

Constitution of National Affordable Housing Consortium - Victoria Ltd

A public company limited by guarantee

Adopted 10 August 2023

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Constitution

National Affordable Housing Consortium - Victoria Ltd

1 Preliminary

1.1 Definitions

In this constitution:

Term	Definition
ACNC Legislation	means the: (a) Australian Charities and Not-for-profits Commission Act 2012 (Cth); and (b) Australian Charities and Not-for-profits Commission Regulation 2013 (Cth).
Business Day	means a day that is not a Saturday, Sunday or public holiday in the place where an act is to be performed, notice received or a payment is to be made.
Corporations Act	means the Corporations Act 2001 (Cth).
Homes Victoria	means the body corporate established under that name by section 9 of the Housing Act.
Governance Standards	means the Governance Standards established under the ACNC Legislation.
Housing Act	means the Housing Act 1983 (Vic).
Member	means any person who is or becomes a Member under the Corporations Act or this Constitution.
Member Representative	means, for a member which is a body corporate, a person authorised by the body corporate to act as its representative in the company.
NAHC	means National Affordable Housing Consortium Ltd ABN 30 132 604 552.
Registered Agency	means a registered agency under the Housing Act.
Registrar	means the Registrar under the Housing Act.
Special Resolution	means a resolution that has been, or is proposed to be, passed by at least 75% of the votes cast by members entitled to vote on the resolution.

1.2 Interpretation

In this constitution:

- (a) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney or Member Representative;
- (b) a reference to a person holding or occupying a particular office or position is a reference to any person who occupies or performs the duties of that office or position;
- (c) unless the contrary intention appears:
 - (i) a reference to a person includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity;
 - (ii) a reference to a person includes that person's successors, legal personal representatives, permitted substitutes and permitted assigns;
 - (iii) a reference to legislation or to a provision of legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (iv) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
 - (v) a reference to a rule is a reference to a rule of this constitution;
 - (vi) a reference to a document or agreement (including a reference to this document) is to that document or agreement as amended, supplemented, varied or replaced; and
 - (vii) if any day on or by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day; and
- (d) headings are for convenience only and do not affect interpretation.

1.3 Application of the Corporations Act

- (a) The replaceable rules in the Corporations Act do not apply to the company.
- (b) Where an expression is used in a manner consistent with a provision of the Corporations Act, the expression has the same meaning as in that provision.

1.4 Application of the ACNC Legislation

If the company is registered as a charity by the Australian Charities and Not-for-profits Commission, the company must comply with the ACNC Legislation.

1.5 Exercising powers

- (a) Subject to rule 2.3, the company may exercise any power, take any action or engage in any conduct which the Corporations Act permits a company limited by guarantee to exercise, take or engage in.
- (b) A power conferred on a person to do a particular act or thing under this constitution includes, unless the contrary intention appears, a power (exercisable in the same way and subject to the same conditions) to repeal, rescind, revoke, amend or vary that act or thing.
- (c) A power conferred under this constitution to do a particular act or thing:
 - (i) may be exercised from time to time and subject to conditions; and
 - (ii) may, where the power concerns particular matters, be exercised for only some of those matters or as to a particular class of those matters, and to make different provision concerning different matters or different classes of matters.
- (d) Where a power to appoint a person to an office or position is conferred under this constitution (except the power to appoint a director under rule 9) the power includes, unless the contrary intention appears, a power to:
 - (i) appoint a person to act in the office or position until a person is appointed to the office or position;
 - (ii) remove or suspend any person appointed (without prejudice to any rights or obligations under any contract between the person and the company); and
 - (iii) appoint another person temporarily in the place of any person removed or suspended or in the place of any sick or absent holder of the office or position.
- (e) Where this constitution gives power to a person to delegate a function or power:
 - (i) the delegation may be concurrent with, or (except in the case of a delegation by the directors) to the exclusion of, the performance or exercise of that function or power by the person;
 - (ii) the delegation may be either general or limited in any way provided in the terms of delegation;
 - (iii) the delegation need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position;
 - (iv) the delegation may include the power to delegate; and
 - (v) where performing or exercising that function or power depends on that person's opinion, belief or state of mind about a matter, that function or power may be performed or exercised by the delegate

based on the delegate's opinion, belief or state of mind about that matter.

