



your home is where our heart is

Head Start Homes Limited

Constitution

A company limited by guarantee

As amended on: 19 November 2020

Constitution

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Constitution

1 Interpretation

1.1 Definitions

In this Constitution unless the contrary intention appears:

Alternate Director means a person appointed as an alternate director under article 10.9.

Annual Subscription Fee means any amount determined in accordance with article 4.5.

Approved Institution means a registered public benevolent institution that is established to provide charitable housing and is endorsed as a deductible gift recipient under or for the purposes of the Tax Act.

Charitable Fundraising Legislation means the Charitable Fundraising Act 1991 (NSW) and corresponding legislation in other Australian States and Territories.

Chief Executive Officer means a person appointed as an executive director under Part 11.

Committee means a committee of Directors constituted under article 9.6.

Company means Head Start Homes Limited, as that name may be changed from time to time.

Constitution means this constitution and a reference to an article is a reference to an article of this constitution.

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

Director means a person holding office as a director, and where appropriate includes an Alternate Director.

Directors means all or some of the Directors acting as a board.

Member means a person entered in the Register of Members as a member of the Company and who has not ceased to be a member in accordance with this Constitution.

Objects means the objects specified at article 2.1.

Register means the register of Members of the Company and, if appropriate, includes a branch register.

Registered Office means the registered office of the Company.

Representative means a person appointed to represent a corporate Member at a general meeting of the Company in accordance with the Corporations Act.

Secretary means a person appointed under article 12 as a secretary of the Company, and where appropriate, includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company.

Tax Act means the *Income Tax Assessment Act 1936* (Cth) or the *Income Tax Assessment Act 1997* (Cth), as the context requires.

1.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) words importing any gender include all other genders;
- (b) the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (c) a reference to a particular person includes the person's executors, administrators, successors, substitutes and permitted assigns;
- (d) the singular includes the plural and vice versa;
- (e) a reference to a document (including this Constitution) includes any variation or replacement of it;
- (f) the meaning of general words is not limited by specific examples introduced by "including", "for example" or "such as" or similar expressions;
- (g) a reference to legislation includes regulations and other instruments under it and any variation or replacement of any of them;
- (h) a power, an authority or a discretion given to a Director, the Directors, the Company in general meeting or a Member may be exercised at any time and from time to time;
- (i) "writing" and "written" includes printing, typing and other modes of reproducing words in a visible form including any representation of words in a physical document or in an electronic communication or form or otherwise;
- (j) the word "present" in the context of a person being present at a meeting includes participating using technology approved by the Directors in accordance with this Constitution;
- (k) a reference to dollars or \$ is a reference to Australian dollars;
- (l) the word "law" includes common law, principles of equity and legislation, and a reference to legislation includes regulations and other instruments under it and any variation or replacement of any of them;
- (m) the meaning of general words is not limited by specific examples introduced by "including", "for example" or "such as" or similar expressions;
- (n) a chairperson appointed under this Constitution may be referred to as a chairman, chairwoman or as chair, as appropriate;
- (o) where a document (including a notice or consent) is required to be "**signed**", the requirement may be satisfied in relation to an electronic communication of the document in any manner:
 - (i) permitted by relevant law relating to electronic transmissions (including electronic signature); or
 - (ii) approved by the Directors (which could include authentication by providing an allocated code or specified personal information).

1.3 Corporations Act

In this Constitution unless the contrary intention appears:

- (a) a word or expression defined or used in the Corporations Act has the same meaning when used in this Constitution in a similar context; and
- (b) “section” means a section of the Corporations Act.
- (c) while the Company is a registered charity under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth):
 - (i) subject to article 1.3(ii), the provisions of the Corporations Act in Part 2G.2 and Part 2G.3 apply as if section 111L(1) of the Corporations Act was not enacted; and
 - (ii) if one of those provisions includes a reference to ASIC, including a reference to lodge any document with, or seek consent or approval from ASIC, that particular requirement does not apply to the Company.

1.4 Replaceable rules not to apply

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and do not apply to the Company.

2 Objects and activities of the Company

2.1 Objects

The Company is established as a public benevolent institution for the following objects:

- (a) to promote the advancement of the social and public welfare of disadvantaged persons within the community and public housing sector;
- (b) to alleviate the poverty, distress or disadvantage of those currently in the community and public housing sector as well as those in the process of transitioning out of the community and public housing sector;
- (c) To provide social housing to persons in need due to their poverty, distress or disadvantaged circumstances by assisting and collaborating with other organisations, particularly Approved Institutions, to enable them to effectively pursue their benevolent purposes of providing charitable housing; and
- (d) To do all other things as may be incidental or ancillary to the attainment of these objects and the exercise of the powers of the Company.

