



CONSTITUTION OF ECCLESIA HOUSING LIMITED

Version Control

Version 5	
Effective Date:	23 November 2016
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Administered By:	Chief Executive Officer/Company Secretary
Ecclesia Housing Board Chairman Signature	
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CONSTITUTION OF ECCLESIA HOUSING LIMITED

Part 1—Preliminary

1. Name

The name of the Company is Ecclesia Housing Limited.

2. Registration

The Company was registered with the Australian Securities & Investments Commission on 17 December 2002. (ACN 103 181 700.) This Constitution was adopted by Churches Community Housing Limited at a general meeting held on 16 April 2004. The name of the company was changed to Ecclesia Housing Limited at the annual general meeting held on 12 November 2010.

3. The Company

(1) The Company is a public company limited by guarantee. Each Member undertakes to contribute \$1.00 (one dollar) to the property of the Company if the Company is wound up at a time when the person is a Member, or within one year of the time that the person ceased to be a Member, for payment of the debts and liabilities of the Company contracted before that person ceased to be a Member, payment of costs charges and expenses of winding up the Company, and adjustment of the rights of contributories among themselves.

(2) The Company shall not make any distribution to any Members, whether by way of dividend, surplus on winding up or otherwise. This Clause does not prevent the payment in good faith by the Company of reasonable remuneration to any Member for goods or services supplied by that Member to the Company in the ordinary course of business, the payment of interest at a reasonable rate on money borrowed by the Company from any Member, the payment of reasonable rent for premises leased to the Company by any Member, or the payment of any other reasonable amount of a similar character to those described in Clause 3.

(3) The replaceable rules in the *Corporations Act* do not apply to the Company.

(4) The Company shall operate as a not-for-profit company; in the event that it is dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation that has similar objects and which is exempt from income tax.

(5) The Company shall apply its assets and income solely in furtherance of its objects; no portion shall be distributed directly or indirectly to the directors or members of the Company except as *bona fide* compensation for services rendered or expenses incurred on behalf of the Company.

4. Objects

(1) The Company will work towards the elimination of poverty and need in New South Wales society:

- (a) by managing a portfolio of housing properties providing affordable accommodation to people in need; and
- (b) seeking to increase the supply of affordable housing, either directly or in partnership with churches or other parties.

(2) In managing its housing portfolio the Company will:

- (a) assist churches, church groups, church agencies, and other organizations with values and aspirations consistent with those of the Company to provide safe, secure, and affordable housing to those in need by

managing their housing portfolios and so allowing them to concentrate their attention on the support needs of their tenants;

(b) liaise with governments on behalf of the organizations supporting tenants in the housing the Company manages, and provide a single point of government contact with those organisations on community housing matters.

5. Definitions

In this Constitution:

alternate director means a person for the time being holding office as an alternate director of the Company under Clause 22; *business day* means a day except Saturday, Sunday or public holiday in the jurisdiction under the *Corporations Act* which the Company is registered;

cessation event means:

- (a) if a Member is an individual, death or bankruptcy of that Member, or that Member becoming of unsound mind or becoming a person whose property is liable to be dealt with under a law about mental health; or
- (b) if a Member is a body corporate, the deregistration of that Member.

Corporations Act means the *Corporations Act 2001* (Commonwealth), as modified or re-enacted from time to time, and where appropriate, includes any regulations issued under it;

Director-General means the Director-General of the Department of Housing in the State of New South Wales;

directors means the Directors of the Company for the time being;

executive officer means the person appointed by the Directors to manage the day-to-day affairs of the Company;

expulsion event means, in respect of a Member:

- (a) the Member has wilfully refused or neglected to comply with the provisions of this Constitution;
- (b) the conduct of the Member, in the opinion of the Directors, is unbecoming of the Member or prejudicial to the interests or reputation of the Company; or
- (c) the Member is, or any step is taken for the Member to become, an externally administered body corporate (whether or not the Member is a body corporate);

legal costs of a person means legal costs incurred by that person in defending an action for a liability of that person; *liability* of a person means any liability incurred by that person as an officer of the Company or a subsidiary of the Company;

member means a person who is a Member of the Company;

NSW Ecumenical Council means the NSW Ecumenical Council Incorporated acting according to its constitution and through its Council or through its Executive Committee;

personal representative means the legal personal representative, executor or administrator of the estate of a deceased person;

register means the Register of Members kept under the *Corporations Act* and, where appropriate, includes any branch register;

relevant officer means a person who is, or has been, an officer of the Company (including a Director or Secretary) or an officer of a subsidiary of the Company;

secretary means the person holding office under this Constitution as Secretary of the Company for the time being; *special general meeting* means a general meeting of the association other than an annual general meeting; *treasurer* means the person holding office under these rules as Treasurer of the

Company for the time being.

6. Interpretations

(1) The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

(2) Unless the context indicates a contrary intention, an expression in a provision of this Constitution that deals with a matter dealt with by a provision of the *Corporations Act* has the same meaning as in that provision of the *Corporations Act* and an expression in the Constitution that is defined in Section 9 of the *Corporations Act* has the same meaning as in that section.

(3) In this Constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(4) In this Constitution, unless the context indicates a contrary intention, words importing the singular include the plural (and *vice versa*), words indicating a gender include every other gender, and the word “person” includes a corporation.

