

## **Attendees**

In summary:

- 15 members attended in person
- 85 members were deemed present having voted by proxy or direct vote
- Refer to Appendix 1 (attached)

## **Opening, Acknowledgement of Country and Introductions**

Robyn Cox welcomed fellow members, ladies and gentlemen to the 2018 Annual General Meeting of the Primary English Teaching Association Australia (PETAA) and as a Director of PETAA and having been elected by fellow Directors as President of PETAA under rule 41 of the Association's Constitution, will Chair this general meeting by virtue of rule 21.

The Chair confirmed that a quorum had been reached (a minimum of 20 Members as required by rules 20. b) and rule 4. b) – "*A Member is taken to be present .... in person or by Representative or by proxy or by direct vote*"), and declared the general meeting open at 10.05 am, and governed by the Corporations Act and the relevant sections of the PETAA Constitution.

The Chair commenced proceedings by respectfully acknowledging, the Gadigal people of the Eora Nation, the traditional custodians of this land on which we meet on today and pay my respects to the Elders past, present and emerging and having spent time recently in regional New South Wales had observed the deep connection of the First Peoples to Country.

The Chair introduced fellow Elected Directors – Susan Feez, Lorraine Beveridge, Mardi Gorman and Helen Kenworthy – John Peacock (CEO of Associations Forum), Wendy Rapee (General Manager) and Kevin Peters (Company Secretary).

The Chair provided an overview of proceedings for this AGM as detailed in official notices issued and circulated to members in accordance with the Corporations Act and the Constitution. Agenda items for this meeting were circulated in the Notice of Meeting and made available upon arrival at the AGM. The only substantive matters that may be considered at this General Meeting are those listed on the Notice of Meeting.

At the conclusion of the formal General Meeting Robyn Cox in her capacity as President and the General Manager, Wendy Rapee, provided an update on the status of current and immediate future issues and developments. Members were afforded the opportunity to ask questions as they wished.

## **Apologies**

Apologies were received from Jennifer Asha, Robyn Ewing and Lorraine McDonald.

## **Minutes of Previous Annual General Meeting**

The Minutes of the last Annual General Meeting of Primary English Teaching Association Australia held on 6 May 2017 have been signed and were made available to members as required by the Corporations Act and copies were available at the meeting.

## **President's Address**

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Robyn Cox spoke to the President's Report as published in the 2017 Annual Report and whilst acknowledging the challenges that arose over the course of the year was pleased to report that PETAA was able to pursue its core purpose to support and enable primary school educators in their teaching of English and literacies across the curriculum.

Stephen Wilson, the immediate past General Manager, who resigned in May 2017 after nearly ten years of service was acknowledged for his dedication and enormous contribution, having joined PETAA at a time when the Association was not as well positioned and focused as it is today. During his tenure PETAA's financial position was secured and strengthened. Stephen led the development of Professional Learning and more recently was instrumental in moving the Association towards achieving a national footprint as evidenced by the very successful PETAA conferences that have been held across Australia. Stephen had also strongly supported the PETAA Board in bringing the Association's governance framework and processes into line with the not-for-profit sector.

Towards the end of 2017 the appointment of Wendy Rapee, who brings to PETAA a strong background in educational publishing and working relationship with CBCA, as the new General Manager was confirmed and announced. The PETAA community has warmly welcomed Wendy who has taken on the leadership and is moving the Association in new directions while maintaining focus on existing strategic and operational objectives.

During 2017 PETAA's strategic plan was embedded and the continuation of the new strategic imperative of advocacy for PETAA membership which has seen expertise brought together from the PETAA community in contributing to the development of the National Learning Progressions in Literacy and a strong voice for primary teachers of literacy.

In late 2017 PETAA moved to include the reference "Continual Professional Growth" to the PETAA banner as a means of communicating a clear message that PETAA is committed to its members' continual development and learning as experts in primary English teaching.

Robyn Cox, on behalf of the Board, commended PETAA staff for their diligence, professionalism and hard work over the course of 2017 and also acknowledged the contribution of her fellow Board members. In particular, Robyn expressed appreciation for those retiring Directors – Imogen Cochrane Bond, Deb Fisher and Gerard Elms – and welcomed the two new Elected Directors – Helen Kenworthy from Queensland and Mardi Gorman from Victoria to the Board.

The proceedings moved onto the remaining items of business.

### **Consideration of Resolutions**

1. Receive and consider the financial report and the reports of the Directors and Auditor for year ended 31 December 2017.

The Annual Report for 2017 was made available to all members through our website, with copies mailed to any members who requested it. That report contained the Financial Statements for the financial year ended 31 December 2017 plus other information about PETAA's activities in 2017.

