



CONSTITUTION OF Teachers' Guild of New South Wales

Australian Company Number (ACN) [000 011 138]
Australian Business Number (ABN) [35 000 011 138]

A company limited by guarantee

CONSTITUTION
(Amended 2004)
(Revised 2020)

BYLAWS
(Amended 2019)

APPENDIX
(Amended 2019)

Table of contents

Preliminary

- 1 Name of the company
- 2 Type of company
- 3 Limited liability of members
- 4 The guarantee
- 5 Definitions

Charitable purposes and powers

- 6 Object
- 7 Powers
- 8 Not-for-profit
- 9 Amending the constitution

Members

- 10 Membership and register of members
- 11 Who can be a member?
- 12 How to apply to become a member
- 13 Councillors decide whether to approve membership
- 14 When a person becomes a member
- 15 When a person stops being a member

Dispute resolution and disciplinary procedures

- 16 Dispute resolution
- 17 Disciplining members

General meetings of members

- 18 General meetings called by Councillors
- 19 General meetings called by members
- 20 Annual general meeting
- 21 Notice of general meetings
- 22 Quorum at general meetings
- 23 Auditor's right to attend meetings
- 24 Representatives of members
- 25 Using technology to hold meetings
- 26 Chairperson for general meetings
- 27 Role of the chairperson
- 28 Adjournment of meetings

Members' resolutions and statements

- 29 Members' resolutions and statements
- 30 Company must give notice of proposed resolution or distribute statement
- 31 Circular resolutions of members

Voting at general meetings

- 32 How many votes a member has
- 33 Challenge to member's right to vote
- 34 How voting is carried out
- 35 When and how a vote in writing must be held
- 36 Appointment of proxy
- 37 Voting by proxy

Councillors

- 38 Number of Councillors
- 39 Election and appointment of Councillors
- 40 Election of Executive Committee of Council
- 41 Election of chairperson
- 42 Term of office
- 43 When a Councillor stops being a Councillor

Powers of Councillors

- 44 Powers of Councillors
- 45 Delegation of Councillors' powers
- 46 Payments to Councillors
- 47 Execution of Documents

Duties of Councillors

- 48 Duties of Councillors
- 49 Conflicts of interest

Council Sub-Committees

- 50 Sub-Committees

Councillors' meetings

- 51 When the Councillors meet
- 52 Calling Councillors' meetings
- 53 Chairperson for Councillors' meetings
- 54 Quorum at Councillors' meetings
- 55 Using technology to hold Councillors' meetings
- 56 Passing Councillors' resolutions
- 57 Circular resolutions of Councillors

Secretary

- 58 Appointment and role of secretary

Minutes and records

- 59 Minutes and records
- 60 Financial and related records
- 61 Seal

Notice

- 62 What is notice
- 63 Notice to the company
- 64 Notice to members
- 65 When notice is taken to be given

Financial year

- 66 Company's financial year

Indemnity, insurance and access

- 67 Indemnity

- 68 Insurance

- 69 Councillors' access to documents

Winding up

- 70 Surplus assets not to be distributed to members
- 71 Distribution of surplus assets

Definitions and interpretation

- 72 Definitions
- 73 Reading this constitution with the Corporations Act
- 74 Interpretation

By-laws

- 75 Role of President
- 76 Role of Vice President
- 77 Role of Honorary Treasurer
- 78 Role of Accreditation Officer

Appendix

- 79 Governance
- 80 Schedule B Services

Preliminary

1. Name of the company

The name of the **company** is the Teachers' Guild of New South Wales (the **Guild**).

2. Type of company

The **Guild** is a not-for-profit public **company** limited by guarantee which is established to be, and to continue as, a charity.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than \$10 (the guarantee) to the property of the **Guild** if the **Guild** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **Guild** incurred before the member stopped being a member, or
- (b) costs of winding up.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 72 and 74.

Charitable purposes and powers

6. Object

The **Guild's** object is to pursue the following charitable purpose(s):

- a. To protect and enhance the status and interests of teachers and the teaching profession generally.
- b. To promote sound teaching pedagogy and practice.
- c. To promote and further the cause and interests of education.
- d. To promote informed community understanding of matters relating to education and training.
- e. To provide opportunities for the professional development of teachers.
- f. To institute and promote scholarships, seminars, conferences, exhibitions and awards in connection with education, teaching and related areas.
- g. To publish any newspapers, magazines, periodicals, books or leaflets that the Guild may think desirable for the promotion of its objects.
- h. To do all such other things as are incidental or conducive to the attainment of the objects and exercise of the powers of the Guild.

7. Powers

Subject to clause 0, the **Guild** has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

- (a) the powers of an individual, and
- (b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

8. Not-for-profit

- 8.1 The **Guild** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.2 and 71.
- 8.2 Clause 8.1 does not stop the **Guild** from doing the following things, provided they are done in good faith:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **Guild**, or
 - (b) making a payment to a member in carrying out the **Guild's** charitable purpose(s).

9. Amending the constitution

- 9.1 Subject to clause 9.2, the members may amend this constitution by passing a **special resolution**.
- 9.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **Guild** to no longer be a charity.
- 9.3 A majority of financial members present at the AGM will pass any amendment.

Members

10. Membership and register of members

- 10.1 The members of the **Guild** are:
- (a) **initial members**, and
 - (b) any other person that the Councillors allow to be a member, in accordance with this constitution.
- 10.2 The **Guild** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
- (a) for each current member:
 - i. name
 - ii. address
 - iii. any alternative address nominated by the member for the service of notices, and
 - iv. date the member was entered on to the register.
 - v. NESAs Number and with which institution the member is currently registered as a teacher.
 - (b) for each person who stopped being a member in the last 2 years:
 - i. name
 - ii. address
 - iii. any alternative address nominated by the member for the service of notices, and
 - iv. dates the membership started and ended.
- 10.3 The **Guild** must give current members access to the register of members.
- 10.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

11. Who can be a member?

- 11.1 A person who supports the purposes of the **Guild** is eligible to apply to be a member of the **Guild** under clause 12.
- 11.2 In this clause, 'person' means an individual or incorporated body.

