



moving forward

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Human Services Training Advisory Council Incorporated

CONSTITUTION

March 2007

**THIS IS THE ANNEXURE MARKED 'A' REFERRED TO IN THE STATUTORY
DECLARATION OF**

Barbara Pitman (Public Officer)

MADE ON THE 27th DAY OF March 2007

BEFORE ME _____

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CONSTITUTION

1. NAME

The name of the Association shall be the Human Services Training Advisory Council Incorporated (hereinafter called “The Association” or “Council”).

2. INTERPRETATION

In these rules, unless inconsistent with the context of subject thereof:

- 2.1 The “Act” means the Associations Act of the Northern Territory and includes any such Act that may replace or amend such legislation.
- 2.2 A “conflict of interest” means where a member of the Council has or acquires an interested in any contract or arrangement made or proposed to be made with the Association. Further interpretation should be in accordance with the intent of Sections 20 and 21, Division 4 of The Local Government Act as in force on the date on which these rules are adopted by the Association
- 2.3 The “Council” means the Human Services Training Advisory Council Incorporated.
- 2.4 “Human Services” or “Industry” means the Community Services and Health industries, Correctional Services industry and the Local Government industry (and includes the range of sectors/sub-sectors within these areas) comprising:
 - 2.4.1 All Community Services industry employees;
 - 2.4.2 All Correctional Services industry employees;
 - 2.4.3 All Health industry employees; and
 - 2.4.4 All Local Government industry employees.
- 2.5 “Ordinary Council membership” means membership with both speaking and voting rights.
- 2.6 “Special resolution” means a resolution notice of which is given under Clause 19 and passed in accordance with Section 37 of the Act.
- 2.7 Where an organisation is named it means that organisation or any successor body.
- 2.8 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation Act and that Act as in force on the date on which these rules are adopted by the Council.

3. OBJECTS OF THE ASSOCIATION

The objects of the Association are:

- 3.1 To advise on education and training in the Human Services Industry in the Northern Territory;
- 3.2 To collect and distribute data on training and assessment needs and training and assessment resources;
- 3.3 To institute, conduct or assist in surveys to identify the industries’ current and future training and labour market planning needs;

- 3.4 To facilitate and coordinate the implementation and delivery of Training Package qualifications and training programs through Registered Training Organisations;
- 3.5 To support the education and training needs being met by a relevant, coherent, accessible training system for the Human Services Industry in the Northern Territory;
- 3.6 To liaise with relevant Registered Training Organisations;
- 3.7 To participate in the development and implementation of policies, plans and future training and labour market planning needs;
- 3.8 To participate in the promotion and coordination of the improvement of the education, knowledge and skills of all persons engaged in the Human Services Industry;
- 3.9 To undertake, cooperate in or contribute to the development, production or marketing of training and assessment materials;
- 3.10 To promote, within the Human Services Industry, the need for labour market planning and the development of the industry's human resources;
- 3.11 To undertake such other activities as will support the requirements of Resource Agreements with NT Department of Employment, Education and Training (DEET), or agreements with other funding bodies.

4. ACTIVITIES

In addition to the Objects of the Association above, the objects and purposes of the Association shall be deemed to include:

- 4.1 The purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
- 4.2 The accepting of any gifts, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
- 4.3 The taking of such steps from time to time as the Council in general meeting may deem expedient for the purposes of procuring contributions to the funds of the Association, whether by way of donation, subscriptions, or otherwise;
- 4.4 The printing and publishing of such periodicals, books, leaflets, or other documents as the Council in general meeting may think desirable for the promotion of the objects and purposes of the Association;
- 4.5 Subject to the provisions of the Trustee Act, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such a manner as the Council may from time to time determine;
- 4.6 The doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

