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australian  
alliance  
to end  
homelessness

## Constitution

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Australian Alliance to End Homelessness Limited

Registered 4 April 2013

ACN 163 151 808

ABN 52 163 151 808

As adopted on registration and amended on 7 April  
2022.

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## **Australian Alliance to End Homelessness Limited**

### **A company limited by guarantee**

#### 1 Company's name

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The name of the company is **Australian Alliance to End Homelessness Limited**.

#### 2 Company's purposes

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- (a) The company is established for the purpose of providing benevolent relief against poverty, distress, destitution, helplessness and homelessness in Australia.
- (b) Without limiting the purpose set out in rule 2(a), the company may pursue the purpose set out in rule 2(a) by:
  - (1) working in collaboration with local communities as well as federal, state and local governments, to ensure everyone has access to safe, affordable, and sustainable housing;
  - (2) supporting the development of by-name lists of every person who is homeless in local communities;
  - (3) supporting efforts to track progress until people are housed through proactive service coordination;
  - (4) supporting efforts to move people into housing and to sustain their tenancy – including through improving efforts to better connect healthcare, social and cultural services;
  - (5) identifying gaps in local service systems in terms of housing supply and individual/family support needs;
  - (6) creating national, state and local networks to better understanding the causes of homelessness and how to end it;
  - (7) providing local communities with training, coaching and other supports;
  - (8) developing the tools and other resources need to support the adoption of evidence-based practices;
  - (9) convening events, providing advisory and research services to support those working to end homelessness;
  - (10) developing a database for the collection, maintenance and management of data about homelessness as well as making this data as transparent and accessible as possible to support efforts to end homelessness; and
  - (11) inspiring action, raising public awareness, and promoting solutions to homelessness in every community so that it is rare, brief and non-recurring.
- (c) The company may do all other things which are necessary to further the purpose of the company set out in rule 2(a).
- (d) The company may only pursue charitable purposes.
- (e) For the purpose outlined in rule 2(a), the directors may:
  - (1) formulate policies;
  - (2) make rules in connection with any policy; and

- (3) revoke or amend any policy or rules and formulate others.

## 3 Company's powers

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- (a) The company may exercise the powers in section 124(1) of the Corporations Act.
- (b) Without limiting rule 3(a), the company may:
- (1) raise funds or encourage contributions by way of gifts (by will or otherwise), grants, sponsorships or otherwise, by personal or public appeals or by any other manner;
  - (2) provide funds or other material benefits by way of grant or otherwise;
  - (3) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the directors from a class of trusts, objects or purposes specified by any person;
  - (4) accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;
  - (5) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;
  - (6) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;
  - (7) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;
  - (8) construct, improve, maintain, develop, work, manage and control real or personal property;
  - (9) enter into contracts and deeds;
  - (10) appoint an attorney or agent with the powers (including the power to sub-delegate) and on the terms the company thinks fit, and procure registration or recognition of the company in any other country or place;
  - (11) enter into arrangements with any government or authority, and obtain from any government or authority any right, privilege or concession;
  - (12) engage, dismiss or suspend any employee, agent, contractor or professional person;
  - (13) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the company's property (both present and future) and purchase, redeem or pay off those securities;
  - (14) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;

- (15) print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;
  - (16) accept any gift of property, whether subject to any special trust or not;
  - (17) appoint patrons of the company;
  - (18) make donations for charitable purposes;
  - (19) decline or otherwise refuse to accept any gift (by will or otherwise), donation, settlement or other disposition of money or property;
  - (20) co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums; and
  - (21) do all other things that are incidental or conducive to doing so.
- (c) The company can only exercise the powers set out in rules 3(a) and 3(b) solely for carrying out the company's purpose stated in rule 2(a).

## 4 Not for profit status

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### 4.1 Application of the company's income and property

- (a) The company is a not-for-profit company and the company's income and property must be applied solely towards promoting the company's purpose stated in rule 2(a).
- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any of the members or directors.
- (c) This rule 4 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this constitution.

### 4.2 Payments of fees to directors

The company must not pay fees to directors.

### 4.3 Other payments to directors

With the approval of the directors, the company may pay to a director:

- (a) reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a director of the company;
- (b) reasonable remuneration where the director is an employee of the company and the terms of employment have been approved by the director;
- (c) interest on money lent by the director to the company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
- (d) reasonable remuneration for goods supplied by the director to the company in the ordinary course of business; and
- (e) reasonable rent for premises leased by the director to the company.

