

Constitution

Revised 14/7/13

Ethan Affordable Housing Limited

A Company Limited by Guarantee
ACN 135 818 245

1/441 Canterbury Road, Surrey Hills VIC 3127

TABLE OF CONTENTS

1 Purpose of Company	8
1.1 Statement of purposes	8
1.2 Application of assets and income	9
1.3 Payment by the Company in good faith	9
1.4 Application of property on winding up	9
1.5 Fundraising Appeals Act	9
2 Membership	9
2.1 Becoming a Member	9
2.2 Serving Directors are Members	9
2.3 The Board may create and vary classes and class rights	10
2.4 Admission as a Member and fees	10
2.5 Ceasing to be a Member	10
2.6 Resignation	11
2.7 Termination	11
2.8 Limited liability	11
2.9 Power to alter this Constitution	11
2.10 Prohibited to act as trustee	11
2.11 Performance Standards	111
3. Committee of Management	11
3.1 The Committee of Management	11
4. Appeals Committee	12
4.1 Appeals Committee	12
4.2 Proceedings of an Appeal	12
5 General meetings	12
5.1 Annual general meeting	12
5.2 Power to convene general meeting	12
5.3 Members have power to convene general meeting	12

5.4 Notice of general meeting	12
5.5 Non-receipt of notice of general meeting	12
5.6 Directors and Chief Executive Officer entitled to attend general meetings	13
5.7 Cancellation or postponement of general meeting	13
5.8 Written notice of cancellation or postponement of general meeting	13
5.9 Contents of notice postponing general meeting	13
5.10 Notice period for postponed general meeting	13
5.11 Business at postponed general meeting	13
5.12 Non-receipt of notice of cancellation or postponement of a general meeting	14
5.13 Proxy or attorney at postponed general meeting	14
6 Proceedings at general meetings	14
6.1 Reference to a Member	14
6.2 Number for a quorum	14
6.3 Requirement for a quorum	14
6.4 Quorum and time	15
6.5 Adjourned meeting	15
6.6 Appointment and powers of Chairman of general meeting	15
6.7 Absence of Chairman at general meeting	15
6.8 Conduct of general meetings	15
6.9 Adjournment of general meeting	16
6.10 Notice of adjourned meeting	16
6.11 Notice of adjournment	16
6.12 Questions decided by majority	16
6.13 Equality of votes - no casting vote for Chairman	16
6.14 Declaration of results	16
6.15 Poll	17
6.16 Objection to voting qualification	17
6.17 Chairman to determine any poll dispute	17

7 Votes of Members	17
7.1 Voting rights	17
7.2 Right to appoint proxy	17
7.3 Right to appoint attorney	18
8 Directors	18
8.1 Number of Directors	18
8.2 Term of appointment	18
8.3 Director elected at general meeting	18
8.4 Casual vacancy	18
8.5 Office held until conclusion of meeting	19
8.6 Remuneration of Directors	19
8.7 Director's remuneration must be approved	19
8.8 Director's interests	19
8.9 Removal of Directors	20
8.10. Vacation of office	20
9 Powers and duties of The Board	20
9.1 Board to manage Company	20
9.2 Specific powers of Directors	20
9.3 Appointment of attorney	21
9.4 Provisions in power of attorney	21
9.5 Minutes	21
10 Proceedings of The Board	21
10.1 Directors meetings	21
10.2 The Board may convene a meeting	21
10.3 Questions decided by majority	21
10.4 Alternate Board member or proxy and voting	21
10.5 No Chairman's casting vote	22
10.6 Quorum	222

10.7 Three Board members can constitute a quorum	22
10.8 Effect of vacancy	22
10.9 Appointment of Alternate Board member	22
10.10 Alternate Board member and meetings	222
10.11 Alternate Board member's powers	222
10.12 Alternate Board members responsible for own acts and defaults	222
10.13 Alternate Board members and remuneration	23
10.14 Termination of appointment of Alternate Board member	233
10.15 Appointment or termination in writing	233
10.16 Alternate Board members and number of Directors	233
10.17 Board member attending and voting by proxy	233
10.18 Convening meetings	233
10.19 Chairman and Deputy Chairman	233
10.20 Removal of Chairman by the Board	234
10.21 Chairman to preside over Directors' meeting	244
10.22 Board committees	244
10.23 Powers delegated to Board committees	244
10.24 Board committee meetings	244
10.25 Circulating resolutions	244
10.26 Meeting by use of technology	244
10.27 Validity of acts of Board members	244
11 Chief Executive Officer	255
11.1 Appointment	255
11.2 Termination	255
12 Secretary	255
12.1 Appointment of Secretary	255
12.2 Suspension and removal of Secretary	255
12.3 Powers, duties and authorities of Secretary	256

