

Constitution of Spinal Cord Injuries Australia

Australian Company Number (ACN) 001 263 734

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A company limited by guarantee

Version Control

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Contents

- Preliminary 1**
- 1. Name of the Company 1**
- 2. Type of company..... 1**
- 3. Limited liability of members 1**
- 4. The guarantee..... 1**
- Definitions and Interpretation 1**
- 5. Definitions..... 1**
- 6. Interpretation 2**
- 7. Reading this constitution with the Corporations Act..... 3**
- Charitable purposes and powers..... 3**
- 8. Object 3**
- 9. Powers..... 4**
- 10. Not-for-profit..... 4**
- 11. Amending the constitution 4**
- Members 4**
- 12. Membership and register of members..... 4**
- 13. Who can be a member 5**
- 14. How to apply to become or be elected as a member 6**
- 15. Directors decide whether to approve membership 6**
- 16. When a person becomes a member..... 7**
- 17. When a person stops being a member 7**
- 18. Fees 7**
- Dispute resolution and disciplinary procedures..... 8**
- 19. Dispute resolution..... 8**
- 20. Disciplining members..... 9**
- General Meetings of Voting Members 10**
- 21. General Meetings called by directors 10**
- 22. General Meetings called by Voting Members 11**
- 23. Annual General Meeting 11**
- 24. Notice of General Meetings..... 11**
- 25. Quorum at General Meetings..... 13**
- 26. Auditor's right to attend General Meetings 13**
- 27. Using technology to hold General Meetings..... 13**
- 28. Chairperson for General Meetings 13**
- 29. Role of the chairperson at General Meetings 14**
- 30. Adjournment of General Meetings 14**
- Members' resolutions and statements 14**
- 31. Members' resolutions and statements..... 14**

32.	Company must give notice of proposed members' resolution or distribute members' statement	14
33.	Circular resolutions of Voting Members.....	15
	Voting at General Meetings	16
34.	How many votes a Voting Member has	16
35.	Challenge to member's right to vote.....	16
36.	How voting is carried out	16
37.	When and how a vote in writing must be held	16
38.	Appointment of proxy.....	17
39.	Voting by proxy	18
	Directors.....	18
40.	Board.....	18
41.	Election of Elected Directors	19
42.	Term of office of Elected Directors	20
43.	Appointment of Invited Directors	20
44.	Appointment of Appointed Directors.....	20
45.	Election of Officeholders.....	21
46.	When a director stops being a director	21
	Powers of directors	22
47.	Powers of directors.....	22
48.	Delegation of directors' powers	22
49.	Payments to directors	22
50.	Execution of documents	22
	Duties of directors.....	23
51.	Duties of directors	23
52.	Conflicts of interest	23
	Directors' meetings	24
53.	When the directors meet	24
54.	Calling directors' meetings.....	24
55.	Chairperson for directors' meetings.....	24
56.	Quorum at directors' meetings.....	24
57.	Using technology to hold directors' meetings.....	25
58.	Passing directors' resolutions.....	25
59.	Circular resolutions of directors	25
60.	Valid proceedings	25
	Secretary	26
61.	Appointment and role of secretary	26
	Minutes and records	26
62.	Minutes and records	26
63.	Financial and related records	27
	By-laws	27

64.	By-laws	27
	Notice	27
65.	What is notice	27
66.	Notice to the Company	27
67.	Notice to Members	28
68.	When notice is taken to be given	28
	Financial year	28
69.	Company's financial year	28
	Indemnity, insurance and access	28
70.	Indemnity	28
71.	Insurance	29
72.	Directors' access to documents	29
	Winding up	29
73.	Surplus Assets not to be distributed to members	29
74.	Distribution of Surplus Assets	29
	Transitional Arrangements	30
75.	Transitional rules	30

Preliminary

1. Name of the Company

The name of the company is Spinal Cord Injuries Australia (the **Company**).

2. Type of company

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

3. Limited liability of members

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

4. The guarantee

Each Member must contribute an amount not more than \$20 (the guarantee) to the property of the Company if the Company is wound up while the Member is a member of the Company, or within 12 months after they stop being a member of the Company, and this contribution is required to pay for the:

- (a) debts and liabilities of the Company incurred before the Member stopped being a member of the Company; or
- (b) costs of winding up.

Definitions and Interpretation

5. Definitions

In this constitution:

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

Annual General Meeting means the annual general meeting of the Company referred to in clause 23(a).

Appointed Directors means directors of the Company appointed by the Board in accordance with clause 44(a).

Board means the board of directors of the Company.

By-laws means the by-laws established under clause 64(a).

Company means the Company referred to in clause 1.

Corporations Act means the Corporations Act 2001 (Cth).

Elected Chairperson means a person elected by the directors to be the Company's chairperson under clause 45.

Elected Directors means directors of the Company elected by Voting Members in accordance with clause 41, including the President.

Fees means a fee referred to in clause 18(a) or 18(f).

Full Member means a person who is admitted as a full member of the Company in accordance with this constitution and has not ceased to be such a full member in accordance with this constitution.

General Meeting means a meeting of members and includes the Annual General Meeting.

Invited Directors means directors of the Company appointed by the Board in accordance with clause 43(a).

Life Member means a person elected as a life member of the Company under clause 14(c) and has not ceased to be such a life member in accordance with this constitution.

Member means a Full Member, Life Member or a person admitted to any other class of membership of the Company.

Member Present means, in connection with a General Meeting, a Voting Member present in person or by proxy at the venue or venues for the meeting.

National Law means the Community Housing Providers National Law.

Officeholder means a director of the Company who holds an office referred to in clause 40(c).

President means the person elected as president of the Company in accordance with clause 41.

Registered Charity means a charity that is registered under the ACNC Act.

