

Workability International

Governance Manual



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INTRODUCTION

Workability International (WI) is the world's largest body representing providers of work and employment services to people with disabilities. Its primary goal is to achieve equity in employment for people with disabilities everywhere. It specifically sets out to achieve this by:

1. Facilitating international exchanges of information, experience and ideas on the need for and arrangement and development of jobs for people with disabilities;
2. promoting employment for people with disabilities;
3. promoting legal rights of people with disabilities to equal opportunities and non-discrimination; and
4. seeking to change governments' policies and/or decisions in relation to effective employment and/ or rehabilitation of persons with disabilities.

Since its inception in 1987 in Sweden, more than 3 million people with disabilities have been engaged in work programs delivered by WI member organisations in more than 40 countries. In all that it does WI seeks to establish the highest possible standards internationally in the delivery of work programs and support for people with disabilities.

In the context of changing internal and external environments, the Board of Directors of WI identified the requirement to review and update the WI organisational governance model. A key output of this process was the development of this WI Governance Manual. This Governance Manual presents an overview of the objectives and operations of WI and the governance structures and systems within which it operates. It serves as an integrated reference document to be accessible to all WI members as well as external partners via the website. The Manual will always reference the date of the last revision, and new decisions on governance taken by the WI Board of Directors will always be included. Once every three years, the WI Board of Directors will conduct a fundamental review of the document.

This manual should be read in conjunction with the Memorandum and Articles of Association of WI (Appendix 1).

VISION, MISSION AND VALUES

Vision

Equity in employment for people with disabilities everywhere.

The vision of WI is that worldwide, people with disabilities will:

- Have the same right to work and equality of opportunity to employment and in employment as all other citizens;
- Sustain similar levels of employment to those of people without disabilities;
- Be entitled to participate in all types of employment and work, with the appropriate supports regardless of their level of disability; and
- Receive all necessary support through the ability of members as employment facilitators to provide financially viable world-class services, employment services and advocacy.

Mission

WI's primary aim and purpose is to champion the right to work of any person who has a disability, or is otherwise marginalised in a global context.

WI believes that people with disabilities must have legal rights to equal opportunities and non-discrimination in all aspects of their lives as all other citizens, especially in the world of work.

Only by supporting and providing practical opportunities that people with disabilities require to make the most of their abilities in the workforce, can we add weight and meaning to such rights.

Values

As champions of disabled persons' right to work, Workability International believes that people with disabilities should:

- Have the same right to work and equality of opportunity to employment and in employment as all other citizens;
- Not be discriminated against in respect of issues of disability, colour, race, gender, age, ethnicity or religious belief in any aspect of employment;
- Be entitled to explicit employment or service agreements;
- Receive equal pay for equal work; and

- Be entitled to participate in all types of employment and work, with the appropriate supports regardless of their level of disability.

WORKABILITY INTERNATIONAL STRUCTURE

General

WI is a company limited by Guarantee and regulated by its Memorandum and Articles of Association. WI is registered with the Registrar for England & Wales as a not-for-profit company limited by guarantee under the UK's Companies Acts 1985 and 1989. In line with this ACT, WI keeps a register of full members as required by the Companies Act (full membership is defined in the membership section) and reports as required on all regulation under the Act.

WI is governed by a Board of Directors and operates through four regional groupings of members, namely:

- Americas;
- Asia;
- Europe; and
- Oceania.

These regional groupings may be varied by the Board at any time but only for a period up to the following Annual General Meeting at which time the Members must ratify or deny the variation.

A Secretariat supports the functions of the Board and Regions.

Board of Directors

The elected Board of Directors is the highest decision-making body in WI and deals with strategy, overall policy and leadership issues. Although management, financial, technical and administrative issues are primarily dealt with by the President and the Secretariat, key decisions on WI management are always taken by the Board of Directors and should be brought to their attention by the Secretariat and/or President.

The Board of Directors is elected by WI members at the Annual General Meeting. The voting structure, approved by the Board of Directors and operating in line with

criteria set out in the Memorandum and Articles of Association is set up in such a way as to ensure the Board of Directors reflects fair representation of members within the geographical regions.

Board Roles and Responsibilities

The Board's responsibilities under the Act are outlined at Appendix 2.

Board Workplan

The WI Board of Directors meets at least four times a year. Where possible, at least two meetings will be face-to-face meetings. Where possible the Board meetings are linked to other WI activities and/or events.

The concept of Board of Directors meetings includes three main parts:

- WI management and business issues;
- Strategic and policy issues; and
- Exchange of good practices between directors.

The overall intent is that in addition to the focus on WI related issues, Board of Director meetings should offer directors the opportunity to obtain direct professional benefits.

Standing agenda items will be determined by the Board from time to time, as it sees fit.

The Board will also schedule the following on an annual basis:

- Development and approval of an annual business plan and budget for the following financial year;
- Review of the organisation's governance performance (Appendix 3);
- Review of the WI Risk Management Policy and Plan; and
- Development/review of a Strategic Plan.

Board Committees

The Board of Directors has established three standing committees, as follows:

- Audit, Finance and Risk Committee;
- Membership Development Committee; and
- Governance and Nominating Committee.

The general charter and specific terms of reference for these committees are at Appendix 4.

Secretariat

In conjunction with the Company Secretary (located in London), the General Secretary manages processes to ensure that WI complies with company legislation and regulation ensuring Board members are informed of their legal responsibilities.

The key roles and responsibilities of the General Secretary are as follows:

- Responsible for calling annual general meetings and board meetings, preparing agendas for, and taking minutes ensuring the implementation of their decisions;
- Coordinating the production of the annual review and the Directors' Financial Report;
- Maintaining the register of Full Members and the register of Directors with the UK Registrar;
- Communicate with and provide information for Board Directors and Workability members, including reports and research relating to the employment and work for people with disabilities;
- Dealing with correspondence, collating information, writing reports, ensuring decisions made are communicated to relevant people;
- Contributing to meeting discussions, as and when required, and advising members of the legal, governance, accounting and tax implications of proposed policies with the support of the Company Secretary in London;
- Maintaining the Workability International website and the services supported by this website;
- Assist and develop the annual conference in conjunction with the host organisation(s) and attend as required;
- Managing, accounting for and providing management & financial accounts covering the financial affairs of Workability International;
- Representation of Workability International in meetings, conferences and events; in consultation with the President, ensuring the good name and values of the organisation are safeguarded; and
- Other duties as required.

Regional Committees

WI's interests/activities in each region may be supported by a Regional Committee, which is formed from WI members in the region.

WORKABILITY INTERNATIONAL MEMBERSHIP

Introduction

WI is a large multinational democratic representative organisation that encourages the sharing of information, expertise and resources between organisations based in different parts of the world. Members may be from any country worldwide and there may be more than one member from the same country.

Membership of WI provides the following:

- An international assembly with access to a network of expertise, processes and products;
- The opportunity to input into policy advice to governments and promote disability direct and vocational employment services;
- A global network of contacts with similar organisations and links to international governmental and non-governmental organisations, multinational and global enterprises
- Timely information on governments policies and funding regimes to support people with disabilities in work and employment
- Updates on international conventions recommendations and activities in the field of work and employment of people with disabilities (including associated topics);
- Exchange of “best practice”, peer support, networking and social interactions;
- Mentoring and sponsorship arrangements

The membership calendar operates within the calendar year. As set out in the Memorandum and Articles of Association, full membership is the only category of membership recognised under the Companies Act 1985 and 1989. However, in line with the Memorandum and Articles of Association, the Board of Directors determines the need to develop additional categories of members. While applicants to these additional categories are required to complete an application form subject

to approval by the Board of Directors and pay an annual subscription, they are not full members. The Board of Directors determines the annual subscription fee for each membership category.

There are three current operating categories of membership approved by the Board:

- Full membership;
- Associate membership; and
- Special membership for eligible organisations as determined by the Board.

All members are expected to commit to the WI Code of Conduct (Appendix 5).

Membership of WI is not transferable. Members are not entitled to any refund of their subscription or membership on ceasing to be a member.

Full Membership

The criteria for full membership status are:

- Subscribe to the Memorandum and Articles of Association; and
- Direct involvement in the provision of work opportunities and/or employment support services to people with disabilities and/or umbrella organisations representing such organisations.

Within the full membership category a member can be classified in one of the following ways:

- Platinum
- Gold
- Silver
- Bronze
- Standard

Allocation into one of the above categories is a Board of Directors decision and determined by the annual fee paid by the approved member. Classification in any of the above categories does not entitle any full member to any additional voting rights within the organisation's operating structure.

Associate Membership

The criteria for associate membership status are:

- Subscribe to the Memorandum and Articles of Association; and
- An organisation which may not be directly involved in nor have knowledge in the provision of jobs for people with disabilities but whose activities aspire to support and influence, directly or indirectly, polices in that area.

Special Membership

For eligible organisations as determined by the Board of Directors.

Sponsored Members

Provision exists for sponsored members i.e. the member's subscription is funded by WI. This facility may relate only to Full Members or Special Members.

The policy relating to sponsored members is at Appendix 6.

Application Process

The criteria for the different WI membership categories constitutes a frame of reference for potential new members and for the assessment of applications. If some criteria are not met, the Board of Directors will determine whether or not the application is successful.

The application process for potential Full and Associate Members is as follows:

- Submission of an application form (and supporting documentation) (Appendix 7) to the President or General Secretary.
- Consideration of the application by the Board of Directors (approval requires a simple majority (50% + 1) of votes of the total Board of Directors at the time);
- If the application for membership is approved by the Board of Directors the applicant receives a formal written confirmation of their membership from the President, accompanied by an induction pack of information which includes:
 - Membership Certificate (signed by President);
 - Username and password for internal section of the WI website;
 - Key documents, i.e. the Statutes, Governance Manual & current Strategic Plan; and
 - Overview and short explanation on the most important current and upcoming WI activities and events.

