



**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
PROFESSIONAL TEACHERS' COUNCIL, NSW**

ABN 48 002 220 957

**COMPANIES (NEW SOUTH WALES) CODE  
A COMPANY LIMITED BY GUARANTEE  
and NOT HAVING A SHARE CAPITAL**

**COMPANIES (NEW SOUTH WALES) CODE  
A COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION  
OF  
THE PROFESSIONAL TEACHERS' COUNCIL, NSW**

1. The name of the Company is "The Professional Teachers' Council, NSW" (hereinafter called "the Company").
  
2. The objects for which the Company is established are:
  - (a) To act generally as spokesman for Approved Associations in matters aimed at raising educational standards.
  - (b) To promote the further education and professional growth of teachers through appropriate facilities and services.
  - (c) To take an active part in planning, implementing, and testing curriculum changes in the educational system for New South Wales.
  - (d) To promote co-operation between and undertake liaison with similar associations generally within Australia and countries overseas.
  - (e) To take over the funds and other assets and liabilities of the unincorporated association known as "Joint Council of N.S.W. Professional Teachers' Associations".
  - (f) To promote quality teaching and learning.

Solely for the purpose of carrying out the aforesaid objects and not otherwise:

- (g) To 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 Company shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Company.

- (h) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Company.

Provided that the Company shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Company under or by virtue of Clause 3 of this memorandum.

- (i) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid or solid, required by the members of the Company or persons frequenting the Company's premises.

- (j) To purchase, apply for, or otherwise acquire any copyrights, privileges, exemptions, certificates, licences, patents, trademarks or the like which may be deemed necessary or convenient for any of the objects of the Company and to transfer and otherwise deal with same.

Provided that in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- (k) To purchase, take on lease or in exchange, hire, take option over and otherwise acquire any lands, building, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Company.

Provided that in case the Company shall take or hold any property which may be subject to any trusts the Company shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- (l) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority, any rights, privileges and concessions which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- (m) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workman and other persons as they may be necessary or convenient for the purposes of the Company.

- (n) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Company or the dependants or connections of any such persons; and to grant pensions and allowances, and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.

- (o) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests, and to contribute to, subsidize or otherwise assist and take part in the constructions, improvement, maintenance, development, working management, carrying out, alteration or control thereof.

- (p) To invest and deal with the money of the Company not immediately required in such manner as may be permitted by law for the investment of trust funds.

- (q) To borrow or raise or secure the payment of money in such manner as the Company may think fit and to secure the same or the repayment or performance of any debt, liability, contract guarantee or other engagement incurred or to be entered into by the Company in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off such securities.

- (r) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

- (s) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (t) To take or hold mortgages, liens and charges to secure payment of the purchase price of any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from purchasers and others.
- (u) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Company but subject always to the proviso in paragraph (j) of this Clause 2.
- (v) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise.
- (w) To print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects.
- (x) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Company is authorized to amalgamate.
- (y) To transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorized to amalgamate.
- (z) To apply for, promote and obtain any statute, order, regulation or other authorization or an enactment which may seem calculated directly or indirectly to benefit the Company; and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
- (aa) In furtherance of the objects of the Company to procure the Company to be registered or recognised in any country or place outside the State.
- (bb) To make donations for patriotic or charitable purposes.
- (cc) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.

Provided that the Company shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions, which if an object of the Company would make it a trade union within the meaning of the Trade Unions Act.

The powers set forth in the Second Schedule to the Code shall not apply to the Company except insofar as they are included in this Clause 2.

3. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this memorandum of association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Company.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member of the Company in

return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Articles of Association on money borrowed from any member of the Company or reasonable and proper rent for premises demised or let by any member to the Company but so that no member of the Committee or Governing Body of the Company shall be appointed to any salaried office of the Company or any benefit in money or money's worth shall be paid or given by the Company to any member of such Council or Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.

4. No addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Commission.
5. The third, fourth and ninth paragraphs of this memorandum of Association contain conditions upon which licence is granted by the Commission to the Company in pursuance of the provisions of Section 66 of the Companies (New South Wales) Code, for the purpose of preventing any evasion of the provisions of the said paragraphs the Commission may from time to time on the application of any member of the Company and on giving notice to the Company an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Company.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the property of the company, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company (contracted before he 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).
8. If upon the winding-up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institution having objects similar to the objects of the Company, and whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of the Company at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.
9. True accounts shall be kept of the sums of money received and expended by the Company, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Company, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Articles of Association for the time being in force shall be open to the inspection of members. Once at least in every year, the accounts of the Company shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Code.

