

Constitution
With amendments approved by Member 4 June 2020

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Salvation Army Housing (Victoria)

Constitution

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Salvation Army Housing (Victoria)

A company limited by guarantee

Constitution

1. Company's name

The name of the company is **Salvation Army Housing (Victoria)**.

2. Company's purposes

The purposes for which the company is established are as follows.

- (a) To establish a housing association for the purpose of:
 - (1) providing accommodation for low income households on a not for profit basis, particularly for households in financial need, or who have at that time specific physical, mental or social disabilities which militate against the acquisition or successful use of private or public housing; and
 - (2) providing property management services on a not for profit basis for community housing owned by the Commonwealth or State Governments and provided under Commonwealth or State legislation for the benefit of low income households.
- (b) To provide other forms of aid and welfare assistance and counselling to tenants.
- (c) To promote the relief of poverty, sickness or the needs of the aged by providing affordable rental housing to persons in housing need as low income housing or through infirmity or age.
- (d) To provide such accommodation in addition and/or supplementary to accommodation that may be available under Commonwealth or State legislation, without prejudicing the entitlement of persons to benefit under such legislation.
- (e) To provide opportunities to tenants to comment and advise on issues relating to management and service.
- (f) To assist tenants to gain access to other community resources and services.
- (g) To liaise with government departments and other organisations and agencies interested in the provision of accommodation to low income households in financial need or with disabilities, which militate against the acquisition or successful use of normal private or public housing.
- (h) To provide a service to the community in the context of the foregoing principles and purposes.
- (i) To do all such lawful things as are incidental or conducive to the attainment of the above purposes.

- (j) The purposes must at all times be carried out as part of the holistic mission of The Salvation Army and in fidelity to the Doctrines of The Salvation Army.

3. Company's powers

3.1 Powers

Solely for carrying out the company's purposes, the company has power, in addition to all other powers held by or vested in it, to:

- (a) acquire by way of purchase, lease, transfer or otherwise real or personal property;
- (b) build, purchase, lease or otherwise acquire dwellings and/or, other buildings and to purchase, lease or otherwise acquire land to be used for dwellings in order to provide accommodation in pursuance of the purposes of the company;
- (c) dispose of any real property, subject (when applicable) to the consent of the Director under section 109 of the Housing Act and to dispose of any personal property;
- (d) provide security for the payment of money, subject (where applicable) to the consent of the Director under section 109 of the Housing Act;
- (e) apply for and accept grants or loans from any Federal, State or local government authority;
- (f) enter into contracts and joint ventures with any public or private entity;
- (g) 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 and decline or otherwise refuse to accept any funds or contributions;
- (h) provide funds or other benefits by way of grant, services or otherwise;
- (i) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or approved by The Salvation Army;
- (j) subject to rule 3.2, 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;
- (k) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;
- (l) subject to rules 3.1(c) and 3.1(d), 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;
- (m) cause property to be assured to or vested in any trustee custodian or otherwise for the benefit of the company;

- (n) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes specified or approved by The Salvation Army;
- (o) construct, improve, maintain, develop, work, manage and control real or personal property;
- (p) enter into contracts and deeds and carry on activities of all types;
- (q) 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;
- (r) enter into arrangements with any government or authorities, and obtain from any government or authority any right, privilege or concession;
- (s) engage, dismiss or suspend any employee, agent, contractor or professional person;
- (t) subject to rule 3.1(d), borrow or otherwise raise money and secure or guarantee the payment of money due by the company or by any third party or the performance of an obligation of the company or any third party in any way and, in particular, by mortgage or charge on all or any of the company's property (both present and future);
- (u) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (v) print and publish newspapers, periodicals, books or leaflets or otherwise publish information in hard copy or by electronic means;
- (w) accept any gift of property, whether subject to any special trust or not;
- (x) appoint patrons;
- (y) make donations for charitable purposes specified or approved by The Salvation Army;
- (z) settle, whether or not by way of compromise, any claim against the company;
- (aa) co-ordinate and arrange conferences, meetings, standing committees and commissions and other forums; and
- (bb) do anything incidental to or in furtherance of its purposes.

3.2 Trustee

The company may not act as trustee for any person other than a registered agency as defined in the Housing Act without the written approval of the Registrar of Housing Agencies.