The aim should be to table all applications at the next available meeting of the Board of Directors.

Membership starts from the date of approval by the Board of Directors or a date specified by the Board. If membership starts in the middle of a calendar year, a pro rata membership fee may be paid for the remainder of the year.

Applications for sponsored membership are to be reviewed by the Membership Development Committee in the first instance, which will then pass the application, with a recommendation to the Board of Directors for consideration.

Termination of Membership

A member will cease to be a member in any of the following circumstances:

- On giving written notice to WI; or
- If it ceases to exist or being a body corporate, enters into liquidation, or a receiver or administrator is appointed over any of its assets; or
- If any subscription or membership fee due to WI remains outstanding for more than 3 months; or
- If it is removed from the membership by a unanimous resolution of the Board of Directors, provided that 21 clear days written notice of the meeting of the Board of Directors specifying the intention and reason to propose such a resolution shall have been sent to the member and to all Directors. The member shall be entitled to be heard at the meeting of the Board of Directors by its authorised representative who may be accompanied by a colleague.

Membership is not transferable. No member or Members of the Company is entitled to any refund of subscription or membership fee on ceasing to be a member or Member.

WORKABILITY INTERNATIONAL FINANCIAL GOVERNANCE

WI is registered with the Registrar for England & Wales as a not-for-profit company limited by guarantee under the UK's Companies Acts 1985 and 1989. The Board is required to ensure that WI meets all relevant financial reporting requirements outlined under the Act, namely:

- Keeping of accounting records of WI accounts;

- Preparation of the statements of account and the annual report and accounts; and
- Appointment of auditors as required

Financial Strategy

The structural costs and activities of WI are kept to a minimum and financed from membership fees.

All members cover the cost of their involvement with WI activities.

WI aims to generate a surplus that allows for WI investments and to ensure sustainability on an ongoing basis.

Strategic Development Fund (SDF)

The objective of the SDF is to support and encourage strategic developments that will encourage employment generation and have a substantial effect on WI's member organisations and people with disabilities in or seeking employment. This objective is aligned with WI's Strategic Priority 4 ("The Way Forward"):

*Supporting the development of disability employment providers with priority given to those working in emerging countries:
Establish an international Development Fund to support employment generation in developing countries. Opportunities will be mapped and matched with Workability International members, while staff exchange will enhance local capacity.*

The SDF is administered and managed by the Board.

The primary responsibility of the Board is to decide on the management and application of the SDF funds in accordance with the SDF Operating Guidelines (Appendix 8).

The Board's powers, responsibilities and duties are expressly provided for in the Memorandum of Association of Workability International.

RISK MANAGEMENT

Introduction

WI's philosophy towards risk is not to be risk averse but to enable risks to be identified, monitored and managed in a balanced manner.

WI is committed to establishing and integrating its risk management systems and processes to support this philosophy without creating an unnecessary burden on the association.

This policy sets out the processes, responsibility and accountability for risk management in WI. It recognises that risk management is an integral part of good management and corporate governance practice and that, in relation to commercial strategy, an element of risk is inevitable and in some cases to be encouraged.

This policy supports a structured and focused approach to managing risk to complement the strategies adopted to achieve corporate objectives, increase confidence and enhance the value the association provides to its stakeholders.

Policy Statement

Workability International is committed to:

Achieving its business objectives by minimising the impact of risks it can meaningfully and realistically control.

Aim

The risk management system and frameworks which WI has or will put in place:

- Incorporate a consistent systematic process to identify, analyse, mitigate and monitor the key financial, strategic, operational, and compliance risks impacting on the association;
- Align risk management with business objectives;
- Will ensure integration of information systems used for reporting on risk to enable aggregation and reporting at a corporate level;
- Allow the necessary controls and policies to be implemented to deliver an appropriate approach to governance and best practice; and

- Will embed a culture of risk management throughout the association.

Definitions

What is risk?

Within the association, a risk is any action or event that has the potential to impact on the achievement of our business objectives. Risk arises as much from the possibility that opportunities will not be realised as it does from the possibility that threats will materialise or that errors will be made.

What is risk management?

Risk management for the association refers to the culture, processes and structures developed to effectively manage potential opportunities and adverse effects for any activity, function or process undertaken by the association.

The process of managing risk is achieved through the systematic application of policies, procedures and practices to identify, analyse, evaluate, treat, monitor and communicate risk.

The Risk Management Process

WI's risk management processes are based around the following key activities:

- Risk Identification,
- Risk Evaluation,
- Risk Treatment/Mitigation, and
- Risk Monitoring and Reporting.

Responsibilities

The Board retains the ultimate responsibility for risk management and for determining the appropriate level of risk that it is willing to accept in the conduct of business activities.

Formal risk assessments will be performed at least once a year as part of the business planning and budgeting process. In addition, the Board will ensure clear communication throughout the association of its position on risk.

Risk Management Policy and Framework Review

This policy and WI's risk management frameworks will be reviewed at least annually by the Board to review their effectiveness and to ensure their continued application and relevance.

WORKABILITY INTERNATIONAL BRAND MANAGEMENT

Workability International aims to achieve recognition of the strength of the combined knowledge, experience and skills of its members in the provision of services for work and employment of people with disabilities through the promotion of the Workability International brand.

The correct use of the Workability International brand strengthens the organization in its mission as well as members in their daily work. It gives power to the purpose of reducing prejudices against people with disabilities, increases the chances for members to create good business and assists them in becoming market leaders, proactively shaping the future of disability employment services and adding significant value in international affairs.

Permission is required in advance from Workability International before using the name Workability International or associated titles with the prefix "Workability"; especially in any communications with the media or in setting up any other organization.

Organizations are required to abide by the license granted for the use of the Workability International name and the "Workability" prefix. **Additionally, Members are neither to enter into contracts that may legally bind Workability International nor to identify itself as an agent of Workability International without formal permission of the Board of Directors.** Member organizations applying the Workability name and logo must comply with the terms and conditions agreed with the Board of Workability International.

Further details on the use of the Workability International name and/or logo are at Appendix 9.

APPENDIX 1: MEMORANDUM & ARTICLES OF ASSOCIATION

I Company No: 4230009

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

WORKABILITY INTERNATIONAL

(adopted by written resolution passed on 26 March 2002, amended by written resolution on 1 October 2004, and by special resolutions passed on 23 September 2005, 8 September 2006 13 September 2007, 8 September 2009 and 29th September 2010)

THE COMPANIES ACTS 1985 and 1989
COMPANY LIMITED BY GUARANTEE
MEMORANDUM OF ASSOCIATION
OF
WORKABILITY INTERNATIONAL

(adopted by written resolution passed on 26 March 2002, amended by written resolution on 1 October 2004, and by special resolutions passed on 23 September 2005, 8 September 2006 13 September 2007, 8 September 2009 and 29th September 2010)

1. The name of the Company is ‘Workability International’.
2. The registered office of the Company is in England and Wales.
3.
 - 3.1 The Objects for which the Company is established are for the benefit of people with disabilities by:
 - (a) facilitating international exchanges of information, experience and ideas on the need for and arrangement and development of jobs for people with disabilities;
 - (b) promoting employment for people with disabilities;
 - (c) promoting legal rights of people with disabilities to equal opportunities and non-discrimination; and
 - (d) supporting members seeking to influence governments’ policies or decisions in relation to effective employment and/or rehabilitation of persons with disabilities.
 - 3.2 The Objects of the Company do not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
4. The Company has power to do anything within the law that may promote or may help to promote the Objects or any of them and in exercising these powers; the Board will limit the annual expenditure to income in any given year unless agreed in advance by the Members. In particular, (but without limitation) the Company has the following powers:
 - 4.1 to pay out of the Company’s funds the costs incurred in forming the Company;
 - 4.2 to consult, advise and co-operate with, and to promote co-operation within and between, other bodies or persons worldwide (including departments of governments, local authorities, educational establishments, voluntary organisations and other public and private organisations) on any matter concerned, whether directly or indirectly, with the Objects;
 - 4.3 to co-ordinate and represent issues relating to jobs for people with disabilities worldwide;

- 4.4 to promote, commission or carry out research, including investigation by site visit, personal interview or otherwise;
- 4.5 to hold conferences, workshops, lecture classes and training courses on any matter touching upon the Objects;
- 4.6 to promote or carry out the collection, analysis or publication of information of all types and in all forms, on such terms as shall be thought fit;
- 4.7 to provide and maintain or to encourage the provision and maintenance of information and statistics relating directly or indirectly to the Objects including the use of information and communication technology;
- 4.8 to promote, market and raise the profile of the Company generally;
- 4.9 to acquire or hire property of any kind, and any interests in or rights over property of any kind;
- 4.10 to acquire the whole or any part of the business or assets of any person, firm, or company carrying on any activity in support of the Objects and to give any form of consideration in return for the business or assets;
- 4.11 subject to such consents as may be required, to borrow in any manner; and to secure and guarantee by any means the repayment of any money borrowed, raised or owing, and the performance by the Company of any obligation or liability, by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future);
- 4.12 to raise funds (but not by means of carrying on a trade or business on a continuing basis which is for the principal purpose of raising funds rather than for actually carrying out the Objects, unless the income of the Company from that trade or business is exempt from tax by reason of any legislation or concession from time to time in force);
- 4.13 to invest and deal with the moneys of the Company not immediately required in any manner and to hold or otherwise deal with any investments made subject to such consents and conditions as may be required;
- 4.14 to delegate the management of investments to an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000 ('**Financial Expert**'), on such terms as the Board thinks fit;
- 4.15 to arrange for investments or other property of the Company to be held in the name of a nominee under the control of the Board or of a Financial Expert acting under its instructions and to pay any reasonable fee required;
- 4.16 subject to such consents as may be required, to sell, dispose of, let, mortgage, or charge any property of the Company and to grant licences, options, rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company;
- 4.17 to make grants or loans of money and to give guarantees and indemnities on any terms; and to support and subscribe to any charitable or public object;
- 4.18 to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which (in the opinion of the Directors) is likely to assist or benefit the Company; and to subscribe for or otherwise acquire all or any part of the shares or securities of any such company;

