



# **Rules of the Victorian TAFE Association Inc.**

**May 2020**

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## **RULES OF VICTORIAN TAFE ASSOCIATION INC.**

### **Name**

- 1 The name of the incorporated association is Victorian TAFE Association Inc.

### **Interpretation**

- 2 In these Rules, unless the contrary intention appears:
  - 2.1 "Act" means the Associations Incorporation Reform Act 2012 (Vic) as amended or replaced from time to time.
  - 2.2 "Associate Member" means an organisation recognised by the Association as a member under rule 9 from time to time.
  - 2.3 "Association" means Victorian TAFE Association Inc.
  - 2.4 "Association Council" means the members of the Association and is made up of Principal and Associate members represented by CEOs and Chairs of Governing Boards or nominees empowered to vote on behalf of the member organisations.
  - 2.5 "Association Council Meeting" means any general meeting of the members other than an Annual General Meeting.
  - 2.6 "Board Chair" means the chair of the governing board of a TAFE Institute, or any person holding an equivalent or like position in a Dual Sector University.
  - 2.7 "Board Chairs' Forum" comprises the Chairs of the Governing Boards or delegate as nominated from time to time.
  - 2.8 "CEO" means the chief executive officer, managing director or any person holding an equivalent or like position in a TAFE Institute or a Dual Sector University.
  - 2.9 "Delegate" means a person appointed to represent a Principal Member or an Associate Member at the Annual General Meeting and Association Council Meetings of the Association or other meetings.
  - 2.10 "Dual Sector University" means a university within the meaning of the Education and Training Reform Act as amended.
  - 2.11 "Electronic means" means the use of technology that allows a person to attend a meeting in such a manner that the person attending by technology and the persons present at the meeting are able to clearly and simultaneously communicate with each other.

- 2.12 The "VTA Board" (the Board) is elected by the Association Council. The Board consists those persons described at Rule 88.
- 2.13 "Executive Director" means the person appointed to the position of executive director of the Association.
- 2.14 "Financial Year" means 12 months up to and includes 31 December.
- 2.15 "Governing Board" means the council, board or equivalent governing body of a Principal Member.
- 2.16 "Member" means any person recognised as a member of the Association from time to time.
- 2.17 "Principal Member" means an organisation recognised by the Association as a member under rule 7 from time to time.
- 2.18 "Public VET provider" means an organisation that provides further education or training services to the public and is a TAFE Institute or Dual Sector University.
- 2.19 "Public VET Sector" means the collective group of Public VET Providers.
- 2.20 "Regulations" means the regulations of the Association.
- 2.21 "Relevant documents" means the records and other documents, however recorded compiled or stored, that relate to the Association and management of the Association and includes membership records, financial statements, financial records, and records and documents relating to transactions, dealings, business or property of the Association.
- 2.22 "Returning Officer" means a person who is appointed as such by the VTA Board.
- 2.23 "Rules" means these rules of the Association as amended from time to time.
- 2.24 "TAFE Institute" means an institution within the meaning of the Education and Training Reform Act 2006 as amended.

### **Statement of Purposes**

3 The Association is established solely for these purposes.

To:

- 3.1 Be recognised as a professional, credible and respected voice helping shape policy for the vocational education and training public sector, in particular the Public VET Providers, and to strengthen interaction between and capability of members.
- 3.2 Raise and engage in the intellectual, philosophical and community debate concerning the purpose of Public VET Providers and client needs.
- 3.3 Advocate and make submissions and representations to relevant authorities and bodies on behalf of the Public VET Sector.
- 3.4 Provide services and assistance to improve the efficiency and capacity of members.
- 3.5 Manage state-wide and national projects relevant to the Victorian Public VET Sector.
- 3.6 Establish close links with the business sector to promote and facilitate effective communications between business and the Victorian Public VET providers.
- 3.7 Conduct conferences, seminars and meetings to promote the Public VET Sector.
- 3.8 Promote good governance practices in Victorian Public VET Providers.
- 3.9 Represent members' interests where so authorised in the Fair Work Commission and other tribunals.
- 3.10 Apply the property and capacity of the Association towards the fulfilment and achievement of these purposes.
- 3.11 Pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the purposes of the Association.
- 3.12 Undertake to do all such things and activities which may be necessary for the accomplishment of these purposes.

### **Membership**

4 The Association must have at least five members.

5 The members shall be, and shall be divided into, the following categories:

- 5.1 Principal Members shall be represented at Association Council Meetings and Annual General Meetings by two Delegates, one of whom must be the CEO of that Principal Member and one of whom must be a member of the Governing Board of that Principal Member. Each Delegate shall (subject to these Rules) have the right to be present and to debate, however each Principal member has the right to a single vote at such meetings on behalf of the Principal Member. This requires each Principal member to consolidate its voting position between its delegates either at any VTA meeting or beforehand.
  - 5.2 Associate members, which shall be represented at Association Council Meetings and annual general meetings by two Delegates, one of whom must be the CEO of that Associate member and one of whom must be a member of the governing board or equivalent of that Associate member. Each Delegate shall (subject to these Rules) have the right to be present and to debate, but shall not have the right to vote at Associate Council Meetings or annual general meetings; and
  - 5.3 such other category or categories of members as determined by the VTA Board from time to time. All rights of any such category of Members, including any rights to attend and vote at Annual General Meetings, shall be as determined by the VTA Board upon the creation of that category.
- 6 In addition to the rights set out at rule and 5.1 and 5.2, members are entitled to:
- 6.1 attend conferences and seminars organised by the Association;
  - 6.2 with the permission of the Association Council, advertise and promote its services to members and other associate members of the Association; and
  - 6.3 purchase any services that are provided by the Association.