2.2 Activities

In furtherance of those objects, the Company’s activities may include, in particular, any of the following:

- (a) identifying disadvantaged persons currently residing in community housing who would be able to successfully transition out of community housing;

- (b) developing pathways and strategies to assist those disadvantaged persons identified in paragraph (a) to undertake a successful transition out of community housing on a long-term basis;
- (c) providing, either directly or in conjunction with the Department of Family and Community Services (NSW), equivalent State departments and similar organisations, ongoing support and assistance to a broad range of disadvantaged people within the community and public housing sector, including those who:
 - (i) are in community housing seeking to transition out of community housing;
 - (ii) are in community housing and are already in the process of transitioning out of community housing; and
 - (iii) have successfully transitioned out of community housing with the support of Head Start Homes.
- (d) building confidence, inspiration and motivation in all disadvantaged persons interacting with the community housing sector to recognise that exiting from community housing is an achievable goal, and that there are viable pathways to private home ownership; and
- (e) making social or affordable housing more accessible to disadvantaged persons by:
 - (i) assisting and supporting certain eligible tenants to transition out of social and affordable housing into private home ownership through the provision of a loan guarantee that would otherwise not be available to those disadvantaged persons; and
 - (ii) as a direct result of the above, enabling other disadvantaged persons to access that released capacity in social or affordable housing;
- (f) working on behalf of tenants in social or affordable housing with the Department of Family and Community Services (NSW), equivalent State departments, community housing providers and a variety of home loan providers (as appropriate) to ensure fair and equitable access to financing for home ownership;
- (g) doing such other related things as are incidental or ancillary to the attainment of the Objects.

3 Income and property of the Company

3.1 Application of income and property

All income, property and profits of the Company must be applied towards the promotion of the Objects.

3.2 No dividend, bonus or profit paid to Members

No part of the profits, income or property of the Company may be paid or transferred to a Member, either directly or indirectly by way of dividend, bonus or otherwise, other than in accordance with article 3.3.

3.3 Permitted payments by the Company

Subject to articles 8.8 and 8.10, article 3.2 does not prevent payment in good faith to an officer of the Company or a Member, or to a firm of which an officer of the Company or a Member is a partner:

- (a) of remuneration for services provided by, or reimbursement of expenses incurred by, that person (other than as a Director) or firm, including in accordance with articles 8.9, 8.10 and 11;
- (b) for goods supplied in the ordinary course of business;
- (c) for repayment of any money borrowed from an officer of the Company or a Member;
- (d) of interest at a rate fixed by the Directors (but not exceeding the sum of the National Australia Bank's published overdraft rate from time to time for its corporate customers and 5% per annum) on money borrowed from an officer of the Company or a Member;
- (e) of reasonable rent for premises let by an officer of the Company or a Member; or
- (f) in furtherance of the Object.

3.4 Provision of Services

Article 3.2 does not prevent an officer of the Company or a Member being the recipient of services from the Company in accordance with the Company's Objects.

4 Membership

4.1 Becoming a Member

Except for a person who agreed in writing to the terms of this Constitution before the application for the Company's registration was lodged, a person may only become a Member under this Part 4.

4.2 Membership criteria

To be eligible to be a Member, a person must:

- (a) be nominated by an existing Member;
- (b) consent in writing to become a Member; and
- (c) agree to be bound by this Constitution.

By completing an application form, if accepted, the applicant agrees to be bound by this Constitution and any other rules, by-laws, policies or other standards prescribed by the Directors from time to time.

4.3 Application for Membership

A person may apply to become a Member by submitting to the Secretary a properly completed application in the form prescribed by the Directors.

The Members may by unanimous resolution accept an application for membership.

When an applicant has been accepted or rejected for membership the Secretary must notify the applicant of the decision of the Members within a reasonable period.

4.4 Register of Members

Upon admission as a Member, that person's details will be recorded in the Register by a Director or the Company Secretary.

A Member must promptly notify the Company of any change in the Member's details which are recorded in the Register.

4.5 Annual Subscription Fee

The Company in general meeting may determine whether there will be an Annual Subscription Fee and, if so, the annual amount for each Member or class of Members.

The Directors or Secretary may notify Members of the date and manner for payment. Otherwise, each Member must pay any applicable Annual Subscription Fee in advance by 30 June each year.

The Directors may waive the payment of all or any part of an Annual Subscription Fee for a Member or any class of Members.

4.6 Directors may create and vary classes and class rights

The Directors may, subject to this Constitution and the Corporations Act:

- (a) prescribe, revoke and amend the criteria for membership and any classes of membership (but are not obliged to accept persons fulfilling those criteria as Members or Members of a class);
- (b) establish any new class of Members and define the rights, restrictions and obligations of Members in that class; and
- (c) vary or cancel the rights, restrictions and obligations of Members in any new or existing class, if:
 - (i) at least 75% of the Members of that class give their written consent; or
 - (ii) a special resolution to that effect is passed at a separate meeting of those Members.

The articles on general meetings apply to meetings of a class of Members so far as they are capable of application and with the necessary changes to every separate meeting.