- 4.19 to act as agent or broker or trustee for any person, firm or company, and to undertake and perform any form of contract;
 - 4.20 to enter into contracts to provide services to or on behalf of the Company and other bodies or persons;
 - 4.21 to reward any person, firm or company rendering services to the Company by cash payment or by any other means;
 - 4.22 to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of the employees of the Company or of any subsidiary, holding company or fellow subsidiary of the Company and of their spouses, children and other relatives and dependents; and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained;
 - 4.23 to establish subsidiary companies to further the Objects (or any of them) or to assist or act as agents for the Company;
 - 4.24 to form local branches and committees in any part of the world;
 - 4.25 to establish, support, subscribe or manage alone or jointly with any other persons or organisations, any charities or businesses;
 - 4.26 to indemnify, out of the assets of the Company, every Director and officer of the Company, in respect of any liability incurred by him or her in defending any proceedings, whether civil or criminal, alleging liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and in which judgment is given in his or her favour, or in which he or she is acquitted, or in connection with any application in which relief is granted to him or her by the Court;
 - 4.27 to insure, out of the assets of the Company, any Director or any officer of the Company, against any liability which may attach to him or her by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Company, and against all costs, charges, losses, expenses and liabilities incurred by him or her and for which he or she is entitled to be indemnified by the Company under clause 4.26;
 - 4.28 to delegate to committees various functions of the Company;
 - 4.29 to amalgamate with or support any other company or undertaking whose objects may (in the opinion of the Board) advantageously be combined with the Objects;
 - 4.30 to sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, and to accept anything of value in return;
 - 4.31 to protect the name “Workability International” and any other intellectual property belonging to the Company from unauthorised use; and
 - 4.32 to do all or any of the things or matters permitted by this Memorandum of Association in any part of the world, and as principal, agent, contractor or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
5. The income and capital of the Company must be applied solely towards the promotion of the Objects. No part of the income or capital may be paid or transferred, directly or indirectly, to the Members of the Company, whether by way of dividend or bonus or in

any other way that amounts to a distribution of profit or surplus. This does not prevent the payment of:

- 5.1. reasonable and proper remuneration to any employee or member of the Company in return for any services provided to the Company;
 - 5.2. a reasonable rate of interest on money lent to the Company;
 - 5.3. reasonable rent for property let to the Company;
 - 5.4. expenses to any employee or member of the Company; or
 - 5.5. premiums on the indemnity insurance referred to in clause 4.27;
 - 5.6. provision of Sponsored Membership as per relevant rules set by the Board.
6. The liability of the Members is limited.
7. If the Company is wound up while a person is a Member or within one year after that person ceases to be a Member, every Member of the Company will contribute such amount as may be required not exceeding £1 to the assets of the Company, for payment of the Company's debts and liabilities accrued before the Member ceases to be a Member, and of the costs and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. This clause applies on the winding up or dissolution of the Company. If there is any property of the Company remaining after all the Company's debts and liabilities have been paid or satisfied, it must not be paid or transferred to any or all of the Members of the Company. Instead it must be paid or transferred to one or more companies, organisations or institutions that exist for purposes similar to the Objects, each of which has restrictions in its constitution or governing instrument on the distribution of profits and surpluses that are as least as restrictive as those in this Memorandum of Association. The companies, organisations or institutions will be nominated by the Directors of the Company and approved by the Members of the Company at or before the winding up or dissolution. If the Directors are unable to identify any similar companies, organisations or institutions then they may pay or transfer the surplus to any charity or charities.
9. Expressions defined in the Articles of Association have the same meanings in this Memorandum of Association.

We, the persons whose names are written below, wish to be formed into a Company under this Memorandum of Association.

NAMES AND ADDRESSES OF SUBSCRIBERS SIGNATURES OF SUBSCRIBERS

Temple Direct Limited

16 Old Bailey

London EC4M 7EG

Hugh Devlin

Director

V3.0 (29 May 2018)

Temple Direct Limited

Temple Secretarial Limited
16 Old Bailey
London EC4M 7EG

Craigie Pearson

Director
Temple Secretarial Limited

Witness to the above signatures:

Name: Christine Blackman

Address: 16 Old Bailey

London

EC4M 7EG

Occupation: Company Secretary

Signature: Christine Blackman

Date: 01/06/01

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION
OF
WORKABILITY INTERNATIONAL**

(adopted by written resolution passed on 26 March 2002 as amended by written resolutions passed on 1 October 2004, 23 September 2005, 8 September 2006 and 13 September 2007, and by a special resolution passed on 23rd September 2005)

INTERPRETATION

1. In these Articles:

“AGM” means an annual general meeting of the Company;

“the Board” means the board of Directors of the Company, acting collectively;

“clear days” in relation to a period of notice means that period excluding the day on which the notice is given or is deemed to have been given, and the day for which the notice is given or on which it is to take effect;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

“Director” means a director of the Company acting individually and includes the President, the Vice-President and the Immediate Past President;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“Eligible Organisation” means any body corporate, unincorporated association or ministry (on a national level or with a broad view of the situation in providing jobs for disabled persons) worldwide with knowledge or experience of providing jobs for people with disabilities interested in furthering the Objects;

“Immediate Past President” means a President who has retired in accordance with Article 56;

“Member” or **“Full Member”** means a member of the Company for the purpose of the Act;

“Memorandum” means the memorandum of association of the Company;

“Objects” means the objects of the Company as set out in the Memorandum from time to time;

“Ordinary resolution” has the meaning given in section 282 of the Companies Act 2006;

“President” means the person appointed to preside over meetings of the Directors;

“regional group” means a regional group determined under Article 44;

“Secretary” means any person appointed to perform the duties of the Secretary of the Company;

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;

unless the context otherwise requires, words or expressions contained in these Articles bear the meanings given to them in the Companies Act 2006; references in these Articles to persons include corporations, unincorporated bodies and groups of individuals.

MEMBERSHIP

2. The Company must keep a register of Members as required by the Act. The Full Members are:
 - (a) the subscribers to the Memorandum and Articles of Association; and
 - (b) any body corporate, unincorporated association or ministry (on a national level) worldwide with knowledge or experience of providing jobs for people with disabilities interested in furthering the Objects, who complete an application form approved by the Board from time to time, are admitted as Members by the Board and pay an annual subscription fee as determined by the Board from time to time.
3. Applicants for Membership may be from any country worldwide and there may be more than one Member from the same country.
4. For the purpose of the Act, Full Membership shall be the only category of membership. The Board may from time to time determine different categories of membership and may require members to complete an application form approved by the Board and pay an annual subscription, but persons admitted to those categories shall not be Members for the purposes of the Act and shall not be entered in the register of Members. The current classes of membership other than Full Members are:
 - (a) Associate Membership for Eligible Organisations which may not be directly involved nor have knowledge in the provision of jobs for people with disabilities but whose activities aspire to support and influence, directly or indirectly, policies in that area;
 - (b) Special membership for eligible organisations as determined by the Board.
5. Membership is not transferable. No member or Members of the Company is entitled to any refund of subscription or membership fee on ceasing to be a member or Member.
6. A Member will cease to be a Member (and a member will cease to be a member as the case may be):
 - 6.1 on giving notice to the Company;
 - 6.2 if it ceases to exist or, being a body corporate, enters into liquidation or a receiver or administrator is appointed over any of its assets;
 - 6.3 in any case, if any subscription or membership fee due to the Company remains outstanding for more than three months; or
 - 6.4 if it is removed from the Membership (or membership as applicable) by a unanimous resolution of the Board provided that 21 clear days written notice of the meeting of the Board specifying the intention and reason to propose such resolution shall have been sent to the Member (or member as applicable) and to all Directors. The Member (or member as applicable) shall be entitled to be heard at

the meeting of the Board by its authorised representative who may be accompanied by a colleague.

7. Each Member (and any member permitted under Article 4, being bodies corporate, unincorporated association or ministries, shall duly authorise a person to represent it at general meetings and shall notify the Secretary of the name from time to time of the duly authorised representative and contact person (if different).

GENERAL MEETINGS

8. The Company must hold a general meeting in each year as its AGM, in addition to any other meetings held in that year. The interval between the date of one AGM and the date of the next must not be more than 18 months. The Board will choose the time and place of the AGM. All general meetings of the Company other than AGMs are called Extraordinary General Meetings.
9. The Board may call a general meeting at any time; and must call a general meeting if it receives a requisition by the Members in accordance with the Act.
10. All general meetings must be called by at least 28 clear days' notice. A meeting of the Company may be called by shorter notice if it is so agreed:
 - 10.1 in the case of an AGM, by all the Members entitled to attend and vote at that meeting; and
 - 10.2 in the case of any other meeting, by Members holding at least 95% of the total voting rights at that meeting of all the Members.
11. The notice must specify the place, date and time of the meeting, and the general nature of all items of the business to be transacted; and must, in the case of an AGM, specify the meeting as an AGM. The text of all special, extraordinary and elective resolutions to be proposed at the meeting must be set out in the notice.
12. Notice must be given to the Members, to the Directors, to the auditors and to other members; but if anyone entitled to receive notice does not receive it, this does not invalidate the proceedings at the meeting if the failure to notify was accidental.