10. The names, addresses and occupations of the subscribers are as follows:-

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of the Memorandum of Association.

Signatures of Subscribers	Witness to signature and address of witness
Coralie Egan 280 Glebe Point Road GLEBE NSW 2037 Teacher	Lynda Pangas 8/22 Garfield Street CARLTON NSW 2218
Rosalind Strong 112 Surrey Street POTTS POINT NSW 2011 Teacher	Julie Middlehurst 55 Lawson Street BALMAIN NSW 2041
Annette Smith 35 Percival Road STANMORE NSW 2048 Inspector of Schools	Julie Middlehurst 55 Lawson Street BALMAIN NSW 2041
Robyn Cumming 20/33 Malvern Street MANLY NSW 2095 Inspector of Schools	Julie Middlehurst 55 Lawson Street BALMAIN NSW 2041
Jim Kable 25 Calvert Street MARRICKVILLE NSW 2204	Lynda Pangas 8/22 Garfield Street CARLTON NSW 2218
Mark Baker 14 Bradley Crescent WILEY PARK NSW 2195 Teacher	Julie Middlehurst 55 Lawson Street BALMAIN NSW 2041
Robin Amm 51/106 High Street NORTH SYDNEY NSW 2060 Senior Education Officer	Julie Middlehurst 55 Lawson Street BALMAIN NSW 2041
Margaret Wood Rosser Street BALMAIN NSW 2041 Teacher	Carol Hardy Ashley Street WAVERLEY NSW 2024
Anne Gately 65 Victoria Avenue LEWISHAM NSW 2049 Teacher	Julie Middlehurst 55 Lawson Street BALMAIN NSW 2041
Rona Parker 4/10 Gow Street BIRCHGROVE NSW 2041 Teacher	Julie Middlehurst 55 Lawson Street BALMAIN NSW 2041
Jim Hogan Boyd Street LUGARNO NSW 2210 Principal Education Officer	Julie Middlehurst 55 Lawson Street BALMAIN NSW 2041

William Akhurst  
5 Saford Street  
FORESTVILLE NSW 2087  
Teacher

Carol Hardy  
5 Ashley Street  
WAVERLEY NSW 2024

Judith Finney  
137 Manchester Street  
GYMEA NSW 2227  
Teacher

Julie Middlehurst  
55 Lawson Street  
BALMAIN NSW 2041

Ruby Riach  
54 Hawthorn Street  
CHATSWOOD NSW 2067  
Teacher

Julie Middlehurst  
55 Lawson Street  
BALMAIN NSW 2041

Lyn Wilkie  
16 Anselm Street  
SOUTH STRATHFIELD NSW 2135  
Executive Officer  
Joint Council of N.S.W.P.T.A.

Julie Middlehurst  
55 Lawson Street  
BALMAIN NSW 2041

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**COMPANIES (NEW SOUTH WALES) CODE  
A COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION  
OF  
THE PROFESSIONAL TEACHERS' COUNCIL, NSW INTERPRETATION**

1. In these regulations -

"The Code" means the Companies (New South Wales) Code;

"the Company" means the Professional Teachers' Council, NSW

"the unincorporated Association" means the unincorporated body known as "The Joint Council of N.S.W. Professional Teachers' Associations" whose funds and other assets and liabilities the Company is authorised to take over by Clause 2 paragraph (e) of the Memorandum of Association.

"Approved Associations" shall mean such professional associations defined as follows and formed by teachers at all levels and in all teaching systems in N.S.W., as are approved by the Committee.

**Definition**

A professional teaching association is defined as a group with:

- a specific educational purpose or purposes, aimed at improving the quality of teaching and learning
- a written Constitution
- a formally established bank account

- an established and maintained membership list
- a non-profit making charter

"the Seal" means the common seal of the Company;

"Secretary" means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;

"State" means the State of New South Wales;

expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form;

words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the Companies & Securities (Interpretation & Miscellaneous Provisions) (New South Wales) Code and of the Code as in force at the date at which these articles become binding on the Company.