Wendy Rapee provided an overview of the Association's financial performance as detailed in the 2017 Annual Report and highlighted several key points:

Total membership as at 31 December 2017 stood at 3,378 compared with 3,323 as at 31 December 2016.

Income for the year was \$1,236,642 compared with \$1,464,935 in 2016. Expenses attributable to 2017 amounted to \$1,253,921 compared with \$1,442,621 in 2016.

PETAA's expenses are carefully managed in line with movements in revenues generated.

The Chair invited discussion from the floor.

John Peacock, attending as an observer, drew attention to the healthy state of the PETAA balance sheet and reflected on the strong financial position relative to similar not-for-profit Associations.

Helen Kenworthy put forward the suggestion that PETAA explores the potential for 'rebirthing' existing publications so as to make them more appealing to young readers.

#### **AGM Resolution 18/01**

The Chair advised that of proxy and direct votes received in respect of this resolution 79 were in favour, 1 against and 7 abstained (rule 23 b) and moved that the Annual Report 2017, that includes the Financial Statements, the Declaration by the Directors, and the Reports of the Directors and the Auditor, for the financial year ended 31 December 2017, be received.

Seconded by a Member present on the floor.

The motion was carried by a show of hands in favour.

The Chair declared the motion carried.

## **2. Election of Directors**

Nominations were received from three members to fill three Member Director vacancies on the PETAA Board. The current PETAA Board Directors remain until the conclusion of this Annual General Meeting. Two of these vacancies have arisen due to Directors standing down from the Board prior to the end of their tenure and the other vacancy is due to the incumbent retiring in accordance with rule 30 a), and being eligible, is standing for re-election.

A vote of thanks was given to Gerard Elms as former Vice-President and Chair of the Finance and Audit Committee and Deb Fisher as former Vice-President and Chair of the Professional Learning and Publications Committee.

The Chair called upon Kevin Peters, Company Secretary to manage the remaining items of business.

The Company Secretary acknowledged receipt of three nominations for election to the Board of Directors in 2018 and confirmed that the nominees, should they each be elected, would not breach the requirement set out at rule 26 c) of the Constitution that provides – "*...of the Member Directors not more than four can have an address in the Register in the same State/Territory.*"

#### **AGM Resolution 18/02 (i)**

The Company Secretary advised that of the proxy and direct votes received in respect of this resolution 84 were in favour, 1 against and 2 abstained and moved that in accordance with the constitution, Robyn Cox who has been duly nominated to be a Member Director, who has signed and submitted a consent to act form and who is eligible to be appointed in accordance with rules 26.c) and 28 and who is not subject to any relevant condition in rule 32.c) be appointed a Member Director of Primary English Teaching Association Australia Limited with such appointment to take effect from the conclusion of this AGM in accordance with rule 27.c) of the constitution.

Seconded by a Member present on the floor.

The motion was carried by a show of hands in favour.

The Company Secretary declared the motion carried.

#### **AGM Resolution 18/02 (ii)**

The Company Secretary advised that of the proxy and direct votes received in respect of this resolution 80 were in favour, 1 against and 2 abstained and moved that in accordance with the

constitution, Bronwyn Parkin who has been duly nominated to be a Member Director, who has signed and submitted a consent to act form and who is eligible to be appointed in accordance with rules 26.c) and 28 and who is not subject to any relevant condition in rule 32.c) be appointed a Member Director of Primary English Teaching Association Australia Limited with such appointment to take effect from the conclusion of this AGM in accordance with rule 27.c) of the constitution.

Seconded by a Member present on the floor.

The motion was carried by a show of hands in favour.

The Company Secretary declared the motion carried.

#### **AGM Resolution 18/02 (iii)**

The Company Secretary advised that of the proxy and direct votes received in respect of this resolution 84 were in favour, none against and 3 abstained and moved that in accordance with the constitution, Pauline Jones who has been duly nominated to be a Member Director, who has signed and submitted a consent to act form and who is eligible to be appointed in accordance with rules 26.c) and 28 and who is not subject to any relevant condition in rule 32.c) be appointed a Member Director of Primary English Teaching Association Australia Limited with such appointment to take effect from the conclusion of this AGM in accordance with rule 27.c) of the constitution.

Seconded by a Member present on the floor.

The motion was carried by a show of hands in favour.

The Company Secretary declared the motion carried.

#### **Conclusion**

Before closing the meeting the Chair invited those present to make any other points or raise any further questions.

John Peacock commended PETAA for the smooth transition in senior management from Stephen Wilson to Wendy Rapee during 2017 and acknowledged the talented and dedicated back office staff.

There being no further business the Chair closed the meeting at 10.45 am.

**SIGNED AS A TRUE RECORD**

**CHAIR**

**DATE**