



2017 ANNUAL GENERAL MEETING MINUTES

Primary English Teaching Association
Australia

Held at
PETAA Meeting Room, Newtown, NSW 2042
Saturday 6 May 2017

Attendees

See attached. Appendix 1.

In summary.

- 23 members attended in person, plus 2 members provided proxies.
- 243 members voted on line and were deemed as having attended the meeting
- Penny Hutton was appointed scrutineer for this AGM.

1) Welcome, Opening Remarks and Introductions

Robyn Cox commenced proceedings by respectfully acknowledging the traditional owners of the land, of Elders past, present and future for they hold the memories, the traditions, the culture and hopes of Aboriginal Australia. It must always be remembered that under the concrete and asphalt this land is, was and always will be traditional Aboriginal land.

Robyn thanked everyone for their attendance and welcomed all members to the AGM. She introduced herself as a Director of PETAA who has the honour of having been elected by her fellow Directors as President of the company under rule 55 of the Constitution. Robyn also introduced fellow Directors: Deb Fisher, Susan Feez, Gerard Elms, Imogene Cochrane Bond & Lorraine Beveridge. Also acknowledged were former PETAA Presidents, Lorraine McDonald and Margery Hertzberg.

PETAA staff, Stephen Wilson (General Manager) and PETAA Consultant Penny Hutton (Professional Learning Consultant) were also introduced.

As Chair, Robyn summarised the proceedings of this AGM as outlined in official documents, many of which had been circulated to all members in a timely manner and as required under the Corporations Act. Agenda items for this meeting were circulated in the Notice of Meeting and also provided upon arrival at the AGM.

As Company Secretary, Stephen Wilson will manage the voting system, including the Election of Directors, taking counts and providing results.

At the conclusion of the formal General Meeting Robyn Cox as President and General Manager, Stephen Wilson, will provide an update on the status of current PETAA issues and developments. Members were invited to ask other questions as they wished.

2) **General Meeting**

As President of PETAA, under rule 20 of the Constitution, Robyn Cox announced that she was Chair of this General Meeting of members.

Under rule 17 of the Constitution, the quorum for a General Meeting is 20 members present, by proxy or by representative when the meeting proceeds to business. As there were 23 members present in the room, two valid proxies and the 243 members who had voted online, the conditions of a quorum were satisfied.

Robyn Cox declared the meeting open at 10.12am.

3) **Apologies**

None.

The notice convening the meeting has been sent to all members and persons entitled to receive it.

4) **Minutes of Previous Meeting**

Minutes of the last Annual General Meeting held on 6 May 2016 and Extraordinary General Meeting held on 14 December 2016 were signed and made available to members on the PETAA website as per 251 (a) and (b) of the Corporations Act. Copies were also available at the meeting. Are there any comments? There were no questions relating to the 2016 AGM Minutes.

5) **President's Address**

Robyn spoke to her President's Report as it appeared in the Annual Report, highlighting various parts.

Highlighted the work towards building a new Strategic Plan for 2017 – 2020, while being mindful of the changing space in which PETAA works. There was a focus upon the importance of PETAA's professional learning program as it moves into a more dynamic space with the desire that schools to be more specific as to what they need and how PETAA can respond and tailor-make courses.

PETAA continues to bring together leaders and thinkers in the field including their participation at the PETAA conferences held around the country.

Advocacy work is increasing and the recent Member Survey highlighted the importance members placed on this aspect of the PETAA work. PETAA and its members want to see PETAA 'at the table'.

PETAA and ALEA also work together as appropriate, with a recent collaborative project 'Year One Phonics Test' being a good example.

PETAA Research Grant (PRG), second grant was offered in 2016, has proved a worthwhile investment of PETAA/Member funds. First PRG publication will be released in July and will form part of the Winter mailing to members.

Robyn acknowledged Directors, authors and presenters who were in the room. Special mention of Joanne Rossbridge and her leadership around professional learning leadership.

The meeting then moved on to other items of business.

6) **Discussion and Consideration of the Resolutions on the Notice of Meeting**

(i) **Receipt and consideration of the financial report and the reports of the Directors and Auditor for year ended 31 December 2016. The PETAA Annual Report 2016.**

The Annual Report for 2016 was made available to all members through the PETAA website, with copies mailed to any members who requested it. That report contained the Financial Statements for the financial year ended 31 December 2016 plus other information about PETAA's activities in 2016.

Stephen Wilson presented the financials within the Annual Report 2016, highlighting some of the key aspects of this data.

Reasonable year that resulted in a small surplus. Return to the business improved on the 2015 result with members' equity now at \$1,245,775. PETAA continues to be in a sound financial position.