#### **Application for Membership - Principal Members**

- 7 Public VET Providers which meet the criteria set by the Association from time to time are eligible for membership of the Association as a Principal Member.
- 8 A nomination of a Public VET Provider for membership of the Association as a Principal Member shall be:
  - 8.1 made in writing in the form set out in Appendix 1; and
  - 8.2 lodged with the Executive Director of the Association.

#### **Application for membership - Associate Members**

- 9 Organisations which meet the criteria set by the Association from time to time are eligible for membership of the Association as an Associate Member.

- 10 A nomination of an organisation for membership of the Association shall be:
  - 10.1 in writing by a member in the form set out in Appendix 1; and
  - 10.2 lodged with the Executive Director of the Association

**Decision to Accept or Reject Application**

- 11 As soon as is practicable after the receipt of a nomination, the Executive Director shall refer the nomination to the Association Council.
- 12 Upon a nomination being referred to the Association Council, the Association Council shall, at the next scheduled Association Council Meeting, determine whether to approve or to reject the nomination.
- 13 Upon a nomination being determined by the Association Council, the Executive Director shall, with as little delay as possible, notify the nominee in writing of the Association Council's determination and where approved shall request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the first year's annual subscription.
- 14 The Executive Director shall, upon payment of the amount referred to in rule 13, within the period referred to in that Rule, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Association.
- 15 All members acknowledge and agree that:
  - 15.1 these Rules constitute a contract between each of them and the Association and that they are bound by these Rules and the Regulations;
  - 15.2 they shall comply with and observe these Rules and the Regulations;
  - 15.3 by submitting to these Rules and the Regulations they are subject to the jurisdiction of the Association;
  - 15.4 these Rules and Regulations are necessary and reasonable for promoting the purposes of the Association;
  - 15.5 they are entitled to all benefits, advantages, privileges and services of their membership as determined by the VTA Board; and
  - 15.6 a right, privilege, or obligation of a Public VET Provider or any other organisation by reason of membership of the Association:
    - 15.6.1 is not capable of being transferred or transmitted to another Public VET Provider or any other organisation; and



- 15.6.2 terminates upon the cessation of membership whether by resignation or otherwise.

### **Entrance Fee and Annual Subscription**

- 16 The annual subscription for members is to be determined by the VTA Board and is payable 12 months in advance or at such other times as determined by the VTA Board.

### **Register of Members**

- 17 The Executive Director shall keep and maintain a register of members in which shall be entered:
- 17.1 the full name and address of the member;
  - 17.2 the category of membership;
  - 17.3 date on which the member became a member;
  - 17.4 any other information determined by the VTA Board; and
  - 17.5 for each former member, the date of ceasing to be a member.
- 18 The register shall be available as provided by the Act and in accordance with rule 151.

### **Resignation of Member**

- 19 A member of the Association which has paid all moneys due and payable by the member to the Association may resign from the Association by first giving 12 months' notice in writing to the Executive Director of its intention to resign and upon the expiration of that period of notice, the member ceases to be a member.
- 20 Upon the expiration of a notice given under rule 19 an entry recording the date on which the member by whom the notice was given, ceased to be a member.
- 21 A member is taken to have resigned if:
- 21.1 the member's annual subscription is outstanding for more than four months; or
  - 21.2 if no annual subscription is payable the:
    - 21.2.1 secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - 21.2.2 member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a member.

- 22 Should a sufficient explanation be made to the VTA Board for the failure to pay subscription or reason for not responding to a request, the VTA Board shall have the power to restore the membership upon payment of the amount due (if any).
- 23 A member which ceases to be a member, for whatever reason, shall forfeit all right in and claim upon the Association and its property.

### **Disciplining and Expulsion of Members**

- 24 Where the VTA Board considers that a member has:
- 24.1 breached, failed refused or neglected to comply with a provision of these Rules or the Regulations;
  - 24.2 acted in a manner unbecoming of a member or prejudicial to the interests of the Association; or
  - 24.3 brought the Association or another member into disrepute,
- the VTA Board may by a resolution and in accordance with rule 136, establish a disciplinary committee to convene to hear a matter against any member and to determine what action, if any, to take against that member (**Disciplinary Hearing**), and that member will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms (if any) in these Rules.
- 25 The grounds listed at rule 24 do not constitute a grievance, and rules 37 to 46 do not apply.
- 26 Upon establishing a disciplinary committee under rule 24 the VTA Board may by resolution provisionally suspend the member subject to the Disciplinary Hearing until such time as the disciplinary committee makes a finding.
- 27 The disciplinary committee may lift a provisional suspension prior to making a finding at the Disciplinary Hearing.
- 28 The members of the disciplinary committee:
- 28.1 may be an officer of a member or anyone else; but
  - 28.2 must not be biased against, or in favour of, the member concerned; and
  - 28.3 must not be a member of the VTA Board.
- 29 Where a disciplinary committee is established the Association shall serve on the member, not earlier than 14 and not later than 28 days a notice in writing:
- 29.1 setting out the alleged breach of the member and the grounds on which it is based;

