



Non-Profit Organisation Registered and  
filed as No. 648 On 11-Sep-2023

Assistant Registrar

# SUNRISE CARING ASSOCIATION

## Constitution

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# SUNRISE CARING ASSOCIATION

## Constitution

### A. Name

The name of the Association is the Sunrise Caring Association (“The Association”)

### B. Administration

Subject to the matters out below The Association and its property shall be administered and managed in accordance with this Constitution by the Members of the Executive Committee constituted by Clause I hereof (“The Committee”).

### C. Objects

The objects of The Association shall be:

1. The advancement and support, financial and otherwise of the People, directors, staff and volunteers who make up The Sunrise Adult Training Centre, (“The Centre”) currently located at Eden House, Elizabethan Square, 80 Shedden Road, George Town, Grand Cayman and any future location of the Centre
2. The advancement and support, financial and otherwise of facilities and programs for the training, whether vocational or otherwise, of persons resident in the Cayman Islands and over the age of seventeen (17) years who are challenged by mental and or physical disabilities (“The Client”)
3. To provide a support network and platform for relevant information sharing for the parents, guardians and interested care providers of The Clients of Sunrise Adult Training Centre.

### D. Powers

In furtherance of the above objects but not otherwise, the Committee shall have the following powers:

1. Power to raise funds and to invite and receive subscriptions, contribution, donations and bequests provided that in raising funds The Committee shall not undertake any substantial or permanent trading activities and shall conform to any relevant requirements of the law;
2. Power to buy, take on lease or exchange any property necessary or desirable for the achievement of the objects and to maintain and equip such property for use;
3. Power to sell, lease or dispose of all or any part of the assets of The Association;
4. Power to borrow money and to charge all or any part of the assets of The Association with repayment of the money borrowed;
5. Power to employ such staff (not being members of the Committee) as are necessary or desirable for the proper pursuit of the objects and to comply with all laws regulating the employment of such staff;
6. Power to co-operate with other voluntary bodies and statutory authorities (and in particular with The Centre) having similar objects or purposes as The Association and to exchange information and advice with such bodies or authorities;



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7. Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
8. Power to do all such other lawful things as is necessary or desirable for the achievement of the objects or are reasonably incidental thereto.

#### **E. Membership**

1. Membership of the Association shall be open to individuals (over the age of seventeen (17) years who are interested in furthering the work of The Association and whose names and addresses are entered in the books of The Association as members and who have paid the annual subscription (if any) determined from time to time by The Committee.
2. The Committee may unanimously and for good reason terminate the membership of any individual provided that such individual shall have the right to be heard by the Committee, accompanied by a friend, before a final decision is made.

#### **F. Annual General Meeting**

1. There shall be an Annual General Meeting (AGM) of the Association which shall be held in the month of November each year or as soon as practicable thereafter. All Members shall be entitled to attend and vote at the meeting.
2. Every Annual General Meeting shall be called by The Committee. The Secretary shall give at least twenty-one days notice (in writing to All Members by email, website, social media, mail, and where deemed necessary, by phone call) of the AGM to all Members. The Secretary shall provide Proxy forms to all Members along with this notice. The Secretary shall request nominations for election to the executive committee along with this notice and provide a nomination form along with the AGM notice.
3. The President for the time being of the Committee shall act as the Chairperson of the AGM. If the President is not present, the Members present shall, before transacting any business appoint a Chairperson for the meeting.
4. The Committee shall present to each AGM a summary and highlights Report and Financial Statements for the preceding year.
5. Nominations for election to the Committee must be made by members in writing, accompanied by the written consent to act of the nominee and must be in the hands of the Secretary at least fourteen days before the AGM. Should nominations exceed vacancies, election shall be by secret ballot.
6. Subject to any other provision of the Constitution, every matter shall be determined by a majority of the votes of the Members present and voting, each member present having one vote, but in the case of an equality of votes the chairperson shall have a second or casting vote.

#### **G. Special General Meetings**

1. The Committee may call a Special General Meeting of The Association at any time. If at least ten Members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least twenty-one days of notice in writing of a Special General Meeting shall be given. The notice must state the business to be considered. Save as aforesaid and subject to any other provision of this Constitution, subclauses (2) (3) and (6) and clause F shall apply to Special General Meetings as they apply to AGMs.
2. There shall be a quarterly meeting planned for information sharing, networking and support to cover selected topics important to the Membership body, including inviting specialist presenters.



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## **H. Procedure at General Meetings**

1. The Secretary or other person specially appointed by The Committee shall keep a full record of the proceedings at any General Meeting.
2. There shall be a quorum when at least one tenth of the members or ten members, whichever is greater, are present at any general meeting.

