

COMPANIES ACT 1961

COMPANY LIMITED BY GUARANTEE

THE MATHEMATICAL ASSOCIATION OF VICTORIA

MEMORANDUM OF ASSOCIATION

- I. The name of the Company shall be **THE MATHEMATICAL ASSOCIATION OF VICTORIA** (hereinafter called “the Association”).

- II. The objects for which the Association is established are:
 - (a) To take over all or any part of the real and personal property belonging to and to undertake all or any of the liabilities of the unincorporated Association known as “The Mathematical Association of Victoria”.
 - (b) For the purpose of assisting and advancing mathematical education in the State of Victoria to represent generally the views of persons connected with the teaching of mathematics.
 - (c) To uphold within the profession and to proclaim in the community the higher values of education with the particular reference to the teaching of mathematics.
 - (d) To protect from external pressures the intellectual freedom and integrity of the teaching profession and in particular teachers of mathematics.
 - (e) To provide a ~~meeting ground and~~ forum for teachers of mathematics and for all persons connected with mathematical education generally including arranging and conducting regular meetings of teachers of mathematics and others for hearing papers and discussion demonstrations and lectures and the sponsoring or organizing or arranging for visits by leaders of education.
 - (f) To organize speakers and provide a forums for discussion professional development and other activities in connection with mathematics education designed for teachers, students and other interested persons.

(Memorandum) p. 1.

JC060151.1(V,X,Y)(43)

- (g) To sponsor and support activities that may assist teachers of mathematics in the practice of their profession.
- (h) To sponsor and support activities that may assist the teaching of mathematical subjects in the State of Victoria.
- (i) To promote co-operation between and undertake liaison with similar associations and with other associations of members of the teaching profession generally within the State of Victoria in other States of the Commonwealth of Australia and its territories and dependencies and in other countries outside the Commonwealth of Australia.
- (j) To promote and encourage educational research and investigation of any kind or with special reference to the teaching of mathematics and to provide facilities for the support of persons engaged in such research or investigation and instruction and for the giving of publicity of the results and purposes thereof.
- (k) To encourage and provide for the publication and distribution of journals newsletters and reports and other information in the educational field generally or with particular reference to the teaching of mathematics.
- (l) To consider and examine the standards organisation administration and laws relating to teaching and the teaching profession or with particular reference to the teaching of mathematics and to propose and procure reforms and improvements thereto.

AND for the purposes solely of carrying out the above objects the Association shall have the following powers:

- (i) To promote and conduct either alone or jointly with any other association club or company or person or government department tests examinations or contests and to accept offer give or contribute towards prizes medals certificates and awards.
- (ii) To establish standards for the profession of mathematics education and provide recognition of those who meet those standards.
- (iii) To undertake the publication and the sale distribution or otherwise of books magazines journals papers recordings films **software** or other **computer** audio and/or visual aids and to provide libraries of books magazines journals papers recordings films **software** and other **computer** audio and/or visual aids to be lent whether for reward or gratuitously.

(Memorandum) p. 2.

JC060151.1(V,X,Y)(44)

- (iv) To promote and hold either alone or jointly with any other associations clubs or persons meetings debates lectures and other lawful pastimes and to promote give or support social intercourse dinners balls concerts and other entertainments.
- (v) To establish promote or assist in establishing or promoting and to subscribe to or become a member of any other company or association or club.
- (vi) To consider originate promote and procure reforms and improvements in laws affecting teaching and teachers generally or with particular reference to the teaching of mathematics and teachers of mathematics and to support or oppose proposed alterations therein and to effect improvements in the administration of such laws.
- (vii) To construct improve maintain develop manage or alter any building land or works and to contribute to subsidise or otherwise take part in the construction improvement maintenance development management or alteration thereof.
- (viii) To purchase take or lease or in exchange hire or otherwise acquire any real or personal property or any rights and privileges.
- (ix) To take any gift of property whether subject to any special trust or not.
- (x) To take such steps by personal or written appeal public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the association in the shape of donations annual subscriptions or otherwise.
- (xi) To sell improve manage develop exchange lease mortgage dispose of or otherwise deal with all or any part of the property and rights of the Association.
- (xii) To raise or borrow money in such manner and upon such security (if any) or without giving security as the Association shall think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or entered into or to be incurred or entered into by the Association and in particular by mortgage or charge upon all or any of the Association's property and rights (both present and future) or by the issue of debentures or debenture stock (perpetual or otherwise) charged upon all or any of the Association's property and rights (both present and future) and to purchase redeem or pay off any such securities.

(Memorandum) p. 3.