## 5 Membership

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- (a) The members are:
  - (1) the initial members named in the application for the company's registration; and
  - (2) an individual appointed as a director under rule 12.1 who has signed and delivered to the Secretary a statement consenting to be a member and to abide by the constitution of the company; and
  - (3) any other persons the directors admit to membership in accordance with this constitution.
- (b) Every applicant for membership of the company (except the initial members and the directors) must apply in the form and manner decided by the directors.
- (c) The directors may decide to create eligibility criteria and categories of membership with the same or differing rights or privileges.
- (d) After the receipt of an application for membership, the directors (or a delegate approved by the directors) must consider the application and decide whether to admit or reject the admission of the applicant. The directors need not give any reason for rejecting an application.

## 6 When membership ceases

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### 6.1 Death, resignation and other events

A person immediately ceases to be a member if the person:

- (a) dies;
- (b) resigns as a member by giving written notice to the company;
- (c) ceases to be a director unless the directors have decided before the person ceases to be a director, that the person may continue to be a member as a member admitted under rule 5(a)(3);
- (d) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health;
- (e) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;
- (f) is expelled under rule 6.2; or
- (g) becomes, if the directors so decide in their absolute discretion, an untraceable member because the person has ceased to reside at, attend or otherwise communicate with his or her Registered Address.

### 6.2 Expulsion

- (a) The directors may by resolution expel a member who is not a director, from the company if, in their absolute discretion, they decide it is not in the interests of the company for the person to remain a member.
- (b) If the directors intend to consider a resolution under rule 6.2(a), at least one week before the meeting at which the resolution is to be considered, they must give the member written notice:
  - (1) stating the date, place and time of the meeting;
  - (2) setting out the intended resolution and the grounds on which it is based; and

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- (3) informing the member that he or she may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.
- (c) The members may by special resolution expel a member from the company if, in the opinion of the members, it is not in the interests of the company for the person to remain a member.
- (d) The members must not pass a special resolution under rule 6.2(c) unless, at least 21 days before the meeting at which the resolution is to be considered, the member concerned has been given, written notice:
  - (1) stating the date, place and time of the meeting;
  - (2) setting out the intended resolution and the grounds on which it is based; and
  - (3) informing the member that he or she may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

## 7 Liability of member

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The liability of the members is limited to the amount of the guarantee given in rule 8.

## 8 Guarantee by member

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Every member undertakes to contribute an amount not more than \$100 to the property of the company if it is wound up while the person is a member or within one year after the person ceases to be a member, for:

- (a) payment of the company's debts and liabilities contracted before the time he or she ceased to be a member; and
- (b) the costs, charges and expenses of winding up.

## 9 Winding up

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- (a) Subject to the Corporations Act and any other applicable law, and any court order, on the winding up or dissolution of the company, any surplus assets (including gift funds) must only be given or transferred to one or more funds, authorities or institutions:
  - (1) that is charitable at law;
  - (2) with charitable purposes similar to, or inclusive of, the purposes in rule 2(a);
  - (3) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 4; and
  - (4) if the company is endorsed as a deductible gift recipient, that is a deductible gift recipient within the meaning of the *Income Tax Assessment Act 1997* (Cth).
- (b) The identity of the fund, authority or institution referred to in rule 9(a) must be decided by the directors, or if the directors do not wish to decide or do not decide, it must be decided by the members by ordinary resolution at or before the time of winding up or dissolution of the company and, if the members cannot



decide, by the Supreme Court of the state or territory in which the company is registered.

- (c) If the company's deductible gift recipient endorsement is revoked (whether or not the company is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of rule 9(a)(1), (2), (3) and (4) as decided by the directors.
- (d) For the purpose of this rule:
  - (1) 'gift funds' means;
    - (A) gifts of money or property for the principal purpose of the company;
    - (B) contributions made in relation to a fund-raising event held for the principal purpose of the company; and
    - (C) money received by the company because of such gifts and contributions;
  - (2) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the *Income Tax Assessment Act 1997* (Cth); and
  - (3) 'surplus assets' means any assets remaining after all debts and liabilities of the company (including the costs of winding up) have been paid.

## 10 Altering this constitution

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- (a) The constitution may be modified or repealed only by a special resolution of the company in general meeting.
- (b) Any modification or repeal of this constitution takes effect on the date the special resolution is passed or any later date specified, or provided for, in the resolution.
- (c) The company in general meeting must not pass a special resolution that modifies or repeals this constitution if passing it causes the company to no longer be a charity.

## 11 General meetings

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### 11.1 Annual general meeting

- (a) The company must hold an annual general meeting at least once in every calendar year (after the end of the first financial year).
- (b) Even if these items are not set out in the notice of meeting, the business of an annual general meeting may include:
  - (1) a review of the company's activities;
  - (2) a review of the company's finances; or
  - (3) any Auditor's report; and
  - (4) the appointment and payment of an Auditor, if any.
- (c) Before or at the annual general meeting, the directors must give information to the members, entitled to attend and vote at the meeting, on the company's activities and finances during the period since the last annual general meeting.

