

Workpower

CONSTITUTION

WORKPOWER (INCORPORATED) CONSTITUTION

NAME

1. The name of the Association is Workpower Incorporated. The Association is incorporated under the Associations Incorporation Act, 1987.

INTERPRETATION

2. In this Constitution and Rules, unless the contrary intention appears:
 - 2.1 "Act" means the Associations Incorporation Act 2015.
 - 2.2 "Association" means Workpower Incorporated.
 - 2.3 "Law" means the Act or any other legislative requirements of the Commonwealth of Australia or the State of Western Australia pertaining to the operations of Workpower Inc.
 - 2.4 "Annual Meeting" means the meeting required under rule 7.1 of this Constitution.
 - 2.5 "Board" means the Board of Directors elected pursuant to this Constitution.
 - 2.6 "Disability" means a condition which is attributable to an intellectual, cognitive, neurological, sensory or physical impairment or a combination of those impairments and which results in a need for continuing support services.
 - 2.7 "Financial Year" means the period commencing on the first day of July in each year and ending on the thirtieth day of June in the following year.
 - 2.8 "Member" means any person, firm, association or body corporate as defined by section 4 of this Constitution.
 - 2.9 "Office" means the registered office of the Association, or means the place where the business of the Association is carried on.
 - 2.10 "Ordinary Meeting" means any meeting called by the Board other than the Annual Meeting.
 - 2.11 "Special Meeting" shall mean any meeting convened on the requisition of the members as provided by the Constitution.
 - 2.12 Words importing any one gender shall be deemed and taken to include all genders and the singular to include the plural and vice versa unless the contrary as to the gender or the number is expressly provided.

The Board shall have the sole right of determining the interpretation of the Constitution and any by-laws and their decision shall be binding on all members.

OBJECTS

3. The Association's objectives are:
 - 3.1 To provide and assist in the creation of employment opportunities for people with disabilities.
 - 3.2 To assist in the development of or access to alternatives to work for people with disabilities who choose not to participate in employment.
 - 3.3 To support the integration of people with disabilities into their chosen communities.
 - 3.4 To acknowledge and promote to the wider community the contribution of people with disabilities.
 - 3.5 To provide to people with disabilities, their families and friends, opportunities for mutual support.
 - 3.6 To regularly evaluate the services and facilities available to people with disabilities and, if necessary, advocate on their behalf.
 - 3.7 To engage with government for the purpose of fostering good relations, providing advice and influencing policy and its administration in matters affecting people with disabilities.
 - 3.8 To co-operate with or support any Authority, Association, Agency or like bodies, having objects similar to the Association.

MEMBERSHIP

4. APPLICATION FOR MEMBERSHIP

Any natural person or corporation (incorporated or otherwise) committed to the objects of the Association may be a member of the Association provided:

- 4.1 Application for membership is made on the prescribed application form as set out in Appendix 1 and the determined fee been paid.
- 4.2 The application for membership has been accepted by the Board and such acceptance may be determined by the Board using any criteria as the Board alone may determine.
- 4.3 The name of the member has been entered in the register of members.
- 4.4 The Board shall from time to time determine the amount of the subscription to be paid by each member, and such subscription shall be paid prior to the date of the Annual General Meeting in each year.
- 4.5 The Board may decline any application for membership and is not bound to give reasons why the application was not accepted.
- 4.6 The minimum number of members shall be ten (10).
- 4.7 The Chief Executive Officer will cause to be maintained a register of Members of the Association at the registered office.
- 4.8 The rights of any member will not be transferable.

5. DISCIPLINE OF MEMBERS

- 5.1 The Board may by two-thirds majority vote to expel or by a majority vote, suspend or otherwise discipline any member of the Association for conduct inconsistent with this Constitution or which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Association provided that the member receives fourteen (14) days written notice of any proposal to discipline and reasonable opportunity is given for the member to be heard in relation to the proposal for discipline.
- 5.2 Any member excluded from the Association may at any time apply to the Board to be readmitted as a member.
- 5.3 No person may be a Director of the Association following expulsion or during suspension unless such a person is subsequently readmitted as a member.

