



Food, Fibre & Timber Industries
Training Council (WA) Inc.

CONSTITUTION

FOR THE

FOOD, FIBRE AND TIMBER
INDUSTRIES TRAINING COUNCIL (WA) INC

PURSUANT TO THE ASSOCIATIONS INCORPORATION
ACT 2015

APPROVED AGM – 19 NOV 2024

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1. NAME

This Association is to be known as the Food, Fibre and Timber Industries Training Council (WA) Inc.

Previously known as the Primary, Food & Beverage, Furnishing & Textiles Industries Training Council (WA) Inc

2. DEFINITIONS

In this constitution unless the contrary intention appears —

“Associate Member” means a body or person who does meet the criteria for membership under rule 5(2), and can participate as a non-voting member;

"Association" means the Food, Fibre and Timber Industries Training Council (WA) Inc Association;

"Associations Act" means the Associations Incorporation Act 2015;

“Auditor” means an accountant who is a member of the Institute of Chartered Accountants in Australia, the Australian Society of Certified Practising Accountants, or the National Institute of Accountants and who is independent from the organisation;

“Business” means type of activity unit, comprising one or more legal entities, business entities, sub-entities or branches of a business entity that can report production/transactions and employment activities via a subset of data elements in respect of a homogenous industry;

“Body Corporate” means a legal entity such as a company or incorporated association;

“Board Member” means a person elected or appointed to “the Board” who met the membership criteria under rule 5(1);

“Chair” means a Board member elected by the Board to be the Chair;

“Chief Executive Officer” means the Chief Executive Officer of the Association appointed under rule 19

"Commonwealth" means the Commonwealth of Australia;

"Department" means the Department of Training and Workforce Development of the State and includes any Department of the State principally assisting the Minister charged with the administration of the Act;

“Deputy Chair” means a Board member elected by the Board to be the Deputy Chair.

"Financial Year" means the period of 12 months commencing on 1 July in any year and ending on 30 June next following;

"General Meeting" means a general meeting of the Association;

"Industry Area" means the industry area under the Australian and New Zealand Industry Classification (ANZSIC) Code 2006, published by the Australian Bureau of Statistics in relation to which the Association or Industry Body is recognised by the Board for the purposes of the Act;

"Industry Group" means an industry group in relation to an industry area as defined in the ANZSIC Code;

"**Member**" means a body or individual that is a member of the Association;

"**Person**" for the purpose of this document means an individual, corporation, partnership, incorporated association, body corporate and unincorporated body.

"**RTO**" means a private or publicly funded registered training organisation.

"**Rule**" means a rule of this Constitution;

"**Seal**" means the common seal of the Association;

"**State**" means the State of Western Australia;

"**The Act**" means the *Vocational Education and Training Act 1996* as in force from time to time.

"**The Board**" means the Board of the Association referred to in rule 10(1);

"**The STB**" means the State Training Board established under Section 3 of the Act;

"**Training Councils**" means one of the bodies recognised by the State Training Board under section 21(1)(b) of the Act;

In these rules, the terms "vocational education and training" and "skills training programmes" have the same meaning as they have in the Act.

In these rules, a reference to a relevant law is a reference to a law of the Commonwealth or the State made with respect to the conciliation and arbitration of industrial disputes.

3. OBJECTS

The objects of the Association are –

- (1) To act as the principal industry adviser to the WA Government, the State Training Board (STB) and the Department of Training and Workforce Development (DTWD) on all vocational education and training needs and priorities in Western Australia as required under the Vocational Education and Training Act 1996;
- (2) To provide specific advice on matters relating to vocational education and training for the industry sectors as requested by the STB and/or the Department;
- (3) To represent the industry sectors as necessary, establish and maintain industry networks, committees or advisory groups to receive and communicate important information at all levels on workforce development, skills and vocational education and training in Western Australia;
- (4) Advise the STB in relation to matters on which it seeks vocational education and training and skills advice under the Act, including industry training needs and the establishment and variation of new qualifications, apprenticeships and traineeships.
- (5) Provide advice to the Department in relation to their industry area(s), in accordance with any contractual arrangements with the recognised organisation including advocating on behalf of Industry to address common issues relating to the supply and demand for vocational education and training to ensure optimum employment and the availability of appropriately skilled labour in Western Australia.
- (6) Ensure that the advice provided is impartial, evidence-based and drawn from robust consultation with a wide range of relevant industry stakeholders, including businesses, unions, employer representatives and training providers.