12. How to apply to become a member

A person (as defined in clause 11.2) may apply to become a member of the **Guild** by writing to the Secretary or applying on line, stating that they:

- (a) want to become a member
- (b) support the purpose(s) of the **Guild**, and
- (c) agree to comply with the **Guild's** constitution, including paying the guarantee under clause 4 if required.

13. Councillors decide whether to approve membership

- 13.1 The Councillors must consider an application for membership within a reasonable time after the secretary receives the application.
- 13.2 If the Councillors approve an application, the secretary must as soon as possible:
 - (a) enter the new member on the register of members, and
 - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 14).
- 13.3 If the Councillors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.
- 13.4 For the avoidance of doubt, the Councillors may approve an application even if the application does not state the matters listed in clauses 12(a), 12(b) or 12(c). In that case, by applying to be a member, the applicant agrees to those three matters.
- 13.5 The Councillors may invite suitably distinguished members to become Life Members. Life Members will not be required to pay an annual membership fee.
- 13.6 Members who have ceased full time employment may apply to become Retired Members. The Council may determine a reduction in the annual membership fee for Retired Members.

14. When a person becomes a member

Other than **initial members**, an applicant will become a member when they are entered on the register of members.

- 14.1 The Councillors may set an annual membership fee, which may be varied from time to time.
- 14.2 Members who fail to pay the annual membership fee within four months of the due date for payment of such fees in each year as set by the Councillors, may have their membership terminated by the Councillors without further cause or explanation being given to the member, provided one months' notice of the intention to terminate their membership for non-payment of such fees, is sent to that member at the address for notice that member last notified the Guild of in writing or , if no such address has been notified, the last known address of the member.
- 14.3 Councillors may expressly waive payment of such fees by particular members on the grounds of hardship, compassion or grace.

15. When a person stops being a member

A person immediately stops being a member if they:

- (a) die
- (b) are wound up or otherwise dissolved or deregistered (for an incorporated member)
- (c) resign, by writing to the secretary
- (d) are expelled under clause 17, or
- (e) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

Dispute resolution and disciplinary procedures

16. Dispute resolution

- 16.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or Councillor and:
- (a) one or more members
 - (b) one or more Councillors, or
 - (c) the **Guild**.
- 16.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 17 until the disciplinary procedure is completed.
- 16.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 16.4 If those involved in the dispute do not resolve it under clause 16.3, they must within 10 days:
- (a) tell the Councillors about the dispute in writing
 - (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.
- 16.5 The mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the Councillors, or
 - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the **Guild** has its registered office.
- 16.6 A mediator chosen by the directors under clause 16.5(b)(i):
- (a) may be a member or former member of the **Guild**
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 16.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
 - (b) allow those involved a reasonable chance to review any written statements
 - (c) ensure that those involved are given natural justice, and
 - (d) not make a decision on the dispute.

17. Disciplining members

- 17.1 In accordance with this clause, the Councillors may resolve to warn, suspend or expel a member from the **Guild** if the Councillors consider that:
- (a) the member has breached this constitution, or
 - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the **Guild**.
- 17.2 At least 14 days before the Councillors' meeting at which a resolution under clause 17.1 will be considered, the secretary must notify the member in writing:
- (a) that the Councillors are considering a resolution to warn, suspend or expel the member
 - (b) that this resolution will be considered at a Councillors' meeting and the date of that meeting
 - (c) what the member is said to have done or not done
 - (d) the nature of the resolution that has been proposed, and
 - (e) that the member may provide an explanation to the Councillors, and details of how to do so.
- 17.3 Before the Councillors pass any resolution under clause 17.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the Councillors a written explanation before that Councillors' meeting, and/or
 - (b) speaking at the meeting.
- 17.4 After considering any explanation under clause 17.3, the Councillors may:
- (a) take no further action
 - (b) warn the member
 - (c) suspend the member's rights as a member for a period of no more than 12 months
 - (d) expel the member
 - (e) refer the decision to an unbiased, independent person on conditions that the Councillors consider appropriate (however, the person can only make a decision that the Councillors could have made under this clause), or
 - (f) require the matter to be determined at a **general meeting**.
- 17.5 The Councillors cannot fine a member.
- 17.6 The secretary must give written notice to the member of the decision under clause 17.4 as soon as possible.
- 17.7 All correspondence relating to any complaint must be filed and saved with the Secretariat.
- 17.8 Disciplinary procedures must be completed as soon as reasonably practical.
- 17.9 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

General meetings of members

18. General meetings called by Councillors

- 18.1 The Councillors may call a **general meeting**.
- 18.2 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **Guild** for a **general meeting** to be held, the Councillors must:

- (a) within 21 days of the members' request, give all members notice of a **general meeting**, and
 - (b) hold the **general meeting** within 2 months of the members' request.
- 18.3 The percentage of votes that members have (in clause 18.2) is to be worked out as at midnight before the members request the meeting.
- 18.4 The members who make the request for a **general meeting** must:
 - (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request, and
 - (c) give the request to the **Guild**.
- 18.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

19. General meetings called by members

- 19.1 If the Councillors do not call the meeting within 21 days of being requested under clause 18.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 19.2 To call and hold a meeting under clause 19.1 the members must:
 - (a) as far as possible, follow the procedures for **general meetings** set out in this constitution
 - (b) call the meeting using the list of members on the **Guild's** member register, which the **Guild** must provide to the members making the request at no cost, and
 - (c) hold the **general meeting** within three months after the request was given to the **Guild**.
- 19.3 Any members who request the **general meeting** will pay any expenses they have incurred in holding the meeting.