Severe Physical Disability means a spinal cord injury, spinal cord condition or other severe physical disability as determined by the Board

Special Resolution means a resolution:

- (a) of which notice has been given under clause 24(e)(iii); and
- (b) that has been passed by at least 75% of the votes cast by Members Present and entitled to vote on the resolution.

Surplus Assets means any assets of the Company (including all community housing assets in a participating jurisdiction) that remain after paying all debts and other liabilities of the Company, including the costs of winding up.

Voting Member means as at a particular date:

- (a) a person who is a Full Member at that date and has been a Full Member for a continuous period of more than 3 calendar months immediately prior to that date; and
- (b) a person who is a Life Member at that date.

6. Interpretation

- (a) The words '**including**', '**for example**', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression.
- (b) Reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).
- (c) Reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form.

- (d) A notice or document required by this constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law or as authorised by the directors or the By-laws.

7. Reading this constitution with the Corporations Act

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

Charitable purposes and powers

8. Object

The Company's object is to pursue the following charitable purposes:

- (a) to form a bond of union among people with a Severe Physical Disability throughout Australia; and
- (b) to unite and band together in one body persons, firms and corporations interested in improving the quality of life of people with a Severe Physical Disability throughout Australia; and
- (c) to promote or provide rehabilitation services which empower people with a Severe Physical Disability to live independent lives in the community; and
- (d) to promote or provide a range of employment, accommodation, information and other identified services that enable people with a Severe Physical Disability to live independently; and
- (e) to promote or provide necessary services which meet the needs of people with a Severe Physical Disability who are aging; and
- (f) to use all forms of media in presenting the successes and concerns of people with a Severe Physical Disability; and
- (g) to seek, obtain, circulate and exchange and diffuse information, knowledge, processes and treatment concerning the condition of spinal cord injuries and spinal cord conditions and the prevention, alleviation and cure thereof; and
- (h) to promote improvements in the law relating to people with a Severe Physical Disability; and
- (i) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise; and
- (j) to make donations for charitable purposes in Australia; and

- (k) to do all other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company.

9. Powers

Subject to clause 10, the Company has the following powers, which may only be used to carry out its purpose(s) set out in clause 8:

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

10. Not-for-profit

- (a) The Company must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 10(b) and 74.
- (b) Clause 10(a) does not stop the Company from doing the following things, provided they are done in good faith:
 - (i) paying a member of the Company for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company; or
 - (ii) making a payment to a member of the Company in carrying out the Company's charitable purpose(s).

11. Amending the constitution

- (a) Subject to clause 11(b), the Voting Members may amend this constitution by passing a Special Resolution.
- (b) The Voting Members must not pass a Special Resolution that amends this constitution if passing it causes the Company to no longer be a charity.

Members

12. Membership and register of members

- (a) The members of the Company are:
 - (i) the persons entered in the Company's register of members on the date of adoption of this constitution; and
 - (ii) any other person that the directors allow to be a member, or are elected by a General Meeting to be a member of a particular class, in accordance with this constitution or the By-Laws.
- (b) The Company must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
 - (i) for each current member:
 - A. name; and
 - B. address; and

- C. any alternative address nominated by the member for the service of notices; and
 - D. date the member was entered on to the register; and
 - E. the class of membership of the Company.
- (ii) for each person who stopped being a member in the last 7 years:
- A. name; and
 - B. address; and
 - C. any alternative address nominated by the member for the service of notices; and
 - D. dates the membership started and ended; and
 - E. the class of membership of the Company.
- (c) The Company must give current members of the Company access to the register of members.
- (d) Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members of the Company.

13. Who can be a member

- (a) The membership of the Company is divided into the following classes:
- (i) Full Members; and
 - (ii) Life Members; and
 - (iii) any other class of membership specified in the By-Laws.
- (b) An individual who supports the purposes of the Company is eligible to apply to be a Full Member of the Company under clause 14(a).
- (c) A Full Member who:
- (i) has, in the opinion of the directors, rendered or given distinguished services to or on behalf of the Company; and
 - (ii) is approved by the Board for nomination as a Life Member,
- is eligible to be elected as a Life Member under clause 14,
- (d) Subject to the Corporations Act and clause 13(e), the By-Laws may specify the terms which apply to a class of membership of the Company referred to in clause 13(a)(iii), including:
- (i) the eligibility criteria for that class of membership of the Company; and
 - (ii) whether the membership is for a fixed term, and if so, the process (if any) for renewal of the membership (which may be automatic).
- (e) The By-laws may not specify that a class of membership of the Company referred to in clause 13(a)(iii) has a right to vote at General Meeting or vote on any

resolution of Voting Members other than on a resolution that varies or cancels the rights of members of that class.

14. How to apply to become or be elected as a member

- (a) A person eligible to apply to be a Full Member under clause 13 may apply to become a member of the Company by writing to the secretary stating that they:
 - (i) want to become a member; and
 - (ii) support the purpose(s) of the Company; and
 - (iii) agree to comply with the Company's constitution, including paying the guarantee under clause 4 if required.
- (b) The By-laws may impose additional requirements which apply to an application to be a Full Member.
- (c) A Full Member eligible to be a Life Member under clause 13 may be elected as a Life Member by a vote of Voting Members at the next General Meeting following the directors' approval of the person's nomination.
- (d) The By-laws may specify the process to apply for a class of membership of the Company referred to in clause 13(a)(iii).

