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Constitution of Community Housing Industry Association Limited

ACN 604 344 112

2015

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CONSTITUTION OF COMMUNITY HOUSING INDUSTRY ASSOCIATION LIMITED

Community Housing Industry Association Limited

ACN 604 344 112

1. PRELIMINARY

1.1 Company limited by guarantee

The Company is limited by guarantee and the liability of members is limited as provided in this document.

1.2 Objects of the Company

The Company is formed with the principal object of working towards the benevolent relief of poverty, distress or disadvantage suffered by individuals or families in Australia by :

(a) promoting, encouraging and assisting the provision of Community Housing;

(b) acting as a coordinating and educating agency for members in order to promote, encourage and assist in the provision of Community Housing;

(c) liaising and working with all levels of government on behalf of members concerning the need for Community Housing, to develop policy for Community Housing;

(d) contributing to the development of Community Housing in Australia through research and development and the promotion of best practice;

(e) campaigning and advocating on behalf of members on issues of shared concern to members for the benefit of those seeking and utilising Community Housing;

(f) providing services for members to assist in the development and provision of Community Housing, and in carrying out their functions;

(g) assisting members to reduce the incidence of homelessness and address social disadvantage giving rise to an inability to obtain and secure affordable housing;

(h) developing a national vision for a Community Housing system that provides needy households in Australia with a choice in housing options;

(i) promoting a vision for Community Housing to government, the non government sector and the general public;

(j) gathering, analysing and disseminating information on Community Housing and related issues in order to:

    (i) resource members and other interested groups;

    (ii) raise awareness of Community Housing issues within the general community; and

    (iii) inform and influence government on Community Housing needs, issues and policy directions; and

(k) representing the interests of Community Housing Providers in the development of policy in connection with Community Housing across Australia, in each State and Territory and in each sub-sector.

In attaining or carrying out, or attempting to attain or carry out the object listed in this rule 1.2, it is anticipated that the Company will act in association with and support Community Housing Providers.

1.3 **Application of income and property**

Subject to rule 1.4, the Company must apply its income solely towards promoting the objects of the Company as stated in rule 1.2. No part of the Company's income may be paid or transferred directly or indirectly by way of dividend bonus or otherwise to members.

1.4 **Certain payments allowed**

Rule 1.3 does not prevent the payment of reasonable remuneration to any officer or employee of the Company or to any member of the Company or other person in return for services rendered to the Company. In addition rule 1.3 does not prevent the Company paying to a member:

(a) interest on money lent by the member to the Company at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;

(b) reasonable remuneration for goods supplied by the member to the Company in the ordinary course of business; and

(c) reasonable rent for premises leased by the member to the Company.

1.5 **Replaceable rules**

The replaceable rules referred to in section 141 do not apply to the Company and are replaced by the rules set out in this document.

1.6 **Definitions**

The following definitions apply in this document.

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

Additional Director means a Director who is appointed by the Board under rule 3.5 or elected by the Company under rule 3.4.

Annual Fee means the annual membership fee payable by a member as determined by the Board on an annual basis, in its absolute discretion.

Approved Fees for a Director means fees, salary, bonuses, fringe benefits and superannuation contributions provided by the Company, but does not include:

(a) a payment made as compensation for loss of office or in connection with retirement from office (which includes resignation from office and death while in office); or

(b) an insurance premium paid by the Company or indemnity under rule 11.

Associate Member means a member who has the right to receive notice of and be present, but is not entitled to vote, at general meetings of the Company.

Board means the Directors acting collectively under this document.

Business Day means a day that is not a Saturday, Sunday or public holiday in Canberra, Australian Capital Territory.

Chief Executive Officer means a chief executive officer appointed under rule 6.1.

Community Housing means the provision of housing assistance to those who cannot afford, from their own resources, such accommodation as would give them a modest standard of living in the Australian community.

Community Housing Provider means a non profit organisation that owns or manages assets used for Community Housing.

Company means the company named at the beginning of this document whatever its name is for the time being.

Director means a person who is, for the time being, a director of the Company.

member means a person whose name is entered in the Register as a member of the Company and references in this document to voting excludes an Associate Member.

ordinary resolution means a resolution passed at a meeting of members by a majority of the votes cast by members entitled to vote on the resolution.

Region means one of the following:

(a) the Australian Capital Territory;

(b) New South Wales;

(c) the Northern Territory;

(d) Queensland;

(e) South Australia;

(f) Tasmania;

(g) Victoria; and

(h) Western Australia.

Region Director means a Director designated as a Region Director in accordance with rule 3.2(a) or elected in respect of a Region pursuant to rule 3.3.

Regional Committee has the meaning given to it in rule 7.1(a).

Regional Committee Representative means a member of a Regional Committee (other than the chairman of that Regional Committee).

Register means the register of members kept as required by sections 168 and 169.

See sections 168 and 169

Secretary means, during the term of that appointment, a person appointed as a secretary of the Company in accordance with this document.

special resolution has the meaning given by section 9.

Voting Member means a member who has the right to receive notice of, be present at and to vote on at least one item of business to be considered at a general meeting of the Company or a meeting of a class of members.

1.7 **Interpretation of this document**

Headings and marginal notes are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this document, except where the context makes it clear that a rule is not intended to apply.

(a) A reference to:

(i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Company, re-enacted or replaced, and includes any subordinate legislation issued under it;

(ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;

(iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and

(iv) anything (including a right, obligation or concept) includes each part of it.

(b) A singular word includes the plural, and vice versa.

(c) A word which suggests one gender includes the other genders.

(d) If a word is defined, another part of speech has a corresponding meaning.

(e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.

(f) The word **agreement** includes an undertaking or other binding arrangement or understanding, whether or not in writing.

(g) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.

(h) A reference to a power is also a reference to authority or discretion.

(i) A reference to something being **written** or **in writing** includes that thing being represented or reproduced in any mode in a visible form.

(j) A word (other than a word defined in rule 1.6) which is defined by the Act has the same meaning in this document where it relates to the same matters as the matters for which it is defined in the Act.

(k) A reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Act.

2. **MEMBERSHIP**

2.1 **Membership**

Subject to rules 2.7 and 2.8, the members are:

(a) the members named in the application for the Company's registration; and

(b) any other person the Board admits to membership.