- (d) The chairperson of the annual general meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the company.

## 11.2 Calling general meetings

- (a) A general meeting may only be called:
  - (1) by a directors' resolution; or
  - (2) on the request of at least one-third of the directors; or
  - (3) as otherwise required by the Corporations Act.
- (b) The directors may (by written notice given individually to each person entitled to be given notice of the meeting) change the venue or technology used for, postpone or cancel a general meeting if:
  - (1) they consider that the meeting has become unnecessary;
  - (2) the venue would be unreasonable or impractical; or
  - (3) a change is necessary in the interests of conducting the meeting efficiently and effectively.
- (c) A general meeting called under rule 11.2(a)(2) must not be postponed or cancelled without the prior written consent of the persons who requested the meeting.

## 11.3 Notice of general meetings

- (a) Subject to clause 11.3(d), at least 21 days' notice of a general meeting must be given individually in any manner authorised by rule 16 to each person who is at the date of the notice:
  - (1) a member;
  - (2) a director; or
  - (3) the Auditor (if the company is required to appoint an Auditor).
- (b) A notice of a general meeting must:
  - (1) specify the date, time and place of the meeting (and if the meeting is to be held in two or more places and/or virtually, the technology that will be used to facilitate this);
  - (2) state the general nature of the business to be transacted at the meeting;
  - (3) if applicable, state that a special resolution is to be proposed and the words of the proposed resolution; and
  - (4) include a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
    - (A) the proxy does not need to be a member of the company;
    - (B) the proxy form must be delivered to the company at its registered address or the address (including an electronic address) specified in the notice of the meeting; and
    - (C) the proxy form must be delivered to the company at least 48 hours before the meeting.
- (c) A person may waive notice of a general meeting by written notice to the company.
- (d) Subject to rule 11.3(e), notice of a meeting may be provided less than 21 days before the meeting if:

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- (1) for an annual general meeting, all the members entitled to attend and vote at the annual general meeting agree beforehand; or
  - (2) for any other general meeting, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- (e) Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (1) remove a director;
  - (2) appoint a director in order to replace a director who was removed; or
  - (3) remove an Auditor (if the company has appointed an auditor).
- (f) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting does not invalidate any thing done or resolution passed at the general meeting if:
- (1) the non-receipt or failure occurred by accident or error; or
  - (2) before or after the meeting, the person has notified or notifies the company of the person's agreement to that thing or resolution.
- (g) A person's attendance at a general meeting waives any objection that person may have to:
- (1) a failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of the meeting, the person objects to the holding of the meeting; and
  - (2) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

## 11.4 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum consists of 3 members entitled to vote and be present at the meeting.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting the meeting must be adjourned to the day, and at the time and place, that the directors decide or, if the directors do not make a decision, to the same day in the next week at the same time and place.
- (d) If at the adjourned meeting under rule 11.4(c), a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

## 11.5 General meetings by technology

- (a) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the members in person, to constitute a quorum constitutes a meeting of the members, provided each member has a reasonable opportunity to participate at the meeting.
- (b) All the provisions in this constitution relating to meetings of the members apply, so far as they can and with any necessary changes, to meetings of the members by telephone or other electronic means.
- (c) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.

## 11.6 Chairperson of general meetings

- (a) The Chairperson must preside as chairperson at a general meeting if present within 15 minutes after the time appointed for the meeting and willing to act.
- (b) If there is no Chairperson or both the conditions in rule 11.6(a) have not been met, the members present must elect another chairperson of the meeting.
- (c) A chairperson elected under rule 11.6(b) must be:
  - (1) another director who is present and willing to act; or
  - (2) if no other director present at the meeting is willing to act, a member who is present and willing to act.

## 11.7 Attendance at general meetings

- (a) Every member has the right to attend all meetings of members.
- (b) Every director has the right to attend and speak at all meetings of members.
- (c) The Auditor has the right to attend any general meeting and to speak on any part of the business of the meeting which concerns the auditor in the capacity of Auditor.

## 11.8 Conducting and adjourning general meetings

- (a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- (b) Subject to rule 11.2(c), 11.2(a)(2) the chairperson of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- (c) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (d) Except as provided by rule 11.8(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) Subject to rule 11.2(c), 11.2(a)(2) where a meeting is adjourned, the directors may change the venue of or technology to be used at, or postpone or cancel, the adjourned meeting.