13 Treasurer	266
13.1 Appointment of Treasurer	266
13.2 Suspension and removal of treasurer	266
13.3 Power, Duties and Authorities of treasurer	266
14 Advisory Board	26
14.1 Appointment of Advisory Board	266
14.2 Referral of matters to Advisory Board	266
15 Seals	276
15.1 Safe custody of common seals	276
15.2 Execution	277
16 Inspection of records	27
16.1 Inspection by members	27
16.2 Right of a member to inspect	27
17 Service of documents	27
17.1 Document includes notice	27
17.2 Methods of service	27
17.3 Post	28
17.4 Fax or electronic transmission	28
18 Indemnity	28
18.1 Indemnity of Officers, Auditors and Agents	28
18.2 Insurance	29
19 Winding up	29
19.1 The company may be wound up in the manner provided for in the act as follows	29
19.2 Liability of members	29
19.3 Application of Property on winding up	29
20 Accounts	29
20.1 Financial year	30
20.2 Auditor	30

21 Definitions and Interpretation	30
21.1 Definitions	30
21.2 Interpretation	31
21.3 Corporations Act	32
21.4 Headings	32
21.5 Powers	32
Schedule 1 - Initial Directors	323
Schedule 2 - Initial Members	334
Schedule 3 - Honorary Life Members	345
Signing page	356

1 Purpose of Company

1.1 Statement of Purposes

The purposes of the Company are:

- (a) To promote the relief of poverty, sickness or the needs of individuals and/or families by providing affordable housing to persons in housing need as low income households, or through being disadvantaged;
- (b) To promote other purposes beneficial to the community through services of support and training associated with the provision of affordable housing;
- (c) To provide assistance in identifying and addressing areas in tenants' lives that often lead to the need for financial assistance and affordable housing in the first place.

In support of its purposes, the Company may:

- (a) provide or assist in the provision of affordable accommodation to the persons identified in the primary objective, either directly or in co-operation with other agencies and organizations;
- (b) acquire, by way of purchase, lease, transfer or otherwise, real property;
- (c) apply for and accept grants or loans from any Federal, State or local government or authority;
- (d) enter into Contracts or Joint Ventures with any public or private entity;
- (e) make provision for or assist in the planning, purchase, building, management and maintenance of affordable housing;
- (f) obtain and provide information relevant to attainment of its Statement of Purposes;
- (g) assist or undertake, promote and publicise research on issues that relate to the purposes of the Company;
- (h) advertise and promote services in furtherance of the purposes of the Company;
- (i) provide support and training of persons, to reduce the risk of prolonged dependency for rental assistance, and/or restore any situation that may remove an individual and/or family need for affordable housing;
- (j) assist persons financially or otherwise, in the attainment of the purposes of the Company;
- (k) contribute monies to persons, organizations or agencies on terms which will ensure those monies are used to promote the purposes of the Company;
- (l) enter into contractual arrangements to ensure the delivery of the purposes;
- (m) do anything incidental to or in furtherance of its purposes.

1.2 Application of assets and income.

- (a) The assets or income of the Company, however derived, must be applied solely towards the promotion of the purposes for which the Company has been incorporated and no part of the assets or income of the Company may be distributed to the Members, either directly or indirectly by way of dividend, bonus or otherwise except as bona fide compensation for services rendered or expenses incurred on its behalf.
- (b) Subject to paragraph (a) the Company may make the following payments:
 - (i) Payment of rent for premises let to the Company by a member;
 - (ii) Payment of interest for money borrowed by the Company from a member, and
 - (iii) Payment of remuneration to members for positions held, if made in good faith and on terms no more favorable than if the member were not a member.

1.3 Payment by the Company in good faith

Subject to Article 8.6 of this Constitution, Article 1.2 of this Constitution does not prevent payment in good faith to an officer or Member, or to a firm of which an officer or Member is a partner:

- (a) of remuneration for bona fide services to the Company; or
- (b) for goods supplied in the ordinary course of business; or
- (c) of interest at a rate not exceeding the rate fixed for the purposes of this Article 1.3 by the Company in general meeting on money borrowed from an officer or Member; or
- (d) of reasonable rent for premises let by an officer or Member.

1.4 Application of property on winding up

If any assets or income remains on the winding-up or dissolution of the Company and after satisfaction of all its debts and liabilities, such assets or income shall not be paid or distributed to the Members but shall be given or transferred to another organization having similar purposes and which is not carried on for the purposes of profit or gain to its members;

1.5 Fundraising Appeals Act

Funds raised by means of a fundraising appeal within the meaning of the Fundraising Appeals Act 1998 (VIC) and corresponding state legislation (as applicable) must be maintained in accordance with those Acts.

2 Membership

2.1 Becoming a Member

The Members listed in Schedule 2 are the first Voting Members of the Company. In addition, the Members listed in Schedule 3 are the first Honorary Life Members.

2.2 Serving Directors are Members

The Directors are Voting Members:

- (a) for so long as they are Directors; and
- (b) subject to this Constitution.

