



**CONSTITUTION
OF
Nesti Community Housing Ltd**

Australian Company Number (ACN) 625 479 709
Australian Business Number (ABN) 64 625 479 709

A company limited by guarantee

Ratified 12th October 2023

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Preliminary

1. Name of the company

The name of the **company** is Nesti Community Housing Ltd (the **company**).

2. Type of company

The **company** is a not-for-profit public **company** limited by guarantee which is established to be, and to continue as, a charity.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than \$10 (the guarantee) to the property of the **company** if the **company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution will be put towards payment for the debts and liabilities of the **company** incurred before the member stopped being a member, and costs of winding up.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 74 and 76.

Charitable purposes and powers

6. Object

6.1 The **company's** object is to pursue the following charitable purpose(s):

- (a) The provision and/or arrangement of housing to support and empower people in need to live their best lives particularly those that:
 - (i) Are vulnerable
 - (ii) Are unable to provide for themselves or for others
 - (iii) Are unable to live independent lives
 - (iv) Have an intellectual or physical disability, mental illness and/or neurological impairment
 - (v) Are likely to be, are, or were, subject to the criminal justice system
 - (vi) Require support to be accepted into the community or society; or
 - (vii) Are likely to be, are, or were, subject to any abuse or ill-treatment
 - (viii) Any other purposes/clients that we deem appropriate

- (b) To provide or arrange housing and related services for people identified in clause 6.1 that support and enhance their:
 - (i) Health and wellbeing
 - (ii) Education or training
 - (iii) Personal development
 - (iv) Accommodation and transportation requirements
 - (v) Employment
 - (vi) Financial wellbeing
 - (vii) Community Participation

- (c) To provide and invest in initiatives that benefit people identified in clause 6.1 to engage with and integrate into mainstream society
 - (d) To generate income to support service initiatives
- 6.2 The Company must operate solely for the purpose of promoting and advancing the Objects identified in clause 6.1. However, the Company is not required to promote all of those objects at the same time or in any particular order and may, in its absolute discretion, determine the level and amount of promotion, funding or any other support which should be applied to any of the particular objects at any given time.
- 6.3 The participation of the community, family, friends and interested parties will be actively encouraged as it is considered their contribution and influence will assist the **company** to achieve its objects.
- 6.4 The directors will adopt and may from time to time amend a policy setting out the guiding principles and enduring philosophy that is intended to direct the **company** in the achievement of its objects (irrespective of changes in its goals, strategies, services or leaders) and to act as the moral compass that informs decision at all levels of the **company**.

7. Powers

Subject to clause 8, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

- (a) the powers of an individual, and
- (b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

8. Not-for-profit

- 8.1 The **company** must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 8.2 and 73.
- 8.2 Clause 8.1 does not stop the **company** from doing the following things, provided they are done in good faith:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or
 - (b) for any reasonable remuneration of a director in accordance with clause 47; or
 - (c) making a donation or payment to a member in carrying out the **company's** charitable purpose(s).

9. Amending the constitution

- 9.1 Subject to clause 9.2, the members may amend this constitution by passing a **special resolution**.
- 9.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **company** to no longer be a charity.

Members

10. Membership and register of members

- 10.1 The members of the **company** are:
- (a) **the initial member**; and
 - (b) any other person that the directors allow to be a member, in accordance with this constitution.
- 10.2 The **company** must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
- (a) for each current member:
 - i. name
 - ii. address
 - iii. any alternative address nominated by the member for the service of notices, and
 - iv. date the member was entered on to the register;
 - v. their category of membership.
 - (b) for each person who stopped being a member in the last 7 years:
 - i. name
 - ii. address
 - iii. any alternative address nominated by the member for the service of notices, and
 - iv. dates the membership started and ended.
- 10.3 The **company** must give current members access to the register of members.
- 10.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

11. Who can be a member

- 11.1 A person who supports the purposes of the **company** is eligible to apply to be a member of the **company** under clause 12.
- 11.2 In this clause, 'person' means an individual who is over the age of 18 years or who is an incorporated body.

12. How to apply to become a member

A person (as defined in clause 11.2) may apply to become a member of the **company** by writing to the secretary stating that they:

- (a) want to become a member
- (b) support the purpose(s) of the **company**, and
- (c) agree to comply with the **company's** constitution, including paying the guarantee under clause 4 if required.

An application under this clause 12 must be accompanied by payment of the Annual Subscription Fee (if any) applicable to their category of membership.

