



# APPRENTICESHIP & TRAINEESHIP TAFE NETWORK

## ATTN Terms of Reference

### NAME

1. The Network is called the **APPRENTICESHIP AND TRAINEESHIP TAFE NETWORK (ATTN)** (in these Terms of Reference called "Network") The use of the word 'TAFE' was approved by Minister for Higher Education and Skills for use by the Network, July 2012.

### DEFINITIONS

2. (1) In these Terms of Reference, unless the contrary intention appears-  
"committee" means the committee of management of the Network;  
"financial year", 12 months from the Network AGM  
"general meeting" means a general meeting of members convened in accordance with Rule 12;  
"member" means a member of the Network;  
"ordinary member of the committee" means a member of the committee who is not an officer of the Network under Rule 23;  
"Secretary" means a person who holds office under these Terms of Reference as Secretary of the Network.

### NETWORK OBJECTIVES

3.
  - a) Receive updates/reports from State and Federal apprenticeship stakeholders;
  - b) Discuss implications to TAFEs related to changes in the apprenticeship and traineeship market;
  - c) Discuss best practice within the TAFE sector and provide feedback or comment on matters arising;
  - d) Listen to presentations from external stakeholders including State Regulators, Government Departments and Industry Groups;
  - e) Network with members.

### NETWORK VALUES

4.

The Network Values must be adhered to by all members of the network when in attendance at meetings. The values should be followed when any member is attending an external meeting/event where you are representing the network members.  
(See Schedule 1 for specific values)

### ALTERATION OF THE TERMS OF REFERENCE

5. These Terms of Reference of the Network can only be amended by agreement of the financial members at the Annual General Meeting whereby a month's notice in writing has to be provided to each financial member.

### MEMBERSHIP, ENTRY FEES AND SUBSCRIPTION

6. (1) A person who applies and is approved for membership as provided in these Terms of Reference is eligible to be a member of the Network on payment of the annual membership payable under these Terms of Reference provided they are employed by a Victorian Institute of TAFE and TAFE divisions of Universities;

- (2) A person who is not a member of the Network at the time of the adoption of these Terms of Reference (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless-
  - (a) By application
  - (b) The committee approves the application.
- (3) The committee has final determination over whether to approve or reject an application;
- (4) If the committee approves an application for membership, the applicant will be notified and on the receipt of the annual membership fee be entered onto the Membership listing of members;
- (5) Once an applicant for membership is finalised the member is entitled to exercise the rights of membership when his or her name is entered in the Membership Listing;
- (6) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected;
- (7) A right, privilege, or obligation of a person by reason of membership of the Network
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (8) The annual subscription is the relevant amount as defined by the Network for the following financial year or until the next Network AGM.

#### **REGISTER OF MEMBERS**

7. (1) It is the role of the secretary to maintain a Membership listing of members containing the name and contact details of each member.
- (2) The Membership listing is updated post each meeting by the Secretary and included in the minutes of each meeting.
- (3) A member may utilise the Membership listing, subject to permissions from the Network Committee.

#### **CEASING AND TRANSFERRING MEMBERSHIP**

8. (1) A member of the Network may resign from the Network by notifying the Secretary;
- (2) The member ceases to be a member if the annual subscription has not been paid within three (3) months of the Annual General Meeting or if that person ceases to be employed by a TAFE Institute or Dual Sector university.
- (3) If a current financial member transfers their membership to another TAFE representative, that new member must complete a membership application and complete the Membership Declaration. (no monetary value is required until the following financial year)

#### **SUSPENSION AND EXPULSION OF MEMBERS**

9. (1) If the committee is of the opinion that a member has refused or neglected to comply with the values as stipulated under Schedule 1 of the Terms of Reference, or has been guilty of conduct unbecoming a member of prejudicial to the interests of the Network, the committee may
  - (a) suspend that member from membership of the Network for a specified period; or
  - (b) expel that member from the Network.

#### **DISPUTES AND MEDIATION**

10. (1) If a grievance matter arises between one of the following parties being:
  - (a) a member and another member; or
  - (b) a member and the Network

The Committee or an appointed independent delegate will investigate the concern of both parties and decide if either party should enter into mediation or if due to circumstances surrounding the dispute that suspension or expulsion of a member should occur.