2. The Company, is established for the purpose set out in the Memorandum of Association.

### **MEMBERSHIP**

3. The number of members with which the Company proposes to be registered is 17 but the Committee may from time to time register an increase of members.

4. The subscribers to the Memorandum of Association and such representatives of associations as the Committee shall admit to membership in accordance with these regulations shall be members of the Company.

5. If the whole of the funds and other assets of the unincorporated Association become the absolute property of the Company forthwith after its incorporation then every person who at the date of incorporation of the Company is a member of the unincorporated Association and who on or before the 1st day of January, 1983 agrees in writing to become a member of the Company shall be admitted by the Committee to membership of the Company.

Every member of the Company who previously to his agreeing to become a member of the Company has paid his subscription due on the first day of March, 1982, as a member of the unincorporated Association shall not be liable to pay any further sum by way of annual subscription to the Company for the period prior to the first day of March, 1983.

6. Applications for full membership other than in the case of subscribers to the Memorandum of Association shall be determined by the Committee and application shall only be accepted from persons who are elected representatives of an approved state-based Association provided further that notwithstanding anything contained in Art. 5 no application for full membership shall be accepted from any person who is the elected representative of an approved state-level Association where such approved Association has two of its elected representatives as existing members of the Company.

7. Applications for associate membership shall be decided upon by the Committee and applications may be accepted from:



- (a) Persons being representatives or nominees of those special purpose groups not being approved state-level Associations, but which are associated with education and formed with relevance to the teaching profession.
  - (b) Persons who represent or are nominees of special purpose groups formed by teachers in New South Wales which are not approved Associations.
  - (c) Educational bodies which wish to establish links with Professional Teachers' Council but which are not professional teaching associations.
  - (d) Non state-based Associations with an interest in education.
8. An application for full membership must be in writing signed by the applicant and accompanied by a letter or statement from the president or other principal officer of an approved state-based Association confirming the applicant to be an elected representative of the association and that the applicant is applying for full membership of the Company as a representative of such approved state-based Association together with a statement from the president or principal officer of such approved Association as to the aims and objectives of that approved Association the conditions of membership and structure of the approved Association.
9. An application for associate membership must be in writing signed by the applicant and accompanied by a letter or statement from the principal officer from the group or association on whose behalf the applicant is applying for membership confirming that the applicant is applying as that group's or organisation's aims and objectives, its membership and structure together with a statement as to the reasons for that group of organisation applying for its representative to be an associate member of the Company.
10. Without in any way limiting the provisions of Articles 5 and 6 of these Articles applications for membership or associate membership shall not be accepted from any person or body applying as the representative or nominee of an association where:-
- (a) Such association has objects which are concerned mainly with Industrial matters;
  - (b) Such association has objects which are concerned mainly with commercial matters;
  - (c) Such associations or organisations have aims which are not consistent with the aims and objectives of the Company.
11. At the next meeting of the Committee after the receipt of any application for membership or Associate Membership such application shall be considered by the Committee, who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Committee be required to give any reasons for the rejection of an applicant.
12. When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of his acceptance and a request for payment of his entrance fee and first annual subscription. Upon payment of his entrance fee and first annual subscription the applicant shall become a member of the Company provided nevertheless that if such payment be not made within two calendar months after the date of the notice, the Committee may in its discretion cancel its acceptance of the applicant for membership of the Company.

## **ENTRANCE FEE AND ANNUAL SUBSCRIPTION**

13. The entrance fee and annual subscription payable by members of the Company shall be such as the Association in general meeting shall from time to time prescribe, provided that until the Company shall otherwise resolve the annual subscription shall be \$0.60 per member of each approved Association and the entrance fee shall be \$10.00.
14. All annual subscriptions shall become due and payable in advance on the 1st day of March in every year.
15. Associate members shall pay the entrance fee and annual subscription, such amount as the Association in general meeting shall from time to time prescribe.

