



RULES OF ASSOCIATION

I hereby certify that this is a true copy of the Rules of the Association of
HOSPITALITY GROUP TRAINING (WA) INCORPORATED

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IAIN MCDOUGALL
GENERAL MANAGER
24 May 2019

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CONSTITUTION AND RULES

1. NAME

- 1.1. The name of the Association shall be HOSPITALITY GROUP TRAINING (WA) INCORPORATED.

2. INTERPRETATION

In the interpretation of these Rules except where excluded by the context –

- 2.1. The word “Act” means the Associations Incorporation Act 2015
- 2.2. The word “Association” means The Association referred to in rule 1.
- 2.3. “Industry” means the Hospitality, Food Processing and Allied Industries as described under the Australian Standard Industry Classification code or as accepted by the committee from time to time.
- 2.4. The words “Apprentice and Trainee” shall extend to and include all trades and occupations within the Industry.
- 2.5. Words importing the singular number only shall include the plural number and words importing the plural number only shall include the singular number.
- 2.6. Words importing the masculine gender shall include the feminine and vice versa.
- 2.7. Words importing persons shall include companies, incorporations, organisations and societies and vice versa.
- 2.8. The word “Board” shall mean “Board of Management” as referred to in Clause 13.
- 2.9. The word “Manager” shall mean “Manager of the Association”.
- 2.10. The word “Member” shall mean “Member of the Association”.

3. REGISTERED OFFICE

- 3.1. The principal office of the Association shall be situated at 38 Parliament Place, West Perth, 6005 in the State of Western Australia or at such other address in the said State as the Board of Management shall from time to time determine.

4. OBJECTS OF ASSOCIATION

The objects of the Association are:

- 4.1. To employ and indenture apprentices/trainees to itself and lease such apprentices/trainees to various participating employers for varying periods.
- 4.2. To administer a Group apprenticeship/traineeship scheme in relation to such apprentices/trainees and employers.
- 4.3. To encourage, promote and undertake the training of apprentices/trainees in the State of Western Australia.
- 4.4. To assist with and advise on the training of apprentices/trainees in the Group Scheme.
- 4.5. To encourage lawful activities in relation to the employment and training of apprentices/trainees in the State of Western Australia as the Board of Management may from time to time determine.
- 4.6. To participate in any other recognised employment/training activity as the Board of Management may determine from time to time.

5. POWERS OF ASSOCIATION

- 5.1. The Association shall have the following powers:
- 5.2. To assist it in meeting its objectives, to employ a specialist Manager who shall act as the Secretary and Executive Officer of the Association and whose activities shall be directed by the Board of Management of the Association.
- 5.3. To appoint, employ, remove or suspend such managers, clerks, secretaries, instructors, consultants, teachers, servants, workmen and other persons as may be necessary or convenient for the purpose of the Association upon such terms and conditions as are deemed appropriate and in accordance with the salary and classification scales determined from time to time by the Board of Management.
- 5.4. To co-operate with the Commonwealth Department of Employment Education & Training, the Western Australian Department of Training and any other Government or authority supreme, Municipal, local or otherwise.
- 5.5. To promote such legislative, social or administrative reforms or amendments, to issue such publications or disseminate and publicise such propaganda and information and generally to do all acts and things which the Association shall think desirable in the interest and welfare of apprentices/trainees and employers in the Industry.

- 5.6. To purchase, manage, lease, mortgage, dispose of, hire or otherwise acquire or deal with or exchange all or any part of the property of the Association.
- 5.7. To borrow and raise money in such manner as the Association may think fit and in particular by way of fluctuating or fixed overdraft and either without security or secured by mortgage or otherwise.
- 5.8. To raise by public or private subscriptions appeals, entertainments or otherwise, funds which shall be used for or in furtherance of any one or more of the objects of the Association.
- 5.9. To receive any gifts whether or not subject to any trust for any one or more of the objects of the Association.
- 5.10. To expend funds for the purpose of carrying out all or any of the objects of the Association including the acquisition of land, the erection of building and provision of furnishings, equipment and vehicles.
- 5.11. To invest or otherwise deal with the funds and property of the Association not immediately required for any of its objects. Such investments are to be at the Board of Management's discretion.
- 5.12. To co-operate or join by means of affiliation or otherwise with any present or future organisations or bodies having any of the objects aforesaid or any objects similar thereto.
- 5.13. To print, produce, publish, sell, distribute and deal in and with any manuals, brochures, instructor booklets, films, video tapes, audio material, audiovisual material, computer software, newspapers, periodicals, books or leaflets that the Association may think fit for the promotion of its objects.
- 5.14. To do all such lawful acts and things as are incidental and/or conducive to the attainment of the objects of the Association.
- 5.15. To apply for Incorporation under the Act.
- 5.16. To apply for and hold any Sales Tax or other exemptions which the relevant authority shall grant.
- 5.17. To do all such lawful things as are incidental to the attainment of the above objects.

