

CORPORATIONS ACT 2001(Cth)

CONSTITUTION
of
COMMUNITIES@WORK
(ABN 19 125 799 859)

A COMPANY LIMITED BY GUARANTEE

1 July 2007

It's about you. Always!
Communities@Work



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CONSTITUTION

of

COMMUNITIES@WORK

ABN 19 125 799 859

GENERAL

1. DEFINITIONS

1.1 In this Constitution, if not inconsistent with the subject or context, the following words shall have the following meanings:

“**Act**” means the *Corporations Act 2001* (Cth) and regulations and any statutory modification of the Act or any statutory provisions substituted for the Act;

“**Annual General Meeting**” means the annual general meeting of the company as prescribed in the Act;

“**Auditor**” means the Auditor of the Company as appointed by the Board under sub-clause 9.1;

“**Australia**” means the Commonwealth of Australia and its Territories.

“**Board**” means the Directors in meeting;

“**Chair**” means the person appointed to that office under sub-clause 30.2 and, where appropriate, shall extend to include a person authorised in writing to act on behalf of the Chair;

“**Chief Executive Officer**” means that person appointed Chief Executive Officer under Sub-clause 45.7;

“**Clause**” means a clause of this Constitution, as originally framed, or as altered by special resolution;

“**Communities@Work Support Fund**” means the fund established for the purpose of receiving donations and gifts in support of the objects of the organisation known as Communities@Work Incorporated;

“**Constitution**” means the Constitution of the Company;

“**Directors**” means the persons constituting the Board or any one of them as circumstances require;

“**Electronic Mail**” includes facsimile, email or other means of electronic transmission of data approved by the Board;

“**Employees**” means employees of Communities@Work and its predecessor;

“General Meeting” means meeting of the Members, other than an Annual General Meeting;

“In Writing” means written or produced by any substitute for writing or partly one or partly another;

“Member” means a person who is registered as a member of the Company in accordance with this Constitution including reference to Shareholder;

“Month” means a calendar month;

“Office” means the registered office of the Company;

“Person” means natural person;

“Register” means the register of Members of the Company;

“Seal” means the common seal of the Company;

“Territory” means:

- (i) when used in the geographical sense, the Australian Capital Territory; and
- (ii) when used in any other sense, the body politic established by section 7 of the Australian Capital Territory (Self-Government) Act 1988 (Cth), the Australian Capital Territory; and

“Year” means a calendar year.

1.2 Unless otherwise defined above, all words or expressions shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1901 and of the Act as in force at the date at which this Constitution becomes binding on the Company.

1.3 Headings are for convenience only and shall not affect the construction of this Constitution.

2. INTERPRETATION

2.1 The following Clauses of interpretation apply unless the context requires otherwise:

- (a) a gender includes all genders;
- (b) singular includes plural and conversely;
- (c) where a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (d) a reference to a paragraph or sub paragraph is a paragraph or sub paragraph as the case may be of the Clause or paragraph respectively in which the reference appears; and

(e) a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and or regulations and statutory instruments issued under it.

22 Except in so far as a contrary intention appears in this Constitution, an expression has, if there is no provision of this Constitution which relates to a particular provision of the Act, the same meaning as in the Act.

3. REPLACEABLE CLAUSES

The Replaceable Clauses contained in the Act do not apply to the Company.

4. NAME

The name of the Company is Communities@Work.

OBJECTS

5. OBJECTS

The objects for which the Company is established are:

- (a) providing social welfare by assisting in the relief of poverty, distress, sickness, suffering, destitution or helplessness;
- (b) providing a co-ordinated range of community services of a benevolent nature;
- (c) assisting in the development of community services and programs of social value in the community;
- (d) fostering a spirit of neighbourly co-operation, community spirit and well being, participation and support within the community by developing awareness in the community of the needs of others;
- (e) utilising community resources to meet those needs;
- (f) promoting an informed public opinion about the family, child care, community and social welfare needs of the community;
- (g) promoting or carrying out or assisting in promoting and carrying out surveys for special projects or research to evaluate the needs of the community in the field of social welfare and related areas and to arrange for the forwarding to the proper authorities and companies the relevant facts regarding such cases and causes of distress as it appears to be within the power of those authorities/companies to alleviate;
- (h) providing and organising the training of voluntary workers involved in the activities of the Company;
- (i) providing a co-ordinated range of children's and community services; and

- (j) providing any other social welfare or community development services as the Board may determine from time to time.

6. CAPACITY

Where the Act authorises or permits a Company to do any matter or thing if so authorised by its Constitution, the Company is and shall be taken by this Clause to be authorised or permitted to do the matter or thing, despite any other provision of this Constitution.

PATRONS

7. PATRONS

The Board may invite Persons, whom it judges to be of appropriate standing in the community, to become patrons of the Company. The Board will determine the rights and obligations of the patrons.

