

1. Name

- 1.1 The name of the Association shall be SA Group Enterprises Incorporated, herein after called the "Association".

2. Objects

- 2.1 The object of the Association shall be to provide long-term supported employment for people with a disability and to assist individuals obtain open employment.
- 2.2 The employees with disabilities should derive the normal benefits from employment, including award based wages and conditions of employment.

3. Powers

- 3.1 The Association shall have all the powers conferred by section 25 of the Associations Incorporation Act 1985 save and except such modifications and exclusions as are specified in this constitution.

4. Membership

- 4.1 Any organisation or person who accepts the above objects may apply in writing for membership of the Association.
- 4.2 Staff and employees of the Association are eligible to be members of the Association.
- 4.3 Applicants shall agree to pay a prescribed membership fee, if any as determined by a General Meeting.
- 4.4 Membership of the Association shall be those persons and organisations whose written application is accepted by a majority vote at a Board or General Meeting and who have paid the prescribed membership fee.
- 4.5 A member organisation may appoint a representative to speak and vote on its behalf.
- 4.6 Membership may be suspended by not less than a two-thirds majority vote at a Board or General Meeting.
- 4.7 Any suspended member, or member organisation, may on not less than two weeks' written notice, require the suspension to be reconsidered at a subsequent General Meeting. At this meeting the member or member organisation has a right to place their case before the meeting.
- 4.8 The Association shall not be required to accept the renewal of membership of a suspended member or member organisation when renewal next falls due.
- 4.9 Membership of the Association shall be for a period to three years from the date of acceptance by the Board or General Meeting.

4.10 Membership of the Association shall cease on:

- 4.10.1 resignation in writing to the Association, or
- 4.10.2 failure to renew membership within two months of expiry
- 4.10.3 death, bankruptcy or loss of legal capacity of an individual

5. The Board

- 5.1 The affairs of the Association shall be managed and controlled exclusively by a Board of Directors which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not, by the Association Incorporation Act 1985 or by these rules, required to be done by the Association in general meeting.
- 5.2 The Board shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, and may discuss or delegate any of its powers to such officers and employees.
- 5.3 The Board shall be comprised of not less than five members and not more than ten members being.
- 5.3.1 The Chief Executive Officer of S.A. Group Enterprises Incorporated,
 - 5.3.2 A member of the staff of S.A. Group Enterprises Incorporated other than the General Manager.
 - 5.3.3 A person with expertise in vocational training for adults with intellectual disabilities.
 - 5.3.4 at least one person who will act as an advocate for the employees,
 - 5.3.5 Persons with expertise in small business management, relevant Industries.
 - 5.3.6 Employment and related government-funded programs, union issues, marketing, legal and financial matters, and human service organisations.
 - 5.3.7 A supported employee, elected by other supported personnel, may attend and participate in Board Meetings, but will not have voting rights, or accept any responsibilities or liabilities for board decisions.
 - 5.3.8 Board members should be selected on the basis of their commitment to the values of the service and their capacity to further its objectives.
- 5.4 Apart from the Chief Executive Officer of SA Group Enterprises Incorporated, all members of the Board shall be elected for a two-years term with half retiring annually. Retiring members shall be eligible for re-election.
- 5.5 Members of the Board of Directors shall be elected at an Annual General Meeting of the Association and shall be Members of the Association.
- 5.6 The Office Bearers of the Association shall be the Chairman, Secretary and Treasurer, and shall be appointed by the Board at the first Board Meeting held within four weeks following an Annual General Meeting. The Board may appoint other Office Bearers, from time to time, to further the objectives and operation of the Association.
- 5.7 The Board of Directors shall meet as often as required to conduct business of the Association and not less than six times in each calendar year.

The Constitution

- 5.8 The quorum for a meeting of the Board shall be three members personally present.
- 5.9 The chairman, or two other members of the Board shall have power to call a meeting of the Board. Notice of Board meetings shall be given at the previous meeting or by seven days written notice to all members of the Board, or in an emergency, by such other notice as shall be ratified by the Board.
- 5.10 An Office Bearer or member of the Board shall cease to hold office or a position on the Board upon,
- 5.10.1 acceptance of resignation
 - 5.10.2 membership of the Association is suspended or ceased
 - 5.10.3 absence for three successive Board meetings without explanation acceptable to the Board
- 5.11 Vacancies on the Board which are unfilled at the time of election or arise from a member's resignation may be filled by the Board co-opting member(s) for the unexpired remainder of the term.
- 5.12 The Board may function validly notwithstanding any vacancies or defects in appointment, so long as its number is not reduced below the quorum.
- 5.13 The Board may delegate such powers and functions as it determines to sub-committees of Board members and other appropriate persons, but retains the right to exercise those powers and functions itself, and to modify and revoke the delegations.
- 5.14 Non-members of the Association may be members of sub-committees where the Board decides they have special expertise to contribute.
- 5.15 The decisions of the Board shall be by a simple majority of members present.

6. The Seal

- 6.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 6.2 The seal shall not be used without the express authorization of the Committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by two Board Members with at least one being the Chairman, Secretary or Treasurer.
- 6.3 The seal shall be kept in the custody of the secretary or such other person as the Committee may from time to time decide.