6. CESSATION OF MEMBERSHIP

Membership of the Association will terminate upon:

- 6.1.1 The Chief Executive Office receiving from a member a letter of resignation;
 - 6.1.2 A member being expelled or suspended in accordance with Rule 5.1; or
 - 6.1.3 Death or insolvency of a member.
- 6.2 A member whose membership of the Association is terminated will be liable for all monies due by that member to the Association.
- 6.3 A member whose membership is terminated will not make any claim, monetary or otherwise, on the Association, its funds or property except as a creditor thereof.
- 6.4 Any person or corporation who for any reason ceases to be a member shall no longer represent themselves in any manner as being a member.

MEETINGS OF MEMBERS

7. ANNUAL MEETING

- 7.1 Subject to the Law, a general meeting shall be held at least once in every calendar year and within the period of four (4) months after the end of the financial year at such time and place as may be determined by the Directors. The above mentioned general meeting shall be called the 'Annual General Meeting' and all other meetings of the Association shall be called 'general meetings'.
- 7.2 The business of the Annual General Meeting may include any of the following, even if not referred to on the notice of meeting:
- 7.2.1 the consideration of the Annual Financial Report, Directors' Report and Auditor's Report;
 - 7.2.2 the election of Directors;
 - 7.2.3 the appointment of the auditor,
 - 7.2.4 the fixing of the auditor's remuneration

8. CONVENING GENERAL MEETINGS

- 8.1 A meeting of the Association's Members may be requisitioned by half plus one of the directors whenever they think fit.
- 8.2 The Directors must convene a meeting of the Association's members on the request in writing to the Chair of not less than 20% of the membership.

9. NOTICE OF GENERAL MEETINGS

- 9.1 A notice of a meeting of the Association's members shall specify:

- 9.1.1. the place, the day and the time of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - 9.1.2 the general nature of the business to be transacted at the meeting; and
 - 9.1.3 such other information as is required by the Law.
 - 9.2 The Association may hold a meeting of its members at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.
 - 9.3 Subject to the provisions of the Law relating to agreements for shorter notice, at least fourteen (14) days notice must be given of a meeting of the Association's members.
 - 9.4 Notice of every general meeting of the Association's members shall be given to:
 - 9.4.1 every member and to every Director, and
 - 9.4.2 the auditor for the time being of the Association.
 - 9.5 No other person is entitled to receive notices of meetings of the Association's members.
10. CHAIRPERSON OF GENERAL MEETINGS
- 10.1 The Chairperson of the Board shall preside as Chairperson at every General Meeting.
 - 10.2 If there is no Chairperson or the Chairperson is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting, the Deputy Chairperson will be the Chairperson.
 - 10.3 If the Deputy Chairperson is not present or is present but is unwilling to act for all or part of the meeting, the members present shall elect one of their number to be Chairperson of the meeting (or part of it).
11. QUORUM FOR GENERAL MEETINGS
- 11.1 No business shall be transacted at any meeting of the Association's members unless a quorum of members is present at the time when the meeting proceeds to business.
 - 11.2 A quorum of members for a meeting is not less than ten (10) of the registered members of the Association.
 - 11.3 For the purpose of determining whether a quorum is present, a person attending as a proxy, or as representing a body corporate that is a member, shall be deemed to be a member.

12. ADJOURNMENT OF GENERAL MEETINGS

- 12.1 If a quorum is not present within thirty (30) minutes from the time appointed for the meeting:
- 12.1.1. where the meeting was convened upon the request of members – the meeting shall be dissolved; or
 - 12.1.2. in any other case:
 - 12.1.2.1. the meeting stands adjourned to such day, and at such time and place, as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place; and
 - 12.1.2.2. if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, then the meeting shall be dissolved.
- 12.2 If a poll is duly demanded, it shall be taken in such a manner as the Chairperson directs and unless the meeting is adjourned, the result of the poll will be deemed to be the resolution of the meeting at which the poll was demanded.
- 12.3 A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken immediately.
- 12.4 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting of the Association's members at which the show of hands takes place or at which the poll is demanded will have a casting vote in addition to any vote the Chairperson may have in the capacity as a member.
- 12.5 Subject to any rights or restrictions for the time being attached to any member:
- 12.5.1 at meetings of the Association's members each member entitled to vote may vote in person or by proxy or attorney or representative; and
 - 12.5.2 on a show of hands every person present who is a member or a proxy or representative of a member has one vote, and on a poll every person present in person or by proxy or attorney or representative has one vote.
- 12.6 If the membership is held jointly and more than one such joint member votes, only the vote of the member whose name appears first in the register of members counts.
- 12.7 If the membership is held by a firm, association or corporation the firm, association or corporation shall nominate a representative to vote on its behalf and the firm, association or corporation shall have only one vote.
- 12.8 If a member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, his committee or trustee or such other person as properly has the management of his estate may exercise any rights of the member in relation to a meeting of the Association's members as if the committee, trustee or other person were the member.