2 Objects

2.1 Objects of company

- (a) The company is established for the public charitable objects of advancing social and public welfare through the provision of affordable housing to people in need, including:
 - (i) low income households;
 - (ii) people who are disadvantaged due to an illness, a condition, aged or some other disadvantaged characteristic;
 - (iii) households in housing stress;
 - (iv) households denied access to general market housing; and
 - (v) households requiring a subsidised housing solution.
- (b) To achieve these objects, the company may, without limitation:
 - (i) harness the resources of the community in support of the objects in rule 2.1(a);
 - (ii) establish and maintain affiliations and information exchange with other organisations having similar objects to those in rule 2.1(a);
 - (iii) promote the objects in rule 2.1(a); and
 - (iv) do all other things incidental or conducive to the attainment of the objects in rule 2.1(a).

2.2 Separate objects

Each of the objects in rule 2.1(a) is a separate object of the company, and must not be construed by reference to any other object.

2.3 Powers of the company

The company has all the powers of an individual and a body corporate, subject to rule 2.5, and in particular has the power to:

- (a) acquire, by way of purchase, lease, transfer or otherwise, real property;
- (b) dispose of any real property, subject to the consent of Homes Victoria under section 109 of the Housing Act;
- (c) provide security for the payment of money, subject to the consent of Homes Victoria under section 109 of the Housing Act;
- (d) apply for and accept, grants or loans from any Federal, State or local government or authority;
- (e) enter into contracts and joint ventures with any public or private entity; and

- (f) do anything incidental to or in furtherance of its objects.

2.4 Not act as trustee

The company must not act as a trustee for any other person or entity other than a Registered Agency under the Housing Act without the written approval of the Registrar under sections 82 or 103 of Housing Act.

2.5 No power to issue shares

The company has no power to issue or allot shares.

2.6 Exercise of powers to achieve objects

Nothing restricts the company from exercising a power which in itself is not charitable, for any purpose which is incidental to the charitable objects of the company or which is intended to generate revenue for, or otherwise further, those objects.

3 Not-for-profit

3.1 Promotion of the objects

The income and property of the company must only be applied towards promoting the company's objects set out in this constitution.

3.2 No income or property to a Member

The company is not carried on for the purposes of profit or gain to its Members and must not make any, direct or indirect distribution, whether in money, property or otherwise to its Members, except for payments made as bona fide compensation for services rendered or expenses incurred as follows:

- (a) in return for services rendered by, or goods supplied, by the Member to the company in the ordinary and usual course of business;
- (b) for reasonable and proper rent for premises leased by a Member to the company; or
- (c) as principal payments on money lent by the Member, and interest payments if the interest is at a commercial rate,

if made in good faith and on terms no more favourable than if the Member were not a Member.

4 Membership

4.1 Member

- (a) The Members of the company shall be the members of NAHC from time to time.
- (b) When a person becomes a member of NAHC, that person becomes a Member of the company. When a Member ceases to be a member of

NAHC, that person ceases at the same time as a Member of the company. When a Member ceases to be a Member of the company, that person ceases to be a member of NAHC.

4.2 Classes

The only class of Membership is ordinary Membership.

4.3 Register of Members

The company must establish and maintain a register of Members which includes the full name and address for notices of each Member, and any other particulars determined by the board.

4.4 Other

- (a) Membership is personal to the Member and is not transferable.
- (b) A Member is not entitled to assign its Membership in the company.

5 Dispute resolution and disciplinary procedures

5.1 Dispute resolution

- (a) The dispute resolution procedure in this clause applies to disputes (disagreements) under the Constitution between a Member or Director and:
 - (i) one or more Members;
 - (ii) one or more Directors; or
 - (iii) the Company
- (b) A Member must not start a dispute resolution procedure in relation to a matter which is already the subject of a disciplinary procedure under this clause until the disciplinary procedure is completed
- (c) Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- (d) If those involved in the dispute do not resolve it under paragraph 5.1(c) above, they must within 10 days:
 - (i) tell the directors about the dispute in writing;
 - (ii) agree or request that a mediator be appointed; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (e) The mediator must:
 - (i) be chosen by agreement of those involved; or
 - (ii) where those involved do not agree:

- (A) for disputes between Members, be a person chosen by the Directors; or
 - (B) for other disputes, be a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the Company has its registered office.
- (f) A mediator chosen by the Directors under paragraph 5.1(e)(ii) above:
 - (i) may be a Member or former Member of the Company;
 - (ii) must not have a personal interest in the dispute; and
 - (iii) must not be biased towards or against anyone involved in the dispute.
- (g) When conducting the mediation, the mediator must:
 - (i) allow those involved a reasonable chance to be heard;
 - (ii) allow those involved a reasonable chance to review any written statements;
 - (iii) ensure that those involved are given natural justice, and
 - (iv) not make a decision on the dispute.

