



Mosaic Community Care Incorporated

Constitution

(13 November 2018)

CONSTITUTION

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1 Application

The following is the Constitution of Mosaic Community Care Inc. (Association) ABN 16 687 322 465. The Association is incorporated under the *Associations Incorporation Act 2015 (WA)*.

2 Definitions & Interpretation

In this Constitution, unless a contrary intention appears:

- 2.1 “**Act**” means the *Associations Incorporation Act 2015 (WA)* as amended or replaced.
- 2.2 “**ACNC**” means the Australian Charities and Not for Profits Commission.
- 2.3 “**Annual General Meeting**” means the meeting of the Members, required by this Constitution to be held once in each calendar year, after the termination of the financial year, in accordance with rule 7.9 of this Constitution.
- 2.4 “**Associate Member**” has the meaning ascribed to it in rule 6.1(b) of this Constitution.
- 2.5 “**Association**” means Mosaic Community Care Inc.
- 2.6 “**Board**” means the board of Directors of the Association, elected pursuant to rule 8 of this Constitution.
- 2.7 “**CEO**” means the Association’s chief executive officer appointed in accordance with rule 10.1 of this Constitution.
- 2.8 “**Chair**” means the chair of the Board appointed from time to time by the Board in accordance with rule 8.2 of this Constitution.
- 2.9 “**Client**” means a person with a Disability who is eligible for the services offered by the Association and to whom the Association provides its services.
- 2.10 “**Community Housing**” means housing for people on a very low, low or moderate income or for people with additional needs.
- 2.11 “**Community Housing Assets**” means:
 - (a) land and/or premises transferred to the Association by the Housing Authority, but does not include land or land and premises that the Housing Authority sells at market value to the Association.
 - (b) land and/or premises acquired by the Association wholly or partly with funding provided by the Housing Authority, including but not limited to where such funding is comprised of:
 - (i) funding provided directly by the Housing Authority;
 - (ii) GST input tax credits claimed by the Association in connection with any supplies which are funded wholly or in part by the Housing Authority.
 - (c) a legal interest in land and/or premises acquired by the Association wholly or partly with funding provided or where the acquisition is facilitated by the Housing Authority.
 - (d) land and/or premises acquired by the Association wholly or in part with borrowings leveraged off or cash flow generated from any assets in the Association’s portfolio in which the Housing Authority has or had an interest.

- (e) land and/or premises where the Housing Authority is identified as having an interest in any legal agreement.
 - (f) land and/or premises procured with the proceeds of sale of land and/or premises in which the Housing Authority has previously had an interest.
 - (g) housing constructed by the Housing Authority or improvements made on land and/or premises by the Housing Authority.
- 2.12 “**Director**” means a member of the Board appointed in accordance with rule 8 of this Constitution.
- 2.13 “**Disability**” of a person means:-
- (a) an intellectual, psychiatric, cognitive, neurological, sensory or physical impairment, or any combination of such impairments;
 - (b) resulting in:
 - (i) a reduced capacity of the person for communication, social interaction, learning or mobility; and
 - (ii) the need for support services.
- 2.14 “**Financial Year**” means the period commencing on the first day of July in each year and ending on 30 June in the following year.
- 2.15 “**Framework**” means the *Department of Communities Community Housing Regulatory Framework (WA)* as amended or replaced.
- 2.16 “**General Meeting**” means any meeting of the Members called by the Board, other than the Annual General Meeting.
- 2.17 “**Honorary Member**” has the meaning ascribed to it in rule 6.1(c) of this Constitution.
- 2.18 “**Housing Authority**” means the statutory body corporation established under the *Housing Act 1980 (WA)*.
- 2.19 “**Life Member**” has the meaning ascribed to it in rule 6.1(d) of this Constitution.
- 2.20 “**Meeting**” means a General Meeting, an Annual General Meeting or a Special General Meeting.
- 2.21 “**Member**” means any person or corporation elected by the Board as a member of the Association, and falling within one of the membership categories outlined in rule 6.1 of this Constitution.
- 2.22 “**Office**” means the registered office of the Association or any other place where the business of the Association is conducted.
- 2.23 “**Ordinary Member**” has the meaning ascribed to it in rule 6.1(a) of this Constitution.
- 2.24 “**Pecuniary Interest**” in relation to a person’s interest in the Association means any financial interest, including (but not limited to) that of:
- (a) a Member, Director or employee of the Association;
 - (b) an immediate family member of a Member, Director or employee of the Association;
 - (c) a contractor to the Association; or
 - (d) a service provider to the Association,

but does not include a donor or volunteer without reward.

