

DATED 18<sup>th</sup> November 2019

An Incorporated Association

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**CONSTITUTION**

**OF**

**Havelock Housing Association Inc**



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# CONSTITUTION OF HAVELOCK HOUSING ASSOCIATION INCORPORATED

## 1 DEFINITIONS AND INTERPRETATION

### 1.1 Definitions

In this Constitution unless the contrary intention appears:

**AGM** means the annual general meeting.

**Annual Membership Fee** means the membership fee that applies for the period from 1 July to 30 June in a particular year as determined by the Management Committee in accordance with clause 5.1.

**Applicable Law** means the laws and regulations that apply to the Association, including but not limited to the following:

- (a) *Association Incorporation Act 1991 (ACT)*;
- (b) *Community Housing Providers National Law (ACT) Act 2013 (ACT)*;
- (c) *Housing Assistance Act 2007 (ACT)*; and
- (d) *Australian and Not for Profits Commission Act 2012 (Cth)*.

**Association** means Havelock Housing Association Incorporated.

**Business Day** means a day which is not a Saturday, Sunday or public holiday in the Australian Capital Territory.

**Code of Conduct** means the code of conduct of the Association as it applies to Members or the Management Committee, as relevant.

**Constitution** means this constitution as amended.

**Finance Subcommittee** means the finance subcommittee established in accordance with clause 16.5.

**Financial Year** means the year from 1 July to 30 June.

**Legal Personal Representative** means:

- (a) a person appointed as a 'Manager' in accordance with the *Guardianship and Management of Property Act 1991 (ACT)* or equivalent; or
- (b) an attorney authorised under an enduring power of attorney appointed in accordance with *Powers of Attorney Act 2006 (ACT)* or equivalent.

**Management Committee** means the committee of the Association under clause 9.

**Management Committee Member** includes any person occupying the position of Management Committee member of the Association.

**Member** means a member of the Association.

**Non-Voting Member** means a Member who meets the requirements of clause 4.3.

**Register** means the register of Members.

**Registered Address** means the last known address of a Member as noted in the Register.

**Registered Community Housing Provider** has the meaning given to that term in *Community Housing Providers National Law (ACT) Act 2013 (ACT)*.

**Returns Officer** means an independent person, who is not a Management Committee Member nor is nominated for election to the Management Committee, appointed by the Chief Executive Officer prior to the relevant general meeting to oversee, co-ordinate and manage an election process.

**Special Resolution** has the meaning given to that term in the *Association Incorporation Act 1991 (ACT)*.

**Voting Member** means a Member who meets the requirements of clause 4.2.

## 1.2 Interpretation

In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words importing natural persons include corporations;
- (c) words and expressions defined in the *Association Incorporation Act 1991 (ACT)* have the same meaning in this Constitution; and
- (d) headings are for ease of reference only and do not affect the construction of this Constitution.

## 2 OBJECTS

### 2.1 Objects of the Association

The objects for which the Association is established are:

- (a) to increase the range of housing and accommodation options in the ACT by providing a high standard of community housing in the ACT through Havelock House and other properties owned and/or managed by the Association;
- (b) to manage Havelock House as affordable housing for people on low incomes, and to manage its facilities in the interests of the community;
- (c) to increase the range and availability of secure, affordable housing to low income earners by expanding community housing in the ACT;
- (d) to expand the range of housing options available to people in housing need or stress;
- (e) to encourage a sense of community between residents and members of the Association both within Havelock House and within other housing projects of the Association;
- (f) to maximise member involvement by encouraging the development of the knowledge and skills necessary to enable effective participation in the management of the Association, and by ensuring opportunities are available for direct participation in the management of the Association;

- (g) to encourage support within the community and within government for the growth of community based non-profit housing, and to work with other organisations to achieve this goal;
- (h) to enter into any arrangements of a commercial or similar nature that will enable the Association to further its community housing objectives;
- (i) any other objects determined by the Management Committee which are consistent with the above objects; and
- (j) to cooperate with any other organisation in furtherance of these objects.