13. Members decide whether to approve membership

- 13.1 The members must consider an application for membership within a reasonable time after the secretary receives the application. The members may approve or reject applications in their discretion.
- 13.2 If the members approve an application, the secretary must as soon as possible:

- (a) enter the new member on the register of members (conditional upon that person having first paid the Annual Subscription Fee (if any)), and
 - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 14).
- 13.3 If the members reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected and (within 3 months of the date of rejection) refund the Annual Subscription Fee (if any) that accompanied their application, but does not have to give reasons.
- 13.4 For the avoidance of doubt, the members may approve an application even if the application does not state the matters listed in clauses 12(a), 12(b) or 12(c) or is not accompanied by the Annual Subscription Fee (if any). In that case, by applying to be a member, the applicant agrees to those three matters, and must (if its application is accepted) pay the Annual Subscription Fee (if any) immediately upon demand.

14. When a person becomes a member and category of membership

- 14.1 Other than the **initial member**, an applicant will become a member when they are entered on the register of members.
- 14.2 Subject to clause 14.3, all members will be categorised as general members.

15. Annual Subscription Fee

- 15.1 The members must determine the amount of the annual subscription fee (if any) to be paid in respect of each category of membership prior to the commencement of each financial year.
- 15.2 Each member must pay the Annual Subscription Fee (if any) applicable to its class of membership within two months of the commencement of each financial year, or by any other date the directors determine.

16. When a person stops being a member

A person immediately stops being a member if they:

- (a) die
- (b) are wound up or otherwise dissolved or deregistered (for an incorporated member)
- (c) resign, by writing to the secretary
- (d) are expelled under clause 19
- (e) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member or
- (f) have not paid, within two months after the end of a financial year, the Annual Subscription Fee (if any) applicable to their class of membership, unless the Board decides otherwise.

17. Consequences of cessation of Membership

- 17.1 If a person ceases to be a member under clause 16, the member:
- (a) loses any rights arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit of their Annual Subscription Fee (if any).
- 17.2 When a person's membership ceases, the secretary must remove the person's name from the register of members as soon as practicable.

Dispute resolution and disciplinary procedures

18. Dispute resolution

- 18.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
- (a) one or more members
 - (b) one or more directors, or
 - (c) the **company**.
- 18.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 19 until the disciplinary procedure is completed.
- 18.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 18.4 If those involved in the dispute do not resolve it under clause 18.3, they must within 10 days:
- (a) tell the directors about the dispute in writing
 - (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.
- 18.5 The mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the directors, or
 - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the **company** has its registered office.
- 18.6 A mediator chosen by the directors under clause 18.5(b)(i):
- (a) may be a member or former member of the **company**
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 18.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
 - (b) allow those involved a reasonable chance to review any written statements
 - (c) ensure that those involved are given natural justice, and
 - (d) not make a decision on the dispute.

19. Disciplining members

- 19.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from the **company** if the directors consider that:
- (a) the member has breached this constitution, or
 - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the **company**.
- 19.2 At least 14 days before the directors' meeting at which a resolution under clause 19.1 will be considered, the secretary must notify the member in writing:
- (a) that the directors are considering a resolution to warn, suspend or expel the member
 - (b) that this resolution will be considered at a directors' meeting and the date of that meeting
 - (c) what the member is said to have done or not done
 - (d) the nature of the resolution that has been proposed, and
 - (e) that the member may provide an explanation to the directors, and details of how to do so.

- 19.3 Before the directors pass any resolution under clause 19.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the directors a written explanation before that directors' meeting, and/or
 - (b) speaking at the meeting.
- 19.4 After considering any explanation under clause 19.3, the directors may:
- (a) take no further action
 - (b) warn the member
 - (c) suspend the member's rights as a member for a period of no more than 12 months
 - (d) expel the member
 - (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
 - (f) require the matter to be determined at a **general meeting**.
- 19.5 If the directors elect to suspend the member's rights as a member for a period of no more than 12 months under clause 19.4(c) above, during the period of suspension, the member:
- (a) loses any rights arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit of their Annual Subscription Fee (if any).
- 19.6 When a person's membership is suspended, the secretary must record in the register of members:
- (a) that the person's membership is suspended;
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- 19.7 When the period of the suspension ends, the secretary must record in the register of members that the person's membership is no longer suspended.
- 19.8 The directors may not elect to suspend a member's rights under clause 19.4(c) or to expel a member under clause 19.4(d) if the member is the sole member of the **company**.
- 19.9 The directors cannot fine a member.
- 19.10 The secretary must give written notice to the member of the decision under clause 19.4 as soon as possible.
- 19.11 Disciplinary procedures must be completed as soon as reasonably practical.
- 19.12 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

General meetings of members

20. General meetings called by directors

- 20.1 The directors may call a **general meeting**.
- 20.2 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **company** for a **general meeting** to be held, the directors must:
- (a) within 21 days of the members' request, give all members notice of a **general meeting**, and
 - (b) hold the **general meeting** within 2 months of the members' request.