- 2.25 **“Registered Community Housing Provider”** means an organisation that provides community housing and is registered under the Framework as a tier 1, 2 or 3 provider.
- 2.26 **“Register of Members”** means the register of Members referred to in rule 6.6 of this Constitution.
- 2.27 **“Secretary”** means the secretary of the Board appointed from time to time by the Board in accordance with rule 8.2 of this Constitution.
- 2.28 **“Special General Meeting”** means any meeting of the Members convened on the requisition of the Members as provided by rules 7.4 to 7.8 of this Constitution.
- 2.29 **“Surplus Property”** has the meaning given to it in rule 19.3 of this Constitution.
- 2.30 **“Treasurer”** means the treasurer of the Board appointed from time to time by the Board in accordance with rule 8.2 of this Constitution.
- 2.31 **“Vice Chair”** means the vice chair of the Board appointed from time to time by the Board in accordance with rule 8.2 of this Constitution.
- 2.32 The Board has the sole right of determining the interpretation of the Constitution and any by-laws of the Association and its decision will be binding on all Members.

3 Objects

The objects of the Association are to:

- 3.1 provide goods and services of any kind whatsoever to Clients including without limitation residential support, community support, health and welfare services, employment support services, and such support and services as are ancillary to or concomitant with these and the other objects of the Association;
- 3.2 promote the general welfare of all Clients of the Association;
- 3.3 promote the integration of all Clients into the community;
- 3.4 endeavour to ensure that all Clients receive appropriate support;
- 3.5 encourage the establishment and maintenance of appropriate services to meet the needs of all Clients;
- 3.6 access, contribute to and conduct research relevant to Disability and related issues;
- 3.7 work with Clients and relevant stakeholders to reform laws and change policies, practices and community attitudes that discriminate against or disadvantage people with Disability;
- 3.8 promote community awareness of anti-discrimination laws to advance the rights of all Clients and disabled members of the community;
- 3.9 develop and be involved in appropriate networks;
- 3.10 maintain the necessary infrastructure and administration systems in order to further the Association's aims and objectives;
- 3.11 contribute to policy development in areas which affect the lives of all Clients, prospective Clients and other disabled members of the community;

- 3.12 establish, manage, maintain and/or facilitate community programmes for Clients, which are contemporary and based upon the needs of the individual;
- 3.13 represent the views of members to Government bodies in relation to issues affecting the delivery of disability services;
- 3.14 liaise with disability peak bodies in advocating to Government and others in order to work towards the reduction and eventual elimination of social and economic disadvantage experienced by all Clients, prospective Clients and disabled members of the community;
- 3.15 do all such things as are incidental or conducive to the attainment of any, or all of these objects including raising money and the promotion of its goods and services to prospective Clients; and
- 3.16 comply with all relevant State and Commonwealth legislation and regulations pertaining to all activities of the Association.

4 Not for Profit

- 4.1 The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly to Members except in good faith in the promotion of those objects.
- 4.2 Nothing in rule 4.1 will be construed so as to prevent the payment in good faith:
 - (a) of interest to any Member in respect of moneys advanced by him or her to the Association or otherwise owing by the Association to him or her;
 - (b) of remuneration to any Member, who is a Director or employee of the Association or to any other person in return for any services actually rendered to the Association; or
 - (c) to any Member, of out of pocket expenses, proper charges for goods hired by the Association or reasonable and proper rent for premises leased to the Association.
- 4.3 Subject to rules 8.12, 8.13 and 8.14 (in relation to payments to Directors), payment can only be made in accordance with rule 4.2(a) or 4.2(b) if the payment is authorised by a resolution at a Meeting of the Members of the Association.