2.3 The Board may create and vary classes and class rights

The Board may, subject to this Constitution, and the Corporations Act:

- (a) establish any new class of Members and define the rights, restrictions and obligations of Members in that class, including whether such Members of that class will have voting rights under the Constitution and, if so, the terms of those voting rights;
- (b) vary or cancel the rights, restrictions and obligations of Voting Members in any new or existing class, if:
 - (i) 75% of the Voting Members of that class give their written consent; or
 - (ii) A special resolution to that effect is passed at a separate meeting of those Voting Members.

The articles on general meetings apply so far as they are capable of application and with the necessary changes to every such separate meeting.

2.4 Admission as a Member and fees

The Board may admit any person as a Member in a particular class of Members established under Article 2.3 of this Constitution if the person agrees to be bound by this Constitution and the Board approve the admission. The Board can impose such fees on various classes of Members as they from time to time determine.

2.5 Ceasing to be a Member

- (a) A Member ceases to be a Member on:
 - (i) resignation; or
 - (ii) death; or
 - (iii) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
 - (iv) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
 - (v) the termination of the person's membership by the Board in accordance with this Constitution; or
 - (vi) if a corporation, being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it, or being unable to pay its debts; or

- (vii) Ceasing to satisfy the requirements of the class of membership to which they have been admitted.
- (b) A Member whose membership of the Company ceases will not:
 - (i) make any claim, monetary or otherwise, on the Company, its funds or property except as a creditor of the Company; and
 - (ii) be entitled to represent themselves in any manner as being a Member.

2.6 Resignation

A Member may by written notice to the Company resign their membership with immediate effect or with effect from a specified date occurring not more than three months after the service of the notice.

2.7 Termination

The Board may by written notice to the Member, terminate their membership with immediate effect or with effect from a specified date occurring not more than six months after service of the notice.

2.8 Limited liability

The Members have no liability as Members except as set out in Article 19 of this Constitution.

2.9 Power to alter this Constitution

This Constitution may only be amended by special resolution in accordance with the provisions of the Corporations Act.

2.10 Prohibited to act as Trustee

The Company shall not act as Trustee for any person or entity

2.11 Performance Standards

In order to qualify for registration in a particular category under the Act, the Company shall do all things necessary to meet the performance standards applicable to that category as a rental housing agency.

3. Committee of Management

The Board is recognized as the Committee of Management.

- 3.1 The Committee of Management will comprise of Chairperson, Secretary and Treasurer, all of whom shall be from full members of the company, the Chief Executive Officer and two extra members, one of whom may be a tenant. A minimum of 3 Directors must form part of the Committee of Management. (All of whom have full voting rights as the capacity of a member).

4 Appeals Committee

4.1 The Company shall establish an Appeals Committee as prescribed under the South Australian Cooperative and Community Housing Act 1991.

4.2 Proceedings of an Appeal

- (1) Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interest of the Company.
- (2) Particulars of the charge should be communicated to the member at least one week before the meeting of the Board at which the matter will be determined.
- (3) The determination of the Board shall be communicated to the member, and in the event of an adverse determination, cease to be a member 5 days after the Board has communicated its determination to him/her.

5 General meetings

5.1 Annual general meeting

Annual general meetings of the Company are to be held in accordance with the Corporations Act.

5.2 Power to convene general meeting

The Board or a Board Member may convene a general meeting when they think fit and must do so if required to do so under the Corporations Act.

5.3 Members have power to convene general meeting

If there are not sufficient Board Members for a quorum, a Board Member or any three or more Voting Members may convene a general meeting of the Company at the cost of the Company.

5.4 Notice of general meeting

Notice of a meeting of Members must be given in accordance with Article 17 of this Constitution and the Corporations Act to the Voting Members.

5.5 Non-receipt of notice of general meeting

The non-receipt of notice of a general meeting, or the accidental omission to give notice of a general meeting to a person entitled to receive notice does not invalidate any resolution passed at the general meeting.

5.6 Directors and Chief Executive Officer entitled to attend general meetings

The Directors and the Chief Executive Officer are entitled to receive notice of and attend all general meetings and speak at those meetings.

A Director is not entitled to vote at a general meeting except in its capacity as a Member. The Chief Executive Officer is not entitled to vote at a general meeting.

5.7 Cancellation or postponement of general meeting

Where a general meeting (including an annual general meeting) is convened by the Board, they may, when they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them.

This article does not apply to a meeting convened in accordance with the Corporations Act by a single Board member, by Voting Members, by the Board on the request of Voting Members, or by meetings convened by the Court.

5.8 Written notice of cancellation or postponement of general meeting

Written notice of cancellation or postponement of a general meeting must be given to all persons entitled to receive notices of general meetings from the Company. The notice must be given at least three days before the date for which the meeting is convened and must specify the reason for cancellation or postponement.

5.9 Contents of notice postponing general meeting

A notice postponing the holding of a general meeting must specify:

- (a) a date and time for the holding of the meeting; and
- (b) a place for the holding of the meeting, which may be either the same as or different to the place specified in the notice convening the meeting.