15. Directors decide whether to approve membership

- (a) The directors must consider an application for membership as a Full Member within a reasonable time after the secretary receives the application.
- (b) If the directors approve an application for membership as a Full Member, the secretary must as soon as possible:
 - (i) enter the new member on the register of members; and
 - (ii) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 16).
- (c) If the directors reject an application for membership as a Full Member, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.
- (d) For the avoidance of doubt, the directors may approve an application for membership of the Company even if the application does not state the matters listed in clauses 14(a)(i), 14(a)(ii) or 14(a)(iii). In that case, by applying to be a member, the applicant agrees to those three matters.
- (e) If an application by a Full Member for membership as a Life Member is approved by a General Meeting, the secretary must as soon as possible:
 - (i) enter the applicant on the register of members as a Life Member; and
 - (ii) write to the applicant to tell them that their application was approved, and the date that their membership as a Life Member started (see clause 16).
- (f) The By-laws may specify the process for consideration and approval of applications for a class of membership of the Company referred to in clause 13(a)(iii).
- (g) The period of membership of the Company for a person:

- (i) commences on the date the person becomes a member in accordance with clause 16; and
- (ii) expires on the earlier of 12 months after that commencement date and the date (if any) the person stopped being a member pursuant to clause 17; and
- (iii) will be automatically renewed for further 12 month periods on each successive expiry date of that membership, unless the person has stopped being a member pursuant to clause 17.

16. When a person becomes a member

An applicant will become a member when they are entered on the register of members.

17. When a person stops being a member

A person immediately stops being a member if they:

- (a) die (for an individual member); or
- (b) are wound up or otherwise dissolved or deregistered (for an incorporated member); or
- (c) become of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health (for an individual member); or
- (d) resign, by writing to the secretary; or
- (e) are expelled under clause 20; or
- (f) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

18. Fees

- (a) The Company may by resolution of the directors or pursuant to the By-laws require the payment of fees by Members of any amount, on any terms and at any times as the directors resolve or the By-laws specify, including payment by instalments.
- (b) The By-laws may provide an exemption from the obligation to pay Fees to the Company. The exemption may be:
 - (i) for all or part of the Fees payable; and/or
 - (ii) for a specified period of time; and/or
 - (iii) for a specified class of membership of the Company or Members who meet specified conditions or requirements.
- (c) The Company may by resolution of the directors revoke or postpone a Fee or extend the time for payment of a Fee, at any time prior to the date on which payment of that Fee is due.
- (d) Unless clause 18(f) applies, the Company must give notice of Fees to the Members who are required to pay the Fees at least [14] days before the due date for payment. The notice must specify the amount of the Fee, the time or times and method of payment and any other information as the directors resolve.

- (e) Each Member must pay to the Company the amount of each Fee payable by the Member in the manner, at the time and by the method specified in the notice of the Fee.
- (f) If the terms of membership of a class of Members specified in the By-laws require an amount to be paid as a fee on a fixed date, each Member in that class of Members must pay that amount to the Company at that time and by the method specified in the By-laws.
- (g) The By-laws may specify the consequences for a class of membership of a failure by a member of that class to pay the Fees or any other amount due and payable by a Member of that class by the due date or any later date. These consequences may include that the member may not exercise a specified right (including a right to vote) attaching to that class of membership for a specified period of time but must not include an obligation of a member to pay interest on the outstanding Fees. The Company may by resolution of the directors revoke or postpone the consequences of a failure to pay Fees by a member.
- (h) A person who stops to be a Member on a date remains liable to pay, and must immediately pay, to the Company all amounts that at such date were payable by the person to the Company as a Member.

Dispute resolution and disciplinary procedures

19. Dispute resolution

- (a) The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
 - (i) one or more members; or
 - (ii) one or more directors; or
 - (iii) the Company.
- (b) A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 20 until the disciplinary procedure is completed.
- (c) Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- (d) If those involved in the dispute do not resolve it under clause 19(c), they must within 10 days:
 - (i) tell the directors about the dispute in writing; and
 - (ii) agree or request that a mediator be appointed; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (e) The mediator must:
 - (i) be chosen by agreement of those involved; or
 - (ii) where those involved do not agree:
 - A. for disputes between members, a person chosen by the directors; or

- B. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the Company has its registered office.
- (f) A mediator chosen by the directors under clause 19(e)(ii)A:
 - (i) may be a member or former member of the Company; and
 - (ii) must not have a personal interest in the dispute; and
 - (iii) must not be biased towards or against anyone involved in the dispute.
- (g) When conducting the mediation, the mediator must:
 - (i) allow those involved a reasonable chance to be heard; and
 - (ii) allow those involved a reasonable chance to review any written statements; and
 - (iii) ensure that those involved are given natural justice; and
 - (iv) not make a decision on the dispute.

20. Disciplining members

- (a) In accordance with this clause, the directors may resolve to warn, suspend or expel a Member from the Company if the directors consider that:
 - (i) the Member has breached this constitution; or
 - (ii) the Member's behaviour is causing, has caused, or is likely to cause harm to the Company.
- (b) At least 14 days before the directors' meeting at which a resolution under clause 20(a) will be considered, the secretary must notify the Member in writing:
 - (i) that the directors are considering a resolution to warn, suspend or expel the Member; and
 - (ii) that this resolution will be considered at a directors' meeting and the date of that meeting; and
 - (iii) what the Member is said to have done or not done; and
 - (iv) the nature of the resolution that has been proposed; and
 - (v) that the Member may provide an explanation to the directors, and details of how to do so.
- (c) Before the directors pass any resolution under clause 20(a), the Member must be given a chance to explain or defend themselves by:
 - (i) sending the directors a written explanation before that directors' meeting; and/or
 - (ii) speaking at the meeting.

- (d) After considering any explanation under clause 20(c), the directors may:
 - (i) take no further action; or
 - (ii) warn the Member; or
 - (iii) suspend the Member's rights as a member for a period of no more than 12 months; or
 - (iv) expel the Member; or
 - (v) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause); or
 - (vi) require the matter to be determined at a General Meeting.
- (e) The directors cannot fine a Member.
- (f) The secretary must give written notice to the Member of the decision under clause 20(d) as soon as possible.
- (g) Disciplinary procedures must be completed as soon as reasonably practical.
- (h) There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause.

