



SOUTH GIPPSLAND BASS COAST

**LOCAL LEARNING AND EMPLOYMENT
NETWORK**

RULES OF ASSOCIATION

Dated: June 8th, 2016

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ASSOCIATIONS INCORPORATIONS ACT 1981 (VIC)

RULES FOR THE SOUTH GIPPSLAND BASS COAST LOCAL LEARNING AND EMPLOYMENT NETWORK INCORPORATED

1. NAME

The name of the incorporated association is **South Gippsland/Bass Coast Local Learning and Employment Network Inc.** (in these Rules called “the association”)

2. DEFINITIONS

2.1 In these Rules, unless the contrary intention appears:

"**Act**" means the *Associations Incorporation Act 1981*;

"**Area**" means the geographical area comprised of South Gippsland and Bass Coast Local Government areas;

"**Category Number**" means any of the category numbers set out in Appendix 5

"**Board**" means the board of management of the Association;

"**Board Member**" means a person appointed to the Board;

"**Community Member**" means a Member who is an individual person as distinct from an Organisational Member.

"**Financial Year**" means the year ending on 31 December;

"**General Meeting**" means a General Meeting of Members convened in accordance with Rule 10 or Rule 11;

"**Guidelines**" means the guidelines for the operation of Local Learning and Employment Networks published by the Department of Education and Early Childhood Development or the Department of Education, Employment and Training as amended from time to time;

"**Member**" means member of the Association who may either be a Community Member or an Organisational Member;;

"**Membership Category**" means any of the categories set out in Appendix 5;

"**Organisational Member**" means a Member which is an organisation as distinct from an individual person;

"**Regulations**" means regulations under the Act;

"**Relevant Documents**" has the same meaning as in the Act;

"**Representative**" means a person appointed under Rule 20;

"**Statement of Purposes**" means the statement set out in Appendix 1;

"Special Resolution" means a resolution passed at a General Meeting by not less than three quarters of the Members present and entitled to vote either personally or by proxy.

"Successful Submission" means the successful submission of expressions of interest required under the Local Learning and Employment Networks Information Package for Expression of Interest No 00/01-34 published by the Department of Education, Training and Employment or any similar submission published by the Department or the Department of Education and Early Childhood Development from time to time;

2.2 In these Rules, a reference to the Secretary is a reference:

- (a) if a person holds office under these Rules as Secretary of the Association - to that person; and
- (b) in any other case, to the public officer of the Association.

3. **ALTERATION OF THE RULES**

3.1 These Rules and the Statement of Purposes of the Association must not be altered except in accordance with the Act and these Rules.

3.2 An amendment to the Rules made by Special Resolution will not take effect unless and until approved by the Registrar.

4. **INITIAL MEMBERSHIP** – deleted clause

Upon incorporation of the Association, the first Members shall be the signatories to the Successful Submission, or their nominee or nominees, and any other person who has met the criteria for membership under the Guidelines and has been closely associated with the Successful Submission. Their names shall be entered on the register of Members.

5. **MEMBERSHIP**

5.1 An individual or an organisation in the Area who meets the membership criteria set out in the Guidelines is eligible to apply to be a Member of the Association.

5.2 An application of a person for membership of the Association must:

- (a) be made in writing in the form set out in Appendix 2; and
- (b) be lodged with the Secretary of the Association.
- (c) be renewed annually

5.3 As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.

5.4 The Board must determine whether to approve or reject the application.

5.5 If the Board approves an application for membership, the Secretary must, as soon as practicable notify the applicant in writing of the approval for membership.

- 5.6 The Secretary must enter the applicant's name in the register of Members.
- 5.7 An applicant for membership becomes a Member and is entitled to exercise the rights of membership when the name of the applicant is entered in the register of Members.
- 5.8 If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 5.9 A right, privilege, or obligation of a person by reason of membership of the Association:
- (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.
- 5.10 There will not be any entrance fees or annual subscriptions”

6. REGISTER OF MEMBERS

- 6.1 The Secretary must keep and maintain a register of Members containing:
- (a) the name, address and date of admission of each Member;
 - (b) the class of Member to which each Member belongs (i.e. Community Member or Organisational Member);
 - (c) if an Organisational Member:
 - (i) the Membership Category to which that Organisational Member belongs; and
 - (ii) the name of its Representative.
- 6.2 A Member may belong to only one Membership Category.
- 6.3 The register is available for inspection free of charge by any Member upon request.
- 6.4 A Member may make a copy of entries in the register.