4.7 No transfer of Membership

A Member must not sell, transfer or dispose of their interests in the Company to another Member or a third party.

4.8 Ceasing to be a Member

A person ceases to be a Member on:

- (a) resignation;

- (b) the termination of the person's membership by the Directors or by the Company in general meeting in accordance with this Constitution;
- (c) in the case of a natural person:
 - (i) death;
 - (ii) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
 - (iii) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
- (d) in the case of a body corporate:
 - (i) being dissolved or otherwise ceasing to exist;
 - (ii) having a liquidator or provisional liquidator appointed to it; or
 - (iii) being insolvent.

4.9 Resignation

A Member may by written notice to the Company resign from membership with immediate effect or with effect from a specified date occurring not more than six months after the service of the notice. A Member remains liable after resignation for all money due by the Member to the Company at the date of resignation, in addition to any sum for which the Member is liable as a Member under article 17.1.

4.10 Non-payment of Annual Subscription Fee

If an Annual Subscription Fee for a Member remains unpaid for 12 months after it becomes due, the Member's membership automatically terminates and the Member ceases to be a Member. The Directors may, but need not, reinstate a Member whose membership is terminated if the Member pays all overdue Annual Subscription Fee amounts.

4.11 Censuring, suspension or expulsion of a Member

If a Member wilfully refuses or neglects to comply with the provisions of this Constitution, by-laws, policies or other standards prescribed by the Directors, or acts in a manner which in the opinion of the Directors is prejudicial to the interests of the Company, the Directors may by resolution censure, suspend or expel the Member from the Company, provided that the following procedure is observed:

- (a) the Directors or Secretary must give written notice to the Member setting out what is alleged against the Member and the Member must be given the opportunity to rectify the matter;
- (b) at least one week before the Directors' meeting at which the resolution is to be considered, the Member must be given notice of the meeting setting out:
 - (i) what is alleged against the Member; and
 - (ii) the intended resolution;

- (c) at the Directors' meeting, and before voting on the resolution, the Member must be given an opportunity to give a written or verbal explanation as the Member thinks fit;
- (d) the Member may elect to have the question dealt with by the Company in general meeting. If so, the Member must give written notice to the Secretary at least 24 hours before the proposed time for the Directors' meeting to consider the resolution;
- (e) if the Member gives this notice, then:
 - (i) no resolution of the Directors on the matter is effective;
 - (ii) a general meeting of the Company must be called to consider the resolution set out in the notice originally given to the Member under this article; and
 - (iii) if a resolution is passed on a poll at the general meeting by a majority of 75% of those entitled to vote, the Member must be dealt with in accordance with the resolution; and
- (f) if a resolution for the Member's expulsion is passed in accordance with this article, the Member's membership automatically terminates and the Member ceases to be a Member.

4.12 Termination of membership

Without limiting article 4.11, the Company at general meeting may, if a resolution is passed on a poll at the general meeting by a majority of 75% of those entitled to vote, by written notice to the Member terminate the Member's membership with effect from a specified date occurring not less than 3 months after service of the notice.

4.13 Representative Members

If a person is admitted as a Member as a representative of an unincorporated association or body, the name of the Member, the name of the unincorporated association or body and the fact that the member is its representative must be entered in the Register.

Subject to the Directors' right to decline to accept any person as a Member, the unincorporated association or body may replace the Member who is its representative with another person. It must give written notice to the Company setting out the details of the new representative and be signed by an officer of the association or body. It is not necessary for the outgoing Member to resign or the incoming Member to apply to become a Member.

4.14 Honorary members

The Directors may admit any persons to, and remove any persons from, honorary membership of the Company. The Directors may not give an honorary member the right to vote on a matter concerning the Company, but may otherwise determine the rights and obligations of an honorary member. An honorary member is not a Member for the purposes of this Constitution or the Corporations Act.

4.15 Patrons

The Directors may appoint and remove any persons as a patron or any other honorary title-holder of the Company on any terms the Directors think fit. A

patron (or other honorary title-holder) may, in the discretion of the Directors, be given the right to:

- (a) attend and speak (but not vote) at any general meeting of the Company and be given notice of the meeting as if a Member; and
- (b) receive accounts of the Company when available to Members.

4.16 Limited liability

A Member has no liability as a Member except as set out in this Part 4 and article 17.1.

5 General meetings

5.1 Annual general meeting

Annual general meetings of the Company are to be held in accordance with the Corporations Act.

5.2 Convening a general meeting

The Directors may convene and arrange to hold a general meeting of the Company when they think fit and must do so if required to do so under the Corporations Act.

5.3 Members have power to convene general meeting

If there are not sufficient Directors for a quorum, a Director or any two or more Members may convene a general meeting of the Company at the cost of the Company.