- 20.3 The percentage of votes that members have (in clause 20.2) is to be worked out as at midnight before the members request the meeting.
- 20.4 The members who make the request for a **general meeting** must:
- (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request, and
 - (c) give the request to the **company**.
- 20.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

21. General meetings called by members

- 21.1 If the directors do not call the meeting within 21 days of being requested under clause 20.2, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 21.2 To call and hold a meeting under clause 21.1 the members must:
- (a) as far as possible, follow the procedures for **general meetings** set out in this constitution
 - (b) call the meeting using the list of members on the **company's** member register, which the **company** must provide to the members making the request at no cost, and
 - (c) hold the **general meeting** within three months after the request was given to the **company**.
- 21.3 The **company** must pay the members who request the **general meeting** any reasonable expenses they incur because the directors did not call and hold the meeting.

22. Annual general meeting

- 22.1 A **general meeting**, called the annual **general meeting**, must be held:
- (a) within 18 months after registration of the **company**, and
 - (b) after the first annual **general meeting**, at least once in every calendar year.
- 22.2 Even if these items are not set out in the notice of meeting, the business of an annual **general meeting** may include:
- (a) a review of the **company's** activities
 - (b) a review of the **company's** finances
 - (c) any auditor's report
 - (d) a consideration of any reports which are required under the ACNC Act; and
 - (e) the appointment of auditors, if any.
- 22.3 Before or at the annual **general meeting**, the directors must give information to the members on the **company's** activities and finances during the period since the last annual **general meeting**.
- 22.4 The chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.

23. Notice of general meetings

- 23.1 Notice of a **general meeting** must be given to:
- (a) each member entitled to vote at the meeting
 - (b) each director, and

- (c) the auditor (if any).
- 23.2 Notice of a **general meeting** must be provided in writing at least 21 days before the meeting.
- 23.3 Subject to clause 23.4, notice of a meeting may be provided less than 21 days before the meeting if:
 - (a) for an annual **general meeting**, all the members entitled to attend and vote at the annual **general meeting** agree beforehand, or
 - (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 23.4 Save where the **company** has a sole member (in which case the only limitations shall be those, if any, prescribed by the **Corporations Act** and applying to **the company**), notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
 - (a) remove a director
 - (b) appoint a director in order to replace a director who was removed, or
 - (c) remove an auditor.
- 23.5 Notice of a **general meeting** must include:
 - (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
 - (b) the general nature of the meeting's business
 - (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
 - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - i. the proxy does not need to be a member of the **company**
 - ii. the proxy form must be delivered to the **company** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
 - iii. the proxy form must be delivered to the **company** at least 48 hours before the meeting.
- 23.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.
- 23.7 A person may waive notice of a general meeting by written notice to the **company** or by attendance at the general meeting.
- 23.8 The non-receipt of notice of a general meeting, or a failure to give notice of a general meeting to any person or entity entitled to receive notice of a general meeting does not invalidate any act, matter or thing done or resolution passed at the general meeting if:
 - (a) the non-receipt or failure occurred by accident or error; or
 - (b) before or after the meeting, the member:
 - i. has waived or waives notice of that meeting; or
 - ii. has notified or notifies the **company** of his or her agreement to that act, matter, thing or resolution personally or by post, telephone, fax or other electronic means; or
 - iii. the member attended the meeting.
- 23.9 The directors may change the venue for, postpone or cancel a general meeting at their discretion.

- 23.10 If a general meeting is called and arranged to be held by the members, the directors may not cancel it without the consent of the members.

24. Quorum at general meetings

- 24.1 For a **general meeting** to be held, the greater of 2 members or 10% of the members (rounded to the nearest whole number) (a quorum) must be present (in person, by proxy or by representative) for the whole meeting, provided however that if at any time the **company** has only one member, the quorum shall be one member only. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one member).
- 24.2 No business may be conducted at a **general meeting** if a quorum is not present.
- 24.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week
 - (b) if the time is not specified – the same time, and
 - (c) if the place is not specified – the same place.
- 24.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

25. Auditor's right to attend meetings

- 25.1 The auditor (if any) is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 25.2 The **company** must give the auditor (if any) any communications relating to the **general meeting** that a member of the **company** is entitled to receive.