## 2.2 Exercise of Powers

The Association may only exercise its powers to:

- (a) carry out the objects in clause 2.1; and
- (b) do all things incidental or convenient in relation to the exercise of power under clause 2.2(a).

## 3 INCOME AND PROPERTY

### 3.1 Application of Income and Property

The income and property of the Association will only be applied towards the promotion of the objects of the Association as set out in clause 2.

### 3.2 Transfers to Members

No income or property will be paid or transferred directly or indirectly to any Member except for bone fide compensation for services rendered or expenses incurred on behalf of the Association.

## 4 MEMBERSHIP

### 4.1 Classes of Members

Membership of the Association is an annual membership from 1 July to 30 June and consists of two categories:

- (a) Voting Members; and
- (b) Non-Voting Members.

### 4.2 Voting Members

- (a) A Voting Member may be any person (including a person's Legal Personal Representative) who supports the objects of the Association and adheres to the Code of Conduct, who has been granted membership and who has paid the Annual Membership Fee for the applicable membership year.
- (b) All Voting Members have the right to:
  - (i) receive all material circulated by the Association;
  - (ii) the benefits of all services provided by the Association;
  - (iii) receive notice of every general meeting of the Association; and

- (iv) attend and vote at each general meeting of the Association, provided the Annual Membership Fee is paid by 30 June or otherwise in accordance with any conditions imposed under clause 5.2 and there are no rent arrears or other monies outstanding to the Association.

#### 4.3 Non-Voting Members

- (a) A Non-Voting Member may be any person (including a person's Legal Personal Representative) who supports the objects of the Association and adheres to the Code of Conduct, who has been granted membership and who has not paid the Annual Membership Fee for the applicable membership year.
- (b) All Non-Voting Members have the following rights and restrictions:
  - (i) the right to:
    - A. receive such material circulated by the Association to its Members as the Management Committee thinks fit; and
    - B. attend Association programs and activities; and
  - (ii) no right to vote at general meetings of the Association, any meeting of the Members or on any resolution of Members.

#### 4.4 Application for Membership

Applications for membership must be provided by the applicant in a format approved by the Management Committee.

#### 4.5 Management Committee to Consider Application

An application for membership will be considered at the next Management Committee meeting.

#### 4.6 Decisions of Management Committee

When considering an application for membership, if the Management Committee:

- (a) requires further information, determination of the application is deferred until the information has been supplied; or
- (b) rejects the application, the Management Committee will not be required to give reasons for the rejection.

#### 4.7 Acceptance of Application

As soon as practicable following the Management Committee's acceptance or rejection of an application, the Association will notify the applicant and enter the Member onto the Register.

#### 4.8 Rights of Members are Personal

A right, privilege or obligation that a Member has:

- (a) cannot be transferred to another person; and
- (b) terminates on cessation of the Member's membership.

## **5 SUBSCRIPTION FEES OF MEMBERS**

### **5.1 Fees**

The Annual Membership Fee is determined by resolution of the Management Committee.

### **5.2 Collection and Payment of Fees**

- (a) Subject to clause 5.2(b), the Annual Membership Fee is due and payable by 30 June in each year.
- (b) The Management Committee may make rules relating to the collection and payment of any fees imposed in accordance with clause 5.1.

## **6 CEASING TO BE A MEMBER**

### **6.1 By Resignation**

A Member's membership will cease if the Member gives the Association written notice of resignation, effective from the date of receipt of that notice by the Association. That Member will continue to be liable for any Annual Membership Fee, rent arrears or other monies outstanding to the Association at the date of resignation.

### **6.2 By Resolution of the Management Committee**

A Member's membership will cease if the Management Committee passes a resolution in accordance with clause 7.1.

### **6.3 Annual Membership**

A Member's membership will cease on 30 June in the applicable membership year, unless the Member renews membership and in the case of a Voting Member, pays the Annual Membership Fee in full on or before 30 June or otherwise in accordance with any conditions imposed under clause 5.2.