## **CESSATION OF MEMBERSHIP**

16. If the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then the member may after notice of the default shall have been sent to him by the Secretary or Honorary Treasurer be debarred by resolution of the Committee from all privileges of membership provided that the Committee may reinstate the member on payment of all arrears if the Committee thinks fit to do so.
17. A member may at any time by giving notice in writing to the Secretary resign his membership of the Company but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Company and in addition for any sum not exceeding one hundred dollars for which he is liable as a member of the Company under Clause 7 of the memorandum of association of the Company.
18. If any member shall wilfully refuse or neglect to comply with the provisions of the memorandum or articles of association of the Company or shall be guilty of any conduct which in the opinion of the Committee is unbecoming of a member or prejudicial to the interest of the Company the Committee shall have power by resolution to censure fine suspend or expel the member from the Company.

Provided that at least one week before the meeting of the Committee at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he 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 he may think fit and provided further that any such twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the Committee, elect to have the question dealt with by the Company in general meeting and in that event an extraordinary and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned shall be punished accordingly and in the case of a resolution for his expulsion the member shall be expelled.

## **REGISTER OF MEMBERS**

19. The Secretary shall keep a Register of Members setting forth the name in full, occupation

and address of each member specifying the class of members to which he belongs and setting out the date of the latest payment by each member of his subscription.

## **GENERAL MEETINGS**

20. The members of the Company shall meet for General business in General Meeting at least twice during each calendar year at such place as the Committee may determine and not less than one (1) calendar month's notice in writing of such meeting shall be sent to all members.
21. The Annual General Meeting of which not less than one (1) calendar month's notice in writing shall be sent to all members shall be held in the month of September, in each year.
22. An annual general meeting of the Company shall be held in accordance with the provisions of the Act. All general meetings, other than the Annual General Meetings, shall be called extraordinary general meetings.
23. Any member of the Committee may whenever he thinks fit convene an extraordinary general meeting and extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Code.
24. Subject to the provisions of the Code relating to special resolutions and agreements for shorter notice, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.
25. For the purpose of article 24 all business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance-sheets and the report of the Committee and Auditors, the election of officers and other members of Committee in the place of those retiring, and the appointment of the Auditors if necessary.

## **PROCEEDINGS AT GENERAL MEETINGS**

26. No business shall be transacted unless a quorum of members is present at the time when the meeting proceeds to business. Save in the case of an Annual General Meeting 25% of all members present in person shall be a quorum. In the case of an Annual General Meeting to constitute a quorum there shall be present in person at least one-half of all the members. For the purposes of this article "member" includes a person attending as a proxy or as representing a corporation which is a member.
27. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.

28. The President shall preside as Chairman at every general meeting of the Company or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.

29. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

30. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded: -

(a) by the Chairman; or

(b) by at least three members present in person or by proxy.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously

or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

31. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

32. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

33. (a) A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representatives shall have one vote.

(b) An associate member is not entitled to a vote, but is entitled to speak and participate in all discussions.

34. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his Committee or by his trustee or by such other person as properly has the management of his estate, and any such Committee, trustee or other person may vote by proxy or attorney.

35. No member shall be entitled to vote at any general meeting if his annual subscription shall be more than one month in arrears at the date of the meeting.
36. The instrument appointing a proxy shall be in writing under the hand of the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
37. The instrument appointing a proxy may be in the following form or in a common or usual form.

**THE PROFESSIONAL TEACHERS' COUNCIL, NSW**

I,.....  
of .....  
being a member of the Professional Teachers' Council, NSW hereby appoint  
.....of.....  
or failing her/him.....of.....  
as my proxy to vote for me on by behalf at the (annual or extraordinary, as the case may be)  
general meeting of the Company to be held on the  
.....day of ..... 20 .... and at any adjournment thereof.

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

Signed this ..... day of ..... 20.....  
.....  
.....  
.....

Note 1. In the event of the member desiring to vote for or against a resolution he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.

\*Strike out whichever is not desired.

38. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially 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 the person named in the instrument proposed 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.

39. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.
40. Each member other than an associate member shall have the right to vote at a General Meeting and every such member shall have one (1) vote.