7. CEASING MEMBERSHIP

- 7.1 A Member of the Association may resign from the Association by giving one month's notice in writing to the Secretary of the Member's intention to resign.
- 7.2 After the expiry of the period referred to in Rule 7.1:
- (a) the Member ceases to be a Member; and
 - (b) the Secretary must record in the register of Members the date on which the Member ceased to be a Member.

8. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- 8.1 Subject to these Rules, if the Board is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a

Member or prejudicial to the interests of the Association, the Board may by resolution:

- (a) fine that Member an amount not exceeding \$500; or
- (b) suspend that Member from membership of the Association for a specified period; or
- (c) expel that Member from the Association.

8.2 A resolution of the Board under Rule 8.1 does not take effect unless:

- (a) at a meeting held in accordance with Rule 8.3, the Board confirms the resolution; and
- (b) if the Member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

8.3 A meeting of the Board to confirm or revoke a resolution passed under Rule 8.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with Rule 8.4.

8.4 For the purposes of giving notice in accordance with Rule 8.3, the Secretary must, as soon as practicable, cause to be given to the Member a written notice:

- (a) setting out the resolution of the Board and the grounds on which it is based; and
- (b) stating that the Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and
- (c) stating the date, place and time of that meeting; and
- (d) informing the Member that the Member may do one or both of the following:
 - (i) attend that meeting;
 - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
- (e) informing the Member that, if at that meeting, the Board confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that the Member wishes to appeal to the Association in General Meeting against the resolution.

8.5 At a meeting of the Board to confirm or revoke a resolution passed under Rule 8.1, the Board must:

- (a) give the Member an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the Member; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

- 8.6 If at the meeting of the Board, the Board confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that the Member wishes to appeal to the Association in General Meeting against the resolution.
- 8.7 If the Secretary receives a notice under Rule 8.6, he or she must notify the Board and the Board must convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 8.8 At a General Meeting of the Association convened under Rule 8.7:
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the Member must be given opportunity to be heard; and
 - (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 8.9 A resolution is confirmed if, at the General Meeting, not less than two-thirds of the Members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

9. **DISPUTES AND MEDIATION**

- 9.1 The grievance procedure set out in this rule applies to disputes under these Rules between:
- (a) a Member and another Member; or
 - (b) a Member and the Association.
- 9.2 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.
- 9.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 9.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board of the Association; or
 - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria

(Department of Justice).

- 9.5 A Member of the Association can be a mediator.
- 9.6 The mediator cannot be a Member who is a party to the dispute.
- 9.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 9.8 The mediator, in conducting the mediation must:
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9.9 The mediator must not determine the dispute.
- 9.10 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.

10. **ANNUAL GENERAL MEETING**

- 10.1 The Board may determine the date, time and place of the annual General Meeting of the Association.
- 10.2 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 10.3 The ordinary business of the annual General Meeting shall be to:
- (a) confirm the minutes of the previous annual General Meeting and of any General Meeting held since that meeting; and
 - (b) receive from the Board reports upon the transactions of the Association during the last preceding Financial Year;
 - (c) elect officers of the Association; and
 - (d) receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 10.4 The annual General Meeting may also deal with any Special Resolution of which notice has been given in accordance with these Rules.

11. **OTHER GENERAL MEETINGS**

- 11.1 In addition to the annual General Meeting, any other General Meetings may be held in the same year, provided that a General Meeting will be held within 6 weeks of incorporation of the Association.
- 11.2 The Board may, whenever it thinks fit, convene a General Meeting of the

Association.

- 11.3 The Board must, on the request in writing of Members representing not less than 5 per cent of the total number of Members, convene a General Meeting of the Association.
- 11.4 The request for a General Meeting must:
- (a) state the objects of the meeting;
 - (b) be signed by the Members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- 11.5 If the Board 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 General Meeting to be held not later than 3 months after that date.
- 11.6 If a General Meeting is convened by Members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the General Meeting must be refunded by the Association to the persons incurring the expenses.
- 11.7 Such other General Meeting may deal with any ordinary resolution or Special Resolution of which notice has been given in accordance with these Rules.