5. MEMBERSHIP

- 5.1 Ordinary Council membership shall be drawn from eligible representatives of the following Human Services Industry related bodies and is to include Regional and Community Organisation representation:
- 5.1.1 Any member of an association or industry sector active within the Human Services Industry in the Northern Territory;
 - 5.1.2 Any registered Union or Association representing employees in the Human Services Industry in the Northern Territory;
 - 5.1.3 Any Government department or agency relevant to the Human Services Industry in the Northern Territory;
 - 5.1.4 Registered Training Organisations relevant to the Human Services Industry in the Northern Territory; and
 - 5.1.5 Such other organisations, relevant to the Human Services Industry in the Northern Territory, as may be determined from time to time.
- 5.2 Composition of the Council
- 5.2.1 Membership of the council is to include the following representation:
- 5.2.1.1 Seven from the Community Services industry;
 - 5.2.1.2 One from the Correctional Services industry;
 - 5.2.1.3 Seven from the Health industry;
 - 5.2.1.4 Seven from the Local Government industry; and
 - 5.2.1.5 Up to three other representatives.
- 5.2.2 The membership outlined in 5.2.1 above is to be comprised of:
- 5.2.2.1 Seven employer representatives including Government, where Government is a service provider, drawn from 5.1.1 above;
 - 5.2.2.2 Three employee representatives drawn from 5.1.2 above;
 - 5.2.2.3 Three Government representatives, from Departments or Agencies with a responsibility for policy and funding, drawn from 5.1.3 above;
 - 5.2.2.4 Three Indigenous representatives drawn from 5.1 above;
 - 5.2.2.5 Two Peak Body representatives drawn from 5.1.4 above;
 - 5.2.2.6 At least four and up to seven other representatives drawn from 5.1.4 above; and
 - 5.2.2.7 Up to four Registered Training Organisations relevant to the Human Services Industry in the Northern Territory.

- 5.3 Nomination process:
- 5.3.1 Government, Peak Body and Union representatives will be nominated by their respective Chief Executive Officer or Northern Territory Manager. Such nominees are to submit an application two weeks prior to the Council's Annual General Meeting, attaching a letter of support from their Chief Executive Officer or Northern Territory Manager.
 - 5.3.2 All other representatives will be nominated in writing two weeks prior to the Council's Annual General Meeting, as follows:
 - 5.3.3 Completed nomination is to be delivered to the Council's CEO for safe-keeping until the Executive Committee meeting held prior to the Annual General Meeting where all nominations will be considered, endorsed and recommended to Council.
 - 5.3.4 The Executive Committee Meeting, referred to in 5.3.3 above, will consider all nominations received and, keeping in mind the requirements of Clause 5.3 above and Clauses 5.5 and 5.6 below, prepare a membership recommendation for presentation at the Annual General Meeting; and
 - 5.3.5 The declaration of all representatives will occur at the Annual General Meeting.
- 5.4 Where insufficient nominations are received at the Annual General Meeting to fill all positions, the Executive Committee may appoint, from the sector in which the unfilled position occurs, a member to that vacancy on the Council, provided that, at the next Council meeting the voting members present shall be asked by resolution to confirm or remove such appointed member;
- 5.5 The Council is to consist of not more than twenty-nine (29) voting members;
- 5.6 The Executive Committee is responsible for recommending the broadest possible representation across sectors to the Annual General Meeting, including ensuring that regions, Aboriginal and Torres Strait Islander organisations and Community organisations are represented on the Council.

6. **CHAIRPERSON**

The Chairperson of the Council shall be elected at the Annual General Meeting from amongst the ordinary members of the Council, but will not be from the same sector as the Deputy Chairperson or previous Chairperson. The appointment shall be for a term of one year and the Chairperson shall not be eligible for re-appointment after four consecutive terms, until there has been a break of at least one term.

7. **DEPUTY CHAIRPERSON**

The Deputy Chairperson of the Council:

- 7.1 Shall be elected at the Annual General Meeting from amongst the ordinary members of the Council, but will not be from the same sector

as the Chairperson or previous Deputy Chairperson. The appointment shall be for a term of one year and the Deputy Chairperson shall not be eligible for re-appointment after four consecutive terms, until there has been a break of at least one term; and

7.2 Shall act for the Chairperson when the Chairperson is not available.

8. EXECUTIVE COMMITTEE

Role and Powers:

8.1 The business of the Association must be managed by or under the direction of an Executive Committee

8.2 The Committee may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.

8.3 The Committee may appoint and remove staff.

8.4 The Committee may establish one or more sub-committees consisting of the members of the Council the Committee considers appropriate.

8.5 The Executive Committee shall consist of nine (9) Council members (including at least one Indigenous person and two regional representatives) being:

8.5.1 Three employer representatives;

8.5.2 Three employee representatives;

8.5.3 One Government representative;

8.5.4 One Indigenous organisation representative; and

8.5.5 One Peak Body representative.

8.5.6 The above membership shall include the Chairperson and the Deputy Chairperson

8.6 Nomination process:

8.6.1 Government, Peak Body and Union representatives will be nominated by their respective Chief Executive Officer or Northern Territory Manager. Such nominees are to submit an application two weeks prior to the Council's Annual General Meeting, attaching a letter of support from their Chief Executive Officer or Northern Territory Manager.