5 The Powers of the Association

- 5.1 The Association has all the powers of a natural person including to do all things necessary or convenient for carrying out the objects of the Association and without limiting the generality of the foregoing, the Association has power:
 - (a) to borrow or raise moneys from any person (including a Member) or any firm or banker on current account or otherwise at such rate of interest and whether to be capitalised according to the custom of bankers or not and on such terms and conditions as the Board thinks fit;
 - (b) as security for any such borrowing or raising or for the purpose of securing or joining in securing any moneys and interest thereon, to sign and execute mortgages, bills of sale and other securities over all or any part of the real and personal property of the Association, such mortgages, bills of sale and other securities to be in such form as the Board thinks fit and so that no person, firm or banker lending money to the Association or taking any securities for any moneys and interest will be concerned to see or enquire as to the proper application of any

moneys lent or as to the power of the Association to give or join in giving any security;

- (c) to join with any person in executing any mortgage, bill of sale or other security for the purpose of securing the payment of money by the Association jointly with any person or for the purpose of securing the payment of money to any person;
- (d) to give any guarantee or indemnity for the payment of money or the performance of any contract, obligation or undertaking by any person and to secure by mortgage, charge or security or otherwise howsoever the obligation in respect thereof or to secure an obligation howsoever arising of any person;
- (e) to delegate the exercise of all or any of the powers of the Association to one or more delegates and execute any power of attorney or other instrument necessary to effect that delegation;
- (f) to enter into any contract it considers necessary or desirable; and
- (g) to act as trustee and accept and hold real and personal property upon trust, but does not have the power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or this Constitution.

5.2 In addition, the Association shall be deemed to have all the powers conferred or implied by section 14 of the Act, as if those powers were expressly included in this Constitution, provided that nothing shall be construed to permit the Association to pursue the purpose of securing profits to, or for, its Members or the Association itself.

6 Membership

Membership structure:

6.1 There are four classes of Members as follows:

- (a) **Ordinary Member:** any individual or corporation other than a person or corporation with a Pecuniary Interest in the Association;
- (b) **Associate Member:** any individual or corporation with a Pecuniary Interest in the Association;
- (c) **Honorary Member:** any individual or corporation eligible to be an Ordinary Member that the Board determines should, for such period determined by the Board, not be liable to pay a subscription in recognition of the services rendered to the Association; and
- (d) **Life Member:** any person appointed as a life member by the Board in recognition of outstanding service to the Association and such person shall not be liable to pay a subscription in recognition of such service.

6.2 Subject to rule 6.4, each Ordinary Member, Honorary Member and Life Member will be a voting Member and shall have one vote. Associate Members shall not be entitled to vote at any Meeting of the Association. All Members shall be entitled to receive notice of and to attend any Meeting of the Association.

6.3 The Board shall determine from time to time the annual subscription payable by each class of members, except Honorary Members and Life Members.

6.4 An Ordinary Member is a voting Member for the purposes of rule 6.2 of this Constitution, if the Member has paid the annual subscription due on or before 30 September in the relevant year.

- 6.5 If an Ordinary Member or Associate Member fails to pay the annual subscription due by 30 September in the relevant year, membership shall automatically lapse and may be re-considered by the Board upon nomination in accordance with rule 6.8.
- 6.6 The Secretary shall enter the full name, residential, postal or email address and class of membership of each Member in the Register of Members, which shall be maintained by the Secretary as required by the Act.
- 6.7 Any notice may be given to a Member either personally or by post to that Member at the address in the Register of Members.

Member nominations:

- 6.8 Any person or corporation who supports the objects of the Association and who wishes to become a Member must be nominated in writing by one Member and seconded by another Member. The nomination must be in writing in the form prescribed by the Board from time to time and signed by the nominator, seconder and nominee. The nominee must agree to be bound by this Constitution. The nomination must be submitted to the Board.
- 6.9 The Board shall, as soon as possible after receipt of a nomination for membership, approve or refuse the nomination. The Board shall advise the nominee whether or not the nomination has been approved. A current copy of the Constitution will be given to each person who becomes a Member.
- 6.10 A nominee whose application for membership of the Association is rejected under rule 6.9 must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of fourteen days from the date he or she is advised of the rejection.
- 6.11 When notice is given under rule 6.10, the Association in General Meeting no later than the next Annual General Meeting, must either confirm or set aside the decision of the Board to reject the application, after having afforded the nominee who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in General Meeting.

Resignation, suspension or expulsion:

- 6.12 A Member may resign by notice in writing to the Board and the membership shall cease upon receipt of that notice.
- 6.13 If the Board considers that a Member should be suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Board must communicate, either orally or in writing, to the Member:
- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conduct,
- not less than thirty days before the date of the Board meeting referred to in paragraph (a).
- 6.14 At the Board meeting referred to in a notice communicated under rule 6.13, the Board may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that Member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.