## 11.9 Circular resolutions of members

- (a) Subject to rule 11.9(b), the directors may put a resolution to the members, entitled to vote, to pass a resolution without a general meeting being held (**a circular resolution**).
- (b) Circular resolutions cannot be used:
  - (1) for a resolution to remove an Auditor, appoint a director or remove a director;
  - (2) for passing a special resolution; or
  - (3) where the Corporations Act or this constitution requires a meeting to be held.
- (c) A circular resolution is passed if all the members entitled to vote on the resolution sign or consent to the circular resolution, in the manner set out in rule 11.9(d).
- (d) Members may consent to a resolution by:

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- (1) signing the document containing the resolution (or a copy of that document);
- (2) giving to the company at its registered office a written notice (including by electronic means) addressed to the Secretary or to the Chairperson signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
- (3) telephoning the Secretary or the Chairperson and signifying assent to the resolution and clearly identifying its terms.

## 11.10 Decisions at general meetings

- (a) Except where by law or this constitution a resolution requires a special resolution or other special majority, questions arising at a general meeting must be decided by a majority of votes cast by the members present at the meeting. Such a decision is for all purposes a decision of the members.
- (b) Where the votes on a proposed resolution are equal:
  - (1) the chairperson of the meeting does not have a second or casting vote; and
  - (2) the proposed resolution is taken as lost.
- (c) A resolution put to the vote of a general meeting must be decided on a show of hands unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:
  - (1) the chairperson of the meeting;
  - (2) at least 2 members present and with the right to vote on the resolution; or
  - (3) a member or members present at the meeting and representing at least 5% of the total voting rights of all the members entitled to vote on the resolution on a poll.
- (d) A demand for a poll does not prevent a general meeting continuing for the transaction of any business except the question on which the poll has been demanded.
- (e) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried 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 without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (f) If a poll is duly demanded at a general meeting, it must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chairperson of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.
- (g) A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- (h) The demand for a poll may be withdrawn.

## 11.11 Voting rights

- (a) Subject to this constitution and to any rights or restrictions attached to any class of membership, at a general meeting every member present has one vote.
- (b) A proxy, attorney or representative is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in his or her own right.
- (c) An objection to the qualification of a person to vote at a general meeting must be:

- (1) raised before or at the meeting at which the vote objected to is given or tendered; and
- (2) referred to the chairperson of the meeting, whose decision is final.
- (d) A vote not disallowed by the chairperson of a meeting under rule 11.11(c) is valid for all purposes.

## 11.12 Representation at general meetings

- (a) Subject to this constitution, each member entitled to vote at a meeting of members may vote:
  - (1) in person or, where a member is a body corporate, by one representative;
  - (2) by one proxy; or
  - (3) by one attorney.
- (b) A proxy, attorney or representative must be a natural person and may, but need not, be a member of the company.
- (c) A proxy, attorney or representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.

## 11.13 Authority of a proxy, attorney or representative

- (a) Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or representative is to be taken to confer authority:
  - (1) to agree to a meeting being convened by shorter notice than is required by the Corporations Act or by this constitution; and
  - (2) to agree to a resolution being proposed and passed as a special resolution at a meeting of which less than the period of notice required by the Corporations Act has been given.
- (b) Even though the instrument (appointing a proxy, attorney or representative) may refer to specific resolutions and may direct the proxy, attorney or representative how to vote on those resolutions, unless otherwise provided, it is taken to confer authority:
  - (1) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
  - (2) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
  - (3) to act generally at the meeting.
- (c) An instrument appointing a proxy, attorney or representative may direct the manner in which the proxy, attorney or representative is to vote in respect of a particular resolution and, where an instrument so provides, the proxy, attorney or representative is not entitled to vote on the proposed resolution except as directed in the instrument.
- (d) Subject to rule 11.13(e), an instrument appointing a proxy, attorney or representative need not be in any particular form as long as it is in writing, legally valid and signed by or on behalf of the appointer or the appointer's attorney.
- (e) A proxy, attorney or representative may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy, attorney or representative, and the authority under which the instrument is signed or a certified copy of the authority, are:
  - (1) received at the registered office of the company, an electronic address specified for that purpose in the notice convening the meeting before the time specified in the notice;

- (2) in the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (3) in the case of a poll, produced when the poll is taken.
- (f) The directors may waive all or any of the requirements of rules 11.13(d) and 11.13(e) and in particular may, on the production of such other evidence as the directors require to prove the validity of the appointment or a proxy, attorney or representative, accept:
- (1) an oral appointment of a proxy, attorney or representative;
  - (2) an appointment of a proxy, attorney or representative which is not signed in the manner required by rule 11.13(d); and
  - (3) the deposit, tabling or production of a copy (including a copy sent by electronic means) of an instrument appointing a proxy, attorney or representative or of the power of attorney or other authority under which the instrument is signed.
- (g) A vote given in accordance with the terms of an instrument appointing a proxy, attorney or representative is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no written notice of the revocation has been received by the company by the time and at one of the places at which the instrument appointing the proxy, attorney or representative is required to be deposited, tabled or produced under rule 11.13(e).
- (h) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution, the person acting as proxy or attorney for the appointer is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