4. Strategic Plan and Business Plan

4.1 Strategic Plan

- (a) The member (or if more than one, all of the members jointly) may from time to time provide the company with a Strategic Plan.

- (b) The member (or if more than one, all of the members jointly) may at any time at its or their discretion (or on receipt of an application from the company), amend or revoke the Strategic Plan.
- (c) The member (or if more than one, all of the members jointly) must consult with the company before it or they provide a Strategic Plan to the company, or amend or revoke a Strategic Plan.
- (d) The Strategic Plan and any amendment to or revocation of the Strategic Plan must be in writing, provided to the company.

4.2 Contents of the Strategic Plan

- (a) The Strategic Plan is to specify the broad strategic objectives over a medium-long term (5 years plus) horizon and may include:
 - (1) principal purpose(s), principal objective(s) and strategic expectations;
 - (2) core business and expectations regarding the nature and scope of operations;
 - (3) financial and commercial management expectations (e.g. customer service, pricing, borrowings and investment activities, asset management, risk management, human resources management, integrity and ethics and employee and industrial relations);
 - (4) expectations regarding compliance with the policies and procedures of the member or members;
 - (5) requirements regarding utilisation of shared services (such as human resources, treasury, information technology and chaplaincy support services) of the member or members by the company;
 - (6) expectations for the qualifications and appointment of directors;
 - (7) reporting requirements;
 - (8) a deadline for the submission of a draft Business Plan to the member or members; and
 - (9) subject to rule 4.2(b), any other matters which the member or members consider appropriate in its or their absolute discretion.
- (b) The Strategic Plan must not (and cannot) amend the purposes or powers of the company as set out in this constitution.

4.3 Business Plan

- (a) The company must prepare a Business Plan for the company for each financial year.
- (b) The company must provide a draft Business Plan to the member or members by:
 - (1) the deadline set out in the Strategic Plan; or

- (2) if no deadline is set out in the Strategic Plan, 60 days before the start of the relevant financial year.
- (c) When a draft Business Plan is approved by the member or members, it will become the Business Plan for the company for the relevant financial year.
- (d) The company may amend the Business Plan from time to time and must provide the amended Business Plan to member or members for approval.
- (e) When an amended Business Plan is approved by the member or members, it will become the Business Plan for the company for the remainder of the relevant financial year.

4.4 Contents of the Business Plan

The Business Plan must include all information which the Strategic Plan requires the Business Plan to include.

4.5 Compliance with the Strategic Plan and the Business Plan

- (a) Subject to rule 4.5(b), the company must:
 - (1) conduct its business and affairs in a manner which is consistent with the Strategic Plan; and
 - (2) comply with the Business Plan.
- (b) The company is not required to comply with rule 4.5(a) to the extent that to do so could reasonably be expected to result in:
 - (1) the company breaching any Law; or
 - (2) a breach of directors' duties under the Act or the common law.

4.6 Directions

- (a) The member or members may give a written direction to the company at any time in relation to the business or affairs of the company or any act, omission or decision of the company.
- (b) If reasonably possible, the member or members must consult with the company before giving a direction in accordance with rule 4.6(a).
- (c) Subject to rule 4.6(d), the company must comply with a direction given in accordance with rule 4.6(a).
- (d) The company is not required to comply with rule 4.6(c) to the extent that to do so could reasonably be expected to result in:
 - (1) the company breaching any Law (including the Housing Act and any requirements determined by the minister in accordance with the Housing Act); or
 - (2) a breach of directors' duties under the Act or the common law.

4.7 Reporting

- (a) The company must provide to the member or members:

- (1) each quarter, a report in respect of the previous quarter setting out the company's financial performance and performance against the current Business Plan;
 - (2) each financial year, a report in respect of the previous financial year setting out the company's financial performance and performance against the current Strategic Plan and Business Plan;
 - (3) each month, a balance sheet and statement of income and expenditure;
 - (4) copies of the annual financial report, directors' report and auditor's report promptly upon these becoming available;
 - (5) copies of any other report which the company is required to prepare under any Law or to provide to any funder; and
 - (6) any other report required by the member or members from time to time.
- (b) The reports must comply with any applicable requirements set out in the Strategic Plan and the Business Plan.