- 6.15 Subject to rule 6.17, a Member has his or her membership suspended or ceases to be a Member fourteen days after the day on which the decision to suspend or expel a Member is communicated to him or her under rule 6.14.
- 6.16 A Member who is suspended or expelled under rule 6.14 must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of fourteen days referred to in rule 6.15.
- 6.17 When notice is given under rule 6.16:
- (a) the Association in General Meeting, must either confirm or set aside the decision of the Board to suspend or expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in General Meeting; and
 - (b) the Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the Board to suspend or expel him or her is confirmed under this sub-rule.

7 Meetings

General Meetings:

- 7.1 A General Meeting of the Association may be called at any time:
- (a) upon the direction of the Chair of the Board; or
 - (b) upon direction of three Directors.
- 7.2 Notices of General Meetings shall:
- (a) be provided to all Members
 - (b) include the agenda of the business to be transacted at that Meeting; and
 - (c) give not less than fourteen days clear notice and specify the place, day and time of the Meeting.
- 7.3 Voting at General Meetings:
- (a) Any voting Member present in person or by proxy, may vote on any resolution presented at a General Meeting.
 - (b) Proxy voting:
 - (i) A voting Member may assign their proxy in writing using the form specified in this Constitution.
 - (ii) If the voting Member is a corporation, the authority shall be either under the seal or under the name of a duly authorised officer or attorney of the Member.
 - (iii) A proxy holder shall have authority to demand or to join in the demanding of a poll.
 - (iv) A Member shall be entitled to instruct their proxy vote in favour of, or against, any proposed resolution. If direction is not given, the holder of the proxy may vote as they think fit.
 - (v) Prior to the start of a Meeting, the holder of any proxy must register the proxy with the Secretary so that the appointer's membership details can be verified prior to the Meeting.

- (vi) At the commencement of a Meeting the Secretary shall advise the Meeting of the name of any Member holding proxies, and the number of proxies held by that Member.

Special General Meetings

- 7.4 A Special General Meeting may be convened at any time by a request in writing to the Board, signed by not less than 50% of voting Members. Such requisition must state the particular matter or matters to be discussed at the Meeting.
- 7.5 Where a requisition under rule 7.4 is received, the Board must, within thirty days of receiving the requisition, convene a Special General Meeting for the purpose specified in that request. If a Special General Meeting is not convened within this time, the Members who made the request may themselves convene a Special General Meeting as if they were the Board.
- 7.6 In all circumstances, the Association must pay the reasonable expenses of convening and holding the Special General Meeting.
- 7.7 Notices of Special General Meetings shall:
 - (a) include the agenda of the matter(s) to be discussed at that Meeting; and
 - (b) give not less than fourteen days clear notice and specify the place, day and time of the Meeting.
- 7.8 Voting at Special General Meetings:
 - (a) Any voting Member present in person or by proxy may vote on any resolution presented at a Special General Meeting.
 - (b) Proxy voting:
 - (i) A voting Member may assign their proxy in writing using the form specified in this Constitution.
 - (ii) If the voting Member is a corporation, the authority shall be either under the seal or under the name of a duly authorised officer or attorney of the Member.
 - (iii) A proxy holder shall have authority to demand or to join in the demanding of a poll.
 - (iv) A Member shall be entitled to instruct their proxy vote in favour of, or against, any proposed resolution. If direction is not given, the holder of the proxy may vote as they think fit.
 - (v) Prior to the start of a Meeting, the holder of any proxy must register the proxy with the Secretary so that the appointing Member's membership details can be verified prior to the Meeting.
 - (vi) At the commencement of a Meeting the Secretary shall advise the Meeting of the name of any Member holding proxies, and the number of proxies held by that Member.

Annual General Meetings

- 7.9 The Annual General Meeting shall be held at least once in every calendar year and within a period of four months following the end of the financial year, in accordance with section 50 of the Act.
- 7.10 Notices of Annual General Meetings shall:

- (a) include the agenda of the business to be transacted at that Meeting; and
- (b) give not less than fourteen days clear notice and specify the place, day and time of the Meeting.

