

ABILITY SOLUTIONS INC

CONSTITUTION

ARTICLE 1 NAME

The name of the Association shall be "**ABILITY SOLUTIONS INC.**" (Hereinafter called "the Association") and it is intended that the Association shall be incorporated under the provisions of the Associations Incorporation Act.

ARTICLE 2 AIMS

The aims of Ability Solutions Inc. are to make a long-lasting contribution to the fundamental fabric of the West Australian Community, to increase its wellbeing to offer all assistance possible to any disabled person. It aims to increase the organised capacity of people to care for one another by providing finances and support to voluntary and non-government agencies dedicated to the relief of the disabled, poverty, sickness, suffering, misfortune, distress, the aged, and homeless.

ARTICLE 3 THE OBJECTS

The primary object of the Association is to provide a means by which people may join in a community wide effort to deliver welfare service programmes effectively related to current human needs and those of people with disabilities.

This object will involve people from a cross-section of our community, in co-operation with agencies both governmental and voluntary, in a continuing programme of welfare aid.

The Association will have the following objectives:-

- (a) To assist people with disabilities.
- (b) To identify community needs.
- (c) To research and assess on a continuing basis the need for welfare service programmes and to seek solutions for human problems.
- (d) To raise funds, collect donations and obtain resources
- (e) Develop as fully as possible the financial resources both governmental and voluntary needed to meet the welfare service needs to the community, and so reduce the number of appeals for financial support from welfare agencies
- (f) To operate, manage, service and provide facilities, assistance and help for people with disabilities.
- (g) Distribute its financial support so as to make resources available to agencies for welfare services designed to meet the most urgent current needs of the community and for people with disabilities.
- (h) To increase public awareness of the needs of the disabled and of community needs in general.
- (i) Manage its operations effectively and offer assistance to agencies needing to improve or supplement their management skills.
- (j) Recruit, train and place suitable volunteer staff to assist welfare service programmes and disability service programs in the community.
- (k) To act as Trustee to carry out the terms of any Trust the objects of which are consistent with the above objects.
- (l) To assist existing and create new bodies in providing a service for the disabled.
- (m) To do all that is necessary for the advancement of people with disabilities.

ARTICLE 4 POWERS

In addition to the statutory powers conferred on the Association, the association shall have power:

- (a) To provide and maintain land premises and other facilities for the use of the Association in connection with its various activities consistent with these objects.
- (b) To employ such personnel as may be necessary to carry out these objects.
- (c) To accept donations of real and personal property and gifts by Will or otherwise and to borrow or lend money and to purchase or in any other manner acquire and hold land tenements and hereditaments goods chattels and effects and all other real and personal estate for the purpose of the Association and to let, sell, manage, exchange, hire or dispose of all or any part of the property or assets, real or personal, of the Association and to deal with in the same manner as fully and effectually as an individual owner could do and for such to execute all such transfers, deeds, mortgages, assurances, instruments, writing and things as may be necessary or desirable subject to Articles 8 and 11 hereof.
- (d) To guarantee the performance of contracts and obligations of all kinds of any person or persons company or companies or incorporations and to mortgage or charge the real and personal property present and future of the Association in support of any such guarantee.
- (e) To do all such things as are necessary, incidental or conducive to the attainments of the objects of the Association.

ARTICLE 5 MEMBERSHIP

- (a) The initial members of the Association shall be:

EDWARD PAWLAK
 RONALD CONWAY
 KERRY MAY SMITH
 DEREK MAHADY
 JOHN ANDREW WILSON

and such other persons who are invited from time to time to apply for membership and are approved by the majority of existing members of the Association.

- (b) A person shall cease to be a member in either of the following cases:
 - (i) He tenders his resignation in writing to the secretary or treasurer of the association and such resignation takes effect from the date of delivery of such notice;
 - (ii) It is resolved by a majority vote of at least three quarters of the members for the time being of the Association that the membership of a person be cancelled.

ARTICLE 6 MANAGEMENT

The management of the Association shall be conducted by a Board to be elected by the members consisting of not less than five, the number to be determined annually at the Annual General Meeting. The Board members shall always consist of persons of good repute and who have a primary responsibility to the community as a whole. Members of the Board shall be elected for three years except in the case of the first Board where half shall be elected for one year and half for three years. At the end of his term of service each member shall retire but shall be eligible for re-election at the Annual General Meeting. The Board shall ordinarily meet bi-monthly and shall appoint its own President, Secretary and Treasurer and conduct its affairs as it thinks fit. The Secretary and Treasurer need not be members of the Association. Should a Board Member fail to attend three consecutive and official Board Meetings, without prior leave of absence, that person shall cease to be a Member of the Board.

ARTICLE 7 BY-LAWS

The Association may adopt by-laws that are not inconsistent with this Constitution and may at its discretion vary or revoke it.