6. INCOME & PROPERTY

- 6.1. The income and property of the Association shall be applied solely towards the objects of the Association as set forth herein and no party thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the Members of the Association or any of them provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the

Association nor prevent the payment of interest at the current savings bank lending rate per annum of the Association bankers on money borrowed from or lawfully due to any member of the Association.

- 6.2. Any payment to a committee member from the Association's funds must be authorised by a resolution of the Association.

7. QUALIFICATIONS FOR MEMBERSHIP

- 7.1. Any Nominated Representative of a Business, Company or Association operating within the Hospitality, Food Processing and Allied Industries can be admitted as a Member of the Association by resolution of the Board of Management provided that the Board of Management may without giving any reason refuse to approve the application of a Nominated Representative of any Business, Company or Association for admission as a Member of the Association.
- 7.2. An applicant for membership of the Association becomes a member when –
- (a) the committee accepts the application; and
 - (b) the applicant pays any membership fees payable to the Association under rule 9.

8. FINANCIAL YEAR

- 8.1. Each financial year of the Association shall commence on 1st July each year and end on 30th June in each year.

9. SUBSCRIPTIONS

- 9.1. A joining fee and the Annual Membership subscription shall be levied at a rate determined at the Annual General Meeting upon the recommendation of the Board of Management. In the Inaugural year of operation the joining fee and Membership subscription shall be determined by the Board of Management.

10. WHEN MEMBERSHIP CEASES

- 10.1. A person ceases to be a member when any of the following takes place –
- (a) For a member who is an individual, the individual dies;
 - (b) For a member who is a body corporate, the body corporate is wound up;
 - (c) The person resigns from the Association;
 - (d) The person is expelled from the Association under rule 12.

11. REGISTER OF MEMBERS

- 11.1. The Manager of the Association shall, on behalf of the Association, keep and maintain the register of members in accordance with Section 53 of the Act and that register shall be kept at his place of employment.

11.2. No name shall be entered in the Register save on the authority of a resolution of the Board of Management nor shall any name be removed from such a Register except in the event of the resignation or death of a Member or the authority of a resolution of the Board of Management.

12. EXPULSION OF MEMBERS

12.1. Membership may be terminated by resolution of the Board of Management once having afforded the member concerned a reasonable opportunity to make representations.

13. BOARD OF MANAGEMENT

The affairs of the Association shall be managed exclusively by a Board of Management and shall consist of:

13.1. A minimum of four (4) and a maximum of seven (7) elected members being Nominated Representatives of any Business, Company or Association in the Hospitality, Food Processing and Allied Service Industries accepted as Members of the Association.

13.2. Whilst in the receipt of joint government funding, one (1) ex officio (non voting) representative from the Western Australian Department of Training and Employment or its successive body.

13.3. All members of the Board of Management shall hold office for a term of one year and shall be eligible for re-election at the Annual General Meeting.

13.4. The Board of Management shall elect a Chairperson and Deputy Chairperson who shall hold office for a period of one year and shall be eligible for re-election.

13.5. The Manager of the Association will act as Secretary and Treasurer to the Board of Management but will not be a member of the Board of Management.

14. POWERS OF THE BOARD OF MANAGEMENT

The Board of Management may, subject to these Rules -

14.1. Make regulations for the conduct of its own proceedings and the mode of conducting elections and the method of giving notices by candidates and all other incidental matters.

14.2. Formulate the policies of the Association.

14.3. From time to time, appoint specialist ex officio (non voting) expertise to the Board of Management from within Members of the Association and/or other appropriate persons (to a maximum of four (4) people)

- 14.4. Appoint sub-committees consisting of Members of the Association and/or other persons they may recruit, and to appoint a Chairperson of any such sub-committees and to delegate to any such sub-committee so appointed, such of their powers as they think fit and to make such by-laws as they shall think necessary, provided they are not inconsistent with anything contained in these Rules.

15. MEETINGS OF THE BOARD OF MANAGEMENT

- 15.1. The Board of Management shall meet at least quarterly every year.
- 15.2. A financial statement will be tabled at all Board of Management meetings.
- 15.3. A quorum at all Board of Management meetings shall be four voting representatives thereof.
- 15.4. At all Board of Management meetings the Chairperson shall preside or, in his absence, the Deputy Chairperson, in the absence of the Chairperson and Deputy Chairperson, the Board of Management shall elect one of those present to act as Chairperson of the meeting.
- 15.5. The Chairperson of the Board of Management shall be entitled to a deliberative as well as a casting vote.
- 15.6. A meeting of the Board of Management shall be called at a time nominated by the Chairperson of the Board of Management or by two members of the Board of Management.