26. Representatives of members

- 26.1 An incorporated member may appoint as a representative:
- (a) one individual to represent the member at meetings and to sign circular resolutions under clause 33, and
 - (b) the same individual or another individual for the purpose of being appointed or elected as a director.
- 26.2 The appointment of a representative by a member must:
- (a) be in writing
 - (b) include the name of the representative
 - (c) be signed on behalf of the member, and
 - (d) be given to the **company** or, for representation at a meeting, be given to the chairperson before the meeting starts.
- 26.3 A representative has all the rights of a member relevant to the purposes of the appointment as a representative.
- 26.4 The appointment may be standing (ongoing).
- 26.5 Where the **company** has a sole member, that member's representative must represent the views of the member and not the views of the representative.

27. Using technology to hold meetings

- 27.1 The **company** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 27.2 Anyone using this technology is taken to be present in person at the meeting.

28. Chairperson for general meetings

- 28.1 The **elected chairperson** is entitled to chair **general meetings**.
- 28.2 Subject to this Constitution, one of the directors elected as **deputy chairpersons** must preside as the chair at each **general meeting** at which the **elected chairperson** is not present, as determined by the directors present.
- 28.3 The members present and entitled to vote at a **general meeting** may choose a director or member to be the chairperson for that meeting if:
- (a) there is no **elected chairperson or deputy chairpersons**, or
 - (b) the **elected chairperson** or one of the **deputy chairpersons** is not present within 30 minutes after the starting time set for the meeting, or
 - (c) the **elected chairperson** and **deputy chairpersons** are present but say they do not wish to act as chairperson of the meeting.

29. Role of the chairperson

- 29.1 The chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- 29.2 Subject to the terms of this Constitution, a ruling of the chairperson on all matters relating to the order of business, procedure and conduct of the general meeting is final.
- 29.3 The chairperson has a casting vote where there is a 50/50 split, which vote is in addition to any vote he or she has in his or her capacity as a member of the **company** or as a representative of an incorporated member or proxy.

30. Adjournment of meetings

- 30.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
- 30.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

31. Members' resolutions and statements

- 31.1 Members with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the **company** of a resolution they propose to move at a **general meeting** (members' resolution), and/or
 - (b) a written request to the **company** that the **company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 31.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 31.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.

- 31.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 31.5 The percentage of votes that members have (as described in clause 31.1) is to be worked out as at midnight before the request or notice is given to the **company**.
- 31.6 If the **company** has been given notice of a members' resolution under clause 31.1(a), the resolution must be considered at the next **general meeting** held more than two months after the notice is given.
- 31.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

32. Company must give notice of proposed resolution or distribute statement

- 32.1 If the **company** has been given a notice or request under clause 31:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **company's** cost, or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by the **company** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **company** will pay these expenses.
- 32.2 The **company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1 000 words long
 - (b) the directors consider it may be defamatory
 - (c) clause 32.1(b) applies, and the members who proposed the resolution or made the request have not paid the **company** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
 - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

33. Circular resolutions of members

- 33.1 Subject to clause 33.2, the directors may put a resolution to the members to pass a resolution without a **general meeting** being held (a circular resolution).
- 33.2 Circular resolutions cannot be used for a resolution to remove an auditor or remove a director.
- 33.3 A circular resolution is passed if all members who are entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 33.4 or clause 33.6.
- 33.4 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording is the same in each copy.

- 33.5 The **company** may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.
- 33.6 Notwithstanding clause 33.2, if the **company** has only one member and the member records in writing the member's decision to a particular effect, the recording of the decision and signing of the record counts as the passing by the member of a resolution to that effect. Where this clause applies:
- (a) no notice of meeting is required to be given;
 - (b) if this Constitution or the **Corporations Act** requires the member to be given any information or document relating to the resolution, that requirement is satisfied if the information is given to the member when the record is signed; and
 - (c) the passage of such resolution satisfies any requirement in this Constitution or the **Corporations Act** that:
 - (i) the resolution be passed at a general meeting; and
 - (ii) the resolution be passed as a **special resolution**.

Voting at general meetings

34. How many votes a member has

Each member has one vote.

35. Challenge to member's right to vote

- 35.1 A member or the chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 35.2 If a challenge is made under clause 35.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

36. How voting is carried out

- 36.1 A resolution put to the vote at a **general meeting** is to be decided by a show of hands or by another method of voting chosen by the chairperson that is fair and reasonable in the circumstances, unless a poll is demanded under clause 37.1.
- 36.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 36.3 If the vote is to be taken via a show of hands,
 - (a) the chairperson's decision is conclusive evidence of the result of the vote.
 - (b) The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against.
- 36.4 If the vote is taken via another method, the chairperson and the meeting minutes should state the number or proportion of the votes recorded in favour or against

37. When and how a vote in writing must be held

- 37.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
 - (a) at least five **members present**

- (b) **members present** with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
 - (c) the chairperson.
- 37.2 A vote in writing must be taken when and how the chairperson directs, unless clause 37.3 applies.
- 37.3 A vote in writing must be held immediately if it is demanded under clause 37.1:
- (a) for the election of a chairperson under clause 28.3, or
 - (b) to decide whether to adjourn the meeting.
- 37.4 A demand for a vote in writing may be withdrawn.

