Mission Australia Housing Constitution

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Constitution

Mission Australia Housing Limited (ABN 13 003 683 261)

A company limited by guarantee

1 Company's name

The name of the company is Mission Australia Housing Limited.

2 Company's purposes

The company is established for the public charitable purposes of providing relief of poverty, sickness, destitution, helplessness and distress to people with low incomes by, without limitation:

(a) striving to make a significant and substantial contribution to the provision of affordable, appropriate and well-managed rental housing to meet the needs of households in receipt of low incomes or who are otherwise in need of assistance; and

(b) developing and managing social housing to find solutions to homelessness, including by creating, providing and managing affordable and appropriate rental housing to meet the needs of households in receipt of low income or who are otherwise in need of assistance.

3 Company's powers

Solely for carrying out the company's purposes, the company has all the powers of a natural person and, without limitation, the company may:

(a) raise funds or encourage contributions by way of gifts (by will or otherwise), grants, sponsorships or otherwise, by personal or public appeals or by any other manner;

(b) provide funds or other material benefits by way of grant or otherwise;

(c) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the directors from a class of trusts, objects or purposes specified by any person;

(d) accept and undertake trusteeship, administration and management of trusts and funds, whether as trustee or as agent for the trustee or otherwise, and charge and accept fees, commission or other remuneration for doing so;

(e) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;

(f) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;

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(g) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;

(h) construct, improve, maintain, develop, work, manage and control real or personal property;

(i) enter into contracts, deeds and joint ventures, including with any public or private entity;

(j) appoint an attorney or agent with the powers (including the power to sub-delegate) and on the terms the company thinks fit, and procure registration or recognition of the company in any other country or place;

(k) enter into arrangements with any government or authority (including to apply for and accept grants or loans from any government or authority), and obtain from any government or authority any right, privilege or concession;

(l) engage, dismiss or suspend any employee, agent, contractor or professional person;

(m) borrow, raise or secure the payment of money and secure the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, in particular, by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the company's property (both present and future) and purchase, redeem or pay off those securities;

(n) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;

(o) print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;

(p) accept any gift of property, whether subject to any special trust or not;

(q) appoint patrons of the company;

(r) make donations for charitable purposes;

(s) decline or otherwise refuse to accept any gift (by will or otherwise), donation, settlement or other disposition of money or property;

(t) co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums; and

(u) do all other things that are incidental or conducive to doing so.

4 Not for profit status

4.1 Application of the company's income and property

(a) The company's income and property must be applied solely towards promoting the company's purposes.

(b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any of the members or directors.

(c) This rule 4 does not prohibit payments permitted under rule 4.3 or indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this constitution.

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4.2 Payments of directors fees

No directors fees may be paid to the directors.

4.3 Other payments to directors

All other payments to directors must be approved by the directors including, but not limited to:

(a) out-of-pocket expenses incurred by a director in performing a duty as a director of the company; or

(b) a service rendered to the company by a director in a professional or technical capacity or as an employee, other than in the capacity as a director of the company, where:

(1) the provision of the service has the prior approval of the directors; and

(2) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

5 Membership

5.1 Application

(a) The members are:

(1) the persons consenting to be the initial members set out in Schedule 1; and

(2) any other persons the directors, with the prior written consent of Mission Australia, admit to membership in accordance with this constitution.

(b) Every applicant for membership of the company (except the initial members) must apply in the form and manner decided by the directors.

(c) The directors may decide to create eligibility criteria and categories of membership with the same or differing rights or privileges.

(d) After the receipt of an application for membership, the directors (or a delegate approved by the directors) and Mission Australia must consider the application and decide whether to admit or reject the admission of the applicant. The Mission Australia directors need not give any reason for rejecting an application.

6 When membership ceases

6.1 Death, resignation and other events

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

(a) resigns as a member by giving written notice to the company;

(b) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health;

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(c) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors;

(d) is expelled under rule 6.2; or

(e) becomes, if the directors so decide in their absolute discretion, an untraceable member because the person has ceased to reside at, attend or otherwise communicate with his or her Registered Address.