General Meetings of Voting Members

21. General Meetings called by directors

- (a) The directors may call a General Meeting.
- (b) If Voting Members with at least 5% of the votes that may be cast at a General Meeting make a written request to the Company for a General Meeting to be held, the directors must:
 - (i) within 21 days of the Voting Members' request, give all Voting Members notice of a General Meeting; and
 - (ii) hold the General Meeting within 2 months of the Voting Members' request.
- (c) The percentage of votes that Voting Members have (in clause 21(b)) is to be worked out as at midnight before the Voting Members request the meeting.
- (d) The Voting Members who make the request for a General Meeting must:
 - (i) state in the request any resolution to be proposed at the meeting; and
 - (ii) sign the request; and
 - (iii) give the request to the Company.
- (e) Separate copies of a document setting out the request for a General Meeting may be signed by Voting Members if the wording of the request is the same in each copy.

22. General Meetings called by Voting Members

- (a) If the directors do not call the meeting within 21 days of being requested under clause 21(b), 50% or more of the Voting Members who made the request may call and arrange to hold a General Meeting.
- (b) To call and hold a meeting under clause 22(a) the Voting Members must:
 - (i) as far as possible, follow the procedures for General Meetings set out in this constitution; and
 - (ii) call the meeting using the list of Voting Members on the Company's member register, which the Company must provide to the Voting Members making the request at no cost; and
 - (iii) hold the General Meeting within three months after the request was given to the Company.
- (a) The Company must pay the Voting Members who request the General Meeting any reasonable expenses they incur because the directors did not call and hold the meeting.

23. Annual General Meeting

- (a) A General Meeting, called the Annual General Meeting, must be held at least once in every calendar year.
- (b) Even if these items are not set out in the notice of meeting, the business of an Annual General Meeting may include:
 - (i) a review of the Company's activities; and
 - (ii) a review of the Company's finances; and
 - (iii) any auditor's report; and
 - (iv) the election of directors; and
 - (v) the appointment and payment of auditors, if any.
- (c) Before or at the Annual General Meeting, the directors must give information to the Voting Members 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 Voting Members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.
- (e) A Member must give notice in writing to the Company of any business or motion they propose to move at an Annual General Meeting at least one (1) calendar month before the meeting.

24. Notice of General Meetings

- (a) Notice of a General Meeting must be given to:
 - (i) each Voting Member entitled to vote at the meeting; and
 - (ii) each director; and

- (iii) the auditor (if any).
- (b) Notice of a General Meeting must be provided in writing at least 21 days before the meeting.
- (c) Subject to clause 24(d), notice of a General Meeting may be provided less than 21 days before the meeting if:
 - (i) for an Annual General Meeting, all the Voting Members entitled to attend and vote at the Annual General Meeting agree beforehand; or
 - (ii) for any other General Meeting, Voting Members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- (d) Notice of a General Meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
 - (i) remove a director; or
 - (ii) appoint a director in order to replace a director who was removed; or
 - (iii) remove an auditor.
- (e) Notice of a General Meeting must include:
 - (i) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this); and
 - (ii) the general nature of the meeting's business; and
 - (iii) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution; and
 - (iv) a statement that Voting Members have the right to appoint proxies and that, if a Voting Member appoints a proxy:
 - A. the proxy does not need to be a member of the Company; and
 - 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.
- (f) If a General Meeting is adjourned (put off) for one month or more, the Voting Members must be given new notice of the resumed meeting.
- (g) Except with the approval of the Board, with the permission of the chairperson of the meeting or pursuant to the Corporations Act, no person may move at any meeting of Members:
 - (i) any resolution (except in the form set out in the notice of meeting given pursuant to this clause 24; or
 - (ii) any amendment of any resolution or a document which relates to any resolution and a copy of which has been made available to Members to inspect or obtain.

25. Quorum at General Meetings

- (a) For a General Meeting to be held, at least 10 Voting Members (a quorum) must be present (in person or by proxy) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a proxy of more than one Voting Member).
- (b) No business may be conducted at a General Meeting if a quorum is not present.
- (c) If there is no quorum present within 30 minutes after the starting time stated in the notice of General Meeting, the General Meeting is adjourned to the date, time and place that the chairperson of the General Meeting specifies. If the chairperson does not specify one or more of those things, the General Meeting is adjourned to:
 - (i) if the date is not specified – the same day in the next week; and
 - (ii) if the time is not specified – the same time; and
 - (iii) if the place is not specified – the same place.
- (d) If no quorum is present at the resumed General Meeting within 30 minutes after the starting time set for that meeting, the General Meeting is cancelled.

26. Auditor's right to attend General Meetings

- (a) The auditor (if any) is entitled to attend any General Meeting and to be heard by the Voting Members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- (b) The Company must give the auditor (if any) any communications relating to the General Meeting that a Voting Member is entitled to receive.

27. Using technology to hold General Meetings

- (a) The Company may hold a General Meeting at two or more venues using any technology that gives the Voting Members as a whole a reasonable opportunity to participate, including to hear and be heard.
- (b) Anyone using this technology is taken to be present in person at the General Meeting.

28. Chairperson for General Meetings

- (a) The President is entitled to chair General Meetings.
- (b) The Voting Members present and entitled to vote at a General Meeting may choose a director or Voting Member to be the chairperson for that meeting if:
 - (i) there is no President; or
 - (ii) the President is not able to be present at the meeting or is not present within 30 minutes after the starting time set for the meeting; or
 - (iii) the President is present but says he or she does not wish to act as chairperson of the meeting.