20. Annual general meeting

- 20.1 A **general meeting**, called the annual **general meeting**, must be held:
 - (a) within 18 months after registration of the **Guild**, and
 - (b) after the first annual **general meeting**, at least once in every calendar year.
- 20.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
 - (a) a review of the **Guild's** activities
 - (b) a review of the **Guild's** finances
 - (c) any auditor's report
 - (d) the election of Councillors, and
 - (e) the appointment and payment of auditors, if any.
- 20.3 Before or at the annual **general meeting**, the Councillors must give information to the members on the **Guild's** activities and finances during the period since the last annual **general meeting**.
- 20.4 The chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **Guild**.

21. Notice of general meetings

- 21.1 Notice of a **general meeting** must be given to:
 - (a) each member entitled to vote at the meeting

- (b) each Councillor, and
 - (c) the auditor (if any).
- 21.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 21.3 Subject to clause 21.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand, or
 - (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 21.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a Councillor
 - (b) appoint a Councillor in order to replace a Councillor who was removed, or
 - (c) remove an auditor.
- 21.5 Notice of a **general meeting** must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
 - (b) the general nature of the meeting's business
 - (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
 - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy does not need to be a member of the **Guild**
 - ii. the proxy form must be delivered to the **Guild** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - iii. the proxy form must be delivered to the **Guild** at least 48 hours before the meeting.
- 21.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

22. Quorum at general meetings

- 22.1 For a **general meeting** to be held, at least 5 members (a quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).
- 22.2 No business may be conducted at a **general meeting** if a quorum is not present.
- 22.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week
 - (b) if the time is not specified – the same time, and
 - (c) if the place is not specified – the same place.
- 22.4 If at the adjourned meeting a quorum is not present within 30 minutes after the starting time set for the meeting, the members present (being not less than 3) shall be a quorum.

- 22.5 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

23. Auditor's right to attend meetings

- 23.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 23.2 The **Guild** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **Guild** is entitled to receive.

24. Representatives of members

- 24.1 An incorporated member may appoint as a representative:
- (a) one individual to represent the member at meetings and to sign circular resolutions under clause 31, and
 - (b) the same individual or another individual for the purpose of being appointed or elected as a Councillor.
- 24.2 The appointment of a representative by a member must:
- (a) be in writing
 - (b) include the name of the representative
 - (c) be signed on behalf of the member, and
 - (d) be given to the **Guild** or, for representation at a meeting, be given to the chairperson before the meeting starts.
- 24.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.
- 24.4 The appointment may be standing (ongoing).

25. Using technology to hold meetings

- 25.1 The **Guild** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 25.2 Anyone using this technology is taken to be present in person at the meeting.

26. Chairperson for general meetings

- 26.1 The **elected chairperson** is entitled to chair **general meetings**. The President shall preside as Chairman at every general meeting of the Guild.
- 26.2 The members present and entitled to vote at a **general meeting** may choose a Councillor or member to be the chairperson for that meeting if:
- (a) there is no **elected chairperson**, or
 - (b) the **elected chairperson** is not present within 30 minutes after the starting time set for the meeting, or
 - (c) the **elected chairperson** is present but says they do not wish to act as chairperson of the meeting.

27. Role of the chairperson

- 27.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).

28. Adjournment of meetings

- 28.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
- 28.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

29. Members' resolutions and statements

- 29.1 Members with at least 5% of the votes that may be cast on a resolution may give:
 - (a) written notice to the **Guild** of a resolution they propose to move at a **general meeting** (members' resolution), and/or
 - (b) a written request to the **Guild** that the **Guild** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 29.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 29.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 29.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 29.5 The percentage of votes that members have (as described in clause 29.1) is to be worked out as at midnight before the request or notice is given to the **Guild**.
- 29.6 If the **Guild** has been given notice of a members' resolution under clause 29.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 29.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

30. Company must give notice of proposed resolution or distribute statement

- 30.1 If the **Guild** has been given a notice or request under clause 29:
 - (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **Guild's** cost, or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **Guild** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **Guild** will pay these expenses.
- 30.2 The **Guild** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
 - (a) it is more than 1 000 words long
 - (b) the Councillors consider it may be defamatory
 - (c) clause 30.1(b) applies, and the members who proposed the resolution or made the request have not paid the **Guild** enough money to cover the cost of sending

- the notice of the proposed members' resolution or a copy of the members' statement to members, or
- (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

31. Circular resolutions of members

- 31.1 Subject to clause 31.2, the Councillors may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).
- 31.2 Circular resolutions cannot be used:
 - (a) for a resolution to remove an auditor, appoint a Councillor or remove a Councillor
 - (b) for passing a **special resolution**, or
 - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 31.3 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 31.4 or clause 31.6.
- 31.4 Members may sign:
 - (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 31.5 The **Guild** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at general meetings

32. How many votes a member has

Each member has one vote.

33. Challenge to member's right to vote

- 33.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 33.2 If a challenge is made under clause 33.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

34. How voting is carried out

- 34.1 Voting must be conducted and decided by:
 - (a) a show of hands
 - (b) a vote in writing, or
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances, which could include electronic voting.
 - (d) Should there be a draw, the chairperson will have a casting vote.
- 34.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

- 34.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 34.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

35. When and how a vote in writing must be held

- 35.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five **members present**
 - (b) **members present** with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
 - (c) the chairperson.
- 35.2 A vote in writing must be taken when and how the chairperson directs, unless clause 35.3 applies.
- 35.3 A vote in writing must be held immediately if it is demanded under clause 35.1:
- (a) for the election of a chairperson under clause 26.2, or
 - (b) to decide whether to adjourn the meeting.
- 35.4 A demand for a vote in writing may be withdrawn.

36. Appointment of proxy

- 36.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 36.2 A proxy does not need to be a member.
- 36.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - (c) join in to demand a vote in writing under clause 35.1.
- 36.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address
 - (b) the **Guild's** name
 - (c) the proxy's name or the name of the office held by the proxy, and
 - (d) the meeting(s) at which the appointment may be used.
- 36.5 A proxy appointment may be standing (ongoing).
- 36.6 Proxy forms must be received by the **Guild** at the address stated in the notice under clause 21.5(d) or at the **Guild's** registered address at least 48 hours before a meeting.
- 36.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 36.8 Unless the **Guild** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies
 - (b) is mentally incapacitated
 - (c) revokes the proxy's appointment, or
 - (d) revokes the authority of a representative or agent who appointed the proxy.