38. Appointment of proxy

- 38.1 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf.
- 38.2 A proxy does not need to be a member.
- 38.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
- (a) speak at the meeting
 - (b) vote in a vote in writing (but only to the extent allowed by the appointment), and
 - (c) join in to demand a vote in writing under clause 37.1.
- 38.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
- (a) the member's name and address
 - (b) the **company's** name
 - (c) the proxy's name or the name of the office held by the proxy, and
 - (d) the meeting(s) at which the appointment may be used.
- 38.5 A proxy appointment may be standing (ongoing).
- 38.6 Proxy forms must be received by the **company** at the address stated in the notice under clause 23.5(d) or at the **company's** registered address at least 48 hours before a meeting.
- 38.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 38.8 Unless the **company** receives written notice before the start or resumption of a **general meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies
 - (b) is mentally incapacitated
 - (c) revokes the proxy's appointment, or
 - (d) revokes the authority of a representative or agent who appointed the proxy.
- 38.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

39. Voting by proxy

- 39.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 39.2 When a vote in writing is held, a proxy:

- (a) does not need to vote, unless the proxy appointment specifies the way they must vote
- (b) if the way they must vote is specified on the proxy form, must vote that way, and
- (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

40. Number of directors

The **company** must have at least three and no more than ten directors. A majority of the Board Director positions shall be independent directors (non-executive directors). The company therefore must have a minimum of two (2) non-executive Directors.

41. Election and appointment of directors

- 41.1 The initial directors are the people who have agreed to act as directors and who are named as proposed directors in the application for registration of the **company**.
- 41.2 Apart from the initial directors and directors appointed under clause 41.5, the members may elect a director by a resolution passed in a **general meeting**.
- 41.3 Each of the directors must be appointed by a separate resolution, unless:
 - (a) the members present have first passed a resolution that the appointments may be voted on together, and
 - (b) no votes were cast against that resolution.
- 41.4 A person is eligible for election as a director of the **company** if they:
 - (a) give the **company** their signed consent to act as a director of the **company**, and
 - (b) are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 41.5 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
 - (a) is a member of the **company**, or a representative of a member of the **company** (appointed under clause 24) or, if the **company** only has one member, a member of the company's sole member,
 - (b) gives the **company** their signed consent to act as a director of the **company**, and
 - (c) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 41.6 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a **general meeting**, but for no other purpose.

42. Election of chairperson

- 42.1 The directors must elect (at the first directors meeting after the incorporation of the **company** and as the first item of business at any directors meeting at which these offices are vacant):
 - (a) A non-executive director as the **company's elected chairperson; and**
 - (b) one non-executive director as the **company's deputy chairperson,**

to hold office, subject to this Constitution, and may determine the period for which those directors are to hold office, which should be a minimum period of one year or the conclusion of the next AGM, whichever is shorter.

42.2 Subject to clause 42.3, no person will be eligible to serve as **elected chairperson** or **deputy chairperson** for more than 6 consecutive years.

42.3 A person who has held office as **elected chairperson** or **deputy chairperson** for a continuous period of six years may be re-appointed or re-elected, by a **special resolution** of the directors, for a period of no more than 1 further year.

43. Term of office

43.1 At each annual **general meeting** any director appointed by the directors to fill a casual vacancy or as an additional director must retire.

43.2 Other than a director appointed under clause 41.5, a director's term of office starts at the end of the annual **general meeting** at which they are elected and ends when they stop being a director by virtue of clause 44..

43.3 Each director must retire at least once every three years.

43.4 A director who retires under clause 43.3 may nominate for election or re-election, subject to clause 43.5.

43.5 A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a **special resolution**

44. When a director stops being a director

44.1 A director stops being a director effective immediately and (save as set out in clause 44.1(a)) without there being a requirement for any written resolution, request or notice (subject only to any provision to the contrary in the **Corporations Act** which applies to the company) if they:

- (a) give written notice of resignation or retirement as a director to the **company**
- (b) die;
- (c) are permanently incapacitated by mental or physical ill-health;
- (d) retire under clause 43.3 and either do not nominate for re-election or, if they do nominate for re-election, are not re-elected at the relevant general meeting;
- (e) are removed as a director by a resolution of the members
- (f) are no longer eligible to be a director under clause 41.4
- (g) are absent for 3 consecutive directors' meetings without approval from the directors, or
- (h) become ineligible to be a director of the **company** under the **Corporations Act** or the **ACNC Act**.