PROCEEDINGS AT GENERAL MEETINGS

13. A general meeting is not valid unless a quorum of Full Members is present throughout the meeting; the quorum is a quarter of the total number of Full Members currently entered in the Company's Register of Members or fifteen Full Members (whichever is lesser) present.
14. If a quorum is not present within half an hour after the time set for the meeting, the meeting is automatically adjourned to the same day in the next week, at the same time and place, or to another day, time and place decided by the Board.
15. The President will preside at every general meeting of the Company. If there is no President, or if he or she is not present within fifteen minutes after the time appointed set for the meeting, or is unwilling to act, those Directors present at the meeting must elect one of themselves to preside over the meeting.

16. If at any general meeting no Director is willing to preside over the meeting, or if no Director is present within fifteen minutes after the time set for the meeting, the Members of the Company present must choose one of themselves to preside over the meeting.
17. The person presiding over the meeting may adjourn the meeting with the consent of any quorate meeting (and must if required by a simple majority of the Members present at the meeting), but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. No notice is required of an adjourned meeting unless the meeting is adjourned for 30 days or more, in which case notice must be given as in the case of the original meeting.
18. At any general meeting, a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is demanded (before or on the declaration of the result of the show of hands). Subject to the Act, a poll may be demanded:
 - 18.1 by the person presiding over the meeting; or
 - 18.2 by at least two Members present in person; or
 - 18.3 by any Member present in person and representing not less than 10% of the total voting rights of all the Members having the right to vote at the meeting.

In the case of an equality of votes on any question, the person presiding over the meeting has a second or casting vote.

19. Unless a poll is demanded, a declaration by the person presiding over the meeting that a resolution has been carried or lost on a show of hands, whether unanimously or by a particular majority, and an entry to that effect in the minutes, is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
20. The demand for a poll may be withdrawn by the person who made the demand before the poll is taken, but only with the consent of the person presiding over the meeting. The withdrawal of a demand for a poll does not invalidate the result of a show of hands declared before the demand for the poll is made.
21. Except as provided in Article 22, if a poll is demanded it may be taken in such manner as the person presiding over the meeting directs but the person presiding over the meeting has no authority in exercising this power to extend the poll to Members who are not present at the meeting in question. The result of the poll is deemed to be the resolution of the meeting at which the poll was demanded.
22. A poll demanded on the election of a person to preside over a meeting, or on a question of adjournment of a meeting, must be taken immediately. A poll demanded on any other question may be taken at such time at the meeting as the person presiding over the meeting directs. If there is an interval before the time for closing the poll, the meeting may deal with any business other than the business being determined by poll.

VOTES OF MEMBERS

23. Every Full Member whose name is entered in the Company's register of Members has one vote at every general meeting. A resolution proposed at any general meeting will be

approved if more than half of the votes cast at the meeting are in favour of the resolution, except where the Act or these Articles prescribes a different majority.

DIRECTORS

24. Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.
25. The first Director of the Company is named in the statement submitted to the registrar of companies on incorporation of the Company. At the first AGM, all the Directors must retire from office unless the Members do not appoint or re-appoint at least three Directors at that meeting in which case they will all remain in office.
26. Subject to Article 31 the term of appointment of a director shall not be for more than 3 years. No director shall be eligible to serve for more than 3 consecutive terms with the exception of the President and Vice President in their capacity of President, Vice President and/or Immediate Past President
27. No person may be appointed or re-appointed as a Director at any general meeting unless:
 - 27.1 he or she is recommended by the Directors; or
 - 27.2 he or she has been nominated by a member in accordance with the procedure specified by the board from time to time.

Provided that at no time shall the Board contain (apart from the Immediate Past President) more than one person nominated by or connected with the same member.

28. No person may be appointed or re-appointed as a Director at any general meeting if:
 - 28.1 he or she is aged under 18; or
 - 28.2 he or she would, if appointed, be disqualified under Article 33.
29. The Company may by ordinary resolution appoint as a Director a person who is willing to act, either to fill a vacancy or as an additional Director, provided that, so far as is practicable and, subject to the provisions of these Articles other than the President, the Vice-President, or the Immediate Past President, no more than three (or 33.3% of the Board members excluding the President, Vice President and Immediate Past President whichever is the greater) Directors shall be appointed from the same regional group.
30. The Board may appoint as a Director, either to fill a vacancy or as an additional Director, a person who is willing to act who is not necessarily connected with a particular regional group or with a developing country and who is not necessarily an employee of or otherwise connected with a Full Member and, in the case of an additional Director, who has particular expertise required by the Board.
31. A Director appoint by the Board under this Article will hold office only until the next following AGM. If a co-opted Director is not re-appointed at that AGM, he or she will automatically vacate office at the end of the meeting. Any Board officer position needs to be endorsed by the AGM; if not employed by a member organization or connected to a full member or region.

32. A technical defect in the appointment of a Director does not invalidate a decision taken at a Board meeting if the Directors present were not aware of the defect at the time of the meeting.
33. A Director will cease to be a Director if he or she:
 - 33.1 resigns by giving notice to the Company (but only if at least three Directors would remain in office following the resignation);
 - 33.2 becomes bankrupt or makes any arrangement with his or her creditors, becomes incapable or of unsound mind, or is convicted of an indictable offence for which he or she is sentenced to a term of imprisonment;
 - 33.3 is removed by a simple majority of the Full Members following the procedure laid down in Section 303 of the Act;
 - 33.4 is disqualified from acting as a Director for statutory reasons;
 - 33.5 is absent without the permission of the Board from all Board meetings held within the period of one year and the Board resolve that his or her office be vacated; or
 - 33.6 not being the Vice-President, the Immediate Past President or a Director co-opted under Article 30, ceases to be employed by, or connected with, a full member.
34. Any Director (other than an alternate Director, the President, the Vice-President or the Immediate Past President) may at any time nominate any other Director, or any other person approved by resolution of the Board and willing to act, to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him or her from office.
35. An alternate Director shall (subject to his or her giving to the Company an address at which notices may be served upon him or her) be entitled to receive notices of all meetings of the Directors (and of all meetings of committees of which his or her appointor is a member) and to attend and vote as a Director at any such meeting at which the Director appointing him or her is not personally present, and generally to perform all the functions of his or her appointor as a Director in his or her absence.
36. An alternate Director shall cease to be an alternate Director if his or her appointor ceases for any reason to be a Director.
37. All appointments and removals of alternate Directors shall be effected by notice in writing signed by the Director making or revoking such appointment given to the Company at its registered office or in any other manner approved by the Board.
38. An alternate Director may be repaid by the Company such expenses as might properly be repaid to him or her if he or she were a Director. An alternate Director shall be entitled to be indemnified by the Company to the same extent as hereinafter provided in respect of Directors.
39. Any alternate Director shall be an officer of the Company, shall alone be responsible to the Company for his or her own acts or defaults and shall not be deemed to be the agent of or for the Directors appointing him or her.
40. The Board has control over all the affairs and property of the Company, and may exercise all the powers of the Company, except as otherwise provided by the Memorandum of

Association of the Company and these Articles, or by any Rules made pursuant to Article 76. Every Director has one vote at a Board meeting.

41. The Board shall hold at least two ordinary meetings each year and the President or any two Directors may call a Board meeting at any other time on giving notice under Article 62 setting out the matters to be discussed. The Board may convene and regulate its meetings as it thinks fit. Questions arising at any Board meeting will be decided by a majority of votes.
42. A Board meeting is not valid unless a quorum is present throughout the meeting. The quorum is one half of the Directors in office from time to time. Subject to the foregoing and unless otherwise determined by ordinary resolution, the number of Directors shall not be more than twenty and not less than three. If there are less than three Directors in office, the quorum shall be all of the Directors then in office or one Director, whichever is the greater.
43. The President will preside at every Board meeting. If at any Board meeting the President is not present within fifteen minutes after the time set for the start of the meeting, the Directors present must choose one of their number to be President of the meeting. In the case of an equality of votes on any question the President has a second or casting vote.
44. The Board may delegate any of its powers to regional groups for geographical regions of the world determined by the Board, and to other committees consisting of such persons as the Board thinks fit. In the exercise of the delegated powers, any regional group or other committee must conform to any regulations which may be imposed by the Directors or by Rules made under Article 76 and must report fully and promptly all acts and proceedings to the Board.

INTERESTS OF DIRECTORS

45. A director must avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the company.
46. No Directors shall acquire any interest in property of the Company.
47. If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
48. But if Article 49 applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
49. This Article applies when:
 - 49.1 the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - 49.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 49.3 the director's conflict of interest arises from a permitted cause.

50. For the purposes of this article, the following are permitted causes:
 - 50.1 a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
 - 50.2 subscription, or an agreement to subscribe, for shares or other securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and
 - 50.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.
51. For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
52. Subject to paragraph 53, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
53. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
54. The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.
55. Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

OFFICERS

56. The Company shall elect a President and a Vice-President at an annual general meeting for a period of three years both of whom shall be eligible for re-election for a second term, but none of whom shall serve for more than 2 terms, whether or not consecutive. The Vice-President shall be an ex officio director for the period of his time of office. On retirement notwithstanding Article 26, the Immediate Past President may remain as a member of the Board for a period of no more than 3 years or until the President retires regardless of whether the retiring President exercises his or her right to remain on the Board. The Company must have a Secretary who will be appointed by the Board on whatever terms the Board thinks fit. If there is no Secretary capable of acting, anything required or authorised to be done by or to the Secretary may be done by any Director authorised generally, or specially for that purpose, by the Board.

ACCOUNTS

57. The Board shall ensure compliance with the statutory obligations of the Company in respect of the:
 - 57.1 keeping of accounting records of the Company;
 - 57.2 preparation of the statements of account and annual report and accounts;
 - 57.3 appointment of auditors.
58. The annual report and accounts of the Company shall be sent to Members (and members permitted under Article 4) at the same time as the notice for the AGM and shall be presented at the AGM.
59. At each AGM, the Board shall put forward any necessary authorisation requirements concerning the operation of the bank account of the Company.