36.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

37. Voting by proxy

37.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).

37.2 When a vote in writing is held, a proxy:

- (a) does not need to vote, unless the proxy appointment specifies the way they must vote
- (b) if the way they must vote is specified on the proxy form, must vote that way, and
- (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Councillors

38. Number of Councillors

The **Guild** must have at least five and no more than fifteen Councillors.

39. Election and appointment of Councillors

39.1 The initial Councillors are the people who have agreed to act as Councillors and who are named as proposed Councillors in the application for registration of the **Guild**.

39.2 Apart from the initial Councillors and Councillors appointed under clause 39.5, the members may elect a Councillor by a resolution passed in a **general meeting**.

39.3 The Teachers' Guild of New South Wales is governed by a Council that is elected annually at the Annual General Meeting.

The Business and Affairs of the Teachers' Guild of New South Wales shall be managed by the Council of the Teachers' Guild of New South Wales which shall consist of:

- (a) the President;
- (b) three Vice-Presidents of whom one shall be the immediate Past-President;
- (c) the Treasurer;
- (d) up to six ordinary members of Council ("Council Members"), elected from the eligible Members or Honorary Fellows of the Teachers' Guild of New South Wales.

39.4 At the 2020 Annual General Meeting, the Council will consist of the President, **three Vice Presidents** (one of whom is the immediate past-President), the Treasurer and the Accreditation Officer responsible to manage all processes and procedures of the Teachers' Guild of New South Wales scope as an endorsed provider of NESA Registered Professional Development. All Council members must be Members of the Teachers' Guild of New South Wales.

39.5 The Guild has the right to appoint a contractor to undertake the Secretariat for the Teachers' Guild of New South Wales Council for the duration of the Agreement period. The Executive Committee of Council, consisting of the President, the Vice Presidents, the Treasurer, deals with any matters referred to it by Council and with matters that

ought not be postponed until a meeting of the Council. The President chairs meetings of the Council and the Executive Committee as well as general meetings of the Teachers' Guild of New South Wales.

40. Election of Executive Committee of Council

- (a) The President, Vice Presidents and Treasurer can be re-elected at the Annual General Meeting.
 - (b) Serving Council members who have completed **two years** on Council may be elected to the offices of President, Vice President and Treasurer.
 - (c) If there are no nominations for the President, Vice Presidents and Treasurer positions of members who have completed two years as Council members, then the Guild members present at the Annual General Meeting may elect the President, Vice Presidents and Treasurer after the passing of the one of the following Special Resolution. A simple majority is needed to pass the resolution:
 - i. As there are no nominations for the position of President/Vice President/s/Treasurer position/s of members who have served on the Council of the Teachers Guild of NSW for two years, this meeting resolves that nominations may be received of members that have served for one year on the Council of the Guild.
 - ii. As there are no nominations for the President/Vice President/s/Treasurer position/s of members who have served on the Council of the Teachers Guild of NSW, this meeting resolves that nominations for this/these positions may be received of any members.
- 40.1 Each of the Councillors must be appointed by a separate resolution, unless:
- (a) the members present have first passed a resolution that the appointments may be voted on together, and
 - (b) no votes were cast against that resolution.
- 40.2 A person is eligible for election as a Councillor of the **Guild** if they:
- (a) are a member of the **Guild**, or a representative of a member of the **Guild** (appointed under clause 24)
 - (b) are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a Councillor at a **general meeting** and has been a Councillor since that meeting),
 - (c) give the **Guild** their signed consent to act as a Councillor of the **Guild**, and
 - (d) are not ineligible to be a Councillor under the **Corporations Act** or the **ACNC Act**.
- 40.3 The Councillors may appoint a person as a Councillor to fill a casual vacancy or as an additional Councillor if that person:
- (a) is a member of the **Guild**, or a representative of a member of the **Guild** (appointed under clause 24)
 - (b) gives the **Guild** their signed consent to act as a Councillor of the **Guild**, and
 - (c) is not ineligible to be a Councillor under the **Corporations Act** or the **ACNC Act**.
- 40.4 If the number of Councillors is reduced to fewer than three or is less than the number required for a quorum, the continuing Councillors may act for the purpose of increasing the number of Councillors to three (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

41. Election of chairperson

The Councillors must elect a Councillor as the **Guild's elected chairperson**.

42. Term of office

- 42.1 At each annual **general meeting**:
- (a) any Councillor appointed by the Councillors to fill a casual vacancy or as an additional Councillor must retire, and
 - (b) at least one-third of the remaining Councillors must retire.
- 42.2 The Councillors who must retire at each annual **general meeting** under clause 42.1(b) will be the Councillors who have been longest in office since last being elected. Where Councillors were elected on the same day, the Councillor(s) to retire will be decided by lot unless they agree otherwise.
- 42.3 Other than a Councillor appointed under clause 39.5, a Councillor's term of office starts at the end of the annual **general meeting** at which they are elected and ends at the end of the annual **general meeting** at which they retire.
- 42.4 A Councillor who retires under clause 42.1 may nominate for election or re-election, subject to clause 41.6.

43. When a Councillor stops being a Councillor

A Councillor stops being a Councillor if they:

- (a) give written notice of resignation as a Councillor to the **Guild**
- (b) die
- (c) are removed as a Councillor by a resolution of the members
- (d) stop being a member of the **Guild**
- (e) are a representative of a member, and that member stops being a member
- (f) are a representative of a member, and the member notifies the **Guild** that the representative is no longer a representative
- (g) are absent for 6 consecutive Councillors' meetings without approval from the Councillors, or
- (h) become ineligible to be a Councillor of the **Guild** under the **Corporations Act** or the **ACNC Act**.