5. 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 or other profit distribution to any of the members or directors.
- (c) No directors' fees may be paid to the directors. All other payments to directors must be approved by the directors including, but not limited to:
 - (1) payments of out-of-pocket expenses incurred by a director in performing a duty as a director of the company; or
 - (2) payments for 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:
 - (A) the provision of the service has the prior approval of the directors; and
 - (B) the payment is made in good faith and on terms no more favourable than if the director were not a director.
 - (3) This rule does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this constitution.

6. Liability of members

The liability of the members is limited to the amount of the guarantee given in rule 7.

7. Guarantee by members

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.

8. Winding up

- (a) If, on the winding up or dissolution of the company, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to an institution that is a registered agency under the Housing Act:
 - (1) which has similar purposes to the company and is charitable at law; and
 - (2) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 5; and
 - (3) gifts to which can be deducted under Division 30 of ITAA 97, due to it being characterised as a public benevolent institution under item 4.1.1 of the table in section 30-45.
- (b) The identity of the institution referred to in rule 8(a) must be decided by the directors and approved by the Registrar of Housing Agencies.

9. Altering this constitution or the activities

- (a) This constitution can only be amended by special resolution in accordance with the Act.
- (b) The company may pass a special resolution amending the constitution only in accordance with the Act and must not make a material alteration to, or materially affecting, rules 2, 5 or 11, or any other alteration to the constitution, if, as a result, the company is no longer charitable.
- (c) The company must notify the Commissioner if:
 - (1) a special resolution is passed materially altering rules 2 or 11; or
 - (2) the company is no longer eligible to be endorsed as charitable or as a deductible gift recipient under Subdivision 30-BA of ITAA 97, as a result of a change in its constitution or activities or otherwise.

10. Establishment and operation of Gift Fund

10.1 Maintaining Gift Fund

The company must maintain for its purposes a fund (Gift Fund):

- (a) to which gifts of money or property for those purposes or deductible contributions as described in items 7 or 8 of the table in section 30-15 of ITAA 97 are to be made;
- (b) to which any money received by the company because of those gifts or contributions are to be credited;
- (c) that does not receive any other money or property; and
- (d) for which a separate bank account is maintained.

10.2 Limits on use of Gift Fund

The company must use:

- (a) gifts and contributions made to the Gift Fund; and
 - (b) any money received because of those gifts and contributions,
- only for its purposes.

10.3 Winding up

- (a) At the first occurrence of:
 - (1) the winding up of the Gift Fund; or
 - (2) the company ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of ITAA 97,

any surplus assets of the Gift Fund must be transferred to an institution that is a registered agency under the Housing Act:

 - (3) which has similar purposes to the company and is charitable at law;
 - (4) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 5; and
 - (5) gifts to which can be deducted under Division 30 of ITAA 97, due to it being characterised as a public benevolent institution under item 4.1.1 of the table in section 30-45 of ITAA 97.
- (b) The identity of the institution must be decided by the directors and approved by the Registrar of Housing Agencies.

11. Membership

- (a) The members are:
 - (1) the bodies corporate consenting to be the initial members set out in Schedule 1; and
 - (2) any other The Salvation Army property trust established under legislation of any Australian jurisdiction the directors 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) A member of the company has the right:
 - (1) to receive notice of general meetings and of proposed special resolutions in accordance with this constitution;
 - (2) to submit items of business for consideration at a general meeting in accordance with the Act;
 - (3) to attend and be heard at general meetings;
 - (4) to vote at a general meeting;
 - (5) to have access to the minutes of general meetings;
 - (6) to inspect the register of members; and
 - (7) to ask questions and raise concerns about the governance of the company.

12. When membership ceases

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

- (a) resigns as a member by giving written notice to the company; or
- (b) becomes insolvent or makes any arrangement or composition with its creditors.

13. General meetings

13.1 Calling general meetings

- (a) The company will convene and hold an annual general meeting of its members each calendar year. The annual general meeting will be held on such day as the directors determine.
- (b) The ordinary business of the annual general meeting will be:
 - (1) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (2) to receive from the directors or office holders as appropriate reports on the activities of the company during the last preceding year and how these are in furtherance of the purposes of the company;
 - (3) to elect directors as provided for in this constitution; and
 - (4) to provide members with an opportunity to ask questions and raise concerns about the governance of the company.
- (c) The directors may call and arrange to hold a general meeting whenever they think fit.