2.2 **Categories of membership**

There are two categories of members, namely:

(a) Voting Members; and

(b) Associate Members.

2.3 **Eligibility to become a member**

(a) A body corporate that is a recognised Community Housing Provider may apply to the Board to become a Voting Member.

(b) Any individual or body corporate that:

(i) is not a Community Housing Provider; and

(ii) supports the purpose and objects of the Company,

may apply to the Board to become an Associate Member.

2.4 **Regions**

(a) When the Board approves a person's application to become a Voting Member, the Board must record in the Register the Region or Regions in respect of which that person is a Voting Member.

(b) The Board may only approve a person as being a Voting Member in respect of a Region where the Board is satisfied that the person owns or manages Community Housing assets in that Region.

(c) Each Voting Member must provide notice to the Company at the time of paying its Annual Fee in accordance with rule 2.5(a)(i) of the Region or Regions in which the Voting Member will own or manage Community Housing assets as at 30 June of that year.

(d) Where a Voting Member begins to own or manage Community Housing assets in a Region other than a Region in respect of which that person is already a Voting Member as recorded in the Register, it must provide notice to the Board that it owns or manages Community Housing assets in a new Region within 30 days of commencing to do so in that Region.

(e) A Voting Member must immediately notify the Board if that Voting Member ceases to be a Community Housing Provider in a Region.

2.5 **Membership fees**

(a) Each member is required to pay the Annual Fee:

(i) except as provided by rule 2.5(a)(ii), before 1 July in each year; or

(ii) if the member becomes a member on or after 1 July in any year:

(A) on becoming a member; and

(B) before 1 July in each succeeding year.

(b) If a member's Annual Fee is more than 28 days in arrears, that member's rights (as applicable) are suspended until such Annual Fee is paid.

2.6 **Limited liability of members**

If the Company is wound up each member undertakes to contribute to the assets of the Company up to an amount not exceeding $1.00 for payment of the debts and liabilities of the Company including the costs of the winding up. This undertaking continues for one year after a person ceases to be a member.

2.7 **Resigning as a member**

A member may resign from the Company by giving written notice to the Board.

2.8 **Expelling a member**

(a) The Board may, by resolution, expel from the Company any member:

(i) where a member is a Voting Member, where that member, in the opinion of the Board, ceases to be a recognised Community Housing Provider;

(ii) who does not comply with this document or any by-laws, rules or regulations of the Company;

(iii) who has Annual Fees in arrears for at least 6 months; or

(iv) whose conduct in the opinion of the Board is prejudicial to the interests of the Company,

and remove that member's name from the Register.

(b) At least 21 days before the Board holds a Board meeting to expel a member, the Board must give a written notice to the member which states:

(i) the allegations against the member;

(ii) the proposed resolution for the member's expulsion;

(iii) that the member has an opportunity at the Board meeting to address the allegations either orally or in writing; and

(iv) that if the member notifies the Secretary in writing at least 48 hours before the meeting, the member may elect to have the question of that member's expulsion dealt with by the Company in general meeting.

(c) The Company must expel a member and remove the member's name from the Register where:

(i) a general meeting is held to expel a member; and

(ii) a resolution is passed at the meeting by a majority of two-thirds of those present and voting for the member to be expelled. The vote must be taken by ballot.

(d) A member expelled from the Company does not have any claim on the Company, its funds or property.

3. DIRECTORS

3.1 Number of Directors

The Board of the Company must have at least three Directors and, until otherwise decided in accordance with rule 25, not more than 12 Directors, and:

(a) the aggregate number of Region Directors must not exceed 8; and

(b) the aggregate number of Additional Directors must not exceed 4.

3.2 Initial Board of the Company

(a) Notwithstanding any other provision of this rule 3, upon registration of the Company, the Directors are the persons named as directors in the application for the Company's registration. The Board may specify that a Director named in the application for the Company's registration is a Region Director for a Region.

(b) A Director appointed under rule 3.2(a) holds office only until the first annual general meeting of the Company following registration of the Company, but is then eligible for election provided that the person is otherwise eligible to be elected as a Director in accordance with this rule 3.

3.3 Appointment and removal of Region Directors

(a) Voting Members in respect of a Region, and only those Voting Members, are entitled to elect a person as a Director for that Region. There cannot be more than one Director for each Region.

(b) The election of a Region Director under rule 3.3(a) must be made:

(i) by ordinary resolution of the Voting Members present in person or represented by proxy at an annual general meeting and entitled to vote in respect of that Region; or

(ii) otherwise in accordance with this rule 3.

(c) The Voting Members may remove any Region Director elected by them under rule 3.3(a) and may elect at a separate meeting of Voting Members in respect of that Region a person to be a Region Director in place of any Region Director elected by them who dies, resigns, or is removed from or otherwise vacates office under this document. The power to remove a Region Director under this rule is in addition to section 203D.

(d) A Region Director appointed or elected under rule 3.3(c) holds office only until the next following annual general meeting, but is then eligible for re-election.

3.4 Election of Additional Directors by general meeting

Replaces section 201G

Subject to this document, section 201E and to the number of Directors for the time being fixed under rule 3.1 not being exceeded, the Company may elect Additional Directors by ordinary resolution. An Additional Director appointed to replace one removed from office under rule 3.11 must retire when the Additional Director replaced would have been required to retire if not removed and is eligible for re-election.

3.5 **Appointment of Additional Directors by the Board**

Replaces sections 201H

Subject to this document, and to the number of Directors for the time being fixed under rule 3.1 not being exceeded, the Board may appoint a person to be an Additional Director at any time except during a general meeting. Any Additional Director so appointed:

(a) automatically retires at the next annual general meeting and is eligible for election by that general meeting; and

(b) is not taken into account in deciding the rotation or retirement of Directors or the number of them to retire under rule 3.7 at that general meeting.

3.6 **Eligible candidates**

(a) A Director must be:

(i) a member; or

(ii) employed by a member.

(b) Neither the auditor of the Company nor any partner, director or employee of the auditor is eligible to act as a Director.

(c) A person is not eligible to act as a Director if to do so would result in more than two Directors being in office who were nominated by the same Voting Member. For the purpose of this rule, a Voting Member does not nominate a person as a Director by seconding their nomination under rule 3.6(d)(ii)(A).