AUDIT AND ACCOUNTS

8. ACCOUNTS AND RECORDS

- 8.1 The Board will cause to be kept proper books of account in which shall be kept full true and complete accounts of the affairs and transactions of the Company. Proper books will not be deemed to be kept unless the books give a true and fair view of the state of the Company's affairs and explain its transactions.
- 8.2 Subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Constitution, the books of account must be kept at the Office and any other place the Board think fit and will be open to the inspection of the Board at any time.
- 8.3 At the Annual General Meeting in each year the Board will provide financial reports, which comprise a balance sheet and an income statement in respect of the last completed financial year of the Company.
- 8.4 The Board will determine whether and to what extent and at what times and places and under what conditions the accounting records of the Company will be open to the inspection of the Members and no Member other than a Director has any right of inspecting any account or book or document of the Company except as provided by law or authorised by the Board or by the Company in general meeting.
- 8.5 No Member (not being a Director) is entitled to require or receive any information concerning the business or trading of the Company or any trade secret, process or other confidential information of or used by the Company.

86 The Board of the Company shall in each year prepare and provide for submission to the Annual General Meeting of the Company such reports as required in the Act.

9. AUDITOR

9.1 The books of account, and financial reports and records shall be audited each year by an Auditor or Auditors appointed by the Board in accordance with the Act.

9.2 The reasonable fees and expenses of any Auditor of the Company will be payable by the Company.

9.3 If any casual vacancy occurs in the Office of the Auditor the Board must within one month after a vacancy appoint (unless the Company at a general meeting has appointed) an Auditor to fill the vacancy and any Auditor so chosen will hold Office as Auditor of the Company until the next general meeting following their appointment.

10. AUDITOR'S ATTENDANCE

The Auditor or the Auditor's agent so authorised in writing is entitled:

- (a) to attend any general meeting; and
- (b) for that purpose to receive all notices of and other communications relating to any general meeting which a Member is entitled to receive; and
- (c) to be heard at any general meeting which he or she attends on any part of the business of the meeting which concerns the Auditor as Auditor, and is entitled to be heard.

MEMBERSHIP

11. ELIGIBILITY

11.1 Eligibility for Membership

The following Persons shall be eligible to be admitted as Members of the Company:

- (a) any natural Person interested in the services provided by the Company; or
- (b) any Person previously being a community Member of the organisation known as Communities@Work Incorporated.

11.2 The following Persons and organisations shall be ineligible to be admitted as Members of the Company:

- (a) any corporate entity; or
- (b) any employee except the Chief Executive Officer.

12. APPLICATION FOR MEMBERSHIP

Applications for membership must be made in writing in a form the Board prescribes or, in any particular case, accepts.

13. ADMISSION OF MEMBERS

13.1 As soon as practicable after receipt, applications for membership of the Company will be considered by the Board which may, in its absolute discretion, determine whether or not any application shall be accepted.

13.2 In no case will the Board be required to give any reason for failure or refusal to admit an applicant as a Member.

13.3 Applications for membership shall be accompanied by such application fees and subscriptions as may be determined under this Constitution from time to time.

14. MEMBERSHIP FEES

14.1 An annual membership fee will be determined by the Board from time to time.

14.2 The annual membership fee becomes due on 1 July in each year.

14.3 A Person's membership does not come into effect until the annual membership fee has been paid.

14.4 A Member whose annual membership fee is in arrears in accordance with Clause 18.1 may not requisition, attend, or vote at, a general meeting or, except with the leave of the Board, take part in the affairs of the Company.

15. MEMBERSHIP REGISTER

15.1 When an applicant has been accepted for membership the Chair must forthwith cause the Member's name, address and usual details to be entered in the Register and send the applicant written notice of that acceptance.

15.2 Any Member who changes address must promptly give notice of that change in writing to the Chair who must cause that change to be recorded in the membership Register.

16. RIGHTS OF MEMBERS

Members accepted for membership shall be entitled to attend all General Meetings of the Company.

17. RESIGNATION OF MEMBERSHIP

A Member may at any time by giving notice in writing to the Chair resign from membership of the Company.

18. TERMINATION, CESSATION AND RE-INSTATEMENT OF MEMBERSHIP

18.1 If the annual membership fee of a Member shall remain unpaid for a period of two calendar months after it becomes due then the Member may, after notice of the default has been sent to the Member by the Chair or the delegate of the Chair, be debarred by resolution of the Board from all privileges of membership provided that the Board may in its absolute discretion reinstate the Member on payment of all arrears.

18.2 A Member may at any time, by giving notice in writing to the Company, resign from membership of the Company but shall continue to be liable for any annual membership fee due and unpaid at the date of its resignation and for all other moneys due by the Member to the Company.