- (d) A general meeting may be called and arranged to be held only as provided by this rule or as provided by sections 249D, 249E, 249F and 249G of the Act.
- (e) The directors may change the venue for, postpone or cancel a general meeting, unless the meeting is called and arranged to be held by the members or the court under the Act. If a general meeting is called and arranged to be held under section 249D of the Act, the directors may not:
 - (1) postpone it beyond the date by which section 249D requires it to be held; or
 - (2) cancel it without the consent of the requisitioning member

13.2 Notice of general meetings

- (a) Notice of every general meeting must be given in any manner authorised by rule 19 to each person who is at the date of the notice:
 - (1) a member entitled to vote, except a member who has not supplied the company with an address in Australia for giving notices;
 - (2) a director; and
 - (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 and 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 under this rule 13.2 does not invalidate anything done or resolution passed at the general meeting if:
 - (1) the non-receipt or failure occurred by accident or error; or
 - (2) before or after the meeting, the person:
 - (A) has waived or waives notice of that meeting under rule 13.2(c); or
 - (B) has notified or notifies the company of the person's agreement to that thing or resolution by written notice to the company.
- (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.

13.3 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a chairman and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum consists of 3 members present at the meeting by proxy, attorney or representative unless the members have fixed a higher quorum. 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:
 - (A) 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; and
 - (B) if, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

13.4 Chairman of general meetings

- (a) The chairman of directors must (if present within 15 minutes after the time appointed for the meeting and willing to act) preside as chairman at each general meeting.
- (b) If at a general meeting:
 - (1) there is no chairman of directors;
 - (2) the chairman of directors is not present within 15 minutes after the time appointed for the meeting; or
 - (3) the chairman of directors is present within that time but is not willing to act as chairman of the meeting,

the members present must elect as chairman of the meeting another director who is present and willing to act.

13.5 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 chairman of the meeting, whose decision is final.

- (b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the members, to constitute a quorum constitutes a meeting of the members, provided each member has a reasonable opportunity to participate at the meeting.
- (c) 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.
- (d) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (e) A meeting by telephone or other electronic means is taken as held at the place decided by the chairman of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.
- (f) The chairman 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.
- (g) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (h) Except as provided by rule 13.5(g), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (i) 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.

13.6 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, the chairman of the meeting has a second or casting vote.
- (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 chairman of the meeting;
 - (2) at least two members present; or
 - (3) a member or members present at the meeting and representing at least 5% of the total voting rights of all the members.

- (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 chairman 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 manner, and either at once or after an interval or adjournment or otherwise, as the chairman 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 chairman 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.

13.7 Voting rights

- (a) Subject to this constitution, 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.
- (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 chairman of the meeting, whose decision is final.
- (d) A vote not disallowed by the chairman of a meeting under rule 13.7(c) is valid for all purposes.

13.8 Representation at general meetings

- (a) Subject to this constitution, each member may vote:
 - (1) by its representatives;
 - (2) by one proxy; or
 - (3) by one attorney.
- (b) 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.

- (c) 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;
 - (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;
 - (3) even though the instrument may refer to specific resolutions and may direct the proxy, attorney or representative how to vote on those resolutions:
 - (A) 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;
 - (B) to vote on any procedural motion, including any motion to elect the chairman, to vacate the chair or to adjourn the meeting; and
 - (C) to act generally at the meeting.
- (d) An instrument appointing a proxy or attorney may direct the manner in which the proxy or attorney is to vote in respect of a particular resolution and, where an instrument so provides, the proxy or attorney is not entitled to vote on the proposed resolution except as directed in the instrument.
- (e) Subject to rule 13.8(f), an instrument appointing a proxy or attorney 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.
- (f) A proxy or attorney may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy or attorney, 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.
- (g) The directors may waive all or any of the requirements of rules 13.8(e) and 13.8(f) 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 or attorney, accept:
 - (1) an oral appointment of a proxy or attorney;

- (2) an appointment of a proxy or attorney which is not signed in the manner required by rule 13.8(e); and
 - (3) the deposit, tabling or production of a copy (including a copy sent by fax) of an instrument appointing a proxy or attorney or of the power of attorney or other authority under which the instrument is signed.
- (h) A vote given in accordance with the terms of an instrument appointing a proxy or attorney 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 or attorney is required to be deposited, tabled or produced under rule 13.8(f).
- (i) 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.