### **6.4 Individual Membership**

Where the member is an individual, a Member's membership will cease if the Member:

- (a) dies;
- (b) for whom a Legal Personal Representative has not been appointed, lacks legal capacity;
- (c) is convicted of an indictable offence;
- (d) is terminated, or otherwise ceases residency, as a tenant or occupant of a property owned or managed by the Association; or
- (e) fails to renew membership of the Association.

## **7 DISCIPLINARY POWERS**

### **7.1 Discipline Resolution of the Management Committee**

Where the Management Committee is of the opinion that a Member:

- (a) has persistently refused or neglected to comply with any provision of this Constitution, or

- (b) has persistently acted in a manner that may be prejudicial to the interests of Members and the Association,

the Management Committee may by resolution after affording that Member natural justice:

- (i) expel the Member from the Association, or
- (ii) suspend the Member for such period, and from enjoying such rights and privileges of membership as the Management Committee may determine.

## 7.2 Procedure

The Management Committee may make policies and procedures to ensure the rules of natural justice apply prior to making the resolution in clause 7.1.

## 8 MEETINGS OF THE ASSOCIATION

### 8.1 AGMs

The Association must, at least once in each calendar year and within 5 months after the end of each Financial Year, call an AGM of its Members.

### 8.2 Calling AGMs

- (a) The AGM of the Association must be called on the date and at the place and time that the Management Committee considers appropriate.
- (b) In addition to any other business that may be transacted at an AGM, the business of an AGM is:
  - (i) to confirm the minutes of the last AGM and of any general meeting held since that meeting;
  - (ii) to receive from the Chief Executive Officer and/or the Chair reports on the activities of the Association during the last Financial Year;
  - (iii) to appoint the auditors of the Association;
  - (iv) to elect members of the Management Committee;
  - (v) to receive and consider the statement of accounts and the reports; and
  - (vi) to consider any business notified by a Voting Member to the Management Committee in accordance with the requirements of clause 8.4(e).

### 8.3 Calling general meetings

- (a) The Management Committee may, whenever it considers appropriate, call a general meeting of the Association.
- (b) The Management Committee must, on written request of at least 10% of all Voting Members, call a meeting of the Association.
- (c) A written Voting Members' request for a meeting:
  - (i) must state the purpose or purposes of the meeting;
  - (ii) must be signed by the requesting Voting Members;
  - (iii) must be lodged with the Management Committee; and
  - (iv) may consist of several documents in a similar form, each signed by one or more of the requesting Voting Members.



- (d) If the Management Committee fails to call a meeting within one month after the Voting Members' request for a meeting is lodged with the Management Committee, one or more of the requesting Voting Members may call a meeting to be held within three months of that time.
- (e) A meeting called by the Voting Members must be called in accordance with this Constitution and any reasonable expense incurred in doing so must be reimbursed by the Association.

#### 8.4 Notice of general meetings

- (a) The Management Committee must issue each Member with notice of a general meeting of the Association (including an AGM):
  - (i) at least 21 days before the general meeting where the nature of business to be dealt with requires a Special Resolution, and
  - (ii) at least 14 days before the general meeting in all other cases.
- (b) Notice may be given by one or more of the following methods:
  - (i) personally;
  - (ii) by post to the address for the Member in the Register or the alternative address (if any) nominated by the Member;
  - (iii) by email to an address nominated by the Member; or
  - (iv) by publication:
    - A. on the Association's website (if any);
    - B. in the Association's newsletter (if any);
    - C. in a local newspaper; or
    - D. on the Association's social media page (if any).
- (c) Notice is deemed to be given:
  - (i) at the moment it is given personally;
  - (ii) 3 days after it is posted;
  - (iii) on the business day after it is faxed or emailed;
  - (iv) on the day on which it is published; or
  - (v) if given by other electronic means, on the business day after the Member is informed that the notice is available.
- (d) The notice must specify:
  - (i) the place of the meeting;
  - (ii) the date of the meeting;
  - (iii) the time of the meeting; and
  - (iv) the nature of the business to be transacted at the meeting.
- (e) Only Voting Members who owe no money to the Association can bring any business before a meeting by giving 7 days' written notice of that business to the Management Committee, who must include that business in the next notice of meeting.