- 29.2 stating that the member may address the disciplinary committee at the Disciplinary Hearing;
- 29.3 stating the date, place and time of that Disciplinary Hearing; and
- 29.4 informing the member that they may do one or more of the following:
  - 29.4.1 attend that Disciplinary Hearing; and
  - 29.4.2 give the disciplinary committee prior to or at that Disciplinary Hearing a written statement regarding the alleged breach.
- 30 At the Disciplinary Hearing the disciplinary committee shall:
  - 30.1 give the Member every opportunity to be heard;
  - 30.2 give due consideration to any written statement submitted by the Member; and
  - 30.3 determine whether the alleged breach occurred.
- 31 If the disciplinary committee determines there was a breach of rule 24, it will determine what penalty (if any) shall be given to the member, and give notice of this to the VTA Board.
- 32 The penalties able to be given to the member by the disciplinary committee include:
  - 32.1 expel a member; or
  - 32.2 suspend a member from membership or accessing certain privileges of membership for a specified period; or
  - 32.3 impose such other penalty, action or educative process as the disciplinary committee sees fit.
- 33 Where the disciplinary committee makes a determination under rule 31, the member may appeal any part of that determination by providing the Executive Director with notice setting out that they wish to appeal the determination to an Association Council Meeting. Such notice of appeal must be provided within 48 hours of the member receiving the determination of the disciplinary committee.
- 34 Where the Executive Director receives a notice under rule 33, he or she shall notify the VTA Board and shall convene an Association Council Meeting to be held within 21 days (or longer period if the VTA Board requires) after the date on which the Executive Director received the notice.
- 35 At an Association Council Meeting convened under rule 34:

- 35.1 the disciplinary committee may place before the meeting details of the grounds for its determination and the reasons for the passing of the determination;
  - 35.2 the member or Associate member shall be given an opportunity to be heard; and
  - 35.3 the members present shall vote by secret ballot on the question whether the determination should be confirmed or revoked.
- 36 If at the Association Council Meeting:
- 36.1 at least two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
  - 36.2 in any other case, the resolution is revoked.

### **Grievance Procedure**

- 37 The grievance procedure set out in these Rules applies to disputes under these Rules between:
- 37.1 a member and another member; or
  - 37.2 a member and the Association.
- 38 The parties, to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties involved.
- 39 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties or their officers must, within 10 days, hold a meeting in the presence of a mediator. Costs for such mediation are to be shared equally between the parties.
- 40 The mediator must be:
- 40.1 a person chosen by agreement between the parties; or
  - 40.2 in the absence of an agreement:
    - 40.2.1 in the case of a dispute between a member and another member, a person appointed by the VTA Board; or
    - 40.2.2 in the case of a dispute between a member or an associate member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 41 An officer of a member of the Association can be a mediator.

- 42 The mediator cannot be an officer of a member which is a party to the dispute.
- 43 The parties to the dispute must, in good faith, attempt to settle the dispute.
- 44 The mediator, in conducting the mediation, must:
  - 44.1 give the parties to the mediation process every opportunity to be heard; and
  - 44.2 allow due consideration by all parties of any written statement submitted by any party to the dispute; and
  - 44.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 45 The mediator must not determine the dispute.
- 46 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **Annual General Meeting**

- 47 The Association shall convene and hold an Annual General Meeting of the members annually and in accordance with the Act.
- 48 The Annual General Meeting shall, subject to the Act, be convened at a time, date and at a venue to be determined by the VTA Board.
- 49 The Annual General Meeting shall be specified as such in the notice convening it.
- 50 In addition to any business required to be transacted at the Annual General Meeting under the Act, the business of the Annual General Meeting may (but, for the avoidance of doubt, it does not have to) include:
  - 50.1 to confirm the minutes of the previous Annual General Meeting and of any Association Council Meeting not already confirmed;
  - 50.2 to receive from the VTA Board reports upon the transactions of the Association during the preceding financial year;
  - 50.3 to elect officers to the VTA Board; and
  - 50.4 any other business of which notice is given in accordance with these Rules.
- 51 The Annual General Meeting shall be in addition to any other Association Council Meeting that shall be held in the same year. Any general meeting other than an Annual General Meeting shall be known as an "Association Council Meeting".

52 Members may attend the Annual General Meeting by Electronic means.

### **Association Council Meetings**

53 The VTA Board may, whenever it thinks fit, and at least twice in each calendar year, convene an Association Council Meeting.