- (7) Where appropriate, assist in identifying training, skills and workforce development issues and broker solutions within the service provider's industry sector(s).
- (8) Work collaboratively with other industry training advisory bodies recognised by the STB and where necessary, national industry skills councils, and Commonwealth, State and Territory Governments to share, communicate and guide the development of appropriate training products, pathways and any other vocational education and training matters.
- (9) To advocate the benefits of vocational education and training to Industry, government and to the wider community.
- (10) That property and income of the Association is to be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

4. POWERS OF THE ASSOCIATION

Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner, in particular it may –

- (1) Acquire, hold, deal with and dispose of any real or personal property;
- (2) Open and operate bank accounts;
- (3) Invest its money;
 - (a) in any security in which trust monies may lawfully be invested; or
 - (b) in any other manner authorised by the rules of the Association.
- (4) Borrow money upon such terms and conditions as the Association thinks fit.
- (5) Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit.
- (6) Appoint agents to transact any business of the Association on its behalf.
- (7) Enter into any other contract it considers necessary or desirable.
- (8) Act as trustee and accept and hold real and personal property upon trust, but not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the rules of the Association.
- (9) Do all things not otherwise specifically stated in these Rules as are incidental or conducive to the attainment of all or any of the objects and the exercise of all or any of the powers of the Association.

5. MEMBERSHIP

- (1) Subject to this Constitution, any —
 - (a) body corporate that is registered under a relevant law as an Association of employers that has members engaged in the industry area;
 - (b) body corporate that is registered under a relevant law as an Association of employees that has members engaged in the industry area;

- (c) Body corporate that is registered under a relevant law as an industry Association that has its members engaged in the industry area;
- (d) body corporate that exists primarily for the purpose of providing vocational education and training in the industry area;
- (e) individual with influence and/or specific expertise across one or more of the industry sectors for the benefit of the Association, at its discretion;
- (f) business engaged in the industry area;

is eligible to become a member of the Association with full voting rights. Any member must declare a conflict of interest should it arise.

- (2) Subject to this Constitution, any —
 - (a) individual who has an interest in vocational education and training in the industry area but does not fit into the categories outlined in 5(1)(a-e) above;
is eligible to become an associate member, without the right to vote.
- (3) Membership applications must be submitted using a form approved by the Board, which includes specifying the industry group the applicant wishes to be associated with. Membership is free, and no fee is required.
- (4) The Board may at its absolute discretion accept or refuse an application for membership.
- (5) A member may, by notice in writing addressed to the Chief Executive Officer, resign from membership of the Association.
- (6) Membership exclusion:
 - (a) Any Food, Fibre and Timber Industry Training Council of WA Inc (FFTITC) employee will not be eligible to become a Member of the Association.
 - (b) Any Member of the Food, Fibre and Timber Industry Training Council of WA Inc (FFTITC) who becomes an employee of the Association will have their Membership suspended for the duration of their employment.

6. REGISTER OF MEMBERS

- (1) The Board is to cause the Chief Executive Officer to open a register of members of the Association in accordance with part 4, division 5 of the Associations Act.
- (2) The Chief Executive Officer is to maintain the register so that it reflects the current membership of the Association.
- (3) As at the date of incorporation of the Association, the members list shall be available for viewing upon request. The requested viewing must be scheduled at a mutually convenient time for both the Association and the requester, but no later than 14 days from the date of the request.