14. Directors

14.1 Appointing and removing directors

- (a) Subject to rule 14.1(b), there must be:
- (1) at least 3 (three) directors; and
 - (2) not more than 11 (eleven) directors,
- at least one of whom must be a Trustee.
- (b) The company may by resolution:
- (1) increase the minimum number of directors or increase or reduce the maximum number of directors; and
 - (2) subject to the individual signing a consent to act as a director, appoint any person as a director or, in accordance with section 203D of the Act, remove a director,
- provided that at all times at least one director is a Trustee.
- (c) A director appointed under rule 14.1(b)(2) may not hold office for a continuous period in excess of 2 years or past the second annual general meeting following the director's appointment (whichever is longer) without submitting for re-election.
- (d) Subject to rule 14.1(a), the directors may appoint any person as a director, either to fill a casual vacancy or as an addition to the existing directors.
- (e) A director appointed by the directors under rule 14.1(d), holds office only until the conclusion of the next annual general meeting following his or her appointment.

- (f) The company may by resolution at an annual general meeting fill an office vacated by a director under rule 14.1(e) by appointing any person to that office.
- (g) A director retiring from office under rule 14.1(e), is eligible for re-election.
- (h) The retirement of a director from office under this constitution and the election of the director or another person to that office (as the case may be) takes effect at the conclusion of the meeting at which the retirement and election occur.
- (i) A person will not be eligible for appointment as a director under this rule 14.1 if the person is disqualified from managing a corporation under the Act or disqualified from being a "responsible person" by the Australian Charities and Not for Profits Commissioner within the previous 12 months.
- (j) To be eligible for appointment as a director under this rule 14.1, a person must:
 - (1) not be an employee of the company; and
 - (2) consent in writing to act as a director.

14.2 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 appointed under rule 14.1(d) the director's term concludes;
- (d) if appointed under rule 14.1(b)(2) the director's term concludes;
- (e) if the director is disqualified from managing a corporation under the Act or is disqualified from being a "responsible person" by the Australian Charities and Not for Profits Commissioner;
- (f) if the director resigns by written notice to the company; or
- (g) if the director dies.

14.3 Interested directors

- (a) A director:
 - (1) maybe or become a director or other officer of, or otherwise interested in, any related body corporate or other body corporate promoted by the company or in which the company is interested as a shareholder or otherwise; and
 - (2) is not accountable to the company for any remuneration or other benefits he or she receives as a director or officer of, or from having an interest in, that body corporate.

- (b) 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.
- (c) A director is not disqualified merely because he or she is a director from contracting with the company in any respect including, but not limited to:
 - (1) selling property to, or purchasing property from, the company;
 - (2) lending money to the company with or without interest or security;
 - (3) guaranteeing the repayment of money borrowed by the company for a commission or profit;
 - (4) underwriting or guaranteeing the subscription for securities in any related body corporate or other body corporate promoted by the company or in which the company is interested as a shareholder or otherwise, for a commission or profit; or
 - (5) being employed by the company or acting in any professional capacity (except as auditor) on behalf of the company.
- (d) A contract made by a director with the company and a contract or arrangement entered into by or on behalf of the company in which any director may be in any way interested is not voided or rendered voidable merely because the director holds office as a director or because of the fiduciary obligations arising out of that office.
- (e) A director contracting with or being interested in any arrangement involving the company is not liable to account to the company for any profit realised by or under that contract or arrangement merely because the director holds office as a director or because of the fiduciary obligations arising out of that office.
- (f) Unless section 195 of 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.
- (g) 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.

14.4 Powers and duties of directors

- (a) The directors are responsible for managing the company's affairs and carrying out the purposes 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 must comply with the following directors' duties:
 - (1) to act with reasonable care and diligence;

- (2) to act honestly in the best interests of the company and for its purposes;
 - (3) not to misuse their position as a director;
 - (4) not to misuse information they gain in their role as a director;
 - (5) to disclose conflicts of interest;
 - (6) to ensure that the financial affairs of the company are managed responsibly; and
 - (7) not to allow the company to operate when it is insolvent.
- (c) 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.
- (d) 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.
- (e) The directors may:
- (1) appoint or employ (and remove) a person to be an officer, agent or attorney of the company for the purposes, with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the directors), for the period and on the conditions they think fit;
 - (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.
- (f) 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.