54 The VTA Board shall, on the requisition in writing of members representing not less than 20 per cent of the total number of members entitled to vote, convene an Association Council Meeting.

55 The requisition for an Association Council Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Executive Director and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

56 If the VTA Board does not cause an Association Council Meeting to be held within one month of the date on which the requisition is received by the Executive Director, the members making the requisition, or any of them, may convene an Association Council Meeting of the members to be held not later than 3 months after that date.

57 An Association Council Meeting of the members convened under these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the VTA Board and, all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

58 Each Principal Member may be represented at an Association Council Meeting by two Delegates, who must be appointed in accordance with rule 4.2. Delegates must register their attendance prior to the Association Council Meeting.

59 Each Associate Member may be represented at an Association Council Meeting by two Delegates, who must be appointed in accordance with rule 4.2. Delegates must register their attendance prior to the Association Council Meeting.

60 Delegates shall comply with the directions given by a resolution of the member appointing the Delegate, including in respect of voting.

### **Notice of Association Council Meeting and Annual General Meeting**

61 The Executive Director shall, at least 21 days before the date fixed for holding an Association Council Meeting or Annual General Meeting, send to each Member written notice stating the place, date and time and the nature of the proposed business to be transacted at the meeting.

- 62 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 63 A member desiring to bring any business before a meeting shall give at least 30 days' notice of that business in writing to the Executive Director, who shall include that business in the notice calling the next Association Council Meeting after the receipt of the notice.

**Proceedings at Association Council Meetings and Annual General Meeting**

- 64 No item of business shall be transacted at a meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for Association Council Meetings and Annual General Meetings shall be 5 members present in person by being represented by their authorised voting Delegate.
- 65 If within half an hour after the appointed time for the commencement of a meeting, a quorum is not present, the meeting:
- 65.1 if convened upon the requisition of members shall be dissolved; and
- 65.2 in any other case shall stand adjourned to:
- 65.2.1 the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place; or
- 65.2.2 any date, time and place determined by the chairperson;
- and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the representatives of at least 3 members present in person by being represented by their authorised voting Delegate shall be a quorum.
- 66 If a member:
- 66.1 is not physically present at an Association Council Meeting or Annual General Meeting that member may participate in the meeting by Electronic Means; and
- 66.2 participates in an Association Council Meeting or Annual General Meeting as permitted under rule 66.1 that member is taken to be present at the meeting and, if that member votes at the meeting, is taken to have voted in person.

### **Chairperson at Association Council Meetings and Annual General Meetings**

- 67 The chair of the VTA Board shall preside as chairperson at each Association Council Meeting and Annual General Meeting.
- 68 If the chair of the VTA Board is absent or unwilling to act as chairperson the members present in person by being represented by their authorised voting Delegate shall elect one of their number, who must also be a member of a Governing Board, to preside as chairperson at that meeting.

### **Adjournment of Association Council Meetings and Annual General Meetings**

- 69 The chairperson of an Association Council Meeting or Annual General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 70 Where an Association Council Meeting or Annual General Meeting is adjourned for 14 days or more, a notice of the adjourned meeting shall be given as in the case of the Association Council Meeting or Annual General Meeting. Except as provided in this rule, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 71 Except as provided in Rules 69 and 70 it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **Voting At Association Council Meetings and Annual General Meetings**

- 72 A question arising at an Association Council Meeting or Annual General Meeting shall be determined on a show of hands and unless, before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour or, or against, that resolution.
- 73 The Delegate of a member with the right to vote may attend an Association Council Meeting or Annual General Meeting in person, by proxy or by Electronic Means.
- 74 In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 75 Each member may authorise the attendance of additional observers at Association Council Meetings or Annual General Meetings. However, they are not permitted to vote or debate.



- 76 Each member shall notify the Executive Director of its Delegates and which Delegate is authorised to vote on its behalf as soon as practicable but in any event within 60 days of becoming a member.
- 77 Each member shall notify the Executive Director of any changes to its Delegates as soon as practicable but in any event at least 24 hours before the next meeting of members.

### **Demanding a poll at Association Council Meetings and Annual General Meetings**

- 78 If at an Association Council Meeting or Annual General Meeting, a poll on any question is demanded by not less than 3 members, it shall be taken at that meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 79 A poll that is demanded on the election of a chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the chairperson may direct.

### **Entitlement To Vote at Association Council Meetings and Annual General Meetings**

- 80 The Delegate of a member is not entitled to vote at an Association Council Meeting or Annual General Meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year that is not outstanding in accordance with rule 21.1.
- 81 Proxy at Association Council Meetings and Annual General Meetings each Delegate is entitled to appoint another person as a proxy by notice given to the Executive Director no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 82 The notice appointing the proxy shall be in the form set out in Appendix 2.