## 12 Directors

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### 12.1 Appointing and removing directors

- (a) The minimum number of directors is three. The maximum number of directors is to be fixed by the directors, but may not be more than 10, unless the company in general meeting resolves otherwise. The directors must not determine a maximum which is less than the number of directors in office at the time the determination takes effect.
- (b) The first directors are those named as proposed directors in the application for registration of the company.
- (c) The directors may appoint as a director any individual who meets the eligibility requirements, either to fill a casual vacancy or as an addition to the existing directors, provided the total number of directors does not exceed the maximum number determined under rule 12.1(a).
- (d) Each person proposed to be appointed as a director must:
  - (1) before being appointed, sign a consent to act as a director;
  - (2) be a member; and
  - (3) not be ineligible to be a director under the Corporations Act and the ACNC Act.

### 12.2 Vacation of office

The office of a director becomes vacant, if the director:

- (a) becomes ineligible to be a director under the Corporations Act or the ACNC Act;

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- (b) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (c) removed from office by ordinary resolution of the members or in accordance with section 203D of the Corporations Act;
- (d) fails to attend meetings of the directors for at least 3 consecutive meetings or at least 4 meetings over a period of 12 months without leave of absence, unless the directors subsequently decide to grant a leave of absence;
- (e) resigns by written notice to the company; or
- (f) ceases to be a member.

## 12.3 Directors may contract with the company and hold other offices

- (a) The directors may make regulations requiring the disclosure of interests that a director, and any person considered by the directors as related to or associated with the director, may have in any matter concerning the company or a related body corporate. Any regulations made under this constitution bind all directors but no act, transaction, agreement, instrument, resolution or other thing with a third party is invalid or voidable only because a director fails to comply with the regulations.
- (b) Unless the Corporations Act permits, a director who has a material personal interest in a matter that is being considered at a directors' meeting must not:
  - (1) be present while the matter is being considered at the meeting; or
  - (2) vote on the matter.
- (c) A director is not disqualified from contracting or entering into an arrangement with the company as vendor, purchaser or in another capacity, merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- (d) A contract or arrangement entered into by or on behalf of the company in which a director is in any way interested is not invalid or voidable merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- (e) A director who is interested in any arrangement involving the company is not liable to account to the company for any profit realised under the arrangement merely because the director holds office as a director or because of the fiduciary obligations arising from that office, provided that the director complies with the disclosure requirements applicable to the director under any regulations adopted by the directors, and under the Corporations Act regarding that interest.
- (f) A director may hold any other office or position (except Auditor) in the company or any related body corporate in conjunction with his or her directorship and may be appointed to that office or position on terms (including remuneration and tenure) the directors decide.
- (g) A director may be or become a director or other officer of, or interested in, any related body corporate or any other body corporate associated with the company, and, with the consent of the directors of the company, need not account to the company for any remuneration or other benefits the director receives as a director or officer of, or from having an interest in, that body corporate.
- (h) The directors may exercise the voting rights conferred by shares in any body corporate held or owned by the company in the manner in all respects that they think fit.

## 12.4 Powers and duties of directors

- (a) The directors are responsible for managing the company's affairs and carrying out the objects of the company. The directors may exercise to the exclusion of



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the company in general meeting all the company's powers which are not required, by the Corporations Act or by this constitution, to be exercised by the company in general meeting.

- (b) The directors may decide how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the company.
- (c) The directors may pay out of the company's funds all expenses of the promotion, formation and registration of the company and the vesting in it of the assets acquired by it.
- (d) The directors may:
  - (1) appoint or employ an officer, agent or attorney of the company with the powers, discretions and duties vested in or exercisable by the directors, on the terms the directors decide;
  - (2) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
  - (3) subject to any contract between the company and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.
- (e) A power of attorney may contain any provisions for the protection and convenience of the attorney or persons dealing with the attorney that the directors think fit.
- (f) The directors may make regulations, by-laws and policies consistent with this document, which in the opinion of the directors are necessary or desirable for the proper control, administration and management of the company's finances, affairs and property, or are necessary for the convenience, comfort and well-being of the members and amend or rescind any regulations and by-laws.
- (g) A regulation, policy or by-law of the company made by the directors may be disallowed by the company in a later general meeting. A resolution or regulation made by the company in general meeting cannot invalidate prior acts of the directors which would have been valid if that resolution or regulation had not been passed or made.

## 12.5 Proceedings of directors

- (a) The directors may meet together and adjourn and otherwise regulate their meetings as they think fit.
- (b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the directors to constitute a quorum constitutes a meeting of the directors. All the provisions in this constitution relating to meetings of the directors apply, so far as they can and with any necessary changes, to meetings of the directors by telephone or other electronic means.
- (c) A director who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the directors involved was at that place for the duration of the meeting.
- (e) If, before or during the meeting, any technical difficulty occurs as a result of which one or more directors cease to participate, the chairperson of the meeting may adjourn the meeting until the difficulty is remedied or may, where a quorum of directors remains present, continue with the meeting.