(5) In this Constitution:

(a) a reference to a meeting of Members includes a meeting of any class of Members;

(b) a Member is taken to be present at a meeting of Members if the Member is present in person or by proxy, attorney or representative; and

(c) a reference to a notice or document in writing includes a notice or document given by fax or another form of written communication.

Part 2—Membership

7. Membership qualifications

(1) Any person or body corporate is eligible to apply to become a Member. Each applicant to become a Member must sign and deliver to the Company an application in the form which Directors determine and pay any initial fee which the Directors determine. The Directors determine whether an applicant may become a Member. The Directors are not required to give any reason for the rejection of any application to become a Member.

(2) All members of the NSW Ecumenical Council are entitled to be and to become Members of the Company as Class A Members.

(3) Any person or body corporate admitted to membership of the Company, not being a member of the NSW Ecumenical Council, shall be a Class B Member.

(4) New Class B members may only be admitted where at the time of admission it brings the total number of Class B members to the number of Class A members less one, or ten Class B members; – whichever is the greater.

(5) Each body corporate Member of the Company shall exercise its rights and obligations through a nominated representative who shall be appointed in accordance with the usual and proper procedures of the body corporate Member.

8. Nomination for membership

(1) As soon as practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the Directors who shall determine whether to approve or to reject the nomination.

(2) As soon as practicable after the Directors make that determination, the Secretary shall:

(a) notify the person or body corporate in writing that the Directors approved or rejected the application (whichever is applicable), and

(b) if the Directors approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification, or such other period as the Directors may decide) the sum payable as fees under this Constitution, if such fees are payable.

(3) The applicant for Membership of the Company having complied with the provisions of Clause 8(2)(b), the

Secretary shall enter the applicant's name in the Register of Members and, on the name being so entered, the applicant becomes a Member of the Company.

(4) The Company may issue to each Member, free of charge, one certificate as evidence that that person is a Member of the Company.

(5) The Directors may resolve, generally or in a particular case, that any signature on certificates of Membership of the Company may be affixed by mechanical or other means.

(6) The Company may issue a replacement certificate of being a Member if the Company receives and cancels the existing certificate or the Company is satisfied that the existing certificate is lost or destroyed, and the Member pays any fee as the Directors resolve.

9. Membership entitlements not transferable

Any rights, privileges or obligations that a Member has by reason of being a Member of the Company are not transferable whether by operation of law or otherwise.

10. Resignation of membership

(1) A Member of the Company who has paid all amounts payable by the Member to the Company in respect of the Member's membership may resign from membership of the Company by first giving to the Secretary written notice of at least one month (or such other period as the Directors may determine) of the member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.

(2) A body corporate ceases to be a Member of the Company if the body corporate Member:

- (a) disbands, or
- (b) resigns membership, or
- (c) is expelled from the association.

(3) If a Member of the Company ceases to be a Member under Clauses 10(1) or 10(2), and in every other case where a Member ceases to hold membership, the Secretary must make an appropriate entry in the Register of Members recording the date on which the Member ceased to be a Member.

(4) A person will cease to be a Member if the Member resigns in accordance with Clauses 10(1) or 10(2), if the Member is expelled under Clause 16 or if a Cessation Event occurs in respect of that Member. The estate of a deceased Member is not released from any liability in respect of that person being a Member.

11. Register of Members

The Secretary of the Company shall establish and maintain a Register of Members of the Company specifying the name and principal contact address of each Member of the Company together with the date on which the Member became a Member of the Company.

12. Classes of membership

(1) Subject to the *Corporations Act* and the terms of a particular class of membership, the Company may vary or cancel rights attached to being a Member of that class, or convert a Member from one class to another, by special resolution of the Company and either:

- (a) a special resolution passed at a meeting of the Members included in that class; or
- (b) the written consent of Members who are entitled to at least 75% of the votes that may be cast in respect of membership of that class.

(2) The provisions in this Constitution concerning meetings of Members (with the necessary changes) apply to a meeting held under Clause 12(1).

13. Fees and levies

(1) The Directors may require the payment of fees or levies by Members in the amounts and at the times as the Directors resolve. The Directors may make fees payable for one or more Members for different amounts and at different times, and subject to the terms of membership, payable by instalments. The Directors may revoke or postpone fees or extend the time of payment of fees.

(2) The Company must give Members at least 10 Business Days notice of fees payable by Members. A notice of fees must be in writing and specify the amount of the fee, and the time and place of payment of the fee. A fee is not invalid if a Member does not receive notice of the fee.

(3) A Member must pay to the Company the amount of each fee made on the Member at the times and places specified in the notice of the fee. If a fee is payable in one or more fixed amounts on one or more fixed dates, the Member must pay to the Company those amounts on those dates.

(4) A Member must pay to the Company interest at a rate determined by the Directors on any amount referred to in Clause 13(3) which is not paid on or before the time appointed for its payment, from the time appointed for payment to the time of the actual payment, and expenses incurred by the Company because of the failure to pay or late payment of that amount. The Directors may waive payment of all or any part of an amount payable under this Clause 13(4).

(5) The Company may recover an amount due and payable under Clauses 13(3) and 13(4) from a Member by commencing legal action against the Member for all or part of the amount due.