- 12.9 A member is not entitled to vote at a meeting of the Association's members unless all sums presently payable by him in respect of the Association have been paid.
- 12.10 An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 12.11 Any such objection shall be referred to the Chairperson of the meeting of the Association's members, whose decision is final.
- 12.12 A vote not disallowed pursuant to such an objection is valid for all purposes.

13. PROXIES

- 13.1 A member of the Association who is entitled to attend and cast a vote at a meeting of the Association's members may appoint a person (whether or not a member of the Association) as the member's proxy to attend and vote for the member at the meeting.
- 13.2 An instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or executed in accordance with the Law or under the hand of an officer or attorney duly authorised.
- 13.3 An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in the resolution except as specified in the instrument.
- 13.4 An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 13.5 An instrument appointing a proxy shall be in the form or in a form that is as similar to the form, as the circumstances allow, in Appendix 2 to this constitution.
- 13.6 An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, at the registered office of the Association or at such other place in Australia as is specified for that purpose in the notice convening the meeting.
- 13.7 A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of the death, unsoundness of mind or revocation before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

DIRECTORS

14. APPOINTMENT AND REMOVAL OF DIRECTORS

- 14.1 The number of the Directors shall not be less than five (5) and shall not be more than twelve (12).
- 14.2 The Association may from time to time by resolution passed at a general meeting fix the number of Directors or increase or reduce the number of Directors (but so that the number shall not be less than five or more than twelve) and may also determine in what rotation (if any) the increased or reduced number is to go out of office.
- 14.3 The Association may from time to time by resolution passed at a general meeting appoint a person to be a Director of the Association. That resolution may specify the period during which the director is to hold office and if it does so specify the Director will cease to hold office at the expiration of that period but will be eligible for reappointment. If the member's resolution does not specify the term of the director's appointment, the director will hold office in accordance with Rule 15.
- 14.4 In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a meeting of the Association's members for that purpose.
- 14.5 The Directors shall have power at any time and from time to time to:
 - 14.5.1 appoint a new Director to fill any casual vacancy; and
 - 14.5.2 appoint additional Directors.
- 14.6 Any Director so appointed shall hold office only until:
 - 14.6.1 in the case of a casual vacancy, for the remainder of the term of that vacancy; and,
 - 14.6.2 in the case of additional Directors, the next following annual general meeting of the Association and shall then be eligible for election but shall not then be taken into account in determining the number of Directors who are to retire by rotation at such meeting.
- 14.7 It shall not be necessary for a Director to be a member of the Association by way of qualification prior to being appointed as a Director.
- 14.8 The Association may from time to time by resolution passed at a general meeting remove any director.
- 14.9 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Law, the office of a Director becomes vacant if the Director:

- 14.9.1. becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 14.9.2 resigns his or her office by notice in writing to the Association;
- 14.9.3 is absent without the consent of the Directors from three (3) consecutive meetings of the Board;
- 14.9.4 without the consent of the Association in general meetings holds any other office of profit under the Association;
- 14.9.5 is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest as required by Rule 27;
- 14.9.6 is expelled or suspended as a member of the corporation which the director represents on the Board; or
- 14.9.7 is expelled or suspended as a member in accordance with Rules 5 and 6 of these rules.

15. DEFECTS IN APPOINTMENTS OF DIRECTOR

All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are, notwithstanding that it is discovered that there was some defect in the appointment of a person to be a Director or a member of the committee, or to act as, a Director, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a Director or to be a member of the committee.