7. TERMINATION OF MEMBERSHIP OF THE ASSOCIATION

- (1) Membership of the Association may be terminated upon —
 - (a) receipt by the Chief Executive Officer or another Board member of a notice in writing from a member of his or her resignation from the Association; or

- (b) expulsion of a member in accordance with rule 8.

8. EXPULSION OF MEMBERS OF THE ASSOCIATION

- (1) If the Board considers that a member should be expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Board shall communicate, either orally or in writing, to the member:
 - (a) notice of the proposed expulsion and of the time, date and place of the Board meeting at which the question of that expulsion will be decided; and
 - (b) particulars of that conduct;not less than 30 days before the date of the Board meeting referred to in paragraph (a).
- (2) At the Board meeting referred to in a notice communicated under sub-rule (1), the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.
- (3) Subject to sub-rule (5), a member who is expelled under sub-rule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under sub-rule (2).
- (4) A member who is expelled under sub-rule (2) from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Chair of his or her intention to do so within the period of 14 days referred to in sub-rule (3).
- (5) When notice is given under sub-rule (4):
 - (a) the Association in a general meeting, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Board to expel that member; and
 - (b) the member who gave that notice does not cease to be a member unless and until the decision of the Board to expel him or her is confirmed under this sub-rule.
 - (c) In any event, the procedures set under rule 9 shall be followed by the Association and the Member when dealing with matters the subject of rule 8.

9. RESOLVING DISPUTES

- (1) Disputes Arising under the rules
 - (a) This rule applies to:
 - i. Disputes between Members; and
 - ii. Disputes between the Association and one or more Members that arise under the rules or relate to the rules of the Association.
 - (b) In this rule “Member” includes any former Member whose Membership ceased not more than six months before the dispute occurred.

- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
 - (d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Chief Executive Officer of the parties to, and details of, the dispute.
 - (e) The Chief Executive Officer must convene a Board of Management Meeting within 28 days after the Chief Executive Officer receives notice of the dispute under rule 9.1(d) for the Board of Management to determine the dispute.
 - (f) At the Board of Management Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
 - (g) The Chief Executive Officer must inform the parties to the dispute of the Board of Management's decision and the reasons for the decision within 7 days after the Board of Management Meeting referred to in rule 9.1(e).
 - (e) If any party to the dispute is dissatisfied with the decision of the Board of Management, they may elect to initiate further dispute resolution procedures as set out in the rules.
- (2) Mediation
- (a) This rule applies:
 - i. Where a Person is dissatisfied with a decision made by the Board of Management under rule 9.1; or
 - ii. Where a dispute arises between a Member or more than one Member and the Association and any party to the dispute elects not to have the matter determined by the Board of Management.
 - (b) Where the dispute relates to a proposal for the suspension or expulsion of a Member this rule does not apply until the procedure under rule 8.3 in respect of the proposed suspension or expulsion has been completed.
 - (c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 9.1(c) or a party to the dispute is dissatisfied with a decision made by the Board of Management under rule 9.1(g) a party to a dispute may:
 - i. Provide written notice to the Chief Executive Officer of the parties to, and the details of, the dispute;
 - ii. Agree to, or request the appointment of, a mediator.
 - (d) The party, or parties requesting the mediation must pay the costs of the mediation.
 - (e) The mediator must be:
 - i. A Person chosen by agreement between the parties; or
 - ii. In the absence of agreement:
 - A. If the dispute is between a Member and another Member – a Person appointed by the Board of Management; or

- B. If the dispute is between a Member or more than one Member and the Association, the Board of Management or an Board of Management Member then an independent Person who is a mediator appointed to, or employed with, a not for profit organisation.
- (f) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (i) The mediator, in conducting the mediation, must:
- i. Give the parties to the mediation process every opportunity to be heard;
 - ii. Allow all parties to consider any written statement submitted by any party; and
 - iii. Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (j) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.
- (3) Inability to Resolve Disputes

If a dispute cannot be resolved under the procedures set out in the rules, any party to the dispute may apply to the State Training Board to make a determination.