29. Role of the chairperson at General Meetings

- (a) The chairperson of a General Meeting is responsible for the conduct of the meeting, and for this purpose must give Voting Members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
- (b) The chairperson of a General Meeting does not have a casting vote on a resolution or motion considered at the meeting.

30. Adjournment of General Meetings

- (a) If a quorum is present, a General Meeting must be adjourned if a majority of Voting Members present direct the chairperson of the meeting to adjourn it.
- (b) Only unfinished business may be dealt with at a General Meeting resumed after an adjournment.

Members' resolutions and statements

31. Members' resolutions and statements

- (a) Voting Members with at least 5% of the votes that may be cast on a resolution may give:
 - (i) written notice to the Company of a resolution they propose to move at a General Meeting (**members' resolution**); and/or
 - (ii) a written request to the Company that the Company give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting (**members' statement**).
- (b) A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the Voting Members proposing the resolution.
- (c) A request to distribute a members' statement must set out the statement to be distributed and be signed by the Voting Members making the request.
- (d) Separate copies of a document setting out the notice or request may be signed by Voting Members if the wording is the same in each copy.
- (e) The percentage of votes that Voting Members have (as described in clause 31(a)) is to be worked out as at midnight before the request or notice is given to the Company.
- (f) If the Company has been given notice of a members' resolution under clause 31(a)(i), the resolution must be considered at the next General Meeting held more than two months after the notice is given.
- (g) This clause does not limit any other right that a Voting Member has to propose a resolution at a General Meeting.

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

- (a) If the Company has been given a notice or request under clause 31:

- (i) in time to send the notice of proposed members' resolution or a copy of the members' statement to Voting Members with a notice of meeting, it must do so at the Company's cost, or
 - (ii) too late to send the notice of proposed members' resolution or a copy of the members' statement to Voting Members with a notice of meeting, then the Voting Members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Company in giving Voting Members notice of the proposed members' resolution or a copy of the members' statement. However, at a General Meeting, the Voting Members may pass a resolution that the Company will pay these expenses.
- (b) The Company does not need to send the notice of proposed members' resolution or a copy of the members' statement to Voting Members if:
- (i) it is more than 1,000 words long; or
 - (ii) the directors consider it may be defamatory; or
 - (iii) clause 32(a)(ii) applies, and the Voting Members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to Voting Members; or
 - (iv) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Voting Members.

33. Circular resolutions of Voting Members

- (a) Subject to clause 33(c), the directors may put a resolution to the Voting Members to pass a resolution without a General Meeting being held (a **circular resolution**).
- (b) The directors must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to Voting Members, and set out the wording of the resolution.
- (c) Circular resolutions cannot be used:
 - (i) for a resolution to remove an auditor, appoint a director or remove a director; or
 - (ii) for passing a Special Resolution; or
 - (iii) where the Corporations Act or this constitution requires a meeting to be held.
- (d) A circular resolution is passed if all the Voting Members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 33(e) or clause 33(f).
- (e) Voting Members may sign:
 - (i) a single document setting out the circular resolution and containing a statement that they agree to the resolution; or
 - (ii) separate copies of that document, as long as the wording is the same in each copy.

- (f) The Company may send a circular resolution by email to Voting Members and Voting Members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

Voting at General Meetings

34. How many votes a Voting Member has

Each Voting Member has one vote.

35. Challenge to member's right to vote

- (a) A Voting Member or the chairperson of a General Meeting may only challenge a person's right to vote at a General Meeting at that meeting.
 - (b) If a challenge is made under clause 35(a), the chairperson of the General Meeting must decide whether or not the person may vote. The chairperson's decision is final.
-

36. How voting is carried out

- (a) Voting at a General Meeting must be conducted and decided by:
 - (i) a show of hands; or
 - (ii) a vote in writing; or
 - (iii) a method of voting (including by electronic means) approved by the directors which:
 - A. does not require the Voting Member to be present at the General Meeting to cast the vote; and
 - B. is specified in the notice of the General Meeting; or
 - (iv) another method chosen by the chairperson of the meeting that is fair and reasonable in the circumstances.
 - (b) Before a vote is taken at a General Meeting, the chairperson of the meeting must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
 - (c) On a show of hands at a General Meeting, the chairperson's decision is conclusive evidence of the result of the vote.
 - (d) The chairperson of a General Meeting and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
-

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

- (a) A vote in writing at a General Meeting may be demanded on any resolution instead of or after a vote by a show of hands by:
 - (i) at least five Voting Members present; or

- (ii) Voting Members present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded); or
- (iii) the chairperson of the meeting.
- (b) A vote in writing at a General Meeting must be taken when and how the chairperson of the meeting directs, unless clause 37(c) applies.
- (c) A vote in writing at a General Meeting must be held immediately if it is demanded under clause 37(a):
 - (i) for the election of a chairperson under clause 28(b); or
 - (ii) to decide whether to adjourn the meeting.
- (d) A demand for a vote in writing at a General Meeting may be withdrawn.

38. Appointment of proxy

- (a) A Voting Member may appoint a proxy to attend and vote at a General Meeting on their behalf.
- (b) A proxy of a Voting Member does not need to be a member of the Company.
- (c) A proxy appointed to attend and vote for a Voting Member at a General Meeting has the same rights as the Voting Member to:
 - (i) speak at the meeting; and
 - (ii) vote in a vote in writing (but only to the extent allowed by the appointment); and
 - (iii) join in to demand a vote in writing under clause 37(a).
- (d) An appointment of proxy (**proxy form**) must be signed by the Voting Member appointing the proxy and must contain:
 - (i) the Voting Member's name and address;
 - (ii) the Company's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the meeting(s) at which the appointment may be used.
- (e) A proxy appointment of a Voting Member may be standing (ongoing).
- (f) Proxy forms for a General Meeting must be received by the Company at the address stated in the notice under clause 24(e)(iv) or at the Company's registered address at least 48 hours before the meeting.
- (g) A proxy of a Voting Member does not have the authority to speak and vote for the member at a General Meeting while the member is at the meeting.
- (h) Unless the Company receives written notice before the start or resumption of a General Meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing Voting Member:
 - (i) dies; or

- (ii) is mentally incapacitated; or
 - (iii) revokes the proxy's appointment; or
 - (iv) revokes the authority of a representative or agent who appointed the proxy.
- (i) A proxy appointment of a Voting Member may specify the way the proxy must vote on a particular resolution.