6.2 Expulsion

(a) The directors may by resolution expel a member (other than Mission Australia) who is not a director from the company if, in their absolute discretion, they decide it is not in the interests of the company for the person to remain a member.

(b) If the directors intend to consider a resolution under rule 6.2(a), at least one week before the meeting at which the resolution is to be considered, they must give the member written notice:

(1) stating the date, place and time of the meeting;

(2) setting out the intended resolution and the grounds on which it is based; and

(3) informing the member that he or she may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

7 Liability of member

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

8 Guarantee by member

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

(a) payment of the company's debts and liabilities contracted before the time he or she ceased to be a member; and

(b) the costs, charges and expenses of winding up.

9 Winding up

9.1 Surplus assets not to be distributed to members

If, on the winding up or dissolution of the company, any property remains after satisfaction of all its debts and liabilities, this property must not be paid or given to any member or members unless the member is a charity described in rule 9.2.

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9.2 Distribution of surplus assets

If, on the winding up or dissolution of the company, any property remains after satisfaction of all its debts and liabilities, this property must be dealt with as follows:

(a) Any property comprising surplus Community Housing Assets must be given or transferred to a Registered Community Housing Provider or a Housing Agency which is within the same jurisdiction in which the Community Housing Assets are located;

(b) Any other surplus property whatsoever must be given or transferred to some (one or more) other fund, authority or institution in Australia which:

(1) is charitable at law;

(2) prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 4;

(3) is characterised as a public benevolent institution under item 4.1.1 of the table in section 30-45 of the ITAA 97 and to which gifts to it can be deducted under Division 30 of the ITAA 97; and

(4) has similar purposes to the company.

(c) If Mission Australia meets the criteria in rule 9.2 (a) or (b), the transfer must be to Mission Australia; and

(d) Any property or assets which are required to be returned to any government entity on winding up by state or territory law or contract must be returned to such entity as required; and

(e) The identity of the Registered Community Housing Provider, fund, authority or institution (other than Mission Australia) referred to in rules 9.2 (a) and 9.2 (b) must be decided by the directors, or if the directors do not wish to decide or do not decide, it must be decided by the members by ordinary resolution at or before the time of winding up or dissolution of the company and, if the members cannot decide, by the Supreme Court of the state or territory in which the company is registered.

"**Community Housing Assets**" has the meaning as follows:

(a) in all States and Territories which have implemented the National Regulatory System for Community Housing by legislation in that jurisdiction, the meaning given to that term in the legislation implementing the National Regulatory System in that jurisdiction or its amending or repealing statute or statutory instrument;

(b) in the case of Western Australia, it has the meaning given to that term in the Community Housing Regulatory Framework June 2016 as amended or replaced from time to time;

"**Housing Agency**" has the meaning as follows:

(a) in all States and Territories which have implemented the National Regulatory System for Community Housing by legislation in that jurisdiction, the meaning given to that term in the legislation implementing the National Regulatory System for Community Housing in that jurisdiction or its amending or repealing statute or statutory instrument; and

(b) in the case of Western Australia means The Housing Authority referred to in the Housing Act 1980 (WA) or such other body designated as having community housing oversight under the Community Housing Regulatory Framework June 2016 as amended or replaced from time to time;

"**Registered Community Housing Provider**" has the meaning as follows:

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(a) in all States and Territories which have implemented the National Regulatory System for Community Housing by legislation in that jurisdiction an entity known as a registered community housing provider under legislation of the relevant jurisdiction; or

(b) in the case of Western Australia, an entity that is a registered community housing provider within the meaning of that terms under the Community Housing Regulatory Framework 2016 as amended or replaced from time to time.

"**National Regulatory System for Community Housing**" means the nationally consistent regulatory arrangements between certain States and Territories of Australia to promote the growth of the community housing sector.