Powers of Councillors

44. Powers of Councillors

- 44.1 The Councillors are responsible for managing and directing the activities of the **Guild** to achieve the purpose(s) set out in clause 6.
- 44.2 The Councillors may use all the powers of the **Guild** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 44.3 The Councillors must decide on the responsible financial management of the **Guild** including:
- (a) any suitable written delegations of power under clause 45, and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

44.4 The Councillors cannot remove a Councillor or auditor. Councillors and auditors may only be removed by a members' resolution at a **general meeting**.

45. Delegation of Councillors' powers

45.1 The Councillors may delegate any of their powers and functions to a committee, a Councillor, an employee of the **Guild** (such as a chief executive officer) or any other person, as they consider appropriate.

45.2 The delegation must be recorded in the **Guild's** minute book.

46. Payments to Councillors

46.1 The **Guild** must not pay fees to a Councillor for acting as a Councillor.

46.2 The **Guild** may:

- (a) pay a Councillor for work they do for the **Guild**, other than as a Councillor, if the amount is no more than a reasonable fee for the work done, or
- (b) reimburse a Councillor for expenses properly incurred by the Councillor in connection with the affairs of the **Guild**.

46.3 Any payment made under clause 46.2 must be approved by the Councillors.

46.4 The **Guild** may pay premiums for insurance indemnifying Councillors, as allowed for by law (including the **Corporations Act**) and this constitution.

47. Execution of documents

The **Guild** may execute a document without using a common seal if the document is signed by:

- (a) two Councillors of the **Guild**, or
- (b) a Councillor and the secretary.

Duties of Councillors

48. Duties of Councillors

The Councillors must comply with their duties as Councillors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Councillor of the **Guild**
- (b) to act in good faith in the best interests of the **Guild** and to further the charitable purpose(s) of the **Guild** set out in clause 6
- (c) not to misuse their position as a Councillor
- (d) not to misuse information they gain in their role as a Councillor
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 0
- (f) to ensure that the financial affairs of the **Guild** are managed responsibly, and
- (g) not to allow the **Guild** to operate while it is insolvent.

49. Conflicts of interest

- 49.1 A Councillor must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of Councillors (or that is proposed in a circular resolution):
- (a) to the other Councillors, or
 - (b) if all of the Councillors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.
- 49.2 The disclosure of a conflict of interest by a Councillor must be recorded in the minutes of the meeting.
- 49.3 Each Councillor who has a material personal interest in a matter that is being considered at a meeting of Councillors (or that is proposed in a circular resolution) must not, except as provided under clauses 49.4:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 49.4 A Councillor may still be present and vote if:
- (a) their interest arises because they are a member of the **Guild**, and the other members have the same interest
 - (b) their interest relates to an insurance contract that insures, or would insure, the Councillor against liabilities that the Councillor incurs as a Councillor of the **Guild** (see clause 0)
 - (c) their interest relates to a payment by the **Guild** under clause 67 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the Councillor to vote on the matter, or
 - (e) the Councillors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Councillor, the nature and extent of the Councillor's interest in the matter and how it relates to the affairs of the **Guild**, and
 - (ii) says that those Councillors are satisfied that the interest should not stop the Councillor from voting or being present.

Council Sub-Committees

50. Sub-Committees

The Council may delegate any of its powers to sub-committees consisting of such Councillor or Councillors as they see fit: any sub-committees formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.

- 50.1 A sub-committee may elect a Chairman of its meetings; if no such chairman is elected, or if that Chairman is not present within 30 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

- 50.2 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by the majority of votes of the members present, and in the case of an equality of votes, the Chairman shall have a second or casting vote.

Councillors' meetings

51. When the Councillors meet

The Councillors may decide how often, where and when they meet.

52. Calling Councillors' meetings

- 52.1 A Councillor may call a Councillors' meeting by giving reasonable notice to all of the other Councillors.
- 52.2 A Councillor may give notice in writing or by any other means of communication that has previously been agreed to by all of the Councillors.

53. Chairperson for Councillors' meetings

- 53.1 The **elected chairperson** is entitled to chair Councillors' meetings.
- 53.2 The Councillors at a Councillors' meeting may choose a Councillor to be the chairperson for that meeting if the **elected chairperson** is:
- (a) not present within 30 minutes after the starting time set for the meeting, or
 - (b) present but does not want to act as chairperson of the meeting.

54. Quorum at Councillors' meetings

- 54.1 Unless the Councillors determine otherwise, the quorum for a Councillors' meeting is three or such greater number as may be fixed by the Councillors.
- 54.2 A quorum must be present for the whole Councillors' meeting.

55. Using technology to hold Councillors' meetings

- 55.1 The Councillors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Councillors.
- 55.2 The Councillors' agreement may be a standing (ongoing) one.
- 55.3 A Councillor may only withdraw their consent within a reasonable period before the meeting.

56. Passing Councillors' resolutions

A Councillors' resolution must be passed by a majority of the votes cast by Councillors present and entitled to vote on the resolution.

57. Circular resolutions of Councillors

- 57.1 The Councillors may pass a circular resolution without a Councillors' meeting being held.
- 57.2 A circular resolution is passed if all the Councillors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 57.3 or clause 57.4.
- 57.3 Each Councillor may sign:
- (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or

- (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 57.4 The **Guild** may send a circular resolution by email to the Councillors and the Councillors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 57.5 A circular resolution is passed when the last Councillor signs or otherwise agrees to the resolution in the manner set out in clause 57.3 or clause 57.4.

Secretary

58. Appointment and role of secretary

- 58.1 The **Guild** must have at least one secretary, who may also be a Councillor.
- 58.2 A secretary must be appointed by the Councillors (after giving the **Guild** their signed consent to act as secretary of the **Guild**) and may be removed by the Councillors.
- 58.3 The Councillors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 58.4 The Guild can appoint a contractor to undertake the role of Secretariat for the Teachers' Guild of New South Wales for the duration of the Agreement period.