(6) The debt due in respect of an amount payable under Clauses 13(3) and 13(4) is sufficiently proved by evidence that the name of the Member sued is entered in the Register and there is a record in the minute books of the Company of the resolution requiring payment of the fee or the fixed amount referred to in Clause 13(1).

(7) The Company may accept from any Member all or any part of fees payable before that amount is due and payable. The Company may pay interest at any rate the Directors resolve on the amount paid before it is due and payable (from the date of payment until and including the date the amount becomes actually payable) and the Company may repay the amount so paid to that member.

14. Members' liabilities

The liability of a Member of the Company to contribute towards the payment of the debts and liabilities of the Company or the costs, charges and expenses of the winding up of the Company is limited to the amount, if any, unpaid by the Member in respect of membership of the Company, and the amount of guarantee referred to in Clause 3(1).

15. Resolution of internal disputes

(1) Disputes between Members of the Company (in their capacity as Members) shall be referred to the Directors for resolution.

(2) The Directors shall be free to use the resources of external mediators, such as the NSW Ecumenical Council or the Community Justice Centre is to act as mediator.

(3) If the Directors decide to use the services of an external mediator, at least seven days before a mediation

session is to commence, the parties shall exchange statements of the issues that are in dispute between them and supply copies to the mediator.

16. Disciplining of Members

(1) Complaints by one Member of the Company against another Member (in their capacity as Members) shall be referred to the Directors for resolution.

(2) On receiving such a complaint, the Directors:

- (a) must cause notice of the complaint to be served on the Member concerned, and
- (b) must give the Member at least 14 days from the time the notice is served within which to make submissions to the Directors in connection with the complaint, and
- (c) must take into consideration any submissions made by the Member in connection with the complaint.

(4) Subject to Clause 16(6), the Directors may resolve to expel a Member if:

- (a) an Expulsion Event occurs in respect of that Member; and
- (b) the Company gives that Member at least ten (10) Business Days notice in writing stating the Expulsion Event and that the Member is liable to be expelled, and informing the Member of its right under Clause 16(6).

(5) The Directors may resolve to expel a Member if the Member does not pay a fee payable by the Member pursuant to this Constitution within twenty (20) Business Days after the due date for its payment.

(6) Before the passing of any resolution under Clause 16(4), a Member is entitled to give the Directors, either orally or in writing, any explanation or defence of the Expulsion Event the Member may think fit.

(7) Where a resolution is passed under Clauses 16(4) or 16(5), the Company must give that Member notice in writing of the expulsion within ten (10) Business Days of the resolution.

(8) A Member may by notice in writing to the Company within ten (10) Business Days of receipt of the notice referred to in Clause 16(7), request that a resolution under Clause 16(4) be reviewed by the Company at the next general meeting. If such a request is made, the Directors must propose at the next general meeting of the Company that a resolution be moved to confirm the expulsion of the Member concerned.

(9) A resolution under Clause 16(4) takes effect:

- (a) if the Member gives a notice under Clause 16(8), the date (if any) the resolution is confirmed by a general meeting of the Company; or
- (b) if the Member does not give a notice under Clause 16(8), the date of the resolution.

(10) A resolution under Clause 16(5) takes effect on the date of the resolution.

(11) The Directors may reinstate an expelled Member on any terms and at any time as the Directors resolve, including a requirement that all amounts due but unpaid by the expelled Member are paid.

Part 3—Directors

17. Minimum number of Directors

(1) The Company shall have no fewer than three Directors. The company in general meeting may by ordinary resolution alter the maximum or minimum number of Directors provided that the minimum is not less than three.

(2) If the number of Directors is below the minimum fixed by this Constitution, the Directors must not act except:

- (a) in emergencies;
- (b) for appointing one or more Directors in order to make up a quorum for a meeting of Directors; or
- (c) to call and arrange to hold a meeting of Members.

18. Appointment of Directors

- (1) Subject to the *Corporations Act*, the Directors may appoint any person as a Director.
- (2) The Company in general meeting may by ordinary resolution appoint any person as a Director.
- (3) A Director need not be a Member.
- (4) The General Secretary of the NSW Ecumenical Council (or his or her nominee from the Council) will by virtue of his or her office, be invited to become a Director of the Company.
- (5) Notwithstanding Clauses 18(1) and 18(2), Directors will normally be appointed at the Annual General Meeting of the Company.
- (6) Nominations of candidates for appointment as Directors at the Annual General Meeting:
 - (a) shall be made in writing, signed by a representative of a Member of the Company and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) shall be delivered to the Secretary at least seven days before the date fixed for the holding of the Annual General Meeting at which the appointment is to take place, or such other time as the Directors may decide.
- (7) The appointment of Directors shall be conducted at the Annual General Meeting in such usual and proper manner as the Directors may decide.

19. Term of appointment

- (1) Directors shall be appointed for a term of two years.
- (2) Directors who have served a term of two years as Director of the Company shall be entitled to stand for further terms without limit, subject to *Corporations Act* and this Constitution.
- (3) The Directors shall be empowered to vary the provisions of Clause (1) to ensure that no more than half the number of Directors retire at each Annual General Meeting.