16. ROTATION OF DIRECTORS

The following provisions shall apply to all the Directors: -

- 16.1 At every annual general meeting those Directors who have been in office for three years shall retire.
- 16.2 The Association at any annual general meeting at which any Directors retire in manner aforesaid may fill up the vacated office by electing a like number of persons to be Directors and may fill up any other vacancies.
- 16.3 If, at any annual general meeting at which an election of Directors ought to take place, the places of the retiring Directors are not filled up, the retiring Directors, or such of them as have not had their places filled up, shall (if willing to act) continue in office until the annual general meeting in the next year and so on from year to year until their places are filled up, unless and except insofar as it shall be determined at such meeting to reduce the number of Directors.
- 16.4 Subject to the provisions of the Law the Association in general meetings may at any time by ordinary resolution remove any appointed or elected Director before the expiration of such Director's period of office and, if so desired, elect another person in such Director's stead. The person so elected shall hold office during such time only as the Director in whose place such Director is elected would have held office if such Director had not been removed.

- 16.5 No person (not being a retiring Director) shall be eligible for election to the office of Director at any general meeting unless such Director or some other member intending to propose such Director has at least seven (7) clear days before the meeting left at the registered office of the Association a notice in writing duly signed by the nominee giving such Director's consent to the nomination and signifying such Director's candidature or the intention of such member to propose him or her, or unless such Director has been recommended by the Board for election and notice in writing of such recommendation has been left at the registered office of the Association at least seven (7) clear days before the meeting. Notice of every candidate for the position of Director shall be served on members at least seven (7) days before the meeting at which the election is to take place.
- 16.6 Nomination for election to the office of Directors shall be in the form or in a form that is a similar to the form, as the circumstances allow, in Appendix 3 to this constitution.
- 16.7 Any Director elected pursuant to the provisions of this Rule shall retire from office pursuant to the sub-rules under Rule 14 of these rules.
- 16.8 A Director retiring pursuant to sub-rules under Rule 14 of these rules shall retain office until the dissolution or adjournment of the meeting at which such Director's successor is elected and shall be eligible for re-election.

17. REMUNERATION OF DIRECTORS

The Directors shall not be paid by way of remuneration for their services provided that:

- 17.1 Reimbursement of out-of-pocket expenses for travel and accommodation incurred in carrying out the duties of a Director shall be paid where the payment does not exceed the amount previously approved by the Board;
- 17.2 Payment for any service rendered to the Association in a professional or technical capacity shall be made where the provision of that service has the prior approval of the Board and the amount payable is approved by a resolution of the Board and is on reasonable commercial terms; and
- 17.3 Payment as an employee of the Association shall be made where the terms of employment have been approved by resolution of the Board.

18. POWERS OF DIRECTORS

- 18.1 Subject to the Law and to any other provision of this Constitution, the business of the Association shall be managed by the Directors, who may pay all expenses incurred in promoting and forming the Association in meeting of the Association's members.
- 18.2 Without limiting the generality of Article 18.1, the Directors may exercise all the powers of the Association to borrow money, to secure funding from government or any other source using such means as reasonably appropriate, to charge any property or business of the Association or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Association or of any other person.

18.3 The Directors may, by power of attorney, appoint any person or persons (either by name or by reference to position or office held) to be the attorney or attorneys of the Association for such purposes, with such powers, authorities and discretions (being powers, authorities and discretion vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.

18.4 Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretion vested in him.

18.5 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be in such manner as the Directors determine.

18.6 The Directors may arrange the preparation of, and approve as they so determine, accounts, financial statements and financial reports of the Association, including special purpose financial reports.

19. DIRECTORS DUTIES

19.1 Each Director must exercise their powers and discharge their duties:

- a with care and diligence;
- b in good faith;
- c in the best interests of Workpower; and
- d for a proper purpose.

19.2 In exercising their powers and discharging their duties, a Director must not:

- a use their position to gain an advantage for themselves or another person; or
- b cause detriment to Workpower.

19.3 A Director must not use information obtained in their position as a Director to:

- a gain an advantage for themselves or another person; or
- b cause detriment to Workpower.

20. MEETINGS OF DIRECTORS

20.1 The Board of Directors may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit.

20.2 The Board of Directors may at any time, and the Chief Executive Office shall on the requisition of half plus one of the number of Directors, convene a meeting of the Directors.

21. QUORUM FOR DIRECTORS' MEETINGS

At a meeting of the Directors, the number of Directors whose presence is necessary to constitute a quorum is such number as is equal to half of the total number of Directors plus one and if that number is not a whole number then the

nearest whole number above, provided that each such person is a Director and is entitled under the Law to vote on a motion that may be moved at that meeting.