5.4 Use of technology at general meetings

The Company may hold a meeting of Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

5.5 Notice of general meeting

Notice of a general meeting must be given in accordance with Part 15 and the Corporations Act.

5.6 Calculation of period of notice

In computing the period of notice for a general meeting, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

5.7 Cancellation or postponement of general meeting

Where a general meeting (including an annual general meeting) is convened by the Directors, they may by notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them or change the place for the meeting.

This article does not apply to a meeting convened in accordance with the Corporations Act by a single Director, by Members, by the Directors on the request of Members, or to a meeting convened by a court.

5.8 Notice of cancellation, postponement or change of place of general meeting

Written notice of cancellation or postponement or change of place of a general meeting must be given to all persons entitled to receive notices of general meetings from the Company. A notice of a change of place of a general meeting must specify the different place for the holding of the meeting.

5.9 Contents of notice postponing general meeting

A notice postponing the holding of a general meeting must specify:

- (a) a date and time for the holding of the meeting;
- (b) a place for the holding of the meeting, which may be either the same as or different from the place specified in the notice convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

5.10 Number of clear days for postponement of general meeting

The number of clear days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days' notice of the general meeting required to be given by this Constitution or the Corporations Act.

5.11 Business at postponed general meeting

The only business that may be transacted at a postponed general meeting is the business specified in the original notice convening the meeting.

5.12 Non-receipt of notice

The non-receipt of, or accidental omission to give, a notice of a general meeting or cancellation, postponement or change of details for a general meeting to a person entitled to receive notice does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of a meeting.

5.13 Proxy, attorney or Representative at postponed general meeting

Where by the terms of an instrument appointing a proxy or attorney or of an appointment of a Representative:

- (a) the appointed person is authorised to attend and vote at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy, power of attorney or appointment of Representative,

then that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, power of attorney or appointment of Representative unless the Member appointing the proxy, attorney or Representative gives to the Company, at its Registered Office, written notice to the contrary not less than 48 hours before the time to which the holding of the meeting has been postponed.

5.14 Director entitled to notice of meeting

A Director is entitled to receive notice of and to attend all general meetings and all separate meetings of any class of Members of the Company and is entitled to speak at those meetings.

5.15 Circulating resolutions

The Company may pass a resolution without a general meeting being held if all the Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

Separate copies of the document may be used for signing by Members if the wording of the resolution and statement is identical in each copy.

The resolution is passed when the last Member signs.

6 Proceedings at general meetings

6.1 Number for a quorum

Subject to article 6.3, a simple majority of Members present in person or by proxy, attorney or Representative are a quorum at a general meeting of the Company. In determining whether a quorum is present, each individual attending as a proxy, attorney or Representative is to be counted, except that:

- (a) where a Member has appointed more than one proxy, attorney or Representative, only one is to be counted; and
- (b) where an individual is attending both as a Member and as a proxy, attorney or Representative, that individual is to be counted once for each Member for whom that individual is acting as proxy, attorney or Representative.

6.2 Requirement for a quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the time the first item of business is transacted, it is taken to be present when the meeting proceeds to consider each subsequent item of business unless the chairperson of the meeting (on the chairperson's own motion or at the request of a Member, proxy, attorney or Representative who is present) declares otherwise.

6.3 If quorum not present

If within 15 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened by a Director, or at the request of Members, is dissolved; and
- (b) in any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.

6.4 Adjourned meeting

At a meeting adjourned under article 6.3(b), two persons each being a Member, proxy, attorney or Representative present at the meeting are a quorum. If a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

6.5 Appointment of chairperson of general meeting

If the Directors have elected one of their number as chairperson of their meetings, that person is entitled to preside as chairperson at a general meeting of the Company.

6.6 Absence of chairperson at general meeting

If a general meeting is held and:

- (a) a chairperson has not been elected by the Directors; or
- (b) the elected chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the following may preside as chairperson of the meeting (in order of precedence):

- (c) the deputy chairperson (if any);
- (d) a Director chosen by a majority of the Directors present;
- (e) the only Director present; or
- (f) a Member chosen by a majority of the Members present in person or by proxy, attorney or Representative.

6.7 Conduct of general meetings

The chairperson of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the chairperson's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) having regard where necessary to the Corporations Act, may terminate discussion or debate on any matter whenever the chairperson considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the chairperson under this article is final.

6.8 Adjournment of general meeting

The chairperson of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place, but:

- (a) in exercising this discretion, the chairperson may, but need not, seek the approval of the Members present in person or by proxy, attorney or Representative; and
- (b) only unfinished business is to be transacted at a meeting resumed after an adjournment.

Unless required by the chairperson, a vote may not be taken or demanded by the Members present in person or by proxy, attorney or Representative in respect of any adjournment.

6.9 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

6.10 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

6.11 No casting vote for the chairperson

If there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the general meeting is not entitled to a casting vote in addition to any votes to which the chairperson is entitled as a Member or proxy, attorney or Representative of a Member.