## 8.5 Chair of general meetings

- (a) The Chair, or in their absence the Vice Chair, will chair the meeting.
- (b) If the Chair or Vice Chair is not present, the Members may elect one of the Management Committee Members to chair the meeting.
- (c) The person chairing the meeting will be responsible for the proper conduct of the meeting.

## 8.6 Quorum

- (a) A quorum must be present before business may be transacted at a meeting.
- (b) Quorum of Members is the lesser of
  - (i) 10 Members; or
  - (ii) 10% of all the Members of the Association.
- (c) If within 30 minutes after the time appointed for the meeting a quorum is not present, the meeting:
  - (i) is dissolved if called on the request of Voting Members; or
  - (ii) in any other case, is adjourned to the same place and time of the following week.
- (d) The chair of the meeting may specify another time and place to which the meeting is adjourned, either at the time of adjournment or by written notice.

## 8.7 Adjournment

- (a) The chair of a meeting at which a quorum is present may, with the consent of the majority of Voting Members present, adjourn the meeting.
- (b) No business may be transacted at a resumed meeting other than the business left unfinished at an adjourned meeting.
- (c) If a meeting is adjourned for 14 days or more, the Management Committee must give written or oral notice of the resumed meeting to each Member stating:
  - (i) the place of the resumed meeting;
  - (ii) the date of the resumed meeting;
  - (iii) the time of the resumed meeting; and
  - (iv) the nature of the business to be transacted at the resumed meeting.

## 8.8 Making of Decisions

- (a) A question, matter or resolution arising at a meeting will be decided by a majority of votes.
- (b) Where a decision has been made, a minute to that effect is evidence of that fact.

## 8.9 Technology

A general meeting may be held at 2 or more venues using any technology that gives each Member a reasonable opportunity to participate.

## 8.10 Voting

- (a) Voting will be by a show of hands, unless the Chair or person presiding as chair decides otherwise.
- (b) Voting Members may only vote as long as they have paid all money owing to the Association, including the payment of the Annual Membership Fee paid in accordance with

any conditions imposed under clause 5.2 and there are no rent arrears or other monies outstanding to the Association.

- (c) Each Voting Member has only one vote on any question arising at a meeting.
- (d) In the event of an equality of votes on any question at a general meeting, the chair of the meeting has a casting vote.
- (e) A Voting Member may appoint a person as proxy in writing on a form approved by the Management Committee and signed by that member.

## **9 MANAGEMENT COMMITTEE**

### **9.1 Qualifications**

A Management Committee Member must be a Voting Member. A Management Committee Member must have a commitment to the objects of the Association and possess core competencies determined by the Management Committee to fulfil the role.

### **9.2 Composition of Management Committee**

- (a) The Management Committee will compose of:
  - (i) the Executive Subcommittee; and
  - (ii) 4 Management Committee Members; and
  - (iii) any number of additional members appointed by the Management Committee on terms it considers appropriate.
- (b) The Executive Subcommittee will comprise:
  - (i) the Chair;
  - (ii) the Vice Chair; and
  - (iii) the Treasurer.
- (c) The Executive Subcommittee is elected by the Management Committee Members following each AGM.
- (d) When appointing additional members in accordance with clause 9.2(a)(iii) the Management Committee should consider the Association's planned activities for the coming year and the need to ensure the Management Committee reflects the community it serves.

### **9.3 Term**

- (a) Management Committee Members serve for a term of 2 years.
- (b) In years ending in an even number, at least half of the Management Committee Members will be elected to replace the equivalent number of Management Committee Members due to resign. In years ending in an odd number, at least half of the Management Committee Members will be elected to replace the equivalent number of Management Committee Members due to resign.

### **9.4 Nominations and election**

- (a) The ballot for the election of the Management Committee must be conducted at the AGM in the way the Management Committee decides.
- (b) Any Member may nominate a Voting Member to be a Management Committee Member.