7.11 Voting at Annual General Meetings:

- (a) Any voting Member present in person or by proxy may vote on any resolution presented at an Annual General Meeting.
- (b) Proxy voting:
 - (i) A voting Member may assign their proxy in writing in the form specified in this Constitution.
 - (ii) If the voting Member is a corporation, the authority shall be either under the Seal or under the name of a duly authorised officer or attorney of the Member.
 - (iii) A proxy holder shall have authority to demand or to join in the demanding of a poll.
 - (iv) A Member shall be entitled to instruct their proxy vote in favour of, or against, any proposed resolution. If direction is not given, the holder of the proxy may vote as they think fit.
 - (v) Prior to the start of a Meeting, the holder of any proxy must register the proxy with the Secretary so that the appointing Member's membership details can be verified prior to the Meeting.
 - (vi) At the commencement of a Meeting, the Secretary shall advise the Meeting of the name of any Member holding proxies, and the number of proxies held by that Member.

Proceedings at General, Special General and Annual General Meetings

7.12 Quorum

- (a) No business shall be transacted at any Meeting unless a quorum is present at the time when the Meeting proceeds to business. Save as herein otherwise provided, the quorum for a Meeting shall be 25% of the voting Membership of the Association.
- (b) For the purpose of determining whether a quorum is present, a person attending as proxy shall be counted as a separate Member for each proxy provided:
 - (i) No person, other than the meeting Chair, shall hold more than two proxy votes; and
 - (ii) The total number of Members present in person shall not be less than five, unless 25% of the total voting Membership is less than five, in which case 25% of the total voting Membership will constitute a quorum.
- (c) If a quorum is not present within thirty minutes of the time appointed for the commencement of the Meeting:
 - (i) in the case of a Special General Meeting, convened upon the requisition of Members, the Meeting shall be dissolved; or
 - (ii) in any other case:

- (A) the Meeting stands adjourned 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 thirty minutes from the time appointed for the commencement of the Meeting:
 - (1) five Members present constitute a quorum, unless 25% of the total voting Membership is less than five, in which case 25% of the total voting Membership will constitute a quorum; and
 - (2) where a quorum is not present the meeting shall be dissolved.

7.13 The Board shall appoint a Chair who shall preside as Chair at every Meeting.

- (a) Where a Meeting is held and the Chair is not present within ten minutes after the time appointed for the commencement of the Meeting or he or she is unable to so act, the Vice Chair of the Board shall act as Chair of the Meeting.
- (b) If the Vice Chair is not present within twenty minutes after the time appointed for the commencement of the Meeting or if he or she is unable to so act, the Members present shall elect one of the present members of the Board to act as Chair of the Meeting.

7.14 Adjourned Meetings

- (a) The Chair may, with consent of the majority of Members present in person or by proxy at any Meeting at which a quorum is present (and shall, if so directed by the Meeting), adjourn the Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.
- (b) When a Meeting is adjourned, fourteen days or more notice of the adjourned Meeting shall be given as in the case of the original Meeting. Save as aforesaid it shall not be necessary to give any other notice of an adjournment or of the business to be transacted at any adjourned meeting.

7.15 Voting on Meeting resolutions

- (a) At any Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless a poll is demanded before or on the declaration of the show of hands.
- (b) Unless a poll is so demanded, a declaration by the Chair that a resolution has been carried or lost which is recorded in the minutes of the Meeting shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- (c) The demand for a poll may be made:
 - (i) by the Chair; or
 - (ii) by at least three Members present in person or by proxy.

7.16 Meeting Polls

- (a) A "poll" is a vote in writing. The numbers of votes for and against a motion are recorded in the minutes of the Meeting.

- (b) If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs, and subject to rule 7.16(c) below, the result of the poll shall be the resolution of the Meeting at which the poll was demanded.
- (c) A poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith.
- (d) In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second casting vote.

7.17 Voting by Proxy

- (a) At Meetings of Members each Member is entitled to vote in person or by proxy.
- (b) On a poll, every voting Member present or by proxy, has one vote provided that no person, other than the meeting Chair, may hold more than two proxies.

7.18 A person with a Pecuniary Interest or other material personal interest in an issue may not vote on the issue, nor may they be present when the issue is discussed and voted on unless the Meeting has passed a motion to that effect.

7.19 A person with a material personal interest, including a Pecuniary interest or other non-financial interest, in an issue must disclose the nature and extent of that interest at the Association's next General Meeting.

8 Board of Directors

8.1 The governance of the Association shall be vested in the Board which shall have and exercise powers, authorities and discretions as detailed in this Constitution.