(d) The Voting Members in respect of a Region in general meeting cannot validly elect a person as a Region Director under rule 3.3 unless:

(i) the person retires under rule 3.7 and seeks re-election; or

(ii) at least 30 Business Days (or any other period fixed by the Board) before the date of the meeting at which election is to occur, the Company receives:

(A) a nomination of the person by a Voting Member of the Region specifying the Region that is to vote on the person's election and that is seconded by a different Voting Member of that Region, provided that where there is only one Voting Member in a Region, the nomination need not be seconded; and

(B) a consent to act as a Director signed by the person.

(e) The Company in general meeting cannot validly elect a person as an Additional Director unless:

(i) the person retires under rule 3.2, 3.4, 3.5 or 3.7 and seeks re-election; or

(ii) the Board recommends the appointment; or

(iii) at least 30 Business Days (or any other period fixed by the Board) before the date of the meeting at which election is to occur, the Company receives both:

(A) a nomination of the person by a Voting Member that is seconded by a different Voting Member; and

(B) a consent to act as a Director signed by the person.

(f) The Company must notify members of every candidate for election as an Additional Director at least seven days before the relevant general meeting.

3.7 **Retirement of Directors**

(a) At each annual general meeting after the first annual general meeting of the Company following registration of the Company:

(i) half of the Directors (rounded down to the nearest whole number); and

(ii) any Director who would, if that Director remained in office until the next annual general meeting, have held that office for more than two years,

must retire from office.

(b) A Director may elect to retire and seek re-election at an annual general meeting before the time required by rule 3.7(a), provided at least 30 Business Days (or any other period as the Board may determine) before the annual general meeting the Director has given the Board notice of their intention to do so.

(c) A Director who retires under this rule 3.7 is eligible for re-election.

3.8 **Selection of Directors to retire**

Subject to rule 3.4, the Director who retires under rule 3.7(a)(i) is the Director who has held office the longest since last being elected. If two or more Directors have been in office for the same period, those Directors may agree which of them will retire. If they do not agree, they must draw lots to decide which of them must retire.

3.9 **Time of retirement**

A Director's retirement under rule 3.2, 3.4, 3.5 or 3.7 takes effect at the end of the relevant annual general meeting unless the Director is re-elected at that meeting.

3.10 **Cessation of Director's appointment**

A person automatically ceases to be a Director if the person:

(a) is not permitted by the Act (or an order made under the Act) to be a director;

(b) 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;

(c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;

(d) fails to attend three consecutive Board meetings (not including meetings of a committee of the Board) without leave of absence from the Board;

(e) resigns by notice in writing to the Company;

(f) is removed from office under rule 3.11; or

(g) ceases to be eligible to act as a Director under rule 3.6(a).

3.11 **Removal from office**

Whether or not a Director's appointment was expressed to be for a specified period, the Company by ordinary resolution may remove a Director from office. The power to remove a Director under this rule is in addition to section 203D.

3.12 **Too few Directors**

If the number of Directors is reduced below the minimum required by rule 3.1, the continuing Directors may act as the Board only:

(a) to appoint Directors up to that minimum number;

(b) to convene a meeting of members; and

(c) in emergencies.

4. **POWERS OF THE BOARD**

4.1 **Powers generally**

Replaces section 198A

Except as otherwise required by the Act, any other applicable law or this document, the Board:

(a) has power to manage the business of the Company; and

(b) may exercise every right, power or capacity of the Company to the exclusion of the Company in general meeting and the members.

4.2 **Exercise of powers**

A power of the Board can be exercised only:

(a) by resolution passed at a meeting of the Board or otherwise in accordance with rule 12; or

(b) in accordance with a delegation of the power under rule 8.

5. **EXECUTING NEGOTIABLE INSTRUMENTS**

Replaces section 198B

Negotiable instruments can be executed, accepted or endorsed for and on behalf of the Company by being signed by two Directors or a Director and Secretary or in such other manner (including the use of facsimile signatures if thought appropriate) as the Board may decide.

6. **CHIEF EXECUTIVE OFFICER**

6.1 **Appointment and responsibilities of Chief Executive Officer**

(a) The Board may appoint a Chief Executive Officer either for a specified term (but not for life) or without specifying a term.

(b) The Chief Executive Officer is responsible to the Board for the day to day management of the Company and for implementing the Company's long and short term plans.

(c) The Chief Executive Officer must not be a Director.

6.2 **Termination of appointment of Chief Executive Officer**

The appointment of a Chief Executive Officer terminates if the Board removes the Chief Executive Officer from the office of Chief Executive Officer (which, without affecting the rights of the Chief Executive Officer under any contract between the Company and the Chief Executive Officer, the Board has power to do), whether or not the appointment was expressed to be for a specified term.

7. REGIONAL COMMITTEES

7.1 Regional Committees

(a) Where a Region Director has been appointed for a Region and there are three or more Voting Members in respect of a Region, the Board must establish a committee (the **Regional Committee**) comprising:

(i) the Region Director for that Region; and

(ii) no less than two and no more than 11 other members, or such other number determined by the Region Director for that Region and approved by the Board, to be elected by the Voting Members of that Region as Regional Committee Representatives in accordance with this rule 7.

(b) There cannot be more than one Regional Committee for each Region.

(c) The chairman of a Regional Committee must be the Region Director for that Region.

(d) The role of a Regional Committee is to provide advice to the Board in writing, from time to time, in relation to the operations of the Company in that Region.

(e) If the Board receives any advice from a Regional Committee in relation to the operations of the Company in that Region, the Board must have regard to that advice in exercising any powers of the Board relating to those operations provided that to do so would not be inconsistent with the Directors' duties under the Act and the general law.

(f) To avoid doubt, and without limiting rule 8, any Regional Committee established under rule 7.1(a) will not exercise any powers of the Board unless expressly delegated to it by the Board.

(g) A Regional Committee Representative will not be an officer of the Company merely by reason of holding a position as a member of the Regional Committee.

7.2 Nomination of Regional Committee Representatives

(a) Voting Members in respect of a Region, and only those Voting Members, are entitled to nominate persons for election as a Regional Committee Representative for that Region in accordance with this rule 7.