5.10 Notice period for postponed general meeting

The number of clear days from when a notice postponing the holding of a general meeting is given to the date specified in that notice for the holding of the meeting may not be less than the number of days' notice of the meeting required to be given by this Constitution or the Corporations Act.

5.11 Business at postponed general meeting

The only business that may be transacted at a general meeting which is postponed is the business specified in the notice convening the meeting.

5.12 Non-receipt of notice of cancellation or postponement of a general meeting

The accidental omission to give notice of the cancellation or postponement of a meeting or the non-receipt of any such notice by any person entitled to notice does not invalidate that cancellation or postponement or any resolution passed at a postponed meeting.

5.13 Proxy or attorney at postponed general meeting

The date of the postponed general meeting is substituted for and applies to the exclusion of the date specified in the instrument of proxy or power of attorney if:

- (a) by the terms of an instrument appointing them, a proxy or attorney is authorized to attend and vote at a general meeting to be held on a specified date or at a general meeting to be held on or before a specified date; and
- (b) the date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy or power of attorney.

However, this may not be done if the Voting Member appointing the proxy or attorney gives to the Company at its Registered Office written notice to the contrary at least 48 hours before the time to which the holding of the meeting has been postponed.

6 Proceedings at general meetings

6.1 Reference to a Member

Unless the contrary intention appears, a reference to a Member in this Part 6 means a person who is:

- (a) a Member; or
- (b) a proxy; or
- (c) Attorney.

6.2 Number for a quorum

Subject to Article 6.5 of this Constitution, three Members present in person or by proxy or attorney are a quorum at a general meeting.

6.3 Requirement for a quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the beginning of a meeting it is taken to be present throughout the meeting unless the Chairman of the meeting on their own motion or at the request of a Member, proxy or attorney who is present declares otherwise.

6.4 Quorum and time

If within 15 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members is dissolved; and
- (b) in any other case stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Board appoint by notice to the Members and others entitled to notice of the meeting.

6.5 Adjourned meeting

At a meeting adjourned under Article 6.4(b) of this Constitution, three persons each being a Member, proxy or attorney present at the meeting are a quorum. If a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

6.6 Appointment and powers of Chairman of general meeting

If the Board have elected one of their number as Chairman, that person is entitled to preside as Chairman at a general meeting.

6.7 Absence of Chairman at general meeting

If a general meeting is held and:

- (a) a Chairman has not been elected by the Board; or
- (b) the elected Chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

the following may preside as Chairman of the meeting (in order of precedence):

- (c) the Deputy Chairman (if any);
- (d) a Director chosen by a majority of the Board present;
- (e) the only Director present;
- (f) a Member chosen by a majority of the Members present in person or by proxy or attorney.

6.8 Conduct of general meetings

The Chairman of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the Chairman's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and

- (c) May, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the Chairman considers it necessary or desirable for the proper conduct of the meeting, and a decision by the Chairman under this article is final.

6.9 Adjournment of general meeting

The Chairman of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting. The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and any place, but:

- (a) in exercising this discretion, the Chairman may, but need not, seek the approval of the Members present. Unless required by the Chairman, a vote may not be taken or demanded by the Members present in respect of any adjournment;
- (b) only unfinished business is to be transacted at a meeting resumed after an adjournment.

6.10 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

6.11 Notice of adjournment

If a meeting is adjourned for more than 14 days, notice of the adjournment must be given in accordance with Article 5.4 of this Constitution.

6.12 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favor of it.

6.13 Equality of votes - no casting vote for Chairman

If there is an equality of votes, whether on a show of hands or on a poll, the Chairman of the general meeting is not entitled to a casting vote in addition to any votes to which the Chairman is entitled as a Member or proxy or attorney of a Member.

6.14 Declaration of results

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn. A declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or 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. Neither the Chairman nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favor of or against the resolution.

6.15 Poll

If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the Chairman and the result of the poll is the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a Chairman or on a question of adjournment must be taken immediately. A demand for a poll may be withdrawn. A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

6.16 Objection to voting qualification

Objection may not be raised to the right of a person to attend or vote at a meeting or adjourned meeting or to vote on a poll except at that meeting or adjourned meeting or when that poll is taken. Every vote not disallowed at the meeting or adjourned meeting or when the poll is taken is valid.

6.17 Chairman to determine any poll dispute

If there is a dispute as to the admission or rejection of a vote, the Chairman of the meeting must decide it and the Chairman's decision made in good faith is final and conclusive.

7 Votes of Members

7.1 Voting rights

Subject to the rights and any restrictions attached to or affecting any class of Members and to any other restrictions in this Constitution:

- (a) on a show of hands, each Voting Member present in person and each other person present as proxy or attorney of a Voting Member has one vote; and
- (b) on a poll, each Voting Member present in person has one vote and each person present as proxy or attorney of a Voting Member has one vote for each Voting Member that the person represents.