SEAL

60. The Company is not required to have a common seal. If the Company has a common seal, it may only be used by the authority of the Board. Every document bearing an impression of the common seal must be signed by a Director, and countersigned by the Secretary or by a second Director.

NOTICES, MEETINGS AND RESOLUTIONS

61. The following Articles 62 to 75 apply to meetings and resolutions of, and notices given to, the Board, committees of the Board, and the Company in general meeting; and “member” means a Director, committee member, a Full Member or other member in general meeting as the context requires.
62. Any notice to be given under these Articles must be in writing. The Company may give any notice to a member:
 - (a) by handing it to him or her personally;
 - (b) by sending it by post (airmail in the case of overseas members who have given no address for service within the United Kingdom) or by courier, in a prepaid envelope addressed to the member at the address shown in the Company’s register of Members (deemed to have been received within seven days of posting);
 - (c) where the member has given to the Company a fax number or an electronic address to which notices may be sent, by faxing it or sending it to him or her in electronic form (such notice being deemed to have been received within five days of transmission).
63. A member present in person at any meeting is taken to have received notice of the meeting and, where necessary, of the purposes for which it was called.
64. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given to a postal address. Confirmation of receipt in electronic form shall be conclusive evidence that a notice was given to a facsimile number or an electronic address.

65. Subject to the provisions of the Act (and in particular in the case of a resolution of the members to any requirement to submit the proposed resolution to the auditors), a resolution in writing signed by all the members entitled to attend and vote at a meeting is as valid and effective as if it had been passed at a meeting properly convened and held. Any resolution in writing may consist of two or more documents in similar form, each signed by one or more members. Digital signatures and faxed signatures will suffice for the purpose of this Article.
66. A director entitled to attend and vote at a meeting of the Board may participate by means of a telephone conference or other facility enabling all people participating in the meeting to hear each other; and participation in a meeting in this manner is taken to be presence in person at the meeting. The person presiding over a meeting where there is participation under this Article shall specify the method by which a participant in the case of a vote may indicate his or her approval or opposition to a proposed resolution.
67. Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
68. The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
69. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
70. Unless a proxy notice indicates otherwise, it must be treated as:
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
71. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.
72. An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
73. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

74. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.
75. The Secretary or a Director must take minutes of proceedings at all meetings, and the minutes must be authenticated and kept in accordance with the requirements of the Act.

RULES

76. The Directors may establish Rules for any purposes required from time to time for the effective operation of the Company or the furtherance of the Objects, including the levying of annual subscriptions or membership fees; provided that if there is a conflict between the terms of these Articles or the Memorandum of Association of the Company and any Rules established under this Article, the terms of the Memorandum and Articles will prevail.

INDEMNITY

77. Subject to the Act, but without affecting any indemnity to which he or she may otherwise be entitled, every Director and every officer of the Company, will be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, alleging liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and in which judgment is given in his or her favour, or in which he or she is acquitted, or in connection with any application in which relief is granted to him or her by the Court.
78. Subject to the Act, the Company may purchase and maintain for any Director or for any officer of the Company, insurance cover against any liability which may attach to him or her by virtue of any rule of law in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Company, and against all costs, charges, losses, expenses and liabilities incurred by him or her and for which he or she is entitled to be indemnified by the Company under Article 66.

We, the persons whose names are written below, wish to be formed into a Company under these Articles of Association:

NAMES AND ADDRESSES OF SUBSCRIBERS	SIGNATURES OF SUBSCRIBERS
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Temple Direct Limited
16 Old Bailey
London EC4M 7EG

Hugh Devlin
Director
Temple Direct Limited

Temple Secretarial Limited
16 Old Bailey
London EC4M 7EG

Craigie Pearson
Director
Temple Secretarial Limited

V3.0 (29 May 2018)

Witness to the above signatures:

Name: Christine Blackman

Address: 16 Old Bailey

London

EC4M 7EG

Occupation: Company Secretary

Signature: Christine Blackman

Date: 01/06/01

APPENDIX 2: BOARD ROLES & RESPONSIBILITIES

The Role of the Board of Directors in an English Company

INTRODUCTION

Workability International (the ‘**Company**’) is an English company limited by guarantee. The directors are appointed by the members and reflect the international reach of the Company.

The international background of the board of directors (the ‘**Board**’) makes it particularly important to set that all Board members clearly understand their legal duties under English company law.

This note summarises those obligations, explains where the duty originates from (e.g. company law or the Company’s governing document) and finally, covers the issue of liability.

GOVERNANCE OVERVIEW

The Board has a number of responsibilities. It has a strategic as well as a day to day management role and must focus on:

- Ensuring the Company’s values are enshrined in its work and ethos;
- Setting policy and long-term strategy; and
- Monitoring and evaluating performance and progress.

The hallmarks of good governance include:

- **Leadership:** every organisation should be led and controlled by an effective Board;
- **Delegation:** organisations should set out the functions of any sub-committees, officers, staff and agents in clear delegated authorities, and should monitor their performance.
- **Terms of reference:** where sub-committees, advisory groups, panels or other bodies are established, they should have clear written terms of reference in addition to any delegated authority.

DIRECTORS’ DUTIES

The duties of directors originate from a number of sources. The Companies Act 2006 (the ‘**Act**’) and the Company’s articles of association (the ‘**Articles**’) are the principal sources.

The following duties are imposed on the Board by the Articles:

- To limit the annual expenditure of the Company by reference to the income in any given year unless agreed in advance by the members. (document number: LN52039/0001-EU-11153608/32)
- To ensure that any activity the Company pursues is within its Objects and that any income is applied solely towards promotion of the Objects.
- To manage the Company’s business, exercising the powers of the Company as set out in the Articles.

- To call a general meeting if the Board receives a requisition by the members in accordance with the Act.
- To ensure new directors are appointed in accordance with the Articles and are qualified to hold the position.
- To avoid conflicts of interest including:
 - Not acquiring any interest in property belonging to the Company; and
 - Not participating in the decision-making process in relation to an actual, or proposed, transaction with the Company in which the director has an interest, unless the Board has authorised him/her to do so.
- To ensure compliance with the Company's obligations in keeping accounting records, preparing and filing accounts and appointing auditors.

The following principal duties are imposed on the Board by the **Act**:

- To act within the directors' powers. Directors should be familiar with the provisions of the Articles and ensure that they are not acting outside their powers. Formal procedures should always be followed when a Board meeting is held.
- To promote the success of the Company. This requires the Board to consider the long-term consequences of its actions and the importance of maintaining business relationships and reputation.
- To exercise independent judgment.
- To exercise reasonable care, skill and diligence. The standard is that of an ordinary prudent man of business acting in his own affairs, however any member of the Board who professes to have particular expertise may be held to a higher standard.
- To avoid conflicts of interest.
- To declare interests in existing and proposed transactions or arrangements with the Company. (document number: LN52039/0001-EU-11153608/33)
- Directors must not enter into any substantial property transaction or loan or credit transaction with the Company, unless certain procedures have been complied with.
- The directors owe a general fiduciary duty to the Company to act in good faith and in the best interests of the Company.
- The directors have statutory duties under the Health and Safety at Work Act 1974 and the Management of Health and Safety at Work Regulations 1999 in relation to the health and safety of both employees and non-employees, where relevant.
- There is a duty to minimise loss if the Company is in financial difficulty. If there is no reasonable prospect of the Company avoiding insolvent liquidation, then the Board must take every reasonable step to minimise the loss to the Company's creditors. Failure to do so could constitute wrongful trading and could lead to criminal and financial liability.

BREACH OF DUTIES AND LIABILITY

The Articles of Association provide that each director will be indemnified out of the assets of the Company against liability incurred defending proceedings, whether civil or criminal, in which

judgment is given in the director's favour. The directors are therefore only indemnified for alleged breaches of duty which they successfully defend. Any costs incurred by directors in unsuccessfully defending proceedings brought against them personally will be their own liability. Any penalties imposed by a regulatory body, or any fines imposed for criminal conduct would also be the individual director's own liability.

The directors will also be potentially liable to contribute to the Company if they have engaged in negligent or fraudulent conduct, or allowed the Company to continue trading when they knew or ought to have known that it was insolvent.

It should be emphasised that instances of personal liability attaching to a director are relatively rare and tend to occur in the event of wrongdoing and negligence, rather than in circumstances where the directors have acted reasonably. Putting a good framework of governance in place is a sensible way of ensuring that such risks are minimised.

CONCLUSION

It is important for each director to understand his/her duties to the Company and how these duties may differ from directors' duties in his/her own country. This will help to ensure that the Company is managed as it should be, that good governance is prioritised and that risks are minimised. (document number: LN52039/0001-EU-11153608/34).

APPENDIX 3: WORKABILITY INTERNATIONAL ANNUAL GOVERNANCE CHECKLIST

Assessment Criteria	Rating (1 = poor/not at all; 5 = excellent/all the time)					Comments
	1	2	3	4	5	
1. Leading the Organisation						
a. Clear vision, purpose and values agreed and they remain relevant.						
b. A plan to ensure that the organisation achieves its stated purpose is developed, resourced, monitored and evaluated.						
c. Board members, staff, volunteers and all who act on behalf of the organisation are managed, supported and held to account.						
2. Exercising Control Over the Organisation						
a. All relevant legal and regulatory requirements are identified and complied with.						
b. There are appropriate financial and management controls.						
c. Major risks for the organisation are identified and ways of managing the risks are decided.						
d. The brand is protected and leakage of the brand is prevented.						
3. Transparency & Accountability						
a. Those who have a legitimate interest in the work of the organisation are identified and there is regular and effective communication with them about the organisation.						
b. Stakeholders' questions or views about the work of the organisation and how it operates are responded to.						