20. Resignation or removal of directors

- (1) A Director may resign from office by giving the Company notice in writing.
- (2) Subject to the *Corporations Act*, the Company in general meeting may by ordinary resolution remove any Director, and if thought fit, appoint another person in place of that Director.
- (3) A Director ceases to be a Director if:
 - (a) the Director becomes of unsound mind or a person whose property is liable to be dealt with under a law about mental health;
 - (b) the Director resigns or is removed under this Constitution;
 - (c) the Director becomes an insolvent under administration;
 - (d) the Director is absent without consent from all meetings of the Directors held during a period of six months;
 - or
 - (e) the *Corporations Act* so provides.

21. Appointment of Chairperson

- (1) The Chairperson of the Company shall be appointed by the Directors from among their number at the first meeting of Directors after the Annual General Meeting.
- (2) The Directors shall also appoint a Vice-Chairperson under the same terms as for Clause 21(1).
- (3) Until the appointments are made at the meeting referred to in Clause 21(1), the previous office-bearers shall remain in office.
- (4) The Directors may remove a Director from the offices referred to in Clauses 21(1) and 21(2) at any time.

22. Alternate directors

- (1) With the approval of a majority of the other Directors, a Director may appoint a person as an Alternate Director of that Director for any period. An Alternate Director need not be a Member.
- (2) The appointing Director may terminate the appointment of his Alternate Director at any time. A notice of appointment, or termination of appointment, of an Alternate Director is effective only if the notice is in writing, the notice is signed by the Director who appointed that Alternate Director, and the Company is given a copy of the notice.
- (3) If the Director who appointed an Alternate Director is not present at a meeting of Directors, that Alternate Director may, subject to this Constitution and the *Corporations Act*, exercise all powers (except the power under Clause 17) that the appointing Director may exercise. However, an Alternate Director cannot exercise any powers of his appointing Director if that appointing Director ceases to be a Director.
- (4) Subject to Clause 23(2), the Company is not required to pay any remuneration to an Alternate Director.

23. Directors not to be paid fees

- (1) The Company shall not pay any fees to a Director for performing that person's duties and responsibilities as a Director. The Company shall not pay any amount to a Director unless that payment has been approved by the Directors.
- (2) The Company shall pay all reasonable travelling, accommodation and other expenses that a Director or Alternate Director properly incurs in attending meetings of Directors or any meetings of committees of Directors, in attending any meetings of Members, and in connection with the business of the Company.

24. Declaration of interest

- (1) A Director may:
 - (a) hold an office or place of profit (except as auditor) in the Company, on any terms as the Directors resolve (subject to Clause 21);
 - (b) hold an office or otherwise be interested in any related body corporate of the Company or other body corporate in which the Company is interested; or
 - (c) act, or the Director's firm may act, in any capacity for the Company (except as auditor) or any related body corporate of the Company or other body corporate in which the Company is interested,—and retain the benefits of doing so if the Director discloses in accordance with the *Corporations Act* the interest giving rise to those benefits.
- (2) Subject to the *Corporations Act*, if a Director discloses the interest of the Director in accordance with the *Corporations Act*, the Director may:

- (a) contract or make an arrangement with the Company, or a related body corporate of the Company or a body corporate in which the Company is interested, in any manner in any capacity;
 - (b) be counted in a quorum for a meeting of Directors considering that contract or arrangement, and vote on whether the Company enters into the contract or arrangement, and on any matter that relates to the contract or arrangement;
 - (c) sign on behalf of the Company, or witness the fixing of the common seal of the Company (if any) to, any document in respect of the contract or arrangement,
- and retain the benefits under the contract or arrangement.

Part 4—Officers

25. Managing director

(1) The Directors may appoint one or more of themselves to the office of Managing Director, for any period and on any terms the Directors resolve (subject to Clause 21). Subject to any agreement between the Company and a Managing Director, the Directors may remove or dismiss from the office of Managing Director at any time, with or without cause. The Directors may revoke or vary the appointment of a Director to the office of Managing Director or any power delegated to a Managing Director. A person ceases to hold the office of Managing Director if the person ceases to be a Director.

(2) The Directors may delegate any of their powers (including the power to delegate) to a Managing Director. A Managing Director must exercise the powers delegated to him or her in accordance with any directions of the Directors. The exercise of a power by a Managing Director is as effective as if the Directors exercised the power.

26. Secretary

The Directors may appoint one or more Secretaries, for any period and on any terms (including as to remuneration) the Directors resolve. Subject to any agreement between the Company and a Secretary, the Directors may remove or dismiss a Secretary at any time, with or without cause. The Directors may revoke or vary the appointment of a Secretary.

27. Treasurer

(1) The Directors may appoint a Treasurer for any period and on any terms (including as to remuneration) the Directors resolve. Subject to any agreement between the Company and the Treasurer, the Directors may remove or dismiss a Treasurer at any time, with or without cause. The Directors may revoke or vary the appointment of a Treasurer.

(2) It is the duty of the Treasurer of the Company to ensure:

- (a) that all money due to the Company is collected and received and that all payments authorised by the Company are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Company, including full details of all receipts and expenditure connected with the activities of the Company.