44.2 The members may remove any director from office under clause 44.1(e) for any reason and appoint a replacement, subject to compliance with section 203D of the Corporations Act.

Powers of directors

45. Powers of directors

- 45.1 The directors are responsible for managing and directing the activities of the **company** to achieve the purposes set out in clause 6.
- 45.2 The directors may use all the powers of the **company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 45.3 The directors must decide on the responsible financial management of the **company** including:
- (a) any suitable written delegations of power under clause 46, and
 - (b) how money will be managed and that a suitable system of financial controls is maintained.
- 45.4 The directors cannot remove a director or auditor. .

46. Delegation of directors' powers

- 46.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **company** (such as a Managing Director) or any other person, as they consider appropriate.
- 46.2 The delegation must be recorded in the **company's** minute book.

47. Payments to directors

- 47.1 Unless prohibited by the ACNC Act at any time, the **company** may pay to each of its directors for acting as a director a sitting fee (for each meeting) or director fees (of a fixed quantum per annum) if the payment of such sitting fees or director fees, and the quantum of those fees, are approved by a resolution of the members.

The fee which is payable to the **elected chairperson**, the **deputy chairperson** and the other directors may differ in quantum. The type and quantum of any fees which are approved for payment to the directors by a resolution of the members may be varied from time to time by a resolution of the members.

- 47.2 The **company** may:
- (a) pay a director for work they do for the **company**, other than as a director, if the amount is no more than a reasonable fee for the work done, or
 - (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company**.
- 47.3 Any payment made under clause 47.2 must be approved by the directors.
- 47.4 The **company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

48. Execution of documents

The **company** may execute a document without using a common seal if the document is signed by:

- (a) two directors of the **company**, or
- (b) a director and the secretary or
- (c) two persons who have been appointed to be 'trustee and seal holders' by a resolution at a previous annual general meeting (and whose appointment has not been superseded).

Duties of directors

49. Duties of directors

The directors must comply with their duties as directors under legislation and common law, and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**
- (b) to act in good faith in the best interests of the **company** and to further the charitable purpose(s) of the **company** set out in clause 6
- (c) not to misuse their position as a director
- (d) not to misuse information they gain in their role as a director
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 50
- (f) to ensure that the financial affairs of the **company** are managed responsibly, and
- (g) not to allow the **company** to operate while it is insolvent.

50. Conflicts of interest

- 50.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):
- (a) to the other directors, or
 - (b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.
- 50.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 50.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 50.4:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 50.4 A director may still be present and vote if:
- (a) their interest arises because they are a member of the **company**, and the other members have the same interest
 - (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **company** (see clause 70)
 - (c) their interest relates to a payment by the **company** under clause 69 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter

- (e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the **company**, and
 - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present, or
- (f) they are otherwise not prohibited from being present and voting by s.195 of the **Corporations Act**.

Directors' meetings

51. When the directors meet

The company must hold a minimum of 6 board meetings per calendar year; directors may decide where and when they meet.

52. Calling directors' meetings

- 52.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 52.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.
- 52.3 A director may waive notice of a meeting of a directors' meeting by attending the meeting or by confirming they will not be attending by notifying the other directors' to that effect in person or by post, telephone, fax or other electronic means.
- 52.4 The date, time or place of a meeting of a directors' meeting must not unreasonably prevent a director from attending.
- 52.5 The non-receipt of notice of a directors' meeting by, or a failure to give notice of a directors' meeting to, a director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - (a) the non-receipt or failure occurred by accident or error; or
 - (b) before or after the meeting, the director:
 - (i) has waived or waives notice of that meeting
 - (ii) has notified or notifies the other directors of his or her agreement to that act, matter, thing or resolution personally or by post, telephone, fax or other electronic means, or
 - (iii) the director attended the directors meeting.

53. Chairperson for directors' meetings

- 53.1 The **elected chairperson**, or in their absence, one of the **deputy chairperson** as determined by the remaining directors present, is entitled to chair directors' meetings.
- 53.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the **elected chairperson** and **deputy chairperson** are:
 - (a) not present within 15 minutes after the starting time set for the meeting, or
 - (b) present but do not want to act as chairperson of the meeting.