(b) A Regional Committee Representative need not be a member or employed by a member.

(c) To nominate a person for election as a Regional Committee Representative, the Voting Member nominating the person must provide to the Company at least 30 Business Days (or any other period fixed by the Board) before the date of the annual general meeting at which the election is to occur, a nomination form:

(i) signed by the candidate, in which the candidate agrees to be bound, in a form acceptable to the Board, by the terms of this document relating to Regional Committees, including the election of Regional Committee Representatives and proceedings of Regional Committees; and

(ii) signed by the Voting Member nominating the candidate.

7.3 **Election of Regional Committee Representatives**

Where the number of candidates for election as Regional Committee Representatives (including those retiring and seeking election under rules 7.4 and 7.5) is less than or equal to the number of vacancies on the Regional Committee, those candidates will be taken to be elected at the annual general meeting. Where there are more candidates for election as a Regional Committee Representative than there are vacancies, candidates will be elected at the annual general meeting in accordance with a ballot conducted pursuant to the following:

(a) the Board must prepare a ballot paper setting out:

(i) the positions for which there are vacancies;

(ii) a list of the candidates for election as a Regional Committee Representative in an order determined by lot or other random method applied by the Board; and

(iii) the time by which the ballot must be returned to the Company;

(b) the Company must forward by post to each Voting Member entitled to vote in respect of that Region, an envelope enclosing:

(i) the ballot paper along with details of the time and date when the ballot opens and closes;

(ii) a ballot envelope into which the Voting Member is to place the ballot paper; and

(iii) an envelope addressed to the Company into which the ballot envelope enclosing the ballot paper is to be placed;

(c) the ballot must open no earlier than the date the notice of annual general meeting is sent to Voting Members and close no later than three Business Days immediately preceding the date of the annual general meeting;

(d) to vote in the ballot, a Voting Member who is entitled to vote in respect of that Region must complete the ballot paper and return it to the Company so that it is received by the Company before the ballot closes;

(e) prior to the commencement of the annual general meeting, the Secretary (or his or her nominee) must review the ballots received under rule 7.3(d) and count those ballots that have been properly completed, and provide the result to the chairman of Directors in advance of the annual general meeting. The candidates elected for the available positions will be:

(i) the number of candidates required to fill those vacancies who receive the greatest number of votes in favour of their election, as well as receiving more "for" votes than "against"; and

(ii) if two or more candidates for the last vacancy receive the same number of votes in favour of their election (as well as receiving more "for" votes than

"against" votes) the chairman of Directors will decide by lot which of the candidates is to be elected to the last vacancy; and

(f) at the annual general meeting, the chairman of the meeting must declare the results of the ballot in respect of each Region.

7.4 **Appointment of Regional Committee Representatives**

(a) If the Board is required under rule 7.1 to establish a Regional Committee before the date of the first annual general meeting of the Company following registration of the Company, notwithstanding any other provision of this rule 7, the Regional Committee Representatives for that Regional Committee will be appointed by the Board.

(b) A person appointed as a Regional Committee Representative under rule 7.4(a) holds that position only until the first annual general meeting of the Company following registration of the Company, but is then eligible for election provided that the person is otherwise eligible to be elected as a Regional Committee Representative in accordance with this rule 7.

(c) Subject to this document, and to the maximum number of Regional Committee Representatives for the time being approved by the Board under rule 7.1(a)(ii) in respect of a Regional Committee not being exceeded, the members of a Regional Committee may appoint a person to be a Regional Committee Representative for that Regional Committee at any time except during a general meeting. Any Regional Committee Representative so appointed:

(i) holds that position only until the next following annual general meeting, but is then eligible for election; and

(ii) is not taken into account in deciding the rotation or retirement of Regional Committee Representatives for that Regional Committee or the number of them to retire under rule 7.5 at that general meeting.

(d) The members of a Regional Committee may appoint a person to fill a vacancy in place of any Regional Committee Representative who dies, resigns, or otherwise vacates that position under this document provided the person so appointed has been nominated by the Voting Member who initially nominated the former Regional Committee Representative. Any Regional Committee Representative so appointed:

(i) holds that position only until the next following annual general meeting, but is then eligible for election; and

(ii) is not taken into account in deciding the rotation or retirement of Regional Committee Representatives for that Regional Committee or the number of them to retire under rule 7.5 at that general meeting.

7.5 **Retirement of Regional Committee Representatives**

(a) At each annual general meeting after the first annual general meeting of the Company at which Regional Committee Representatives in respect of a Regional Committee are first elected to that Regional Committee:

(i) half of the Regional Committee Representatives of that Regional Committee (rounded down to the nearest whole number); and

(ii) any Regional Committee Representative of that Regional Committee who would, if that Regional Committee Representative remained in that position

until the next annual general meeting, have held that position for more than two years,

must retire from that position.

(b) A Regional Committee Representative may elect to retire and seek re-election at an annual general meeting before the time required by rule 7.5(a), provided at least 40 Business Days (or any other period as the Board may determine) before the annual general meeting the Regional Committee Representative has given the chairman of the Regional Committee notice of their intention to do so.

(c) A Regional Committee Representative who retires under this rule 7.5 is eligible for re-election.

(d) The Regional Committee Representative who retires under rule 7.5(a)(i) is the Regional Committee Representative who has held that position the longest since last being elected. If two or more Regional Committee Representatives have been in that position for the same period, those Regional Committee Representatives may agree which of them will retire. If they do not agree, they must draw lots to decide which of them must retire.

(e) A Regional Committee Representative's retirement under rule 7.4 or this rule 7.5 takes effect at the end of the relevant annual general meeting unless the Regional Committee Representative is re-elected at that meeting.

7.6 Proceedings of Regional Committees

(a) The chairman of a Regional Committee may call meetings of the Regional Committee from time to time. The Board may specify the manner in which meetings of Regional Committees are to be conducted and regulated.

(b) The chairman of a Regional Committee must:

(i) cause minutes of a meeting of a Regional Committee to be prepared setting out those present at the meeting and matters discussed at that meeting; and

(ii) circulate a copy of those minutes to the Directors within a reasonable period of time following the meeting of the Regional Committee.