10 Establishment and operation of Gift Fund

10.1 Maintaining Gift Fund

The company must at all times maintain a management account (**Gift Fund**) to identify and record:

(a) gifts of money or property; and

(b) any money received by the company because of those gifts.

10.2 Loss of DGR status

(a) If the company ceases to be endorsed as a deductible gift recipient under Subdivision 30-BA of the ITAA 97, any surplus assets of the Gift Fund must be transferred to Mission Australia provided:

(1) it is charitable at law;

(2) its constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 4; and

(3) gifts to it can be deducted under Division 30 of the ITAA 97 due to it being characterised as a public benevolent institution under item 4.1.1 of the table in section 30-45,

or if Mission Australia does not meet the criteria set out in paragraphs (1) to (3) above, to a fund, authority or institution that meets all of those criteria.

(b) The identity of the fund, authority or institution (other than Mission Australia) referred to in rule 10.2(a) must be decided by the directors, or if the directors do not wish to decide or do not decide, it must be decided by the members by ordinary resolution at or before the time of winding up or dissolution of the company and, if the members cannot decide, by the Supreme Court of the state or territory in which the company is registered.

11 Altering this constitution

11.1 Alterations

Subject to this rule 11, the company may alter, rescind or add to this constitution or a rule of this constitution only by special resolution and otherwise only in accordance with the Corporations Act.

11.2 Charitable

The company must not pass a special resolution altering the constitution, if, as a result,

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the company will cease to be a charity.

11.3 Notify

In addition to any notification required under the Act, the company must notify the Commissioner if:

(a) a special resolution is passed materially altering rule 2; or

(b) the company is no longer eligible to be endorsed as a charity or as a deductible gift recipient as a result of a change in its constitution or activities or otherwise.

12 General meetings

12.1 Calling general meetings

(a) A general meeting may only be called:

(1) by a directors' resolution; or

(2) in accordance with a members' requisition under the Act, or

(3) as otherwise provided in the Act.

(b) The directors may change the venue for, postpone or cancel a general meeting if:

(1) they consider that the meeting has become unnecessary;

(2) the venue would be unreasonable or impractical; or

(3) a change is necessary in the interests of conducting the meeting efficiently.

(c) If the general meeting was not called by a directors' resolution or was called in accordance with a members' requisition under the Act, then it may not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.

12.2 Notice of general meetings

(a) Notice of every general meeting must be given in any manner authorised by rule 17 to each person who is at the date of the notice:

(1) a member;

(2) a director; or

(3) the Auditor.

(b) A notice of a general meeting must:

(1) specify the date, time and place of the meeting;

(2) except as provided by the Act, state the general nature of the business to be transacted at the meeting; and

(3) specify a place, fax number or electronic address for the receipt of proxies.

(c) A person may waive notice of a general meeting by written notice to the company.

(d) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting does not invalidate any thing done or resolution passed at the general meeting if:

(1) the non-receipt or failure occurred by accident or error; or

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(2) before or after the meeting, the person has notified or notifies the company of the person's agreement to that thing or resolution.

(e) A person's attendance at a general meeting waives any objection that person may have to:

(1) a failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of the meeting, the person objects to the holding of the meeting; and

(2) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

12.3 Quorum at general meetings

(a) No business may be transacted at a general meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.

(b) A quorum consists of:

(1) if there is only one member entitled to vote and present at the meeting, that member; and

(2) in any other case, 2 members entitled to vote and present at the meeting, unless the members have fixed a higher number of members entitled to vote.

(c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:

(1) where the meeting was convened on the requisition of members, the meeting must be dissolved; or

(2) in any other case the meeting stands adjourned to the day, and at the time and place, that the directors decide or, if the directors do not

make a decision, to the same day in the next week at the same time and place.

(d) If at the adjourned meeting under rule 12.3(c)(2), a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

12.4 General meetings by technology

(a) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the members in person, to constitute a quorum constitutes a meeting of the members, provided each member has a reasonable opportunity to participate at the meeting.

