**COMPANIES ACT OF DOMINICA**

#### RESTATED ARTICLES OF INCORPORATIONNon-Profit Company

1. Name of Company: Dominica Association of Persons with Disabilities Incorporated: DAPD Inc. Company No 5 of 1993

2. The Company has no authorized share capital, is to be carried on without pecuniary gain to its

 members, and any profit or other accretions to the assets of the Company are to be used in furthering its

 undertaking.

3. Restrictions on the undertaking that the Company may carry on: The Company’s undertakings are to be

 of a patriotic, charitable, philanthropic, social and educational nature.

4. Number (or minimum and maximum number) of Directors:

 Minimum – Three (3) Maximum – Seven (7)

#### 5. The address of the principal office or premises of the Company is: Canal Lane, Goodwill

 Commonwealth of Dominica

6. Other provisions, if any: The Company shall be wound up voluntarily whenever a special resolution is

 passed requiring the Company to be so wound up. If upon the winding up or dissolution of the Company

 there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall

 not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institutions, having objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company or before the time of dissolution and if and so far as effect cannot be given to such provision then to some charitable object.

7. The foregoing Restated Articles of Incorporation correctly set out without substantive change the

 corresponding provisions of the Articles of Incorporation as amended and supersede the original Articles

 of Incorporation.

Date: Friday August 10 2009

|  |  |  |
| --- | --- | --- |
| **Name** | **Address** | **Signature** |
| Mark Blanc | Jimmit  |  |
| Merina Esprit  | 47 Bath Estate, Roseau |  |
| Michael Murphy  | Canefield East |  |

**COMMONWEALTH OF DOMINICA**

**ARTICLES OF ASSOCIATION OF THE DOMINICA ASSOCIATION OF PERSONS WITH DISABILITIES (DAPD INC.)**

Interpretation

1. In these articles:

 “The Act” means the Companies Ordinance No 5 of 1993 or any amendments to the same.

 “The Seal” means the common seal of the Association.

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

 “Association” means the Dominica Association of Persons with Disabilities Incorporated (DAPD Inc.)

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Ordinance of any statutory modification thereof in force at the date at which these articles become binding on the Association.

**GENERAL**

2. The number of members with which the Association proposes to be registered is 300

 the Association may from time to time register an increase or decrease of members.

3. The Association is established for the purposes expressed in the Restated Articles of

 Incorporation.

**MEMBERSHIP**

4: Full Membership

1. Any person in the Commonwealth of Dominica who is disabled in whatever form or demonstrates interest in the Association is entitled to be registered as a Full member of the Association on application to the Board of Directors, and each such member shall be entitled to one vote.
2. If this person is under sixteen years of age, the member shall be represented by a parent or guardian.
3. Full Membership shall be opened to family members of persons with disabilities and each such person shall be entitled to one vote.

1. Any person in the Commonwealth of Dominica who is disabled but unable to represent themselves due to the severity of their disability or other inhibiting factors is entitled to appoint someone to act on their behalf.
2. If this person is a family member who is registered, then this person shall be entitled to two votes.

f: All Full Members shall be entitled to a Membership Card to be renewed every five years.

 g: Full membership shall be open to Organizations or Committees whose primary aim is to

 provide services to disabled or under privileged persons. Each such Organization shall be

 entitled to one vote.

 h: Any Organization or Committee whose primary aim is to provide services to disabled or

 under privileged persons and who qualify to be a full member shall signify such desire on

 application to the Board of Directors and pay a Registration Fee of $25.00.

 i: These Organizations or Committees who qualify to be a Full Member shall pay a

 membership Fee of $100.00 annually.

**5. ORDINARY MEMBERSHIP**

 A: Any person without a disability who demonstrates interest in the Association is entitled to

 be registered as an Ordinary Member of the Association and each person shall be entitled to

 one vote.

**6. HONORARY MEMBERSHIP**

1. Any person not disabled who contributes no less than $100.00 per annum to the Association shall be entitled to be an honorary member, but with no voting rights.

 B: Any Staff/Employees hired by the Association must be registered as a member and each

 such person shall be entitled to one vote.

**7. HONORARY ASSOCIATE MEMBERSHIP**

Any Organization, committee or company who shall give to the Association, either by one or several payments, within any period of one year, a sum of money not less than five hundred dollars ($500.00) shall, on such payment, or on the last of such payments become qualified to be an Honorary Associate Member of the Association on the approval of the Board of Directors.

**8. MEMBERSHIP DUES**

1. A membership fee of $5.00 shall be paid monthly, payable on the first day of each month and

if such fee is not paid within a year of its becoming due the member shall not be entitled to vote so long as the member remains delinquent in payment of fees.

**9. REGISTRATION AND ADMISSION OF MEMBERS**

1. All applicants shall be required to pay a Registration Fee of EC twenty dollars (EC $20.00)

at the time of registration.