6.12 Voting on show of hands

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is effectively demanded and the demand is not withdrawn. A declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact. Neither the chairperson nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded in favour of or against the resolution.

6.13 Demanding a poll

At a general meeting of the Company, a poll may be demanded by:

- (a) at least two Members entitled to vote on the resolution;
- (b) Members with at least five% of the votes that may be cast on the resolution on a poll; or
- (c) the chairperson of the meeting.

6.14 Poll

If a poll is effectively demanded in accordance with article 6.13:

- (a) it must be taken in the manner and at the date and time directed by the chairperson and the result of the poll is a resolution of the meeting at which the poll was demanded;

- (b) on the election of a chairperson or on a question of adjournment, it must be taken immediately;
- (c) the demand may be withdrawn; and
- (d) the demand does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

6.15 Entitlement to vote

Subject to this Constitution and to any rights and any restrictions attached to any class of Members:

- (a) on a show of hands, each Member present in person and each other person present as proxy, attorney or Representative of a Member has one vote; and
- (b) on a poll, each Member present in person has one vote and each person present as proxy, attorney or Representative of a Member has one vote for each Member that the person represents.

6.16 Validity of vote in certain circumstances

Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a person votes as a proxy, attorney or Representative, a vote cast by that person is valid even if, before the person votes:

- (a) the appointing Member dies;
- (b) the appointing Member is mentally incapacitated; or
- (c) the Member revokes the appointment or authority.

6.17 Objection to voting qualification

An objection to the right of a person to attend or vote at a general meeting or adjourned general meeting:

- (a) may not be raised except at that meeting or adjourned meeting; and
- (b) must be referred to the chairperson of the meeting, whose decision is final.

A vote not disallowed under the objection is valid for all purposes.

6.18 Right to appoint attorney

A Member may by power of attorney appoint an attorney to act on the Member's behalf at all or any meetings of the Company or of any class of Members.

To be effective, an instrument appointing an attorney under this article, together with any evidence of non-revocation the Directors require, must be received by the Company at least 48 hours before the meeting.

6.19 Suspension or if any Annual Subscription Fee not paid

In addition to any other rights of the Company, if:

- (a) any Annual Subscription Fee is overdue and payable by a Member and is not paid; or
- (b) a Member is suspended,

the Member has no right to be present at, be counted among the quorum for, or vote, whether in person or by proxy, attorney or Representative, at a general meeting of the Company.

7 Advisory council and management committee

7.1 Advisory council

The Directors may establish, and may disband, an advisory council for the purposes of providing guidance and advice to the Directors and for any other informal purposes as the Directors may decide from time to time. The council's advice is not binding on the Directors.

The Directors have a discretion as to the composition, functions, and rules for proceedings and frequency of meetings of any advisory council.

7.2 Management committee

The Directors may establish a management committee for the purposes of administering any public fund established in furtherance of the Objects of the Company. The money in any public fund will be kept separate from other funds of the Company and must be used only for the purposes of the public fund.

8 Directors

8.1 Number of Directors

The number of Directors must be not less than three.

8.2 Change of number of Directors

Subject to article 8.1, the Company in general meeting may by resolution increase or reduce the number of Directors and may also determine any provisions for the rotation or retirement of Directors.

8.3 Office held until conclusion of meeting

A retiring Director holds office until the conclusion of the meeting.

8.4 Directors elected at general meeting

At any general meeting at which a Director retires or otherwise vacates office, the Company may by resolution fill the vacated office by electing a person to that office.

Subject to article 8.7, the term of office for a Director elected at general meeting starts at the end of the general meeting in which they are elected, and ends at the end of the general meeting in which they retire.

8.5 Appointment of interim Directors at commencement of Company

A Director appointed on commencement of the Company is appointed on an interim basis, holding office until the conclusion of the first general meeting of the Company, but is eligible for election at that meeting.

8.6 Eligibility for election as Director

Except for:

- (a) a person who is eligible for election under article 8.7; or
- (b) a person recommended for election by the Directors,

a person is not eligible for election as a Director at a general meeting of the Company unless a consent to nomination signed by the person has been lodged at the Registered Office at least 5 business days before the general meeting or any other period permitted under the Corporations Act but no more than 90 business days before the meeting.

8.7 Casual vacancy or additional Director

The Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Apart from a Chief Executive Officer who is appointed as a Director, a Director appointed under this article holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting.

8.8 No remuneration for services as a Director

A Director must not be paid any remuneration for services as a Director.

8.9 Reimbursement of expenses

A Director is entitled to be reimbursed out of the funds of the Company for their reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Directors, a Committee or the Company or when otherwise engaged on the business of the Company.

8.10 Payments to a Director

Any payment to a Director which is not prohibited under article 8.8 (including a payment permitted under article 8.9) must be approved by the Directors.