8. DELEGATION OF BOARD POWERS

8.1 Power to delegate

The Board may delegate any of its powers as permitted by section 198D including to Regional Committees on the terms and subject to any restrictions the Board decides.

8.2 Power to revoke delegation

The Board may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

8.3 Terms of delegation

A delegation of powers under rule 8.1 may be made:

(a) for a specified period or without specifying a period; and

(b) on the terms (including power to further delegate) and subject to any restrictions the Board decides.

A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

8.4 Proceedings of committees

Subject to the terms on which a power of the Board is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this document which regulate the meetings and proceedings of the Board.

9. DIRECTORS' DUTIES AND INTERESTS

9.1 Compliance with duties under the Act and general law

Each Director must comply with his or her duties under the Act and under the general law.

9.2 Director can hold other offices etc

A Director may:

(a) hold any office or place of profit or employment other than that of the Company's auditor or any director or employee of the auditor;

(b) be a member of any corporation (including the Company) or partnership other than the Company's auditor; or

(c) be a creditor of any corporation (including the Company) or partnership; or

(d) enter into any agreement with the Company.

9.3 Disclosure of interests

Each Director must comply with the general law in respect of disclosure of conflicts of interest or duty and with section 191 in respect of disclosure of material personal interests.

9.4 Director interested in a matter

Each Director must comply with section 195 in relation to being present, and voting, at a Board meeting that considers a matter in which the Director has a material personal interest. Subject to section 195:

(a) a Director may be counted in a quorum at a Board meeting that considers, and may vote on, any matter in relation to which that Director has a conflict of interest or duty;

(b) the Company may proceed with any transaction in relation to which a Director has an interest or conflict of duty and the Director may participate in the execution of any relevant document by or on behalf of the Company;

(c) the Director may retain any benefits accruing to the Director under the transaction; and

(d) the Company cannot avoid the transaction merely because of the existence of the Director's interest or conflict of duty.

If the interest is required to be disclosed under section 191, paragraph (c) applies only if it is disclosed before the transaction is entered into.

9.5 **Agreements with third parties**

The Company cannot avoid an agreement with a third party merely because a Director:

(a) fails to make a disclosure of a conflict of interest or duty; or

(b) is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement.

9.6 **Obligation of secrecy**

Every Director and Secretary must keep the transactions and affairs of the Company and the state of its financial reports confidential unless required to disclose them:

(a) in the course of duties as an officer of the Company;

(b) by the Board or the Company in general meeting; or

(c) by law.

The Company may require a Director, Secretary, auditor, trustee, committee member or other person engaged by it to sign a confidentiality undertaking consistent with this rule. A Director or Secretary must do so if required by the Company.

10. **DIRECTORS' REMUNERATION**

10.1 **Remuneration of Directors**

Replaces section 202A

The Directors are entitled to be paid, out of the funds of the Company, an amount of Approved Fees which:

(a) does not in any year exceed in aggregate $5,000 or any greater amount fixed by ordinary resolution;

(b) is allocated among them:

(i) on an equal basis having regard to the proportion of the relevant year for which each Director held office; or

(ii) as otherwise decided by the Board; and

(c) is provided in the manner the Board decides, which may include provision of non-cash benefits.

If the Board decides to include non-cash benefits in the Approved Fees of a Director, the Board must also decide the manner in which the value of those benefits is to be calculated for the purposes of this rule.

10.2 **Additional Remuneration for extra services**

If a Director, at the request of the Board and for the purposes of the Company, performs extra services or makes special exertions (including going or living away from the Director's usual residential address), the Company may pay that Director a fixed sum set by the Board for doing so. Remuneration under this rule may be either in addition to or in substitution for any remuneration to which that Director is entitled under rule 10.1.

10.3 **Expenses of Directors**

The Company may pay a Director (in addition to any remuneration) any reasonable expenses (including travelling and accommodation expenses) incurred by the Director:

(a) in attending meetings of the Company, the Board, or a committee of the Board;

(b) on the business of the Company; or

(c) in carrying out duties as a Director.

11. OFFICERS' INDEMNITY AND INSURANCE

11.1 **Indemnity**

Subject to and so far as permitted by Act, the *Competition and Consumer Act 2010* (Cth) and any other applicable law:

(a) the Company must indemnify every officer of the Company and its wholly owned subsidiaries and may indemnify its auditor against any Liability incurred as such an officer or auditor to a person (other than the Company or a related body corporate) including a Liability incurred as a result of appointment or nomination by the Company or subsidiary as a trustee or as an officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith; and

(b) the Company may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer or employee or auditor in defending an action for a Liability incurred as such an officer, employee or auditor or in resisting or responding to actions taken by a government agency or a liquidator.

In this rule, **Liability** means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

11.2 **Insurance**

Subject to the Act and any other applicable law, the Company may enter into, and pay premiums on, a contract of insurance in respect of any person.

11.3 **Former officers**

The indemnity in favour of officers under rule 11.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Company or one of its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

11.4 **Deeds**

Subject to the Act, the *Competition and Consumer Act 2010* (Cth) and any other applicable law, the Company may, without limiting a person's rights under this rule 11, enter into an agreement with or execute a deed in favour of a person who is or has been an officer of the Company or any of the Company's subsidiaries, to give effect to the rights of the person under this rule 11 on any terms and conditions that the Board thinks fit.

12. BOARD MEETINGS

12.1 Convening Board meetings

Replaces section 248C

A Director may at any time, and a Secretary must on request from a Director, convene a Board meeting.

12.2 Notice of Board meeting

The convenor of each Board meeting:

(a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to each Director who is in Australia; and

(b) may give that notice orally (including by telephone) or in writing,

but accidental failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.

12.3 Use of technology

A Board meeting may be held using any means of audio or audio-visual communication by which each Director participating can hear and be heard by each other Director participating or in any other way permitted by section 248D. A Board meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Directors present at the meeting is located or, if an equal number of Directors is located in each of two or more places, at the place where the chairman of the meeting is located.

12.4 Chairing Board meetings

Replaces section 248E

(a) The Board may at the Board meeting immediately following an annual general meeting elect a Director to chair its meetings.

(b) The term of the appointment of the Chair will be one year.