8.6.2 All other representatives will be nominated in writing two weeks prior to the Council's Annual General Meeting, as follows:

8.6.3 Completed nomination is to be delivered to the Council's CEO for safe-keeping until the Executive Committee meeting held prior to the Annual General Meeting where all nominations will be considered, endorsed and recommended to Council.

8.6.4 The Executive Committee Meeting, referred to in 5.3.3, will consider all nominations received and, keeping in mind the requirements of Clause 8.5 above, prepare a membership recommendation for presentation at the Annual General

Meeting; and

- 8.6.5 The declaration of all representatives will occur at the Annual General Meeting.
- 8.7 Where insufficient nominations are received at the Annual General Meeting to fill all positions, the Executive Committee may appoint, from the sector in which the unfilled position occurs, a member to that vacancy on the Committee, provided that, at the next Council meeting the voting members present shall be asked by resolution to confirm or remove such appointed member;
- 8.8 The Chairperson or, when absent, the Deputy Chairperson shall chair all meetings of the Executive Committee;
- 8.9 Appointment of the Executive Committee shall be for two years.
- 8.10 In the event of a member of the Executive Committee being removed from office, or if a member resigns, the vacancy shall be filled for the duration of the term by a Council member from the same general constituency that the vacancy arose from in accordance with clause 8.5 above;
- 8.11 A quorum of the Executive Committee shall be five (5);
- 8.12 Forty-eight hours notice shall be given of each meeting of the Executive Committee and such notice can be conveyed either orally or in writing; and
- 8.13 The Executive Committee shall meet often enough for it to be fully accountable to the Council, and provide readily accessible guidance to the Council. Provided that, in any case, there shall not be a greater interval than two months between meetings and there shall be a minimum of six meetings per year.
- 8.14 Delegation
- 8.14.1 The Committee may delegate to a subcommittee or staff any of its powers and functions other than this power of delegation or a duty imposed on the Committee by the Act or any other law.
- 8.14.2 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- 8.14.3 The committee may, in writing, revoke wholly or in part the delegation.

9. OTHER COMMITTEES

- 9.1 The Council may form such sub-committees or working parties as required in order to represent the interests of the Council and achieve its objectives;
- 9.2 Membership of such sub-committees shall not be limited to members of the Council;
- 9.3 Sub-committees shall report to the Council or Executive Committee and shall operate in accordance with such procedures as shall be

endorsed from time to time; and

- 9.4 Sub-committees shall not commit the Council financially, or in litigation, or in any other legally enforceable manner.

10. MEETINGS

Meetings of the Council shall observe the following guidelines:

- 10.1 The Council shall meet at least once every quarter for the dispatch of business unless resolved to the contrary by at least a two-thirds majority of members present and voting;
- 10.2 A quorum of the Council shall be fifty percent plus one;
- 10.3 If a quorum is not present within thirty (30) minutes of the time for which the meeting was called, the meeting may conduct agreed upon business. Any decisions will be subject to ratification at the next subsequent meeting where a quorum exists;
- 10.4 Except as otherwise provided in this Constitution, the place, the day and the hour of meetings shall be determined by the previous meeting and at least twenty-one (21) days written notice of either Annual General Meeting, General Meeting or Special Meeting shall be given. With the notice, members shall be notified of the general nature of the business;
- 10.5 There shall be an Annual General Meeting held no later than 31 March each year at which the Council will:
- 10.5.1 Consider membership recommendations from the Executive Committee meeting held as per Clause 5.4.3 above, and declare representative accordingly;
 - 10.5.2 Elect a Chairperson and Deputy Chairperson;
 - 10.5.3 Elect, as appropriate, members of the Executive Committee in accordance with Clause 9.1;
 - 10.5.4 Receive a report on the activities of the Council for the year then ended 31 December;
 - 10.5.5 Receive an audited Annual Financial Report for the year then ended 31 December; and
 - 10.5.6 Appoint an Auditor.
- 10.6 Special meetings of the Council may be called at the discretion of the Chairperson. In the Chairperson's absence, a special meeting of the Council may be called at the discretion of the Deputy Chairperson and two other Council members.

