

CONSTITUTION
OF
COMMUNITY AGENCY
FOR
DEVELOPMENT EMPLOYMENT
AND
TRAINING INC.

CONSTITUTION

FOR INCORPORATION PURPOSES

LAST AMENDED:

7 March 2007

1. The name of the incorporated association shall be COMMUNITY AGENCY FOR DEVELOPMENT, EMPLOYMENT & TRAINING Inc. (in these Rules called "the Association")

OBJECTS

2. The objects for which the Association is established are:
 - (1) To provide a range of services and employment opportunities aimed at relieving unemployment and related social problems in a charitable and benevolent manner.
 - (2) To encourage the community to assist local unemployed people, particularly those unemployed for 12 months or more, and other disadvantaged people generally to develop their capacity for obtaining and retaining employment or to proceed to further education or training through the provision of skills training, employment-related assistance (including personal support and referral) and enterprise activities.
 - (3) To assess, undertake and engage in either solely or in conjunction with another body, group or entity, Enterprise activities, projects and Training Programs which:
 - (a) offer unemployed people the opportunity to be more able to support themselves, improve their employability and support themselves whilst developing closer links with the community; and
 - (b) will directly or by indirect financial support, better enable the Association to meet its objects by providing additional financial, training and other resources to the Association.
 - (4) To seek and undertake the involvement and placement of unemployed people in the activities training programs and projects of the Association.
 - (5) To seek the involvement of appropriate people and organisations in the Association and its projects and activities.
 - (6) To achieve funding from Government grants and Enterprise activities approved by the Management Committee.

POWERS

3. The powers of the Association are:
- (i) To subscribe to, become a member of and co-operate with any other association, club or organisation, person or body, whether incorporated or not,
 - (a) whose objects are all together or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 28 (14); or
 - (b) where the benefit accruing to the Association from such subscription, membership and/or co-operation is in furtherance of the Associations objects;
 - (ii) To take on lease any lands, buildings or property which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in the case Association shall take or hold any property which may be subject to any trust the Association shall only deal with the same in such manner as is allowed by law having regard for such trusts;
 - (iii) To purchase any equipment or property of any kind which may be requisite for the purpose of or capable of being conveniently used in communion with any of the objects of the Association;
 - (iv) To enter into any arrangements, ventures, schemes or structures that are supplemental or conducive to the attainment of the objects and the exercise of the powers of the Association with any Government, Governmental authority, semi-Government body or other external entity or body: to obtain from any such Government, authority, or external body rights, privileges and concessions which the Association may think it desirable to obtain: and to carry out, exercise and comply with any such arrangements, rights, privileges, ventures, schemes, structures and concessions;
 - (v) To appoint, employ, remove or suspend such managers, clerks, secretaries, workpersons and other persons as may be necessary or convenient for the purposes of the Association.
 - (vi) To remunerate any person or body corporate for services rendered in the furtherance of its objectives;
 - (vii) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to,

subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;

- (viii) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (ix) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the provisos in sub-rule (3);
- (x) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (xi) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects
- (xii) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 28 (14);
- (xiii) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated association with which the Association is authorised to amalgamate.
- (xiv) In furtherance of the objects of the Association to transfer all or part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- (xv) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

PROVIDED THAT in the attainment of the Objects under Clause 2 and the exercise of the Powers under Clause 3 and functions here or elsewhere specified in this constitution, the members and Management Committee shall have regard to relevant policies and guidelines.

CLASSES OF MEMBERS

- 4. (i) The membership of the Association shall consist of ordinary members.
- (ii) The number of ordinary members shall be unlimited.

MEMBERSHIP

5. (i) Membership is open to appropriate people as outlines in clause 2 (v). Every applicant-for membership of the Association shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.
6. (i) There shall be no fee for membership of the Association.
- (ii) The members shall have no liability to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association.

ADMISSION AND REJECTION OF MEMBERS

7. (i) At the next appropriate meeting of the Management Committee after the receipt of any application for membership, such application shall be considered by the Management Committee, who shall thereupon determine the admission or rejection of the applicant.
- (ii) Any applicant who received a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member.
- (iii) Upon the acceptance or rejection of an application for membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

TERMINATION OF MEMBERSHIP

8. (i) A member may resign from the Association at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (ii) If a member -
 - (a) is convicted of an indictable offence: or
 - (b) fails to comply with any of the provisions of these Rules: or
 - (c) conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association the Management Committee shall consider whether his/her membership shall be terminated.
- (iii) The member concerned shall be given a full and fair opportunity of presenting his/her case and if the Management Committee resolves to terminate his/her membership it shall instruct the secretary to advise the member in writing accordingly.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

9. (i) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of his/her intention to appeal against the decision of the Management Committee.
- (ii) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within three months of the date of receipt by him/her of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his/her case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.

REGISTER OF MEMBERS

10. (i) The Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the date of their admission.
- (ii) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatement's of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- (iii) The Register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

MEMBERSHIP OF MANAGEMENT COMMITTEE

11. (i) The Management Committee of the Association shall consist of a President, Vice-President, Secretary, Treasurer, all of whom shall be members of the Association, and up to 5 other members as the members of the Association at any general meeting may from time to time elect or appoint, provided that the Management Committee shall represent a cross section of the membership as referred to in Clause 2 (5) hereof.
- (ii) At the annual general meeting of the Association all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for reselection.

- (iii) The election of officers and other members of the Management Committee shall take place in the following manner:
 - (a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
 - (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the secretary at least fourteen days before the annual general meeting at which the election is to take place;
 - (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the annual general meeting;
 - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - (e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
12. Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary, unless a later date is specified in the notice, when it shall take effect on that later date, or such member may be removed from office at a general meeting of the Association, where that person shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a general meeting.