Minutes and records

59. Minutes and records

- 59.1 The **Guild** must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of **general meetings**
 - (b) minutes of circular resolutions of members
 - (c) a copy of a notice of each **general meeting**, and
 - (d) a copy of a members' statement distributed to members under clause 30.
- 59.2 The **Guild** must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of Councillors' meetings (including meetings of any committees), and
 - (b) minutes of circular resolutions of Councillors.
- 59.3 To allow members to inspect the **Guild's** records:
 - (a) the **Guild** must give a member access to the records set out in clause 59.1, and
 - (b) the Councillors may authorise a member to inspect other records of the **Guild**, including records referred to in clause 59.2 and clause 60.1.
- 59.4 The Councillors must ensure that minutes of a **general meeting** or a Councillors' meeting are signed within a reasonable time after the meeting by:
 - (a) the chairperson of the meeting, or
 - (b) the chairperson of the next meeting.
- 59.5 The Councillors must ensure that minutes of the passing of a circular resolution (of members or Councillors) are signed by a Councillor within a reasonable time after the resolution is passed.

60. Financial and related records

- 60.1 The **Guild** must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance, and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 60.2 The **Guild** must also keep written records that correctly record its operations.
- 60.3 The **Guild** must retain its records for at least 7 years.
- 60.4 The Councillors must take reasonable steps to ensure that the **Guild's** records are kept safe.

61. Seal

- 61.1 The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council or of a sub-committee of Councillors, authorised by the Council.
- 61.2 Every instrument to which the Seal is affixed shall be signed by a member of the Council and shall be countersigned by the Secretary, or by a second Councillor, or by some other person appointed by the Council for the purpose.

Notice

62. What is notice

- 62.1 Anything written to or from the **Guild** under any clause in this constitution is written notice and is subject to clauses 63 to 65, unless specified otherwise.
- 62.2 Clauses 63 to 65 do not apply to a notice of proxy under clause 36.6.

63. Notice to the Guild

Written notice or any communication under this constitution may be given to the **Guild**, the Councillors or the secretary by:

- (a) delivering it to the **Guild's** registered office
- (b) posting it to the **Guild's** registered office or to another address chosen by the **Guild** for notice to be provided
- (c) sending it to an email address or other electronic address notified by the **Guild** to the members as the **Guild's** email address or other electronic address, or
- (d) sending it to the fax number notified by the **Guild** to the members as the **Guild's** fax number.

64. Notice to members

- 64.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person
 - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
 - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
 - (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or

- (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 64.2 If the **Guild** does not have an address for the member, the **Guild** is not required to give notice in person.

65. When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 62.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

66. Guild's financial year

The **Guild's** financial year is from 1 July to 30 June, unless the Councillors pass a resolution to change the financial year.

- 66.1 A properly qualified Auditor or Auditors shall be appointed and their remuneration fixed and duties regulated in accordance with the Law.
- 66.2 Once at least in every year, the accounts of the Guild 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 Law.

Indemnity, insurance and access

67. Indemnity

- 67.1 The **Guild** indemnifies each officer of the **Guild** out of the assets of the **Guild**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **Guild**.
- 67.2 In this clause, 'officer' means a Councillor or secretary and includes a Councillor or secretary after they have ceased to hold that office.
- 67.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the **Guild** is not precluded by law (including the **Corporations Act**) from doing so, and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 67.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **Guild**.

68. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the Councillors consider it appropriate, the **Guild** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **Guild** against any liability incurred by the person as an officer of the **Guild**.

69. Councillors' access to documents

- 69.1 A Councillor has a right of access to the financial records of the **Guild** at all reasonable times.
- 69.2 If the Councillors agree, the **Guild** must give a Councillor or former Councillor access to:
- (a) certain documents, including documents provided for or available to the Councillors, and
 - (b) any other documents referred to in those documents.

Winding up

70. Surplus assets not to be distributed to members

If the **Guild** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **Guild**, unless that member or former member is a charity described in clause 71.1.

71. Distribution of surplus assets

- 71.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **Guild** is wound up must be distributed to one or more charities:
- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 6, and
 - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **Guild**.
- 71.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **Guild** may apply to the Supreme Court to make this decision.

Definitions and interpretation

72. Definitions

In this constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)

company means the **Guild** referred to in clause 1

Corporations Act means the *Corporations Act 2001* (Cth)

elected chairperson means a person elected by the Councillors to be the **Guild's** chairperson under clause 0

general meeting means a meeting of members and includes the annual **general meeting**, under clause 20.1

initial member means a person who is named in the application for registration of the **Guild**, with their consent, as a proposed member of the **Guild**

member present means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting

registered charity means a charity that is registered under the **ACNC Act**

special resolution means a resolution:

- i. of which notice has been given under clause 21.5(c), and
- ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and **surplus assets** means any assets of the **Guild** that remain after paying all debts and other liabilities of the **Guild**, including the costs of winding up.

73. Reading this constitution with the Corporations Act

73.1 The replaceable rules set out in the **Corporations Act** do not apply to the **Guild**.

73.2 While the **Guild** is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.

73.3 If the **Guild** is not a **registered charity** (even if it remains a charity), the **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.

73.4 A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.

74. Interpretation

In this constitution:

- (a) the words ‘including’, ‘for example’, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

By-laws

The Councillors may pass a resolution to make by-laws to give effect to this constitution.

Members and Councillors must comply with by-laws as if they were part of this constitution.

75. Role of President

The President of the Teachers’ Guild of New South Wales is responsible for providing leadership and fostering innovation with a view to achieve the Teachers’ Guild purpose, vision and goals.

Responsibilities:

- Provide leadership and direction to the Teachers’ Guild of New South Wales through the Council.
- Coordinate and manage Council meetings and activities.
- Coordinate the functions and activities of the Teachers’ Guild of New South Wales through management, delegation and liaison.
- Represent and promote the Teachers’ Guild of New South Wales in all relevant forums.