10. BOARD

- (1) The Association is to appoint members which is to be known as the Board to manage the affairs of the Association.
- (2) Subject to this constitution, Board members are to be appointed by Association members at the Annual General Meeting.
- (3) A Board is to consist of no less than eight and no more than fifteen voting members, who are to be senior, leading, and influential people drawn from the major industry areas and include both employer and employee representatives.
- (4) The BoM must provide for a balance of representation of the major industry areas (ANZSIC divisions) as prescribed by the STB. No one industry group can have an absolute majority on the Board.

The Board is to be representative of the membership and shall comprise of:

- At least two and not more than four of the members to be appointed representatives from Associations of employers (including State Government Agencies where they represent a major employer group for the industry).

- At least two and not more than four members to be appointed representatives from relevant industry Associations that have its members engaged in the industry area.
 - At least one member, and no more than four members to be appointed representatives from associations of employees, and where appropriate, nominated by Unions WA.
 - At least one member to be an appointed representative from an Aboriginal and Torres Strait Islander business or corporation.
 - Not more than two members to be appointed as individuals with influence and/or specific expertise across one or more of the industry sectors, for the benefit of the Association at the Board's discretion.
 - At least one member to be resident in regional WA.
- (5) The Association's Chief Executive Officer (CEO) is a non-voting member.
- (6) The State Training Board (STB) and the Western Australia Department of Training and Workforce Development (DTWD) may nominate **one** representative each, to be an observer only at Board meetings.
- (7) Only a person who supports the objects or purpose of the Association and adheres to the Attributes referenced in the Schedule is eligible to be authorised by a Member in accordance with rule 11(9) to attend and vote at Board meetings.

11. APPOINTMENT OF MEMBERS OF THE BOARD

- (1) Members seeking to take up positions on the Board must meet the eligibility criteria noted in Schedule 1.
- (2) If more persons who are members are nominated than there are vacancies on the Board, the vacancies are to be filled by election conducted at the Annual General Meeting from among the members of the Association but so that the composition of the Board conforms to sub-rule (4) of rule 10.
- (3) Nominations for election to a vacancy on the Board of Management are to be called in the notice of the holding of the Annual General Meeting.
- (4) A valid nomination is to be in writing addressing Schedule 1 attributes and the industry group the applicant wishes to be associated with and signed by the nominator and the nominee and is to be sent to the Chief Executive Officer not less than 7 days before the date fixed for the Annual General Meeting.
- (5) A nomination is only valid where the nominee is a member.
- (6) If no nomination is received in relation to a vacancy before the Annual General Meeting a nomination may be received from the eligible members present at the meeting if the meeting is satisfied that the nominee consents to the nomination.
- (7) Voting at an election is to be by a secret ballot on a first past the post system of voting and a member is entitled to one vote for each vacancy on the Board related to the respective industry group ascribed to.
- (8) A vote at an election for a member of the Board may be cast by a member in person or by proxy given to an eligible member who is present at the Annual General Meeting.

- (9) A member that is a body corporate is to give written notice to the Chief Executive Officer of any authorisation for a person to exercise the rights of the body corporate to vote at any general meeting of the Association or any meeting of the Board.
- (10) A notice given for the purposes of sub-rule (8) may be revoked by the body corporate at any time.

12. POWERS OF BOARD

- (1) Subject to any resolution of a general meeting of the Association, the Board may in the name of the Association exercise all the powers conferred on an Association by section 14 of the Associations Act and do all things necessary or convenient to be done for or in connection with exercising those powers.
- (2) Without affecting the operation of sub-rule (1), the Board may establish and appoint sub-committees or skills advisory network groups, in accordance with rule 20, to assist the Board in carrying out its functions. The Board may appoint any members of those sub-committees or groups to liaise with, advise, report to, and make submissions to the Board on any matters relating to the objects of the Association. Sub-committees or groups may include non-members of the Association.