19. EXPULSION OF MEMBER

19.1 If any Member wilfully refuses or neglects to comply with the provisions of the Constitution, or is guilty of any conduct which in the opinion of the Board is in conflict with any aspect of the Company's activities, or is unbecoming of a Member or prejudicial to the interests of the Company, the Board shall have power by resolution to censure, fine or expel the Member from the Company. Such conduct may be the conduct of the Member or of the Member's representative.

19.2 At least 14 days before the meeting of the Board at which a resolution is proposed to be passed to censure, fine or expel a Member the Chair will ensure that the Member concerned will have had notice of the meeting and of the allegations against the Member and of the intended resolution.

19.3 Any Member subject to disciplinary or expulsion proceedings will have the opportunity of giving orally or in writing any explanation or defence the Member may think fit and that Member may by notice in writing lodge with the Chair at least twenty-four hours before the time set for holding the meeting at which the resolution to censure, fine or expel the Member is to be considered by the Board, a notice electing to have the question dealt with, by the Company in a General Meeting. If a resolution is passed by a majority of two-thirds of those Members present and voting (the vote to be taken by ballot) the Member concerned will be expelled.

GENERAL MEETINGS

20. ANNUAL GENERAL MEETING

The Company will in each year within five months from the end of the financial year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and will specify the meeting as an Annual General Meeting in the notices calling it.

21. GENERAL MEETINGS

- 21.1 All meetings of the Company other than Annual General Meetings will be called General Meetings.
- 21.2 Subject to the requirements of the Act the Board may whenever and wherever it thinks fit convene a general meeting. Except by requisition as provided in the Act, no Member is entitled to convene a general meeting.
- 21.3 All Members are entitled to receive notice of and to attend and to vote at General Meetings.

22. FORM AND CONTENT OF NOTICE

- 22.1 21 clear days notice (exclusive of the day on which the notice is served or deemed to be served and of the day for which the notice is given) specifying the time and place and in the case of special business the general nature of the business (and in the case of a meeting convened for passing a special resolution the intention to propose the resolution as a special resolution) will be given in the manner set out in this Constitution to the Members.
- 22.2 With the consent in writing of the Members entitled to attend and vote as may be required by the Act, a meeting may be convened by a shorter notice and in any manner those Members may think fit.
- 22.3 The accidental omission to give notice to, or the non-receipt of notice by, any Member or any other entitled Person, will not invalidate the proceedings or any resolution at any Company meeting.

23. SPECIAL BUSINESS

- 23.1 All business will be deemed special that is transacted at a General Meeting.
- 23.2 All business that is transacted at an Annual General Meeting with the exception of the reading and consideration of the financial reports and the ordinary reports of the Directors and Auditors and the election of Directors in the place of those retiring (if any) will be deemed special.

23.3 Nothing in this Clause requires all or any of that business to be transacted at an Annual General Meeting.

24. POSTPONEMENT

The Board has the power to postpone the holding of any General Meeting provided that the postponed meeting will be held within seven days of the date for which it was originally called. It will not be necessary to send a notice for a postponed meeting but the meeting may only deal with its agenda for the meeting which was postponed.

25. MEMBERS' RESOLUTIONS

No Member will, as regards any special business, be at liberty to move at any meeting any resolution not previously approved by the Board unless the Member has given not less than 14 days previous notice in writing of its intention to move that resolution at that meeting by leaving the notice and a signed copy of the resolution at the Office after which the Chair will immediately notify the Members about that notice.

PROCEEDINGS AT GENERAL MEETINGS

26. QUORUM

26.1 No business will be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

26.2 Unless otherwise provided in this Constitution, 20% of Members but no less than five Members entitled to attend and to vote at the meeting, present in Person or by proxy or by duly authorised representatives will be a quorum. For the purposes of this Clause "Member" includes a Person attending as a proxy.

27. RESOLUTIONS NOT IN MEETING

27.1 Notwithstanding Clause 26.1, a resolution in writing, signed or assented to by facsimile or other form of visible or other electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.

27.2 Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board, may be held where 1 or more of the Directors is not physically at the meeting, provided that:

- (a) all Persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication;

- (b) notice of the meeting is given to all the Directors entitled to the notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
- (c) in the event a failure in communication prevents rule 27.2(a) from being satisfied by a quorum of Directors then the meeting shall be suspended until rule 27.2 (a) is satisfied again. If such is not satisfied within 15 minutes from the interruption, the meeting shall be deemed to have terminated; and
- (d) no meeting shall be invalidated merely because no Director is physically present at the place for the meeting specified in the notice of a meeting.

28. DISSOLUTION AND ADJOURNMENT

If, within half an hour from the time appointed for the General Meeting, a quorum is not present, the meeting:

- (a) if convened upon the requisition of Members, shall be dissolved; and
- (b) in any other case, 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 Board 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 (being not less than 3) shall constitute a quorum.