14.5 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.

- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairman 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 chairman may adjourn the meeting until the difficulty is remedied or may, where a quorum of directors remains present, continue with the meeting.

14.6 Convening meetings of directors

- (a) At least two directors may jointly convene a meeting of the directors whenever they think fit.
- (b) A secretary must, on the requisition of a director, convene a meeting of the directors.

14.7 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;
 - (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 anything done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error;
 - (2) before or after the meeting, the director:
 - (A) has waived or waives notice of that meeting under rule 14.7(c); or
 - (B) 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; or
 - (3) 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.

14.8 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; and
 - (2) in any other case, 3 directors, present at the meeting of directors.
- (c) If there is a vacancy in the office of a director then, subject to rule 14.8(d), the remaining directors may act.
- (d) If the number of directors in office at any time is not sufficient to constitute a quorum at a meeting of directors, or is less than the minimum number of directors fixed under this constitution, the remaining directors must act as soon as possible to:
 - (1) increase the number of directors to a number sufficient to constitute a quorum and to satisfy the minimum number of directors required under this constitution;
 - (2) convene a general meeting of the company for that purpose, or
 - (3) appoint additional directors,and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

14.9 Chairman of directors

- (a) The chairman of directors will be appointed by the members of the company and will hold the position of chairman of directors until the conclusion of the third annual general meeting after 19 May 2015.
- (b) Subject to clause 14.9(a), the directors must elect one of their number as chairman of directors.
- (c) The chairman of directors must (if present within 10 minutes after the time appointed for the meeting and willing to act) preside as chairman at each meeting of directors.
- (d) If at a meeting of directors:
 - (1) there is no chairman of directors;
 - (2) the chairman of directors is not present within 10 minutes after the time appointed for the meeting; or
 - (3) the chairman of directors is present within that time but is not willing to act as chairman of the meeting,

the members present must elect as chairman of the meeting another director who is present and willing to act.

14.10 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, the chairman of the meeting does not have a second or casting vote.

14.11 Written resolutions of directors

- (a) If all the directors, other than any director:
 - (1) on leave of absence approved by the directors;
 - (2) who disqualifies himself or herself from considering the thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest; or
 - (3) who the directors reasonably believe is not entitled at law to do the thing or to vote on the resolution in question,assent to a document containing a statement to the effect that a thing has been done or resolution has been passed; then that thing or resolution is to be taken as having been done at or passed by a meeting of the directors.
- (b) For the purposes of rule 14.11(a):
 - (1) the meeting is to be taken as having been held:
 - (A) if the directors assented to the document on the same day, on the day on which the document was assented to and at the time at which the document was last assented to by a director; or
 - (B) if the directors assented to the document on different days, on the day on which, and at the time at which, the document was last assented to by a director;
 - (2) 2 or more separate documents in identical terms each of which is assented to by one or more directors are to be taken as constituting one document; and
 - (3) a director may signify assent to a document by signing the document or by notifying the company of the director's assent in person or by post, fax, telephone or other electronic means.
- (c) Where a director signifies assent to a document otherwise than by signing the document, the director must by way of confirmation sign the document at the next meeting of the directors attended by that director, but failure to do so does not invalidate the thing or resolution to which the document relates.

- (d) Where a document is assented to in accordance with rule 14.11(a), the document is to be taken as a minute of a meeting of directors.

14.12 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 1 month after the resolution is passed.
- (c) The minutes of a meeting must be signed within a reasonable time by the chairman of the meeting or the chairman of the next meeting.

14.13 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, as far as they can and with any necessary changes, to meetings and resolutions of a committee of directors.

14.14 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.

14.15 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:

- (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,

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

15. Executive officers

15.1 Company secretary

- (a) The first company secretary is the person who has consented to act as company secretary and who is named as the proposed company secretary in the application for registration of the company.
- (b) The directors must maintain at least one company secretary.
- (c) The directors may appoint one or more assistant secretaries.

15.2 Chief Executive Officer

- (a) The directors may appoint a person as the Chief Executive Officer of the company.
- (b) The Chief Executive Officer must not be a director.

