

2023 Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Spinal Cord Injuries Australia (Company) will be held on Thursday 23 November 2023 at 3pm at 1 Jennifer Street, Little Bay, NSW 2036 and in a virtual meeting space.

To join the virtual meeting space go to: <https://scia.org.au/2023/11/03/make-your-voice-heard-at-scias-annual-general-meeting/>

AGENDA

1. Meeting Open
2. Apologies
3. President's Report
4. CEO Report
5. Consideration of Financial Statements and Report of the Auditors

To receive and consider the Financial Report and the report of the Auditors of the Company for the year ended 30 June 2023.

6. Results of the Election of Directors
7. Special Business

1. Modification of Company Constitution

Short Explanation: Under section 136(2) of the Corporations Act 2001 (Cth) and clause 11 of the Company constitution, the Company must seek member approval by special resolution to modify its constitution. Please refer to the **Explanatory Statement** for details.

To consider, and if thought fit, pass the following resolution as a **special resolution**:

"That, for the purposes of section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Company modify the constitution of the Company in accordance with the marked up copy of the constitution tabled at the meeting."

8. Any other business
9. Meeting close

By order of the Board of Directors



Shirley Carpenter
Company Secretary
Dated at Sydney, 3 November 2023

NOTES:

Who may vote	Subject to the Company constitution, a Voting Member is entitled to attend and vote at the meeting convened by this notice. A Voting Member is a person who: (i) has been a Full Member for a period of three calendar months or (ii) is a Life Member.
Proxies - Appointment	A Voting Member who is entitled to attend and vote at the meeting has a right to appoint a proxy to attend and vote for the Voting Member at the meeting. A proxy does not need to be a Voting Member of the Company.
Proxies - Lodgement	To be valid, a proxy form must be received by the Company by 3pm on 21 November 2023 (Proxy Deadline). Proxies may be submitted: (a) by post addressed to PO Box 397, Matraville, NSW, 2036 or delivery to the Company at 1 Jennifer Street, Little Bay NSW 2036; or (b) by email to scarpenter@scia.org.au . A proxy appointment must be signed by the Voting Member or the Voting Member's attorney. Where the appointment is signed by the appointor's attorney, a certified copy of the authority, or the authority itself, must be lodged with the Company in one of the above ways by the Proxy Deadline.
Special resolutions	Special resolutions must be passed by at least 75% of all votes cast by Members entitled to vote on those resolutions.



Spinal Cord Injuries Australia

Spinal Cord Injuries Australia ABN 93 001 263 734

Explanatory Statement

This statement explains the items of business to be considered at the meeting and should be read in conjunction with the notice of meeting.

1. Modification of Company constitution

Background

The Company proposes to amend the Company constitution to allow General Meetings of Voting Members and Directors' Meetings to be held using Virtual Meeting Technology only.

The Company also proposes to amend the Company constitution to ensure the distribution of assets on a winding up is required to occur in the manner required under the Community Housing Providers (Adoption of National Law) Act 2012 (NSW) (**National Law**).

Finally, the Company proposes to make a clarificatory drafting change to the provisions governing the use of the Company's assets and income, for the purposes of ensuring the Company's eligibility for a payroll tax exemption in Queensland.

Proposed modifications

A copy of the entire constitution with the marked-up amended provisions is set out in Attachment A to the Explanatory Statement.

A Voting Member may request a PDF copy of the entire constitution with the marked-up amended provisions by contacting Shirley Carpenter at scarpenter@scia.org.au and providing their email address. A copy of the entire constitution with the marked-up amendments will also be available for inspection at the meeting.

A summary of the amendments to the constitution are:

Virtual Meetings

- (a) Under the Corporations Act and the terms of the Company's current constitution, General Meetings of Voting Members can be held at one or more physical venues, or at one or more physical venues *and* using virtual meeting technology.
- (b) The proposed amendments to clauses 21, 25 and 27 of the Company's constitution will expressly permit general meetings to be held *entirely* via virtual meeting technology without a physical venue.
- (c) Current clause 57 of the Company constitution permits the use of technology to hold directors' meetings. The proposed amendments to this clause ensure that the terminology describing the use of technology in for Directors meetings is consistent with the terminology proposed to be used for shareholders meetings.

Distribution of Assets on a Winding Up

- (d) Current clause 74(a) of the Company constitution provides for the distribution of Surplus Assets that remain after the Company's winding up. To the extent that any Surplus Assets comprise community housing assets, current clauses 74(c) and (d) provide that these assets are to be distributed to a

registered community housing provider or a Housing Agency in the jurisdiction where the assets are located.