29. ADJOURNED MEETINGS

29.1 The Chair of any General Meeting may, with the consent of any meeting in which a quorum is present (and shall as directed by the meeting), adjourn the meeting to another time and/or another place, but no business may be transacted at any adjourned meeting except for business which might lawfully have been transacted at the meeting from which the adjournment took place.

29.2 When a General Meeting is adjourned for 30 days or more, 7 days notice, at least, of the adjourned meeting will be given, specifying the place and time as in the case of an original meeting, but it will not be necessary to specify in the notice the nature of the business to be transacted at the adjourned meeting. Unless otherwise provided it will not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

30. CHAIR

30.1 The Directors of the Board, except for the Executive Director, of the Company will be appointed at the Annual General Meeting.

30.2 The Chair and Deputy Chair of the Company will be appointed by the Board at the first Board Meeting following the Annual General Meeting.

- 30.3 The Chair will preside as Chair at every General and Annual General Meeting of the Company, or if there is no Chair, or if at any meeting he or she is not present within fifteen minutes after the nominated commencement time for the meeting or is unwilling to act as Chair, the Deputy Chair will act as Chair of the meeting, or if he or she is not present the Directors present will elect a Director to be Chair of the meeting.
- 30.4 The Chair of any General or Annual General Meeting will be the sole judge of the validity of every vote tendered at the meeting and his or her determination shall be final and conclusive.

31. VOTING AT MEETINGS

- 31.1 A resolution put to the vote at a General or Annual General Meeting will be decided on a show of hands unless, before or on the declaration of the show of hands, a poll is demanded:
- (a) by the Chair of the meeting; or
 - (b) by no fewer than 2 Members entitled to attend and to vote thereat or by their authorised representatives or proxies.
- 31.2 Unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the Minutes of the proceedings of the Company will be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against a resolution.

32. POLL

- 32.1 If a poll is demanded it will be taken in the manner and either at once or after an interval or adjournment or otherwise as the Chair directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded, provided that a poll demanded on the election of a Chair or on a question of adjournment shall be taken without delay. No notice need be given of a poll not taken immediately.
- 32.2 The demand for a poll may be withdrawn.

33. TIED VOTE

In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded, will be entitled to a second or casting vote to break the tied vote.

34. CONDUCT OF MEETING WITH POLL

The demand for a poll will not prevent the continuation of a meeting for the transaction of any business other than the question on which the poll has been demanded.

VOTES OF MEMBERS

35. ENTITLEMENT TO VOTE

At General and Annual General Meetings of Members each Member entitled to attend and to vote may vote by proxy or by attorney or by its authorised representative and on a show of hands and every Member shall have one vote.

36. OBJECTION TO QUALIFICATION

No objection will be raised to the qualification of any voter except at the General or Annual General Meeting or adjourned General Meeting at which the vote objected to is given or tendered, and every vote allowed at the meeting will be valid for all purposes. Any objection made in due time will be referred to the Chair of the meeting, whose decision shall be final and conclusive.

37. USE OF PROXY

The instrument appointing a proxy must be in writing under the hand of the appointer or his or her attorney duly authorised in writing. A proxy may, but need not, be a Member of the Company. The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll.

38. FORM OF PROXY

An instrument appointing a proxy must be in any form the Board may approve from time to time.

39. DEPOSIT OF PROXIES

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority must be deposited at the Office, or at any other place as is specified for that purpose in the notice convening the General or Annual General Meeting, not less than forty-eight hours before the nominated commencement time for the General or Annual General 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 hours before the nominated time for the taking of the poll, and in default the instrument of proxy shall be treated as invalid.

40. AUTHORITY OF PROXY

An instrument of proxy will (except and to the extent to which the proxy is specially directed to vote for or against any proposal) include power generally to act at the meeting for the Member giving the proxy. A proxy will unless stated to the contrary be valid as well for any adjournment of the meeting as for the meeting to which it relates, and need not be witnessed.

41. VALIDITY OF PROXY

- 41.1 A vote given in accordance with the terms of a proxy will be valid despite the legal incapacity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the legal incapacity, or revocation has been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is to be used.
- 41.2 A proxy will not be revoked by the principal attending and taking part in the meeting unless the principal actually votes on the poll at the meeting on the resolution for which the proxy is proposed to be used.

42. MEMBERS' POWER OF ATTORNEY

Any Member entitled to attend and to vote thereat may, appoint an attorney to act on his or her behalf at all General Meetings of the Company. The executed power of attorney will, without prejudice to any other provision of this Constitution be produced for inspection at the Office before the attorney is entitled to act on it and the attorney may be authorised to appoint a proxy for the Member granting the power of attorney.

