and the Vice-president are absent or unwilling to act, the Member associations present must elect one of their numbers to preside as chairperson at the meeting.

6.7 Adjournment of General Meeting

6.7.1 the chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of Member associations present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

6.7.2 if a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member association of the Professional Teachers' Council stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

6.7.3 except as provided in sub-clauses 6.7.1 and 6.7.2, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

6.8 Making of decisions

6.8.1 a question arising at a General Meeting of the Professional Teachers' Council is to be determined by either:

6.8.1.1 a show of hands, or

6.8.1.2 on the motion of the chairperson, or on the motion of 5 or more Member associations present at the meeting, a written ballot.

6.8.2 if the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands been carried, or carried unanimously, or carried by a particular majority, or lost, an entry to that effect in the minute book of the Professional Teachers' Council, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

6.8.3 if the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

6.9 Voting

6.9.1 on any question arising at a General Meeting of the Professional Teachers' Council a Member association has one vote only.

6.9.2 a Member is not entitled to vote at any General Meeting of the Professional Teachers' Council unless all money due and payable by the Member to the Professional Teachers' Council has been paid.

6.9.3 in the case of an equality of votes on a question at a General Meeting the question is decided in the negative.

6.10 Proxy votes

6.10.1 proxy voting may be undertaken at, or in respect of, a General Meeting.

6.10.2 each Member shall be entitled to appoint a representative as proxy by notice given to the Professional Teachers' Council no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.

6.10.3 the notice appointing the proxy shall be in the form set out in Appendix 3 to these rules.

6.10.4 in the event of a Member not nominating a particular person as proxy on the proxy form, the Chair shall exercise the proxy.

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6.11 Postal ballots

6.11.1 the association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 4.12).

6.11.2 a postal ballot is to be conducted in accordance with rules determined by the Professional Teachers' Council.

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7. MISCELLANEOUS

7.1 Insurance

7.1.1 the Professional Teachers' Council may effect and maintain insurance.

7.1.2 subject to the provisions of the Act every Director or officer bearer of the Professional Teachers' Council or any person employed by the Professional Teachers' Council as Auditor shall be indemnified out of the funds of the Company against all liability incurred by such person as a Director, office bearer or Auditor in defending any proceedings whether civil or criminal in which judgement is given in the persons favour or in which the person is acquitted or in connection with any application under the Act in which relief is granted to the person by a court.

7.1.3 subject to the Act no Director or Auditor of the Company shall be liable for the acts, receipts, neglect or defaults of any other Director, or for joining in any receipt, or other act for conformity, or for any loss or expense happening to the Professional Teachers' Council through the inefficiency or deficiency of title to any property acquired by order of the Directors, or on behalf of the Professional Teachers' Council, or for the insufficiency or deficiency of any security in, or upon which any of the monies of the Professional Teachers' Council shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any monies, securities or effects shall be deposited, or for any loss occasioned by any error of judgement, omission, default or oversight on the person's part, or for any other loss damage or misfortune whatsoever which shall happen in relation to those things, unless the same shall happen through the person's own negligence, default, breach of duty breach of trust or dishonesty.

7.1.4 to the extent permitted by law the Company may pay, or agree to pay, a premium in respect of a contract insuring a person who is, or has been, a Director or officer bearer of the Professional Teachers' Council against liability incurred by the person in his or her capacity as an officer bearer of the Professional Teachers' Council, provided that the liability does not

arise out of conduct involving a willful breach of duty in relation to the Professional Teachers' Council, or a contravention of the Act.

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7.2 Funds – source

7.2.1 the funds of the association are to be derived from membership fees, grants, donations and sponsorship, subject to any resolution passed by the Board, such other sources as the Board determines.

7.2.3 all money received by the Professional Teachers' Council must be deposited as soon as practicable, and without deduction, to the credit of the association's bank or other authorised deposit-taking institution account.