12. **AMENDMENT OF RULES**

A Special Resolution amending these Rules or the Statement of Purposes shall only be deemed to have been passed if:

- (a) approved as a Special Resolution in General Meeting; and
- (b) it has been consented to in writing by the Department of Education and Early Childhood Development prior to being approved at the relevant General Meeting.

13. **NOTICE OF GENERAL MEETINGS**

- 13.1 The Secretary of the Association, at least 14 days, or if a Special Resolution has been proposed at least 21 days, before the date fixed for holding a General Meeting of the Association, must cause to be sent to each Member of the Association, a notice stating the place, date and time of the meeting, the nature of the business to be conducted at the meeting, and if a Special Resolution is proposed, the notice shall specify the intention to propose the resolution as a Special Resolution.
- 13.2 Notice may be sent:
- (a) by prepaid post to the address appearing in the register of Members; or
 - (b) if the Member requests, by facsimile transmission or electronic transmission.
- 13.3 No business other than that set out in the notice convening the meeting may be

conducted at the meeting.

- 13.4 A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.

14. **QUORUM AT GENERAL MEETINGS**

- 14.1 No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 14.2 A quorum is 10 per cent of Members (being Members entitled under these Rules to vote at a General Meeting).
- 14.3 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:
- (a) in the case of a meeting convened upon the request of Members - the meeting must be dissolved; and
 - (b) 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.
- 14.4 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 Members personally present (being not less than 6 per cent of the total number of Members entitled to vote) shall be a quorum.

15. **PRESIDING AT GENERAL MEETINGS**

- 15.1 The Chairperson, or in the Chairperson's absence, the Deputy Chairperson, shall preside as Chairperson at each General Meeting of the Association.
- 15.2 If the Chairperson and the Deputy Chairperson are absent from a General Meeting, or are unable to preside, the Members present must select one of their number to preside as Chairperson.

16. **ADJOURNMENT OF MEETINGS**

- 16.1 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.
- 16.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 16.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 13.
- 16.4 Except as provided in Rule 16.3 it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

17. **VOTING AT GENERAL MEETINGS**

- 17.1 Subject to Rule 22.6, upon any question arising at a General Meeting of the Association each Member is entitled to one vote.
- 17.2 All votes must be given personally or by proxy.
- 17.3 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.

18. **POLL AT GENERAL MEETINGS**

- 18.1 If at a meeting a poll on any question is demanded by not less than 20 per cent of the Members present, it must 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.
- 18.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

19. **MANNER OF DETERMINING WHETHER RESOLUTION CARRIED**

If a question arising at a General Meeting of the Association 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 Association -

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

20. **PROXIES AND REPRESENTATIVES**

- 20.1 Each Member is entitled to appoint another person as a proxy for a General Meeting 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. A proxy shall be a Community Member or a person who is a Representative of an Organisational Member.
- 20.2 The notice appointing the proxy must be in the form set out in Appendix 3.
- 20.3 An Organisational Member must appoint an individual to act as its Representative.
- 20.4 A Representative shall exercise all or any of the powers the Organisational Member may exercise:
- (a) at a meeting of Members; or
 - (b) relating to resolutions to be passed without a meeting of Members.

- 20.5 An instrument appointing a Representative must be in such form as the Board determines from time to time.
- 20.6 An Organisational Member may revoke the appointment of a Representative by giving written notice to the Secretary.

21. **BOARD OF MANAGEMENT**

- 21.1 The affairs of the Association shall be managed by the Board;
- 21.2 The Board:
- (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has 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.
- 21.3 Subject to Rule 21.4 and Rule 21.5, each Membership Category shall be represented by one Board Member or such other number as the Board decides from time to time in respect of that Membership Category. A decision to vary the number in respect of a Membership Category shall require the prior written approval of the Department of Education and Early Childhood Development which shall satisfy itself that the proposed variation is in accordance with the Guidelines.
- 21.4 The total number of Board Members shall be a maximum of 20.
- 21.5 If at the time of calling for nominations or at the date of the annual General Meeting, as the case may be, there are no current Members in a Membership Category, no Board Member shall be elected or appointed, as the case may be, to represent that Membership Category.
- 21.6 Except for such number of Board Members who shall be appointed by the Board in accordance with Rule 23, the Board Members shall be elected in accordance with Rule 22.
- 21.7 The names of the first Board Members are set out in Appendix 4. They shall hold office until the first General Meeting and shall be eligible for reappointment.