28. Legal indemnity - Director's Liability Insurance

28.1 To the extent permitted by the Act, the Company may pay or agree to pay, a premium in respect of a contract insuring a person who is or has been a director of the Company against a liability:

- (1) incurred by the person as a director provided that the liability does not arise out of conduct involving:
 - (a) a wilful breach of duty in relation to the society; or
 - (b) a contravention of the Act; and
- (2) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal,

whatever their outcome.

29. Indemnity of Directors

29.1 Every director or agent of the Company is entitled to be indemnified out of the property of the Company against any liability incurred by the director or agent in that capacity:

- (1) in defending any proceedings, whether criminal or civil, in which judgment is given in favour of the director or agent or in which the director or agent is acquitted; or
- (2) in connection with any application in relation to those proceedings in which relief is granted to the director or agent by the Court under the Act;

29.2 The indemnity under this clause will be limited to the amount of the liability after deducting:

- (1) the amount in respect of which the person is otherwise entitled to be indemnified and is otherwise actually indemnified by another person (including in particular, an insurer under any insurance policy); and
- (2) where the liability is incurred in the conduct of the business of another person or in the discharge of the duties of the director in relation to another person, the amount in respect of which the director is entitled to be indemnified and is actually indemnified out of the assets of that other person.

29.3 To the maximum extent permitted under the Act, 'liability' in this clause means all costs, charges losses, damages, expenses, penalties, liabilities or any kind, including in particular, legal costs (calculated on a solicitor/client basis) incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal government authority or otherwise."

Part 5—Powers of the Company and Directors

30. Powers and responsibilities of Directors

The Company may exercise in any manner permitted by the *Corporations Act* any power which a public company limited by guarantee may exercise under the *Corporations Act*. The business of the Company is managed by or under the direction of the Directors. The Directors may exercise all the powers of the Company except any powers that the *Corporations Act* or this Constitution requires the Company to exercise in general meeting.

31. Execution of documents

- (1) If the Company has a common seal, the Company may execute a document if that seal is fixed to the document and the fixing of that seal is witnessed by two Directors, a Director and a Secretary, or a Director and another person appointed by a resolution of the Directors for that purpose.
- (2) The Company may execute a document without a common seal if the document is signed by two Directors, a Director and a Secretary, or a Director and another person appointed by a resolution of the Directors for that purpose.
- (3) The Company may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with Clauses 30(1) or 30(2).
- (4) Negotiable instruments may be signed, drawn, accepted, endorsed or otherwise executed by or on behalf of the Company in the manner and by the persons as the Directors resolve.

32. Right to delegate

(1) The Directors may, by instrument in writing, delegate any of their powers (including the power to delegate) to a committee of Directors, a Director, an employee of the Company or any other person. The Directors may, by instrument in writing, revoke or vary any power so delegated. A committee or delegate must exercise the powers delegated in accordance with any directions of the Directors. The exercise of a power by the committee or delegate is as effective as if the Directors exercised the power. Clauses 38 to 44 apply with the necessary changes to meetings of a committee of Directors.

(2) Notwithstanding any delegation under Clause 31(1), the Directors may continue to exercise any function delegated.

(3) The Directors may appoint any person to be attorney or agent of the Company for any purpose, for any period and on any terms (including as to remuneration) the Directors resolve. The Directors may delegate any of their powers (including the power to delegate) to an attorney or agent. The Directors may revoke or vary that appointment or any power delegated to an attorney or agent.

(4) The Directors may, by their own resolution and subject to this Constitution, invite to meetings of Directors additional members who are not necessarily nominees of Members of the Company but whose personal attributes, skills or experience are considered to be of benefit to the Company. Persons invited to attend meetings of Directors under this Clause shall serve in an advisory capacity and shall not be entitled to vote, or to form part of a quorum.

33. Effectiveness of act by a person

Any act done by a person as a Director or Secretary is effective even if the appointment of that person, or the continuance of that appointment, is invalid because the Company or that person did not comply with this Constitution or any provision of the *Corporations Act*. This Clause does not deal with the question whether an effective act by a person binds the Company in its dealings with other people or makes the Company liable to another person.

Part 7—Meetings of Directors

34. Calling of meetings

The Directors may meet, adjourn and otherwise regulate their meetings as they think fit. A meeting of Directors may be held using any technology consented to by a majority of the Directors. A Director may only withdraw that consent within a reasonable period of time before the meeting. Any Director may call a meeting of Directors at any time. On request of any Director, a Secretary of the Company must call a meeting of the Directors.

35. Notice of meetings

Reasonable notice of a meeting of Directors must be given to each Director and Alternate Director.

36. Presiding Member

(1) The Chairperson of Directors shall (if present within five minutes after the time appointed for the holding of the meeting and willing to act) chair each meeting of Directors. If there is no Chairperson of Directors, or the Chairperson of Directors is not present within five minutes after the time appointed for the holding of the meeting of Directors or is present within that time but is not willing to chair all or part of that meeting, then the Vice-Chairperson of Directors shall chair all or part of the meeting of Directors.

(2) If there is no Vice-Chairperson of Directors, or the Vice-Chairperson of Directors is not present within five minutes after the time appointed for the holding of the general meeting or is present within that time but is not willing to chair all or part of that meeting, then the Directors present shall elect one of themselves to chair all or part of the meeting of Directors.