(c) If there is no chairman of Directors or the chairman is not present within 15 minutes after the time for which a Board meeting is called or is unwilling to act, the Directors present must elect a Director present to chair the meeting.

12.5 Quorum

Replaces section 248F

(a) The quorum for a Board meeting is 50% of the total number of Directors (rounded up to the nearest whole number), provided that that number includes at least 50% of the total number of Region Directors.

(b) A quorum must be present for the whole meeting.

(c) A Director is treated as present at a meeting held by audio or audio-visual communication if the Director is able to hear and be heard by all others attending.

(d) If a meeting is held in another way permitted by section 248D, the Board must resolve the basis on which Directors are treated as present.

12.6 Majority decisions

Replaces section 248G

(a) Subject to rule 12.6(b), a resolution of the Board is passed if a majority of the votes cast by Directors entitled to vote on the resolution are in favour of it. The chairman of a Board meeting does not have a casting vote. If an equal number of votes is cast for and against a resolution, the matter is decided in the negative.

(b) Resolutions concerning the following matters must be passed by the affirmative vote of at least 75% of the votes cast by Directors present and entitled to vote on the resolution:

(i) the approval of the Company's annual budget;

(ii) the approval of the Company's annual business plan;

(iii) the appointment of the Chief Executive Officer;

(iv) the approval of the admission of members;

(v) the expulsion of members;

(vi) the approval of the Annual Fee;

(vii) the approval of the Region or Regions in which a Voting Member delivers Community Housing;

(viii) the approval of delegations of authority policy; and

(ix) the appointment of Additional Directors under rule 3.5.

12.7 **Procedural rules**

The Board may adjourn and, subject to this document, otherwise regulate its meetings as it decides.

12.8 **Written resolution**

Replaces section 248A

If all the Directors entitled to receive notice of a Board meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Board resolution in those terms is passed at the time when the last Director signs.

12.9 **Additional provisions concerning written resolutions**

For the purpose of rule 12.8:

(a) two or more separate documents in identical terms, each of which is signed by one or more Directors, are treated as one document; and

(b) a facsimile or electronic message containing the text of the document expressed to have been signed by a Director that is sent to the Company is a document signed by that Director at the time of its receipt by the Company.

12.10 **Valid proceedings**

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or member of a committee is valid even if it is later discovered that:

(a) there was a defect in the appointment of the person; or

(b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

13. MEETINGS OF MEMBERS

13.1 Annual general meeting

(a) The Company must hold an annual general meeting as required by section 250N.

(b) The Company must post on a website associated with the Company (or in any other manner determined by the Board) the proposed date of an annual general meeting at least 40 Business Days before the scheduled date of the meeting.

13.2 Calling meetings of members

A meeting of members:

Rule 13.2(a) replaces section 249C

(a) may be convened at any time by the Board or a Director; and

(b) must be convened by the Board when required by section 249D or 250N or by order made under section 249G.

13.3 Notice of meeting

Subject to rule 13.4, at least 21 days' written notice of a meeting of members must be given individually to:

(a) each member (whether or not the member is entitled to vote at the meeting);

(b) each Director; and

(c) to the auditor.

Subject to any regulation made under section 249LA, the notice of meeting must comply with section 249L and may be given in any manner permitted by section 249J(3).

13.4 Short notice

Subject to sections 249H(3) and (4):

(a) if the Company has elected to convene a meeting of members as the annual general meeting, if all the members entitled to attend and vote agree; or

(b) otherwise, if members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

13.5 Postponement or cancellation

Subject to sections 249D(5) and 250N, the Board may:

(a) postpone a meeting of members;

(b) cancel a meeting of members; or

(c) change the place for a general meeting,

by written notice given individually to each person entitled to be given notice of the meeting.

13.6 **Fresh notice**

Replaces section 249M

If a meeting of members is postponed or adjourned for one month or more, the Company must give new notice of the resumed meeting.

13.7 **Technology**

See section 249S

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

13.8 **Accidental omission**

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of members.

14. **PROCEEDINGS AT MEETINGS OF MEMBERS**

14.1 **Member present at meeting**

If a member has appointed a proxy or attorney or (in the case of a member which is a body corporate) a representative to act at a meeting of members, that member is taken to be present at a meeting at which the proxy, attorney or representative is present.

14.2 **Quorum**

Replaces sections 249T (1) and (2)

The quorum for a meeting of members is four Voting Members, provided that there is a Voting Member present in respect of 50% of the Regions in which there are Voting Members. Each individual present may only be counted once toward a quorum. If a Voting Member has appointed more than one proxy or representative only one of them may be counted towards a quorum.

14.3 **Quorum not present**

Replaces sections 249T(3) and (4)

If a quorum is not present within 15 minutes after the time for which a meeting of members is called:

(a) if called as a result of a request of members under section 249D, the meeting is dissolved; and

(b) in any other case:

(i) the meeting is adjourned to the day, time and place that the Board decides and notifies to members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and

(ii) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

14.4 **Chairing meetings of members**

Replaces sections 249U(1) to (3)

If the Board has appointed a Director to chair Board meetings, that Director may also chair meetings of members. If:

(a) there is no Director who the Board has appointed to chair Board meetings for the time being; or

(b) the Director appointed to chair Board meetings is not present at the time for which a meeting of members is called or is not willing to chair the meeting,

the Voting Members present must elect a member or Director present to chair the meeting.

14.5 **Attendance at general meetings**

See section 249V

(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 meeting of members and to speak on any part of the business of the meeting which concerns the auditor in the capacity of auditor.

14.6 **Adjournment**

Replaces section 249U(4)

Subject to rule 13.6, the chairman of a meeting of members at which a quorum is present:

(a) may; and

(b) must, if directed by ordinary resolution of the meeting,

adjourn it to another time and place.

14.7 **Business at adjourned meetings**

Replaces section 249W(2)

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

15. **PROXIES, ATTORNEYS AND REPRESENTATIVES**

15.1 **Appointment of proxies**

See section 249X

Each member may appoint a proxy to attend and act for the member at a meeting of members. If the member is entitled to cast two or more votes at the meeting, the member may appoint two proxies to attend and act for the member at a meeting of members. An appointment of proxy must be made by written notice to the Company that:

(a) complies with section 250A(1); or

(b) is in a form and mode, and is signed or otherwise authenticated by the member in a manner, satisfactory to the Board.