JC060151.1(V,X,Y)(45)

- (xii) To invest and deal with the moneys of the Association not immediately required upon such securities and in such manner as may from time to time be determined.
- (xiii) To lend and advance money or give credit to any person company or association with or without security and to give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person company or association or otherwise assist any person company or association.
- (xiv) To undertake and execute trusts and all kinds of agency commission or mercantile business.
- (xv) To give donations subsidies or contributions to and to apply the assets of the Association towards any patriotic charitable or benevolent object or any other object which is useful to the community.
- (xvi) To grant bonuses gratuities pensions annuities and allowances to employees or ex-employees of the Association or the dependants or connections of such persons and to establish and support of institutions schemes funds trusts and conveniences calculated to benefit or assist the welfare of such persons and to make payments towards insurance or other methods for securing advantages for such persons.
- (xviii) To enter into arrangements or contracts with any person association company government or authority supreme municipal or otherwise and to obtain from any such person association company government or authority charters decrees rights privileges or concessions and to carry out exercise and comply with such arrangements contracts charters decrees rights privileges and concessions.
- (xix) To enter into any partnership arrangement contract sharing of revenue or expense union of interest co-operation joint venture reciprocal concession or otherwise with any member person company or association.
- (xx) To amalgamate with any association or company which has objects similar to and not inconsistent with those of the Association and which by its Rules Constitution or Memorandum of Association provides that no portion of its income and property shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to its Members and to purchase or otherwise acquire and undertake all or any part of the property liabilities or engagements of such association or company or to transfer all or any part of the property liabilities or engagements of the Association to such association or company.

(Memorandum) p. 4.

JC060151.1(V,X,Y)(46)

- (xxi) To procure the Association to be registered or recognised in any country or place outside the State of Victoria.
- (xxii) To pay all costs charges and expenses of incidental to or in connection with the promotion and establishment of the Association and to pay or contribute to the like costs charges and expenses in respect of any other company or association which the association may establish or promote.
- (xxiii) To adopt such means of making known and advertising the objects activities and services of the Association as may seem expedient.
- (xxiv) To purchase apply for or otherwise acquire any copyrights privileges exemptions certificates licenses patents trademarks or the like and to transfer or otherwise deal with the same
- (xxv) To draw make accept endorse execute and issue promissory notes cheques bills of exchange warrants debentures and all other negotiable transferable instruments.
- (xxvi) To do all such things as are incidental or conducive to the attainment of the above objects.

The provisions of the Third Schedule to the Corporation Law shall not apply to the Association and the foregoing provisions of this paragraph shall be read and construed without reference to the provisions of that Schedule **PROVIDED THAT** the Association shall not support with its funds or endeavour to impose on or procure to be observed by its members or others any regulation or restriction which as an object of the Association would make it a trade union within the meaning of the Trade Union Act 1958 **AND IT IS HEREBY DECLARED** that in this Memorandum:

“Mathematical education” includes the study of the content process and/or pedagogy of courses in mathematics and/or statistics and

“Teachers of Mathematics” includes:

- (a) any person engaged in teaching or instructing in any mathematical subject,

(Memorandum) p. 5.

JC060151.1(V,X,Y)(47)

- (b) any person whether or not registered qualified to teach or instruct in any mathematical subject,
 - (c) any student teacher or trainee teacher qualifying to teach or instruct in any mathematical subject,
 - (d) an professional officer employed by an Education Department Branch or service of any State Government or of the Commonwealth of Australia or by any private or non-Government School or educational body engaged in research into any aspect of the teaching of mathematics.
- III. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association **PROVIDED THAT** nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servants of the Association or any members of the Association in return for any service actually rendered to the Association or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Articles of Association on money borrowed from many member of the Association or reasonable and proper rent for premises demised and let by any member of the Association but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the association or any office of the Association paid by fees and that no remuneration or other benefit in monies worth shall be paid or given by the Association to any member of such Council **in payment for their duties as a member of Council or** Governing Body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.
- IV. So long as the Association is the holder of the license referred to in the fifth paragraph of this Memorandum of Association no addition alteration or amendment shall be made to the objects of the Association as set out in the second paragraph of this Memorandum of Association or in the regulations contained in the Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Attorney-General of the State of Victoria.
- V. The third fourth and ninth paragraph of this Memorandum of Association contain conditions upon which a license is granted by the Attorney-General of Victoria to the Association in pursuance of the provisions of the Corporation

(Memorandum) p. 6.