39. Voting by proxy

- (a) A proxy of a Voting Member is not entitled to vote on a show of hands at a General Meeting (but this does not prevent a Member appointed as a proxy from voting as a Voting Member on a show of hands).
- (b) When a vote in writing at a General Meeting is held, a proxy of a Voting Member:
 - (i) does not need to vote, unless the proxy appointment specifies the way they must vote; and
 - (ii) if the way they must vote is specified on the proxy form, must vote that way; and
 - (iii) if the proxy is also a Voting Member or holds more than one proxy, may cast the votes held in different ways.

Directors

40. Board

- (a) The Board must have at least three and no more than thirteen members.
- (b) The composition of the Board from time to time will be:
 - (i) the Elected Directors; and
 - (ii) the Invited Directors; and
 - (iii) the Appointed Directors.
- (c) The Officeholders on the Board from time to time will be:
 - (i) the President; and
 - (ii) the Elected Chairperson; and
 - (iii) the Deputy President; and
 - (iv) the Deputy Chairperson.
- (d) The majority of the Board by number must comprise persons that have a Severe Physical Disability.
- (e) Board members must reside in Australia and must continue to do so whilst in office. If a Board member ceases to reside in Australia, the Board member must notify the Company secretary and the Board member's office will be declared vacant at the first available meeting of directors.

- (f) If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a General Meeting, but for no other purpose.

41. Election of Elected Directors

- (a) The Elected Directors must be the subject of an election by the Voting Members in accordance with this clause 41 and clause 42.
- (b) The directors may determine or the By-laws may specify:
 - (i) the method of election of Elected Directors, which may be an election conducted at a General Meeting, a postal ballot or other method (including electronic) which allows Voting Members generally a right to cast a vote on the election candidates; and
 - (ii) the procedures to be followed in an election of Elected Directors, including requirements for a nomination for election of the President and an Elected Director and the deadline for lodging of a nomination and the procedures for counting of votes and determination of the duly elected candidates.
- (c) If a director accepts a nomination for the office of President, the director must prior to the election resign from the Board but is eligible for election as the President or as an Elected Director.
- (d) The election for the office of President will be conducted before the election for the other Elected Director positions. The person elected as the President will not be considered in the voting for the other Elected Director positions.
- (e) If the number of candidates for an election of Elected Directors is less than or equal to the number of Elected Director positions to be filled at the election, the candidates will be taken to have been duly elected.
- (f) If the number of candidates for an election of Elected Directors is greater than the number of Elected Director positions to be filled at the election, the election must be conducted in accordance with the requirements in clause 41(b).
- (g) A person is eligible for election as an Elected Director if they:
 - (i) are a Voting Member; and
 - (ii) are not under suspension by the directors in accordance with clause 20; and
 - (iii) satisfy the requirements for nomination which are specified or determined pursuant to clause 41(b); and
 - (iv) do not hold a salaried office or position with the Company and have not held a salaried office or position with the Company in the 12 month period prior to the date the appointment is proposed to take effect; and
 - (v) give the Company their signed consent to act as a director of the Company; and
 - (vi) are not ineligible to be a director under the Corporations Act or the ACNC Act.

42. Term of office of Elected Directors

- (a) The President holds office for a two year term and retires at the end of that term.
- (b) Each Elected Director (other than the President) must retire at least once every two years.
- (c) An Elected Director's term of office starts at the end of the Annual General Meeting at which they are elected and ends at the earlier of:
 - (i) the end of the Annual General Meeting at which they retire; and
 - (ii) the time he or she stops being a director under clause 46.
- (d) If an Elected Director stops being a director under clause 46 (**Ceasing Director**) and another Elected Director (**Replacement Director**) is elected to fill the vacated office of the Ceasing Director, the Replacement Director must next retire at the time the Ceasing Director would have had to retire under clause 42(b) had the Ceasing Director not stopped being a director.
- (e) An Elected Director who retires under clause 42(a), 42(b) or 42(d) may nominate for election or re-election, subject to clause 42(f).
- (f) Subject to clause 75(b), an Elected Director who has held office for three consecutive terms of office may only be re-elected after the expiry of 2 years since the end of the last of those consecutive terms.
- (g) An Elected Director may be removed from office by a resolution of the Voting Members in accordance with the Corporations Act.

43. Appointment of Invited Directors

- (a) The Board may appoint a person as a director of the Company on the basis of a particular skill, knowledge or experience that the person may contribute to Board if that person:
 - (i) gives the Company their signed consent to act as a director of the Company; and
 - (ii) is not ineligible to be a director under the Corporations Act or the ACNC Act.
- (b) The Board must decide the terms and conditions under which an Invited Director is appointed other than the term of office of the Invited Director.
- (c) Subject to clause 43(e), an Invited Director holds office for a two year term from the date of appointment and retires at the end of that term.
- (d) An Invited Director who retires under clause 43(c) may be invited by the Board to hold office for a further 2 year term, in which event clauses 43(a) to 43(c) will apply in respect of such re-appointment.
- (e) An Invited Director may be removed from office by a resolution of the Voting Members in accordance with the Corporations Act.