### **Minutes of Association Council Meetings and Annual General Meetings**

- 83 The VTA Board must ensure that minutes are taken and kept of each Association Council Meeting and Annual General Meeting.
- 84 The minutes must record:
- 84.1 the business considered at the meeting;
  - 84.2 any resolution on which a vote is taken and the result of the vote; and
  - 84.3 the names of persons present.
- 85 In addition, the minutes of each annual general meeting must include:

- 85.1 any financial statements submitted to the members at the annual general meeting; and
- 85.2 any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

### **The VTA Board**

- 86 The Association shall elect a VTA Board who will control and manage the day to day business and affairs of the Association, including all employment matters relating to the Executive Director and the staff of the Association.
- 87 Subject to the Rules, the Regulations and the Act, the VTA Board has the power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association, including but not limited to authorising the Association to represent its members in proceedings before the Fair Work Commission and other tribunals.
- 88 Subject to section 33 of the Act and these rules, the VTA Board shall consist of:
  - 88.1 two VTA Board members who must be a Chair of a Governing Board, who are each elected in accordance with these Rules, and
  - 88.2 One VTA Board member who must be a member of a Governing Board (but not from the same Governing Board as members elected under 88.1, a CEO or an elected staff Director on a Governing Board), elected in accordance with these Rules, and
  - 88.3 three VTA Board members who must be CEOs, who are each elected in accordance with these Rules.
- 89 Each member of the VTA Board will be elected for a term of two (2) years and will continue in office until the conclusion of the second annual general meeting after their election, and are eligible for re-election.
- 90 The Chair shall be a Chair of a Governing Board
- 91 Half of all VTA Board positions will become vacant each twelve (12 months).
- 92 In the event of a casual vacancy all members shall be notified. After notifying all members the VTA Board may appoint a person to the vacant office and the person so appointed may continue in office up to the end of the term of the member of the VTA Board that they are replacing.

### **Election of Members of the VTA Board**

- 92 The VTA Board shall call for nominations for members of the VTA Board at an appropriate time by sending notice to all members in a manner determined by the VTA Board.

- 93 To be eligible for election candidates must:
- 93.1 be aged 18 years or over; and
  - 93.2 reside in Australia.
- 94 Nominations of candidates for election as a member of the VTA Board:
- 94.1 shall be made in writing, signed on behalf of a member and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - 94.2 shall be delivered to the Executive Director at least 21 days before the date fixed for the holding of the Annual General Meeting of the members.
- 95 If insufficient nominations are received to fill all vacancies on the VTA Board the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 96 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 97 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 98 The ballot for the election of officers to the VTA Board shall be conducted at the Annual General Meeting in such usual and proper manner as the VTA Board may direct.
- 99 In the event of a ballot being held the Executive Director shall notify each member not later than 14 days after the close of nominations of the name(s) of those candidates standing for election.
- 100 At the time and place fixed for the ballot at the Annual General Meeting, the Returning Officer shall conduct a ballot by:
- 100.1 preparing a ballot paper containing the names of the candidates in alphabetical order;
  - 100.2 distributing one ballot paper to each Delegate who is eligible to vote and who is present in person, by proxy, or in attendance at the meeting by Electronic Means
  - 100.3 after the close of the ballot, determining prima facie the validity of each ballot by reference to the register of members;
  - 100.4 count the votes cast; and
  - 100.5 promptly declare the result of the election.

## **Scrutineers**

- 101 Each candidate at any election shall have the right to appoint a scrutineer to represent him or her at the ballot and shall give notice in writing of any such appointment to the Returning Officer before the close of the ballot.
- 102 Each scrutineer shall have the following rights:
- 102.1 to be present with the Returning Officer when the ballot papers are being forwarded and to represent the interests of the person by whom he or she was appointed;
  - 102.2 to be present with the Returning Officer when the ballot papers are collected and opened and when the votes are counted and to represent the interests of the person by whom he or she was appointed;
  - 102.3 to question the inclusion or exclusion of any ballot paper, noting however that the decision of the Returning Officer in such matters is final; and
  - 102.4 to direct the attention of the Returning Officer to any irregularities concerning the issue of ballot papers, the admission of a ballot paper as formal, the rejection of a ballot paper as informal or the counting of votes.
- 103 No election shall be voided by reason of the fact that:
- 103.1 a candidate has chosen not to appoint a scrutineer; or
  - 103.2 that the scrutineer has not exercised any or all of his or her rights set out in this rule if he or she has had a reasonable opportunity to do so.
- 104 A scrutineer may not remove, mark or alter or deface any ballot paper or other document used in the ballot.

## **Vacation Of Office**

- 105 For the purposes of these Rules, the office of a member of the VTA Board becomes vacant if the member of the VTA Board:
- 105.1 resigns their office by notice in writing given to the Association;
  - 105.2 becomes bankrupt;
  - 105.3 is subject to any sanction by the Association;
  - 105.4 is directly or indirectly interested in any contract or proposed contract with the Association and, in the opinion of the VTA Board, has deliberately, recklessly or negligently failed to declare the nature of his interest;