Assessment Criteria	Rating (1 = poor/not at all; 5 = excellent/all the time)					Comments
	1	2	3	4	5	
c. Engagement in the planning and decision making of the organisation by those who benefit from the organisation is encouraged and enabled.						
4. Working Effectively						
a. The organisation’s governing body, individual Board members, committees, staff and volunteers understand their: <ul style="list-style-type: none"> • Roles, • Legal duties, • Delegated responsibility for decision-making. 						
b. The Board takes collective responsibility for decision making and operates in an efficient and effective manner.						
c. There is suitable Board recruitment, development and retirement processes in place.						
5. Working Effectively						
a. Board members operate in an honest, fair and independent manner.						
b. Conflicts of interest and conflicts of loyalty are understood, declared and managed.						
c. The organisation’s reputation is protected and promoted.						

APPENDIX 4: BOARD COMMITTEES

GENERAL TERMS

1. APPLICATION

This Charter applies to the following standing committees that have been established by the WI Board:

- Audit, Finance and Risk Committee.
- Governance and Nominating Committee.
- Membership Development Committee (including Strategic Development Fund).

2. SCOPE OF AUTHORITY

2.1 The Board may appoint and delegate various activities to committees to assist in discharging its responsibilities and duties by considering matters in more detail than would be convenient for the whole Board.

2.2 The Board as a whole remains responsible for the areas covered by the various committees.

3. MEETINGS

3.1 Frequency

The committees will decide how frequently to schedule meetings depending on work priorities and the need to correspond with major phases of WI's activities, projects and business cycle.

3.2 Agenda

The Committee will appoint a Committee Secretary.

The Secretary will be responsible for preparing and circulating the meeting agenda with supporting documentation prior to each meeting to the members of the Committee, WI's President and General Secretary.

3.3 Minutes/Record of Meeting

All committee meetings will be recorded by the Secretary in the form of either minutes or a record of meeting.

The minutes/record of meeting shall be completed within thirty days of the meeting and circulated to all members of the Committee and other relevant parties.

3.4 Quorum

A minimum of two committee members must attend to constitute a meeting quorum.

4. CONFIDENTIALITY

During the course of their work, committee members will be privy to sensitive information about WI. All committee members shall maintain confidentiality at all times.

5. CONFLICT OF INTEREST

Members must avoid conflicts of interest with respect to their duty of care to WI. Any actual or potential conflict should be brought to the attention of the Committee Chair as soon as possible.

6. WORKING WITH THE BOARD

The working relationship between the Board and its committees will be characterised by:

- Mutual respect and trust.
- Openness and directness in communication.
- No surprises.
- Immediate identification of concerns and speedy resolution.

Terms of Reference for Board Committees are at Annexes A – C.

Annexes:

A. Terms of Reference – Audit, Finance and Risk Committee.

B. Terms of Reference – Governance and Nominating Committee.

C. Terms of Reference – Membership Development Committee.

ANNEX A: TERMS OF REFERENCE – AUDIT FINANCE AND RISK COMMITTEE

1. Membership

1.1 Appointment.

The WI Board shall appoint the members of the Audit, Finance and Risk Committee, of which at least two members shall be from the Board.

1.2 Composition.

The Committee shall comprise of no fewer than three members.

The Committee will appoint the Chair from its committee members.

The Committee may also co-opt up to two members to the Committee from the wider WI membership who show an interest in serving on the committee and/or have the appropriate experience and skills to assist the Committee achieve its responsibilities and duties.

The WI President (Chair of the Board) shall be an ex-officio member of the Committee.

1.3 Duration of Membership.

Members of the Committee shall be appointed for such time as the Board requires.

1.4 Termination.

The Board will concur with any termination of the services of a person serving on the Committee.

2. Purpose and Role

2.1 The Audit, Finance and Risk Committee is established to:

- Assist the Board in discharging its duties relating to the operation of adequate systems, internal controls and control processes and the preparation of accurate financial reporting and statements in compliance with all applicable legal requirements, corporate governance and accounting standards.
- Provide support to the Board on the financial risk management of WI.

2.2 While all Board members have a duty to act in the interests of members, the Committee has a particular role to ensure the interests of members are properly protected in relation to financial reporting and internal control.

2.3 The Committee's role is 'oversight', 'assessment' and 'review'.

3. Responsibilities

3.1 The Audit, Finance and Risk Committee shall oversee the financial affairs of WI and provide financial advice and information to the Board in order for the Board to fulfil its obligations.

3.2 The Committee is also responsible to, and must report and make recommendations to the Board but the Board retains accountability for implementing such recommendations.

4. Duties

To fulfil its responsibilities, referred to above, the duties of the Audit, Finance and Risk Committee shall include:

4.1 Audit

- Make recommendations to the Board with regard to the appointment of external auditors, including the scope of the audit, the terms of the engagement, the fees to be paid to the external auditor and their performance/effectiveness.
- Make appropriate recommendations to the Board regarding the continuation of the external auditor and to oversee the selection process for new auditors (if required).
- Consider the need to include the risk of withdrawal of the external auditor in the Committee's risk assessment process.
- Periodically review and update the Audit, Finance and Risk Committee charter.

4.2 Financial Reporting

- Evaluate the annual financial statements of WI for reasonableness, compliance with accounting standards and regulatory requirements, completeness and accuracy, prior to issue and endorsement by the Board.
- Consider the external auditor's opinion about the quality and appropriateness of WI's accounting policies as applied in its financial reporting.

4.3 Risk Management

- Oversee the identification, prioritisation and management of risk including reputational risk, credit risk, liquidity risk, operational risk and commercial risk.
- Monitor changes in the internal and external environment and the emergence of new risks.
- Prepare a Risk Management Plan.

4.4 Legal Compliance

- Review compliance with all laws, regulations, other policies and rules and the requirements of the UK Companies Act and WI's Articles (constitution).
- Perform any other activities consistent with this charter, as the Committee or the Board deems necessary or appropriate.

4.5 Internal Control

Understand WI's key risk areas and how this drives the internal control structure.

5. Member skills and training

- The Committee's effectiveness in performing its role depends on its members' knowledge and competence in business matters, financial reporting, internal controls and auditing.
- Every member should have experience in some area relevant to the business of WI and must have basic financial literacy, i.e. the ability to read and understand the fundamentals of financial statements, including a balance sheet and income statement.
- At a minimum, one member should have a solid background in finance, accounting, or auditing, to be able to act as guide for the Committee.

ANNEX B: TERMS OF REFERENCE – GOVERNANCE AND NOMINATING COMMITTEE

1. Membership

1.1 Appointment.

The WI Board shall appoint the members of the Governance and Nominating Committee, of which at least two members shall be from the Board.

1.2 Composition.

The Committee shall comprise of no fewer than three members.

The Committee will appoint the Chair from its committee members.

The Committee may also co-opt up to two members to the Committee from the wider WI membership who show an interest in serving on the committee and/or have the appropriate experience and skills to assist the Committee achieve its responsibilities and duties.

The WI President (Chair of the Board) shall be an ex-officio member of the Committee.

1.3 Duration of Membership.

Members of the Committee shall be appointed for such time as the Board requires.

1.4 Termination.

The Board will concur with any termination of the services of a person serving on the Committee.

2. Purpose and Role

The Governance and Nominating Committee is established to assist the Board in discharging its responsibilities with respect to:

- Governance policy, processes and procedures.
- Identification and nomination of members to fill Board and Committee vacancies.

3. Responsibilities

The Governance and Nominating Committee shall oversee the governance and nomination affairs of WI and provide relevant advice and information to the Board in order for the Board to fulfil its obligations.

The Committee is also responsible to, and must report and make recommendations to the Board but the Board retains accountability for implementing such recommendations.

4. Duties

To fulfil its responsibilities, referred to above, the duties of the Governance and Nominating Committee shall include:

Periodic and if necessary, ad hoc, review of the:

- WI Memorandum and Articles of Association.
- Charter and Terms of Reference of Board Committees.

Developing recommendations to the Board regarding WI's structure and governance.

Making recommendations to the Board with respect to the Board's internal governance performance and processes.

Identify and facilitate the nomination of members to fill Board and Committee vacancies.

5. Member skills and training

The Committee's effectiveness in performing its role depends on its members' knowledge and competence in business matters, corporate governance and the international disability services environment.

Every member should have experience in some area/s relevant to the committee's roles.

Annex C: Terms of Reference – Membership Development Committee.

1. Membership

1.1 Appointment.

The WI Board shall appoint the members of the Membership Development Committee, of which at least two members shall be from the Board.

1.2 Composition.

- The Committee shall comprise of no fewer than three members.
- The Committee will appoint the Chair from its committee members.
- The Committee may also co-opt up to two members to the Committee from the wider WI membership who show an interest in serving on the committee and/or have the appropriate experience and skills to assist the Committee achieve its responsibilities and duties.
- The WI President (Chair of the Board) shall be an ex-officio member of the Committee.

1.3 Duration of Membership.

Members of the Committee shall be appointed for such time as the Board requires.

1.4 Termination.

The Board will concur with any termination of the services of a person serving on the Committee.

2. Purpose and Role

The Membership Development Committee is established to assist the Board in growing WI's membership.

3. Responsibilities

- The Membership Development Committee shall oversee the development of WI's membership base and provide relevant advice and information to the Board in order for the Board to fulfil its obligations.
- The Committee is also responsible to, and must report and make recommendations to the Board but the Board retains accountability for implementing such recommendations.

4. Duties

To fulfil its responsibilities, referred to above, the duties of the Membership Development Committee shall include:

- The development of recommendations aimed at retaining existing members.
- The development of recommendations aimed at recruiting new members.
- Oversight of Board approved initiatives/programmes aimed at retaining existing members.

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- Oversight of Board approved initiatives/programmes aimed at recruiting new members.