#### **THE COMMITTEE (INCLUDING OFFICE BEARERS)**

41. The Office Bearers of the Company shall consist of a President, two Vice-Presidents, Honorary Secretary and an Honorary Treasurer all of whom shall be members of the Company.
42. The following subscribers to the Memorandum of Association shall constitute the first Committee and the first Office Bearers shall be as set out below:-

President: Coralie Egan

Vice President: Rosalind Strong

Honorary Treasurer: Robyn Cumming

Committee Members: Margaret Wood, Anne Gately, Rona Parker,  
Jim Hogan, William Akhurst,, Judith Finney, Ruby Riach, Annette Smith,  
Jim Kable, Mark Baker, Robyn Amm, Lyn Wilkie

They shall all retire at the first general meeting but shall be eligible for re-election.

43. Thereafter the Committee shall consist of the office bearers and 12 other members of the Company elected as herein provided.
44. At the first general meeting of the Company and at the Annual General Meeting of the Company in each year thereafter the Office Bearers and other members of the Committee shall be elected from among the members and such Office Bearers and other members of the Committee shall hold office until the next Annual General Meeting when they shall retire but they shall be eligible for re-election.
45. Notwithstanding anything contained in these articles the President may not hold office for a term of more than 4 years.
46. The election of Office Bearers and other members of the Committee shall take place in the following manner:-
- (a) Full Member Associations shall be at liberty to nominate financial members to serve as an officer or other member of the Committee.
  - (b) The nomination, which shall be in writing and signed by the nominee and two

Office Bearers of the Association shall be lodged with the Secretary at least fourteen days before the Annual General Meeting at which the election is to take place.

- (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names shall be posted in a conspicuous place in the registered office of the Company for at least seven days immediately preceding the annual general meeting.
- (d) Balloting lists shall be prepared (if necessary); containing the names of the candidates only in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- (e) In case there shall not be a sufficient number of candidates nominated, the Annual General may agree to receive nominations from members present at the Annual General Meeting and shall if necessary conduct a ballot. In the event of positions not being filled the Committee shall fill up the remaining vacancy or vacancies.

47. The Company may from time by ordinary resolution passed at a general meeting increase or reduce the number of office bearers or other members of the Committee.

48. The Committee shall have power at any time, and from time to time, to appoint any person to the Committee, either to fill a casual vacancy or as an addition to the existing office bearers or other members of the Committee but so that the total number of officers or other members of the Committee shall not at any time exceed the number fixed in accordance of the Committee so appointed shall hold office only until the next following annual general meeting.

49. The Company may by ordinary resolution remove any office bearer or other member of the Committee before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following annual general meeting.

50. The office of a member of the Committee shall become vacant if the member: -

- (a) ceases to be a member of the Committee by virtue of Section 226 of the Code;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes prohibited from being a director of a company by reason of any order made under the Code;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his office by notice in writing to the Company;
- (f) for more than six months is absent without permission of the Committee from meetings of the Committee held during that period;
- (g) holds any office of profit under the Company;
- (h) ceases to be a member of the company; or

- (i) is directly or indirectly interested in any contract or proposed contract with the Company.

Provided always that nothing in this article shall affect the operation of Clause 3 of the memorandum of association of the Company.

### **POWERS AND DUTIES OF THE COMMITTEE**

51. The business of the Company shall be managed by the Committee who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Code or by these regulations, required to be exercised by the Company in general meeting, subject, nevertheless, to any of these regulations, to the provisions of the Code, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, provided that any rule, regulation or by-law of the Company made by the Committee may be disallowed by the Company in general meeting and provided further that no resolution of or regulation made by the Company in general meeting shall invalidate any prior act of the Committee which would have been valid if that resolution or regulation had not been passed or made.
52. The Committee may exercise all the powers of the Company to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company.
53. For the purposes of Clause 3 of the Memorandum of Association the rate of interest payable in respect of money lent by members to the Company shall not exceed the lowest rate paid for the time being by banks in the State in respect of term deposits.
54. All cheques, promissory notes, drafts, bills or exchange and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by any 2 Committee members or in such manner as the Committee may from time to time determine.
55. The Honorary Secretary shall receive and answer correspondence as instructed at meetings of the Company and Committee and shall be ex-officio a member of all Committees and sub-committees.
56. The Minute Secretary shall cause minutes to be made -
- (a) of all appointments of officers and servants;
  - (b) of names of members of the Committee present at all meetings of the Company and of the Committee; and
  - (c) of all proceedings at all meetings of the Company and of the Committee.

Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.