## 12.6 Convening meetings of directors

- (a) A director may convene a meeting of the directors whenever he or she thinks fit.

- (b) A Secretary must, on the requisition of a director, convene a meeting of the directors.

## 12.7 Notice of meetings of directors

- (a) Subject to this constitution, notice of a meeting of directors must be given to each person who is at the time of giving the notice a director, except a director on leave of absence approved by the directors.
- (b) A notice of a meeting of directors:
  - (1) must specify the time and place of the meeting;
  - (2) need not state the nature of the business to be transacted at the meeting;
  - (3) may be given immediately before the meeting; and
  - (4) may be given in person or by post, telephone or electronic means.
- (c) A director may waive notice of a meeting of directors by notifying the company to that effect in person or by post, telephone or electronic means.
- (d) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, a director does not invalidate any thing done or resolution passed at the meeting if:
  - (1) the non-receipt or failure occurred by accident or error;
  - (2) the director has waived or waives notice of that meeting under rule 12.7(c) before or after the meeting;
  - (3) the director has notified or notifies the company of his or her agreement to that thing or resolution personally or by post, telephone or other electronic means before or after the meeting; or
  - (4) the director attended the meeting.
- (e) Attendance by a person at a meeting of directors waives any objection which that person may have to a failure to give notice of the meeting.

## 12.8 Quorum at meetings of directors

- (a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (b) A quorum consists of:
  - (1) if the directors have fixed a number for the quorum greater than 3, that number of directors present at the meeting; and
  - (2) in any other case, 3 directors present at the meeting.
- (c) If there is a vacancy in the office of a director then, subject to rule 12.8(d), the remaining directors may act.
- (d) If the number of directors in office at any time is not sufficient to constitute a quorum, or is less than the minimum number of directors fixed under this constitution, the remaining directors must act as soon as possible to appoint additional directors, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

## 12.9 Chairperson of directors

- (a) The directors may elect one of the directors to the office of chairperson of directors and may decide the period for which that director is to be the Chairperson.
- (b) The Chairperson must preside as chairperson at each meeting of directors if present within 10 minutes after the time appointed for the meeting and willing to act.

- (c) If there is no Chairperson or both the conditions in rule 12.9(b) have not been met, the directors present must elect one of the directors as chairperson of the meeting.

## 12.10 Decisions of directors

- (a) A meeting of directors at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the directors under this constitution.
- (b) Questions arising at a meeting of directors must be decided by a majority of votes cast by the directors present. Such a decision is for all purposes a decision of the directors.
- (c) Where the votes on a proposed resolution are equal:
  - (1) the chairperson of the meeting does not have a second or casting vote; and
  - (2) the proposed resolution is taken as lost.

## 12.11 Written resolutions of directors

- (a) A resolution is taken to have been passed by a meeting of directors if:
  - (1) all of the directors (other than any director on leave of absence approved by the directors, any director who disqualifies himself or herself from considering the resolution in question and any director who is prohibited by the Corporations Act or this constitution from voting on the resolution in question) sign or consent to a written resolution; and
  - (2) the directors who sign or consent to the resolution would have constituted a quorum at a meeting of directors held to consider that resolution.
- (b) A director may consent to a resolution by:
  - (1) signing the document containing the resolution (or a copy of that document);
  - (2) giving to the company at its registered office a written notice (including by electronic means) addressed to the Secretary or to the Chairperson signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
  - (3) telephoning the Secretary or the Chairperson and signifying assent to the resolution and clearly identifying its terms.

## 12.12 Minutes of meetings and minutes of resolutions

- (a) The directors must ensure minutes of proceedings and resolutions of general meetings and of meetings of directors (including committees of directors), including the names of directors and committee members present at each meeting of directors or committee meeting, are recorded in books kept for the purpose, within one month after the relevant meeting is held.
- (b) The directors must ensure minutes of resolutions passed by members and directors (and committees of directors) without a meeting are recorded in books kept for that purpose within one month after the resolution is passed.
- (c) The minutes of a meeting must be signed within a reasonable time by the chairperson of the meeting or the chairperson of the next meeting.
- (d) The directors must ensure that a minute of the passing of a resolution of members or the directors without a meeting are signed by a director within a reasonable time after the resolution is passed.
- (e) The directors must ensure that disclosures and notices of directors' interests are recorded in books kept for the purpose.

- (f) The company must allow members to inspect, and must provide copies to members if requested of, the minute books for the meetings of members and for resolutions of members passed without a meeting.