16. CASUAL VACANCIES ON BOARD OF MANAGEMENT

For the purposes of these rules, a casual vacancy in the Membership of the Board of Management occurs if the Member:

- 16.1. Dies;
- 16.2. Ceases to be a Member of the Association;
- 16.3. Sends to the Board of Management his written resignation;
- 16.4. Shall be absent without prior explanation from three consecutive meetings;
or
- 16.5. Is removed from office by resolution of the Board of Management.

When a casual vacancy in the Membership of the Board of Management occurs:-

- 16.6. The Board of Management may appoint a Member to fill that vacancy and that Member shall hold office until the commencement of the next Annual General Meeting.

17. COMMON SEAL

17.1. The Association shall have a Common Seal. The Sealholders shall provide for the safe custody of the Common Seal. The Common Seal shall not be affixed to any instrument deed or document except by the authority of a resolution of the Board of Management and in the presence of any two of the Sealholders which two Sealholders shall sign every instrument deed or document to which the Seal of the Association is so affixed in their presence.

18. SEALHOLDERS

18.1. The Sealholders for the time being shall be the persons authorised to use the Common Seal of the Association by resolution of the Board of Management.

19. NOTICE OF SPECIAL MEETING

19.1. The Board of Management may whenever it thinks fit and shall upon requisition made in writing by at least 20 per cent of Members of the Association convene a Special General Meeting.

20. OBJECT OF SPECIAL MEETING

20.1. Any such requisition shall specify the object or objects for which the Meeting is required and shall be signed by the Members requiring it and shall be deposited with the Chairperson or Deputy Chairperson of the Association. A meeting may be convened for the purpose or purposes specified in the requisition and if convened otherwise than by the Board of Management, then such Meetings shall be convened for such purpose or purposes only.

21. DEFAULT OF REQUEST

21.1. If the Board of Management shall not within twenty eight (28) days of the receipt of such requisition convene a Special General Meeting to be held within sixty (60) days of the receipt of such requisition, the requestors may then convene a Special General Meeting to be held within ninety (90) days after the receipt of such requisition.

22. NOTICE OF GENERAL MEETINGS

22.1. Seven (7) days Notice in writing specifying the place, day and hour of every General Meeting shall be given to every member, but with the consent in writing of two-thirds of the Members of the Board of Management, a Special General Meeting may be convened at shorter notice.

23. OMISSION OF NOTICE

23.1. The accidental or unavoidable omission to give Notice to any of the Members shall not invalidate any resolution passed or election held at any Meeting.

24. ANNUAL GENERAL MEETING

24.1. The Annual General Meeting of the Association shall be held not later than the month of September in each year at such time and as determined by the Board of Management.

24.2. The business to be transacted at the Annual General Meeting shall include:

24.2.1. Reading, confirmation and adoption of the previous minutes

24.2.2. Business Arising

24.2.3. Annual Report by Chairperson

24.2.4. Financial Report for the past year

24.2.5. Nomination for Returning Officer to conduct election

24.2.6. Election of Board of Management

24.2.7. Election of Chairperson and Deputy Chairperson

24.2.8. Election of Auditors

24.2.9. Review and determine membership joining fee and annual subscription

24.2.10. General Business

25. ADJOURNMENT OF GENERAL MEETINGS

25.1. If a quorum be not present within half an hour after the time appointed for a Meeting, then the Meeting shall stand adjourned until such time as the Members present shall decide and at such adjourned meeting, the members present whatever may be their number, shall have power to decide any questions that could have been disposed of by a proper quorum at the original meeting.

26. POWER TO ADJOURN

26.1. Every General Meeting shall have power to adjourn to a future date.

27. DISPUTES

- 27.1. In cases of any dispute, doubt or difficulty existing or arising out of matters or procedure or order, the decision of the Chairperson in this regard shall be final.
- 27.2. In cases of any dispute between members or between members and the Association, the decision of the Chairperson shall be final.

28. VOTING RIGHTS OF MEMBERS

- 28.1. Every Member shall have one vote except as otherwise provided in these Rules. Votes may be given personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the Appointer or if the Appointer is a Body Corporate under the hand of any Director or Secretary for the time being of such Corporate Body.

