



Quality LinCS Incorporated

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CONSTITUTION

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Constitution of the Quality LinCS Association

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Constitution of the Quality LinCS Association

1. Definitions

In this Constitution unless the contrary intentions appears:

Member means a member of the Association accepted for membership and participating in accordance with this constitution.

The Board means the Governance Board of the Association.

Meeting means a general meeting of the members of the Association, the Board or the Executive convened in accordance with this constitution.

The Act means the Associations Incorporated Act 1985.

Any reference to persons of a particular gender includes person of the other gender.
Any reference to the singular includes the plural and vice versa.

2. Name

The name of the Association shall be Quality LinCS Incorporated; **Linking Industry, Community and Students.**

3. Objects and Purpose

The Association shall have the following Objects and Purpose:

- 3.1 To support the provision and coordination of Regional Vocational Education and Training programs for students in member schools that allow them to undertake structured work-place learning and other learning activities;
- 3.2 To actively link and network with local employers, participating Primary and Secondary Schools, TAFE, other Registered Training Providers, Tertiary Education Institutions, employer representatives, government departments and community based organisations;
- 3.3 To actively promote the ideals and values of Vocational Education and Vocational Learning programs;
- 3.4 To actively research, develop and support new and innovative programs designed to enable students to acquire the skills needed to succeed in a rapidly and continuously changing workplace environment;
- 3.5 To support provision of cost effective structured programs with the opportunity for students to acquire skills and knowledge to support the option of self managed employment;
- 3.6 To support provision of a forum for all members of the Association to engage in discussion about Vocational Education, Training and Vocational Learning and Enterprise;

- 3.7 To raise additional finance in order to support the management, brokerage and provision of Vocational Education and Training programs and other community based education programs for students in participating schools;
- 3.8 To continuously measure the outcomes of students in order to improve the value of the programs provided, supported or coordinated through the Association;
- 3.9 To support provision of appropriate Regional student support services.

4. Powers

- 4.1 The Association shall have all the powers conferred by Section 25 of the Act, and without limiting those powers, the Association shall be entitled to hold real or personal property, open and operate bank accounts, invest in trustee securities, and enter into any necessary or desirable contracts, including a contract of employment.
- 4.2 The Board shall be entitled to exercise the full powers of the Association, without limiting those powers, shall have the management and control of the funds and other property of the Association, provided that the Association must obtain the approval of a General Meeting of Members before borrowing money or securing any payment by charging the property of the Association.

5. Membership

- 5.1 Members of the organisation known as member organisations, include organisations such as local employers, participating Schools, TAFE, other Registered Training Providers, Tertiary Education Institutions, employer representatives, government departments and community based organisations. This membership must be renewed as it falls due.
- 5.2 Member schools are all Government Primary and Secondary schools and Catholic and Independent Secondary schools who have applied in writing for membership.
- 5.3 Association members shall be participants which have applied in writing for membership, expressed support for the above objectives and paid the prescribed membership fee, if any, and which are accepted as members by majority vote of the Board or of a General Meeting.

6. Subscriptions

- 6.1 An annual subscription fee as determined from time to time by the Board will apply to all members of the Association.
- 6.2 The subscription fee shall be payable annually on 31 January or at any other such time as the Board shall determine. The subscription fee may keep a member's membership current until the next payment date or until such time as determined by the Board.
- 6.3 Any member whose subscription is outstanding for more than three months after the due date for payments shall cease to be a member of the Association, provided always that the Board may reinstate such organisations membership on such terms as it thinks fit.

7. Role of Members

The role of the Members is to:

- 7.1 Ratify nominations of the three education sectors to the Quality LinCS Board.
- 7.2 Nominate Board representatives; four representatives from industry, two representatives from community organisations and one representative from the principal TAFE Institute of the Quality LinCS region.
- 7.3 Advise on the setting of major new directions for Quality LinCS.
- 7.4 Be a consultative group in relation to new programs.
- 7.5 Support the objects of the Association.
- 7.6 Participate in the forum for the sharing of issues, proposals and initiatives consistent with the Objects and Purposes of Quality LinCS.