## 12.13 Committees of directors

- (a) The directors may delegate in writing any of their powers (other than those which by law must be dealt with by the directors) to one or more committees consisting of the number of directors they think fit.
- (b) The provisions of this constitution that apply to meetings and resolutions of directors apply, so far as they can and with any necessary changes, to meetings and resolutions of a committee of directors.

## 12.14 Other delegations

The directors may delegate in writing any of their powers (other than those which by law must be dealt with by the directors) to:

- (a) a director;
- (b) an employee of the company; or
- (c) any other person.

## 12.15 Terms of delegations

- (a) The directors may revoke a delegation previously made under rules 12.13(a) or 12.14 whether or not the delegation is expressed to be for a specified period.
- (b) A delegation of powers under rules 12.13(a) or 12.14 may be made:
  - (1) for a specified period or without specifying a period; and
  - (2) on the terms (including power to further delegate) and subject to any restrictions the directors decide.
- (c) A committee or person to whom any powers have been delegated under rules 12.13(a) or 12.14 must exercise the powers delegated on the terms (including power to further delegate) and subject to any restrictions the directors decide.
- (d) A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the directors think appropriate.

## 12.16 Validity of acts

An act done by a person acting as a director, a meeting of directors, or a committee of directors attended by a person acting as a director, is not invalidated merely because of one of the following circumstances, if that circumstance was not known by the person, the directors or the committee (as applicable) when the act was done:

- (a) a defect in the appointment of the person as a director;
- (b) the person being disqualified to be a director or having vacated office; or
- (c) the person not being entitled to vote.

## 12.17 Directors' duties

Each director must comply with his or her duties described in governance standard 5 of the regulations made under the ACNC Act and under the general law.

## 13 Executive officers and Secretary

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### 13.1 Executive director

- (a) The directors may appoint one or more of the directors as executive directors.
- (b) A director's appointment as an executive director automatically terminates if they cease to be a director.
- (c) The directors may confer on an executive director such title as they think fit.

### 13.2 Provisions that apply to all executive officers

- (a) A reference in this rule 13.2 to an executive officer is a reference to an executive director, company secretary or assistant secretary.
- (b) The appointment of an executive officer may be for the period, at the remuneration and on the conditions that the directors think fit.
- (c) Subject to any contract between the company and the relevant executive officer, an executive officer may be removed or dismissed by the directors at any time, with or without cause.
- (d) The directors may:
  - (1) confer on an executive officer the powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the directors) they think fit;
  - (2) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
  - (3) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on him or her.
- (e) An act done by a person acting as an executive officer is not invalidated merely because of one of the following circumstances, if that circumstance was not known by the person when the act was done:
  - (1) a defect in the person's appointment as an executive officer; or
  - (2) the person being disqualified to be an executive officer.

### 13.3 Secretary

- (a) The directors must appoint at least one individual and may appoint more than one individual (including a director or an executive officer) to be a Secretary either for a specified term or without specifying a term.
- (b) A Secretary holds office on the terms (including as to remuneration) that the directors decide. The directors may vary any decision previously made by it in respect of a Secretary.
- (c) A Secretary automatically ceases to be a Secretary if the Secretary:
  - (1) is not permitted by Corporations Act to be a secretary of a company;
  - (2) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the company under section 206F or 206G of the Corporations Act;
  - (3) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
  - (4) resigns by notice in writing to the company; or
  - (5) is removed from office under rule 13.3(d).
- (d) The directors may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

## 14 Indemnity, insurance and access

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### 14.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule 14 apply to Indemnified Officers.

### 14.2 Indemnity

- (a) The company must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the company.
- (b) This indemnity:
  - (1) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the company; and
  - (2) operates only to the extent that the loss or liability in question is not covered by insurance.

### 14.3 Insurance

The company may, to the extent permitted by law, purchase and maintain insurance; or pay or agree to pay a premium for insurance, for any Indemnified Officer against any liability incurred by the person as an officer of the company where the directors consider it appropriate to do so.

### 14.4 Savings

Nothing in this rule 14:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or
- (b) limits the capacity of the company to indemnify or provide or pay for insurance for any person to whom this rule 14 does not apply.

### 14.5 Directors' access to documents

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

## 15 Financial reports and Auditor

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- (a) The directors must cause the company to keep written financial records that:
  - (1) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
  - (2) would enable true and fair financial statements to be prepared and audited.

- (b) If required by the Corporations Act, the ACNC Act or another law, the company must appoint a properly qualified Auditor (as required by the relevant legislation) whose duties will be regulated in accordance with the Corporations Act and any other relevant legislation.

## 16 Notices

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### 16.1 Notices by the company to members

The company may give notices, including a notice of general meeting to a member:

- (a) personally;
- (b) by sending it by post to the address for the member in the Register of members or the alternative address (if any) nominated by the member; or
- (c) by sending it to the electronic address (if any) nominated by the member.