37. Quorum

(1) A quorum for a meeting of Directors must be present at all times during the meeting. If within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

(2) Subject to the *Corporations Act*, a quorum for a meeting of Directors is, if the Directors have fixed a number for the quorum, that number of Directors, and in any other case, two (2) Directors entitled to vote on a resolution that may be proposed at that meeting.

(3) In determining whether a quorum for a meeting of Directors is present:

(a) where a Director has appointed an Alternate Director, that Alternate Director is counted if the appointing Director is not present;

(b) where a person is present as Director and an Alternate Director for another Director, that person is counted separately provided that there is at least one other Director or Alternate Director present; and

(c) where a person is present as an Alternate Director for more than one Director, that person is counted separately for each appointment provided that there is at least one other Director or Alternate Director present.

(4) If there are not enough persons to form a quorum for a meeting of Directors, one or more of the Directors (including those who have an interest in a matter being considered at that meeting) may call a general meeting and the general meeting may pass a resolution to deal with the matter.

38. Voting and resolutions

(1) A resolution of Directors is passed if more votes are cast in favour of the resolution than against it. Subject to Clauses 24 and 37, each Director has one vote on a matter arising at a meeting of Directors. In determining the number of votes a Director has on a matter arising at a meeting of Directors:

(a) where a person is present as Director and an Alternate Director for another Director, that person has one vote as a Director and, subject to Clause 19, one vote as an Alternate Director; and

(b) where a person is present as an Alternate Director for more than one Director, that person has, subject to Clause 19, one vote for each appointment.

(2) Subject to the *Corporations Act*, in case of an equality of votes, on a resolution at a meeting of Directors, the Chairperson of that meeting has a casting vote on that resolution in addition to any vote the Chairperson has in his capacity as a Director in respect of that resolution.

39. Resolution without meeting

The Directors may pass a resolution without a meeting of the Directors being held if a document containing the resolution is sent to all Directors and a majority of the Directors entitled to vote on the resolution sign that document containing a statement that they are in favour of the resolution set out in the document. Separate copies of that document may be used for signing by Directors if the wording of the resolution and the statement is identical in each copy.

Part 8—General meetings

40. Calling of meetings

(1) Subject to the *Corporations Act*, the Directors may call a meeting of Members. The Directors must call and

arrange to hold a general meeting on the request of Members and the Members may call and arrange to hold a general meeting, as provided by the *Corporations Act*.

(2) A meeting of members may be held in 2 or more places linked together by any technology that gives the Members as a whole in those places a reasonable opportunity to participate in proceedings, enables the Chairperson to be aware of proceedings in each place, and enables the Members in each place to vote on a show of hands and on a poll.

41. Who may attend meetings

Each Member and any auditor of the Company is entitled to attend any meetings of Members. Subject to this Constitution, each Director is entitled to attend and speak at all meetings of Members.

42. Notice of meeting

(1) Subject to the *Corporations Act*, the Company must give not less than 21 days notice of a meeting of Members. The Company may call a general meeting (not being an annual general meeting) on shorter notice if Members with at least 95% of the votes that may be cast at the meeting agree beforehand.

(2) Notice of a meeting of Members must be given to each Member, each Director, each Alternate Director and any auditor of the Company.

(3) A notice of a meeting of Members must:

- (a) set out the place, date and time for the meeting (and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
- (b) state the general nature of the business of the meeting; and
- (c) set out or include any other information or documents specified by the *Corporations Act*.

(4) Subject to the *Corporations Act*, anything done (including the passing of a resolution) at a meeting of Members is not invalid if either or both:

- (a) a person does not receive notice of the meeting; or
- (b) the Company accidentally does not give notice of the meeting to a person.

43. Presiding member

(1) The Chairperson of Directors shall (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) chair each general meeting of the Members. If there is no Chairperson of Directors, or the Chairperson of Directors is not present within 15 minutes after the time appointed for the holding of the general meeting or is present within that time but is not willing to chair all or part of that meeting, then the Vice-Chairperson shall chair all or part the meeting.

(2) If there is no Vice-Chairperson of Directors, or the Vice-Chairperson of Directors is not present within 15 minutes after the time appointed for the holding of the general meeting or is present within that time but is not willing to chair all or part of that meeting, then Members present shall elect another person present and willing to act to chair all or part of the meeting.

(3) Subject to the *Corporations Act*, the Chairperson of a meeting of Members is responsible for the general conduct of that meeting and for the procedures to be adopted at that meeting.

44. Quorum

(1) A quorum for a meeting of Members must be present at all times during the meeting. A quorum for a meeting of Members is two Members entitled to vote at that meeting. In determining whether a quorum for a meeting of

Members is present:

- (a) where more than one proxy, attorney or representative of a Member is present, only one of those persons is counted;
 - (b) where a person is present as a Member and as a proxy, attorney or representative of another Member, that person is counted separately for each appointment provided that there is at least one other Member present; and
 - (c) where a person is present as a proxy, attorney or representative for more than one Member, that person is counted separately for each appointment provided that there is at least one other Member present.
- (2) If a quorum is not present within 15 minutes after the time appointed for a meeting of Members:
- (a) if the meeting was called by the Directors at the request of Members or was called by the Members, the meeting is dissolved; and
 - (b) any other meeting is adjourned to the date, time and place as the Directors may by notice to the Members appoint, or failing any appointment, to the same day in the next week at the same time and place as the meeting adjourned.
- (3) If a quorum is not present within 15 minutes after the time appointed for an adjourned meeting of Members, the meeting is dissolved.

