

ANNEXURE "A"

**RULES OF
CREATIVE AND LEISURE INDUSTRIES
TRAINING COUNCIL INC**

**PURSUANT TO THE ASSOCIATIONS INCORPORATION
ACT 1987**

This is the annexure of 12 pages marked "**A**" referred to in the Form No. 5
Signed by me and dated 20/01/2009

Signature(s)

| CONTENTS | PAGE |
|---|-------------|
| 1 NAME | 1 |
| 2 DEFINITIONS..... | 1 |
| 3 OBJECTS..... | 2 |
| 4 POWERS OF THE ASSOCIATION..... | 2 |
| 5 MEMBERSHIP | 3 |
| 6 REGISTER OF MEMBERS..... | 4 |
| 7 TERMINATION OF MEMBERSHIP OF THE ASSOCIATION..... | 4 |
| 8 EXPULSION OF MEMBERS OF THE ASSOCIATION | 4 |
| 9 BOARD..... | 5 |
| 10 APPOINTMENT OF MEMBERS OF THE BOARD | 5 |
| 11 POWERS OF BOARD..... | 6 |
| 12 TERMS OF OFFICE OF MEMBERS OF THE BOARD..... | 6 |
| 13 VACATION OF OFFICE OF MEMBER OF THE BOARD | 6 |
| 14 CHAIR | 7 |
| 15 MEETINGS..... | 7 |
| 16 CHIEF EXECUTIVE OFFICER | 7 |
| 17 ANNUAL GENERAL MEETINGS OF THE ASSOCIATION | 7 |
| 18 SPECIAL GENERAL MEETINGS | 8 |
| 19 FUNDS OF THE ASSOCIATION | 8 |
| 20 COMMON SEAL | 9 |
| 21 INSPECTION OF RECORDS AND DOCUMENTS..... | 9 |
| 22 ALTERING, RESCINDING AND MAKING ADDITIONAL RULES..... | 9 |
| 23 DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE ASSOCIATION..... | 9 |

1 NAME

This Association is to be known as Creative and Leisure Industries Training Council Inc.

2 DEFINITIONS

In these rules unless the contrary intention appears —

"Associate member" means a body or individual that is an associate member of the Association in accordance with rule 5 (2) (a-b);

"Association" means the Creative and Leisure Industries Training Council Inc;

"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 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 16;

"Commonwealth" means the Commonwealth of Australia;

"Department" means the Department of Education and Training (or the Department responsible for Training from time to time) within the State of Western Australia 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 in relation to which the Association is recognised by the STB 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 in accordance with rule 5 (1) (a-d);

“**person**” includes a corporation, partnership, incorporated association, body corporate and unincorporated body.

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

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

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

"**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);

"**Training Council**" 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 programs" 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 to –

- 3.1 Advise the STB in relation to matters on which it seeks vocational education and training advice under the Act, including industry training needs for the purpose of the State Training Profile, industry needs for the establishment of new qualifications, and training infrastructure needs.
- 3.2 Provide advice to the Department in relation to the industry area, in accordance with any contractual arrangements with the recognised training council.
- 3.3 Establish and maintain industry workforce development plans to guide the development of a skilled workforce.
- 3.4 Identify and implement innovative approaches to improve industry skill development.
- 3.5 Promote vocational education and training with industry and the general community, and to promote industry careers.
- 3.6 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.
- 3.7 Undertake other activities that may be relevant to achieving the foregoing objects as agreed by the Board of the Association;
- 3.8 Ensure that the 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 these rules, 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) business engaged in the industry area is eligible to become a member of the Association.

Is eligible to apply for full membership with the right to vote.

- (2) Subject to these rules, any -
 - (a) body corporate that exists primarily for the purpose of providing vocational education and training in the industry area ;
 - (b) individual who has an interest in vocational education and training in the industry area but does not fit into the categories outlined in 1(a-d) 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.
- (4) The Board shall from time to time and no more than once annually determine the amount and manner, if any, of the subscription to be paid by each member.

- (5) The Board may at its absolute discretion accept or refuse an application for membership.
- (6) 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 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 shall be listed in Schedule 1 to these rules.