 (b) “The Application must then be presented to the Board of Directors for approval, following

 which the Applicant will be formally written to, notifying him/her of their acceptance and

 the payment of at least three-month subscription”. B: Any person, after being qualified to

 be a member shall thereupon have his name entered in the book of the Association by the

 Secretary.

( c) : If after six months, a member has not paid the Membership Dues, He/She should be

 notified whether through written or oral communication of their delinquency and their

 chances of losing their rights to benefit from the Association in whatever way.

d: If the member fails to meet their financial obligations thereafter, their membership will be

 dis-continued.

e: If at any time, the member decides to re-register, he/she must pay the Registration Fee and

 one-year subscription.

**10: RIGHTS OF MEMBERS**

All members of the Association shall be eligible to be elected as Officers/Directors of the Association.

**11. RESIGNATION**

1. Any member of the Association who shall desire to retire, shall signify such desire in writing to the secretary, and thereupon his name shall be removed from the list of members, and he shall be deemed to have retired. Similarly, any member who acts in contravention to this Constitution or
2. Acts in any way detrimental to the interest of the Association, shall be suspended and or expelled as the case may be by the Board of Directors.

**12. ANNUAL GENERAL MEETINGS**

(A) The Association shall hold its first general meeting within 3 months of its Incorporation and

 this first meeting shall be presided over by the Chairman appointed in accordance with clause

 19 hereunder, and the business of this first general meeting be:

1. To receive the report of the Chairman concerning the conduct of the affairs of the Association for the period up to the first general meeting.

 (ii) To appoint the auditors of the Association.

13. **GENERAL MEETINGS**

The Association shall, in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next. The Annual General meeting shall be held at a time and place as the Association shall appoint.

**14. EXTRA-ORDINARY GENERAL MEETINGS**

1. All general meetings other than annual general meetings shall be called extra-ordinary general meetings.

**15. SUPREME AUTHORITY**

1. The supreme authority of the Association is vested in the general meeting of members at which each member has a right to attend and vote on all matters.

B: The Management, Staff and Membership of the Association shall at all times be comprised of a

 majority of persons with disabilities.

16. The Board of Directors may, whenever they think fit, and they shall upon requisition made in

 writing by any 10 or more members, convene an extraordinary general meeting.

**17. REQUISITION**

1. Any requisition made by members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the company.
2. Upon the receipt of such requisition the Board of Directors shall forthwith proceed to convene a general meeting; if they do not proceed to convene the same within twenty-one days from the date of the requisition, the requisitionists may themselves convene a meeting.

**18.** At least seven days before every general meeting an advertisement thereof specifying the

 day and hour of meeting shall be made over any local radio station operating in the

 Commonwealth of Dominica.

**19.** Seven clear days’ notice of meetings of the Board of Directors shall be given to member’s in

 writing provided that where an extra-ordinary meeting of the Board is to be held for a matter

 considered by the Board, a shorter period of notice will suffice.

**20.** The President of the Association or in his absence the Vice President or in the absence of

 both, any other elected member of the Board shall preside as Chairman at every general

 meeting of the Association.

**21**. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time

 and from place to place, but no business shall be transacted at any adjourned meeting other

 than the business left unfinished at the meeting from which the adjournment took place.

**22.** At any general meeting, unless a poll is demanded by at least (5) members, a declaration by

 the Chairman that a resolution has been carried or lost, and an entry to that affect in the book

 of proceedings of the Association, shall be conclusive evidence of the fact.

**23**. If a poll is demanded in manner aforesaid, the same shall be taken at such time and in such

 manner as the Chairman directs, and the result of such poll, shall be deemed to be the

 resolution of the Association in general meeting save that a poll demanded on election of a

 Chairman or on a question of adjournment shall be taken forthwith, the demand for a poll may

 be withdrawn.

**24**. Minutes of all meetings shall be entered in the minute’s book and signed by the Chairman

 and Secretary, and shall contain:

(a) The number and names of the members both present and absent at meetings and the name of

 the person presiding at the meeting.

(b) The time fixed for the meeting. the time the meeting commenced and ended.

(c) The total number of members on the date of which the meeting was held.

(d) All decision made and resolutions passed at the meeting.

**25**. Each member shall have one vote only, provided that in the case of an equality of votes, The

 Chairman shall have a casting vote.

**26**. No member shall be entitled to vote at any general meeting unless all monies presently

 payable by him to the Association have been paid.

**27**. Any matter other than a resolution submitted for the decision of the members present at a

 meeting shall be decided by a majority.

**28**. At any meeting, a resolution put to the vote shall be decided by a show of hands unless

 voting by ballot is demanded by at least 2/3 of the members present before declaration of the

 result by the show of hands, and in such case, voting by ballot shall be taken.