13. TERMS OF OFFICE OF MEMBERS OF THE BOARD

- (1) Subject to this constitution, the term of office of a member of the Board commences immediately after the end of the Annual General Meeting at which the member is appointed and ends immediately after the Annual General Meeting next following. A member is eligible to stand for re-election to membership of the Board at this Annual General Meeting.

14. VACATION OF OFFICE OF MEMBER OF THE BOARD

- (1) The office of member of the Board becomes vacant if —
 - (a) the term of the member expires;
 - (b) the member resigns by written notice addressed to the Chair;
 - (c) the member becomes mentally or physically incapable of performing the duties of a member or dies;
 - (d) the member is convicted of an indictable offence; or
 - (e) the member is removed from office by special resolution passed in accordance with section 51 of the Act.
- (2) Where the office of a member of the Board becomes vacant under 14(1) the Board may appoint a member to the vacant position. The appointed member will be drawn from the industry group in which the vacancy has occurred and ensure the same composition of attributes, as detailed in Schedule 1 are applied.

15. CHAIRPERSON

- (1) The Board is to elect a Chair and a Deputy Chair from amongst its members at the first meeting of the Board held after the Annual General Meeting.

- (2) The Chair is to preside at all meetings of the Board and at all general meetings of the Association at which he or she is present.
- (3) In the event of the absence from a Board meeting of —
 - (a) the Chair: the Deputy Chair must preside at the Board meeting;
 - (b) both the Chair and Deputy Chair: a Board member elected by the other Board members present at the Board meeting, must preside at the Board meeting.

16. TREASURER

- (1) The Board is to elect a Treasurer from amongst its members at the first meeting of the Board held after the Annual General Meeting.
- (2) The Treasurer shall ensure establishment and maintenance of a Finance Committee and preside as chair.
- (3) In the event of the absence from a Finance Committee meeting of the Treasurer —
 - (a) the Board Chair or Deputy Chair, which is available, shall preside as Chair at the meeting;
 - (b) if both the Chair and Deputy Chair of the Board are absent, a Board member of the Finance Committee may be appointed by the Board to preside as chair of the meeting.

The Treasurer under the auspices of the Finance Committee shall monitor the financial affairs of the Association and oversight preparation and completion of the annual audit and financial statement to be presented to the annual meeting of Members.

17. APPOINTMENT OF ALTERNATE BOARD MEMBERS

- (1) Appointment of Alternates
 - 1.1. A board member (the "Appointing Member") may, with the approval of the board, appoint an alternate to act in their place during their absence or inability to act as a board member.
 - 1.2. The appointment of an alternate member must be made in writing and provided to the CEO prior to the alternate attending any board meeting or exercising any board duties.
 - 1.3. The alternate must meet all eligibility requirements for board membership as set out in the Association's constitution and the Associations Incorporation Act 2015 (WA).
- (2) Powers and Duties of Alternates
 - 2.1. An alternate board member shall be entitled to attend and vote at board meetings in the place of the Appointing Member when the Appointing Member is unable to attend.
 - 2.2. An alternate board member shall have all the rights, powers, and duties of the Appointing Member while acting in their place, subject to any restrictions imposed by the Appointing Member or the board.
 - 2.3. The alternate shall not be counted in the quorum of a board meeting unless acting in place of an Appointing Member.

(3) Cessation of Alternate Appointment

3.1. The appointment of an alternate board member ceases upon:

- (a) The return or resumption of duties by the Appointing Member;
- (b) The withdrawal of the alternate by the Appointing Member in writing to the CEO;
- (c) The alternate no longer meeting the eligibility criteria for board membership;
- (d) The alternate's removal by a majority vote of the board.

3.2. The CEO shall maintain a record of all alternate board member appointments and cessations.

(4) Limitations

4.1. An alternate board member may not act as Chair of the board unless specifically authorised by the board.

4.2. The alternate may only act as a representative of the Appointing Member for the duration of the meeting, or the period specified in the written notice of appointment.

4.3. A board member may not appoint more than one alternate at the same time.

18. MEETINGS

(1) A quorum for a meeting of the Board is at least one half of the number of voting members of the Board plus one.