22. CHAIRPERSON AND OFFICE BEARERS

22.1 At its first meeting following the Annual General Meeting, the Board shall appoint the Chair and Deputy Chair and determine the period for which such Chairman and Deputy Chairman are to hold office.

22.2 Where a meeting of the Directors is held and:-

22.2.1 a Chairperson has not been elected as provided by Rule 22.1;
or

22.2.2 the person so elected is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting,

the Directors present shall elect one of their number to be Chairperson of such meeting or part of it.

22.3 Office Bearers of the Association will be appointed by the Board for an annual term of office.

22.4 The Board shall determine the number and duties of the Office Bearers from time to time.

22.5 An Office Bearer, including the Chairperson, may be appointed for more than one successive term.

23. VOTING AT DIRECTORS' MEETINGS

23.1 Subject to this Constitution, questions arising at a meeting of Directors shall be decided by a majority of votes of Directors present and voting and any such decision shall for all purposes be deemed a decision of the Directors.

23.2 In a case of an equality of votes, the Chair of the Meeting shall have a casting vote in addition to any vote the Chair may have in the capacity as a Director.

24. DELEGATION OF POWERS

24.1 The Directors may delegate any of their powers to a committee or committees consisting of such of their number, as they think fit.

24.2 A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Directors and a power so exercised shall be deemed to have been exercised by the Directors.

24.3 The members of such a committee may elect one of their number as Chair of their meeting.

24.4 Where such a meeting is held and:-

24.4.1 A Chair has not been elected as provided by Rule 24.3; or

24.4.2 the person so elected is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act for all or part of the meeting, the members present shall elect one of their number to be Chairperson of the meeting or part of it.

24.5 A committee may meet and adjourn as it thinks proper.

24.6 Questions arising at a meeting of a committee shall be determined by a majority of votes of the members present and voting.

24.7 In the case of an equality of votes, the Chair shall have a casting vote in addition to any vote the Chair may have in the capacity as a committee member.

25. ELECTRONIC MEETINGS OF DIRECTORS

25.1 Without limiting the generality of Rule 19, a meeting of Directors may be called or held using any technology consented to by all the Directors. A consent of a Director for the purposes of this Rule may be a standing one. A Director may only withdraw his consent within a reasonable time before the meeting of Directors.

25.2 For the purposes of this Constitution, the contemporaneous linking together by an instantaneous communication device of a number of Directors not less than the quorum, whether or not any one or more of the Directors is out of Australia, shall be deemed to constitute a meeting of the Directors and all the provisions of this Constitution as to meetings of the Directors shall apply to any such meeting held by an instantaneous communication device so long as the following conditions are met:-

25.2.1. All the Directors for the time being entitled to receive notice of the meeting of Directors (including any alternate for any Director) shall be entitled to notice of a meeting held by an instantaneous communication device and to be linked by an instantaneous communication device for the purpose of such meeting. Notice of any such meeting shall be given on the instantaneous communication device or in any other manner permitted by this Constitution; and

25.2.2. Each of the Directors taking part in the meeting by an instantaneous communication device must be able to hear each of the other Directors taking part at the commencement of the meeting.

25.3. A Director may not leave a meeting held by an instantaneous communication device by disconnecting his instantaneous communication device unless he has previously expressly notified the Chair of the meeting of his intention to leave the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting until such notified time of his leaving the meeting.

25.4. A minute of the proceedings at meetings held by an instantaneous device shall be sufficient evidence of such proceeding and of the observance of all necessary formalities if certified as a correct minute by the Chair of the meeting.

25.5. For the purpose of this Article “instantaneous communication device” shall be sufficient evidence of such proceeding and of the observance of all necessary formalities if certified as a correct minute by the Chair of the meeting.

26. CIRCULATING RESOLUTIONS

26.1. If all the Directors entitled to vote on a resolution have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Directors held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.