## **I. The Committee**

1. The Committee shall consist of such numbers, nothing less than four and not more than eight
2. The Committee shall have the following designated roles:
  - Chairperson/President
  - Treasurer
  - Secretary
  - Website Coordinator
  - Nonprofit Registration Status Management
  - Quarterly Meeting Co-Ordinator
3. The Committee shall include the Centre Director, Centre Program Manager, one additional staff member and one client representative for the time being of the Centre. They may hold one of the listed titles or not.
4. The Committee members shall be elected at the AGM and shall hold office from the conclusion of that meeting until the conclusion of the next following AGM when they shall retire from office and shall then be eligible for reelection.
5. The Committee may in addition appoint not more than three co-opted members providing there is less than a third of the total committee made up by co-opted members.
6. In event of a casual vacancy the remaining members of the Committee may elect a member to fill that vacancy and such member shall hold the office until the conclusion of the next AGM.
7. No person shall be appointed as a member of The Committee who is under the age of seventeen (17)
8. No person shall be entitled to act as a member of The Committee until after signing a declaration of acceptance and willingness to act as a Committee member.

## **J. Committee Members Not to be Personally Interested**

No member of the Committee shall acquire any interest in property belonging to the Association (otherwise as a Trustee for the Association) or receive remuneration or any benefit out of the assets of the Association or be interested other than as a member of the Committee in any contract entered into by the Committee on behalf of the Association.

## **K. Determination of Membership of the Committee**

A member of the Committee shall cease to hold office if he or she:

1. becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs;



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2. is absent without the permission of the Committee for [three (3)] consecutive meetings; gives not less than 30 days' notice in writing to the Committee of his or her wish to resign;
3. gives not less than 30 days' notice in writing to the Committee of their wish to resign
4. is removed from office by no less than two-thirds majority of the remaining members of the Committee who are present and entitled to vote at a meeting of the Committee of which not less than 21 days of notice has been given to all members of the committee.

#### **L. Meetings of the Committee**

1. The Committee shall hold at least four(4) meetings in each calendar year. Subject to clause K(4) a special meeting may be called by the president or by any [two (2)] Committee Members upon not less than [seven (7)] days' notice being given to the other members of the Committee of the matters to be discussed. (In the case of a highly urgent matter 12 hours' notice shall suffice.)
2. The president shall act as chairman of meetings of the Committee. If the chairman is absent, the members of the Committee present shall, before any other business is transacted, choose one of their number to act as chairman.
3. There shall be a quorum when at least [four (4)] members of the Committee are present at a meeting.
4. Subject to clause K (4) and sub-clause (5) of this clause, every matter shall be determined by a majority of the votes of the members of the Committee present and voting on the question but in the case of equality of votes the chairman shall have a second or casting vote.
5. Without prejudice to his or her right to vote as a member of the Association, the Director of the Centre shall not have a vote at meetings of the Committee.
6. The Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Committee.
7. The Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

#### **M. Receipts and Expenditure**

1. The funds of the Association, including all subscriptions, donations, contributions and bequests, shall be paid into an account operated by the Committee in the name of the Association at such bank as the Committee shall from time to time decide. All withdrawals from the account must be authorized by at least two members of the Committee.
2. The funds belonging to the Association shall be applied only in furtherance of the objects and no part thereof shall be applied, directly or indirectly, for the benefit of any member of the Association.

#### **N. Property**

The Committee shall cause the title to:

1. all land held by or in trust for the Association;
2. all investments held by or on behalf of the Association;

to be vested either in a corporation entitled to act as custodian trustee by the Committee or similar fiduciary legal structure to act as holding trustees. Holding trustees may be removed by the Committee at their pleasure and shall act in accordance with the lawful directions of the Committee. Provided they act only in accordance with such directions, the holding trustees shall not be liable for the acts and defaults of the Committee.



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NB \_ This section is subject to near term review

**O. Accounts**

The Committee shall keep proper books and records of all receipts, payments and other transactions of the Association, shall cause annual financial statements to be prepared for the Association and shall arrange for such financial statements to be certified by a qualified accountant.

Any notice required to be given to any member of the Association or of the Committee shall be in writing and shall be served by the secretary of the Committee on any member personally or by sending it through electronic or physical means. An email or posted letter addressed to such member at his or her last known email or physical address in the Cayman Islands shall be deemed to have been received within [ten (10)] days of posting.

**P. Notices**

Any notice required to be given to any member of the Association or of the Committee shall be in writing and shall be served by the Secretary of the Committee on any member personally or by sending an email or a prepaid posted letter to the last known address in the Cayman Islands and any letter so sent shall be deemed received within 10 days of posting.

**Q. Amendments to the Constitution**

1. Subject to the following provisions of this clause, the Constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at a special general meeting. The notice of the meeting must include notice of the resolution setting out the terms of the proposed amendments.
2. No amendment may be made to any other clause which would result in the Association ceasing to be a charitable body.

**R. Dissolution**

If the Committee decides that it is necessary or advisable to dissolve the Association it shall call a special general meeting of the members of the Association. If the proposal to dissolve the Association is approved by a not less than two-thirds majority of those present and voting the Committee shall realize the assets held by or on behalf of the Association and, after the satisfaction of any proper debts and liabilities, shall give or transfer the balance to such other charitable body or bodies having objects similar to the objects of the Association as the Association may determine.

This Constitution was adopted December 2022 by:

Kim Voaden Kimberly J. Voaden, OT Reg. (Ont.)

Deirdre Billes



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A handwritten signature in blue ink, appearing to be "A. J. ...".

*Assistant Registrar*