MANAGEMENT

43. BOARD OF DIRECTORS

There will be a Board of Directors ("Board") which, subject to this Constitution and to any resolution passed by the Company in General Meeting:

- (a) will control and manage the affairs of the Company;
- (b) may exercise all the functions of the Company other than those that this Constitution requires the Company to exercise in General or Annual General Meeting;
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Company; and
- (d) will ensure that:

- (i) the Company's affairs are conducted in accordance with the highest ethical standards, requirements of the Act and objects of the Company set out in this Constitution;
- (ii) no resources are utilised except for the purposes authorised by this Constitution; and
- (iii) financial records are kept in accordance with generally accepted accounting principles.

44. REMUNERATION OF DIRECTORS

44.1 The Directors shall receive no remuneration for their services.

44.2 For the purposes of this Clause "remuneration" means any money, consideration or benefit, but does not include amounts in payment or reimbursement of out-of-pocket expenses incurred for the benefit of the Company, or any subsidiary of the Company.

44.3 Any payment or reimbursement of out-of-pocket expenses incurred for the benefit of the Company, or any subsidiary of the Company will be approved by the Board.

45. CONSTITUTION OF BOARD

45.1 Subject to Clause 44.1 all Members are eligible to be elected or appointed to the Board.

45.2 The Board will consist of a total of nine Directors:

- (a) the Executive; and
- (b) not more than four other Directors.

45.3 The Executive will be:

- (a) the Chair;
- (b) the Deputy-Chair;
- (c) the Chief Executive Officer; and
- (d) two Directors appointed by the Board.

45.4 Because of the responsibilities imposed upon and accepted by the Board, its Members shall be expected to have and retain expertise in the areas of expertise set forth in sub-clause 46.3.

CHAIR

45.5 The Chair will:

- (a) be the chief office-bearer of the Company;
- (b) chair meetings of the Company and the Board;
- (c) be an ex-officio Member of all other Committees;
- (d) exercise a broad oversight of the operations of the Company with respect to meeting its constitutional, legal and social obligations; and
- (e) ensure that decisions of the Board are implemented.

DEPUTY-CHAIR

45.6 The Deputy-Chair will:

- (a) assist the Chair as requested;
- (b) be responsible for the duties of the Chair in the Chair's absence.

CHIEF EXECUTIVE OFFICER

45.7 The Board will appoint a Chief Executive Officer under terms and conditions to be determined by the Board from time to time.

45.8 The Chief Executive Officer will be a Director of the Board.

45.9 The Chief Executive Officer will be appointed by the Board as Company Secretary.

45.10 The Chief Executive Officer will be responsible to the Board for the day to day management of the Company's affairs and employees.

45.11 The Board may delegate those tasks to the Chief Executive in relation to the operation of the Company as it determines.

45.12 The Chief Executive Officer may be removed by resolution of the Board at any time.

46. ELECTION OF BOARD

46.1 Subject to Clause 45.8 the Members shall elect the Directors at the Annual General Meeting in accordance with this Clause 46.

46.2 The Members will be advised of vacancies for Directors and be invited to submit nominations, in notices despatched at least 28 days before the intended date of an Annual General Meeting.

- 46.3 Candidates for election to the Board shall be expected to have and retain a demonstrable level of expertise as set out in any corporate governance charter approved by the Board from time to time.
- 46.4 Nominations must be in writing and signed by the nominee, the nominator and the seconder, and must be lodged with the Chair at least 14 days before an Annual General Meeting.
- 46.5 Voting will be by simple majority and for the number of available positions and all eligible Members shall have one vote.

47. TERMS

Subject to Sub-clause 45.7 and Clause 71 of this Constitution Directors shall be appointed for a term of three years.

48. VACANCIES

A vacancy in the Office of a Board Member occurs if the Member:

- (a) resigns;
- (b) is removed from Office;
- (c) ceases to be a Member of the Company;
- (d) becomes an insolvent under administration within the meaning of the Corporations Act;
- (e) suffers from mental or physical incapacity;
- (f) is disqualified from Office; or
- (g) is absent without the consent of the Board from three consecutive meetings of the Board.

49. CASUAL VACANCY

The Board may, from time to time, appoint any person as a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not, at any time, exceed nine. Any Director so appointed shall hold office only until the completion of the next following Annual General Meeting but shall be eligible for re-election.

50. REMOVAL OF BOARD MEMBERS

50.1 The Members may by General Meeting convened for that purpose and conducted pursuant to Clause 50.2 remove any Board Member from that Office before the expiration of his or her term of Office.

50.2 A General Meeting contemplated by Clause 50.1 shall be convened by the Board:

- (a) upon its own resolution; or
- (b) if so requested in writing by not less than 5 Members.

50.3 The Board shall convene a General Meeting contemplated by Clause 50.1 upon giving 21 days notice in writing to all Members.