- 105.5 was elected as a member of a Governing Board and he / she ceases to be a member of that Governing Board;
- 105.6 was elected as a CEO and he / she ceases to be a CEO;
- 105.7 is removed from office in accordance with these Rules;
- 105.8 dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health; or
- 105.9 would be prohibited from being a director of a company under the Corporations Act 2001 (Cth).
- 106 The Association may by special resolution remove any member of the VTA Board before the expiration of their term of office and appoint a new member of the VTA Board in their place to hold office until the expiration of the term of the first mentioned member of the VTA Board provided that if the first mentioned member of the VTA Board was:
- 106.1 elected to the VTA Board as a CEO, the new member of the VTA Board is also a CEO; or
- 106.2 elected to the VTA Board as a non-executive member of a Governing Board, the new member of the VTA Board is also Governing Board member.
- 107 Where the member of the VTA Board to whom a proposed special resolution referred to under rule 105 makes representations in writing to the Executive Director (not exceeding a reasonable length) and requests that they be notified to the members, the Executive Director may send a copy of the representations to each member or, if they are not so sent, the member of the VTA Board may require that they be read out at the meeting.

### **Proceedings Of VTA Board**

- 108 The VTA Board shall meet as many times as it may determine, but on at least 6 occasions per year.
- 109 Meetings of the VTA Board may be convened by the chair.
- 110 Notice shall be given to members of the VTA Board of any meeting specifying the nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 111 Four members of the VTA Board constitute a quorum for the transaction of the business of a meeting of the VTA Board provided that there is at least one non-CEO member of the VTA Board in attendance.
- 112 A meeting of the VTA Board may be held where one or more of the members of the VTA Board is not physically present at the meeting, provided that:

- 112.1 all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
- 112.2 notice of the meeting is given to all the VTA Board members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the VTA Board;
- 112.3 in the event that a failure in communications prevents condition 111.1 from being satisfied by that number of members of the VTA Board which constitutes a quorum, and none of such members of the VTA Board are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until condition 111.1 is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption the meeting shall be deemed to have terminated; and
- 112.4 any meeting held where one or more members of the VTA Board is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a member of the VTA Board is there present and if no member of the VTA Board is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.
- 113 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.
- 114 At meetings of the VTA Board;
  - 114.1 the Chair shall chair; or if the chair is absent or unwilling to chair, the members of the VTA Board present may elect one of their number to chair; and
  - 114.2 questions arising at an VTA Board meeting must be determined on a show of hands or, if demanded by a member of the VTA Board , by a poll taken in such manner as the person chairing the meeting may determine.
- 115 Each member of the VTA Board present at an VTA Board meeting (including the person chairing the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person chairing may exercise a second or casting vote.
- 116 Voting by proxy is not permitted.
- 117 The VTA Board may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a member of the VTA Board such that the number of the remaining members of the VTA Board is not sufficient to constitute a quorum at a meeting of the VTA Board, those

members of the VTA Board may act only for the purpose of increasing the number of members of the VTA Board to a number sufficient to constitute such a quorum.

- 118 A resolution in writing signed or assented to by all the members of the VTA Board shall be as valid and effectual as if it had been passed at a meeting of the VTA Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the members of the VTA Board.
- 119 The Executive Director is not entitled to vote at any VTA Board meeting.
- 120 Written notice of each VTA Board meeting shall be served on each member of the VTA Board by delivering it to the member of the VTA Board at a reasonable time before the meeting or by sending it by pre-paid post or email, addressed to him or her at his or her usual or last known place of abode at least two business days before the date of the meeting.

### **Minutes of VTA Board Meetings**

- 121 The VTA Board must ensure that minutes are taken and kept of each VTA Board meeting.
- 122 The minutes must record:
  - 122.1 the business considered at the meeting;
  - 122.2 any resolution on which a vote is taken and the result of the vote; and
  - 122.3 the names of persons present.

### **Executive Director**

- 123 The Executive Director of the Association shall provide executive support to all meetings and activities of the Association including keeping minutes of the resolutions and proceedings of each meeting of the members and each VTA Board meeting in books provided for that purpose together with a record of the names of persons present at meetings.

### **Secretary**

- 124 The Executive Director shall act as secretary and where there is no Executive Director the VTA Board will appoint one of its own to act as secretary until an Executive Director is appointed.
- 125 The VTA Board will:
  - 125.1 ensure that the secretary must give the registrar notice of his or her appointment within 14 days after the appointment; and

125.2 if the position of secretary becomes vacant, appoint a person to fill that casual vacancy within 14 days after the vacancy arises.

### **Treasurer**

126 The treasurer of the Association shall be appointed by the VTA Board Members from amongst their own number and:

126.1 shall oversee the collection and receipt of moneys due to the Association and payments authorised by the Association; and

126.2 shall oversee the keeping of correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

### **Material personal interests of members of the VTA Board**

127 A member of the VTA Board who has a material personal interest in a matter being considered at an VTA Board meeting must disclose the nature and extent of that interest to the VTA Board and must not:

127.1 be present while the matter is being considered at the meeting; and

127.2 vote on the matter.

128 Rule 126 does not apply to a material personal interest that:

128.1 exists only because the member of the VTA Board belongs to a class of persons for whose benefit the Association is established; or

128.2 that the member of the VTA Board has in common with all, or a substantial proportion of the members.