57. The Honorary Treasurer shall be ex-officio a member of all committees and sub-committees and shall receive all subscriptions and other money paid to the Company and give receipt to same only on an official form. The Honorary Treasurer shall keep books of account and shall attend to the financial affairs of the Company and present to and table at all General Meetings and the Annual General Meetings an income and expenditure account covering the financial transactions of the Company since the preceding General Meeting or Annual General Meeting.

58. Roles and Responsibilities for the Board of Directors of the Professional Teachers' Council, NSW

- a) The **Role** of the Board of Directors is to develop and coordinate effective management structures within the Professional Teachers' Council, NSW and to provide educational leadership and direction. The Board will reflect the broad concerns of its member associations.
- b) The **Responsibility** of the Board is to identify the issues related to the role of the Board of Directors and prioritise for discussion and or action. The Board should then initiate the action to be taken, delegate responsibilities and communicate the outcomes to member associations.
- c) The **Responsibility** of the members of the Board of Directors is to:
  - be aware of the their individual responsibility and liability at law for the management of the Professional Teachers' Council, NSW
  - participate in the full range of Board activities including
    - attendance at Board Meetings
    - the decision making process
    - committee membership
    - portfolio responsibility
    - representation of the Board at outside functions such as association meetings
  - enhance the image and promote the activities of the Professional Teachers' Council, NSW
  - develop effective two way communication within Professional Teachers' Council, its Board and the broader education community
  - preserve the confidentiality and integrity of Board information and or material
- d) The **Specific Responsibility** of the Executive of the Board of Directors of the Professional Teachers' Council, NSW is to:
  - support other members of the executive where necessary
  - participate in executive meetings and discussions
  - operate as a decision making group where required
- e) The **President** will:
  - provide leadership and direction to the Professional Teachers' Council, NSW through the Board
  - coordinate and manage Board meetings and activities
  - coordinate the function and activities of the Professional Teachers' Council, NSW through management, delegation and liaison
  - represent and speak on behalf of the Professional Teachers' Council, NSW

- f) The *Vice President* will:
- represent the President where appropriate
  - provide ongoing support for the work of the President including specific delegated tasks
- g) The *Secretary* is responsible for:
- coordinating the organisation of Professional Teachers' Council, NSW and Board Meetings in consultation with the Executive Officer with responsibility for activities such as agenda setting and minute preparation
  - preparation and monitoring of correspondence in consultation with President and Executive Officer
  - specific tasks as negotiated with President and Vice Presidents
- h) The *Treasurer* will:
- be responsible for the preparation of a budget in consultation with the Executive Officer
  - determine, in consultation with the Executive Officer, the reports required to provide adequate financial information to the Board and the Professional Teachers' Council, NSW
  - be responsible for the monitoring of the financial situation of the Professional Teachers' Council, NSW and report on these to the Board
  - convene the finance committee as determined by the Executive

### **PROCEEDINGS OF THE COMMITTEE**

59. The Committee may as it thinks fit but at least five (5) times each calendar year meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Committee may at any time and the Secretary shall on the requisition of a member of the Committee summon a meeting of the Committee.
60. Subject to these regulations questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
61. The quorum necessary for the transaction of the business of the Committee shall be three or such greater number as shall be fixed by the Committee.
62. That attendance at PTC monthly Board meetings shall include, in exceptional circumstances, attendance by teleconference
63. The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or of summoning a general meeting of the Company, but for no other purpose.
64. a) The President shall preside as Chairman at every meeting of the Committee, or if there is

no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the Meeting.

- b) The PTCNSW establish Board Standing Committees whose membership includes both PTC Board Members and Association representatives.  
These committees shall:
- b.a) operate as subcommittees of the PTC Board
  - b.b) operate as directed by the PTC Board
  - b.c) provide advice to the PTC Board.
- c) The PTCNSW establish where appropriate, PTC area networks to facilitate discussion on professional issues. These networks shall operate under guideline and regulations established from time to time by the PTCNSW Board

### **DELEGATION OF DIRECTORIAL FUNCTIONS**

- 65 . The Committee may delegate any of its powers and or functions (not being duties imposed on the Committee as the directors of the Company by the Code or the general law) to one or more sub-committees consisting of such member or members of the Company as the Committee thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Committee and subject thereto shall have power to co-opt any member or members of the Company and all members of such sub-committees shall have one vote.