54. Quorum at directors' meetings

- 54.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.
- 54.2 A quorum must be present for the whole directors' meeting.

55. Using technology to hold directors' meetings

- 55.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- 55.2 The directors' agreement may be a standing (ongoing) one.
- 55.3 A director may only withdraw their consent within a reasonable period before the meeting.

56. Passing directors' resolutions

- 56.1 A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.
- 56.2 The **elected chairperson** has a casting vote where there is a 50/50 split, which vote is in addition to any vote he or she has in his or her capacity as a director of the **company**.

57. Circular resolutions of directors

- 57.1 The directors may pass a circular resolution without a directors' meeting being held.
- 57.2 A circular resolution is passed if the majority of directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 57.3 or clause 57.4.
- 57.3 Each director may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 57.4 The **company** may send or circulate a circular resolution:
 - (a) by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply;
 - (b) by other electronic means (including by utilising board management and meeting software or applications) and the directors may agree to the resolution by submitting their approval electronically.
- 57.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 57.3 or clause 57.4.

58. Validity of acts

An act done by a person acting as a director or at a directors' meeting attended by a person acting as a director, is not invalidated merely because of:

- (a) a defect in the appointment of the person as a director;
 - (b) the person being disqualified to be a director or having vacated office; or
 - (c) the person not being entitled to vote,
- if that circumstance was not known by the person or the directors (as applicable) when the act was done.

Secretary

59. Appointment and role of secretary

- 59.1 The **company** must have at least one secretary, who may also be a director.
- 59.2 A secretary must be appointed by the directors (after giving the **company** their signed consent to act as secretary of the **company**) and may be removed by the directors.
- 59.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 59.4 The role of the secretary includes:
- (a) maintaining a register of the **company's** members, and
 - (b) maintaining the minutes and other records of **general meetings** (including notices of meetings), directors' meetings and circular resolutions.

Managing Director

60. Managing Director

- 60.1 The directors must appoint a Managing Director who is responsible for the day to day management of the business and affairs of the **company** and has the powers and undertakes the responsibilities as determined and in the manner determined, from time to time by the directors.
- 60.2 The Managing Director will be remunerated in such manner and in such amount as the directors shall from time to time determine.

Minutes and records

61. Minutes and records

- 61.1 The **company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of **general meetings**
 - (b) minutes of circular resolutions of members
 - (c) a copy of a notice of each **general meeting**, and
 - (d) a copy of a members' statement distributed to members under clause 32.
- 61.2 The **company** must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
 - (b) minutes of circular resolutions of directors.
- 61.3 To allow members to inspect the **company's** records:
- (a) the **company** must give a member access to the records set out in clause 61.1, and
 - (b) the directors may authorise a member to inspect other records of the **company**, including records referred to in clause 61.2 and clause 62.1.
- 61.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting, or
 - (b) the chairperson of the next meeting.
- 61.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

62. Financial and related records

- 62.1 The **company** must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance, and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 62.2 The **company** must also keep written records that correctly record its operations.
- 62.3 The **company** must retain its records for at least 7 years.
- 62.4 The directors must take reasonable steps to ensure that the **company's** records are kept safe.

By-laws

63. By-laws

- 63.1 The directors may pass a resolution to make by-laws to give effect to this constitution.
- 63.2 Members and directors must comply with by-laws as if they were part of this constitution.

Notice

64. What is notice

- 64.1 Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 65 to 67, unless specified otherwise.
- 64.2 Clauses 65 to 67 do not apply to a notice of proxy under clause 38.6.

65. Notice to the company

Written notice or any communication under this constitution may be given to the **company**, the directors or the secretary by:

- (a) delivering it to the **company's** registered office
- (b) posting it to the **company's** registered office or to another address chosen by the **company** for notice to be provided
- (c) sending it to an email address or other electronic address notified by the **company** to the members as the **company's** email address or other electronic address, or
- (d) sending it to the fax number notified by the **company** to the members as the **company's** fax number.

66. Notice to members

- 66.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person
 - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
 - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
 - (d) sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or

- (e) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).

66.2 If the **company** does not have an address for the member, the **company** is not required to give notice to that person.

67. When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 62.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

68. Company's financial year

The **company's** financial year is from 1 July to 30 June , unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

69. Indemnity

- 69.1 The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company**.
- 69.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 69.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so, and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 69.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

70. Insurance

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **company** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **company** against any liability incurred by the person as an officer of the **company**.

71. Directors' access to documents

- 71.1 A director has a right of access to the financial records of the **company** at all reasonable times.
- 71.2 If the directors agree, the **company** must give a director or former director access to:
- (a) certain documents, including documents provided for or available to the directors, and
 - (b) any other documents referred to in those documents.