- (c) Nominations must be:
  - (i) in writing, endorsed by the nominee, and seconded by another Member; and
  - (ii) delivered to the Returns Officer no later than 14 days prior to the AGM.
- (d) The Returns Officer will determine the eligibility of candidates against the requirements of the Constitution and provide a report on the nominations to the AGM prior to the conduct of any ballot.
- (e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected and further nominations will not be received at the AGM.
- (f) If insufficient nominations are received to fill all the positions of Management Committee Members:
  - (i) the candidates nominated shall be deemed to be elected;
  - (ii) the positions not filled will be deemed to be vacant; and
  - (iii) further nominations will be received at the AGM for the positions remaining unfilled only.
- (g) If the number of nominations exceeds the number of vacancies to be filled, a ballot will be held.
- (h) The ballot for the election of Management Committee Members will be conducted at the Annual General Meeting by a show of hands conducted by the Returns Officer.
- (i) On the election to the Management Committee at the Annual General Meeting, the duration of membership of the Management Committee Members becomes a period of two years.
- (j) Members elected to the Management Committee will take office at the conclusion of the AGM at which they are elected and will hold office for 2 years until the conclusion of the AGM at which they are due to retire. All members of the Management Committee are eligible for re-election.

**10 MANAGEMENT COMMITTEE MEMBERS' REMUNERATION**

- (a) Management Committee Members are paid the remuneration that the Management Committee considers appropriate.
- (b) In addition, Management Committee Members may receive bone fide compensation for services rendered or expenses incurred on behalf of the Association.

**11 VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER**

**11.1 Vacancy**

The office of a Management Committee Member is immediately vacated if the Management Committee Member:

- (a) dies;
- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors;
- (c) becomes medically unfit to act;
- (d) resigns her or his office in writing addressed to the Management Committee;

- (e) fails, without leave granted by the Management Committee, to attend 3 consecutive meetings of the Management Committee;
- (f) breaches the Code of Conduct;
- (g) ceases to be a Member of the Association;
- (h) is suspended or expelled for conduct detrimental to the interests of the Association;
- (i) is convicted of a criminal offence that is detrimental to the interests of the Association; or
- (j) is disqualified from office under an Applicable Law, including section 63(1) or section 63A of the Associations Incorporation Act 1991 (ACT).

#### 11.2 Filling Vacancy

- (a) The Management Committee may appoint any Voting Member who meets the qualifications set out in clause 9.1 to fill a vacancy on the Management Committee.
- (b) A Management Committee Member appointed to fill a vacancy holds office for the remainder of the term of the Management Committee Member whose position they replace.

## 12 POWERS AND DUTIES OF MANAGEMENT COMMITTEE MEMBERS

### 12.1 Governance

The Management Committee may from time to time determine policies and procedures for the Association's governance.

### 12.2 Business of the Association

In order to carry out the objects of the Association, the Management Committee has the power to do anything whatever the Applicable Law requires or allows the Association to do, including the following powers:

- (a) to purchase, take on, lease or in exchange and hire or otherwise acquire any real or personal property;
- (b) to buy, sell and supply and deal in goods of all kinds solely in furthering the objects of the Association;
- (c) to accept any gift, whether subject to a special trust or not;
- (d) to take such steps from time to time as the Management Committee or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, subscriptions, or otherwise;
- (e) to print and publish such newspapers, periodicals, books, leaflets, or other documents as the Management Committee or the members in general meeting may think desirable;
- (f) to borrow and raise money in such a manner and on such terms as the Management Committee may think fit or may be approved by resolution passed at a General Meeting and to secure the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Association;
- (g) to invest any monies of the Association in such a manner as the Management Committee or members at the General Meeting may from time to time determine, whilst taking into account the obligations to any bodies from whom the monies were provided;