15.3 Provisions that apply to all executive officers

- (a) A reference in this rule 15.3 to an executive officer is a reference to a company secretary, assistant secretary or Chief Executive Officer appointed under rule 15.2.
- (b) The appointment of an executive officer may be for the period, at the remuneration and on the conditions that the directors think fit.
- (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:
 - (1) a defect in the person's appointment as an executive officer; or
 - (2) the person being disqualified to be an executive officer,if that circumstance was not known by the person when the act was done.

16. Advisory groups, committees and power to co-opt

16.1 Consumer advisory group

The directors may establish a consumer advisory group to provide comment and advice to the directors about issues relating to the delivery of services by the company.

16.2 Advisory group

The directors may establish an advisory group to:

- (a) provide comment on and advice to the directors about issues relating to the management of the company; and
- (b) nominate when required suitable representatives for committees or working parties established by the directors.

16.3 Committees and working parties

- (a) The directors may establish committees or working parties and may delegate any of their powers to them.
- (b) A committee or working party to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the directors.
- (c) Each committee must conduct its business in accordance with the directions of the directors, who may act themselves in any matter, notwithstanding the existence- of a committee formed for that purpose.

16.4 Power to co-opt

- (a) The directors may co-opt to any committee or working party any person to assist in the conduct of the activities of the company.
- (b) The directors may also co-opt to any committee or working party, any person from another group, association or body as may in the opinion of the directors be desirable to ensure that the company has access to adequate advice to ensure that the company's purposes and activities can be properly carried out.

16.5 Employees

An employee of the company:

- (a) may be a member of any committee or working party; but
- (b) shall absent himself or herself from deliberations and may not vote in respect of any matter relating to his or her employment or the employment of any other employee or employees.

16.6 Appointment and removal of advisory group, committee and working party members

The directors have power to appoint and remove any member of an advisory group, committee, and working party established under this rule.

17. Indemnity and insurance

17.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule apply to the following individuals (referred to as 'indemnified officers' in this rule):

- (a) each person who is or has been a director or executive officer (within the meaning of rule 15.3(a)) of the company; and
- (b) any other officers or former officers of the company as the directors in each case decide.

17.2 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.

17.3 Insurance

The company may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) 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.

17.4 Savings

Nothing in this rule:

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

18. Auditor

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

19. Notices

19.1 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.

19.2 Notices by the company to directors

Subject to this constitution, a notice may be given by the company to any director either by serving it personally at, or by sending it by post in a prepaid envelope to, the director's usual residential or business address, or by electronic means or fax to such electronic address or fax number, as the director has supplied to the company for giving notices.

19.3 Notices by members or directors to the company

Subject to this constitution, a notice may be given by a member or director to the company by serving it on the company at, or by sending it by post in a prepaid envelope to the registered office of the company or by fax or electronic means to the principal fax number or the principal electronic address of the company at its registered office.

19.4 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.
- (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, service of the notice is to be taken to be effected:
 - (1) in the case of an electronic messaging system that contains a delivery verification function, on the generation by the electronic messaging system of a delivery verification notice or log entry, or other confirmation; or
 - (2) in the case of electronic mail or other electronic messaging system (other than those referred to in rule 19.4(c)(1)), on the delivery to:

- (A) where the addressee is a natural person, the addressee's electronic mail or electronic messaging system account; or
 - (B) where the addressee is a corporation, the corporation's computer systems.
- (d) If service under rule 19.4(c) 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.
- (e) For the purposes of 19.4(d), business day means a day that is not a Saturday, Sunday or a public holiday or bank holiday in the place concerned.

19.5 Other communications and documents

Rules 19.1 to 19.4 (inclusive) apply, as far as they can and with any necessary changes, to the service of any communication or document.

19.6 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.