(2) Any question arising at a meeting of the Board is to be decided by a majority of the votes of the members present and in an equality of votes the Chair, who will have a deliberative vote, will also have a casting vote to maintain the status quo.

(3) A member of the Board that has a material personal interest in a matter being considered or about to be considered by the Board must, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature of the interest at a meeting of the Board.

(4) A resolution directly impacting on a specific industry group must be supported by at least one member of the respective industry group.

(5) A disclosure under sub-rule (3) is to be recorded in the minutes of the meeting.

(6) Where a conflict of interest is determined by the board, members must abstain from voting or participating in the debate on the relevant matter.

(7) Nothing in sub-rules (3) and (4) affects the operation of sections 42 & 43 of the Associations Act.

19. MINUTES OF BOARD MEETINGS

(1) The Board must ensure that minutes are taken and kept of each committee meeting.

(2) The minutes must record the following —

- (a) the names of persons present at the meeting;

- (b) the business considered at the meeting;
 - (c) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a board meeting must be entered in the Association's electronic filing system within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a board meeting are reviewed and approved as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next committee meeting.
- (5) When the minutes of a board meeting have been ~~signed~~ approved as correct, they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

20. SUB-BOARDS AND SKILLS ADVISORY NETWORK GROUPS

Formation of sub-committees or skills advisory network groups may be established by the Board or may be recommended by industry area members and/or the Chief Executive Officer (CEO) to The Board.

- (1) General matters related to sub-committees and skills advisory network groups:
 - (a) A sub-committee may be a standing committee at the discretion of The Board for board related matters.
 - (b) A skills advisory network group may be formed at the discretion of The Board for broad industry group issues or to address specific issues on a needs basis. A skills advisory network group can establish a working group to assist it in its work. Such a work group is not a standing sub-committee of The Board.
 - (c) The appointment of participants (which may be comprised of members and non-members) invited to make up a sub-committee or skills advisory network group shall be determined by The Board.
 - (d) At a sub-committee or skills advisory network group meeting, half plus one member nominated to hold a position on the sub-committee or skills advisory network group shall constitute a quorum.
 - (e) At a sub-committee or skills advisory network group meeting, the Chair and Deputy Chair shall be a member and representative of the Board.
 - (f) A question arising at a sub-committee or skills advisory network group meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the meeting shall have a casting vote in addition to his or her deliberative vote.

Decisions taken at sub-committee or skills advisory network group meetings shall be subject to the following Clauses:

- (a) A sub-committee or skills advisory network group may consider matters of interests to the members of that industry skills advisory network group, and/or

- any other matters and respective terms of reference referred to it by The Board or any other skills advisory network group.
- (b) Where a sub-committee or skills advisory network group is unable to include a Board representative member of the sub-committee or skills advisory network group, it will nominate a Chairperson for the purposes of conducting business and reporting to The Board.
- (c) The procedure and order of business to be followed at a sub-committee or skills advisory network group meeting shall be determined by the Members present at the meeting, subject to ensuring well established and acknowledged meeting procedures are adopted and followed as a minimum.
- (d) A sub-committee or skills advisory network group member having any direct or indirect pecuniary interest referred to in The Associations Act, Section 42 or 43 shall comply with that section.
- (2) Skills advisory network groups
- (a) The Association shall be represented by the following skills advisory network groups, which the Board may amend, delete or create new from time to time in accordance with the industry areas under coverage as per rule 3:
- **AgriHort Skills Advisory Network**
 - **Animal Care Skills Advisory Network**
 - **Forestry Skills Advisory Network**
 - **Green Skills (inc. Landscape Horticulture) Advisory Network**
 - **Manufactured Textiles and Fashion Skills Advisory Network**
 - **Meat and Seafood Skills Advisory Network**
 - **Racing and Horse Breeding Skills Advisory Network**
 - **Sustainable Furnishings Skills Advisory Network**
- (b) A member may be represented on more than one skills advisory network group.
- (c) A skills advisory network group may make recommendations to the Board.
- (d) A skills advisory network group may establish working groups and appoint any members of those working groups to liaise with, advise, report to, and make submissions to, the skills advisory network group on any matters relating to the objects of the Association.
- (e) No recommendation of a skills advisory network group shall be acted upon until it is ratified by the Board.
- (f) The skills advisory network groups do not have the power to manage the affairs of the Association.