8.2 The Board shall consist of no more than twelve Directors who shall each be elected by the Members at each Annual General Meeting and shall unless they resign hold office until the conclusion of the next Annual General Meeting. At the first Board meeting after the Annual General Meeting the Board shall appoint one Director as Chair, one as Vice Chair, one as Treasurer and one as Secretary.

8.3 The Board shall ensure adherence to its policies relating to Directors' performance and behaviour.

8.4 The Board shall have the power at any time to appoint any Member to the Board to fill any casual vacancy. The Director so appointed shall hold office only until the return of the absent Director or until the next following Annual General Meeting, but subject to this Constitution shall be eligible for reappointment.

8.5 Nominations for vacant Board positions must be signed by the nominee and a nominating Member of the Association and must be lodged with the Chair, and shall include a statement by the nominee of why their nomination should be accepted.

8.6 All Directors must be Members of the Association.

8.7 The office of a Director shall become vacant if the Director:

- (a) formally resigns his or her office;
- (b) fails to be present at three consecutive Meetings without leave of the Board;

- (c) ceases to be a Member of the Association;
 - (d) fails to observe, comply with or conform to, any of the Association's policies or by-laws or with this Constitution; or
 - (e) is deemed a "disqualified person" under the *Corporations Act 2001* (Cth) or has at any time been disqualified by the Commissioner of the ACNC from being a responsible entity of a registered charity.
- 8.8 The continuing Directors may act, notwithstanding any vacancy on the Board, but if and so long as their number is reduced below the number fixed by or pursuant to rule 9.4 of this Constitution as the necessary quorum of the Board, the continuing Directors may act only for the purpose of increasing the number of Directors, or for summoning a General Meeting and for no other purpose.
- 8.9 In the event that the Chair shall not serve his or her full term, the Vice Chair shall succeed to the unexpired remaining period thereof. In the event that any other Director shall be unable to serve his or her term, the Board may appoint an interim successor in accordance with rule 8.4. The Board shall deal as it sees fit with any contingency resulting from the vacating of an office, which is not otherwise covered by this Constitution.
- 8.10 Subject to rule 8.7, the period each Director may serve on the Board is not restricted and each Director is eligible for re-election at the next Annual General Meeting.
- 8.11 At the discretion of the Board the CEO of the Association may be appointed to the Board as an executive Director and non voting member of the Board.
- 8.12 The Association may not pay any Director any amount except as expressly provided for in rules 4.2, 8.13 and 8.14.
- 8.13 The Association may pay each Director all reasonable out-of-pocket expenses incurred by the Director in carrying out that Director's duties as a Director. Directors may also be paid all reasonable travelling, accommodation and other expenses properly incurred by them in attending meetings of the Board or general meetings of the Association or in connection with the business of the Association.
- 8.14 The remuneration (if any) of the Directors is from time to time to be determined by a resolution at a Meeting of the Members of the Association.

9 Board Meetings

- 9.1 The Board shall cause minutes to be made of:
- (a) the names of Members present at all meetings of the Board; and
 - (b) all proceedings at all meetings of the Board.
- 9.2 The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit. The Chair shall at the request of at least three members of the Board, summon a meeting of the Board.
- 9.3 Meeting Chair
- The Chair shall preside as Chair of every meeting of the Board or if at any meeting the Chair:
- (a) is not present within ten minutes after the time appointed for holding the meeting; or
 - (b) is unable to so act, then

the Vice Chair shall be Chair or if the Vice Chair:

- (a) is not present; or
- (b) is unable to act at the meeting,

then the Directors may choose one of their numbers to be Chair of the meeting.

9.4 Quorum at Board meetings

The quorum necessary for the transaction of the business of the Board shall be as follows:

Where Board comprises up to 8 Members - 3 Directors shall be in attendance

Where Board comprises 9 or 10 Members – 4 Directors shall be in attendance

Where Board comprises 11 or 12 Members – 5 Directors shall be in attendance.

