



CONSTITUTION

FOR THE

Food, Fibre and Timber Industries Training Council (WA) Inc

**PURSUANT TO THE ASSOCIATIONS INCORPORATION
ACT 2015**

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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 1987;

“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 17:

"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” includes a 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 9(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 advise the STB in relation to matters on which it seeks Vocational Education and Training advice under the Vocational Education and Training Act 1996, including industry training needs for the purpose of the State Training Profile, industry needs for the establishment of new qualifications, and training infrastructure needs;
- (2) To provide advice to the Department in relation to the industry area, in accordance with any contractual arrangements with the recognised training council;
- (3) To establish and maintain industry workforce development plans to guide the development of a skilled workforce;
- (4) To identify and implement innovative approaches to improve industry skill development;
- (5) To promote vocational education and training with industry and the general community, and to promote industry careers;
- (6) To liaise with other industry training advisory bodies, national industry skills councils, the Commonwealth, State and Territory governments with respect to vocational education and training in relation to the industry area.
- (7) 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) individual with influence and/or specific expertise across one or more of the industry sectors for the benefit of the Association, at its discretion;
 - (d) body corporate that exists primarily for the purpose of providing vocational education and training in the industry area;
 - (e) 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) An application for membership is to be made in a form approved by the Board. No fee is required, as membership is free.
- (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 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 section 27 of the Associations Incorporation 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.

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.

9 BOARD

- (1) The Association is to appoint members to a Board which is to be known as the Board to manage the affairs of the Association.
- (2) The Board is to consist of not less than eight and not more than twelve members each of whom will have one vote on the Board.
- (3) Subject to this constitution, Board members are to be appointed by Association members at the Annual General Meeting.
- (4) The Board is to be representative of the membership and shall comprise of:
 - (a) the Board must provide for a balance of representation of the major industry sectors (ANZSIC Divisions), that is Primary, Food & Beverage, Furniture & Textiles as prescribed by the State Training Board, on the Board. No one major industry sector can have an absolute majority on the Board.
 - (b) **at least one** Board member and not more than three of the Board members to be appointed representatives from Associations of employees and endorsed by appropriate Unions;
 - (c) the Training Council Chief Executive Officer, to be a non voting member;
- (5) The Western Australia Department of Training and Workforce Development (DTWD) and the State Training Board may nominate **one** representative each, to be an observer only at board meetings.

10 APPOINTMENT OF MEMBERS OF THE BOARD

- (1) Members seeking to take up positions on the Board must meet the eligibility criteria noted in Schedule 2.
- (2) If more persons 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 9.
- (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 nomination is to be in writing 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 it is received from a member of the same industry sector as the member being nominated.
- (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.
- (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.

11 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 13 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 appoint sub-Boards or industry working groups to assist the Board in carrying out its functions. The Board may appoint any members of those sub-Boards to liaise with, advise, report to, and make submissions to the Board on any matters relating to the objects of the Association. Sub-Boards may include non members of the Association.

12 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.

13 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 24 of the Act.
- (2) Where the office of a member of the Board becomes vacant under 13(1) the Board may appoint a member to the vacant position. The appointed member will be drawn from the industry sector and representative group in which the vacancy has occurred and maintain the same composition of attributes.

14 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.

15 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 disclosure under sub-rule (3) is to be recorded in the minutes of the meeting.
- (5) Where a conflict of interest is determined by the board, members must abstain from voting or participating in the debate on the relevant matter.
- (6) Nothing in sub-rules (3) and (4) affects the operation of sections 21 and 22 of the Associations Incorporation Act.