21. CHIEF EXECUTIVE OFFICER (CEO)

- (1) The Board shall appoint a Chief Executive Officer of the Association who shall be responsible to the Board for the general administration of the Association's affairs.
- (2) The Chief Executive Officer is to ensure that the proper records are made of the affairs of the Association and is to ensure that the records, documents and securities of the Association are kept in a place of safe custody.
- (3) The Chief Executive Officer has the authority to make necessary financial decisions for the operation of the Association as stated in the Financial Management Policy, in accordance with the approval arrangements of The Board.

22. ANNUAL GENERAL MEETINGS OF THE ASSOCIATION

- (1) The Annual General Meeting of the Association is to be held within 6 months after the end of each financial year.
- (2) The Board is to cause the Chief Executive Officer to give not less than 14 days' notice to all members of the Association of the date and time of the Annual General Meeting.
- (3) The notice is to specify the matters to be considered at the Annual General Meeting and in particular is to include —
 - (a) the confirmation of the minutes of the previous Annual General Meeting;
 - (b) business arising from the minutes;
 - (c) the report of the Chair;
 - (d) the audited financial statements and other reports of the Chief Executive Officer;
 - (e) the adoption of the balance sheet and the auditor's report;
 - (f) other reports (if any);
 - (g) motions of which notice has been given;
 - (h) election of the members of the Board;
 - (i) election of the auditor; and
 - (j) general business.
- (4) The quorum for the Annual General Meeting is to be not less than half of the Board members or 15% of the membership of the Association whichever is the greater.
- (5) If a quorum is not present within 30 minutes of the time specified in the notice of the Annual General Meeting given under sub-rule (2) the Annual General Meeting is to be re-convened within 14 days of that day and those then present are to constitute a quorum.

23. SPECIAL GENERAL MEETINGS

- (1) The Board may convene a special general meeting of the Association at any time by giving not less than 21 days' notice in writing to all members of the Association.
- (2) A notice given under sub-rule (1) is to set out the business to be dealt with at the special general meeting.

- (3) The Board shall call a special general meeting of the Association upon receiving written notice signed by or on behalf of not less than half of the Board members or at least 15% of the members of the Association whichever is the greater.
- (4) If a quorum is not present within 30 minutes of the time specified in the notice of the Special General Meeting) the Special General Meeting is to be re-convened within 14 days of that day and those then present are to constitute a quorum.

24. FUNDS OF THE ASSOCIATION

- (1) All moneys received by or for the Association are to be paid to the credit of an account in the name of the Association held at a bank or other financial institution approved by the Board.
- (2) All payments shall be made by cheque or electronic funds transfer under the authority of the Board and be approved in such manner and by such members of the Board as the Board shall from time to time determine.
- (3) All transactions on the bank account of the Association are to be approved by the Chair or Deputy Chair or Treasurer and counter approved by the Chief Executive Officer or in accordance with the Board approved policy.
- (4) Notwithstanding sub-clause 2, all monies paid out of the bank account of the Association will be authorised:
 - (a) In accordance with a statement of delegated authority assigning expenditure up to a determined limit to the Chief Executive Officer as defined in rule 19 sub-rule 3.
 - (b) On resolution of The Board or a General Meeting of the Association.