9.5 Voting

- (a) Questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Directors present at the Board meeting. In case of an equal number of votes the Chair of the meeting shall have a casting vote.
- (b) Proxy Voting: Where prior to a meeting of the Board, notice of a motion or resolution intended to be moved at such meeting has been forwarded to Directors, if any Director is for any reason unable to attend such meeting, that Director may give the Chair or Secretary a proxy form or paper duly signed by the Director setting out the terms of the resolution and stating that the Director votes for or against such resolution. Such vote shall be as effective as if the Director voted in person on such resolution. The fact that such Director has voted in writing shall be recorded in the minutes of the meeting.
- (c) Any resolution or other decision of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the resolution or decision including by reason of some defect in the appointment or qualification of any Director, be as valid as if passed or made in full compliance with this Constitution and any other applicable rule, if it is later ratified by the Board in accordance with this Constitution.
- (d) A resolution in writing signed by a majority of Directors at the time, shall be as valid and effectual as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in like form, each signed by one or more Directors. The documents comprising such resolution shall be placed in the record of Board meeting minutes.
- (e) A member of the Board shall not vote in respect of any contract or proposed contract with the Association in which he or she has a Pecuniary Interest or other material personal interest, or any matter arising therefrom, and if he or she does so vote that vote shall not be counted.

10 Management

- 10.1 The business of the Association shall be managed by a CEO appointed by the Board who may exercise all such powers of the Association as are not, by this Constitution, required to be exercised by the Board or by the Members.

- 10.2 The CEO shall manage the Association in accordance with good business practice and such policies as may be implemented by the Board, and in compliance with all requirements under the Act and under this Constitution.
- 10.3 The CEO shall on behalf of the Association engage appropriately qualified staff who shall:
- (a) keep correct accounts and books of accounts showing the financial affairs of the Association and otherwise comply on behalf of the Association under Part 5 of the Act, including:
 - (i) keeping such accounting records that correctly record and explain the financial transactions and financial position of the Association; and
 - (ii) keeping the accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time and properly audited;
 - (b) whenever requested by the Chair, submit to the Board a report, balance sheet and financial statements in accordance with that request;
 - (c) be responsible for receipt of funds on behalf of the Association and issue appropriate receipts for all such moneys;
 - (d) be responsible for making payments due by the Association;
 - (e) present at each Annual General Meeting a statement of accounts including receipts and expenditure and balance sheet detailing the assets and liabilities of the Association for the year ending 30 June of that year; and
 - (f) have custody of all books and documents of a financial nature and the accounting records of the Association.

11 Policies and By-Laws

- 11.1 The Board may make such policies or by-laws as may be necessary or expedient for the efficient conduct and management of the Association, its branches and its affairs and may at any time annul or vary such policies or by-laws, provided that such policies or by-laws shall not be inconsistent with the terms of this Constitution and the requirements of the Act.
- 11.2 Registers of such policies and by-laws shall be kept and all additions, amendments and deletions shall be recorded.

12 Custody of Records

- 12.1 The Board shall provide for the safe custody of the Register of Members, all records, books, documents and securities of the Association.

13 Inspection of Association records

- 13.1 Members are entitled to inspect the following records and documents of the Association:
- (a) the current rules and by-laws of the Association;
 - (b) Register of Members;
 - (c) record of office bearers; and
 - (d) the annual audited financial statements of the Association.
- 13.2 Upon the request of a Member of the Association, the Member may make a copy of, or take an extract from, the Register of Members or other Association record, book or document but shall have no right to remove the Register of

Members or other Association record, book or document for that purpose. If a Member requests that the Association provides them with a copy of the Register of Members, the Association may charge the Member a reasonable amount for the copy.

14 Seal

14.1 The Board shall provide for the safe custody of the Association's seal, which shall only be used by the authority of the Board.

14.2 Every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by a second Director or by some other person appointed by the Board for that purpose.

15 Indemnity

15.1 The Association indemnifies and agrees to keep the Directors indemnified against all claims arising against them as a consequence of their exercise of their duties as officers of the Association and against all costs incurred by them in defending any claim brought against them whether civil or criminal to the fullest extent permitted by law and to maintain at the Association's expense appropriate insurance for any liability incurred by the Association as a consequence of the provision of the above indemnity to Directors.

16 Funds and Auditing of Accounts

16.1 All accounts with financial institutions shall be in the name of the Association and any drawings whether by cheque, direct debit or otherwise shall be authorised in the manner determined by the Board from time-to-time.

16.2 All moneys received by the Association shall be deposited in an account or accounts with such bank or financial institution as are designated by the Board from time-to-time.

16.3 The auditor of the Association shall be appointed at each Annual General Meeting. The auditor shall not be a Director or closely related to a Director.

16.4 The accounts of the Association shall be audited each year and the auditor's certificate shall be presented to the Members at each Annual General Meeting.