129 A general notice that a member of the VTA Board is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such member of the VTA Board and the said matter. After such general notice it is not necessary for such member of the VTA Board to give a special notice relating to the said matter.

130 It is the duty of the Executive Director to record in the minutes any declaration made or any general notice given by a member of the VTA Board in accordance with rule 128.

131 A member of the VTA Board cannot vote in respect of any contract or arrangement in which the member of the VTA Board member is interested. If the member of the VTA Board votes, the vote shall not be counted.

### **Financial interests of members of the VTA Board**

132 A member of the VTA Board is disqualified from:



- 132.1 holding any place of profit or position of employment in the Association, or in any company or incorporated association in which the Association is a shareholder or otherwise interested; or
  - 132.2 contracting with the Association either as vendor, purchaser or otherwise, except with express resolution of approval of the VTA Board. Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Association without the approval of the VTA Board will be voided for such reason.
- 133 The nature of the financial interest of such member of the VTA Board must be declared by the member of the VTA Board at the meeting of the VTA Board at which the contract or arrangement is first taken into consideration if the interest then exists or in any other case at the first meeting of the VTA Board after the acquisition of the interest.
- 134 A general notice that a member of the VTA Board member is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under this rule for such member of the VTA Board and the said transactions. After such general notice it is not necessary for such member of the VTA Board to give a special notice relating to any particular transaction with that firm or company.
- 135 It is the duty of the Executive Director to record in the minutes any declaration made or any general notice as aforesaid given by a member of the VTA Board in accordance with rule 133.
- 136 A member of the VTA Board cannot vote in respect of any contract or arrangement in which the member of the VTA Board is interested. If the member of the VTA Board votes, the vote shall not be counted.

**Delegated powers**

- 137 The Association Council or VTA Board may, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions.
- 138 In the establishing instrument, the Association Council or VTA Board may delegate such functions as are specified in the instrument, other than:
- 138.1 this power of delegation; or
  - 138.2 a function imposed on the VTA Board by the Act, any other law, these Rules, or by resolution of the Association at an Association Council Meeting.
- 139 At any time the Association Council or VTA Board (whichever delegated the power) may, by instrument in writing:

139.1 revoke wholly or in part any delegation made under rule ; or

139.2 amend or repeal any decision made by a body or person under rule 136.

### **The Chief Executive Officers' (CEO) Council**

140 The Association Council shall establish a body to be called the CEO Council. All CEOs may attend meetings of the Council. If a person who is entitled to attend the CEO Council is unable to attend meetings of the Council, he or she may appoint a representative to attend on his or her behalf. Attendance at meetings the CEO Council does not entitle the person attending to any membership rights or confer any other rights or privileges in relation to meetings of the members.

141 The primary objective of the Chief Executive Officers' Council will be to serve as a vehicle for facilitating policy development, liaison and communication between senior executives of the various members of the Association. However, the issues to be considered at meetings of the CEO Council as well as the proceedings to be adhered at those meetings, will be determined by persons entitled to participate in meetings of the CEO Council, at their discretion, and will also consider matters referred to it by the Association Council and VTA Board.

142 The Executive Director shall cause meetings of the CEO Council to be convened. The Executive Director shall ensure that staff of the Association's office:

142.1 serve as secretary at the meetings the CEO Council and record all minutes of meeting as may be required.

142.2 on the direction of members of the CEO Council, prepare and organise the dispatch of all necessary notices and agendas for all such meetings of the CEO Council.

### **The Board Chairs' Forum (the Forum)**

143 The Association Council shall establish a body to be called the Board Chairs' Forum. The Chairs of all Principal member Governing Boards may attend meetings of the Forum. If a person who is entitled to attend the Forum is unable to attend meetings of the Forum, he or she may appoint a representative to attend on his or her behalf. Attendance at meetings of the Forum does not entitle the representing person attending to any membership rights or confer any other rights or privileges in relation meetings of the members.

144 The primary objectives of the Forum are to: serve as a vehicle to disseminate information regarding government VET policy and strategy; facilitate liaison and communication between TAFE Governing Board Chairpersons of the

various members of the Association; and provide policy advice to the Association. The issues to be considered at meetings of the Forum as well as the proceedings to be adhered at those meetings will be determined by persons entitled to participate in meetings of the Forum at their discretion. The Forum will also consider matters referred to it from time to time by the VTA Board, Association Council and or the CEO Council and may refer matters to the Association Council, the CEO Council and VTA Board.

145 The Executive Director shall cause meetings of the Forum to be convened. The Executive Director shall ensure that staff of the Association's office:

145.1 serve as secretary at the meetings the Forum and record all minutes of meeting as may be required.

145.2 on the direction of members of the Forum, prepare and organise the dispatch of all necessary notices and agendas for all such meetings of the Forum.

### **Standing Committees & Working Parties**

146 As set out under rule 137 and subject to rule 138 the Association Council, VTA Board and the CEO Council may establish from time to time Standing Committees and Working Parties. The Standing Committees and Working Parties shall be given terms of reference and delegations by the body that establishes them. Each of the Standing Committees and Working Parties shall have the power to appoint their chair and method of operation.