50.4 All Members in Person, or by proxy, shall be entitled to attend and to vote at such General Meeting.

50.5 A resolution to remove a Director shall require a majority of 2/3 of those attending and voting at such General Meeting.

51. BOARD MEETINGS AND QUORUM

51.1 The quorum for a Board Meeting will be 5.

51.2 The Board will meet no less than 10 times each year, but so that not more than 3 months shall elapse between successive meetings.

51.3 Meetings of the Board will be conducted in accordance with Clauses 52 to 63 hereof.

51.4 A resolution in writing signed by not less than 5 Board Members will have the same validity as if passed at a Board meeting.

52. MATTERS WHICH MAY NOT BE DELEGATED

The Board may not delegate:

- (a) its power to appoint committees and determine their powers, procedures and duties;
- (b) its power to determine the conditions pertaining to the inspection of the Company's records;
- (c) any function imposed specifically on the Board by the Act, by any other law of the Territory, or by resolution of the Company in General Meeting, or
- (d) its power to delegate.

53. OTHER COMMITTEES

The Board may appoint such committees as it deems appropriate and which may include Persons who are not Members of the Company.

POWERS OF DIRECTORS

54. VALIDITY OF ACTS

All acts done by any meeting of the Board or of a committee or by any Director shall, notwithstanding that it is afterwards discovered that there was some technical defect in the appointment of that Board, committee or Director, or that the Directors or any of them were disqualified, be as valid as if each Person had been duly appointed and was qualified to be a Director or a committee Member.

55. DIRECTORS' EXTERNAL OFFICES AND INTERESTS

55.1 A Director, except the Chief Executive Officer, may not hold any other Office or place of profit under the Company but may act in a professional capacity for the Company in conjunction with his or her Office of Director on terms as to remuneration and otherwise as the Board may determine.

55.2 Directors must disclose the nature of any interest of the Director in a contract or proposed contract or arrangement, in accordance with the Act, at the meeting of the Directors at which the matter is first taken into consideration if his or her interest then exists or in any other case at the next meeting of the Directors held after he or she became interested.

55.3 A Director may not vote on a contract or arrangement in which he or she is interested, or be counted in a quorum for that purpose. A general notice given to the Board by a Director to the effect that he or she is a Member of a specified firm or Company and is to be regarded as interested in any contract or arrangement which may after the date of that notice be made with that firm or Company will be a sufficient declaration of interest in any contract so made, under this Clause.

55.4 The Board will record in the minutes of the meeting any declaration made or notices given by a Director of his or her interest.

55.5 A Director may in respect of any contract or arrangement in which he or she is interested attest the affixing of the Seal to any document relating to any contract or arrangement in which he or she has an interest which he or she has disclosed in accordance with this Clause.

56. OTHER DIRECTORSHIPS

A Director of the Company may be or become a Director or other officer of or otherwise interested in any Company promoted by the Company in which the Company may be interested as shareholder or otherwise and no Director is accountable to the Company for any remuneration or other benefit received by him or her as a Director or officer of or from his or her interest in the other Company.

57. EMPLOYEE BENEFITS

The Board may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation fund or life insurance or deferred annuity schemes for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, benefits or emoluments to any Persons who are or were at any time in the employment or service of the Company, or of any Company which is a subsidiary of the Company and may make payments for or towards the insurance of any of those Persons.

58. PAYMENTS AND RECEIPTS

All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two Directors or in any other manner as the Board may determine.

THE SEAL

59. THE SEAL

The Board will provide the Seal for the Company and will provide for the safe custody of the Seal. The Seal must never be used except by the authority of the Board or of a committee controlled by the Boards and authorised by the Board and every instrument to which the Seal is affixed must be signed by a Director and every instrument must be countersigned by another Director or the Chair or the Company Secretary or any other Person the Board may appoint for that purpose.

RESERVES

60. USE OF RESERVES/INVESTMENT

Subject to the provisions of this Constitution the Board may set aside out of the profits of the Company and carry to reserve sums they think proper which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may properly be applied and pending any application may, at their discretion, either be employed in any business of the Company or be invested in the manner the Board determine. The Board may divide the reserve into special funds or contribute to any special fund into which the reserve may have been divided as they determine. The Board shall not distribute any profits by way of dividend.

MINUTES AND RECORDS

61. MINUTES OF MEETING

The Board will cause minutes to be made in books to be provided for the purpose:

- (a) of all appointments of officers made by the Board;
- (b) of the names of the Directors present at each Board Meeting and at any committee meeting; and
- (c) of all resolutions and proceedings at all meetings of the Company and of any Members of the Company and of the Directors and of committees.

62. INSPECTION OF COMPANY BOOKS

The Board shall determine whether and to what extent, and at what time and places and under what conditions, the books of the Company or any of them will be open to the inspection of Members other than Directors, and a Member other than a Director shall not have the right to inspect any document of the Company except as provided by Law or authorised by the Board or by the Company in General Meeting.