22. **ELECTION OF BOARD MEMBERS**

- 22.1 Before the first General Meeting and thereafter before each annual General Meeting (commencing with the annual General Meeting which takes place following the end of the first full financial year of the Association after incorporation) the Secretary shall invite Members in each Membership Category by notice in writing to nominate persons to be elected as Board Members to represent that Membership Category. The notification shall state the number of persons who may be elected to represent the relevant Membership Category.

- 22.2 If insufficient nominations are received to fill all vacancies on the Board, the Board may call for further nominations on or before the day of the General Meeting.
- 22.3 A nomination of a candidate for election as a Board Member must be:
- (a) in writing signed by two Members (one of whom must be a Member in the same Membership Category as is to be represented by the candidate) and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary not less than 7 days before the date fixed for the holding of the annual General Meeting.
- 22.4 A person may be a candidate for appointment in respect of more than one Membership Category. Upon election or appointment to the Board in respect of one Membership Category, that person shall be ineligible to be elected or appointed in respect of any other Membership Category.
- 22.5 The Board shall satisfy itself that nominations have been properly made in accordance with the Rules
- 22.6 The Members in a given Membership Category shall be the only persons entitled to vote on the election of a Board Member or Board Members to represent that Membership Category. Each Member in the relevant Membership Category shall have one vote.
- 22.7 Subject to these Rules:
- (a) an elected Board Member who is elected at the first General Meeting following incorporation shall hold office until the first annual General Meeting at which Board Members are to be elected and shall be eligible for re-election; and
 - (b) an elected Board Member who is elected at any annual General Meeting shall hold office for [2] years and be eligible for re-election.

For the purposes of Rule 22.7(b) one half of the Board Members shall retire each year. Those to retire at the second annual General Meeting shall be determined by lot.

23. **APPOINTMENT OF ADDITIONAL BOARD MEMBERS**

At its first meeting after the first General Meeting and thereafter after each annual General Meeting (commencing with the annual General Meeting which takes place following the end of the first full financial year of the Association after incorporation), the Board shall appoint one person (or such other number as shall apply from time to time in respect of Category Number 11 in Appendix 5) as an additional Board Member or Board Members, who shall hold office until the next annual General Meeting and be eligible for reappointment. Such Board Member or Board Members, as the case may be, shall be a Community Member or a person associated with an Organisational Member.

24. **OFFICE BEARERS**

- 24.1 The office bearers shall be appointed by the Board from among the Board

Members.

24.2 The officer bearers shall be:

- (a) a Chairperson;
- (b) a Deputy Chairperson;
- (c) a Treasurer; and
- (d) a Secretary.

24.3 Each office bearer of the Association shall hold office until the annual General Meeting next after the date of his or her appointment and is eligible for re-appointment.

24.4 In the event of a casual vacancy in any office referred to in Rule 23.2, the Board may appoint one of the Board Members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the next annual General Meeting.

25. **VACANCIES**

25.1 A Board Member ceases to hold office as a Board Member and if applicable, as an office bearer, if he or she:

- (a) dies;
- (b) becomes insolvent;
- (c) is removed from office by the Department of Education and Early Childhood Development or by resolution under Rule 32; or
- (d) resigns from office by notice in writing given to the Secretary.

25.2 The Board may appoint a person to fill the vacancy. Where the Board Member ceasing to hold office represents a Membership Category, the Board shall appoint a replacement after consulting with the Members of that Membership Category.

25.3 A person so appointed must retire at the next annual General Meeting and will be eligible, for re-election or reappointment.

26. **MEETINGS OF THE BOARD**

26.1 The Board must meet at least 4 times in each year at such places and such times as the Board may determine.

26.2 Special meetings of the Board may be convened by the Chairperson or by any 4 Board Members.

27. **NOTICE OF BOARD MEETINGS**

Written notice of each Board meeting must be given to each Board Member at least 2 business days before the date of the meeting. The notice shall specify the general nature of the business to be conducted at the meeting.