### 16.2 Notices by the company to directors

Subject to this constitution, a notice may be given by the company to any director by:

- (a) serving it personally at the director's usual residential or business address;
- (b) sending it by post in a prepaid envelope to the director's usual residential or business address; or
- (c) by electronic means to such electronic address, as the director has supplied to the company for giving notices.

### 16.3 Notices by member or directors to the company

Subject to this constitution, a notice may be given by a member or director to the company by:

- (a) serving it on the company at the registered office of the company;
- (b) sending it by post in a prepaid envelope to the registered office of the company; or
- (c) by electronic means to the principal electronic address of the company at its registered office.

### 16.4 Time of service

- (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:
  - (1) in the case of a notice of a general meeting, on the day after the date of its posting; or
  - (2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by electronic means by electronic messaging system that contains a delivery verification function, service of the notice is to be taken to be effected on the generation by the electronic messaging system of a delivery verification notice or log entry, or other confirmation.
- (c) Where notice is sent by electronic means by electronic mail or other electronic messaging system (other than those referred to in rule 16.4(b)), service of the notice is to be taken to be effected on the delivery to:
  - (1) where the addressee is a natural person, the addressee's electronic mail or electronic messaging system account; or

- (2) where the addressee is a corporation, the corporation's computer systems.
- (d) If service under rules 16.4(b) and 16.4(c) is on a day which is not a Business Day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the next following Business Day.
- (e) For the purposes of rule 16.4(d), **Business Day** means a day that is not a Saturday, Sunday or a public holiday or bank holiday in the place concerned.

## 16.5 Other communications and documents

Rules 16.1 to 16.4 (inclusive) apply, so far as they can and with any necessary changes, to the service of any communication or document.

## 16.6 Notices in writing

A reference in this constitution to a written notice includes a notice given by electronic transmission or any other form of written communication.

## 17 Definitions and interpretation

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### 17.1 Definitions

The meanings of the terms used in this constitution are set out below.

Term	Meaning
<b>ACNC Act</b>	the <i>Australian Charities and Not for profits Commission Act 2012</i> (Cth).
<b>Auditor</b>	the auditor of the company (if the company is required to appoint an auditor).
<b>Chairperson</b>	the director who is for the time being holding the office of Chairperson under rule 12.9(a).
<b>Corporations Act</b>	the <i>Corporations Act 2001</i> (Cth).
<b>eligibility requirements</b>	has the meaning given in rule 12.1(d).
<b>Indemnified Officer</b>	<ol style="list-style-type: none"><li>each person who is or has been a director or executive officer (within the meaning of rule 13.2(a)) of the company; and</li><li>any other officers or former officers of the company as the directors in each case decide.</li></ol>
<b>member</b>	a person whose name is entered in the Register as a member of the company.



<b>Term</b>	<b>Meaning</b>
<b>ordinary resolution</b>	a resolution passed at a meeting of members by a majority of the votes cast by members entitled to vote on the resolution.
<b>Register</b>	the register of members kept as required by sections 168 and 169 of the Corporations Act.
<b>Registered Address</b>	a member's address as notified to the company by the member and recorded in the Register.
<b>Secretary</b>	during the term of that appointment, a person appointed as a secretary of the company in accordance with this constitution.
<b>special resolution</b>	a resolution: <ol style="list-style-type: none"><li>1 of which notice has been given under rule 11.3(b)(3); and</li><li>2 that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution.</li></ol>

## 17.2 Interpretation

In this constitution:

- (a) references to notices include formal notices of meeting and all documents and other communications from the company to a member;
- (b) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement or re-enactment of that legislation or provision and any subordinate legislation made under that legislation;
- (c) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney or representative;
- (d) a reference to writing and written includes printing, lithography and other ways of representing or reproducing words in a visible form;
- (e) the singular (including defined terms) includes the plural and the plural includes the singular.

## 17.3 Headings

Headings are used for convenience only and do not affect the interpretation of this constitution.

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## 18 Application of the Corporations Act and ACNC Act

### 18.1 What parts of the Corporation Act and ACNC Act apply

Unless the contrary intention appears:

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- (a) an expression (other than an expression word defined in rule 17.1) used in a rule that deals with a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision; and
- (b) subject to rule 18.1(a), an expression in a rule that has a defined meaning for the purposes of the Corporations Act or the ACNC Act has the same meaning in this constitution where it relates to the same matters as the matters for which it is defined in the Corporations Act or the ACNC Act.

## **18.2 Replaceable rules displaced**

- (a) The provisions of this constitution displace each provision of a section or subsection of the Corporations Act that applies (or would apply but for this rule) to the company.
- (b) The replaceable rules referred to in section 141 of the Corporations Act do not apply to the company.