5. Member skills and training

The Committee's effectiveness in performing its role depends on its members' knowledge and competence in business matters, membership retention/recruitment and the international disability services environment.

Every member should have experience in some area/s relevant to the committee's roles.

APPENDIX 5: CODE OF CONDUCT

INTRODUCTION

The Code of Conduct presents standards of conduct expected of member organizations of Workability International. The purposes of the code are:

- To support economic, social and political integrity by members where they do business.
- To inform and protect current and potential consumers of work, employment and allied support services.
- To protect the integrity of the (employment support services) industry.
- To encourage equal opportunity at all levels of employment.

The code exemplifies core professional values and behaviours underpinning the most commonly encountered ethical considerations, but not intended to address every ethical issue. This code of conduct is to be read in conjunction with each country's current laws, which directly or indirectly affect the professional practice of employment services.

It is based on the following key principles, that member organizations:

- In their relationship with people with disabilities, demonstrate the importance of delivery of support services with dignity, privacy, safety, health and concerns of the individual person.
- In their relationship with society and potential consumers, accurately represent their skills and competencies in the provision of employment support services.
- Accurately promote the Workability International philosophy and values.
- Behave as good corporate citizens by obeying the law and contributing to the economic well-being and social development of the countries and communities where they conduct business.
- Carry out business practices, in an ethical way.
- In the provision of employment support services, promote fair competition including respect for intellectual and other property rights, and not offer, pay or accept inducements for goods or services.
- Respect the needs, practices, special competencies and responsibilities of their employees, own and other professions, institutions and all agencies with which they have working relationships and experience.

The code is based on the values of autonomy/self-determination; beneficence/generosity; non-maleficence/betterment; justice/fairness; veracity/honesty; and fidelity/loyalty.

RELATIONSHIP WITH PERSONS RECEIVING AN EMPLOYMENT SUPPORT SERVICE

Member organizations shall:

- Demonstrate that the dignity, privacy, safety, health and concerns of people receiving support are important and respected.
- Respect the autonomy of people receiving their service, acknowledging the consumer's role, and sharing the power and decision making.
- Work with the consumer to determine goals and priorities, involving significant others if this is the consumer's choice.
- Work in ways that are compatible with the consumer's culture to assist them to achieve desired outcomes.
- Provide appropriate supervision for all personnel for whom they have supervisory responsibility.
- Work with key personnel and groups or government agencies (as appropriate to local situations) to improve the quality of services in the various communities to ensure equality of opportunities for people with disabilities and from disadvantaged backgrounds.
- Assure the safety of everyone involved in the delivery and receipt of services.
- Respect the rights of a consumer to refuse a service, or involvement in research or educational activities.
- Behave in compliance with established global standards and practice and any local code of consumer rights.
- Respect the uniqueness of an individual with every effort made to provide a holistic and integrated life service consistent with the "norms" of everyday society, respecting the consumer's culture and choices.
- Not enter in to or continue with relationships with consumers which will, or have the potential to, exploit, harm or disrupt the life of the consumer and their family.

RELATIONSHIP WITH SOCIETY AND POTENTIAL CONSUMERS

Member organizations shall:

- Behave as good corporate citizens by obeying the law and contribute to the economic well-being and social development of the countries and communities where they conduct business.
- Promote the philosophy and foster the values, integrity and ethics Workability International and advocate on behalf of people with disabilities to the community at large.
- Foster equal opportunities for all employees, supporting universal human rights and fair employment practices.
- Provide safe and healthy workplaces, protecting human health and the environment and promote sustainable development.

- Accurately represent their skills and competencies (an area of competence shall be supported by training, knowledge, experience and skill).
- Carry out business practices, in an ethical way.
- Promote fair competition including respect for intellectual and other property rights, and not offer, pay or accept inducements for goods or services.

RELATIONSHIP WITH COLLEAGUES AND THE INDUSTRY

Member organizations shall:

- Respect the needs, practices, special competencies and responsibilities of their own and other professions, institutions and all agencies with which they have working relationships and experience.
- Foster the development of accepted standards for the delivery of services and the operation of employment support services.
- Contribute to the continuing development of employment support service delivery, and research wherever possible.
- Be personally responsible for actively maintaining and developing their organizational competence by improving and updating knowledge and skills.
- Acknowledge and support other colleagues whose culture, values and beliefs may differ from their own.
- Respect the needs, practices, competencies and responsibilities of the employment support services industry, other institutions and statutory and non - government agencies that constitute their working environment.

APPENDIX 6: SPONSORSHIP POLICY

1. The WI Membership Committee has carriage of the Sponsorship Program.

2. Case for Sponsorship

- 2.1. A sponsor Organisation that has paid above Standard Membership may request to sponsor a nominated organisation or a number of organisations depending on the level of sponsorship funds they have paid that year. The nominated organisation(s) will need to go through the standard membership approval process before the sponsorship is applied.
- 2.2. The Membership Committee will approve a random application for sponsorship and link a sponsor member for that year by mutual agreement with the approved applicant.

3. Approval Process for Sponsorship

- 3.1. Potential members will apply to WI for Sponsored Membership in writing, presenting their organisation's case for financial assistance by explaining in detail their reasons for sponsorship. The applicant will submit the organisation's last year's audited financial statements and accounts and an annual report or similar document.
- 3.2. If possible, a Board member from the region will be asked by the Secretariat to verify the case presented.
- 3.3. The Secretariat will maintain an up-to-date listing of WI Members who have paid to be a Sponsoring Agency and submit to the Membership Committee.
- 3.4. The Sponsorship application (including the required documentation) will be sent by the Secretariat to the members of the Membership Committee.
- 3.5. The Membership Committee members will review the documentation and email the Chair of their decision on the application within 10 business days.
- 3.6. Should there be disagreement regarding the suitability of the application, the Chair will arrange a teleconference to discuss the issue.
- 3.7. The Membership Committee will approve or reject the application and the Chair will reply to the Secretariat with the Committee's decision upon receipt of the Committee vote.
- 3.8. The Secretariat will email members to seek a sponsorship partner and communicate with both Sponsored Applicant and Sponsoring Member to finalise the process.
- 3.9. Once approved for membership of WI, the sponsored organisation will be either a Full Member of WI and have full voting rights or a Special Member as decided by the Board having given consideration of any recommendation from the Membership Committee.

4. Term of Sponsorship

- The term of sponsorship will be for one year and organisations will need to reapply each year unless 2.2.1 above applies and they are continuously sponsored by a member organisation.

5. Sponsoring Members and Sponsored Members will be encouraged to genuinely connect and link up with each other and exchange information so as to build the sponsored

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organisation's knowledge base, their ability to provide work for people with disability as well as to increase their on-going viability. If possible this relationship will include exchange programs for staff from both organisations.

6. Evaluation.

To evaluate the effectiveness of the Sponsor Program, Sponsored Members will be required to report to the WI Board on the value to their organisation of the sponsorship and their membership of WI.

APPENDIX 7: MEMBERSHIP APPLICATION FORM

Workability International Application for Membership To the Board of Workability International (the 'Company')

Name of Organisation: _____

Whose registered office/principal place of business is at: _____ applies for membership of Workability International, subject to the provisions of the Memorandum and Articles of Association of the Company and to the Rules.

Membership Category:

Please select the membership category you are applying for. Delete those that don't apply. Refer to the Membership fee schedule for information on membership categories.

- Full (Standard/Bronze/Silver/Gold/Platinum)
- Associate (Standard/Bronze/Silver/Gold/Platinum)
- Sponsored Full

Authorised by: _____

Signature: _____

Name: _____

Position: _____

Date: _____

Details of applying organisation

*Contact Name: _____

Email address: _____

Telephone number: _____

Fax number: _____

Website: _____

***will be the voting representative for said organisation**

Full members agree to pay to the Company the sum of £1.00 if the Company is wound up while it is a member or for up to 12 months after it has left the Company.

Short description of your organisation/company: _____

Aims: _____

Legal Status: _____

Number of disabled people supported/employed annually: _____

Total turnover in US\$ (including external grants, membership fees & charitable donations):

Subsidies from national/local authorities (US\$):

Please enclose a copy of your latest annual financial report or equivalent with this application (applications for sponsored membership only).

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Applications to be sent to:

General Secretary
Workability International
c/o Goodwill Central Texas
1015 Norwood Park Blvd.
Austin, TX 78753
USA

Email: secretariat@workability-international.org

Telephone: +1 512 637 7156

APPENDIX 8: STRATEGIC DEVELOPMENT FUND (SDF) OPERATING GUIDELINES

BACKGROUND

The “*Proposal and Structure for a Single International Organisation*” (dated 19 September 2011) outlined to members the establishment of the WI Strategic Development Fund (SDF).

The SDF is intended to allow WI to seek contributions from members and others for the purpose of building a reserve fund from which future development projects can be financed.

The funds received from special contribution members in 2012 were applied to the SDF as follows:

Bronze	£100
Silver	£750
Gold	£2,250
Platinum	£4,750

Contributions were also established using the pledged contributions of WI members who supported *The Way Forward*, the strategic plan at the time this fund was created.

The SDF funds will be invested for 5 years after which time the initial capital investment may be used. The 2012 contributions may be available for distribution in 2018.

Interest earned on the contributions will be used to manage the fund, the organisation, or any other beneficial purpose considered appropriate by the WI Board.

The SDF could also seek contributions and donations from other sources and additional funds may be pledged from any member to grow the SDF.

INTRODUCTION

Philosophy

Workability International’s fundamental belief is that disability is part of the diversity of society and that people with disabilities should have legal rights to equal opportunities and non-discrimination in all aspects of their lives as all other citizens, especially in the world of work.

Management of Strategic Development Fund

- The SDF is administered and managed by the Workability International Board.
- The primary responsibility of the Board is to decide on the management and application of the SDF funds in accordance with these Guidelines.
- The Board’s powers, responsibilities and duties are expressly provided for in the Memorandum of Association of Workability International.