7.2.3 the Professional Teachers' Council must, as soon as practicable after receiving any money, issue an appropriate receipt.

7.3 Funds – management

7.3.1 subject to any resolution passed by the Professional Teachers' Council in General Meeting, the funds of the association are to be used in pursuance of the objects of the Professional Teachers' Council in such manner as the Board determines.

7.3.2 the income and property of the Professional Teachers' Council from wherever derived must be applied solely towards promoting the Professional Teachers' Council as provided in these objects and rules.

7.3.3 the Professional Teachers' Council must not distribute, pay or transfer to the Members directly or indirectly by way of dividend, bonus or otherwise any of the property or income of the Professional Teachers' Council:

7.3.4 nothing shall prevent the payment in good faith of remuneration to any officer bearers or servants of the Professional Teachers' Council or to any Member of the Professional Teachers' Council in return for any services actually rendered to the Professional Teachers' Council or for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at reasonable and proper commercial rates on money borrowed from any

Members of the Professional Teachers' Council, or reasonable and proper rent for premises demised or let by any Member of the Professional Teachers' Council.

7.3.5 a Director may be paid the remuneration determined by the Professional Teachers' Council in General Meeting for his or her services as a Director of the Professional Teachers' Council

7.3.6 a Director will be reimbursed on provision of receipts for all travelling and other expenses properly incurred concerning the Professional Teachers' Council's business.

7.3.7 if the Professional Teachers' Council pursues a charitable purpose then in addition to the restriction stated above the Professional Teachers' Council must not pay fees to its Directors.

7.3.8 if the Professional Teachers' Council pursues a charitable purpose then no payment to a Member (including a Director) for items referred to in Rule 7.3.5 may be made unless the payment is approved by the Board of Directors.

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7.4 Change of name, objects and constitution

7.4.1 The Members may amend or repeal this Constitution, or any provision of this Constitution, by special resolution passed at either an Annual General Meeting or at an Extraordinary General Meeting.

7.4.2 a special resolution amending, adopting or repealing this Constitution takes effect:

7.4.2.1 if no later date is specified in the resolution, then on the date on which the resolution is passed; or

7.4.2.2 on a later date specified in, or determined in accordance with, the resolution.

7.4.3 The Professional Teachers' Council must send of a copy of this Constitution (as amended from time to time) to a Member within 7 days if the Member:

7.4.3.1 asks the Professional Teachers' Council, in writing for the copy; and

7.4.3.2 pays any fee (up to the prescribed amount) required by the Professional Teachers' Council.

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7.5 Custody of books

7.5.1 Except as otherwise provided by this constitution, the Executive Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

7.6 Inspection of books

7.6.1 the following documents must be open to inspection, free of charge, by a Member of the Professional Teachers' Council at any reasonable hour:

7.6.1.1 this constitution,

7.6.1.2 the minutes of all Board meetings and general meetings of the Professional Teachers' Council.

7.6.1.3 the records, books and other financial documents of the Professional Teachers' Council,

7.6.1.4 The committee may refuse to allow a member to inspect or obtain copies of records such as employment records, and in relation to personal, employment, commercial or legal matters, or where to do so may be prejudicial to the interests of the association.

7.6.2 A Member of the Professional Teachers' Council may obtain a copy of any of the documents referred to in sub-clause 7.6.1 on payment of a fee of not more than \$1 for each page copied.

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7.7 Service of notices

7.7.1 For the purpose of this constitution, a notice may be served on or given to a person:

7.7.1.1 by delivering it to the person personally, or

7.7.1.2 by sending it by pre-paid post to the address of the person, or

7.7.1.3 by sending it by email or facsimile transmission to an address specified by the person for giving or serving the notice.