7.2 Right to appoint proxy

Subject to the Corporations Act, a Member entitled to attend at a meeting of the Company or of any class of Members is entitled to appoint another person (whether a Member or not) as proxy to attend in the Member's place at the meeting. A proxy has the same right as the Member to speak and if that member is a Voting member, to vote at the meeting and may be appointed in respect of more than one meeting.

7.3 Right to appoint attorney

A Member may by power of attorney appoint an attorney to act on the Member's behalf at all or any meetings of the Company or of any class of Members.

To be effective, an instrument appointing an attorney under this clause, together with any evidence of non-revocation the Board requires, must be received by the Company at least 48 hours before the meeting.

8 Directors

8.1 Number of Directors

- (a) The number of Directors is to be not less than three (3) nor greater than fourteen (14);
- (b) The persons named in Schedule 1 shall constitute the first Board of Directors, and they shall retire at the first annual general meeting;
- (c) At the first annual general meeting, the Members shall elect the Directors apart from the Directors appointed under paragraph (e);
- (d) If the person appointed as Chief Executive Officer (other than in an interim capacity) is one of the existing Directors, then that person must resign from the office of Director and there shall be a casual vacancy for a Director;
- (e) The Directors may appoint as a Director, a person who has appropriate legal, financial or other skills.

That Director need not be elected at an annual general meeting. The Directors may at any time remove such person as a Director and may appoint another suitably qualified person in his place.

8.2 Term of appointment

As and from the first annual general meeting, Directors who are elected at an annual general meeting shall be elected for a three year term.

8.3 Director elected at general meeting

The Company may, at a general meeting at which a Director retires or otherwise vacates office, by resolution fill the vacated office by electing a person to that office.

8.4 Casual vacancy

The Directors may at any time appoint a person to be a Director to fill a casual vacancy.

A Director appointed under this article holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting.

8.5 Office held until conclusion of meeting

A retiring Director holds office until the conclusion of the meeting at which that Director retires but is eligible for re-election.

8.6 Remuneration of Directors

- (a) Apart from the Chief Executive Officer, a Director may not be paid any remuneration for services as a Director. However, a Director may be reimbursed out of the funds of the Company for their reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Directors or a Committee or when otherwise engaged on the affairs of the Company.
- (b) This article does not prevent payment in good faith to an officer or Member, or to a firm of which an officer or Member is a partner:
 - (i) of remuneration for bona fide services to the Company; or
 - (ii) for goods supplied in the ordinary course of business; or
 - (iii) of interest at a rate not exceeding the rate fixed for the purposes of this Article 1.3 of this Constitution by the Company in general meeting on money borrowed from an officer or Member; or
 - (iv) of reasonable rent for premises let by an officer or Member.

8.7 Director's remuneration must be approved

Apart from a reimbursement payment under Article 8.6 of this Constitution, any payment to a Director must be approved by the Board.

8.8 Director's interests

- (a) Subject to complying with the Corporations Act regarding disclosure of and voting on matters involving material personal interests, a Director may:
 - (i) hold any office or place of profit in the Company, except that of auditor;
 - (ii) hold any office or place of profit in any other company, body corporate, trust or entity promoted by the Company or in which it has an interest of any kind;
 - (iii) enter into a contract or arrangement with the Company;
 - (iv) participate in any association, institution, fund, trust or scheme for past or present employees or directors of the Company or persons dependent on or connected with them;
 - (v) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Company, except as auditor;

- (vi) participate in, vote on and be counted in a quorum for any meeting, resolution or decision of the Board and may be present at any meeting where any matter is being considered by the Board; and
- (vii) Sign or participate in the execution of a document by or on behalf of the Company.
- (b) A Director may do any of the above despite the fiduciary relationship of the Director's office:
 - (i) without any liability to account to the Company for any direct or indirect benefit accruing to the Director; and
 - (ii) Without affecting the validity of any contract or arrangement.
- (c) A reference to the Company in this article is also a reference to each related body corporate of the Company.

8.9 Removal of Directors

The Members may remove a Director by resolution passed at a general meeting of the Company and may appoint another person as a Director instead by resolution passed at a general meeting of the Company.

8.10 Vacation of office

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or
- (b) resigns office by notice in writing to the Company; or
- (c) is not present personally or by proxy or Alternate Director at meetings of the Directors for a continuous period of six months without leave of absence from the Directors.

9 Powers and duties of The Board

9.1 Board to manage Company

The Board is to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in general meeting.

9.2 Specific powers of The Board

Subject to Article 9.1 of this Constitution and without limiting the generality of Article 9.1 of this Constitution the Board may exercise all the powers of the Company to borrow or raise money, to

charge any property or business of the Company or all of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

9.3 Appointment of attorney

The Board may, by power of attorney, appoint any person to be the attorney of the Company for the purposes and with the powers, authorities and discretions held by the Board for the period and subject to the conditions that they think fit.