- (h) to subscribe to, make gifts or donations to any of the funds, become a member of and cooperate with any other association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association as deemed to be so by the Association;
- (i) to appoint, employ, suspend, remove or dismiss such persons as the Management Committee or members in a general meeting may deem necessary or convenient for the purposes of the Association;
- (j) to enter into any arrangement with any governments or authorities, municipal, territorial, state, local or otherwise, and with any duly incorporated community
- (k) organisation or corporation that may seem to the Management Committee or to the members in general meeting conducive to the objects of the Association;
- (l) to establish and support, or aid in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit employees or past employees of the Association and their dependents, and to grant pensions, allowances, or other benefits to employees or past employees of the Association and their dependents, and to make payments towards insurance in relations to any of those purposes;
- (m) to establish and support or aid in the establishment or support of any other association or not-for-profit company formed for or in support of any of the objects of the Association;
- (n) to set the charges, rents and fees for all services provided by the Association;
- (o) to do all such other lawful things as are incidental or conducive to the attainment of the objects of the Association or the exercise of any of the powers specified in the foregoing provisions of this sub-rule;
- (p) appoint, when necessary, subcommittees to be responsible for specific tasks. Such subcommittees may be appointed to make recommendations to the Management Committee or be given authority to act as a decision making body in a limited capacity;
- (q) to conduct such activities including, but not limited to, hiring or leasing office and meeting space, and providing tenancy management, property management and other services to enhance the Association's capacity to provide community housing;
- (r) to maintain contact and liaise with other related organisations and support and promote other alternative accommodation services;
- (s) to delegate such powers and responsibilities to the Chief Executive Officer which he/she may delegate to the employees of the Association at the discretion of the Management Committee.

### 12.3 Regulations

The Management Committee by a majority decision may make regulations, regulating the operation of the Association or prescribing any matter or thing permitted or required by or under these rules to be prescribed and such regulations shall continue in force until amended or rescinded by the Management Committee or any subsequent Management Committee or by a General Meeting.

### 12.4 Chair

- (a) The Chair will be elected by the Management Committee. The person elected to the position of Chair of the Association will chair all general meetings and Management Committee meetings of the Association. The Chair will be responsible for the maintenance of order at such meetings and will determine the order of business.
- (b) In the case of an equality of voting on a question arising at a meeting:
  - (i) at general meetings, the chair presiding at the meeting has a casting vote; and
  - (ii) at Management Committee meetings, the chair presiding at the meeting has a casting vote.

#### 12.5 Vice-Chairperson

The Vice-Chairperson will be elected by the Management Committee. The Vice-Chairperson will exercise all the powers of the chairperson in the absence of the chairperson.

#### 12.6 Public Officer

In accordance with the provisions of the Applicable Law, the Public Officer shall be a person who is a resident in the Australian Capital Territory and over the age of eighteen (18). The Chief Executive Officer shall notify the Registrar-General's Office in Canberra of the appointment and the officer's name and residential address within one month of that appointment.

#### 12.7 Chief Executive Officer

- (a) The Management Committee may appoint a person to the role of the Chief Executive Officer (CEO) of the Association. The Chief Executive Officer reports directly to the Management Committee and may be the Management Committee's appointee to the management committee of any subsidiary organisations of the Association.
- (b) The Chief Executive Officer's role is a paid position and the remuneration of the appointee is to be determined by the Management Committee and reviewed annually.
- (c) The Chief Executive Officer will be the public spokesperson for the Association, but in his/her absence, this responsibility may be assigned to an appropriate person as determined by the Chief Executive Officer from time to time.

### **13 MANAGEMENT COMMITTEE MEETINGS**

#### 13.1 Election of Chair

- (a) The Chair, or in their absence the Vice Chair, will chair the meeting.
- (b) If the Chair or Vice Chair is not present, the Management Committee may elect one of the Management Committee Members to chair the meeting.
- (c) The person chairing the meeting, if not the Chair, has the powers and functions of the Chair during that meeting and is responsible for the proper conduct of the meeting.

#### 13.2 Convening of Meetings

- (a) A Management Committee meeting must be convened at least once every three months.
- (b) A Management Committee Member may at any time convene a Management Committee meeting.
- (c) A Management Committee meeting must be convened on at least 72 hours notice to each Management Committee Member.

### 13.3 Venue of Meeting

- (a) A Management Committee meeting may be held by any technological means by which the Management Committee are able to simultaneously participate in discussion.
- (b) Subject to clause 15, a Management Committee Member who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.

### 13.4 Procedure of Management Committee Meetings

The Management Committee may meet together, adjourn and regulate their meetings as they think fit.