ARTICLE 8 AMENDMENTS

This Constitution may be amended at any Annual General Meeting of the Association or at a special General Meeting called for that purpose provided that:-

- (a) at least one calendar month's notice in writing of the proposed amendment is given to all members of the Association.
- (b) the motion to amend the Constitution is passed by at least three-fourths of the members present at the meeting who are entitled to vote.
- (c) The Commissioner for corporate affairs in Western Australia shall be advised of any amendment to the Constitution.

ARTICLE 9 PROPERTY

- (a) The income and property of the Association wheresoever derived shall be applied solely towards the promotion of the objects of the Association herein set forth and no proportion thereof shall be paid to or transferred directly or indirectly by way of dividend bonds or otherwise howsoever to members of the Association provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association in return for any service actually rendered to the Association nor prevent the payment of interest at the rate not exceeding the rate currently charged by banks on overdraft accounts on monies borrowed from or lawfully due to any member of the Association nor the payment to any member for occasional services.
- (b) No real or personal property of the Association may be sold leased mortgaged or otherwise dealt with without a resolution of the Board passed by at least two-thirds of the members of the Board present at a special meeting of the Board called for that purpose.

ARTICLE 10 AUDITOR

An Auditor shall be appointed annually at the Annual General Meeting of the Association to audit the books, accounts and records of the Association and to report to the members of the Association on the accounts and financial statements tabled at the Annual General Meeting.

ARTICLE 11 SEAL

The common seal of the Association shall not be affixed to any instrument except by the authority of the Board in the presence of two seal holders who shall sign every instrument to which the seal of the Association is so affixed in their presence. There shall be three seal holders elected from time to time as required and they shall hold office until they resign that office or cease to be a member.

ARTICLE 12 OFFICERS

(a) Chairperson

The Chairperson who shall be also normally Chairman of the Board shall perform all duties usually pertaining to his office and shall be responsible for calling meetings and the functioning of the Board of the Association.

(b) Secretary

The Secretary shall keep a careful record of all business transactions of the Association and a complete record of all members and their addresses. He shall keep minutes of all meetings of the Association and of the Board.

The record of members shall be available for inspection by any member of the Association at a time and place convenient to the Secretary.

(c) Treasurer

The Treasurer shall deposit all monies received by the Association into a separate Banking Account in the name of the Association. He shall issue receipts for all monies received. Disbursements of funds from the Association's account may only be made on the authority of the Board and by cheques drawn on the Bank Account signed by the President and jointly with either the Secretary or appointed officers. The Treasurer shall keep proper books of account and shall make a report of the financial position of the Association provided that the cashbooks shall be available for perusal by any member of the Association at any reasonable time.

(d) The Board may appoint Honorary Officers or Consultants as it sees fit and the Board may also appoint such committees, as it deems advisable for the successful running of the Association.

(e) The Board may appoint managers and confer upon such persons the powers necessary to administer the day-to-day management of Associations.

ARTICLE 13 MEETINGS

- (a) There shall be an Annual General Meeting of the Association held within twelve months from the date of incorporation and thereafter in each calendar year. The financial year of the Association will end on the 30th June in each year. The reports of the officers including the Balance Sheet and Statement of Accounts for the preceding financial year and the Auditor's report shall be presented and elections of members to the Board and any other business may be introduced and dealt with or the Annual General Meeting.
- (b) The Board may convene a special General Meeting of the Association at any time and it shall also convene such a meeting if it received a requisition signed by a majority of the members of the Association. This requisition shall clearly state the purpose for which the special General Meeting is to be called.
- (c) Notice of a special General Meeting shall be sent to all members at least ten days before the date of such meeting and shall indicate the purpose for which the meeting has been called.
- (d) A quorum at all meetings of the Association or of the Board shall be one half of those members entitled to be present at the meeting in question.

ARTICLE 14 ELECTIONS

- (a) Nomination of members for election to the Board shall be in writing and handed to the Secretary at least 14 days prior to the Annual General Meeting.
- (b) Each member present shall be entitled to one vote either personally or by proxy.
- (c) Proxies are to be notified to the Secretary in writing and to be in favour of members only. Notification shall be in the hands of the secretary not less than 48 hours prior to the meeting.

ARTICLE 15 DISSOLUTION

The Commissioner of Corporate Affairs in Western Australia will be forthwith advised of the date of dissolution should this occur. The Association shall be dissolved upon the passing of a special resolution of members to that effect.

In the event of the winding up of the Association its property and all other assets remaining after the payment of all expenses and other liabilities shall be handed over to some Association incorporated in Western Australia (having similar objects or in part similar objects) as the seventy five percent majority of members at a General Meeting called for this purpose shall by resolution decide such body also being qualified and meeting the requirements of Section 78(1)(a)(ii) of the Income Tax Assessment Act.