15.2 **Member's attorney**

A member may appoint an attorney to act, or to appoint a proxy to act, at a meeting of members. If the appointor is an individual, the power of attorney must be signed in the presence of at least one witness.

15.3 **Deposit of proxy appointment forms, powers of attorney and proxy appointment authorities**

An appointment of a proxy or an attorney is not effective for a particular meeting of members unless:

(a) in the case of a proxy, the proxy appointment form and, if it is executed or otherwise authenticated in a manner prescribed by a regulation made for the purposes of section 250A(1) by an attorney, the relevant power of attorney or

other authority under which the appointment was authenticated or a certified copy of it; and

(b) in the case of an attorney, the power of attorney or a certified copy of it,

are received by the Company in accordance with section 250B(3) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the resumption of the meeting.

15.4 **Corporate representatives**

A member that is a body corporate may appoint an individual to act as its representative at meetings of members as permitted by section 250D.

15.5 **Appointment for particular meeting, standing appointment and revocation**

A member may appoint a proxy, attorney or representative to act at a particular meeting of members or make a standing appointment and may revoke any appointment. A proxy, attorney or representative may, but need not, be a member.

15.6 **Position of proxy or attorney if member present**

The appointment of a proxy or attorney is not revoked by the member attending and taking part in the general meeting, but if the member votes on a resolution, the proxy or attorney is not entitled to vote, and must not vote, as the member's proxy or attorney on the resolution.

15.7 **Priority of conflicting appointments of attorney or representative**

If more than one attorney or representative appointed by a member is present at a meeting of members and the Company has not received notice of revocation of any of the appointments:

(a) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and

(b) subject to rule 15.7(a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.

15.8 **More than one current proxy appointments**

An appointment of proxy by a member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Company receives a further appointment of proxy from that member which would result in there being more than one proxy of that member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

15.9 **Continuing authority**

Replaces section 250C(2)

An act done at a meeting of members by a proxy, attorney or representative is valid even if, before the act is done, the appointing member:

(a) dies or becomes mentally incapacitated;

(b) becomes bankrupt or an insolvent under administration or is wound up; or

(c) revokes the appointment or revokes the authority under which the appointment was made by a third party,

unless the Company has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

16. ENTITLEMENT TO VOTE

16.1 Number of votes

Replaces section 250E(2)

Subject to sections 250BB(1) and 250BC:

(a) each member has one vote on a show of hands or a poll; and

(b) a member who is present and entitled to vote and is also a proxy, attorney or representative of another member has one vote on a show of hands.

16.2 Casting vote of chairman

Replaces section 250E(3)

The chairman of a meeting of members does not have a second or casting vote. If an equal number of votes is cast for and against a resolution at a meeting of members, the matter is decided in the negative.

16.3 Voting restrictions

If:

(a) the Act requires that some members are not to vote on a resolution, or that votes cast by some members be disregarded, in order for the resolution to have an intended effect; and

(b) the notice of the meeting at which the resolution is proposed states that fact,

those members have no right to vote on that resolution and the Company must not count any votes purported to be cast by those members. If a proxy purports to vote in a way or in circumstances that contravene section 250BB(1), on a show of hands the vote is invalid and the Company must not count it and on a poll rule 17.3(c) applies.

16.4 Decision on right to vote

Replaces section 250G

A member or Director may challenge a person's right to vote at a meeting of members. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the chairman, whose decision is final.

17. HOW VOTING IS CARRIED OUT

17.1 Method of voting

Replaces sections 250J(1) and (2)

A resolution put to the vote at a meeting of members must be decided on a show of hands unless a poll is demanded under rule 17.2 either before or on declaration of the result of the vote on a show of hands. Unless a poll is demanded, the chairman's declaration of a decision on a show of hands is final.

17.2 Demand for a poll

See section 250L

A poll may be demanded on any resolution (except a resolution concerning the election of the chairman of a meeting) by:

(a) at least five members present and entitled to vote on the resolution, or if there are less than five members present and entitled to vote, that number of members present at the meeting and entitled to vote on the resolution; or

(b) the chairman.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

17.3 **When and how polls must be taken**

Replaces section 250M

If a poll is demanded:

(a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to rule 17.3(c), in the manner that the chairman of the meeting directs;

(b) in all other cases, the poll must be taken at the time and place and, subject to rule 17.3(c), in the manner that the chairman of the meeting directs;

(c) votes which sections 250BB(1) or 250BC require to be cast in a given way must be treated as cast in that way;

(d) a person voting who has the right to cast two or more votes need not cast all those votes and may cast those votes in different ways; and

(e) the result of the poll is the resolution of the meeting at which the poll was demanded.

18. **SECRETARY**

18.1 **Appointment of Secretary**

See section 204D

The Board:

(a) must appoint at least one individual; and

(b) may appoint more than one individual,

to be a Secretary either for a specified term or without specifying a term.

18.2 **Terms and conditions of office**

Replaces section 204F

A Secretary holds office on the terms (including as to remuneration) that the Board decides. The Board may vary any decision previously made by it in respect of a Secretary.

18.3 **Cessation of Secretary's appointment**

The person automatically ceases to be a Secretary if the person:

(a) is not permitted by Act (or an order made under the Act) to be a secretary of a company;

(b) 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;

(c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;

(d) resigns by notice in writing to the Company; or

(e) is removed from office under rule 18.4.

18.4 **Removal from office**

The Board may remove a Secretary from that office whether or not the appointment was expressed to be for a specified term.

19. **MINUTES**

19.1 **Minutes must be kept**

The Board must cause minutes of:

(a) proceedings and resolutions of meetings of the Company's members;

(b) the names of Directors present at each Board meeting or committee meeting;

(c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule 8);

(d) resolutions passed by Directors without a meeting; and

(e) disclosures and notices of Directors' interests,

to be kept in accordance with sections 191, 192 and 251A.

19.2 **Minutes as evidence**

A minute recorded and signed in accordance with section 251A is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

19.3 **Inspection of minute books**

The Company must allow members to inspect, and provide copies of, the minute books for the meetings of members in accordance with section 251B.