#### **ANNUAL GENERAL MEETINGS**

11. (1) The committee may determine the date, time, and venue for the annual general meeting of the Network which is to be held in the first quarter of the year.
- (2) The notice provided to all members must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be-
  - (a) to confirm the minutes of the previous annual general meeting and

- (b) to receive from the committee reports upon the transactions of the Network during the last preceding financial year; and
- (c) to elect officers of the Network and the ordinary members of the committee; and
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Terms of Reference.
- (5) At the Annual General Meeting the current office bearers will vacate their current positions and an independent member of the Network or delegate will act as Chairperson until office bearers are selected under Rule 24.

#### **GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS**

- 12. (1) In addition to the annual general meeting, general meetings may be held in the same year at the discretion of the committee.
- (2) If more than 15 months have elapsed between annual general meetings, the committee must convene a general meeting before the expiration of that period.
- (3) The committee must, on the request in writing of members representing not less than 40 per cent of the total number of members, convene a general meeting of the Network.
- (4) The request for a general meeting by the members must-
  - (a) state the objects of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the address of the Secretary.
- (5) If the committee does not cause a general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting.
- (6) If members in accordance with this Rule convene a special general meeting, the Network must refund all reasonable expenses incurred in convening the special general meeting, to the persons incurring the expenses.

#### **NOTICE OF GENERAL MEETINGS**

- 13. (1) It is the role of the Secretary of the Network to disseminate to each member of the Network, a notice stating the venue, date and time of the meeting and the nature of the business to be conducted at the meeting
- (2) Notice must be sent no later than 5 days before the date of the meeting.

#### **ATTENDANCE OF INDUSTRY BODIES**

- 14. The Committee will request the attendance of representation from Industry bodies and regulators to provide update reports at each general meeting on matters arising that directly impact on members and their organisations.  
These representatives are directed under the following sub-sections:
  - a) there are no voting rights directly attributed to these representatives;
  - b) the representatives can be requested to sit out a particular meeting item, if the Committee and members believe a conflict of interest may arise.

#### **QUORUM AT GENERAL MEETINGS**

- 15. (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Terms of Reference to vote is present at the time when the meeting is considering that item.
- (2) Five financial members personally present (being members entitled under these Terms of Reference to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-
  - (i) in the case of a meeting convened upon the request of members-the meeting must be dissolved; and
  - (ii) in any other case-the meeting shall stand adjourned to 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.

- (4) 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 financial members personally present (being not less than 3) shall be a quorum.

**PRESIDING AT GENERAL MEETINGS**

- 16. (1) The Chair, or in the Chair's absence, the Vice-Chair, shall preside as Chairperson at each general meeting of the Network.
- (2) If the Chair and the Vice-Chair are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

**ADJOURNMENT OF MEETINGS**

- 17. (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

**VOTING AT GENERAL MEETINGS**

- 18. (1) Upon any question arising at a general meeting of the Network, a financial member has one vote only.
- (2) All votes provided by financial members must be given personally or by proxy.
- (3) 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.

**MANNER OF DETERMINING WHETHER RESOLUTION CARRIED**

- 19. If a question arising at a general meeting of the Network is determined on a show of hands-
  - (a) a declaration by the Chairperson that a resolution has been-
    - (i) carried; or
    - (ii) carried unanimously; or
    - (iii) carried by a particular majority; or
    - (iv) lost; and
  - (b) an entry to that effect in the minute book of the Network is evidence of the fact, without proof of the number or proportion of the votes recorded in favour or, or against, that resolution.

**PROXIES**

- 20. (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

**COMMITTEE OF MANAGEMENT**

- 21. (1) The affairs of the Network shall be managed by the committee of management.
- (2) The committee shall control and manage the business and affairs of the Network; and subject to these Terms of Reference, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Network.
- (3) The committee shall consist of the officers of the Network and three ordinary members, each of whom shall be elected at the annual general meeting of the Network in each year.
- (4) The Network Committee may not be comprised of more than two representatives from any given TAFEs.

**OFFICE HOLDERS**

- 22. (1) The officers of the Network shall be-
  - (a) a Chair;
  - (b) a Vice-Chair;
  - (c) a Treasurer; and
  - (d) a Secretary.
- (2) Each officer of the Network shall hold office until the annual general meeting after the date of his or her election but is eligible for re-election.
- (3) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

### **ORDINARY MEMBERS OF THE COMMITTEE**

23. (1) Each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Network to fill the vacancy and the member appointed shall hold office subject to these Terms of Reference, until the conclusion of the annual general meeting next following the date of the appointment.