8. Expulsion of Member

Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association. In this situation the following procedures will apply:

- 8.1 The member has the opportunity to communicate to the Board any concerns, as appropriate.
- 8.2 Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Board at which the matter will be determined.
- 8.3 The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, subject to the Act, cease to be a member fourteen days after the Board has communicated its determination to the member.
- 8.4 It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the Public Officer of the Association within fourteen days after the determination of the Board has been communicated to a member.
- 8.5 In the event of an appeal under the Act the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the member is upheld by members of the Association in general meeting, after the appellant had been heard. In such an event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

9. Resignation of a Member

A member may resign from membership of the Association by giving written notice thereof to the Public Officer of the Association. Any member so resigning shall be liable for any outstanding subscriptions, which shall be recovered as a debt due to the Association.

10. General Meetings

- 10.1 The Annual General Meeting will be held prior to the 31st May of each year.
- 10.2 The Board may call a special General Meeting of the Association at any time.

- 10.3 The Public Officer will call a special general meeting of the Association within 30 days of receiving a written request from at least 10% of members of the Association for such a meeting. The requisition is to contain the signatures of the members calling for a special general meeting, and the reason for which the meeting is being called.
- 10.4 At least fourteen (14) days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 10.5 Notice of a general meeting may be given by the Association to any member by serving the member with the notice personally, or by e-mail or if requested sent by post to the address appearing in the register of members.
- 10.6 The order of business at an annual general meeting shall be the confirmation of the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting, the consideration of the accounts and reports of the Board and auditors, the appointment of Board members, the appointment of auditors and any other business requiring consideration by the Association in general meeting.
- 10.7 Where a notice is sent by e-mail or post, service of the notice shall be deemed to be affected if it is properly addressed and forwarded to members.

11. Conduct of General Meetings

- 11.1 Ten percent (10%) of the members of the Association present in person shall constitute a quorum at any General Meeting.
- 11.2 The Chairperson of the Board or if there shall be no Chairperson, then the Vice-Chairperson of the Board or in their absence, or in their declining to take, or retiring from the chair, one of the Board members chosen by the meeting shall preside as Chairperson at a general meeting of the Association.
- 11.3 If there is no such Chairperson or Vice-Chairperson present within five (5) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson.
- 11.4 The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 11.5 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting from which the adjournment took place.
- 11.6 At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the Chairperson of the meeting that resolution has been carried or lost shall, unless a poll is demanded, be conclusive evidence of the fact, without proof of the number of proportions of the votes recorded in favour of or against the resolution.
- 11.7 A ballot poll shall be the normal procedure adopted when determining a resolution regarding election of members to the Board.

- 11.8 If a poll is demanded by the Chairperson of the meeting or by three or more members present personally, it shall be taken in such a manner as the Chairperson directs. The result of such poll shall be the resolution of the meeting.
- 11.9 A poll demanded on the election of a chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.
- 11.10 Subject to these rules each member present shall be entitled to one vote.

12. The Board

12.1 The Board shall comprise of 14 voting members representing the following;

Industry: 4 members representing industry and business.

Community: 2 members representing general community
1 member representing parent groups or bodies
1 member representing young people aged 18-24 years.

Education: 1 member representing Catholic Schools
2 members representing DECS Secondary Schools
1 member representing DECS District Directors
1 member representing Independent Schools
1 member representing Registered Training Organisations (RTOs).

The Board may from time to time co-opt non-voting members as required to provide expert advice.