NOTICES

63. SERVICE OF NOTICE

- 63.1 A notice may be given by the Company to any Member or Director either personally or by sending it by post or Electronic Mail to the Member's registered address, or (if there is no registered address within Australia) to any address within Australia supplied by the Member or Director to the Company for the provision of notices.
- 63.2 Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting 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.
- 63.3 Where a notice is sent by Electronic Mail it is deemed to have been received on proper written confirmation of its transmission being obtained by the Company.

64. NOTICES OF GENERAL AND ANNUAL GENERAL MEETING

- 64.1 Notice of every General and Annual General Meeting must be given in any manner authorised above to:
 - (a) Members except those Members who (having no registered address within Australia) have not supplied to the Company an address within Australia for the giving of notices to them;
 - (b) the Auditor of the Company; and
 - (c) every Director of the Company.
- 64.2 No other Person is entitled to receive notice of General or Annual General Meetings.

LIABILITY AND PROPERTY

65. APPLICATION OF PROPERTY AND INCOME - GENERALLY

65.1 The income and property of the Company, however derived or obtained, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution, and, except as otherwise provided in this Constitution, no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus, or otherwise to the Members.

65.2 Nothing contained in this Clause shall prevent:

- (a) the payment in good faith of reasonable remuneration to any employees of the Company or to any Member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business;
- (b) the payment of interest at a rate reasonable on money borrowed from any Members;
- (c) reasonable and proper rent for premises leased from any Member to the Company.

66. WINDING UP CLAUSE

66.1 In the event of the Company being wound up, any surplus assets remaining after the payment of the Company's liabilities shall be transferred to another organisation in Australia which is a public benevolent institution for the purpose of any Commonwealth Taxation Act.

66.2 If any Gift Fund established by the Company is wound up or if the endorsement (if any) of the Company as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

67. CONTRIBUTION UPON LIQUIDATION

Every Member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while it is a Member, or within one year after it ceases to be a Member, for payment of the debts and liabilities of the Company (incurred before the Member ceases to be a Member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding twenty dollars (\$20).

68. LIMIT OF LIABILITY

The liability of the Members is limited.

INDEMNITY

69. INDEMNITY

Except to the extent that it is prohibited from doing so by the Act, the Company:

- (a) shall indemnify every Director, officer, employee, Auditor and agent of the Company against any liability incurred in that capacity; and
- (b) may pay or agree to pay a premium in respect of a contract insuring any such Person against any such liability.

BY LAWS

70. BY LAWS

The Board may make By-Laws as it may deem appropriate for the proper conduct, control and management of the Company and, in particular:

- (a) the management and good governance of the affairs of the Company;
- (b) the provision of services to or on behalf of the Company and its Members;
- (c) the use by or supply to Members of any of the property of the Company;
- (d) the commercial conduct of Members of the Company and to the conduct of the Company's employees;
- (e) the setting apart of any part or parts of the Company's premises or properties for particular purposes;
- (f) the procedure at meetings of the Company and its committees;
- (g) the admission of Members and their rights consequent upon membership of the Company;
- (h) the formation of any committees including the composition, terms of reference and other relevant matters of such committees;
- (i) generally, all such matters as are commonly the subject matter of regulations for the proper conduct of companies similar to the Company and are not expressly dealt with in this Constitution; and
- (j) capacity to establish and administer the Communities@Work Support Fund.

TRANSITION

71. TRANSITION

- 71.1 An Annual General Meeting of the Company shall be convened and held within twelve months of the adoption of this Constitution to elect eight Directors of the first Board.
- 71.2 Until completion of the Annual General Meeting referred to in sub-clause 71.1, all Persons having held any Office or position with Communities@Work Incorporated prior to the adoption of this Constitution shall, subject to this Constitution and the continued existence of that or an equivalent Office or position, continue to hold or be deemed to have held that Office or position as though elected or appointed pursuant to this Constitution.
- 71.3 All Members of the Company prior to the adoption of this Constitution shall, subject to meeting the eligibility criteria specified herein, continue to be a Member.
- 71.4 Unless repealed or revoked, all By-Laws in force at the time this Constitution is adopted shall, so far as possible, continue to apply until otherwise withdrawn, amended or confirmed.
- 71.5 Any question, issue, or dispute relating to or arising in consequence of the adoption of this Constitution shall be determined by resolution of the Board whose decision shall be final.
- 71.6 The first eight Directors of the Board will be elected in accordance with Clause 71.1 of this Constitution.
- 71.7 At the first meeting of the Board and after the appointment of the Chair and Deputy Chair, and subject to Sub-clause 45.8, the Board will determine in the manner it thinks fit, the duration of appointments of Directors, being periods of one, two or three years.
- 71.8 After the first Board has been established Directors shall be elected for a term of three consecutive years.