20. Definitions and interpretation

20.1 Definitions

In this constitution:

Act means the Corporations Act 2001 (Cth);

auditor means the auditor of the company;

Business Plan means a Business Plan prepared in accordance with rule 4.3;

Commissioner means the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of ITAA 97;

company means Salvation Army Housing (Victoria);

company's office means the company's registered office;

Director means the Director of the Office of the Registrar of Housing Agencies pursuant to the Housing Act 1983 (Vic);

Doctrines of The Salvation Army means the religious doctrines outlined in the Salvation Army Act 1980 (UK) as outlined in Schedule 2;

directors means the company's board of directors;

ITAA 97 means the Income Tax Assessment Act 1997 (Cth);

Housing Act means the Housing Act 1983 (Vic);

Law means any legislation, the common law and the policies or other requirements of any Regulatory Authority;

member means a member of the company;

registered address means a member's address as notified to the company by the member and recorded in the company's records;

Registrar of Housing Agencies means the Registrar of Housing Agencies as defined in the Housing Act;

Regulatory Authority means:

- (a) any government or local authority and any department, minister or agency of any government; and
- (b) any other authority, agency, commission or similar entity having powers or jurisdiction under any legislation;

State means Victoria;

The Salvation Army means the unincorporated religious society or organisation referred to in the deeds poll of the 7th day of August 1878, the 26th day of July 1904 and the 1st day of June 1920 and the indenture of the 2nd day of June 1898;

Strategic Plan means a Strategic Plan provided by the member or members under rule 4.1, as amended from time to time; and

Trustee means a person appointed as a trustee under any of:

- (a) section 4 of The Salvation Army (New South Wales) Property Trust Act 1929;
- (b) section 4 of The Salvation Army (South Australia) Property Trust Act 1931;
- (c) section 4 of the Salvation Army (Tasmania) Property Trust Act 1930;
- (d) section 4 of The Salvation Army (Western Australia) Property Trust Act 1930;
- (e) section 4 of the Salvation Army (Queensland) Property Trust Act 1930;
- (f) section 4 of The Salvation Army (Victoria) Property Trust Act 1930; or
- (g) section 5 of the Salvation Army (Northern Territory) Property Trust Act 1976.

20.2 Interpretation

In this constitution unless the context requires otherwise:

- (a) references to notices include formal notices of meeting and all documents and other communications from the company to its members;
- (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 or linked together by telephone or other electronic means at a general meeting is a reference to a member present 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.

20.3 Headings

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

21. Application of the Act

21.1 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 21.1(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.

21.2 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 Member

The initial member of the company (whose consent is set out below) adopts, on registration of the company, the above constitution as the company’s constitution in accordance with section 136(1) of the Act.

The Salvation Army (Victoria) Property Trust of
95 – 99 Railway Road, Blackburn, Victoria

THE COMMON SEAL of **The Salvation Army (Victoria) Property Trust** is affixed to this constitution by authority of a resolution of the trustees in the presence of:

Trustee:

Trustee:

Name:
PLEASE PRINT

Name:
PLEASE PRINT

Date:

Schedule 2 – Doctrines of The Salvation Army (rule 20.1)

The religious doctrines professed believed and taught by the members of The Salvation Army are:

1. We believe that the Scriptures of the Old and New Testaments were given by the inspiration of God, and that they only constitute the Divine rule of Christian faith and practice.
2. We believe there is only one God who is infinitely perfect, the Creator, Preserver, and Governor of all things, and who is the only proper object of religious worship.
3. We believe that there are three persons in the Godhead, The Father, the Son, and the Holy Spirit, undivided in essence and co-equal in power and glory.
4. We believe that in the person of Jesus Christ the Divine and human natures are united, so that He is truly and properly God and truly and properly Man.
5. We believe that our first Parents were created in a state of innocency, but by their disobedience they lost their purity and happiness and that in consequence of their fall all men have become sinners, totally depraved, and as such are justly exposed to the wrath of God.
6. We believe that the Lord Jesus Christ has by His suffering and death made an atonement for the whole World so that whosoever will may be saved.
7. We believe that repentance towards God, faith in Our Lord Jesus Christ, and regeneration by the Holy Spirit, are necessary to Salvation.
8. We believe that we are justified by grace through faith in Our Lord Jesus Christ and that he that believeth hath the witness in himself.
9. We believe that continuance in a state of Salvation depends upon continued obedient faith in Christ.
10. We believe that it is the privilege of all believers to be wholly sanctified and that their whole spirit and soul and body may be preserved blameless unto the coming of our Lord Jesus Christ.
11. We believe in the immortality of the soul; in the resurrection of the body; in the general judgment at the end of the world; in the eternal happiness of the righteous; and in the endless punishment of the wicked.