### 13.5 Quorum

A quorum of Management Committee Members is 50% of Management Committee Members.

### 13.6 Insufficient Management Committee Members to Constitute Quorum

If within 30 mins of the time appointed for the meeting, the number of Management Committee Members is not sufficient to constitute a quorum, the meeting will be adjourned to a time and place advised by the Chair or person presiding at the meeting.

### 13.7 Notice

Notice of a Management Committee meeting may be given in writing or using any technology consented to by a majority of the Management Committee.

### 13.8 Vacancies

The Management Committee may act notwithstanding a vacancy on the Management Committee.

## **14 VOTING AT MANAGEMENT COMMITTEE MEETINGS**

### 14.1 Management Committee Member has One Vote

Subject to clause 15, each Management Committee Member has one vote.

### 14.2 No Proxy

A Management Committee Member may not appoint a proxy to attend any meeting in their place.

### 14.3 Majority of Votes

Questions arising at a Management Committee meeting are decided by a majority of votes of the Management Committee Members present and voting.

### 14.4 Casting vote

In the event of an equality of votes on any question, the Chair, or the person presiding at the meeting, has a casting vote.

### 14.5 Circulating Resolution



- (a) The Management Committee may pass a resolution without holding a Management Committee meeting if:
  - (i) all Management Committee Members are sent an identical document containing the proposed resolution;
  - (ii) the majority of Management Committee Members, either:
    - A. confirm via any electronic means agreed to by the Management Committee that they are in favour of the resolution set out in the document; or
    - B. sign that document and include a statement that they are in favour of the resolution set out in the document; and
  - (iii) separate copies of that document may be used for signing if the wording of the resolution and statement is identical in each copy.
- (b) The resolution is passed when the last Management Committee Member to constitute a majority of Management Committee confirms or signs in accordance with clause 14.5(a)(ii).

## **15 MANAGEMENT COMMITTEE MEMBERS' INTERESTS**

A Management Committee Member who has a direct or indirect interest in a matter being considered or about to be considered by the Management Committee must immediately after the relevant facts have come to the Management Committee Member's knowledge, disclose the nature of the interest to the Management Committee in accordance with the Code of Conduct and the provisions of the Code of Conduct apply in relation to the management of the interest.

## **16 SUBCOMMITTEES AND DELEGATION**

### **16.1 Delegation of Management Committee's Powers**

- (a) The Management Committee may delegate any of its powers to:
  - (i) any one or more subcommittees; or
  - (ii) an individual Management Committee Member.
- (b) The Management Committee may at any time revoke any delegation of power.
- (c) If a subcommittee is appointed, at least one member of the subcommittee must be a Management Committee Member.

### **16.2 Exercise of Delegates' Powers**

A delegate must exercise its powers in accordance with any directions of the Management Committee and a power exercised in that way is taken to have been exercised by the Management Committee.

### **16.3 Delegate may Sub-Delegate**

A delegate may be authorised in writing by the Management Committee to sub-delegate all or any of the powers vested in it.

#### 16.4 Subcommittee to Adhere to Constitution

Meetings of any subcommittee will be governed by the provisions of this Constitution which deal with Management Committee meetings so far as they are applicable and are not inconsistent with any directions of the Management Committee.

#### 16.5 Finance Subcommittee

(a) The Management Committee will establish a Finance Subcommittee as follows:

- (i) the Treasurer.
- (ii) the Chief Executive Officer;
- (iii) 1 other Management Committee Member;
- (iv) the Association's finance officer; and
- (v) any number of additional members appointed by the Finance Subcommittee on terms it considers appropriate.

(b) A quorum of Finance Subcommittee members is 2 Management Committee Members.

### 17 VALIDITY OF ACTS OF MANAGEMENT COMMITTEE

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Management Committee Member or member of a subcommittee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Management Committee or the subcommittee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

### 18 MINUTES

#### 18.1 Minutes must be Made

The Management Committee must cause minutes to be made of:

- (a) the names of the Management Committee Members present at all meetings, Management Committee meetings and meetings of subcommittees;
- (b) all proceedings and resolutions of meetings, Management Committee meetings and meetings of subcommittees;
- (c) all appointments of the Executive Subcommittee;
- (d) all orders made by the Management Committee and subcommittees; and
- (e) all disclosures of interests made pursuant to clause 15.