(b) All the provisions in this constitution relating to meetings of the members apply, so far as they can and with any necessary changes, to meetings of the members by telephone or other electronic means.

(c) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.

(d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.

12.5 Chairperson of general meetings

(a) The chairperson of directors must preside as chairperson at a general meeting if present within 15 minutes after the time appointed for the meeting and willing to act.

(b) If there is no chairperson of directors or both the conditions in rule 12.5(a) have not been met, the members present must elect another chairperson of the

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meeting.

(c) A chairperson elected under rule 12.5(b) must be:

(1) another director who is present and willing to act; or

(2) if no other director present at the meeting is willing to act, a member who is present and willing to act.

12.6 Conducting and adjourning general meetings

(a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.

(b) The chairperson of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.

(c) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.

(d) Except as provided by rule 12.6(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

(e) Where a meeting is adjourned, the directors may change the venue of, or postpone or cancel, the adjourned meeting, unless the meeting was called and arranged to be held by the members or the court under the Act. If a meeting is called and arranged to be held under section 249D of the Act, the directors may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning member.

12.7 Decisions at general meetings

(a) Except where by law a resolution requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the members present at the meeting. Such a decision is for all purposes a decision of the members.

(b) Where the votes on a proposed resolution are equal:

(1) the chairperson of the meeting does not have a second or casting vote; and

(2) the proposed resolution is taken as lost.

(c) A resolution put to the vote of a general meeting must be decided on a show of hands unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:

(1) the chairperson of the meeting;

(2) at least 2 members present and with the right to vote on the resolution; or

(3) a member or members present at the meeting and representing at least 5% of the total voting rights of all the members entitled to vote on the resolution on a poll.

(d) A demand for a poll does not prevent a general meeting continuing for the transaction of any business except the question on which the poll has been demanded.

(e) Unless a poll is duly demanded, a declaration by the chairperson of a general meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(f) If a poll is duly demanded at a general meeting, it must be taken in such

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manner, and either at once or after an interval or adjournment or otherwise, as the chairperson of the meeting directs. The result of the poll is the resolution of the meeting at which the poll was demanded.

(g) A poll demanded at a general meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.

(h) The demand for a poll may be withdrawn.

(i) If the company has only one member, the company may pass a resolution by the member recording it and signing the record.

12.8 Voting rights

(a) Subject to this constitution and to any rights or restrictions attached to any class of membership, at a general meeting every member present has one vote.

(b) A proxy, attorney or representative is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in his or her own right.

(c) An objection to the qualification of a person to vote at a general meeting must be:

(1) raised before or at the meeting at which the vote objected to is given or tendered; and

(2) referred to the chairperson of the meeting, whose decision is final.

(d) A vote not disallowed by the chairperson of a meeting under rule 12.8(c) is valid for all purposes.

12.9 Representation at general meetings

(a) Subject to this constitution, each member entitled to vote at a meeting of members may vote:

(1) in person or, where a member is a body corporate, by its representatives;

(2) by one proxy; or

(3) by one attorney.

(b) A proxy, attorney or representative may, but need not, be a member of the company.

(c) A proxy, attorney or representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.

12.10 Authority of a proxy, attorney or representative

(a) Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or representative is to be taken to confer authority:

(1) to agree to a meeting being convened by shorter notice than is required by the Act or by this constitution; and

(2) to agree to a resolution being proposed and passed as a special resolution at a meeting of which less than the period of notice required by the Act has been given.

(b) Even though the instrument (appointing a proxy, attorney or representative) may refer to specific resolutions and may direct the proxy, attorney or representative how to vote on those resolutions, unless otherwise provided, it is taken to confer authority:

(1) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;

(2) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and

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(3) to act generally at the meeting.

(c) An instrument appointing a proxy, attorney or representative may direct the manner in which the proxy, attorney or representative is to vote in respect of a particular resolution and, where an instrument so provides, the proxy, attorney or representative is not entitled to vote on the proposed resolution except as directed in the instrument.