Revenues varied a little from 2015, but overall similar in range as for 2015. Age of PETAA books are starting to see a decline in sales, while the market has shifted in its demand - something being experience by all educational publishers. However, there are still many good stable PETAA titles. Professional learning continues to grow and membership is wavering as the market conditions for attracting membership gets tougher each year - again PETAA is not alone here.

Also noted that PETAA needs to be continue to be careful how it operates and how this reflects on its finances - flagged in the AR. Sound Board judgements and experience/guidance of the GM and Consultant to the Board, Ellis Zilka, proves invaluable.

Again and overall, a reasonable year, a sound financial position and one with Board direction in the years ahead will see new growth for PETAA.

Robyn Cox invited discussion from the floor.

Lorraine McDonald asked about the Auditor Fee (Note 13) being \$4050 in 2015 and \$8500 in 2016. Stephen explained that in 2015 only the second half of the 2015 audit fee had shown in 2015 as the other half appeared in the 2014 accounts. There has been a change and the auditor now carries out her duties in one period within one year and thus in 2016 was 100%

Resolution 16/01 AGM

Robyn Cox moved that the Annual Report 2016, that includes Financial Statements, the Declaration by the Directors, and the Reports of the Directors and the Auditor, for the financial year ended 31 December 2016, be received and considered.

- Seconded by Lorraine McDonald
- No further questions tendered.
- All voted in favour
- All proxies voted in favour of the motion
- **Motion carried unanimously**

Robyn Cox declared the motion carried.

(ii) Election of Directors

Nominations were received from four members to fill the two vacancies on the PETAA Board.

The current PETAA Board Directors remain until the conclusion of this Annual Meeting. One Director, Joanne Rossbridge had stepped down in November 2016 and Imogene Cochrane-Bond, had completed her current 3-year term as a PETAA Director and must re-stand. However and following the adoption of the 2016 Special Resolution limiting to a maximum of four Member Directors from any one state or territory, there is not a position available for Imogene, who is based in NSW, to re-stand should she wish to, as there will be four (NSW) Directors remaining on the PETAA Board.

A vote of thanks was given to Joanne Rossbridge as VP Professional Learning and Publications Committee and her professional input and support over many years. Robyn also acknowledge the work of Imogene Cochrane Bond as a young and very keen teacher wishing to make a difference and her views on the PETAA Board were always welcomed.

Five current directors will remain on the Board:

- Deb Fisher
- Gerald Elms
- Lorraine Beveridge
- Robyn Cox
- Susan Feez

Robyn advised that Stephen Wilson, General Manager and Company Secretary would be running the election. Stephen explained the voting process, including how the electronic voting was arranged. People present and in room were able to vote if they had not previously voted electronically.

3,401 active members were included in the online voting process, and from this 243 members voted online. (7%) A further 46 members started to vote online but did not complete the process and thus their votes were not counted. These extras would have taken participation to 8.5%. 11 members cast their vote in the room. Total votes: 254

Nominations were received from:

- Mardi Gorman (Vic)
- Helen Kenworthy (Qld)
- Eileen Honan (Qld)
- Judith Pridmore (Qld)

Stephen Wilson had the results from the electronic voting process. He asked those members in the room who had not already voted online to complete the ballot paper by ticking two names from the candidates listed.

Stephen Wilson and scrutineer Penny Hutton left the room to tally the votes.

Results

- Mardi Gorman (Vic) 180
- Helen Kenworthy (Qld) 136
- Eileen Honan (Qld) 135
- Judith Pridmore (Qld) 57

The results of the election were passed to Robyn Cox who congratulated and announced the appointment of Mardi Gorman and Helen Kenworthy to the PETAA Board. Robyn stated that we look forward to the next Board meeting on 27May 2017 to which the new Board members will be invited.

7. Conclusion

Before closing the meeting, Robyn asked if anyone present wished to make any other point or raise any other question.

Lorraine McDonald about the makeup of the new Board. Robyn Cox responded, stating that there will be four NSW-based Directors, two from Queensland and one from Victoria. The Board can also two co-opt Directors as selected by the Board and who bring skills and expertise not otherwise found within the Board. PETAA also have a Board Consultant in Ellis Zilka who brings business and financial experience. Stephen related some of the conditions around Directors that are built within the PETAA Constitution.

There were no further questions from members in the room.

Robyn Cox thanked all for their attendance.

There being no further business, Robyn Cox declared the meeting closed at 10.52am.

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These Minutes from the Annual General Meeting held on Saturday 6 May 2017 in the PETAA Meeting Room are true and correct.



Chair & PETAA President
Robyn Cox



Company Secretary & General Manager
Stephen Wilson

Date: 27 May 2017