### **Signing of negotiable instruments**

147 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two signatories determined by the VTA Board or in such other manner as determined by the VTA Board.

### **Seal**

148 The common seal of the Association shall be kept in the custody of the Executive Director.

149 The common seal shall not be affixed to any instrument except by the authority of the VTA Board and the affixing of the common seal shall be attested by the signatures either of:

148.1 two officers of the VTA Board or

148.2 one officer of the VTA Board and the Executive Director.

### **Alteration Of Rules**

150 These Rules cannot be altered except by special resolution.

## **Notices**

- 151 Notice may be served by or on behalf of the Association upon any member either personally or by:
- 151.1 post;
  - or
  - 151.2 electronic mail, to the members address, facsimile number or electronic email address shown in the register of members
- 152 Notice is taken to have been delivered where notice is sent:
- 152.1 by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post;
  - and
  - 152.2 by electronic mail, service of the notice shall be deemed to be effected by properly addressing and upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

## **Winding Up Or Cancellation**

- 153 If in the event of the winding up or the cancellation of the incorporation of the Association there remains, after such cancellation or winding up and the satisfaction of all debts and liabilities, assets or any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to an organisation which has similar objects and which is a not for profit organisation for the purposes of any Commonwealth Taxation Act.

## **Custody Of Records**

- 154 Except as otherwise provided in these Rules, the Executive Director shall keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 155 If requested by a member, the Executive Director must permit such member to:
- 155.1 inspect:
    - 155.1.1 the Rules of the Association; or
    - 155.1.2 the minutes of each Association Council Meeting and Annual General Meeting;

155.2 upon written request and payment of a fee determined by the VTA Board from time to time, obtain a copy of the documents listed at rule 154.1; and

155.3 subject to the Act, inspect the register of members.

156 Subject to the Act and rule 154, no member is entitled to inspect the accounts, books, securities and other Relevant Documents of the Association, unless authorised in writing by the VTA Board.

### **Funds**

157 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the VTA Board determines.

### **Application Of Funds**

158 The assets and income of the Association shall be applied solely in furtherance of its purposes (as specified at rule 3) and shall not be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

### **Office**

159 The business of the Association will be conducted at premises to be determined by the VTA Board. The VTA Board is empowered to provide for an office for the Association and approve any lease, fees or other payments incurred in this respect.

### **Industrial Disputes**

160 Upon being notified by a member of the Association of the existence of an alleged industrial dispute affecting one or more of its members, the Association shall notify the registrar of the relevant industrial tribunal.

161 The VTA Board has the power to do all things necessary to prosecute any industrial claim on behalf of its members including the preparation, execution and service of all necessary documents including a log of claims and the appointment of agents and representatives to appear on behalf of the Association in proceedings before the relevant industrial tribunal. This power may be delegated by instrument in writing to a member of the VTA Board of the Association.

### **Indemnity**

162 The Association shall indemnify every member of the VTA Board and employee of the Association:

- 162.1 out of the property and assets of the Association against any liability incurred by him/her in his/her capacity as a member of the VTA Board or employee in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him or her by the Court; and
- 162.2 against all damages and costs (including legal costs) for which any such member of the VTA Board or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct;
- 162.3 in the case of a member of the VTA Board, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- 162.4 in the case of an employee, performed or made in the course of, and within the scope of his or her employment by the Association.

### **Regulations**

- 163 The VTA Board may make Regulations and alter, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such Regulations shall have the same force and effect as these Rules, but shall not oppose or be in conflict with these Rules. Such Regulations shall be available for inspection in the Association premises.
- 164 Amendments, alterations, interpretation or other changes to Regulations shall be advised to members by means of notice approved by the VTA Board. Notices shall be binding upon all members.

**Appendix 1**

**APPLICATION FOR MEMBERSHIP OF  
VICTORIAN TAFE ASSOCIATION INC.**

.....  
(Full name of Applicant)

of

.....  
(Address)

desires to become a Principal Member / Associate Member (delete as applicable) of Victorian TAFE Association Inc. (**Association**). In the event of its admission as a Principal Member / Associate Member (delete as applicable), the applicant agrees to be bound by the Rules of the Association for the time being in force.

.....  
Signature of officer of applicant

..... Position

..... Date

I,  
.....of.....  
(officer of member) (member)

nominate the applicant for Principal Membership / Associate Membership (delete as applicable) of the Association.

..... Signature of Proposer

..... Position

..... Date

**Appendix 2**

**FORM OF APPOINTMENT OF PROXY**

I,  
.....  
(Name)

of  
.....  
(Address)

being a delegate of a member of Victorian TAFE Association Inc.  
(**Association**) appoint

.....  
(Name)

of.....  
(Member)

being a voting representative of a member of that member of the Association,  
or failing him or her, the chairperson of the meeting, as my proxy to vote for  
me on my behalf at an Association Council Meeting or the Annual General  
meeting of the Association to be held on

..... 20 ..... and at any adjournment of that meeting.

..... Signed

..... Date