JC060151.1(V,X,Y)(48)

Law of the said State. For the purpose of preventing any evasion of the provisions of the said paragraphs the Attorney-General may from time to time on the application of any Member of the Association and on giving notice to the Association of intention so to do and after offering the Association an opportunity of being heard in opposition thereto within such time as may be specified in such notice impose further conditions which shall be duly observed by the Association.

- VI. The liability of the Members of the Association is limited.
- VII. Every member of the Association undertakes to contribute to the assets of the Association in the event of its being wound up while he/she is a member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which the Member ceases to be a member and the costs charges and expenses of winding up and for an adjustment of the rights of contributories amongst themselves such amount as may be required not exceeding Twenty Dollars.
- VIII. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed amongst the Members of the Association but shall be given or transferred to some not for profit institution or **not for profit** institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great imposed on the Association under or by virtue of the third paragraph hereof such institution or institutions to be determined by the Members of the Association at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.
- IX. True accounts shall be kept of the sums of money received and expended by the Association and the matter in respect of which such receipt or expenditure takes place and of the property assets and liabilities of the Association and subject to any reasonable restriction as to time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for time being shall be open to inspection by the Members or by anyone authorised in writing by the Members for the purpose. Such accounts shall upon the written request of the Attorney-General be made available for inspection by him/her or by anyone authorised in writing by him/her for the purpose.

Once at least in every year the accounts of the Association shall be examined by one or more properly qualified auditor or auditors.

WE the several persons whose names and addresses are subscribed desire to be formed into a company in pursuance of this Memorandum of Association.

DATED the _____ day of _____ 199

Name of subscribers	Address of Subscribers	Description of subscribers	Signature of subscribers
Norman MacGillivray Niemann	66 Illawarra Road, Hawthorn 3122	Student Counsellor	Norman M. Niemann
Ronald Herbert Cowban	81 Martin Street, Gardenvale 3185	Curriculum Officer	R.H. Cowban
William Pye	31 Kerferd Street East Malvern 3145	Lecturer	William Pye
Janice Mary Ryan (Sr. Angela)	45 Riversdale Road, Hawthorn, 3122	Teacher	Janice Mary Ryan
Graham Roderick Willis	14 Cheverton Road, Lower Plenty 3093	Teacher	G.R. Willis
Brian Eustice Phipps	19 Willoby Avenue, Glen Iris	Lecturer	B.E. Phipps
Margaret Lester	1031 Drummond Street, Carlton North	University Lecturer	Margaret Lester
Ian Henry Moore	15 South Road, Brighton 3186	Teacher	Ian. H. Moore
Dora Joyce Pike	6 Clowes Street, South Yarra 3141	Teacher	Dora J. Pike
Frederick John Daniel Syer	248 Waverley Road, East Malvern	Mathematical Consultant	F.J.D. Syer
Colin Murray Hall Powers	64 Alexandra Road, Ringwood East	Teacher	C.M.H. Powers
McKenzie Alexander Clements	2 Canterbury Ct., Bayswater 3153	Teacher	M.A.Clements
Kitty Louise Syer	248 Waverley Road, East Malvern	Married Woman	Kitty L. Syer
Geoffrey Anton Watterson	11 Fairview Avenue, Glen Waverley	University Reader	Geoffrey A. Watterson
John Anthony Laidlaw	376 Park Street, South Melbourne	Teacher	J.A. Laidlaw
Albert Eric McLean	8 Forster Avenue, East Malvern	Teacher	A.E. McLean
John Colin Barton	1008 Drummond St, Nth. Carlton ,3054	University Lecturer	J.C.Barton
Robert David Money	105 Robinson Road, Hawthorn 3122	Teacher	Robert D. Money
Kenneth McRobert Evans	Flat 2, 45 Hobart Rd., Murrumbeena	Teacher	K.M.R. Evans
Olive Gwenne Moore	13 Kingsley St., Camberwell 3124	Lecturer Teachers' College	O.G.Moore
Alan Grant Angus	181 Lower Plenty Road, Rosanna 3084	Teachers' College Lecturer	A.G. Angus
David McDonald	119 Alexandra Ave. Sth Yarra 3141	Teacher	David McDonald
Clive Keating	53 Highbett Road, Hampton	Inspector of Schools	C.Keating
John Arthur Barton	1 Tristana St., Frankston 3199	Lecturer	J.Barton
Leon Frank Dawes	24 Griffiths Rd. Upwey	Teacher	Leon F.Dawes

Witness and Address of witness to all the above Subscribers except Olive Gwenne Moore:

Richard C. Horsfall,
245 Richardson Street,
North Carlton.3054

Witness and Address of Witness to the above Subscriber Olive Gwenne Moore:

David E. Bird,
216 Drummond Street,
CARLTON 3053