- (e) The NSW Registrar of Community Housing has requested amendments to these provisions to more strictly align with the National Law. The proposed amendments to clause 74 (which the Registrar has approved) are:
- amendments to clause 74(a) clarify that the clause applies to the distribution of Surplus Assets that remain "on", not "after", the Company's winding up; and
 - amendments to clauses 74(c) and (d) to clarify that the distribution of community housing assets can only be to registered housing providers with the same or similar charitable purposes as the Company and which also prohibits the distribution of Surplus Assets to its members to the same extent as the Company.

Queensland Payroll Tax Exemption

- (a) For the Company to be eligible for registration as a charitable institution and a corresponding payroll tax exemption in Queensland, the Queensland revenue authority has requested an amendment to clause 10 of the constitution.
- (b) The proposed amendments to clause 10 state expressly that the Company's income and assets must be used solely for promoting its objects. This is a wording change only - and is entirely consistent with the effect of existing clauses 8 and 10.

Under section 136 of the Corporations Act 2001, a Company must have Member approval by a special resolution to modify its constitution.

Directors' Recommendation

The Directors of the Company recommend that Members vote in favour of Resolution 1.

Constitution of Spinal Cord Injuries Australia

Australian Company Number (ACN) 001 263 734

Australian Business Number (ABN) 93 001 263 734

A company limited by guarantee

Version Control

Version **23** – Approved on **28**[insert] November **2019****2023**

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, as contained in the Appendix to the Community Housing Providers (Adoption of National Law) Act 2012 (NSW).

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.

Virtual Meeting Technology means any technology (including online platforms) that allows a person to participate in a meeting without being physically present at the meeting.

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.
- (e) Reference to a person being "present" at a meeting includes participating in the meeting using a Virtual Meeting Technology by which the meeting is being held; and
- (f) Reference to a "venue" of a meeting may be, but need not be, a physical place.

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's income and assets must be used solely for promoting its objects, and 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) 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: to be held at the time and venue or venues (including at 2 or more venues using technology, or using Virtual Meeting Technology only, that gives Voting Members, as a whole, a reasonable opportunity to participate).
- (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

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 and venue or venues 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 including using Virtual Meeting Technology only); 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 placevenue 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 placevenue is not specified – the same place-venue or venues (including using Virtual Meeting Technology only).
- (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-meeting of Members:
- (i) _____ at twoone or more physical venues;
 - (ii) _____ at one or more physical venues and using any-technologyVirtual Meeting Technology;
 - (iii) _____ using Virtual Meeting Technology only,
- provided that gives the Voting Members entitled to attend the meeting, as a whole, are given a reasonable opportunity to participate, including to hear and be heard in the meeting.

- ~~(a)(b)~~ Anyone using this technology A Member who attends a meeting of Members (whether at a physical venue or by using Virtual Meeting Technology) is taken for all purposes to be present in person at the ~~General Meeting~~ meeting while so attending.
- ~~(c)~~ If a meeting of Members is held using Virtual Meeting Technology, the Board may (subject to the Corporations Act) make rules or requirements in connection with participation in the meeting by that technology, including rules or requirements to verify the identity of a person or to ensure the security of the technology.
- ~~(d)~~ If, before or during a meeting of Members that is held or appointed to be held using Virtual Meeting Technology, any technical difficulty occurs where all Members entitled to attend the meeting may not be able to participate, the Chair may:
- ~~(i)~~ postpone or adjourn the meeting until the difficulty is remedied or to such other time or venue as the Chair determines; or
- ~~(ii)~~ subject to the Corporations Act, continue the meeting provided that a quorum remains present and able to participate in the meeting.
- ~~(e)~~ Subject to the Corporations Act, a meeting of Members held using Virtual Meeting Technology and anything done (including the passing of a resolution) at the meeting is not invalid because of the inability of one or more Members to access, or to continue to access, the Virtual Meeting Technology for the meeting, provided that sufficient Members are able to participate in the meeting as are required to constitute a quorum.
- ~~(f)~~ Except with the approval of the Board, with the permission of the Chair 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 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.

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)).

- (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)~~ Virtual Meeting Technology that is agreed to by all of the directors.
- (b) The directors' agreement to using ~~technology~~ Virtual Meeting Technology at their meeting may be a standing (ongoing) one.

- (c) A director may only withdraw his or her agreement to using **technology**Virtual Meeting 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.

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 ~~afteron~~ ~~the Company is wound~~ Company's winding 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~~ Notwithstanding any other provision in this constitution, 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; ~~and otherwise satisfies the requirements of clause 74(a)~~; or
 - (ii) ~~is a housing agency within the meaning of the National Law~~ is a Housing Agency 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~~ decision as to whether the community housing assets are transferred to a registered community housing provider, and by extension, the identity of the registered housing provider, or transferred to the 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.
- (e) ~~In this clause 74, the terms "community housing assets", "community housing provider", "Housing Agency" and "participating jurisdiction" have the same meaning given to the terms in the National Law.~~

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.