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 Secretary 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 (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 these rules, 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) **at least four** Board members and not more than **nine** of the Board members are to be appointed representatives from Associations of employers;
 - (b) **at least one** Board member and not more than **two** of the Board members are to be appointed representatives from Associations of employees;
 - (c) **not more than six** members are to be appointed as individuals with influence and/or specific expertise in business across one or more of the industry sectors, for the benefit of the Council, at its discretion;
 - (d) the Board must provide for a balance of representation of the major industry sectors (ANZSIC Divisions), as prescribed by the State Training Board, on the Board. No one major industry sector can have an absolute majority on the Board.
- (5) In addition, ex officio (non-voting) Board members will comprise:
 - (a) the Training Council chief executive officer;
 - (b) **one** State Training Board representative, nominated by the State Training Board;
 - (c) **one** senior manager from the Department of Education and Training (DET), nominated by the DET;

10 APPOINTMENT OF MEMBERS OF THE BOARD

- (1) Members seeking to take up positions on the Board of Management 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 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) If no nomination is received in relation to a vacancy before the Annual General Meeting a nomination may be received from the members present at the meeting if the meeting is satisfied that the nominee consents to the nomination.
- (6) Voting at an election is to be on a simple majority of votes and a member is entitled to one vote for each vacancy on the Board.
- (7) A vote at an election for a member of the Board may be cast by a member in person or by proxy given to a member who is present at the Annual General Meeting.
- (8) 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.
- (9) 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-committees or industry advisory groups to assist the Board in carrying out its functions. The Board may appoint any members of those sub-committees or industry working parties to liaise with, advise, report to, and make submissions to the Board on any matters relating to the objects of the Association. Sub-committees and industry advisory groups may include non members of the Association.

12 TERMS OF OFFICE OF MEMBERS OF THE BOARD

Subject to these rules, 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 Associations Act.

- (2) Casual Vacancy
 - (a) Where the office of a member of the Board becomes vacant under sub-rule (1) the Board at its discretion, may appoint a replacement member such that the composition of the Board conforms to rule 9.

14 CHAIR AND DEPUTY CHAIR

- (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) The Board will meet not less than five times in each year.
- (2) A quorum for a meeting of the Board is a majority of voting members of the Board
- (3) 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 the event of an equality of votes the Chair, or the person presiding, is to have a casting as well as a deliberative vote.
- (4) 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.
- (5) A disclosure under sub-rule (3) is to be recorded in the minutes of the meeting.
- (6) Nothing in sub-rules (3) and (4) affects the operation of sections 21 and 22 of the Associations Act.

16 CHIEF EXECUTIVE OFFICER

- (1) The Board is to appoint a chief executive officer who shall act as the public officer of the Association in accordance with the Associations Act and such other persons as are necessary to assist the Board in conducting the affairs of the Association.
- (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.

17 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 of the Annual General Meeting.
- (3) The notice under sub-rule 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 ;
 - (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 a majority 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 convened within 14 days of that day and those present are to constitute a quorum.

18 SPECIAL GENERAL MEETINGS

- (1) The Board may convene a special general meeting of the Association at any time by giving not less than 14 days notice in writing posted 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 a majority of the Board members or 15 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 fixed in the notice referred to in sub-rule (3) the members who signed the notice and those on whose behalf it was signed are liable to pay to the Association the expenses of the Association related to calling the meeting.

19 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 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.

20 COMMON SEAL

- (1) The Association must have a common seal on which the name of the Association appears in legible characters.
- (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 a member of the Board; and
 - (b) at least one other member of the Board or the chief executive officer.

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 register (“the seal register”) 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 register in safe custody; and
 - (b) ensuring that the necessary entries are made in it.

21 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.

22 ALTERING, RESCINDING AND MAKING ADDITIONAL RULES

- (1) The Association must first obtain consent in writing from the STB to alter, rescind or add any subsections to rule 3, before following the procedures set out in rule 22(2).
- (2) Any alteration to, rescission of or addition to the rules of these rules may only be made by special resolution as defined in Part IV sections 17, 18, and 19 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 will notify the STB of any special resolution passed in accordance with rule 22(2).

23 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 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.

END OF DOCUMENT