(d) Subject to rule 12.10(e), an instrument appointing a proxy, attorney or representative need not be in any particular form as long as it is in writing, legally valid and signed by or on behalf of the appointer or the appointer's attorney.

(e) A proxy, attorney or representative may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy,

attorney or representative, and the authority under which the instrument is signed or a certified copy of the authority, are:

(1) received at the registered office of the company, a fax number at the company's registered office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting before the time specified in the notice;

(2) in the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(3) in the case of a poll, produced when the poll is taken.

(f) The directors may waive all or any of the requirements of rules 12.10(d) and 12.10(e) and in particular may, on the production of such other evidence as the directors require to prove the validity of the appointment or a proxy, attorney or representative, accept:

(1) an oral appointment of a proxy, attorney or representative;

(2) an appointment of a proxy, attorney or representative which is not signed in the manner required by rule 12.10(d); and

(3) the deposit, tabling or production of a copy (including a copy sent by fax) of an instrument appointing a proxy, attorney or representative or of the power of attorney or other authority under which the instrument is signed.

(g) A vote given in accordance with the terms of an instrument appointing a proxy, attorney or representative is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no written notice of the revocation has been received by the company by the time and at one of the places at which the instrument appointing the proxy, attorney or representative is required to be deposited, tabled or produced under rule 12.10(e).

(h) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution, the person acting as proxy or attorney for the appointer is not entitled to vote, and must not vote, as the appointer’s proxy or attorney on the resolution.

13 Directors

13.1 Appointing and removing directors

(a) The minimum number of directors is 3. The maximum number of directors is to be fixed by the directors, but may not be more than 12, unless the company in general meeting resolves otherwise. The directors must not determine a maximum which is less than the number of directors in office at the time the determination takes effect.

(b) At all times, the majority of the directors must be officers of Mission Australia.

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(c) The first directors are those named as proposed directors in the application for registration of the company.

(d) The directors may appoint any individual as a director, either to fill a casual vacancy or as an addition to the existing directors, provided:

(1) the number of directors does not exceed the maximum number fixed under rule 13.1(a); and

(2) before appointing the director, the proposed director signs a consent to act as a director.

(e) The company may by resolution:

(1) increase or reduce the minimum or maximum number of directors, but may not reduce the minimum number of directors to less than 3; and

(2) appoint or, in accordance with section 203D of the Act, remove a director.

13.2 Vacation of office

The office of a director becomes vacant:

(a) in the circumstances prescribed by the Act;

(b) if the director becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;

(c) if the director is removed from office by resolution of the members in accordance with the Act;

(d) if the director fails to attend meetings of the directors for at least 3 consecutive meetings or at least 4 meetings over a period of 12 months without leave of absence, unless the directors subsequently decide to grant a leave of absence; or

(e) if the director resigns by written notice to the company.

13.3 Directors may contract with the company and hold other offices

(a) The directors may make regulations requiring the disclosure of interests that a director, and any person considered by the directors as related to or associated with the director, may have in any matter concerning the company or a related body corporate. Any regulations made under this constitution bind all directors but no act, transaction, agreement, instrument, resolution or other thing with a third party is invalid or voidable only because a director fails to comply with the regulations.

(b) Unless the Act permits, a director who has a material personal interest in a matter that is being considered at a directors' meeting must not:

(1) be present while the matter is being considered at the meeting; or

(2) vote on the matter.

(c) A director is not disqualified from contracting or entering into an arrangement with the company as vendor, purchaser or in another capacity, merely because the director holds office as a director or because of the fiduciary obligations arising from that office.

(d) A contract or arrangement entered into by or on behalf of the company in which a director is in any way interested is not invalid or voidable merely because the director holds office as a director or because of the fiduciary obligations arising from that office.