44. Appointment of Appointed Directors

- (a) The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:

- (i) is a Voting Member; and
 - (ii) gives the Company their signed consent to act as a director of the Company; and
 - (iii) is not ineligible to be a director under the Corporations Act or the ACNC Act.
- (b) At each Annual General Meeting, all Appointed Directors must retire.
- (c) An Appointed Director may be removed from office by a resolution of the Voting Members in accordance with the Corporations Act.

45. Election of Officeholders

- (a) At the first directors' meeting after an Annual General Meeting, the Board must elect:
- (i) a director as the Company's Elected Chairperson; and
 - (ii) a director as the Company's Deputy Chairperson; and
 - (iii) a director as the Company's Deputy President,
- for a term which ends at the conclusion of the next occurring Annual General Meeting.
- (b) The By-laws may specify the powers, role or duties of an Officeholder, including the powers of a particular Officeholder to act when another particular Officeholder is absent from a meeting.

46. When a director stops being a director

A director stops being a director if they:

- (a) give written notice of resignation as a director to the Company; or
- (b) die; or
- (c) becomes of unsound mind or a person whose property is liable to be dealt with pursuant to a law about mental health; or
- (d) are removed as a director by a resolution of the Voting Members; or
- (e) are an Elected Director or Appointed Director and they stop being a Voting Member; or
- (f) are absent for 3 consecutive directors' meetings without approval from the directors; or
- (g) become ineligible to be a director of the Company under the Corporations Act or the ACNC Act.

Powers of directors

47. Powers of directors

- (a) The directors are responsible for managing and directing the activities of the Company to achieve the purpose(s) set out in clause 8.
- (b) The directors may use all the powers of the Company except for powers that, under the Corporations Act or this constitution, may only be used by Voting Members.
- (c) The directors must decide on the responsible financial management of the Company including:
 - (i) any suitable written delegations of power under clause 48; and
 - (ii) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- (d) The directors cannot remove a director or auditor. Directors and auditors may only be removed by a resolution of Voting Members at a General Meeting.

48. Delegation of directors' powers

- (a) The directors may delegate any of their powers and functions to a committee, a director, the President, an employee of the Company (such as a chief executive officer) or any other person, as they consider appropriate.
- (b) The directors may revoke or vary any power delegated to a person under clause 48(a). The delegate must exercise the powers delegated to him or her in accordance with any directions of the directors.
- (c) The delegation must be recorded in the Company's minute book.

49. Payments to directors

- (a) The Company must not pay fees to a director for acting as a director.
- (b) The Company may:
 - (i) pay a director for work they do for the Company, other than as a director, if the amount is no more than a reasonable fee for the work done; or
 - (ii) reimburse a director for expenses properly incurred by the director in connection with the affairs of the Company.
- (c) Any payment made under clause 49(b) must be approved by the directors.
- (d) The Company may pay premiums for insurance indemnifying directors, as allowed for by law (including the Corporations Act) and this constitution.
- (e) No member who is a Director may be appointed to any salaried office or position with the Company.

50. Execution of documents

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

- (a) two directors of the Company; or
- (b) a director and the secretary.

Duties of directors

51. Duties of directors

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

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Company; and
- (b) to act in good faith in the best interests of the Company and to further the charitable purpose(s) of the Company set out in clause 8; and
- (c) not to misuse their position as a director; and
- (d) not to misuse information they gain in their role as a director; and
- (d) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 52; and
- (e) to ensure that the financial affairs of the Company are managed responsibly; and
- (f) not to allow the Company to operate while it is insolvent.

52. Conflicts of interest

- (a) A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):
 - (i) to the other directors; or
 - (ii) if all of the directors have the same conflict of interest, to the Voting Members at the next General Meeting, or at an earlier time if reasonable to do so.
- (b) The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- (c) Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 52(d):
 - (i) be present at the meeting while the matter is being discussed; or
 - (ii) vote on the matter.
- (d) A director may still be present and vote if:
 - (i) their interest arises because they are a member of the Company, and the other members have the same interest;

- (ii) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the Company (see clause 71);
- (iii) their interest relates to a payment by the Company under clause 70 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;
- (iv) the Australian Securities and Investments Commission (**ASIC**) makes an order allowing the director to vote on the matter; or
- (v) the directors who do not have a material personal interest in the matter pass a resolution that:
 - A. identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the Company; and
 - B. says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

53. When the directors meet

The directors may decide how often, where and when they meet.

54. Calling directors' meetings

- (a) A director may call a directors' meeting by giving reasonable notice to all of the other directors.
 - (b) A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.
-

55. Chairperson for directors' meetings

- (a) The Elected Chairperson is entitled to chair directors' meetings.
 - (b) The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the Elected Chairperson is:
 - (i) not able to be present at the meeting or is not present within 30 minutes after the starting time set for the meeting; or
 - (ii) present but does not want to act as chairperson of the meeting.
-

56. Quorum at directors' meetings

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

57. Using technology to hold directors' meetings

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

58. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

59. Circular resolutions of directors

- (a) The directors may pass a circular resolution without a directors' meeting being held.
- (b) A circular resolution is passed if notice in writing of the resolution is given to all directors and a majority of the directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of directors) sign or otherwise agree to the resolution in the manner set out in clause 59(c) or clause 59(d).
- (c) Each director may sign:
 - (i) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (ii) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- (d) The Company may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- (e) A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 59(c) or clause 59(d).

60. Valid proceedings

An act at any meeting of directors or a committee of the Board or an act of any person acting as a director is not invalidated by:

- (a) a defect in the appointment or continuance in office of a person as a director, a member of the committee or of the person so acting; or
- (b) a person so appointed being disqualified or not being entitled to vote,

if that circumstance was not known by the directors, committee or person (as the case may be) when the act was done.