26.2 For the purposes of Article 26.1, two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate document.

27. DIRECTORS' CONFLICTS OF INTEREST

27.1 Subject to the Law no Director shall be disqualified by his office from contracting or entering into any arrangement with the Association either as vendor, purchaser, or otherwise, nor shall any such contract or arrangement or any contract or arrangement entered into by or on behalf of the Association in which any Director shall be in any way interested be avoided, nor shall any Director so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or agreement, by reason of such Director holding that office or of the fiduciary relation thereby established, but every Director shall observe the provisions of the Law relating to the disclosure of the interest of Directors in contracts or proposed contracts with the Association or of any office or property held by Directors which might create duties or interests in conflict with their duties or interests as Directors as if the Association were a proprietary company.

27.2 Subject to the Law, a Director shall not as a Director be present at a meeting of Directors or vote in respect of any contract or arrangement in which such Director is interested in the manner described in Article 27.1 being considered at that meeting.

27.3 A Director who is interested in any contract or arrangement as aforesaid may notwithstanding such interest attest the affixing of the Seal of the Association to any document evidencing or otherwise connected with such contract or arrangement.

28. CHIEF EXECUTIVE OFFICER

28.1. The provisions of Rule 16 shall not apply to the Chief Executive Officer.

28.2. The Directors may, upon such terms and conditions and with such restrictions and as they think fit, confer upon the Chief Executive Officer any of the powers exercisable by them.

28.3 Any powers so conferred may be concurrent with, or be to the exclusion of, the powers of the Directors.

ADMINISTRATION

29. MINUTES

29.1. The Directors will cause minutes of:-

29.1.1. all proceedings and resolutions of meetings of the Association's members;

29.1.2. all proceedings and resolutions of meetings of the Directors, including meetings of a committee of Directors;

29.1.3. resolutions passed by members without a meeting;

29.1.4. resolutions passed by Directors without a meeting,

to be duly entered into the books kept for that purpose in accordance with the Law.

29.2. A minute recorded and signed in accordance with the Law is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

29.3. Books containing the minutes of the Association's members and resolutions passed by members without a meeting will be open for inspection by any member free of charge.

30. ACCOUNTS

30.1. The Directors must arrange for the receipt of all moneys paid to the Association and for the issue of receipts for same.

30.2. The Association must open a bank account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.

30.3. The Directors may make such arrangements for the control of the funds of the Association as it, from time to time, deems expedient.

30.4. The Directors will cause to be kept proper books of account in which will be kept true and complete accounts of the affairs and transactions of the Association.

30.5. The Directors must ensure the safe custody of the books and any securities of the Association, as applicable to the Association.

30.6. The Financial Year will begin on the first day of July and end on the thirtieth day of June.

30.7. The accounts will be held at the registered office or any other place as the Directors think fit.

30.8. The accounts will always be open to inspection by the Directors.

30.9. The Directors will arrange for the Income\Expenditure Statement and Balance Sheet (including every attachment thereto) accompanied by a

copy of the Auditors Report thereon, as required by the Law to be made out, and once approved by the Board, laid before the Annual General Meeting.

30.9. The Directors may, as they see fit, arrange for special purpose finance reports, accompanied by any related Auditors Report, to be made out, and once approved by the Board, laid before the Annual General Meeting and where appropriate, provide such reports to interested persons (including persons or bodies providing funding to the Association).

31. AUDIT

31.1. A registered company auditor must be appointed by the members at the Annual General Meeting on the recommendation of the Directors.

31.2. The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the law.

32. INSPECTION OF RECORDS

Subject to the law, the Directors shall determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Association or any of them will be open to the inspection of members other than Directors, and a member other than a Director does not have the right to inspect any document of the Association except as provided by law or authorised by the Directors or by the Association in a meeting of the Association's members.

33. APPLICATION OF ASSETS AND INCOME

The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects 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.

34. EXECUTION OF DOCUMENTS

34.1. The Association may have a Seal, known as the common seal, on which its name, its Registered Number and the words 'Common Seal' are engraved.

34.2. If the Association has a seal the Directors shall provide for the safe custody of the Seal.

34.3 The seal shall be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the Seal.

34.4. The Association may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:-

34.4.1. two Directors; or

34.4.2. one Director and the Chief Executive Officer; or

34.4.3. the Chief Executive Officer and another person appointed by the Directors for that purpose.

The signature of such persons may be affixed to the document by manual, autographic or mechanical means.