45. Appointment of proxies

- (1) An appointment of proxy or attorney for a meeting of Members is effective only if the Company receives the appointment (and any authority under which the appointment was signed or a certified copy of the authority) before the time scheduled for commencement of that meeting (or any adjournment of that meeting).
- (2) An instrument appointing an attorney or representative must be in a form as the Directors may prescribe or accept. An instrument appointing a proxy is valid if it is signed by the Member making the appointment and contains the name and address of that Member, the name of the Company, the name of the proxy or the name of the office of the proxy, and the meetings of Members at which the proxy may be used. The chairperson of a meeting of Members may determine that an instrument appointing a proxy is valid even if it contains only some of this information.
- (3) If the name of the proxy or the name of the office of the proxy in a proxy form of a Member is not filled in, the proxy of that Member is the person specified by the Company in the form of proxy in the case the Member does not choose, or if no person is so specified, the Chairperson of that meeting.
- (4) Unless the Company has received notice in writing of the matter before the time scheduled for the commencement of a meeting of Members, a vote cast at that meeting by a person appointed by a Member as a proxy, attorney or representative is, subject to this Constitution, valid even if, before the person votes here is a Transmission Event in respect of that Member, that Member revokes the appointment of that person or that Member revokes the authority under which the person was appointed by a third party.
- (5) Subject to the *Corporations Act*, the decision of the chairperson of a meeting of Members as to the validity of an instrument appointing a proxy, attorney or representative is final and conclusive.
- (6) A proxy, attorney or representative of a Member need not be a Member. A Member may appoint a proxy, attorney or representative for all or any number of meetings of Members, or a particular meeting of Members.
- (7) A Member may specify the manner in which a proxy or attorney is to vote on a particular resolution at a meeting of Members. The appointment of a proxy or attorney by a Member may specify the proportion or number of the Member's votes that the proxy or attorney may exercise.
- (8) Unless otherwise provided in the *Corporations Act* or in the appointment, a proxy or attorney may demand or join in demanding a poll on any resolution at a meeting of Members on which the proxy or attorney may vote.

(9) The authority of a proxy or attorney for a Member to speak or vote at a meeting of Members is suspended while the Member is present in person at that meeting.

46. Voting and resolutions

(1) Subject to the *Corporations Act*, a resolution is passed if more votes are cast in favour of the resolution by Members entitled to vote on the resolution than against the resolution. Unless a poll is requested in accordance with Clauses 45(3) and 45(4), a resolution put to the vote at a meeting of Members must be decided on a show of hands.

(2) A declaration by the chairperson of a meeting of Members that a resolution on a show of hands is passed, passed by a particular majority, or not passed, and a record of that declaration in the minutes of the meeting, are sufficient evidence of that fact, unless proved incorrect.

(3) A poll may be demanded on any resolution at a meeting of Members. A poll may be demanded by at least five Members present and entitled to vote on that resolution, one or more members present and who are together entitled to at least 5% of the votes that may be cast on that resolution on a poll, or the chairperson at that meeting. A poll may be demanded before a vote on that resolution is taken, or before or immediately after the results of the vote on that resolution on a show of hands are declared. A demand for a poll may be withdrawn.

(4) A poll demanded on a resolution at a meeting of Members for the election of a chairperson of that meeting or the adjournment of that meeting must be taken immediately. A poll demanded on any other resolution must be taken in the manner and at the time and place the chairperson directs. The result of a poll demanded on a resolution of a meeting of Members is a resolution of that meeting. A demand for a poll on a resolution of a meeting of Members does not prevent the continuance of that meeting or that meeting dealing with any other business.

(5) Subject to this Constitution and any rights or restrictions attached to a class of membership, at a meeting of Members, every Member present has one vote on a show of hands and on a poll.

(6) In the case of an equality of votes on a resolution at a meeting of Members, the chairperson of that meeting does not have a casting vote on that resolution either on a show of hands or on a poll.

(7) A Member present at a meeting of Members is not entitled to vote on any resolution if any fees or any other amount due and payable by that member to the Company under this Constitution have not been paid, or where that vote is prohibited by the *Corporations Act* or an order of a court of competent jurisdiction. The Company must disregard any vote on a resolution purported to be cast by a Member present at a meeting of Members where that person is not entitled to vote on that resolution.

(8) An objection to the qualification of any person to vote at a meeting of Members may only be made at that meeting (or any resumed meeting if that meeting is adjourned), to the chairperson of that meeting. Any objection must be decided by the chairperson of the meeting of Members, whose decision, made in good faith, is final and conclusive.

(9) A Member, who is entitled to attend and cast a vote at a meeting of Members, may vote on a show of hands and on a poll:

- (a) in person or, if the Member is a body corporate, by its representative appointed in accordance with the *Corporations Act*; or
- (b) by not more than one proxy or by not more than one attorney.