- 27.1 Notice may be given by any of the following methods:
- (a) by serving it personally;
 - (b) by leaving it at the address of the Board Member;
 - (c) by sending it by post addressed to the Board Member at the address of the Board Member; or
 - (d) by sending it to a facsimile number or electronic address (if any) nominated by the Board Member for the purpose of serving notices on the Board Member.

28. **QUORUM FOR BOARD MEETINGS**

- 28.1 Any 4 Board Members constitute a quorum for the conduct of the business of a meeting of the Board.
- 28.2 No business may be conducted unless a quorum is present.
- 28.3 If within half an hour of the time appointed for a meeting a quorum is not present the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 28.4 The Board may act notwithstanding any vacancy on the Board.

29. **SUB BOARDS**

- 29.1 The Board may appoint sub-Boards of the Board. Membership of sub-Boards shall be determined by the Board and shall comprise Board Members and other persons.
- 29.2 Sub-Boards shall not perform functions of the Board but shall act in a consultative and advisory manner and make recommendations to the Board.

30. **PRESIDING AT BOARD MEETINGS**

At meetings of the Board:

- (a) the Chairperson or, in the Chairperson's absence, the Deputy Chairperson presides; or
- (b) if the Chairperson and the Deputy Chairperson are absent, or are unable to preside, the Board Members present must choose one of their number to preside.

31. **VOTING AT BOARD MEETINGS**

- 31.1 Questions arising at a meeting of the Board, shall be determined on a show of hands or, if a Board Member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 31.2 Each Board Member present at a meeting of the Board, is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

32. **REMOVAL OF BOARD MEMBER**

32.1 The Association in General Meeting may, by resolution, remove any Board Member before the expiration of the Board Member's term of office.

32.2 A Board Member who is the subject of a proposed resolution referred to in Rule 32.1 may make representations in writing to the Secretary or Chairperson of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.

32.3 The Secretary or the Chairperson may give a copy of the representations to each Member of the Association or, if they are not so given, the Board Member Director may require that they be read out at the meeting.

33. **MINUTES OF MEETINGS**

The Secretary of the Association may keep minutes of the resolutions and proceedings of each General Meeting, and each Board meeting, together with a record of the names of persons present at Board meetings.

34. **FUNDS**

34.1 The Treasurer of the Association must:

- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- (b) keep 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.

34.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Board Members.

34.3 The funds of the Association shall be derived from donations and such other sources as the Board determines.

34.4 The Board shall appoint an auditor and ensure that the financial statements of the Association for each calendar year are duly audited in accordance with the requirements of section 30B of the Act (whether or not it is a "prescribed association").

34.5 Investment of funds and purchase of assets must be approved by the Board at a formal Board meeting

35. **SEAL**

35.1 The common seal of the Association must be kept in the custody of the Secretary.

35.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two Board Members or, of one Board Member and of the public officer of the Association.

36. **NOTICE TO MEMBERS**

Except for the requirement in Rule 13, any notice that is required to be given to a Member, by or on behalf of the Association, under these Rules may be given by:

- (a) delivering the notice to the Member personally;
- (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members;
- (c) facsimile transmission, if the Member has requested that the notice be given to that Member in this matter; or
- (d) electronic transmission if the Member has requested that the notice be given to that Member in this manner.

37. **WINDING UP**

In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

38. **CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

38.1 Except as otherwise provided in these Rules, the Secretary must keep his or her custody or under his or his control all books, documents and securities of the Association.

38.2 All accounts, books, securities and any other Relevant Documents of the Association must be available for inspection free of charge by any Member upon request.

38.3 A Member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

39. **NOT FOR PROFIT**

39.1 The assets, income and the capital of the Association shall be applied solely in furtherance of its Statement of Purposes and no portion shall 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.