11. DECISION MAKING

- 11.1 The Council and Executive Committee will conduct meetings in accordance with such procedures as shall be endorsed by the Council from time to time;
- 11.2 The Council and Executive Committee will, where possible, make decisions on the basis of consensus;
- 11.3 The Chairperson shall cause questions and proposals to be put to the

Council and the Executive Committee. In the absence of dissent, the proposal will be deemed passed;

- 11.4 Abstention shall not be deemed to block consensus;
- 11.5 In the event that consensus cannot be reached, all members of the Council will vote. Each member shall have one vote and a simple majority shall constitute a decision;
- 11.6 In the event of a tied vote, the Chairperson will have the casting vote;
- 11.7 Voting shall be by a show of hands except that any meeting may, by a show of hands, require any vote to be taken by secret ballot; and
- 11.8 Any person with special interest or knowledge relevant to the Council may be invited to attend any meeting and to speak at the discretion of the Chairperson, but such person may not vote.

12. CONFLICT OF INTEREST

- 12.1 A member of the Council who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose their interest at the first meeting of the Council at which the contract or arrangement is first taken into consideration, if the member's interest then exists, or, in any other case, at the first meeting of the Council after the acquisition of their interest;
- 12.2 If a member of the Council becomes interested in a contract or arrangement after it is made or entered into the member shall disclose their interest at the first meeting of the Council after the member becomes so interested; and
- 12.3 No member of the Council shall vote as a member of the Council in respect of any contract or arrangement in which the member is interested and if they do so vote, the vote shall not be counted.

13. GRIEVANCE AND DISPUTES

- 13.1 This clause applies to disputes between:
 - 13.1.1 a member and another member, or
 - 13.1.2 a member and the Council
- 13.2 Within fourteen (14) days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute and, if possible, resolve the dispute.
- 13.3 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 after the meeting, hold another meeting in the presence of a mediator.
- 13.4 The mediator must be:
 - 13.4.1 a person chosen by agreement between the parties; or
 - 13.4.2 in the absence of agreement:
 - (i) for a dispute between a member and another member – a person appointed by the Council; or
 - (ii) for a dispute between a member and the Council – a

person who is a mediator appointed or employed by the department administering the Act.

- 13.5 A member of the Council can be a mediator.
- 13.6 The mediator cannot be a party to the dispute.
- 13.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 13.8 The mediator, in conducting the mediation, must:
 - 13.8.1 give the parties to the mediation process every opportunity to be heard;
 - 13.8.2 allow due consideration by all parties of any written statement submitted by any party; and
 - 13.8.3 ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- 13.9 The mediator must not determine the dispute.
- 13.10 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 the law.

14. CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall be a paid employee of the Council and:

- 14.1 Shall attend all meetings of the Council, the Executive Committee, Sub-Committees, and any other Committee that may be formed, and at all meetings shall have the right to speak but not to vote;
- 14.2 Shall be the Public Officer of the Council and shall conduct and manage the affairs of the Council. The Chief Executive Officer shall consult on matters of policy with the Chairperson or, in the Chairperson's absence, with the Deputy Chairperson as to the course that should be pursued in any matter providing the consensus of the majority of the Executive Committee is ascertained and duly recorded;
- 14.3 Shall act as Secretary and Treasurer to the Council;
- 14.4 Shall appoint a staff member to act as the minute secretary at all meetings and record:
 - 14.4.1 All appointments of members;
 - 14.4.2 The names of all those present at meetings;
 - 14.4.3 All proceedings and resolutions of all meetings; and
 - 14.4.4 All such records kept by the Chief Executive Officer if and when signed by the Chairperson at the next succeeding meeting of the Council, shall be receivable as prima facie evidence of the matters stated therein.
- 14.5 Shall prepare such financial statements, budgets or otherwise as the Executive Committee may direct;
- 14.6 Receive all moneys paid to or received by the Council and issue receipts for those moneys in the name of the Council;
- 14.7 Pay all moneys received in the account of the Council within 5 working

days after receipt;

- 14.8 Make any payments authorised by the Council or by a general meeting of the Council from the Council's funds; and
- 14.9 Ensure cheques are signed by her/him and at least one other Council member, or by any two (2) other Council members authorised by Council;
- 14.10 Ensure the accounting records of the Council are kept in accordance with Section 41 of the Act;
- 14.11 Coordinate the preparation of Council's annual statement of accounts;
- 14.12 If directed to do so by the Chairperson, the Executive Officer must submit to the Council a report, balance sheet or financial statement in accordance with that direction;
- 14.13 The Executive Officer has custody of all securities, books and documents of the financial nature and accounting records of the Council unless members resolve otherwise at a general meeting;
- 14.14 Shall prepare Council planning documents and other planning documents as required by relevant state and national authorities to ensure ongoing funding. Planning documents must be endorsed by the majority of the Council members; and
- 14.15 Shall perform such other duties as determined by the Executive Committee from time to time.