8.11 Director's interests

Subject to the provisions of this Constitution and to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:

- (a) hold any office or place of profit in the Company, except that of auditor;
- (b) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest of any kind;
- (c) enter into a contract or arrangement with the Company;
- (d) participate in any association, institution, fund, trust or scheme for past or present employees or directors of the Company or persons dependent on or connected with them;
- (e) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Company, except as auditor;

- (f) despite having an interest in a matter that is being considered at a meeting of Directors, be present at, participate in, vote on and be counted in a quorum at the meeting;
- (g) despite having an interest in a document, sign or participate in the execution of a document by or on behalf of the Company; and
- (h) do any of the above despite the fiduciary relationship of the Director's office:
 - (i) without any liability to account to the Company for any benefit accruing to the Director; and
 - (ii) without affecting the validity of any contract or arrangement.

A reference to the Company in this article is also a reference to any related body corporate of the Company.

8.12 Vacation of office

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) is a Managing or Executive Director and ceases to be employed by the Company or a related body corporate;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (c) resigns office by notice in writing to the Company; or
- (d) is not present personally or by Alternate Director at meetings of the Directors for a continuous period of two months without leave of absence from the Directors.

8.13 Membership on election at annual general meeting

A Director who is elected or re-elected at an annual general meeting becomes a Member of the Company for as long as they hold office as a Director.

8.14 Term of office

Subject to articles 8.4 and 8.7, the following conditions apply to a Director's term of office:

- (a) each Director must retire at least once every two years;
- (b) a Director who retires under article 8.14(a) may nominate for re-election, subject to article 8.14(c); and
- (c) a Director who has held office for a continuous period of 9 years or more may only be re-elected or re-appointed by a special resolution.

9 Powers and duties of Directors

9.1 Directors to manage the Company

The Directors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.

9.2 Specific powers of Directors

Without limiting the generality of article 9.1, the Directors may exercise all the powers of the Company to create by-laws, to borrow or raise money, to charge any property or business of the Company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

9.3 Appointment of attorney

The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for the purposes and with the powers, authorities and discretions vested in or exercisable by the Directors for the period and subject to the conditions they think fit.

9.4 Provisions in power of attorney

A power of attorney granted under article 9.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions vested in the attorney.

9.5 Signing of cheques

The Directors may determine the manner in which and persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and receipts for money paid to the Company, may be signed, drawn, accepted, endorsed or otherwise executed.

9.6 Committees

The Directors may delegate, and revoke the delegation of, any of their powers, other than powers required by law to be dealt with by Directors as a board, to a Committee or Committees consisting of one or more of their number as they think fit.

9.7 Powers delegated to Committees

A Committee to which any powers have been delegated under article 9.6 must exercise those powers in accordance with any directions of the Directors.

9.8 Powers of delegation

The Directors may delegate any of their powers to any persons they select for any period, to be exercised for any objects and purposes on any terms and subject to any conditions and restrictions as they think fit, and may revoke, withdraw, alter or vary the delegation of any of those powers.

The powers of delegation expressly or impliedly conferred by this Constitution on the Directors are conferred in substitution for, and to the exclusion of, the power conferred by section 198D of the Corporations Act.

10 Proceedings of Directors

10.1 Directors' meetings

The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

10.2 Director may convene a meeting

A Director may at any time, and the Secretary must on the written request of a Director, convene a meeting of the Directors.

10.3 Use of technology for Directors' meetings

A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting.

10.4 Questions decided by majority

A question arising at a meeting of Directors is to be decided by a majority of votes of Directors present and entitled to vote and that decision is for all purposes a decision of the Directors.

10.5 Alternate Director or proxy and voting

A person who is present at a meeting of Directors as an Alternate Director or as a proxy for another Director has one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is an Alternate Director or proxy. If that person is also a Director, they have one vote as a Director in that capacity.

10.6 Chairperson of Directors' meetings

The Directors may elect one of their number as chairperson of their meetings and may also determine the period for which the person remains as chairperson.

10.7 Absence of chairperson at a Directors' meeting

If a Directors' meeting is held and:

- (a) a chairperson has not been elected under article 10.6; or
- (b) the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the Directors present must elect one of their number to be a chairperson of the meeting.

10.8 Chairperson's casting vote at Directors' meetings

If there is an equality of votes cast for and against a question, the chairperson of a Directors' meeting has a casting vote, unless only two Directors are present and entitled to vote at the meeting on the question.

10.9 Appointment of Alternate Director

Subject to the Corporations Act, a Director may appoint a person approved by a majority of the other Directors, to be an Alternate Director in the Director's place for such period as the Director thinks fit.

10.10 Alternate Director and meetings

An Alternate Director is entitled to notice of all meetings of the Directors and, if the appointor does not participate in a meeting, the Alternate Director is entitled to participate and vote in the appointor's place.