(e) A director who is interested in any arrangement involving the company is not liable to account to the company for any profit realised under the arrangement merely because the director holds office as a director or because of the fiduciary obligations arising from that office, provided that the director complies with the disclosure requirements applicable to the director under any regulations adopted by the directors, and under the Act regarding that interest.

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(f) A director may hold any other office or position (except Auditor) in the company or any related body corporate in conjunction with his or her directorship and

may be appointed to that office or position on terms (including remuneration and tenure) the directors decide.

(g) A director may be or become a director or other officer of, or interested in, any related body corporate or any other body corporate associated with the company, and, with the consent of the directors of the company, need not account to the company for any remuneration or other benefits the director receives as a director or officer of, or from having an interest in, that body corporate.

(h) The directors may exercise the voting rights conferred by shares in any body corporate held or owned by the company in the manner in all respects that they think fit.

13.4 Powers and duties of directors

(a) The directors are responsible for managing the company's affairs and carrying out the objects of the company. The directors may exercise to the exclusion of the company in general meeting all the company's powers which are not required, by the Act or by this constitution, to be exercised by the company in general meeting.

(b) The directors may decide how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the company.

(c) The directors may pay out of the company's funds all expenses of the promotion, formation and registration of the company and the vesting in it of the assets acquired by it.

(d) The directors may:

(1) appoint or employ an officer, agent or attorney of the company with the powers, discretions and duties vested in or exercisable by the directors, on the terms the directors decide;

(2) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and

(3) subject to any contract between the company and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.

(e) A power of attorney may contain any provisions for the protection and convenience of the attorney or persons dealing with the attorney that the directors think fit.

13.5 Proceedings of directors

(a) The directors may meet together and adjourn and otherwise regulate their meetings as they think fit.

(b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the directors to constitute a quorum constitutes a meeting of the directors. All the provisions in this constitution relating to meetings of the directors apply, so far as they can and with any necessary changes, to meetings of the directors by telephone or other electronic means.

(c) A director who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.

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(d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the directors involved was at that place for the duration of the meeting.

(e) If, before or during the meeting, any technical difficulty occurs as a result of which one or more directors cease to participate, the chairperson may adjourn the meeting until the difficulty is remedied or may, where a quorum of directors remains present, continue with the meeting.

13.6 Convening meetings of directors

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

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

13.7 Notice of meetings of directors

(a) Subject to this constitution, notice of a meeting of directors must be given to each person who is at the time of giving the notice a director, except a director on leave of absence approved by the directors.

(b) A notice of a meeting of directors:

(1) must specify the time and place of the meeting;

(2) need not state the nature of the business to be transacted at the meeting;

(3) may be given immediately before the meeting; and

(4) may be given in person or by post, telephone, fax or other electronic means.

(c) A director may waive notice of a meeting of directors by notifying the company to that effect in person or by post, telephone, fax or other electronic means.

(d) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, a director does not invalidate any thing done or resolution passed at the meeting if:

(1) the non-receipt or failure occurred by accident or error;

(2) the director has waived or waives notice of that meeting under rule 13.7(c) before or after the meeting;

(3) the director has notified or notifies the company of his or her agreement to that thing or resolution personally or by post, telephone, fax or other electronic means before or after the meeting; or

(4) the director attended the meeting.

(e) Attendance by a person at a meeting of directors waives any objection which that person may have to a failure to give notice of the meeting.

13.8 Quorum at meetings of directors

(a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.

(b) A quorum consists of:

(1) if the directors have fixed a number for the quorum greater than 3, that number of directors present at the meeting; and

(2) in any other case, 3 directors present at the meeting.

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(c) A quorum, at any particular time, must contain a majority of directors who are also officers of Mission Australia.

(d) If there is a vacancy in the office of a director then, subject to rule 13.8(e), the remaining directors may act.

(e) If the number of directors in office at any time is not sufficient to constitute a quorum, or is less than the minimum number of directors fixed under this constitution, the remaining directors must act as soon as possible to appoint additional directors, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

13.9 Chairperson of directors

(a) The directors may elect one of the directors as chairperson of directors and may decide the period for which that director is to be the chairperson.