VACANCIES ON MANAGEMENT COMMITTEE

13. (i) The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.
- (ii) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the numbers of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

FUNCTIONS OF THE MANAGEMENT COMMITTEE

14. (i) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Management Committee -
- (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- ii) Subject to Clause 3 the Management Committee may exercise all the powers of the Association
- (a) to obtain a grant, borrow or raise, or secure the payment of money, in such manner as the members of the Association may think fit, and secure the same or the payment or performance of any debt, liability, contract, guarantee, or other engagement incurred or to be entered into by the Association in the furtherance of its objects.
 - (b) to invest any of its funds not immediately required.
- (iii) The Management Committee shall ensure that the administrative functions of the organisation are performed efficiently and effectively.

MEETINGS OF MANAGEMENT COMMITTEE

- 15.
- (i) The Management Committee shall meet at least once every two calendar months to exercise its functions
 - (ii) A special meeting of the Management Committee may be convened by the President or a quorum of committee members when necessary
 - (iii) At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
 - (iv) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and in the case of equality of votes, the question shall be deemed to be decided in the negative.
 - (v) No member of the Management Committee shall discuss, or vote on any matter that could be regarded as a conflict of interest situation.

- (vi) The President shall preside as Chairman at every meeting of the Management Committee, or if there is no president, or if at any meeting he/she is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting, then the members may choose one of their number to be Chairman of the meeting.
- (vii) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee shall determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

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- (i) The Management Committee may delegate any of its powers to a sub-committee meeting consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of its powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- (ii) Unless a Chairman is appointed by the Management Committee a sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- (iii) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of any equality of votes, the question shall be deemed to be decided in the negative.

- 17. All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
- 18. A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

ANNUAL GENERAL OR GENERAL MEETING

19. (i) The annual general meeting shall be held within six months of the close of the financial year.
- (ii) The business to be transacted at every annual general meeting shall be -
- (a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
 - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - (c) the election of members of the Management Committee, and
 - (d) the appointment of an auditor.
20. The secretary shall convene a special general meeting -
- (a) when directed to do so by the Management Committee; or
 - (b) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
 - (c) on being given a notice in writing of the intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.
21. (i) At any general meeting the number of members required to constitute a quorum shall be a simple majority.
- (ii) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.
- (iii) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and

place or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

- (iv) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting 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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 22. (i) The secretary shall convene all general meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association.
- (ii) The manner by which such notice shall be given shall be determined by the Management Committee, provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

23. Unless otherwise provided by the Rules, at every general meeting:

- (i) The President shall preside as Chairman, or if there is no President, or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting;
- (ii) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
- (iii) Every question, matter of resolution shall be decided by a majority of votes of the members present;
- (iv) Every member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote;
- (v) Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the

Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;

- (vi) A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
- (vii) The instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy shall be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- (viii) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit;

ASSOCIATION

I, _____ of _____

being a member of the above named Association, hereby appoint

of _____ or failing him/her,

of _____

as my proxy to vote for me on my behalf at the (annual) general meeting of the

Association to be held on the _____ day of _____ 20 .

and at any adjournment thereof.

Signed this _____ day of _____ 20 .

Signature

This form is to be used *in favour of/against* the resolution.

* Strike out whichever is not desired. (Unless otherwise instructed), the proxy may vote as he thinks fit);

- (ix) the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (x) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of the meeting or the Chairman of the succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

BY LAWS

24. The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-laws may be set aside by a general meeting of members.

ALTERATION OF RULES

25. (1) Subject to the provisions of the *Association Incorporation Act 1981*, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.
- (2) However an amendment, rescission or addition is valid only if it is registered by the chief executive.

COMMON SEAL

26. The Management Committee shall provide for a Common Seal and for its safe custody. The common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed be countersigned by the secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for that purpose.

FUNDS AND ACCOUNTS

27. (i) The funds of the Association shall primarily be derived from Government grants and Enterprise Activities, donations and other sources approved by the Management Committee.
- (ii) The Association shall employ staff and provide them with support, guidance and supervision to help ensure that the objects of the Association are carried out. Staff cannot be members of the organisation.
- (iii) Committee Members are eligible for director's fees, and for reimbursement of out of pocket expenses.
- (iv) The funds of the Association shall be banked in the name of the Association in such bank as the Management Committee may from time to time direct.
- (v) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (vi) All moneys shall be banked as soon as practicable after receipt thereof.
- (vii) All amounts for \$100 dollars or over shall be paid by cheque signed by any two of the President, Vice President, Secretary, Treasurer or General Manager, except for accounts exempted by resolution.
- (viii) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recouplement's which may be open.
- (ix) The Management Committee shall determine that amount of petty cash which shall be kept on the impress system.
- (x) All expenditure shall be approved or ratified at a Management Committee meeting.
- (xi) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of
- (a) the income and expenditure for the financial year just ended: and
 - (b) The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of the year.

- (xii) All such statements shall be examined by the auditor who shall present his report upon such audit to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- (xiv) The income and property of the Association whensoever derived, shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him/her to the Association or otherwise owing by the Association to him/her or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

DOCUMENTS

- 29. The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

FINANCIAL YEAR

- 30. The financial year of the Association shall close on 30th June in each year.

DISTRIBUTION OF SURPLUS ASSETS

- 31. If the Association shall be wound up in accordance with the provisions of the Association's Incorporation Act 1981. and there remains, after satisfaction of all its debts and liabilities, any Property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be give or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 28(14), such institution or institutions to be determined by the member of the Association and being a fund institution or organisation approved by the Deputy Commissioner of Taxation for the purpose of Section 78(1) of the Income Tax Assessment Act.