**29**. The Order of business at the Annual General Meeting shall be:

 (a) Ascertainment that a quorum is present.

 (b) Taking Apologies for Absence.

 (c) Reading and approval of the minutes of the last meetings.

 (d) Discussion of matters arising therefrom.

 (e) Report of the Board of Directors

 (f) The Financial Report.

 (g) Report of District Committees where applicable.

 (h) Election of Officers.

 (i) Appointment of Auditors

 (j) Resolutions

**30**. A quorum of Annual General Meeting or Special General Meetings shall be two thirds of the

 total number of members or forty members whichever is less, but if at the expiration of one

 hour after the time fixed for any Executive, Annual or Special General Meeting the members

 present are not sufficient to form a quorum, such meeting shall be considered dissolved if

 convened on the demand of members. In all other cases, the meeting shall stand adjourned to

 the same day two weeks from the date of such adjourned meeting at the same time and place

 and a notice to that effect shall be posted by the Secretary of the Association within forty-eight

 hours.

 (b) A quorum of the Board of Directors shall be a fare majority of members

31. **OFFICERS AND BOARD OF DIRECTORS**

The Membership shall elect seven persons who shall manage the affairs of the Association. The officers of the Association shall consist of the President, Vice-President, Secretary, Treasurer, Assistant Secretary Treasurer and two members elected from the general membership. The positions of the officers shall be elected among themselves.

From 2010, they shall be elected as follows:

Three to serve for a period of three years.

Two for a period of two years and

Two for a period of one year.

All Elections thereafter shall be for a period of three years.

**32**. Not less than thirty days prior to each Annual General Meeting, the Board shall appoint a

 person to preside over the elections of Officers.

**33**. The Presiding Officer appointed under Article 32 shall announce the vacancies for which

 elections are being held and call for nominations. The vote shall be taken at the close of

 nomination and the results announced.

**34**. (a) The Board shall employ persons to assist in the day to day management of the

 Association in particular, an Executive Director, and others. The Board shall prescribe

 terms and conditions of services for each post of such employment.

 (b) The Executive Director shall attend all meetings of the Association except those meetings

 he/she is requested by the Board not to attend, and the Executive Director shall:

 (i) Promote the Public image of the Association

1. In collaboration with the President, be responsible for all media release and coverage of the Association

 (iii) Carry-out all functions of the officers as determine by the Board of Directors.

**35**. **The President shall: -**

 (a) Preside at all meetings of the Association.

1. Administer the affairs of the Association according to this constitution and decisions

of the Association in general meetings.

 (c) Convene all meetings with the assistance of the Secretary.

 (d ) Share responsibility with the Executive Director for all official release of information

concerning the Association.

 (e) Perform such other duties as pertain to the office of President or as may be directed by

 resolution of the Board, duties not to be inconsistent with this Constitution.

 (f) The Vice President shall assist the President in his/her duties and act in the Office of

 President in the absence of the President.

**36**. **The Secretary shall: -**

 (a) Carry out the instructions of the Board and conduct all correspondence of the Association.

 (b) Keep and preserve proper and up-to-date record of membership, correspondence and

 materials.

1. Assist the President in preparation of agenda for all meetings, notify members of such

meetings in writing and circulate agenda.

 (d) Meet with the treasurer as signatory for all financial matters in the absence of the President.

37. **The Treasurer shall:**

1. Take charge of revenue and expenditures of the Association and administer the funds on the instruction of the Board of Directors

1. Keep proper accounts of receipts and expenditures, supported by documentary evidence, and submit same for audit when requested by the Board of Directors.
2. Receive all moneys paid into the Association and within forty-eight hours after receipt deposit all funds in his possession in the bank or banks prescribed by the Association except such amounts as the Board may authorize to be held as petty cash.

1. To see that all promissory notes, drafts, or any negotiable instruments drawn in favour of the Association are properly prepared.
2. Submit a financial report at each meeting of the Association and such other times as the Board may determine from time to time.
3. In collaboration with the Board of Directors, prepare an annual budget for presentation at the Annual General Meeting.

**38**. The Board may appoint an Assistant Secretary/Treasurer and authorize him to perform any of

 the duties devolving on the Treasurer during the absence of the Treasurer, or his refusal to

 act.

**39**. **The Assistant Secretary/ Treasurer shall:**

 (a) Assist the Secretary and the Treasurer in the performance of their duties.

 (b) In the event of a vacancy in any of the positions, assume all duties of such positions

 until election, or at the next regularly scheduled Association meeting.

**40**. **THE BOARD OF DIRECTORS**

1. The Board of Directors shall have power to co-opt replacement members on the Board and appoint members to sub-committees for specific purposes. Such actions must be reported and ratified at the next meeting of the Association.