7. General Meetings

- 7.1 General Meetings, which shall include the Annual General Meeting and any Special General Meeting, shall be held not less than once in each calendar year to further the objects of the Association.
- 7.2 Written notice of not more than twenty-eight days and no less than seven days of all General Meetings shall be distributed to all members and displayed at any premise occupied by the Association, except for a General Meeting to consider the dissolution of the Association.
- 7.3 A quorum at any General Meeting shall be ten members or two-thirds of the members whichever is less.
- 7.4 If at any General Meeting there is no quorum within thirty minutes of the time appointed for the meeting then a majority of members present may decide to adjourn the meeting for a period not exceeding fourteen days. The quorum for such adjourned meeting shall be reduced to five failing which the meeting will lapse altogether.
- 7.5 A Special General Meeting shall be called by the Secretary within twenty-eight days of receipt of a directive of the Board, or a written request of three Board members, or six members or member organisations, specifying the business to be conducted at the meeting.
- 7.6 Annual General Meetings shall be held in each calendar year between 1st August and 30th November.
- 7.7 The Business of the Annual General Meeting shall be to:
 - 7.7.1 receive the Chairman's report for the previous year to 30th June,
 - 7.7.2 receive the Treasurer's report and the audited financial statement for the previous financial year, ending 30th June,
 - 7.7.3 elect or re-elect the Board Members who must consent in person or in writing;
 - 7.7.4 appoint an auditor,
 - 7.7.5 conduct any other business placed on the agenda before the commencement of the meeting.

8. Voting

- 8.1 Members shall each be entitled to one vote at any General Meeting at which they are present. Member organisations shall each be entitled to one vote which shall be cast by their representative.
- 8.2 Proxy votes shall not be recognised
- 8.3 Voting shall be by show of hands except that:
- 8.3.1 any contested election for members of the Board shall be by secret ballot;
 - 8.3.2 the meeting may, by show of hands, require any other vote to be by secret ballot.
- 8.4 Resource person with special interests or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the Chairman, but such persons may not vote.

9. Powers and function of office bearers

9.1 Chairman

- 9.1.1 The Chairman shall chair all Board and General Meetings in accordance with accepted meeting practices and shall have both a deliberative and casting vote. In the absence of the Chairman, the meeting shall appoint an acting Chairman for that meeting.

9.2 Secretary

- 9.2.1 The Secretary shall call meetings in accordance with the provisions of this constitution.
- 9.2.2 The Secretary shall cause records to be kept of the business of the Association including the constitution and policies, records of members, a register of minutes of meetings and of notice, a file of correspondence, and records of submissions or reports made by or on behalf for the Association.
- 9.2.3 In the absence to the Secretary another member shall be elected as minutes secretary.
- 9.2.4 The Secretary shall be the Public Officer of the Association for the requirements of any statute, State or Federal.

9.3 Treasurer

- 9.3.1 The Treasurer shall cause records to be kept of all receipts and payments and other financial transactions, which records shall be available for inspection by any member.
- 9.3.2 The Treasurer shall ensure that financial budgets and statements of profit and loss and balance sheets are prepared and submitted to Board meetings.
- 9.3.3 The Treasurer shall present audited accounts to the Annual General Meeting.

10. Finances and property

- 10.1 All monies received shall be deposited in the Accounts of the Association at such financial institutions as shall be determined from time to time by the Board.
- 10.2 All payments shall be signed by any two of the authorized members appointed by the Board for the time being.
- 10.3 Accounting records of the Association shall be maintained in accordance with recognized standards of the Australian Society of Accountants and of relevant statutes.
- 10.4 The income property and funds of the association shall be used and applied solely towards the promotion of the objects and shall not be paid or transferred to the members or relatives of members, provided that nothing herein contained shall prevent the payment in good faith to any person in return for services actually rendered and provided that an employee of the Association shall notwithstanding that employment be entitled to be a member or office bearer of the Association and of any committee.
- 10.5 Members who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.

11. Auditor

- 11.1 The Auditor shall
 - 11.1.1 be appointed at the Annual General Meeting
 - 11.1.2 be a registered Chartered Accountant
 - 11.1.3 not be an officer, employee or member of the Association

12. Amendment of constitution and rules

- 12.1 The rules of the constitution may be altered or rescinded and replaced by substitute rules by resolution of two-thirds of members present and voting at a General Meeting of which not less than seven days written notice including notice of the proposed repeal, alteration or amendment has been distributed to all members.
- 12.2 Such an alteration shall be registered with the Corporate Affairs Commission as required by the Association Incorporation Act 1985.

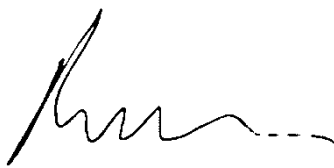
13. Dissolution

- 13.1 The Association may resolve to wind up by a special resolution as set out by Part 5 Division 1 of the Associations Incorporation Act 1985.
- 13.2 If at the date of winding-up or dissolution any moneys forming part of a grant to the Association remain unexpended, such moneys shall be repaid to the granting body.
- 13.3 If upon winding-up or dissolution of the project and after satisfying clause 12.2 there remains after satisfaction of all debts and liabilities any property whatsoever such property shall be distributed to another body or bodies having similar objects to the project and approved under the provisions of section 78(1) of the income Tax Assessment Act 1936 as amended.

14. Adoption of and alterations to constitution

- 14.1 The initial constitution of SA Group Enterprises Incorporated was adopted by the Board of Directors at its meeting on 17th November 1988.
- 14.2 The constitution was altered at the Annual General Meeting on 23rd November 1989.
- 14.3 The constitution was altered at the Annual General Meeting on 22nd October 1990.
- 14.4 The constitution was altered at the Annual General Meeting on 25th October 1994.
- 14.5 The constitution was altered at the Annual General Meeting on 26th Oct 2004
- 14.6 The constitution was altered, as requested by the Office of Consumer and Business Affairs, to comply with Part 5 Division 1 of the Associations Incorporations Act 1985, on the 5th October 2006.

For and on behalf of SA Group Enterprises Inc.



Robert Hart, Secretary, CEO.
SA Group Enterprises Incorporated