- To oversee the communications, publications and advocacy for the Teachers' Guild of New South Wales.
- To oversee and approve of membership applications processed by the Secretariat.
- To oversee the Council sub-committees and working groups to further the relevant committee's objectives.

76. Role of Vice President

The Vice-Presidents will support the President in providing leadership to the Guild overall including organising the committee meeting minutes. The Vice-President will step into the President's role in their absence.

Responsibilities:

- In the event that the President is unable to fulfil their duties, the Vice President will step into that role;
- Chair Committee meetings in the President's absence, ensuring that they follow an agenda and are correctly recorded with minutes being archived. The Vice President will be responsible to record the minutes for each of the council meetings scheduled;
- In consultation with the Proceedings Editor oversee materials for The Proceedings and The Australian Teacher Newsletter for the Teachers' Guild of New South Wales;
- To serve as the Chair of the Events and Corporate Relations Sub-Committee.
- To serve as the Chair of the Awards Sub-committee.
- To serve as the Chair of the Guild Educators' Network Sub-Committee.
- Provide the "Vote of Thanks" at each of the Teachers' Guild of New South Wales events and functions.

77. Role of Treasurer

The Treasurer will be responsible for the financial supervision of the Teachers' Guild of New South Wales. The Treasurer is responsible to regularly report on the Guild financial status at the Council meetings and to the Guild members during the Annual General Meeting.

Responsibilities:

- In consultation with the Council, to prepare the annual budget, reflecting anticipated income and expenditure of the Guild during the forthcoming calendar year.
- To maintain detailed and accurate records of all income and expenditure in a format acceptable to the Guild's accountant for the time being.
- To present to each meeting of the Council a statement of the Guild's current financial situation, including liquidity, and to advise Council concerning expenditure and the timing of expenditure.
- To be one of the signatories to each Guild bank account.

- To issue receipts, or cause receipts to be issued, in relation to all cash payments, to safeguard such cash payments, and to ensure that all cash is deposited into the bank as soon as possible.
- To prepare payment for all verified invoices and other liabilities of the Guild as approved by the Council, and to ensure that such payments are made in a timely fashion.
- To attend to general banking activities for the Guild, including depositing payments, balancing bank statements and alerting Council to other banking business as needed; and where a second signatory is required, ensuring that other banking matters are attended to in a timely fashion.
- In consultation with the Council, to ensure that the Guild's insurances are maintained and paid promptly, and to alert Council to any insurance-related matters in a timely fashion.
- In collaboration with TAS and in consultation with other persons responsible for each Guild activity, ensure that a process is in place for all attendees to make payments for the activity where appropriate and for attendees who fail to make payments, a process is in place to ensure payments are made.
- To liaise with the Guild's accountant for the time being concerning the annual accounts and audit, to prepare and present all records as may be required by the accountant, and to ensure that the accounts, fully audited, are available in good time for the Annual General Meeting.

78. Role of Accreditation Officer

The Accreditation Officer will be responsible to manage all processes and procedures of the Teachers' Guild of New South Wales scope as an endorsed provider of NESA Registered Professional Development at the Proficient Teacher level.

Responsibilities:

- To deal with all communications and responsibilities of uploading participation data to NESA's online database within 30 days from when the course was completed.
- To manage the Teachers' Guild of New South Wales record management systems as an endorsed provider.
- To monitor quality assurance and evaluate processes to meet the Teachers' Guild of New South Wales endorsement criteria.
- To oversee all processes are in place to assure the quality of the people used to deliver courses.
- To oversee the correct usage of NESA promotional guidelines and maintain the requirements stipulated in the endorsement criteria.

APPENDIX

78. Governance

The Teachers' Guild is the oldest teachers' organisation in New South Wales and in more than a century has had an abiding theme: a concern with the professional development of teachers.

At the time of its foundation in 1891, a widely disparate group of practitioners laid claim to the title of teacher. There were many small private schools whose standards were low, and no registration of schools existed. The Teachers' Guild was founded by a group of leading educators to redress this situation. For many years the key activity of the Guild was the operation of the Teachers' Central Registry, which sought to place suitably qualified teachers in schools of which the Guild approved. The Guild was concerned with curriculum standards and for many years, prior to the establishment of education unions and Heads' organisations, was represented on syllabus committees of subjects covered in the compulsory years of secondary education.

An ongoing concern was the lack of training for independent school teachers. This became especially critical after World War II when the Guild established a Teacher Training Committee which established a diploma course providing a basic in-service qualification for those who would otherwise have been completely unqualified. During the 1970s the Guild Teachers' College extended its operations in teacher training but the rationalisation of teacher training in the early 1980s led to its amalgamation with the Sydney College of Advanced Education.

In recent years the Guild has been chiefly concerned with professional development activities not otherwise provided by the many subject associations or other bodies such as universities or employer organizations; and with a suite of Awards which recognize outstanding teachers at varying stages of their professional lives. By contrast, the Teachers' Guild is a body of teachers who seek to provide opportunities for professional development within their own profession. Now in its second century, the Teachers' Guild remains true to its original purpose: teachers seeking to promote better standards of teaching.

The Teachers' Guild of New South Wales is governed by a Council that is elected annually at the Annual General Meeting.

The Council consists of the President, three Vice Presidents (one of whom is the immediate past-President), the Honorary Treasurer, the Secretariat (who is appointed by The Association Specialists), and the Accreditation Officer responsible to manage all processes and procedures of the Teachers' Guild of New South Wales scope as an endorsed provider of NESA Registered Professional Development. All Council members must be financial Members of the Teachers' Guild of New South Wales.

The Executive Committee of Council, consisting of the President, the Vice Presidents, the Secretariat and the Treasurer, deals with any matters referred to it by Council and with matters that ought not be postponed until a meeting of the Council. The President chairs meetings of the Council and general meetings of the Teachers' Guild of New South Wales.