- 12.2 The affairs of the Association shall be managed and controlled by a Board which in addition to any powers and authorities conferred by these rules may exercise all such power and so all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in a general meeting. The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- 12.3 The Board shall appoint a Public Officer as required by the Act.
- 12.4 The Board shall elect a Chairperson, Vice Chairperson and Treasurer.
- 12.5 The Board shall have the power to appoint such officers and employees as it sees fit to assist to carry out the objectives of the Association, and may delegate any of its powers to such officers and employees.
- 12.6 Those of the Board holding office titles in accordance with 12.4 will be identified as the Executive Committee. The Board may delegate any of its powers to the Executive Committee as it sees fit to carry out the objectives of the Association.
- 12.7 Board members will be appointed for a two year period. At each Annual General Meeting, 2 members of Industry, 2 members of Community and 3-4 members of Education shall retire. Nominations for Board positions will be called for 14 days prior to the Annual General Meeting.

- 12.8 At the first Board meeting following the Annual General Meeting the Board will elect Board members to act in Board office positions identified in 12.4. Appointment to office positions will be for a 12 month period, or until the next general meeting at which Board members are elected.
- 12.9 The Board may appoint members of the Association to fill casual vacancies which arises on the Board. The appointed member will have the same responsibilities and tenure as if they had been elected to the position at the previous annual general meeting.
- 12.10 Casual vacancies should be ratified at the subsequent Annual General Meeting.

13. Disqualification of Members of the Board

A member shall be disqualified from serving on the Board if they are:

- 13.1 Disqualified by the Associations Incorporated Act 1985;
- 13.2 Expelled from the Association under these rules;
- 13.3 Permanently incapacitated by ill health;
- 13.4 Absent without apology from more than three consecutive Board meetings; and
- 13.5 No longer the duly appointed representative of a corporate member.

14. Proceedings of Board and Executive Committee Meetings

- 14.1 The Board shall meet regularly for the dispatch of business a minimum of bi-monthly.
- 14.2 The Executive Committee will meet in addition to Board meeting as required.
- 14.3 Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberate vote.
- 14.4 A quorum for a meeting shall be one half of the members of the Board (for a Board Meeting), and one half of the members of the Executive Committee (for a Executive Committee meeting).
- 14.5 A member having a pecuniary interest in a contract or proposal with the Association must disclose that interest to the Board or Executive Committee as required by the Act, and shall not vote with respect to that contract or proposal.

15. Minutes of Meetings.

- 15.1 Proper minutes of all proceedings of meetings of the Association and of the Board, Executive Committee and any other Committee shall be entered within one month of the relevant meeting in meeting books kept for the purpose.
- 15.2 Where minutes are entered and signed they shall until the contrary is proved be evidence the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at he meeting shall be deemed to be valid.

16. Alteration to the Constitution

This constitution may be repealed or amended by resolution of two thirds of members present and voting at a General Meeting of which not less than fourteen 14 days written notice including notice of the proposed repeal or amendment has been distributed to all members.

17. Financial Year

The financial year of the Association shall be the period from 1st January to 31st December.

18. The Seal

- 18.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 18.2 The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the Chairperson, Vice Chairperson and one other Office Bearer.
- 18.3 The seal shall be kept in the custody of the Chairperson or such other person as the Board may from time to time decide.

19. Accounts and Audit

The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association. An audited Financial report for the year shall be presented to the annual general meeting.

20. Liability, Property and Dissolution

- 20.1 Persons who with the authority of the Board incur any debt or other liability on behalf of the Association shall have such liability met by the Association so that they incur no personal loss.
- 20.2 The income, property, and funds of the Association shall be used solely towards the objects and shall not be paid or transferred to any members or relatives of members provided that nothing herein shall prevent any payment in good faith to any person in return of services actually rendered or to any person in furtherance of the objects of the Association and without under preference.
- 20.3 On dissolution all property remaining after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association provided that:
 - 20.3.1.1 Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein;
 - 20.3.1.2 If the Association shall have been approved pursuant to Section 78 of the Income Tax Assessment Act than such other body shall also be so approved;
 - 20.3.1.3 The association shall not be dissolved except by approval of not less than three quarters of the members present and voting at a meeting called for that purpose of which not less than one calendar month's notice including notice of the proposed dissolution has been distributed to all members.