7.7.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved to have been given or served:

7.7.2.1 in the case of a notice given or served personally, on the date on which it is received by the addressee, and

7.7.2.2 in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

7.7.2.3 in the case of a notice sent by email or facsimile transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

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7.8 Financial year

7.8.1 the financial year of the Professional Teachers' Council is:

7.8.1.1 the period of time commencing on the date of incorporation of the Professional Teachers' Council and ending on the following 30 June, and

7.8.1.2 each period of 12 months after the expiration of the previous financial year of the Professional Teachers' Council, commencing on 1 July and ending on the following 30 June.

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7.9 Patron

7.9.1 The Board may appoint by way of a majority vote any person whether or not a Member of a professional teacher association that is a Member of the Professional Teachers' Council, to be a Patron of the Professional Teachers' Council.

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8. AUDIT

8.1 a properly qualified Auditor or Auditors shall be appointed and their duties regulated in accordance with the Act.

9. COMPLAINTS

9.1 a complaint may be made to the Board of Directors by any person about a Member of the Professional Teachers' Council who:

9.1.1 has refused or neglected to comply with a provision or provisions of this constitution, or

9.1.2 has willfully acted in a manner prejudicial to the interests of the Professional Teachers' Council.

9.2 the Board of Directors may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

9.3 if the Board of Directors decides to deal with the complaint, the Board of Directors:

9.3.1 must cause notice of the complaint to be served on the Member concerned, and

9.3.2 must give the Member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and

9.3.3 must take into consideration any submissions made by the Member in connection with the complaint.

9.4 the Board of Directors may, by resolution suspend the Member from membership of the Professional Teachers' Council if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

9.5 If the Board of Directors expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal under sub-clause 9.7.

9.6 The expulsion or suspension does not take effect:

9.6.1 until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or

9.6.2 if within that period the Member exercises the right of appeal, unless and until the association confirms the resolution under sub-clause 9.7, whichever is the later.

9.7 a Member may appeal to the Professional Teachers' Council in General Meeting against a resolution of the Board of Directors under 9.4, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.

9.8 the notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.

9.9 on receipt of a notice from a Member under sub-clause 9.7 the Secretary must notify the Board which is to convene a Special General Meeting of the association to be held within 28 days after the date on which the Secretary received the notice.

9.10 at a Special General Meeting of the association convened under sub-clause 9.9:

9.10.1 no business other than the question of the appeal is to be transacted, and

9.10.2 the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and

9.10.3 the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

9.10.4 the appeal is to be determined by a simple majority of votes cast by Members of the Professional Teachers' Council.

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10. MEDIATION

10.1 in the event that a dispute shall arise between the Directors, or between the Directors and a Member, or between the Members, or between the Professional Teachers' Council and a Member concerning the affairs of the Professional Teachers' Council, the parties must attempt to resolve the dispute by mediation as follows:

10.1.1 the Board must give notice to the parties in question that a dispute has arisen and identify what is in dispute.

10.1.2 the parties must jointly appoint a Mediator.

10.2 if the parties fail to agree on the appointment within 7 days of service of the notice, a Mediator will be appointed by the Secretary for the time being of the Law Institute or Law Society (as the case requires) of the State or Territory in which the Company has its registered office upon the application of either party.

10.3 The parties must observe the instructions of the Mediator about the conduct of the mediation, execute any written agreements that the Mediator may reasonably ask them to execute and make a genuine and determined effort to resolve the dispute.

10.4 if the dispute is not resolved within 14 days after the Mediator is appointed, or any other time that the parties are agreed to in writing, the mediation ceases.

10.5 the Directors and the Members must as far as is reasonably practicable and provided to do so is not in breach of the Law, maintain the status quo concerning the affairs of the Professional Teachers' Council whilst the mediation process is taking place.

10.6 no request for arbitration may be made, nor any application made to a court of law,

except in the case that the status quo concerning the affairs of the Professional Teachers' Council is not maintained until such time as the parties have attending a mediation meeting.

10.7 each party must pay an equal share of the cost of mediation to the Mediator.

10.8 if the dispute is resolved, each party must sign the terms of the agreement and the terms are binding on the parties.