34.5 The Association may execute a document without using a seal if the document is signed by:

34.5.1 two Directors; or

34.5.2. one Director and the Chief Executive Officer; or

34.5.3. the Chief Executive Officer and another person appointed by the Directors for that purpose.

34.6 A facsimile signature may not be affixed to a document unless the auditors, internal auditors or bankers of the Association have reported to the Board in writing that the document may be sealed in that manner.

35. BY LAWS

The Board has power to make By Laws concerning membership application and qualification for membership of the Association and any other matter which the Board believes suitable for including in such By Laws.

36. ALTERATION OF CONSTITUTION

36.1. The Association may only alter this Constitution by special resolution passed at a general meeting of the members.

36.2. Details of proposed alterations to this constitution shall be forwarded to the members for consideration not less than thirty (30) days prior to the general meeting at which the special resolutions pertaining to the alterations will be voted upon.

37. NOTICES

37.1. A notice may be given by the Association to any member either:-

37.1.1. by serving it on him personally;

37.1.2. by sending it by post to him at his address as shown in the register of members or the address supplied by him to the Association for the giving of notices to him;

37.1.3. by sending it by electronic transmission to an electronic address supplied by the member to the Association for the giving of notices to the member.

37.2. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, preparing and posting a letter containing the notice, and to have been effected, in the case of a notice of a member, on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.

37.3. Where a notice is sent by electronic transmission, service of the notice shall be deemed to be effected on receipt by the Association of a transmission report confirming successful transmission.

37.4. The Association may give a notice to joint members by giving the notice to the joint member first named in the register of members.

38. OFFICERS, INDEMNITIES AND INSURANCE

38.1 To the extent permitted by the Law:-

38.1.1. the Association indemnifies every person who is or has been an Officer of the Association or of a wholly-owned subsidiary of the Association against any liability for costs and expenses incurred by that person in defending any proceedings in which judgement is given in that person's favour, or in which the person is acquitted, or in connection with an application in relation to any proceedings in which the Court grants relief to the person under the Law, in relation the business of the Association; and

38.1.2. the Association indemnifies every person who is or has been an Officer of the Association or of a wholly-owned subsidiary of the Association against any liability incurred by the person, as an Officer of the Association or of a wholly-owned subsidiary of the Association, to another person (other than the Association or a related body corporate of the Association) in relation to the business of the Association, unless the liability arises out of conduct involving a lack of good faith.

38.2. The Association may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an Officer of the Association or of a subsidiary of the Association against a liability:-

38.2.1. incurred by the person in his capacity as an Officer of the Association or a subsidiary of the Association or in the course of acting in connection with the affairs of the Association or a subsidiary of the Association or otherwise arising out of the Officer's holding such office provided that the liability does not arise out of conduct involving a wilful breach of duty in relation to the Association or a subsidiary of the Association or a contravention of the Law; or

38.2.2. for costs and expenses incurred by that person in defending proceedings, whatever their outcome.

38.3. In Articles 38.1 and 38.2:-

38.3.1. the term 'proceedings' means any proceedings, whether civil or criminal, being proceedings in which it is alleged that the person has done or omitted to do some act, matter or thing in his capacity as such an Officer or in the course of acting in connection with the affairs of the Association or a wholly-owned subsidiary or subsidiary of the Association or otherwise arising out of the Officer's holding such office (including proceedings alleging that he was guilty of negligence, default, breach of trust or breach of duty in relation to the Association or a wholly-owned subsidiary or subsidiary of the Association); and

38.3.2. the term 'Officer' has the meaning given to that term in the Law.

DISPUTE RESOLUTION

39. PARTIES TO ATTEMPT TO RESOLVE DISPUTE

The members, or the member and Association, who are in dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

40. HOW DISPUTE RESOLUTION PROCEDURE IS STARTED

40.1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 39, any party to the dispute may start the dispute resolution procedure by giving written notice to Chief Executive Officer of: -

40.1.1. the parties to the dispute; and

40.1.2. the matters that are the subject of the dispute.

40.2. Within 28 days after the Chief Executive Officer is given the notice under Rule 40.1, a committee must be convened to consider and determine the dispute.

40.3. The Chief Executive Officer must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

40.4. The notice given to each party to the dispute under Rule 40.3 must state: -

40.4.1. when and where the committee meeting is to be held; and

40.4.2. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

40.5. If: -

40.5.1. the dispute is between one or more members and the Association; and

40.5.2. any party to the dispute gives written notice to the Chief Executive Officer stating that the party does not agree to the dispute being determined by the committee, and requests the appointment of a mediator under rule 43,

the committee must not determine the dispute.