The Council appoints other sub-committees from time to time to attend to specific matters. Sub-Committees may comprise both Council members and other members. The current committees are:

Guild Educators' Network (GEN) Sub-Committee

- Networking with educators in their own sector and/or level or across sectors and levels, those with similar interests or with the same years of experience.
- Offering events/social gatherings throughout the year aimed at new to teaching in NSW.
- Participation in workshops and conferences-with the aim to have this Institute accredited as it will increasingly target specific interests.
- Opportunities to work collaboratively with like-minded professionals to extend the boundaries of educational achievements.
- Opportunities to mentor or be mentored for portfolio building, career enrichment and planning; and developing partnerships with other professional associations and universities to expand networking.

Awards Sub-Committee

Recommend to Council nominations that are highly suitable in the following areas:

- The Phyllis Evans Medal: Distinguished Educator honoured by the Teachers' Guild of New South Wales.
- The Research Award: "Guild Research Award" and "Teachers Mutual Bank Recognition Award" is offered to a Postgraduate Student and/or Experienced teacher in NSW or ACT school, who is currently completing or completed a research of direct benefit to classroom teaching within the last two years'. The prize is presented at the Teachers' Guild of NSW Annual Dinner and Awards Evening.
- The Scholarship Prize: This is an annual scholarship donated by the Teachers' Guild of New South Wales for a student in the second year of the MTeach. Enquiries may be directed to the School of Education and Social Work Teaching Curriculum and Timetabling Coordinator.
- Awards for Teachers in their Early Years of Teaching: This is an annual Primary and Secondary School division prize.

- World Teachers' Recognition Awards: Honouring teachers with the World Teachers' Recognition Certificate who have made a wonderful contribution to their school in advancing the education profession.
- Life Membership (FTGN): Recognition of outstanding commitment and contribution to the Teachers' Guild of NSW in its activities. Life Members will have had extensive, long-term involvement in the Teachers' Guild of New South Wales, such as extensive publications in the Guild journal, Proceedings, or service on the Council as President, Vice President, Secretary or Treasurer, for at least three years. Members who satisfy this profile may be offered the honour of Life Membership of the Guild, which would involve the granting of the post-nominals FTGN. Life Members are exempt from the annual subscription.
- Honorary Fellowship (HFTGN): Recognize outstanding educators who have made major contributions both within their mainstream sphere of work and more broadly across the profession. Honorary Fellowship would involve the granting of the post-nominals HFTGN. Existing members, or current non-members, may make an application to the Guild for Honorary Fellowship of the Guild. The application must provide evidence that the applicant has met criterion 1, and any three of criteria 2 (a-g) of the guidelines.

Events and Corporate Relations Sub-Committee

- Develop an interesting Events Calendar that will attract a good to large audience (according to the event).
- Provide events covering a wide range of topics.
- Oversee the staging of each event.
- Works closely with the Guild corporate contacts to secure funding and sponsorship opportunities for the Teachers' Guild of New South Wales.
- Maintaining key responsibilities with sponsors and providing client relationship management with sponsors.
- Ensure the financial viability of each event and the Events Calendar as a whole.

Schedule B: Services Provided

For period commencing: As at the date of signature of this Agreement

Below is a table outlining all the services that will be provided under this contract for Teachers' Guild of New South Wales.

The following tables outline the services which TAS will provide as part of a customised package. **Please note: services marked with * may incur additional charges, outlined in the Standard On-Costs Schedule.**

Category	Service
Office Management and Infrastructure	Provision of an allocated Association Management team with a primary-contact Client Services Manager to coordinate day-to-day operations of the organisation
	Provision of a dedicated phone number (including voicemail personalised for your organisation), fax and email address*
	Provision of a PO Box, all mail handling and a physical address for couriers/deliveries
	Storage (digital and physical) for current filing (up to two years' materials)
	Offsite storage of non-current materials in accordance with agreed archiving policy*
	Stationery management for ongoing use
	Provision of business systems to enable effective operation of the organisation*
	Access to boardroom facilities in the TAS offices on a complimentary basis, subject to availability (seats 12 Pax)

Category	Service
Communication	Responding to or re-direction of enquiries/correspondence from members, the public and all other stakeholders via email, post, fax and phone
	Responding to enquiries / correspondence from the Committee, Division Representatives and other office bearers

Category	Service
Membership Management	Maintenance of complete and accurate membership records within the selected database system
	Responding to member queries as needed (see <i>Communication</i>)
	Maintain database of potential new members / contacts
	Management of the membership renewal process: <ul style="list-style-type: none"> • Production and distribution of notices • Production and distribution of reminder notices • Processing of all renewals into database
	Production and distribution of tax invoices
	Processing of membership receipts and distribution of confirmation letters
	Processing of new membership applications and communication to potential members through the application process
	Review and follow-up of all outstanding membership dues
	Reconciliation of membership numbers against membership income on a quarterly and annual basis
	Preparation and distribution of monthly reports relating to membership/new member demographics and statistics
	Preparation and distribution of new member packs

Category	Service
Marketing, Website & Publication Support	Maintenance and management of Website
	Liaising with the elected web master to ensure currency and accuracy of information on the website
	Maintenance of a members' portal on the website
	Updating of website calendar of events
	Perform mass email blasts to members and subscriber databases as directed by the committee
	Upload Social Media content per direction by the Board / Committee (excludes content generation / sourcing)
	Liaison with Publisher / editor regarding material and mailing lists
	Uploading to the website of newsletters, journal articles, publications and sponsorship details
	Maintain mailing list in conjunction with Publisher / Board
Co-ordination of the production of printed and web-based materials (excluding content generation)	
Considerations: The creation and / or sourcing of content is the responsibility of the client.	

Category	Service
Event Management	Updating of event calendar on TGNSW website
	Set up of registration on online system, processing and receipting all registrations
	Uploading / distribution of event marketing and promotional material as required by the TGNSW Board
	Speaker management and delivery of entitlements
Considerations: The creation and / or sourcing of marketing content is the responsibility of the client.	