#### 18.2 Minutes must be Approved

Minutes must be approved by the chair of the meeting.

## **19 ACCOUNTS AND AUDIT**

The Management Committee will keep accounting records that comply with the Applicable Law and will:

- (a) prepare statement of accounts for each Financial Year in accordance with the Applicable Law, and
- (b) present to the Annual General Meeting an audited statement of accounts and the reports as required under the Applicable Law.

## **20 RECORDS**

### **20.1 Custody of the Books**

Subject to the Applicable Law and this Constitution, the books, records and other documents relating to the Association shall be kept in the custody of the Chief Executive Officer.

### **20.2 Management Committee to Determine Availability of Records**

The Management Committee may determine whether and to what extent, and at what times and places and under what conditions, the books of the Association will open for inspection by Members.

### **20.3 Members' Access to Records**

A Member does not have the right to inspect the books of the Association, or any part of them, unless the Member is authorised to do so by the Applicable Law, court order or a resolution of the Management Committee.

## **21 COMMON SEAL**

- (a) The common seal of the Association must be kept in the custody of the Management Committee.
- (b) The common seal must not be attached to any instruction except by the authority of the Management Committee and the attaching of the common seal must be attested by the signatures of 2 members of the Management Committee.

## **22 ALTERATION OF OBJECTS AND RULES**

Subject to the *Associations Incorporation Act 1991* (ACT), the objects of the Association and Constitution may from time to time be amended or rescinded by Special Resolution of the Association passed by Members at a general meeting of the Association.

## **23 NOTICES**

### **23.1 Mode of Service**

Notice may be given by the Association to any person who is entitled to notice under this Constitution:

- (a) by serving it on the person; or

- (b) by sending it by post or email or other electronic means to the person at the person's address shown in the Register or the contact details supplied by the person to the Association for sending notices to the person.

#### 23.2 Post

A notice sent by post is taken to be served:

- (a) by properly addressing, prepaying and posting a letter containing the notice; and
- (b) 3 Business Days after the day on which it was posted.

#### 23.3 Electronic notifications

A properly addressed and transmitted notice sent by electronic notification is taken to be served on the Business Day after it is sent.

#### 23.4 Evidence of Posting

A certificate in writing signed by a Management Committee Member or other officer of the Association that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.

#### 23.5 Signature to a Notice

The signature to a written notice given by the Association may be written or printed.

#### 23.6 Notices Posted Outside Australia

All notices sent by post outside Australia must be sent by prepaid airmail post.

#### 23.7 Persons Entitled to Notice of Meeting

- (a) Notice of every meeting must be given to:
  - (i) every Member; and
  - (ii) every Management Committee Member.
- (b) Subject to Applicable Law, no other person is entitled to receive notice of a meeting.

### **24 WINDING UP**

#### 24.1 Surplus in Winding Up

If upon the winding-up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the property:

- (a) must not be paid to or distributed among the members of the Association; but
- (b) must be given or transferred to another Registered Community Housing Provider that:
  - (i) has similar purposes to those of the Association; and
  - (ii) is not carried on for the purposes of profit or gain to its members, and prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Association under or by virtue of rules 4.1 and 4.2 of this Constitution; and

- (iii) is endorsed by the Commissioner of Taxation as a public benevolent institution under item 4.1.1 of the table in subsection 30- 45(1) of the *Income Tax Assessment Act 1997* (Cth); and
- (c) all Community Housing Assets remaining must be transferred to another Registered Community Housing provider or a Housing Agency in the jurisdiction in which the asset is located.

#### 24.2 General Meeting

The decision as to the entity to be given the surplus assets under clause 24.1(b) must be made by a Special Resolution of the Members.

#### 24.3 Obligations of Members

A Member of the Association is not liable to contribute to the payment of the liabilities of the Association on a winding-up.