10.11 Alternate Director's powers

An Alternate Director may exercise all the powers of the appointor except the power to appoint an Alternate Director and, subject to the Corporations Act, may perform all the duties of the appointor except to the extent that the appointor has exercised or performed them.

10.12 Alternate Director responsible for own acts and defaults

Whilst acting as a Director, an Alternate Director:

- (a) is an officer of the Company and not the agent of the appointor; and
- (b) is responsible to the exclusion of the appointor for the Alternate Director's own acts and defaults.

10.13 Alternate Director - expenses and remuneration

Articles 3.3, 8.8, 8.9 and 8.10 apply to an Alternate Director as if they were a Director.

10.14 Termination of appointment of Alternate Director

The appointment of an Alternate Director may be terminated at any time by the appointor even if the period of the appointment of the Alternate Director has not expired, and terminates in any event if the appointor ceases to be a Director.

10.15 Appointment or termination

An appointment, or the termination of an appointment, of an Alternate Director must be effected by a notice signed by the Director who makes or made the appointment and delivered to the Company.

10.16 Alternate Director and number of Directors

An Alternate Director is not to be taken into account separately from the appointor in determining the number of Directors.

10.17 Director attending and voting by proxy

A Director may participate in and vote by proxy at a meeting of the Directors if the proxy:

- (a) is another Director; and
- (b) the appointment is signed by the appointor.

The appointment may be general or for one or more particular meetings. A Director present as proxy of another Director who would be entitled to vote if present at the meeting has one vote for the appointor and one vote in his or her own capacity as a Director.

10.18 Quorum for Directors' meeting

At a meeting of Directors, the number of Directors whose presence in person or by proxy is necessary to constitute a quorum is as determined by the Directors and, unless so determined, is three.

10.19 Continuing Directors may act

The continuing Directors may act despite a vacancy in their number. If their number is reduced below the requirements of article 8.1, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a general meeting.

10.20 Chairperson of Committee

The members of a Committee may elect one of their number as chairperson of their meetings. If a meeting of a Committee is held and:

- (a) a chairperson has not been elected; or
- (b) the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the members involved may elect one of their number to be chairperson of the meeting.

10.21 Meetings of Committee

A Committee may meet and adjourn as it thinks proper.

10.22 Determination of questions

Questions arising at a meeting of a Committee are to be determined by a majority of votes of the members of the Committee entitled to vote.

If there is an equality of votes the chairperson of the meeting has a casting vote, unless only two members of the Committee are present and entitled to vote at the meeting on the question.

10.23 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if a majority of the Directors entitled to vote on the resolution have consented to the resolution in accordance with this article 10.23. The resolution is passed when the last participating Director consents to the resolution in accordance with this article 10.23. The resolution is not invalidated if it is consented to by a Director who is not entitled to vote.
- (b) A Director may consent to a resolution by signing a document that sets out the terms of the resolution and contains a statement to the effect that the Director is in favour of the resolution.
- (c) Alternatively, a Director may consent to a resolution by giving the Company a written notice (including by fax or other electronic means) addressed to and received by the Secretary, Chief Executive Officer or the Chairman:
 - (i) that signifies the Director's assent to the resolution;

- (ii) that includes the terms of the resolution or identifies those terms; and
 - (iii) if the Director has notified the Company in writing of a specified means by which his or her consent must be authenticated (including by providing particular personal information or an allocated code), that authenticates the Director's consent by those specified means.
- (d) Any document referred to in this article may be in the form of a fax or electronic notification. Separate copies of a document (including in electronic form) may be signed by the Directors if the wording of the resolution and statement is identical in each copy.
- (e) This article 10.23 applies to resolutions of Committees as if the references to Directors were references to Committee members.

10.24 Validity of acts of Directors

All acts done at a meeting of the Directors or of a Committee, or by a person acting as a Director are, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Director or of the person so acting; or
- (b) a person acting as a Director was disqualified or was not entitled to vote,

as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

11 Chief Executive Officer

- (a) The Directors may:
 - (i) appoint a Chief Executive Officer for any period;
 - (ii) delegate to the Chief Executive Officer any of the powers conferred on the Directors; and
 - (iii) withdraw or vary any of those powers,

on any terms and conditions and with any restrictions as they think fit. The Directors may fix the remuneration of the Chief Executive Officer which may be by way of salary drawn from the Company.
- (b) The Directors may appoint the Chief Executive Officer to hold office as a Director for a period not to exceed the term of employment.
- (c) Subject to the terms of any employment contract between the Company and the Chief Executive Officer:
 - (i) the Directors may at any time remove or dismiss the Chief Executive Officer from employment with the Company, in which event any appointment of the Chief Executive Officer as a Director will automatically cease; and alternatively

- (ii) if the Chief Executive Officer ceases to be a Director, the Directors may revoke or vary the appointment as Chief Executive Officer.

12 Secretary

12.1 Appointment of Secretary

The Company must have at least one Secretary who is to be appointed by the Directors.