29. BY-LAWS

- 29.1. The Board of Management shall have power to make By-Laws not repugnant to these Rules and to alter, suspend or rescind such By-Laws as occasion may require PROVIDED ALWAYS that no By-Laws or alterations, suspension or rescission of any By-Laws made by the Board of Management, pursuant to this Rule shall have any force or effect after the date of the next General Meeting of the Association held following the making of alterations, suspension or rescission shall have been confirmed by the Members of the Board of Management.

30. CONTROL OF FUNDS

- 30.1. The Board shall cause to be kept proper account in which shall be kept full true and complete accounts of the affairs and transactions of the Association.
- 30.2. These shall be the responsibility of the Secretary/Treasurer.
- 30.3. The accounts of the Association shall be closed annually at the last day of June each year. A Statement of Income and Expenditure, Balance Sheet and supporting documents for the period shall be prepared and submitted to the Auditor together with the books and vouchers relating thereto for examination and such Statement together with the Auditor's report shall be submitted to the Members at the Annual General Meeting.
- 30.4. No member or former member of the Board of Management is eligible to be auditor.
- 30.5. All monies received by or on behalf of the Association as and when received shall be paid into or deposited into a bank account in the name of the Hospitality Group Training (WA) Incorporated Association of Western

Australia. The bank and the account number or numbers shall be notified to the authorised members of the Board of Management.

- 30.6. All payments on such account shall be made in the name of the Hospitality Group Training (WA) Incorporated Association of Western Australia and shall be ~~signed~~ approved by any two of the authorised signatories determined by the Board of Management.
- 30.7. All monies forming parts of the funds of the Association and requiring investments may be invested by the Board of Management in the name of the Association.

31. CUSTODY OF RECORDS

- 31.1. These shall be kept in a secure location either at the Association or at premises to be determined by the Board of Management.

32. MINUTES OF MEETING

- 32.1. The Board of Management shall cause to be kept minutes of the proceedings of all General Meetings of Members. The minutes of any meeting shall after having been passed by the succeeding meeting be signed by the Chairperson of the meeting and shall be evidence of the business transacted at such meeting.
- 32.2. These minutes shall be the responsibility of the Manager of the Association who will act as Secretary to the Board of Management.

33. NOTICES

- 33.1. Notice of any meeting may be sent by letter addressed to any Member at his last known place of abode or business as recorded in the Register of Members and the same be deemed to have been received by the addressee at the time when in the ordinary course of post the same would have been delivered. Non-receipt by any Members of Notice shall not invalidate the proceedings at any meeting. Notices of meetings must include all papers relating to the agenda of the meeting.

34. INDEMNITY OF OFFICERS

- 34.1. No Officer or Member of the Association shall be liable for the acts, receipts, neglects or defaults of any other member or officer, or for loss or expense happening to the Association through the insufficiency or deficiency of any title to any property acquired by or on behalf of the Association for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any persons with whom any monies, security or effects shall be deposited or for any loss or error of judgement, omission, default or oversight on his part or for any loss, damage or misfortune whatsoever which may happen in relation to the execution of the duties of his office or

in relation thereto unless the same happens through his own wilful act or neglect.

- 34.2. No Member or Officer of the Association shall be under any personal liability beyond the asset of the Association at the time for any debts or claims of any kind against the Association in the event of the winding up or dissolution of the Association or in any other event.

35. COUNSEL AND SOLICITORS

- 35.1. Legal advice and assistance may be obtained by the Board of Management on any matters relating to the business of the Association.

36. RULES OF THE ASSOCIATION

- 36.1. The Constitution of the Association (subject to the provisions of the Act as modified by any Statute for the time being in force) may be altered, rescinded or repealed and new rules may be made from time to time by resolution passed with the consent of 75% of Members (calculated in number of votes) present personally or by proxy voting at any General Meeting of which fourteen (14) day's notice shall be given specifying the proposed alteration, rescission, repeal and/or new rules.
- 36.2. All Members of the Association shall be bound by the Rules and By-Laws of the Association for the time being.

37. DISTRIBUTION OF SURPLUS OF PROPERTY ON WINDING UP OF THE ASSOCIATION

- 37.1. The Association may be wound up by a resolution to be passed by at least a seventy-five percent majority (calculated in number of votes) of Members personally or by proxy at a meeting summoned for such purpose of which fourteen (14) days notice in writing shall be given to all Members of the Association.
- 37.2. If on winding up the Association there remains after the satisfaction of all debts and liabilities any property whatsoever the same must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

38. INSPECTION OF RECORDS

- 38.1. The books, documents, records and securities of the Association shall be made available by the Treasurer or his nominee for any Member to inspect without charge at the premises of the Association between the normal business hours Monday to Friday excluding public holidays, on the provision of a written request, which provides five (5) working day's notice of such inspection.