19.4 **Regional Committee minutes**

The Secretary must maintain minute books of Regional Committee meetings containing minutes provided under rule 7.6(b).

20. **COMPANY SEALS**

20.1 **Common seal**

The Board:

(a) may decide whether or not the Company has a common seal; and

(b) is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt under section 123(2).

20.2 **Use of seals**

The common seal and duplicate seal (if any) may only be used with the authority of the Board. The Board must not authorise the use of a seal that does not comply with section 123.

20.3 **Fixing seals to documents**

The fixing of the common seal, or any duplicate seal, to a document must be witnessed:

(a) by two Directors;

(b) by one Director and one Secretary; or

(c) by any other signatories or in any other way (including the use of facsimile signatures) authorised by the Board.

21. FINANCIAL REPORTS AND AUDIT

21.1 Company must keep financial records

The Board must cause the Company to keep written financial records that:

(a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and

(b) would enable true and fair financial statements to be prepared and, if required by Part 2M.3, audited,

and must allow a Director and, where the financial statements are required by Part 2M.3 to be audited or reviewed, the auditor to inspect those records at all reasonable times.

21.2 Financial reporting

If required by Part 2M.3, the Board must cause the Company to prepare a financial report and a directors' report that comply with that Part and must report to members in accordance with section 316A.

21.3 Audit or review

If required by Part 2M.3, the Board must cause the Company's financial report for each financial year to be audited or reviewed and obtain an auditor's report. The eligibility, appointment, removal, remuneration, rights and duties of the auditor are regulated by Division 3 of Part 2M.3, Divisions 1 to 6 of Part 2M.4 and sections 1280, 1289, 1299B and 1299C.

21.4 Inspection of financial records and books

Replaces section 247D

Subject to rule 19.3 and section 247A, a member who is not a Director does not have any right to inspect any document of the Company except as authorised by the Board or by ordinary resolution.

22. REGISTER OF MEMBERS

The Company must set up and maintain a register of members. In accordance with rule 2.4(a) the Register must for each Voting Member specify the Region or Regions in respect of which that person is a Voting Member.

In accordance with section 169, the Register must contain the following information:

(a) the name and address of each member;

(b) the date on which the entry of the member's name in the Register is made;

(c) the name and details of each person who stopped being a member within the last seven years;

(d) the date on which the person stopped being a member; and

(e) an index of members' names if the Company has more than 50 members and the Register itself is not kept in a form that operates effectively as an index.

23. WINDING UP AND REVOCATION OF TAX ENDORSEMENTS

23.1 Winding up

In the event of the winding up of the Company, any surplus property remaining after satisfaction of all the Company's debts and liabilities must not be paid to, or distributed amongst, the members, but must be paid or transferred to a corporation or institution in Australia that is endorsed by the Commissioner of Taxation as a deductible gift recipient (within the meaning of Division 30 of the *Income Tax Assessment Act 1997*) (**DGR**) and the constituent documents of which:

(a) require the corporation or institution to pursue objects similar to those of the Company and to apply its income solely towards promoting those objects; and

(b) prohibit the corporation or institution from making distributions to its members,

the corporation or institution to be determined by the Directors, or failing determination, by the liquidator of the Company.

23.2 Revocation of tax endorsements

In the event that the Company is endorsed by the Commissioner of Taxation as a DGR and that endorsement is subsequently revoked, any:

(a) gifts of money or property for the principal purpose of the Company;

(b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Company; and

(c) money received by the organisation because of such gifts and contributions,

remaining after satisfaction of all the Company's debts and liabilities must not be paid to, or distributed amongst, the members, but must be paid or transferred to a corporation or institution in Australia which is endorsed by the Commissioner of Taxation as a DGR and the constituent documents of which:

(d) require the corporation or institution to pursue objects similar to those of the Company and to apply its income solely towards promoting those objects; and

(e) prohibit the corporation or institution from making distributions to its members,

the corporation or institution to be determined by the Directors.

24. NOTICES

24.1 Notices by Company

A notice is properly given by the Company to a member if it is:

(a) in writing signed on behalf of the Company (by original or printed signature);

(b) addressed to the member to whom it is to be given; and

(c) either:

(i) delivered personally;

(ii) sent by prepaid mail (by airmail, if the addressee is overseas) to that member's address; or

(iii) sent by fax to the fax number (if any) nominated by that member; or

(iv) sent by electronic message to the electronic address (if any) nominated by that member.

24.2 **Overseas members**

A member whose registered address is not in Australia may notify the Company in writing of an address in Australia to which notices may be sent.

24.3 **When notice is given**

A notice to a member by the Company is regarded as given and received:

(a) if it is delivered personally:

Replaces section 249J(4)

(i) by 5.00 pm (local time in the place of receipt) on a Business Day - on that day; or

(ii) after 5.00 pm (local time in the place of receipt) on a Business Day, or on a day that is not a Business Day - on the next Business Day;

(b) if it is sent by fax or electronic message:

(i) by 5.00 pm (local time in the place from which it is sent or given) on a Business Day – on that day; or

(ii) after 5.00 pm (local time in the place from which it is sent or given) on a Business Day, or on a day that is not a Business Day – on the next Business Day; and

(c) if it is sent by mail:

(i) within Australia - one Business Day after posting; or

(ii) to a place outside Australia - three Business Days after posting.

A certificate in writing signed by a Director or Secretary stating that a notice was sent is conclusive evidence of service.

24.4 **Counting days**

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

24.5 **Notices to "lost" members**

If:

(a) on two or more consecutive occasions a notice served on a member in accordance with this rule is returned unclaimed or with an indication that the member is not known at the address to which it was sent; or

(b) the Board believes on other reasonable grounds that a member is not at the address shown in the Register or notified to the Company under rule 24.2,

the Company may give effective notice to that member by exhibiting the notice at the Company's registered office for at least 48 hours.

This rule ceases to apply if the member gives the Company notice of a new address.

25. AMENDMENT TO CONSTITUTION

Subject to the Act and this document, a special resolution to modify or repeal and replace any of rules 3, 7, 12.5, 12.6, 14.2 and 25 of this document does not have any effect unless Voting Members representing a majority of the Regions in which there are Voting Members cast votes on the special resolution in favour of the resolution.