16.5 The auditor has the right to access all the accounts, books, records, vouchers and documents of the Association and may require from any employee of the Association or Member or Director such information and explanations as may be necessary for the performance of the auditor's duties.

17 Alterations to the Constitution

17.1 This Constitution may be amended, rescinded or added to by special resolution of the Members in General Meeting or the Annual General Meeting, passed by not less than three fourths of the Members of the Association who are entitled to vote and vote in person or by proxy in the manner allowed by these rules. Notice of any proposed amendment, rescission or addition will be sent to the Members not less than 21 days prior to the date of the General Meeting or Annual General Meeting at which the resolution is to be considered.

17.2 Any change to this Constitution shall take effect upon compliance with section 30 of the Act.

17.3 Notice of any change to the Constitution will, where required, be given to the ACNC and any other relevant authority.

18 Disputes and mediation

- 18.1 The grievance procedure set out in this rule applies to disputes under these rules between:
- (a) two Members; or
 - (b) a Member and the Association; or
 - (c) a Client and the Association.
- 18.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- 18.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten days, hold a meeting in the presence of a mediator.
- 18.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between two Members, a person appointed by the Board of the Association;
 - (ii) in the case of a dispute between a Member or a Client and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 18.5 A Member of the Association can be a mediator.
- 18.6 The mediator cannot be a Member who is a party to the dispute.
- 18.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 18.8 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 18.9 The mediator must not determine the dispute.
- 18.10 The mediation must be confidential and without prejudice.
- 18.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

19 Winding up

- 19.1 The Association may be wound-up voluntarily if the Association is solvent and the Members resolve by special resolution that it should be wound-up voluntarily in accordance with section 121 of the Act. Such resolution must be passed by not less than three fourths of the Members who are entitled to vote either in person or by proxy. The notice of the Meeting at which the special resolution is to be put must specify the intention to propose the motion to wind-up the Association and be sent to Members not less than 21 days prior to the date of the proposed General Meeting.

19.2 If the Association is wound-up and there remains any Surplus Property whatsoever, the same shall be given or transferred to another incorporated association, which:

- (a) is a public benevolent institution under item 4.1.1 of the table in section 30-45 of the *Income Tax Assessment Act 1997*, endorsed by the Commissioner of Taxation as a deductible gift recipient under Division 30 of the same Act;
- (b) having purposes similar to the objects and purposes of the Association (and where possible, in the first instance a Registered Community Housing Provider); and
- (c) which prohibits the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Association by virtue of these rules, the Act and Division 30-B of the *Income Tax Assessment Act 1997*,

as chosen by the Members, or in default of any determination by the Members, by the Board.

19.3 In this rule –

- (a) Surplus Property, in relation to the Association, means property remaining after satisfaction of –
 - (i) the debts and liabilities of the Associations; and
 - (ii) the costs, charges and expenses of winding up of the Association,

but does not include books relating to the management of the Association or Community Housing Assets.

19.4 On the winding up of the Association all Community Housing Assets are to be returned to the Housing Authority or transferred to another Registered Community Housing Provider in Western Australia.

19.5 Notice of any winding-up of the Association will be given, where required, to the Commissioner of Taxation, ACNC, WA Chamber of Commerce and any other relevant authority.

20 Revocation of Endorsement

20.1 If the endorsement of the Association as a deductible gift recipient is revoked, any surplus:

- (a) gifts of money or property for the principal purpose of the Association;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and
- (c) money received by the Association because of such gifts and contributions,

shall be transferred to another entity satisfying the criteria in rule 19.2 of this Constitution.



ASSOCIATION PROXY APPOINTMENT FORM

I,
(Insert Member's Name)

of
(Insert Member's Address)

being a member of Mosaic Community Care Inc.

Appoint as my proxy the Chair of the Board of Mosaic Community Care Inc.

Or:

Tick
...

(Insert Proxy's Name)

My Proxy is authorised to vote on my behalf at the Meeting(s) (and any adjournment of the Meeting(s)) on:

.....
(Insert relevant date(s))

At his/her discretion,

Or:

Tick
one
 In relation to the following resolutions and/or nominations:

In Favour	Against
.....
.....
.....

(Insert resolution nos. or brief description or nominee's name(s) – use separate sheet if necessary.)

Signature: Date:
(of Member appointing Proxy)

Secretary use only: Membership details checked on