 (b) The Board shall take no action which is in violation of the provision of this constitution.

 (c). Should a Board of Director member be absent from three consecutive meetings without

 reasonable excuse, he/she shall cease to be a member of the Board.

1. If any member of the Board of Directors acts in contravention to this Constitution, or act in any way detrimental to the interest of the Association, such member may be suspended or expelled by a vote of 2/3 majority of the Board present at a meeting called for that purpose upon charge communicated to him/her in writing by the Board at least ten days before such meeting and have reasonable opportunity to answer such charges.

**41**. **DISTRICT COMMITTEES**

1. The Association shall operate with one National Committee. However, if the need arises, the

 Association shall aid the formation of district committees (where applicable)

1. There shall not be more than one District Committee in each district in Dominica.
2. It shall be the responsibility of the District Committee to:

 (a) Establish and maintain contact with persons with disabilities in the district.

 (b) Identify the specific needs of those persons with disabilities.

 (c) Refer these needs to the Association and assist the Association in delivering required

 services.

(d) Each district committee shall among themselves elect one representative to the

 management body of the Association and such person shall be the Chairperson of the

 Committee.

1. A District Committee shall hold at least 3 meetings per year and conduct its affairs in keeping with the provisions of this Constitution.

**42**. (a). Each District Committee shall have the power to organize community groups in the

 different villages or communities within the district to carry out the work of the

 Association.

 (b.) The rules governing the functioning of the district committees and community groups

 shall be establishing by the Board of Directors.

1. The Association shall be managed by a Board of Directors made up of the Officers and a representative of each district Committee. The management body shall meet every three months.

43. **FINANCE**

 The Administrative and Programme functions of the Association shall be financed by the dues of its members and by funds received from the following:

 (a) Grants and donations from government and non-governmental agencies.

 (b) Contributions from friendly organizations and individual both here and abroad.

1. Voluntary contribution from members, corporations and foundations.

 (d) Grants or contribution from private corporations and foundations.

 (e) Fund raising activities and programmes.

 (f) Remuneration received for any products of or service rendered by the Association.

 (g) Loans obtained with the prior approval of the Board of Directors.

**44.** The funds of the Association shall be administered by the Treasurer acting under the

 instructions of the Board of Directors.

**45**. The financial year of the Association shall be 1st January to 31st December.

46. **ACCOUNTS**

 The Association shall cause proper books of accounts to be kept with respect to:

1. All sums of money received and expended by the Association and all matters in respect of which the receipt and expenditure take place.

 (b) All sales and purchases of goods by the Association and

1. The assets and liabilities of the Association proper books shall not be deemed to be kept if there are not such books of account as are necessary to give a true and fair view of the state of the Association affairs and to explain its transactions.

**47**. The books of account shall be kept at the registered office of the Association or at such other

 place or places as the Board of Directors think fit, and shall always be open to the inspection

 of the Board.

**48**. The Board of Directors shall from time to time determine whether and to what extent and at

 what times and places and under what conditions or regulations the accounts and books of the

 Association or any of them shall be open to the inspection of members not being governors,

 and no member (not being a governor) shall have any right to inspecting any accounts, book or

 document of the Association, except conferred by the status or authorized by the Association

 or by the company in general meeting.

**49**. The Association shall from time to time cause to be prepared and to be laid before the

 Association in general meetings, such profit and loss accounts, balance sheet, group accounts

 (if any) and reports as are referred to in those sections.

**50**. A copy of every balance sheet (including every document required by law to be annexed

 There to) which is to be laid before the Association in general meetings, together with a copy

 of the auditor’s report, shall not less than twenty-one days before the date of the meeting be

 sent to every member of the Association. Provided that this article shall not require a copy of

 those documents to be sent to any person of whose address the Association is not aware or to

 more than one of the joint holders of any debenture.

**51.** The Association at its annual general meeting shall appoint a qualified auditor to review the

 Association’s yearly financial statements and their report shall be presented to every General

 Meeting of the Association.

 **5**2. **DISSOLUTION**

The Association shall be wound up voluntarily whenever a special resolution is passed requiring the Association to be so wound up. Clause 6 of the Restated Articles of the company shall have effect as if the provisions thereof were repeated herein.

**NAME ADDRESS DESCRIPTION OF**

 **SUBSCRIBERS**

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Mark Blanc Jimmit \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Irma Raymond-Joseph Mahaut \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Merina Esprit Bath Estate \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Michael Murphy Canefield East \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Rosemund Leblanc Morne Daniel \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Vondy Registe Delices \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Joan Joseph Paix Bouche \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Nathalie Murphy Canefield East \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Witness to the above signatures.

RESTATED ARTICLES OF INCORPORATION LEGALLY CONSTITUTED THIS 4TH DAY OF SEPTEMBER 2009.