OBJECTIVES & OPERATING GUIDELINES

Objectives of the SDF

The objective of the SDF is to support and encourage strategic developments that will, in turn, encourage employment generation and have a substantial effect on WI's member organisations and people with disabilities in or seeking employment.

This objective is aligned with WI's Strategic Priority 4 ("The Way Forward"):

Supporting the development of disability employment providers with priority given to those working in emerging countries:

Establish an international Development Fund to support employment generation in developing countries. Opportunities will be mapped and matched with Workability International members, while staff exchange will enhance local capacity.

Operating Guidelines

The SDF could potentially fund a wide range of endeavours. WI has a particular interest in:

- Facilitating international exchanges of information, experience and ideas on the need for and arrangement and development of jobs for people with disabilities;
- Promoting the full range of employment opportunities for all people with disabilities;
- Promoting legal rights of people with disabilities to equal opportunities and non-discrimination;
- Seeking to change governments' policies or decisions in relation to effective employment and/or rehabilitation of persons with disabilities; and
- Other work related initiatives that assist people into meaningful, sustainable work capacity building within WI.

The WI Board may elect to target a particular area of need from time to time. WI is interested in well-defined one-off projects that visibly add value. More specifically, WI is more interested in innovation and building a better future than in maintaining the status quo.

WI will expect to see measurable results and expect feedback on how the money has been applied. While the preference is for one-off grants and projects, if projects are dependent on on-going funding WI will require evidence as to how they will be supported on an on-going basis.

WI will fund individuals and organisations. Organisations will need to have a charitable purpose and values aligned with those of WI.

WI will not normally fund or assist with:

- Day to day administration costs (unless associated with a specific project).

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- Core services that WI would reasonably expect the government to fund.
- Capital expenditure projects.

GRANT PROCESS

WI does not expect to open the SDF to widespread unsolicited bids for funds.

In the first 5 years of operation it is anticipated that grant making will be limited as the priority is to establish the SDF and get the policies and procedures in place.

The financial objective in the first instance is to grow the capital base with income generation a secondary objective.

Given the initial source of funds was from WI members, it is expected that the principal beneficiary of the fund will be members. In addition, WI has an interest in ensuring its members remain strong, viable and innovative employment organisations.

WI will follow the Rotary Foundation Model that:

- Prevents the long-term accumulation of funds;
- Requires matching funds to be found for any grants; and
- Allows contributors to see their money doing something practical after a short period of investment.

WI envisages the grant process will typically request proposals annually from WI members. We will seek an initial proposal and ask for more detailed information where we want to pursue a proposal further. A template for managing grant applications will be developed.

INVESTMENT OBJECTIVES AND POLICY

Overview

The overall investment objective is initially to generate capital growth from members' contributions. Revenue from the fund is not the primary concern for the SDF over the initial period. A level of risk commensurate with an international charitable organisation will be adopted.

Standard of Prudence

The SDF will be invested with judgement and care and take account of the prevailing circumstances. Discretion and prudence will be exercised in the professional management of funds, not for speculation, but for investment.

Investment Objectives

The investment objectives are to:

- Promote the growth of the SDF (both capital gain and income),

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- Invest and manage the SDF on a prudent, defensive basis that allows it to grow in long-term value,
- Distribute the capital and income,
- Manage a level of liquidity sufficient to meet both planned and unforeseen applications which are approved by the WI Board,
- Invest only in approved financial instruments and securities, and
- Establish and oversee internal control procedures to prevent unauthorised transactions.

DISTRIBUTION POLICY FOR 2013-2017

In order to build up the SDF there will be no distribution of funds over the 5 years 2013-2017. Prior to 2018 the WI Board will decide the percentage of funds each year to be available for distribution.

RISK PROFILE

A “defensive” risk profile will be adopted for the SDF.

Investment of the fund should be in income generating assets (cash, fixed interest) only.

Growth assets (equities, property) will be prohibited.

MANAGEMENT OF INVESTMENT

The Company Secretary of WI will manage the investments of the SDF under the direction of the WI Board (or Audit Committee).

The primary function of the Company Secretary in relation to the SDF is to assist the WI Board to discharge its fiduciary obligations in relation to investment activities and the accounting requirements of WI. The Company Secretary will also carry out any administration activities related to the SDF’s investments, accounting needs, and other administration matters as are determined from time to time by the WI Board.

The responsibilities of the WI Board regarding the SDF are to:

- Review at each meeting the investment of the SDF,
- Approve the criteria for investments and the delegated authorities to the Company Secretary, and
- Monitor and review the reports from the Company Secretary.

Authorised Investment Instruments

The following investments for the SDF are allowed:

- Short Term Cash, and
- Bank Deposits with a well-recognised Registered Trading Bank.

Unauthorised Investment Instruments

The following investments for the SDF are not allowed:

- Bank Bonds,
- Equities,

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- Managed Investments, and
- Loans - In no circumstances will WI lend funds from the SDF.

Restrictions on Investment

Borrowing. WI will not incur any debt either by loan, overdraft facility or leasing and hire purchase of assets that create a liability on WI or the SDF.

DELEGATED AUTHORITIES

Procedures

All delegated authorities and signatories must be reviewed at least every 12 months to ensure that they are still appropriate and current. Whenever a person (director or the Company Secretary) with delegated authority leaves the WI, all relevant banks must be advised in writing immediately to ensure that no unauthorised instructions are accepted from such persons.

The WI Board has the following responsibilities, either directly itself, or via the following stated delegated authorities. In the absence of individuals, delegated authorities revert upward to the President of WI. Activity	Delegated Authority
Approving and changing policy	WI Board
Approving transactions outside policy	WI Board
Authorising lists of signatories	WI Board
Opening/closing bank accounts	WI Board
Annual review of Investment Policy	WI Board
Ensuring compliance with Policy	Company Secretary

APPENDIX 9: BRAND MANAGEMENT

WORKABILITY INTERNATIONAL BRAND MANAGEMENT

Workability International aims to achieve recognition of the strength of the combined knowledge, experience and skills of our members in the provision of services for work and employment of people with disabilities through the promotion of the Workability International brand.

The purpose of this manual is to help individual members, Workability Regions and Workability International develop, promote and define our identity/brand through good practices, member coalitions and the Workability International organization.

The correct use of the Workability International brand strengthens the organization in its mission as well as members in their daily work. It gives power to the purpose of reducing prejudices against people with disabilities, increases the chances for members to create good business and assists them in becoming market leaders, proactively shaping the future of disability employment services and adding significant value in international affairs.

In this manual you will find a description of the Workability International brand and guidelines for applying the brand elements. Additionally, this guide provides rules for how to apply the logo in various circumstances.

Each member is a contact point for access to the unique international resource of knowledge, experience and good practices Workability International possesses. Through the strengthening of the brand and development of consistent practices and standards, this guide aims to provide a platform for Workability International's strengths and potential as the world's largest body of providers of work and employment services to people with disabilities.

Workability International has responsibility for defining the brand and the promotion of the brand by Workability Regions and individual members. In becoming a member of Workability International, member organizations commit to the objectives and the mission statement of Workability International. Organizations also agree to preserve the integrity of Workability International and not engage in activities that may damage the Workability International brand.

The Workability International Board has defined the titles for each of the authorized geographical regions:

Workability Americas—North and South America.

Workability Asia—Asian Pacific seaboard extending to India/Pakistan.

Workability Europe—European countries by the Council of Europe.

Workability Oceania—Australia, New Zealand and the Pacific Islands.

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These regional groupings may be varied by the Board at any time but only for a period up to the following Annual General Meeting at which time the Members must ratify or deny the variation.

Permission is required in advance from Workability International before using the name Workability International or associated titles with the prefix “Workability”; especially in any communications with the media or in setting up any other organization.

Organizations are required to abide by the license granted for the use of the Workability International name and the “Workability” prefix. **Additionally, Members are neither to enter into contracts that may legally bind Workability International nor to identify itself as an agent of Workability International without formal permission of the Board of Directors.** Member organizations applying the Workability name and logo must comply with the terms and conditions agreed with the Board of Workability International.

LOGO USAGE

Workability International has invested time and effort in developing the corporate identification of the organization. The logo is what unifies member organizations and identifies each to a wider audience.

The Workability International logo may only be used by members, and can be used on any marketing material or corporate collateral, including (but not limited to):

- Websites.
- Brochures.
- Letterhead and other stationery.
- Annual reports.
- Presentation material.
- Tenders and proposals.

The Workability International logo must always be taken from the digital logo bank supplied to members. The Workability International logo consists of 3 key elements:

- The text.
- The globe.
- The figure.

Each element is essential and must never be omitted as parts of the logo. **Recreation of the logo elements, changes in color or alteration of the relationship of the elements is expressly prohibited.** The logo font is **Frutiger Black**; WORKABILITY INTERNATIONAL is **Frutiger BOLD**.

Examples of Improper Use

- Do not change the proportion, size or position of individual elements of the logo.
- Do not change the text.
- Don't change the logo type or retype text.
- Do not alter the colours or their relationship to each other.

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- Do not stretch or shrink the logo's general proportions.
- Do not reverse the logo out of a colourful or busy background.

AMENDMENT RECORD

Ver	Date	Amendment	By
V1.0	4 Mar 14		
		Change in Secretariat November 1, 2016	
V1.0	2 Aug 16	Changes proposed/approved by WI BOD	KM
V1.0	27 Sept 16	Changes accepted by WI AGM	KM
V2.0	AGM	Changes approved at 27/9/2016 AGM applied	KK
V2.5	6 Nov '17	Changes proposed/approved by WI BOD	KK
V3.0	29 May '18	Changes approved at 29/5/2018 AGM applied	KK