Winding up

72. Surplus assets not to be distributed to members

- 72.1 If the company is wound up, any surplus assets must not be distributed to a member or a former member of the company, unless that member or former member is a charity described in clause 73.1.
- 72.2 Immediately prior to the winding up, all Community Housing Assets in which the Housing Authority has a legal interest under a legal agreement with the **company**, are to be, in accordance with the legal agreement and as directed by the Housing Authority, transferred to:
- (a) The Housing Authority, or
 - (b) Another registered Community Housing Provider in Western Australia

73. Distribution of surplus assets

- 73.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** (including 'gift fund' defined in clause 73.4) that remain after the **company** is wound up must be distributed to one or more charities:
- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 6,
 - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**, and
 - (c) that is or are deductible gift recipients within the meaning of the Income Tax Assessment Act 1997 (Cth).
- 73.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.
- 73.3 If the company's deductible gift recipient endorsement is revoked (whether or not the company is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of 73.1(a), (b) and (c), as decided by the directors.
- 73.4 For the purpose of this clause:
- (a) 'gift funds' means:
 - i. gifts of money or property for the principal purpose of the company
 - ii. contributions made in relation to a fund-raising event held for the principal purpose of the company, and

- iii. money received by the company because of such gifts and contributions.
- (b) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the Income Tax Assessment Act 1997 (Cth)

Definitions and interpretation

74. Definitions

In this constitution:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)

Annual Subscription Fee means the annual subscription fee for each category of membership which is determined by the directors under clause 15.1 from time to time

company means the **company** referred to in clause 1

Community Housing Assets means

- i. Land and/or premises transferred to the **company** as a community housing provider by the Housing Authority, but does not include land or land and premises that the Housing Authority sells at market value to the **company**
- ii. Land and/or premises acquired by the **company** wholly or partly with funding provided by the Housing Authority
- iii. A legal interest in land and/or premises acquired by the **company** wholly or partly with funding provided by the Housing Authority
- iv. Land and/or premises held by the **company** where the Housing Authority is identified as having an interest in any legal agreement
- v. Land and/or premises held by the **company** in which the Housing Authority has previously had an interest, and
- vi. Housing constructed by the Housing Authority, provided the Housing Authority has a legal interest in any such land/or premises by way of legal agreement between the Housing Authority and the **company**

Corporations Act means the *Corporations Act 2001* (Cth)

deputy chairpersons means the persons elected by the directors to be the **company's** deputy chairpersons under clause 42

elected chairperson means a person elected by the directors to be the **company's** chairperson under clause 42

general meeting means a meeting of members and includes the annual **general meeting**, under clause 22.1

Housing Authority has meaning given to it in the *Housing Act 1980* (WA)

initial member means the person who is named in the application for registration of the **company**, with their consent, as a proposed member of the **company**

life member means any individual, whether a member or not, having been bestowed life membership by the Board under clause 14.3;

member present means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting

registered charity means a charity that is registered under the **ACNC Act**

special resolution means a resolution:

- i. that has been passed by at least 75% of the votes cast by **members present** or directors present (as applicable) and entitled to vote on the resolution, and

surplus assets means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

75. Reading this constitution with the Corporations Act

- 75.1 The replaceable rules set out in the **Corporations Act** do not apply to the **company**.
- 75.2 While the **company** is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.
- 75.3 If the **company** is not a **registered charity** (even if it remains a charity), the **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.
- 75.4 A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.

76. Interpretation

In this constitution:

- (a) the words ‘including’, ‘for example’, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations);
- (c) a reference to a person includes a reference to a company, body corporate, trust, partnership, incorporated association, joint venture, organisation and any other form of entity;
- (d) a reference to writing and written includes printing, electronic documents and other ways of representing or reproducing words in a visible form;
- (e) the singular (including defined terms) includes the plural and the plural includes the singular;
- (f) the words “includes”, “including” and similar words, are not words of limitation and do not restrict the interpretation of a word or phrase in this Constitution;
- (g) a word importing any gender includes every other gender;
- (h) if the date on which a thing must be done is not a business day, then that thing must be done on the next business day;
- (i) if a period of time runs from a given date, act or event, then the time is calculated exclusive of the date, act or event;
- (j) headings are used for convenience only and do not affect the interpretation of this Constitution;
- (k) if a word or phrase is defined, other grammatical forms of that word or phrase have a corresponding meaning; and
- (l) the directors will have the sole right of determining the interpretation of this Constitution and any by-laws made under this Constitution and their decision will be binding on all members.