9.4 Provisions in power of attorney

A power of attorney granted under Article 9.3 of this Constitution may contain any provisions for the protection and convenience of persons dealing with the attorney that the Board thinks fit and may also authorize the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

9.5 Minutes

The Board must direct minutes of meetings to be made and kept in accordance with the Corporations Act.

10 Proceedings of the Board

10.1 Board meetings

The Board may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit and must meet at least twice per calendar year. The Chief Executive Officer shall have the right to attend and speak at Board meetings but shall not have the right to vote.

10.2 Board may convene a meeting

A Director may at any time, and the Secretary must on the written request of a Director or Board Member, convene a meeting of the Board on reasonable notice.

10.3 Questions decided by majority

A question arising at a meeting of the Board is to be decided by a majority of votes of Board members present and entitled to vote and that decision is for all purposes a decision of the Board.

10.4 Alternate Board Member or proxy and voting

A person who is present at a meeting of the Board as an Alternate Board member or as a proxy for another Board member has one vote for each absent Board member who would be entitled to vote if present at the meeting and for whom that person is an Alternate Board member or proxy. If that person is also a Board member, they have one vote as a Board member in that capacity.

10.5 No Chairman's casting vote

The Chairman of the meeting does not have a casting vote.

10.6 Quorum

The Board may determine the number of Board members required for a quorum, however they cannot set the number of Board members present in person or by proxy as fewer than three (3).

10.7 Three Board Members can constitute a quorum

Notwithstanding Article 10.6 of this Constitution, a quorum is present during the consideration of a matter at a meeting of the Board only if at least three Board members are present who are entitled to vote on any motion that may be moved at the meeting in relation to that matter.

10.8 Effect of vacancy

The continuing Board members may act despite a vacancy in their number. However, if their number is reduced below the minimum fixed by Article 8.1(a) of this Constitution, the continuing Board members may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or for calling a general meeting.

10.9 Appointment of Alternate Board member

Subject to the Corporations Act, a Board member may appoint a person approved by a majority of the other Board members, to be an Alternate Board member, in the Board members place, for a period that the Board member thinks fit.

10.10 Alternate Board Member and meetings

An Alternate Board member is entitled to notice of all meetings of the Board and, if the appointor does not attend a meeting, is entitled to attend and vote in the appointor's place.

10.11 Alternate Board Members powers

An Alternate Board member may exercise all the powers except the power to appoint an Alternate Director and, subject to the Corporations Act, may perform all the duties of the appointor that the appointor has not exercised or performed.

10.12 Alternate Board member responsible for own acts and defaults

Whilst acting as a Board member, an Alternate Board member is responsible to the Company for the Alternate Board members own acts and defaults and the appointor is not responsible for them.

10.13 Alternate Board member and remuneration

An Alternate Board member is not entitled to receive from the Company any remuneration or benefit under Article 8.6 of this Constitution.

10.14 Termination of appointment of Alternate Board member

The appointment of an Alternate Board member may be terminated at any time by the appointor even if the period of the appointment of the Alternate Board member has not expired, and terminates in any event if the appointor ceases to be a Board member.

10.15 Appointment or termination in writing

An appointment or the termination of an appointment, of an Alternate Board member must be effected by a notice in writing signed by the Board member who makes or made the appointment and delivered to the Company.

10.16 Alternate Board member and number of Directors

An Alternate Board member is not to be taken into account separately from the appointor in determining the number of Directors.

10.17 Board member attending and voting by proxy

A Board member may attend and vote by proxy at a meeting of the Board if the proxy:

- (a) is another Board member; and
- (b) Has been appointed in writing signed by the appointor. The appointment may be general or for one or more particular meetings.

10.18 Convening meetings

On the request of a Board member, the Secretary must, convene a meeting of the Board.

10.19 Chairman and Deputy Chairman

The Board must elect a Chairman and may elect a Deputy Chairman and may determine the period during which each is to hold office. The Chief Executive Officer cannot be elected as Chairman or Deputy Chairman.

10.20 Removal of Chairman by the Board

The Chairman or Deputy Chairman may be removed by a resolution of the Board of which not less than 21 days' notice has been given to the Board.

10.21 Chairman to preside over Directors' meeting

The Chairman is entitled to preside at meetings of the Board. If the Chairman is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement):

- (a) the Deputy Chairman; or
- (b) a Director chosen by a majority of the Board present.

10.22 Board committees

The Board may delegate any of their powers to committees consisting of the Board and other persons that they think fit and may revoke that delegation.

10.23 Powers delegated to Board committees

A committee to which any powers have been delegated under Article 10.22 of this Constitution must exercise those powers in accordance with any directions of the Board. These powers are then taken to have been exercised by the Board.