12.2 Suspension and removal of Secretary

The Directors may suspend or remove a Secretary from that office.

12.3 Powers, duties and authorities of Secretary

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors.

13 Seals

13.1 Safe custody of common seals

The Directors must provide for the safe custody of any seal of the Company.

13.2 Use of common seal

If the Company has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Directors, or of a Committee authorised by the Directors to authorise its use; and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents.

14 Inspection of records

14.1 Inspection by Members

Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of Members (other than Directors).

14.2 Right of a Member to inspect

A Member (other than a Director) does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

15 Service of documents

15.1 Document includes notice

In this Part 15, a reference to a document includes a notice and a notification by electronic means.

15.2 Form of document

Unless expressly stated otherwise in this Constitution, all notices, certificates, statements, demands, appointments, directions and other documents referred to in this Constitution must be in writing.

15.3 Methods of service

The Company may give a document to a Member:

- (a) personally;
- (b) by delivering it or sending it by post to the address for the Member in the Register or an alternative address nominated by the Member;
- (c) by sending it to a fax number or electronic address nominated by the Member; or
- (d) by notifying the Member by an electronic means nominated by the Member that:
 - (i) the document is available; and
 - (ii) how the Member may use the nominated access means to access the document.

15.4 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by registered post; and
- (b) if sent to an address outside Australia, must be sent by registered airmail,

and in either case is taken to have been received on the day after the date of its posting.

15.5 Fax or electronic transmission

A document sent or given by fax or to an electronic address:

- (a) is taken to be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) is taken to have been delivered on the day following its transmission.

15.6 Electronic notification

A document made available by electronic means is taken to have been given and received on the day after the date of transmission of the notification specifying that the document is available and how it can be accessed.

15.7 Evidence of service

A certificate signed by a Director or a Secretary stating that a document was sent, delivered or given to a Member by post, fax or other electronic means on a particular date is evidence that the document was sent, delivered or given on that date and by that means.

16 Indemnity and insurance

16.1 Indemnity

To the maximum extent permitted by law, the Company indemnifies any current or former Director or other officer of the Company out of the assets of the Company against:

- (a) any liability incurred by the person in that capacity (except a liability for legal costs);
- (b) reasonable legal costs incurred in defending or resisting or otherwise in connection with proceedings, whether civil or criminal or of an administrative or investigatory nature against the person or in which the person becomes involved because of that capacity; and
- (c) reasonable legal costs incurred in good faith in obtaining legal advice on issues relevant to the performance of their functions and discharge of their duties as an officer of the Company.

16.2 Insurance

To the maximum extent permitted by law, the Company may pay a premium for a contract insuring a person who is or has been a Director or other officer of the Company against liability incurred by the person in that capacity, including a liability for legal costs.

16.3 Contract

The Company may enter into an agreement with a Director or other officer of the Company with respect to the matters referred to in articles 16.1 and 16.2 and including provisions relating to rights of access to the books of the Company.

17 Winding up and revocation of DGR endorsement

17.1 Contributions on winding up

Each Member undertakes to contribute to the Company's property an amount not exceeding \$10 if the Company is wound up during, or within one year after the cessation of, the Member's membership, on account of:

- (a) payment of the Company's debts and liabilities contracted before they ceased to be a Member;
- (b) the costs of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

17.2 Application of property on winding up

If any property or funds remain on the winding-up or dissolution of the Company and after satisfaction of all its debts and liabilities, the property or funds may not be paid to or distributed among the Members but must be given or transferred to one or more funds or institutions:

- (a) having a public charitable purpose or public charitable objects similar to the Objects of the Company; and
- (b) whose constitution or rules prohibit the distribution of its property and funds among its members to an extent at least as great as is imposed on the Company under this Constitution.

The fund or institution is to be determined by the Directors or, if they determine, by the Members in general meeting, at or before the time of dissolution and in default by application to the court.

17.3 Revocation of endorsement as a deductible gift recipient

If the Company is endorsed as a deductible gift recipient under Division 30 of the Tax Act and the endorsement is revoked or the Company is wound up (whichever occurs first), despite any other provision in this Constitution, all remaining assets of the gift fund comprising of gifts, deductible contributions and any money received because of such gifts and contributions must be transferred to one or more Approved Institutions.

18 Accounts

The Directors must cause the accounts and records of the Company to be maintained and, if required, audited in accordance with the requirements of the Corporations Act and applicable Charitable Fundraising Legislation.

19 Charitable Fundraising Legislation

If the Company is an authorised fundraiser within the meaning of the Charitable Fundraising Legislation, the Company must comply with relevant requirements of the legislation and conditions of its authority to the extent applicable. This includes:

- (a) establishing and complying with proper and effective controls over fundraising appeals;
- (b) issuing receipts for money received;
- (c) management and administrative requirements; and
- (d) complying with requirements relating to conflicts of interest and dispute and complaint handling mechanisms.