APPENDIX 1

STATEMENT OF PURPOSES

The predominant purpose and object of the South Gippsland/Bass Coast Local Learning and Employment Network Inc ('the Association') is

a) to foster educational engagement, attainment and effective transitions within the community; and

(b) to better adapt education and training to community needs.

which the Association will pursue by:

1. planning for the provision of education, training and employment in the Area with particular emphasis on meeting the needs of young people;
2. assisting and collaborating in the planning for young people's needs and pathways;
3. developing, encouraging and facilitating collaborative approaches towards planning and improved delivery of education and training programs and services for better accommodating learning needs of the individual;
4. promoting a connection between education and training with industry and economic development and with local and regional employment and enterprise opportunities;
5. promoting and facilitate the career development of pathway plans and improved monitoring of the progress of people, particularly young people, as they undertake individual pathways;
6. monitoring the level of participation, completions and outcomes for individuals in education and training and in particular for groups of young people that currently have poor outcomes;
7. promoting, supporting and encouraging the provision of information and guidance to enable people to make well-informed employment, education and training choices; and
8. providing advice to the Government (including advice on appropriate measures of outcomes and destinations for people) for the purpose of facilitating the provision of appropriate educational services.

APPENDIX 2

MEMBERSHIP APPLICATION FORM SOUTH GIPPSLAND BASS COAST LOCAL LEARNING AND EMPLOYMENT NETWORK INC

.....

...

(Full name of applicant/organisation)

of

.....

...

(Address)

desires to become a member of SOUTH GIPPSLAND/BASS COAST LOCAL LEARNING
AND EMPLOYMENT NETWORK Incorporated

Class of Member

Please tick the appropriate box for the class of Member to which you belong:

- Community Member
- Organisational Member
- Parent/Guardian

Membership Category for Organisational Members

If an Organisational Member, please tick the appropriate Membership Category box (An Organisational Member may belong only to one Membership Category):

- Schools
- TAFE Institutes or Universities with TAFE sectors
- Adult Community Education organisations
- Other education and training organisations including private registered training

organisations, universities and group training companies

- Trade Unions
- Employers/Peak employer organisations/Regional employer organisations and employment agencies
- Local governments
- Other community agency and organisations, Commonwealth and State government departments, Adult, Community and Further Education Regional Councils, Regional Youth Councils, Area Consultative Boards, etc
- Koorie organisations, Peak Koorie agencies or Regional Koorie organisations

If admitted as a member, I/We agree to be bound by the Rules of the Association for the time being in force.

.....

Signature of or on behalf of Applicant

.....

Position Held (if an Organisation)

(An application on behalf of an organisation must be signed by a person who has the requisite authority, such as a director, chief executive officer, secretary or other authorised officer of that organisation.)

Date.....

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I, of

being a member of South Gippsland/Bass Coast Local Learning and Employment Incorporated hereby appoint.....

.....

of

being a member of that incorporated Association, as my proxy to vote for me on my behalf at the General Meeting of the Association (Annual General Meeting or Special General Meeting, as the case may be) to be held on theday of.....

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

My proxy is authorised to vote in favour of/against (delete as appropriate) the following resolution(s) set out in the notice of meeting (insert details):

Signed.....

Date.....

APPENDIX 5
COMPOSITION OF THE BOARD

Category Number	Membership Category
1. No of Reps 2	Schools – one representative from Government schools and one representative from non-Government schools
2. No of Reps 1	TAFE Institutes or Universities with TAFE sectors
3. No of Reps 1	Adult Community Education organisations
4. No of Reps 1	Other education and training organisations including private registered training organisations, universities and group training companies
5. No of Reps 1	Trade Unions, Peak Trade Union organizations, Regional Trade Union organisations
6. No of Reps 2	Employers/Peak employer organisations/Regional employer organisations and employment agencies. <i>At least one from business with less than 10 EFT employees</i>
7. No of Reps 2	Local Governments
8. No of Reps 1	Other Community Agencies and organisations, Commonwealth and State government departments, Adult, Community and Further Education Regional Councils, Regional Youth Councils, Area Consultative Boards, etc
9. No of Reps 1	Koori organisations, Peak Koorie agencies and Regional Koorie organisations
10. No of Reps 2	Community Members
11. No of Reps 2	Nominated by the Board who shall be a Community Member or a person associated with an Organisational Member <i>to ensure representation from youth focused groups and geographical representation</i>
12. No of Reps 1	Parent (Guardian)– who shall be a member of a formally constituted Parent Organisation

APPENDIX 4
FIRST BOARD MEMBERS

Chairperson	Cr Mike Wrigley
Secretary	Susan Gill
Treasurer	
Acting Executive Officer	Ned Dennis
Members	Peter Tyrell
	Karen Sandon
	Paddy Nichols
	Barbara Look
	Geoffrey Marks