Secretary

61. Appointment and role of secretary

- (a) The Company must have at least one secretary, who may also be a director.
- (b) A secretary must be appointed by the directors (after giving the Company their signed consent to act as secretary of the Company) and may be removed by the directors.
- (c) The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- (d) The role of the secretary includes:
 - (i) maintaining a register of the Company's members; and
 - (ii) maintaining the minutes and other records of General Meetings (including notices of meetings), directors' meetings and circular resolutions.

Minutes and records

62. Minutes and records

- (a) The Company must, within one month, make and keep the following records:
 - (i) minutes of proceedings and resolutions of General Meetings;
 - (ii) minutes of circular resolutions of Voting Members;
 - (iii) a copy of a notice of each General Meeting; and
 - (iv) a copy of a members' statement distributed to Voting Members under clause 32.
- (b) The Company must, within one month, make and keep the following records:
 - (i) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees); and
 - (ii) minutes of circular resolutions of directors.
- (c) To allow Members to inspect the Company's records:
 - (i) the Company must give a Member access to the records set out in clause 62(a); and
 - (ii) the directors may authorise a Member to inspect other records of the Company, including records referred to in clause 62(b) and clause 63(a).
- (d) The directors must ensure that minutes of a General Meeting or a directors' meeting are signed within a reasonable time after the meeting by:
 - (i) the chairperson of the meeting; or
 - (ii) the chairperson of the next meeting.

- (e) The directors must ensure that minutes of the passing of a circular resolution (of Voting Members or directors) are signed by a director within a reasonable time after the resolution is passed.

63. Financial and related records

- (a) The Company must make and keep written financial records that:
 - (i) correctly record and explain its transactions and financial position and performance; and
 - (ii) enable true and fair financial statements to be prepared and to be audited.
- (b) The Company must also keep written records that correctly record its operations.
- (c) The Company must retain its records for at least 7 years.
- (d) The directors must take reasonable steps to ensure that the Company's records are kept safe.

By-laws

64. By-laws

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

Notice

65. What is notice

- (a) Anything written to or from the Company under any clause in this constitution is written notice and is subject to clauses 66 to 68, unless specified otherwise.
- (b) Clauses 66 to 68 do not apply to a notice of proxy under clause 38(f).

66. Notice to the Company

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

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

67. Notice to Members

- (a) Written notice or any communication under this constitution may be given to a Member:
- (i) in person;
 - (ii) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices;
 - (iii) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any);
 - (iv) sending it to the fax number nominated by the member as an alternative address for service of notices (if any); or
 - (v) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- (b) If the Company does not have an address for the member, the Company is not required to give notice in person.

68. When notice is taken to be given

A notice:

- (a) delivered in person, or left at a the recipient's address, is taken to be given on the day it is delivered;
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent; and
- (d) given under clause 67(a)(v) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

69. Company's financial year

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

Indemnity, insurance and access

70. Indemnity

- (a) The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.
- (b) In this clause, '**officer**' means a director or secretary and includes a director or secretary after they have ceased to hold that office.

- (c) In this clause, '**to the relevant extent**' means:
- (i) to the extent that the Company is not precluded by law (including the Corporations Act) from doing so; and
 - (ii) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- (d) The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.

71. Insurance

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

72. 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:
 - (i) certain documents, including documents provided for or available to the directors; and
 - (ii) any other documents referred to in those documents.

Winding up

73. Surplus Assets not to be distributed to members

If the Company is wound up, any Surplus Assets must not be distributed to a Member or a former member of the Company, unless that Member or former member is a charity described in clause 74(a).

74. Distribution of Surplus Assets

- (a) Subject to the Corporations Act and any other applicable Act, any court order, and clause 74(c) any Surplus Assets that remain after the Company is wound up must be distributed to one or more charities:
 - (i) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 8; and
 - (ii) which also prohibit the distribution of any Surplus Assets to its members to at least the same extent as the Company.
- (b) The decision as to the charity or charities to be given the Surplus Assets must be made by a Special Resolution of Voting Members at or before the time of winding up. If the members do not make this decision, the Company may apply to the Supreme Court to make this decision.

- (c) To the extent that any Surplus Assets comprise community housing assets of the Company, such community housing assets must be transferred to another organisation in a participating jurisdiction which is:
 - (i) a registered community housing provider within the meaning of the National Law, in the jurisdiction in which the assets are located; or
 - (ii) is a housing agency within the meaning of the National Law in the jurisdiction in which the assets are located.
- (d) For the purposes of clause 74(c), the identity of the registered community housing provider or housing agency must be decided by the Voting Members by ordinary resolution at or before the time of winding up or dissolution of the Company, and, if the Voting Members cannot decide, by the person who is the Elected Chairperson at the time of winding up or dissolution of the Company.

Transitional Arrangements

75. Transitional rules

- (a) Everything done under any previous constitution of the Company shall continue to have the same operation and effect after the adoption of this Constitution as if properly done under this Constitution.
- (b) Every Elected Director appointed under the constitution of the Company in effect immediately before the adoption of this Constitution shall be taken to have been appointed in accordance with clause 41 and shall continue to hold office for the unexpired term of their office, subject to this Constitution except that clause 42(f) shall not apply to such Elected Directors.
- (c) Any Director (other than an Elected Director) appointed under the constitution of the Company in effect immediately before the adoption of this Constitution shall be taken to have been appointed in accordance with clause 43 and shall continue to hold office for the unexpired term of their office, subject to this Constitution.
- (d) Every Officeholder appointed under the constitution of the Company in effect immediately before the adoption of this Constitution shall be taken to have been appointed in accordance with clause 45 and shall continue to hold office for the unexpired term of their office, subject to this Constitution.