10.24 Board committee meetings

Subject to Article 10.23 of this Constitution, the meetings and proceedings of a committee consisting of two or more Board members are governed by the provisions of this Constitution as to the meetings and proceedings of the Board so far as they are applicable.

10.25 Circulating resolutions

The Board may pass a resolution without a Board meeting being held if all of the Board who are entitled to vote on the resolution sign a document containing a statement that they are in favor of the resolution set out in the document. Separate copies of a document may be used for signing by Board members if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Board member signs.

10.26 Meeting by use of technology

A Board meeting may be called or held using any technology consented to by each Board member. The consent may be a standing one. A Board member may only withdraw consent at a reasonable time before the meeting.

10.27 Validity of acts of Board members

All acts done at a meeting of the Board or of a committee of Board, or by a person acting as a Board member are valid even if it is afterwards discovered that there was some defect in the appointment, election or qualification of any of them or that any of them were disqualified or had vacated office.

11 Chief Executive Officer

11.1 Appointment

The Board may appoint a Chief Executive Officer. The Board may give a Chief Executive Officer any of the powers conferred on them by this Constitution, subject, at the Boards discretion, to:

- (a) any time period;
- (b) specific purposes;
- (c) any other terms and restrictions.

All or any of those powers may be given collaterally with or to the exclusion of the powers of the Board and may be revoked or varied by the Board.

For the avoidance of doubt, the person appointed as Chief Executive Officer (other than in an interim capacity) shall not be a Director.

The remuneration of the Chief Executive Officer shall be determined by the Board from time to time.

11.2 Termination

Only the Board shall have the power to terminate the appointment of the Chief Executive Officer.

12 Secretary

12.1 Appointment of Secretary

There must be at least one Secretary who is to be appointed by the Board. The Chief Executive Officer shall be the Secretary unless the Board agree otherwise.

12.2 Suspension and removal of Secretary

The Board may suspend or remove a Secretary from that office.

12.3 Powers, duties and authorities of Secretary

A Secretary holds office on the terms and conditions and with the powers, duties and authorities, as determined by the Board.

13 Treasurer

13.1 Appointment of Treasurer

The Treasurer is to be appointed by the Board.

13.2 Suspension and removal of Treasurer

The Board may suspend or remove the Treasurer from that office.

13.3 Powers, duties and authorities of Treasurer

A Treasurer will:

- Oversee the accounts
- Assist the Chief Executive Officer with the preparation of a written statement showing the progress and the financial position at each committee meeting.
- Assist the Chief Executive Officer with the preparation of an annual budget
- Assist the Chief Executive Officer with the preparation and compilation of annual financial statements to the 30th June of each year in accordance with the approved accounting standards and to present audited accounts at the Annual General Meeting.
- Do such things as directed by the Committee of Management or prescribed by the By-Laws.

14 Advisory Board

14.1 Appointment of Advisory Board

The Board may appoint an Advisory Board or, any person or persons who the Board believe have expertise and experience from which the Board may take advice from time to time.

14.2 Referral of matters to Advisory Board

The Board may convene meetings of an Advisory Board and refer to Advisory Board from time to time matters on which the Board requires advice.

15 Seals

15.1 Safe custody of common seals

The Board must provide for the safe custody of any seal of the Company.

15.2 Execution

Every document executed by the Company:

- (a) may only be, by the authority of the Board, or of a committee of the Board, authorized by the Board to authorize its use; and
- (b) Every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Board to countersign that document or a class of documents in which that document is included.

16 Inspection of records

16.1 Inspection by Members

Subject to the Corporations Act, the Board may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to inspection by the Members (other than Board).

16.2 Right of a Member to inspect

A Member (other than a Board member) does not have the right to inspect any document of the Company except as provided by law or authorised by the Board or by the Company in general meeting.

17 Service of documents

17.1 Document includes notice

In Part 17 of this Constitution (“Service of documents”), a reference to a document includes a notice.

17.2 Methods of service

The Company may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a fax number or electronic address nominated by the Member.

17.3 Post

A document sent by post:

- (a) If sent to an address in Australia, may be sent by ordinary post; and

- (b) If sent to an address outside Australia, must be sent by airmail, and in either case is taken to have been received on the day after the date of its posting.

17.4 Fax or electronic transmission

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- (a) to be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) To have been delivered on the day following its transmission.

18 Indemnity

18.1 Indemnity of officers, Auditors and agents

Every person who is or has been:

- (a) a Board member; or
- (b) a Secretary,

is entitled to be indemnified out of the property of the Company against:

- (c) every liability incurred by the person in that capacity (except a liability for legal costs other than pursuant to article 18.1(d)) of this Constitution; and
- (d) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

Unless:

- (e) the Company is forbidden by statute to indemnify the person against the liability or legal costs; or
- (f) an indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

18.2 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Board member or Secretary against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) The Company is forbidden by statute to pay or agree to pay the premium; or
- (b) The contract would, if the Company paid the premium, be made void by statute.