(b) The chairperson of directors must preside as chairperson at each meeting of directors if present within 10 minutes after the time appointed for the meeting and willing to act.

(c) If there is no chairperson of directors or both the conditions in rule 13.9(b) have not been met, the directors present must elect one of the directors as chairperson of the meeting.

13.10 Decisions of directors

(a) A meeting of directors at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the directors under this constitution.

(b) Questions arising at a meeting of directors must be decided by a majority of votes cast by the directors present. Such a decision is for all purposes a decision of the directors.

(c) Where the votes on a proposed resolution are equal:

(1) the chairperson of the meeting does not have a second or casting vote; and

(2) the proposed resolution is taken as lost.

13.11 Written resolutions of directors

(a) A resolution is taken to have been passed by a meeting of directors if:

(1) all of the directors (other than any director on leave of absence approved by the directors, any director who disqualifies himself or herself from considering the resolution in question and any director who would be prohibited by the Act from voting on the resolution in question) sign or consent to a written resolution; and

(2) the directors who sign or consent to the resolution would have constituted a quorum at a meeting of directors held to consider that resolution.

(b) A director may consent to a resolution by:

(1) signing the document containing the resolution (or a copy of that document);

(2) giving to the company at its registered office a written notice (including by fax or other electronic means) addressed to the secretary or to the chairperson of directors signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or

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(3) telephoning the secretary or the chairperson of directors and signifying assent to the resolution and clearly identifying its terms.

13.12 Minutes of meetings and minutes of resolutions

(a) The directors must ensure minutes of proceedings and resolutions of general meetings and of meetings of directors (including committees of directors) are recorded in books kept for the purpose, within one month after the relevant meeting is held.

(b) The directors must ensure minutes of resolutions passed by directors (and committees of directors) without a meeting are recorded in books kept for that purpose within one month after the resolution is passed.

(c) The minutes of a meeting must be signed within a reasonable time by the chairperson of the meeting or the chairperson of the next meeting.

13.13 Committees of directors

(a) The directors may delegate any of their powers to one or more committees consisting of the number of directors they think fit.

(b) A committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the directors.

(c) The provisions of this constitution that apply to meetings and resolutions of directors apply, so far as they can and with any necessary changes, to meetings and resolutions of a committee of directors.

13.14 Delegation to individual directors

(a) The directors may delegate any of their powers to one director.

(b) A director to whom any powers have been delegated must exercise the powers delegated in accordance with any directions given by the directors.

13.15 Validity of acts

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

(a) a defect in the appointment of the person as a director;

(b) the person being disqualified to be a director or having vacated office; or

(c) the person not being entitled to vote.

14 Executive officers

14.1 Provisions that apply to all executive officers

(a) A reference in this rule 14.1 to an executive officer is a reference to an executive director, company secretary or assistant secretary.

(b) The appointment of an executive officer may be for the period, at the remuneration and on the conditions that the directors think fit.

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(c) Subject to any contract between the company and the relevant executive officer, an executive officer may be removed or dismissed by the directors at any time, with or without cause.

(d) The directors may:

(1) confer on an executive officer the powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the directors) they think fit;

(2) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and

(3) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on him or her.

(e) An act done by a person acting as an executive officer is not invalidated merely because of one of the following circumstances, if that circumstance was not known by the person when the act was done:

(1) a defect in the person's appointment as an executive officer; or

(2) the person being disqualified to be an executive officer.

15 Indemnity and insurance

15.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule 15 apply to Indemnified Officers.

15.2 Indemnity

(a) The company must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the company.

(b) This indemnity:

(1) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the company; and

(2) operates only to the extent that the loss or liability in question is not covered by insurance.

15.3 Insurance

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

15.4 Savings

Nothing in this rule 15:

(a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or

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(b) limits the capacity of the company to indemnify or provide or pay for insurance for any person to whom this rule 15 does not apply.