41. DETERMINATION OF DISPUTE BY COMMITTEE

41.1. At the committee meeting at which a dispute is to be considered and determined, the committee must: -

41.1.1. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute;

41.1.2. give due consideration to any submissions so made; and

41.1.3. determine the dispute.

- 41.2. The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
- 41.3. A party to the dispute may, within 14 days after receiving notice of the committee's determination under rule 41.1.3, give written notice to the Chief Executive Officer requesting the appointment of a mediator under rule 43.
- 41.4. If notice is given under rule 41.3, each party to the dispute is a party to the mediation.

42. MEDIATION

- 42.1. Rules 42 to 44 apply if written notice has been given to the Chief Executive Officer requesting the appointment of a mediator by a party to a dispute under rule 40.5.2 or 41.3.

43. APPOINTMENT OF MEDIATOR

- 43.1. The mediator must be a person chosen by agreement between the parties to the dispute.
- 43.2. If there is no agreement for the purposes of rule 43.1, then, subject to rules 43.3 and 43.4, the committee must appoint the mediator.
- 43.3. The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by: -
 - 43.3.1. a party to a dispute under rule 40.5.2; or
 - 43.3.2. a party to a dispute under rule 41.3 and the dispute is between one or more members and the Association.
- 43.4. The person appointed as mediator by the committee may be a member or former member of the Association but must not: -
 - 43.4.1. have a personal interest in the matter that is the subject of the mediation; or
 - 43.4.2. be biased in favour of or against any party to the mediation.

44. MEDIATION PROCES

- 44.1. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 44.2. Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- 44.3. In conducting the mediation, the mediator must: -
 - 44.3.1. give each party to the mediation every opportunity to be heard;

- 44.3.2. allow each party to the mediation to give due consideration to any written statement given by another party; and
 - 44.3.3. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
 - 44.4. The mediator cannot determine the matter that is the subject of the mediation.
 - 44.5. The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
 - 44.6. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
45. WINDING UP
- 45.1 The Association may be dissolved by a special resolution of members at a meeting of the Association's members.
 - 45.2 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 Association incorporated under the Act with similar purposes which is not carried on for the profit or gain of its individual members. The transfer shall be determined by resolution of members.

**MEMBERSHIP APPLICATION
WORKPOWER INCORPORATED**

(Incorporated under the Associations Incorporation Act 1987)

I WISH TO APPLY FOR MEMBERSHIP WITH WORKPOWER INCORPORATED.

SURNAME:		FIRST NAME:	
ADDRESS:			
		POSTCODE:	
CONTACT NOS:	WORK:	HOME:	
POSTAL ADDRESS:			
<i>"As above" if same as residential address</i>		POSTCODE:	
SIGNATURE:			

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SURNAME:		FIRST NAME:	
ADDRESS:			
		POSTCODE:	
CONTACT NOS:	WORK:	HOME:	
POSTAL ADDRESS:			
<i>"As above" if same as residential address</i>		POSTCODE:	
SIGNATURE:			

Form of Appointment of Proxy

Workpower

I/We being a
 member/members of the above named Association, hereby appoint
of.....
as my/our proxy to vote for me/us
 on my/our behalf at the meeting of the Association's members to be
 held on the day of 20
 and at any adjournment of that meeting.

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

Signed this day of 20

.....
(Signature of member)

(# To be inserted if desired)

(*Strike out whichever is not desired)

This instrument appointing a Proxy must be lodged with the Chief Executive not less than 48 hours prior to the date of the AGM.

Nomination Form Election to Board of Directors



I being a member of the above named Association, hereby nominate..... for election to the Board of Directors of Workpower Incorporated.

Signed this day of 20

.....
(Signature of nominating member)

I being a member of the above named Association, hereby accept the nomination to serve as a Director on the Board of Directors of Workpower Incorporated. I understand that, if elected to the Board of Director's, I will be bound to act in accordance within Workpower's Constitution, as it relates to the role, obligations and responsibilities of the Board and individual Board members.

Signed this day of 20

.....
(Signature of member standing for election)