### **ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS**

24. (1) The election of officers and ordinary members of the committee must be conducted at the annual general meeting.
- (2) Candidates for election of officers of the Network or as ordinary members of the committee must be nominated prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (4) 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.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held in such manner as the committee may direct

### **VACANCIES**

25. The office of an officer of the Network, or of an ordinary member of the committee, becomes vacant if the officer or member-
  - (a) ceases to be a member of the Network; or
  - (b) resigns from office by notice in writing given to the Secretary.

### **MEETINGS OF THE COMMITTEE**

26. Meetings of the committee may be convened by the Chair or by any 3 members of the committee.

### **QUORUM FOR COMMITTEE MEETINGS**

27. Any 3 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.

### **PRESIDING AT COMMITTEE MEETINGS**

28. At meetings of the committee-
  - (a) the Chair, or in the Chair's absence, the Vice-Chair presides; or
  - (b) if the Chair and the Vice-Chair are absent, or are unable to preside, the members present must chose one of their number to preside.

### **REMOVAL OF COMMITTEE MEMBER**

29. (1) The Network at a general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or Chair of the Network (not exceeding a reasonable length) and may request that the representations be provided to the members of the Network.

### **MINUTES OF MEETINGS**

30. It is the role of the Secretary to keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

## **FUNDS**

31. (1) It is the role of the Treasurer of the Network to-
- (a) collect and receive all moneys due to the Network and make all payment authorised by the Network; and
  - (b) keep correct accounts and books showing the financial affairs of the Network with full details of all receipts and expenditure connected with the activities of the Network.
- (2) The funds of the Network shall be derived from annual subscriptions, donations and such other sources as the committee determines.

## **NOTICE TO MEMBERS**

32. Except for the requirement in Rule 13, any notice that is required to be given to a member, by or on behalf of the Network, under these Terms of Reference may be given by-
- (a) delivering the notice to the member personally; or
  - (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
  - (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
  - (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

## **DISSOLUTION OF NETWORK**

33. In the event of the Network being dissolved, the assets of the Network to be donated to an educational charity with similar aim, which is not carried on for not for profit or gain of its individual members.

## **CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

34. (1) Except as otherwise provided in these Terms of Reference, it is the role of the Secretary and Treasurer to keep in his or her custody or under his or her control all books, documents and securities of the Network.
- (2) All accounts, books, securities and any other relevant documents of the Network are to be available for inspection upon request.

Endorsed by ATTN Members

Date: 14<sup>th</sup> February 2014

**SCHEDULE 1 ..... ATTN NETWORK VALUES**

|                                    |  |
|------------------------------------|--|
| <p>Be Prepared</p>                 | <p>If you are aware that a discussion or presentation is to take place, then please bring materials that have been sent in advance or you have been asked to provide.</p> <p>Review your files on the subject matter and complete any background research that will assist in any discussions to be held.</p>  |
| <p>Be Respectful</p>               | <p>Show respect towards the opinions, beliefs, experiences of other members and guests.</p> <p>Recognise what all attendees have to contribute and recognise and respect that each member has different experiences and have different skills.</p> <p>Be considerate of others needs and act in a manner that causes no offence or harm.</p>   |
| <p>Act with Integrity</p>          | <p>Conduct your behaviour in a consistent manner that show integrity and builds trust.</p> <p>Give support, assistance and credit to contributions of other members.</p> <p>Ensure that you protect the confidentiality and privacy of all members, guests and your TAFE.</p> <p>Communicate in a clear, open and transparent manner.</p>  |
| <p>Participate Effectively</p>     | <p>Each member should feel free to contribute without fear of comment.</p> <p>Contribute to the meeting by offering insights when appropriate.</p> <p>Ensure that as a member you are working towards clear objectives, taking responsibility for your actions and results.</p> <p>Contribute consistently and constructively to the decision making process.</p> <p>Accept responsibility and participate in post meeting tasks, don't leave issues for others to solve.</p> <p>No member or guest should feel intimidated.</p> |
| <p>Share Knowledge</p>             | <p>Ensure all your interactions with guests and members are fair and ethical.</p> <p>Maintain a cooperative and collaborative approach to all relationships and network discussions.</p> <p>Utilise the knowledge and skills of all members and guests and share your own experiences where relevant.</p>  |
| <p>Recognise and Value Members</p> | <p>Encourage a supportive environment within the network where all members and guests feel free to share information and knowledge.</p> <p>Celebrate good results and efforts.</p> <p>Strive to ensure that the network achieve its objectives and continues to meet all stakeholders expectations.</p>  |