25. PAYMENTS TO BOARD MEMBERS

- (1) A Board member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred and approved by the Chair and CEO in accordance with the relevant policy —
 - (a) in attending a board meeting or sub-committee meetings
 - (b) in attending any general meetings of the Association; or
 - (c) otherwise in connection with the Association's business.
- (2) Board members must not receive any payment for their services as Board members other than as described in sub-rule (1) paragraph (a)

26. COMMON SEAL

- (1) The common seal of the Association is to be in the form of two concentric circles with the name of the Association between the circles.
- (2) The common seal is not to be affixed to any document unless the Board has determined by resolution that it is to be so affixed.
- (3) The common seal is to be affixed to a document in the presence of —
 - (a) the Chair or Deputy Chair of the Board; and

- (b) at least one other member of the Board.

Each of the persons so present is to sign the document to attest that the common seal was so affixed.

The Chief Executive Officer is to maintain a book (“the seal book”) in which is to be entered a record of all documents to which the common seal has been affixed.

- (4) The Chief Executive Officer is responsible for —
 - (a) keeping the seal book in safe custody; and
 - (b) ensuring that the necessary entries are made in it.

27. INSPECTION OF RECORDS AND DOCUMENTS

- (1) The books, records and documents of the Association are to be available for inspection by any member of the Association during normal office hours of the Association.
- (2) A member may at his or her own expense make copies of any records of the Association.
- (3) Written notice of not less than 5 days is to be given to the Chief Executive Officer of any request to be made under this rule.

28. ALTERING, RESCINDING AND MAKING ADDITIONAL RULES

- (1) The Association must first obtain consent in writing from the State Training Board to alter, rescind or add any subsections to rule 3, before following the procedures set out in rule 26(2).
- (2) Any alteration to, rescission of or addition to the rules of this constitution may only be made by special resolution as defined in part 3, division 2 of the Associations Act.
- (3) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.
- (4) The Association must inform the STB of any special resolution passed under rule 26(2) that affects changes to rule 3.

29. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE ASSOCIATION

If on the winding up of the Association, in accordance with section 24(1) of the Associations Act, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property is to be distributed to:

- (a) another association having objects similar to those of the Association; or
- (b) for charitable purposes.

The association or purposes, as the case may be, is to be determined by special resolution when authorising the Board to prepare a distribution plan for the distribution of the surplus property of the Association.

30. Schedule 1 – Board Eligibility Criteria [reference rule 11(1)]**BOARD OF MANAGEMENT COMPOSITION
FOR
TRAINING COUNCILS**

As per the State Training Board's "Guidelines for the Recognition of Industry Training Councils and Operations of Boards of Management 2024

Diversity and inclusion

For any board or committee, diversity of representation, skills and background is critical to ensuring effective decision-making. A range of life experiences, technical knowledge and capabilities brings broader perspectives and insights, improving the performance and leadership of an organisation. Diversity also ensures the Western Australian community's interests are reflected.

The Public Sector Commission of Western Australia (www.wa.gov.au/psc) notes that diversity considerations may include:

- Gender identity
- Aboriginal and Torres Strait Islander
- nationality and cultural background
- abilities and disabilities
- sexual orientation
- regions (including metropolitan, rural, and remote areas)
- education
- age and
- religion.

ATTRIBUTES TO BE REPRESENTED ON THE BOARD OF MANAGEMENT

The collective composition of The Board should ideally be made up of the following skills and attributes. That is, 'The Board' as a whole should ideally, be able to demonstrate the following skills and attributes:

- Capacity and capability to work effectively with diverse stakeholder groups.
- A working knowledge of VET in their industry, covering metropolitan and regional WA, and TAFEs and private RTOs. •
- A proven track record in providing leadership in driving change that supports industry advancement.
- Capacity to be of influential standing within the relevant key industries.

- The ability and willingness to challenge the status quo and translate strategy into action.
- Operate strategically; and guide ITCs through converting strategic concepts into tangible actions.
- Skills to shape the BoM to become recognised as a leading and influential voice for industry skills and workforce development.
- Ability to work effectively with others, with:
 - external key stakeholders, and
 - internal fellow Board members.
- Ability to convert concepts into tangible actions.
- Be able to operate in a strategic environment.
- Have a track record in driving change.
- Possess demonstrated leadership, and
- Relevant recent Industry experience within last 5 years.