15. FINANCE

- 15.1 The financial year shall be 1 January to 31 December;
- 15.2 A financial statement shall be provided to members at all Council and Executive Committee meetings;
- 15.3 An annual budget shall be prepared for the financial year and shall be approved at a meeting of the Executive Committee prior to 31 January; and
- 15.4 Appropriate cheque accounts will be maintained at a bank or a financial institution nominated by the Council and the signatories of these accounts shall be any member of the Executive Committee and the Chief Executive Officer or Acting Chief Executive Officer in the Chief Executive Officer's absence, any two to sign.

16. AUDITOR

Every Annual General Meeting shall appoint an Auditor for the ensuing financial year. No member of the Council nor the Chief Executive Officer shall be eligible for appointment as Auditor.

17. COMMON SEAL

The Council shall have a Common Seal. The custodian of the seal shall be the Chief Executive Officer or any member of the Council appointed by the Council. For the purpose of affixing the seal, it shall be signed by the

Custodian and counter signed by the Chairperson, or in their absence the Deputy Chairperson.

18. AMENDMENT OF CONSTITUTION

18.1 Subject to the provisions of the Northern Territory Associations Act, as amended or any other relevant Act, these rules may be amended or repealed and new rules may be made by special resolution by the members present at any full Council meeting for which proper notice of the proposed alteration has been given.

19. SPECIAL RESOLUTIONS

19.1 A special resolution may be moved at any general meeting of the Council.

19.2 The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed.

19.3 The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

20. PROXIES

20.1 If any member of the Council or Executive Committee is unable to attend any meeting, Annual General Meeting or Special Meeting, the member may, by writing under their hand, appoint another person from the Council as proxy at such meeting and such proxy may at that meeting exercise the vote of the member they may represent;

20.2 Notification of proxy must be received in writing by the Chief Executive Officer or a Council member and tabled at the nominated meeting from which the Council member will be absent; and

20.3 The appointment of a Proxy does not absolve a member from the personal attendance requirements inferred in Clauses 5.9 and 5.10.

21. ALTERNATE

21.1 If any member of the Council or Executive Committee seeks leave of absence from the Council, the member may, by writing under their hand, appoint another person from the same sector area as alternate at such meeting and such alternate may at that meeting exercise the vote of the member they are representing. Briefing the alternate is the responsibility of the Council member seeking an alternate;

21.2 Notification of alternate must be received in writing by the Chief Executive Officer at least two days prior to the first meeting from which the Council member will be absent; and

21.3 The notification of an Alternate does not absolve a member from the personal attendance requirements inferred in Clauses 5.9 and 5.10.

22. INDEMNITY

All members of the Council shall be indemnified by the Council against all losses

and expenses incurred by them in any action at law arising out of the bona fide discharge of their respective duties and responsibilities.

23. DISSOLUTION

- 23.1 The Council may be dissolved by a resolution passed by a majority of not less than three-fourths of members present in person or by proxy at a Special General Meeting called for that purpose. Any funds remaining after all debts and liabilities have been satisfied and all property has been disposed of shall not be paid to members but shall be donated to a body or bodies having the same or similar objectives or to an education organisation as pre determined by the Council; and
- 23.2 Twenty one (21) days written notice shall be given to all members of the Council of any proposal for dissolution of the Council.

24. NOT FOR PROFIT ORGANISATION

- 24.1 The Council must always remain a not for profit organisation without distribution to any member or shareholder of any profit or surplus.
- 24.2 Nothing in this Constitution shall prevent the payment in good faith to a member of the Council of:
 - 24.2.1 Remuneration in return for goods supplied to the Council by the member in the ordinary course of business or for services actually rendered to the Council by the member if the member has been engaged by the Council to perform such services; and
 - 24.2.2 A reasonable and proper sum by way of rent for premises let to the Council by the member.