10.9 the mediation procedure is confidential and written statements prepared for the Mediator, or for a party, and any discussions between the parties and between the parties and the Mediator, before or during the mediation procedure, cannot be used in any legal proceedings. The Mediator shall destroy any notes made during the mediation at the end of the mediation.

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11. DISSOLUTION AND WINDING UP

11.1 If upon the dissolution or winding-up of the Professional Teachers' Council there remains, after the satisfaction of all its debts and liabilities, any property whatever, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to some other fund, authority or institution:

11.1.1 having objects similar to the objects of the Professional Teachers' Council;

11.1.2 which prohibits the distribution of its income and property to a similar extent to that imposed on the Professional Teachers' Council by this Constitution; and

11.1.3 which is approved by the Commissioner of Taxation as a fund, authority or institution contemplated above.

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Appendix 1.

**APPLICATION FOR MEMBERSHIP OF
PROFESSIONAL TEACHERS' COUNCIL of NSW Ltd**

Name of Association: _____

Association established date/ year: _____

Full Address of the Association: _____

Number of Financial Members: _____

Association's next scheduled **AGM**: _____

PTC NSW membership fee: \$10.00 plus GST per member (of the joining Association).
*Association will be invoiced based on the number of financial members as of 31 Dec.
Membership runs each financial year.*

Attached find:

- the name of the contact person, a list of elected officers, and board members with terms of office designated
- an adopted constitution, by-laws and/or a written document which specifies our mission, goals, activities, and operating procedures

The association agrees to be bound by the Constitution of the Professional Teachers' Council of NSW Ltd (PTC NSW).

Signature of President

Date



Signature of Member seconding the application

Date

Submitted by:

Name: _____

Position: _____

Signature: _____ Date: _____

The following details are required for communication and record keeping:

President's Name: _____

School/ Institution: _____

Contact Address: _____

Email: _____ Mobile: _____

Secretary's Name: _____

School/ Institution: _____

Contact Address: _____

Email: _____ Mobile: _____

Treasurer's Name: _____

School/ Institution: _____

Contact Address: _____

Email: _____ Mobile: _____

Executive Officer's Name: _____

School/ Institution: _____

Contact Address: _____

Email: _____ Mobile: _____

Briefly outline the reasons for applying to PTC NSW for affiliate membership:



Thank you for your cooperation.

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Appendix 2.

**APPLICATION FOR ASSOCIATE MEMBERSHIP OF
PROFESSIONAL TEACHERS' COUNCIL of NSW Ltd**

We,, President of
.....Association

And

..... Member of
.....Association

hereby apply for the association named above to be an associate Member of the Professional Teachers' Council of NSW Ltd (PTC NSW).

The association agrees to be bound by the Constitution of the Professional Teachers' Council of NSW Ltd (PTC NSW).

.....
Signature of President

.....
Date



.....
Signature of Member seconding the application

.....
Date

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Appendix 3.

PROXY FORM

I,(please print)
Given Name Surname

of(address)

being a Member of the Professional Teachers' Council NSW hereby appoint:
please print details)

.....of
Given Name Surname Association Name

or failing her/himof
Given Name Surname Association Name

as my proxy to vote on my behalf at the Annual General Meeting of the Company to be held
on the and at any adjournment thereof.

My proxy is hereby authorised to vote ***in favour of / *against** the following resolutions.

*** Strike out whichever is not desired.**

Note 1: In the event of the Member desiring to vote for or against any resolution she/he shall instruct the proxy accordingly. Unless otherwise instructed, the proxy may vote as she/he thinks fit.



Signed this..... day of.....201 .

Member Association:**Position held:**

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority shall be deposited at the registered office of the Company, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

Proxies may be lodged in the following ways:

Fax to (02) 9564 2342, attention: PTC NSW
Mail to PTC, PO Box 699 Lidcombe NSW 1825
Email to PTC NSW, admin@ptc.nsw.edu.au

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