16. DIVISIONAL COMMITTEES

- (1) The Association shall be represented by the following Industry Advisory Groups:
 - Rural Production
 - Furnishing, Forest & Forest Products
 - Horticulture
 - Conservation & Land Management
 - Animal Care & Management
 - Seafood
 - Textiles, Clothing, Footwear & Allied Industries
 - Food & Beverage
- (2) A member may be represented on more than one Industry Advisory Group as approved by the Board.
- (3) An Industry Advisory Group may make recommendations to the Board.
- (4) An Industry Advisory Group may establish Industry Working Groups and appoint any members of those Industry Working Groups to liaise with, advise, report to, and make submissions to, the Industry Advisory Group on any matters relating to the objects of the Association.
- (5) No recommendation of an Industry Advisory Group shall be acted upon until it is ratified by the Board.
- (7) The Industry Advisory Groups do not have the power to manage the affairs of the Association.

17 CHIEF EXECUTIVE OFFICER

- (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.

18 ANNUAL GENERAL MEETINGS OF THE ASSOCIATION

- (1) The Annual General Meeting of the Association is to be held not later than 4 months after the end of each financial year.
- (2) The Board is to cause the Chief Executive Officer to give not less than 21 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.

19 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 10 per cent 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.

20 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 signed in such manner and by such members of the Board as the Board shall from time to time determine.

- (3) All cheques drawn on the bank account of the Association are to be signed by the Chair or a nominated member of the Board and countersigned by the Chief Executive Officer.

21 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.

22 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.

23 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 23(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 IV sections 17, 18, and 19 of the Incorporated Association 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 notify the STB of any special resolution passed in accordance with rule 23(2).

24 DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE ASSOCIATION

If on the winding up of the Association, in accordance with sections 30, 31 and 32 of the 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.

Schedule 1 – Board of Management List [reference rule 9.4]

Member	Representing	Position
Carlo Gosatti	Transitional Storage and Logistics	Chair
Cheryl Stinson	Independent HR Consultant	Vice-Chair
Geoff Richards	Richgro Garden Products	Member
Alex Rupe	Cabinet Makers Association of WA	Member
Ann Maree O'Callaghan	Strategy Matrix	Member
Margaret Sylvester	Silver Star Designer Wear	Member
Ric Newman	EE and JM Newman	Member
John Da Silva	Australasian Meat Industry Employees Union (WA)	Member
Brad Gandy	Australian Workers Union	Member
Prof. Cobie Rudd	State Training Board	Observer
Jodie Wallace	Department of Training and Workforce Development	Observer
Kay Gerard	Chief Executive Officer	Non-Voting Member

Schedule 2 [reference rule 10(1)]

**BOARD OF MANAGEMENT COMPOSITION
FOR
TRAINING COUNCILS**

The following information will assist applicant organisations in identifying the attributes, skills and expertise required by members of a Board of Management of a Training Council. The State Training Board will assess submissions using the attributes listed below as a guide.

The Board of Management attributes and skills are categorised into:

- Common Attributes : Attributes required by all individual Board members
- Individual Attributes: Complementary individual skills, experience and attributes that are required to be represented through the composition of the Board of Management.

Training Councils will undertake high level strategic functions and take a leadership role amongst industry. In particular, the Training Councils will:

- Require an appropriate mix of skills and expertise in order to prepare key industry workforce development plans to address skills shortages
- Understand the current training needs of industry and be cognisant of the likely future training needs
- Have demonstrated leadership in driving change that supports industry advancement.

Collective Attributes to be Represented on the Board of Management

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

- A forward looking strategic and holistic industry perspective
- Deep industry insight and significant experience, including a good understanding of the issues facing industry in regional Western Australia
- A working knowledge of vocational education and training in their industry, including a good knowledge of vocational education in their industry in regional Western Australia
- A proven track record in providing leadership in driving change that supports industry advancement
- Be of influential standing within the relevant key industries
- Have the ability and willingness to challenge the status quo and translate strategy into action.

Common Attributes of Individual Members

In addition, each Board Member should possess the following attributes:

- Ability to work effectively with others, namely 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

The State Training Board will consider the proposed composition of the Board of Management and the attributes described when recognising organisations as industry training advisory bodies under the *Vocational Education and Training Act 1996*.