47. Adjournment

Subject to the *Corporations Act*, the chairperson may adjourn a meeting of Members to any day, time and place, and must adjourn a meeting of Members if the Members present with a majority of votes that may be cast at that meeting agree or direct the chairperson to do so. The chairperson may adjourn that meeting to any day, time, and place. The Company is only required to give notice of a meeting of Members resumed from an adjourned meeting if the period of adjournment exceeds twenty-one (21) days. Only business left unfinished is to be transacted at a meeting of members resumed after an adjournment.

48. Cancellation or postponement of meetings

Subject to the *Corporations Act*, the Directors may at any time postpone or cancel a meeting of Members by giving notice not less than five (5) Business Days before the time at which the meeting was to be held to each person who is, at the date of the notice a Member, a Director or Alternate Director, or auditor of the Company. A general meeting called by the Directors at the request of Members or called by the Members must not be cancelled by the Directors without the consent of the Members who requested or called the meeting.

49. Annual General Meeting

(1) The Company must hold an Annual General Meeting if required by, and in accordance with, the *Corporations Act*.

(2) Subject to the *Corporations Act*, the Company must give not less than twenty-one (21) days notice of a meeting of Members. The Company may call an Annual General Meeting on shorter notice if all Members entitled to attend and vote at the Annual General Meeting agree beforehand.

(3) Subject to the *Corporations Act*, the Annual General Meeting of the Company shall be convened on such date and at such place and time as the Directors decide, but will normally be arranged to take place on the same date and at the same place as the a general meeting of the NSW Ecumenical Council.

(4) In addition to any business that may be prescribed by the *Corporations Act*, the business of an Annual General Meeting is to include the following:

- (a) confirmation of the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
- (b) a Directors' report on the activities of the Company during the last preceding financial year;
- (c) appointment of Directors in accordance with Clause 18 of this Constitution; and
- (d) appointment of an auditor or auditors, who must have the appropriate professional registration, and who will be required to carry out an audit of the annual accounts of the Company.

Part 9—Miscellaneous

50. Insurance

The Company shall effect and maintain such insurance as the Directors may require.

51. Alteration of Constitution

This Constitution may be altered, rescinded and replaced, or added to only by a special resolution of the Company

52. Custody of books

Except as otherwise provided by this Constitution, the Secretary of the Company must keep in his or her custody or under his or her control all records, books and other documents relating to the Company.

53. Inspection of books

Unless authorised by a resolution of Directors or the *Corporations Act*, a Member is not entitled to inspect the books

of the Company.

54. Service of notices

(1) The company may give notice to a Member in person, by sending it by post to the address of the Member in the Register or the alternative address (if any) nominated by that Member, or by sending it to the fax number or electronic address (if any) nominated by that Member.

(2) A notice of meeting sent by post to an address within Australia is taken to be given one Business Day after it is posted, or where to an address outside Australia, is taken to be given five (5) Business Days after it is posted. Any other notice sent by post is taken to be given at the time of which the notice would be delivered in the ordinary course of post. A notice sent by fax is taken to be given on the Business Day it is sent, provided that the sender's transmission report shows that the whole notice was sent to the correct fax number.

(3) The giving of a notice by post is sufficiently proved by evidence that the notice was addressed to the correct address of the recipient and was placed in the post.

(4) The Directors may decide, generally or in a particular case, that a notice given by the Company be signed by mechanical or other means.

(5) The Company may pay a person entitled to an amount payable in respect of membership by crediting an account nominated in writing by that person, by cheque made payable to bearer, to the person entitled to the amount or to any other person the person entitled directs in writing, or by any other manner as the Directors resolve. The Company may post a cheque under Clause 53 to the address in the Register of the Member or to any other address which that person directs in writing.

55. Records

(1) The Company must keep minute books in which it records within one month:

- (a) proceedings and resolutions of meetings of Members;
- (b) proceedings and resolutions of meetings of the Directors (including meetings of committees of Directors);
- (c) resolutions passed by Members without a meeting; and
- (d) resolutions passed by Directors without a meeting.

(2) The Company shall ensure that minutes of a meeting are signed within a reasonable time after the meeting by the chairperson of that meeting or the chairperson of the next meeting. The Company shall ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after that resolution is passed. A minute recorded and signed in accordance with this Clause is evidence of the proceeding or resolution to which it relates, unless the contrary is proved.

(3) The Company shall keep the financial records required by the *Corporations Act*.

56. Register of members

The Company shall establish and administer the Register in accordance with the *Corporations Act*. The Company may establish and administer a branch register of Members in accordance with the *Corporations Act*. The Company shall allow inspection of the Register only as required by the *Corporations Act*. Unless proved incorrect, the Register is sufficient evidence of the matters shown in the Register.

57. Winding up

(1) On the winding up of the Company, all of its remaining community housing assets and the other net surplus assets and income of the Company, after payment of or provision being made for all debts and liabilities of the Company,

must be transferred to a registered community housing provider or to a Housing Agency, in the participating jurisdiction in which the assets are located, as may be selected by the Directors or, if they are unable to decide, by the Members.

- (2) The expressions “registered community housing provider”, “Housing Agency” and “participating jurisdiction” have the meaning given to those expressions in the Community Housing Providers National Law enacted by the Community Housing Providers (Adoption of the National Law) Act 2012 (NSW).