VARIATION

72. VARIATION OF CONSTITUTION

The Constitution may not be varied except by a special resolution passed at a General Meeting of the Company.

COMMUNITIES@WORK

(ABN 19 125 799 859)

BY LAW NO. 1

Established by resolution of the Board on 23 March 2004
and reaffirmed by the Board of Directors on 26 July 2007

THE COMMUNITIES@WORK SUPPORT FUND

1. BY LAW NO 1

1. INTERPRETATION

- 1.1 In the interpretation of this By Law, except where excluded by the context, words and phrases shall have the same meaning ascribed to them as in the Constitution and Rules of Communities @ Work (“**the Organisation**”).

2. ESTABLISHMENT OF FUND

- 2.1 Pursuant to the objects of the Organisation as set forth in its Constitution and Rules and to its powers, there shall be established a fund of moneys to be known as “The Communities@Work Support Fund” (“**the Fund**”).

3. OBJECTS OF THE FUND

- 3.1 The Fund is established for the support and assistance of the Organisation in the furtherance of its objects as set forth in its Constitution.
- 3.2 The Fund shall be a public fund and the Australian public shall be actively encouraged to make donations and gifts thereto.
- 3.3 The Fund shall be applied for the purposes of:
- (a) Supporting and assisting the Organisation in the furtherance of its objects as set forth in its Constitution and Rules; and
 - (b) For any other like purposes the Board of Directors (“**the Board**”) may in its absolute discretion determine from time to time.

4. DONATIONS TO THE FUND

- 4.1 The Committee administering the Fund from time to time shall seek to raise moneys for the Fund by gifts, donations, grants and bequests from such sources as it may consider appropriate and in particular the Australian public.

5. ADMINISTRATION OF THE FUND

- 5.1 The Fund shall be administered on behalf of the Organisation by a Committee (“**the Committee**”) comprising four people appointed by the Board. The Board may, without being required to assign any reason for doing so, remove or replace members or, where necessary, fill casual vacancies of the Committee.
- 5.2 The Committee shall be responsible for the administration of the Fund and the application of all moneys comprising the Fund in accordance with the objects expressed in Clause 3 of this By Law and in accordance with any direction consistent with such objects which may be lawfully given to it by the Board from time to time.
- 5.3 Notwithstanding Clause 5(b), in no case shall the Fund or any proceeds thereof be applied by the Board in any manner inconsistent with the objects and powers of the Organisation.
- 5.4 The day to day management of the Fund shall be vested in the Chief Executive Officer who shall have such powers and authorities with regard to the Fund as the Board in consultation with the Committee may from time to time determine and the Chief Executive Officer shall exercise all such powers and authorities subject at all times to the direction and control of the Board and, subject thereto, the direction and control of the Committee.
- 5.5 The Chief Executive Officer or any employee of the Organisation nominated by the Chief Executive Officer may attend all meetings of the Committee and may be heard on any matter but shall not be entitled to vote. There shall be a Secretary of the Fund who shall be appointed by the Committee.

6. THE COMMITTEE

- 6.1 The Committee shall elect its Chairperson from amongst its members.
- 6.2 The Committee shall meet at least once in every year and, subject thereto, at such times as the Committee shall from time to time determine. The provisions of the Constitution and Rules of the Organisation governing the operation of Committees of the Organisation shall apply to meetings of the Committee.
- 6.3 The quorum for a meeting of the Committee shall be one half in number of the members thereof for the time being or the closest whole number above that fraction.
- 6.4 Any determination of the Committee in respect of the Fund made in accordance with this By Law shall be valid and effective as if made by the Board in accordance with the Constitution and Rules of the Organisation.

7. ACCOUNTS

- 7.1 All moneys belonging to the Fund and all accretions thereto and all gifts, donations and other bequests to the Fund shall be kept in a bank account separate from any other bank account of the Organisation under the designation “Communities@Work Support Fund”, but shall otherwise be maintained in accordance with the requirements of the Constitution and Rules.
- 7.2 Subject to and in accordance with the requirements of and principles set forth in the Constitution and Rules of the Organisation, the Committee shall keep proper accounts with respect to the Fund and all moneys received by and expended from the Fund.
- 7.3 Moneys of the Fund not immediately required may be invested in the name of the Fund in either:
- (a) Investments authorised from time to time under the Australian Capital Territory relating to the management and investment of trust funds; or
 - (b) The purchase of Bills of Exchange accepted by a bank in Australia for which that bank accepts liability for payment on the maturity of any such Bill.

8. WINDING UP OF THE FUND

- 8.1 If the Fund is wound up or if the endorsement (if any) of the organisation as a deductible gift recipient is revoked, any surplus assets of the Fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.