19 Winding up

19.1 The Company may be wound up in the manner provided for in the Act as follows:

- a. Voluntarily: the Board passes a special resolution
- b. By the Supreme Court on the following grounds:
 - i. The Company has by Special Resolution passed that it be wound up by the Supreme Court.
 - ii. That the Company is unable to pay its debts
 - iii. That the Supreme Court is satisfied that it would be in the best interest of members or creditors of the Unit if the Unit were to be wound up.
 - iv. That the Supreme Court is of the opinion that it is just and equitable that the Company be wound up

19.2 Liability of Members

Each Member undertakes to contribute to the Company's property if the Company is wound up while they are a Member or within one year after they cease to be a Member. This contribution is for:

- (a) payment of the Company's debts and liabilities contracted before they ceased to be a Member;
- (b) the costs of winding up; and
- (c) adjustment of the rights of the contributories among themselves,

and the amount is not to exceed \$7.

19.3 Application of Property on Winding Up

As per Article 1.4 of this Constitution, if any assets or income remains on the winding-up or dissolution of the Company and after satisfaction of all its debts and liabilities, such assets or income shall not be paid or distributed to the Members but shall be given or transferred to another organisation having similar purposes and which is not carried on for the purposes of profit or gain to its members;

20 Accounts

The Board must cause the accounts of the Company to be audited in accordance with the requirements of the Corporations Act and corresponding state legislation (as applicable).

20.1 Financial Year

The financial year of Ethan is from 1 July in any year to the following 30 June.

20.2 Auditor

- (ii) An Auditor will be appointed at each Annual General Meeting.

- (i) The Auditor shall have the powers and duties required of him/her under the Act.
- (ii) The Auditor is eligible for re-appointment from year to year.
- (iii) The Auditor is required to report in writing at the next Annual General Meeting after the accounts have been audited:
 - a. Whether he/she obtained the information required by him/her
 - b. Whether in the opinion of the Auditor, the accounts are properly prepared so as to give a true and fair view of income and expenditure for the relevant financial year, and so as to give a true and fair view of the assets and liabilities, and the general state of affairs, as at the end of the financial year, and
 - c. In accordance with the provisions of the Act and the Regulations.

21 Definitions and interpretation

21.1 Definitions

In this Constitution unless the contrary intention appears:

Advisory Board means the board of advisors from wide-ranging professional disciplines to be appointed under Article 14.1.

Alternate Board Member means a person appointed as an alternate director by a Director in accordance with Article 10.9.

Article means an article of this Constitution.

Auditor means the auditor for the time being of the Company.

Chairman means the chairman of the board of the Company.

Deputy Chairman means the deputy chairman of the board.

Chief Executive Officer means a person appointed as Chief Executive Officer under Part 11.

Company means "Ethan Affordable Housing Limited".

Constitution means this constitution as it is amended from time to time.

Corporations Act means the Corporations Act 2001 (Commonwealth).

Director means a director of the Company.

Directors means all or some of the directors of the Company acting as a board.

Member means a member of the Company.

Part means a Part of this Constitution.

Registered Office means the registered office for the time being of the Company.

Secretary means a person appointed as a secretary of the Company, and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company.

Voting Member means a Member belonging to a class of Members that has voting rights under this Constitution.

21.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) the word person includes a firm, a body corporate, an unincorporated association or an authority;
- (b) the singular includes the plural and vice versa;
- (c) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (d) a reference to writing includes typewriting, printing, telex, telegram, facsimile and other modes of representing or reproducing words in a visible form;
- (e) a reference to an article is a reference to one of the articles;
- (f) a power, an authority or a discretion given to a Director, the Directors, the Company in general meeting or a Member may be exercised from time to time and at any time.

21.3 Corporations Act

In this Constitution unless the contrary intention appears:

- (a) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act; and
- (b) "Section" means a section of the Corporations Act. The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

21.4 Headings

Headings are inserted for convenience and do not affect the interpretation of this Constitution.

21.5 Powers

Powers conferred on the Company, the Directors, a committee of Directors, a Director or a Member may be exercised at any time and from time to time.

Schedule 1 - Initial Directors

Mr Ashley Richard Fenn
Mr Adrian Aristotle Spencer
Mr Ian Reginald Prescott

Schedule 2 - Initial Members

Mr Ashley Richard Fenn
Mr Adrian Aristotle Spencer
Mr Ian Reginald Prescott

Schedule 3 – Honorary Life Members

Mr Ashley Richard Fenn
Mr Adrian Aristotle Spencer
Mr Ian Reginald Prescott

Signing page

DATED:

Each of the undersigned, being a person specified in the application for registration of the Company as a person who consents to become a Member, agrees to the terms of this Constitution.

Name Mr Ashley Richard Fenn_

Address _____

Signature_____

Date _____

Name Ms Pamela Keenan

Address _____

Signature_____

Date _____

Name Mr Brendan Fenn

Address _____

Signature_____

Date _____