### **ADVISORY BOARD**

66. The Committee may appoint one or more advisory boards consisting of:
- such member of members of the Committees as the Committee thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the committee and subject thereto shall have power to co-opt any member or members of the Company and all members of such advisory boards shall have one vote.
67. A sub-committee may elect a Chairman of its meetings; if no such chairman is elected or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the Meeting.
68. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, ad in the case of an equality of votes the Chairman shall have a second or casting vote.
69. All acts i.e. by any meeting of the Committee or of a sub-committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the members of the Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.

70. A resolution in writing signed by all the members of the Committee for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Committee.

### **SECRETARY**

71. The Secretary (Executive Officer) shall in accordance with the Code be appointed by the Committee for such term, at such remuneration and upon such conditions as it thinks fit; and any secretary so appointed may be removed by it. Nothing herein shall prevent the Committee from appointing a member of the Company as Honorary Secretary and any member so appointed shall forthwith become an officer of the Company and, if not already a member of the Committee, ex-officio a member of the Committee and he shall be subject to the provisions of Clause 3 of the memorandum of association.

### **SEAL**

72. The Committee shall provide for safe custody of the seal which shall only be used by the authority of the Committee or of a sub-committee of members of the Committee authorised by the Committee or the Company in General Meeting in that behalf and every instrument to which the seal is affixed shall be signed by a member of the Committee and shall be counter signed by the Secretary or by a second member of the Committee or by some person approved by the Committee for that purpose.

### **ACCOUNTS**

73. The Committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors' report thereon as required by the Code provided, however, that the Committee shall cause to be made out and laid before each Annual General Meeting a balance-sheet and profit and loss account made up to date not more than one (1) month before the date of the meeting.
74. The Committee shall from time to time determine in accordance with Clause 9 of the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the Company shall be open to the inspection of members.

### **AUDIT**

75. A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Code.

### **NOTICE TO MEMBERS**

76. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be

effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

77. (1) Notice of every general meeting shall be given in any manner herein before authorised to: -

(a) every member except those members who (having no registered address within the State have not supplied to the Company an address within the State for the giving of notice to them; and

(b) the auditor or auditors for the time being of the Company.

(2) No other person shall be entitled to receive notices of general meetings.

78. The provisions of Clause 8 of the memorandum of association relating to the winding-up or dissolution of the Company shall have affect and be observed as if the same were repeated in these regulations.

### INDEMNITY

79. Every member of the Committee, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of his duties which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Code in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.

<b>80. Signatures of Subscribers:</b>	<b>Witness to Signatures: Address of Witness</b>
Coralie Egan	Lynda Pangas 822 Garfield Street CARLTON NSW 2218
Rosalind Strong	Julie Middlehurst 55 Lawson Street BALMAIN NSW 2041
Annette Smith	Julie Middlehurst 55 Lawson Street BALMAIN NSW 2041
Robyn Cumming	Julie Middlehurst 55 Lawson Street BALMAIN NSW 2041
Jim Kable	R Strong 112 Surrey Street POTTS POINT NSW 2011
Mark Baker	Julie Middlehurst 55 Lawson Street BALMAIN NSW 2041
Robyn Amm	Julie Middlehurst 55 Lawson Street BALMAIN NSW 2041

Margaret Wood

Carol Hardy  
5 Ashley Street  
WAVERLEY NSW 2024

Anne Gately

Julie Middlehurst  
55 Lawson Street  
BALMAIN NSW 2041

Rona Parker

Julie Middlehurst  
55 Lawson Street  
BALMAIN NSW 2041

Jim Hogan

Julie Middlehurst  
55 Lawson Street  
BALMAIN NSW 2041

William Akhurst

Carol Hardy  
5 Ashley Street  
WAVERLEY NSW 2024

Judith Finney

Julie Middlehurst  
55 Lawson Street  
BALMAIN NSW 2041

Ruby Riach

Julie Middlehurst  
55 Lawson Street  
BALMAIN NSW 2041

Lyn Wilkie

Julie Middlehurst  
55 Lawson Street  
BALMAIN NSW 2041

Dated the ..... 12th ..... day of ..... January ..... 1983