16 Auditor

The company must appoint a properly qualified Auditor whose duties will be regulated in accordance with the Act.

17 Notices

17.1 Notices by the company to members

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

(a) personally;

(b) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or

(c) by sending it to the fax number or electronic address (if any) nominated by the member.

17.2 Notices by the company to directors

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

(a) serving it personally at the director's usual residential or business address;

(b) sending it by post in a prepaid envelope to the director's usual residential or business address; or

(c) by electronic means or fax to such electronic address or fax number, as the director has supplied to the company for giving notices.

17.3 Notices by member or directors to the company

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

(a) serving it on the company at the registered office of the company;

(b) sending it by post in a prepaid envelope to the registered office of the company; or

(c) by fax or electronic means to the principal fax number or the principal electronic address of the company at its registered office.

17.4 Time of service

(a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post and to have been effected:

(1) in the case of a notice of a general meeting, on the day after the date of its posting; or

(2) in any other case, at the time at which the letter would be delivered in the ordinary course of post.

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(b) Where a notice is sent by fax, service of the notice is to be taken to be effected if the correct fax number appears on the fax report generated by the sender's fax machine and to have been effected at the time the fax is sent.

(c) Where a notice is sent by electronic means by electronic messaging system that contains a delivery verification function, service of the notice is to be taken to be effected on the generation by the electronic messaging system of a delivery verification notice or log entry, or other confirmation.

(d) Where notice is sent by electronic means by electronic mail or other electronic messaging system (other than those referred to in rule 17.4(c)), service of the notice is to be taken to be effected on the delivery to:

(1) where the addressee is a natural person, the addressee's electronic mail or electronic messaging system account; or

(2) where the addressee is a corporation, the corporation's computer systems.

(e) If service under rules 17.4(b), 17.4(c) and 17.4(d) is on a day which is not a Business Day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the next following Business Day.

(f) For the purposes of rule 17.4(e), **Business Day** means a day that is not a Saturday, Sunday or a public holiday or bank holiday in the place concerned.

17.5 Other communications and documents

Rules 17.1 to 17.4 (inclusive) apply, so far as they can and with any necessary changes, to the service of any communication or document.

17.6 Notices in writing

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

18 Definitions and interpretation

18.1 Definitions

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

Term	Meaning
Act	the *Corporations Act 2001* (Cth).
Auditor	the auditor of the company.
Commissioner	the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA 97.

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Term	Meaning
Indemnified Officer	1 each person who is or has been a director or executive officer (within the meaning of rule 14.1(a)) of the company; and 2 any other officers or former officers of the company as the directors in each case decide.
ITAA 97	the *Income Tax Assessment Act 1997* (Cth).
Mission Australia	Mission Australia ACN 000 002 522.
Registered Address	a member's address as notified to the company by the member and recorded in the company's records.

18.2 Interpretation

In this constitution:

(a) references to notices include formal notices of meeting and all documents and other communications from the company to its member;

(b) a reference to any legislation or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation;

(c) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney or representative;

(d) a reference to writing and written includes printing, lithography and other ways of representing or reproducing words in a visible form; and

(e) the singular (including defined terms) includes the plural and the plural includes the singular.

18.3 Headings

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

19 Application of the Act

19.1 What parts of the Act apply

Unless the contrary intention appears:

(a) an expression used in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and

(b) subject to rule 19.1(a), an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.

19.2 Replaceable rules displaced

(a) The provisions of this constitution displace each provision of a section or subsection of the Act that applies (or would apply but for this rule) to the company.

(b) The replaceable rules do not apply to the company except those which operate as mandatory rules for public companies under the Act.

Schedule 1

Initial members

The initial members of the company (whose consents are set out below) adopt, on registration of the company, the above constitution as the company's constitution in accordance with section 136(1) of the Act.

Full name and address of initial member/ members	Signatures consenting to be a member
Mission Australia ACN 000 002 522 of 580 George Street Sydney, NSW 2000	

Date: 14 July 2009