5.2 Disciplining Member

- (a) In accordance with this clause, the Directors may resolve to warn, suspend or remove a Member from the Company if the Directors consider that:
 - (i) the Member has breached the Constitution, or
 - (ii) the Member's behaviour is causing, has caused, or is likely to cause harm to the Company.
- (b) At least 14 days before the Directors' meeting at which a resolution under clause (a) will be considered, the Secretary must notify the Member in writing:
 - (i) that the Directors are considering a resolution to warn, suspend or remove the Member;
 - (ii) that this resolution will be considered at a directors' meeting and the date of that meeting;
 - (iii) what the Member is said to have done or not done;
 - (iv) the nature of the resolution that has been proposed; and
 - (v) that the Member may provide an explanation to the directors, and details of how to do so

- (c) Before the Directors pass any resolution under clause 5.2(a), the Member must be given a chance to explain or defend themselves by:
 - (i) sending the Directors a written explanation before that Directors' meeting; and/or
 - (ii) speaking at the meeting.
- (d) After considering any explanation under clause 5.2(c), the Directors may:
 - (i) take no further action;
 - (ii) warn the Member;
 - (iii) suspend the Member's rights as a Member for a period of no more than 12 months;
 - (iv) remove the Member from Membership;
 - (v) refer the decision to an unbiased, independent person on conditions that the Directors consider appropriate (however, the person can only make a decision that the Directors could have made under this clause), or
 - (vi) require the matter to be determined at a general meeting
- (e) The Directors cannot fine a Member
- (f) The Secretary must give written notice to the Member of the decision under clause 5.2(d) as soon as possible.
- (g) Disciplinary procedures must be completed as soon as reasonably practical.
- (h) There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause.

6 General meetings

6.1 General meetings

- (a) Subject to the Constitution, general meetings of the Company may be held at the times and places and in the manner decided by the Board.
- (b) If Members with at least 25% of the votes that may be cast at a general meeting make a written request to the Company for a general meeting to be held, the Board must:
 - (i) within 21 days of the Members' request, give all Members notice of a general meeting; and
 - (ii) hold the general meeting within 2 months of the Members' request.
- (c) The percentage of votes that Members have (in clause 6.1(b)) is to be worked out as at midnight before the Members request the meeting.
- (d) The Members who make the request for a general meeting must:

- (i) state in the request any resolution to be proposed at the meeting;
 - (ii) sign the request; and
 - (iii) give the request to the Company.
- (e) Separate copies of a document setting out the request may be signed by Members if the wording of the request is the same in each copy.
- (f) A person who is invited by the Board or the Chairperson to attend a general meeting, may be present at that meeting.

6.2 General meetings called by members

- (a) If the Directors do not call the meeting within 21 days of being requested under clause 6.1(b), 50% or more of the Members who made the request may call and arrange to hold a general meeting.
- (b) To call and hold a meeting under clause 6.2(a) the Members must:
 - (i) as far as possible, follow the procedures for general meetings set out in the Constitution;
 - (ii) call the meeting using the list of Members on the Company's Member register, which the Company must provide to the Members making the request at no cost; and
 - (iii) hold the general meeting within three months after the request was given to the Company.
- (c) The Company must pay the Members who request the general meeting any reasonable expenses they incur because the Board did not call and hold the meeting.

6.3 Annual general meeting

- (a) A general meeting, called the annual general meeting, must be held at least once in every calendar year.
- (b) Even if these items are not set out in the notice of meeting, the business of an annual general meeting shall include:
 - (i) a review of the Company's activities;
 - (ii) a review of the Company's finances;
 - (iii) any auditor's report;
 - (iv) the election of Directors; and
 - (v) the appointment and payment of auditors, if any.
- (c) Before or at the annual general meeting, the Directors must give information to the Members on the Company's activities and finances during the period since the last annual general meeting.

- (d) The chairperson of the annual general meeting must give Members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company

6.4 Notice of general meeting

- (a) At least 21 days' notice of a general meeting must be given to the Members by the Board in the form and in the manner the Board decides, subject to the Corporations Act. Inadvertent failure to give notice of any general meeting to a person entitled to notice does not invalidate a resolution passed at that meeting.
- (b) Subject to the Corporations Act, if the meeting is to be held at two or more places the notice must set out details of the technology used to conduct the meeting.
- (c) If any business to be transacted at the general meeting concerns the auditor, notice of the general meeting and copies of any other communications relating to the general meeting that a Member is entitled to receive must be given to the auditor in the same way notice must be given to Members under the Constitution.

7 Proceedings of meetings

7.1 Auditor

The auditor and their representative may attend and be heard on any part of the business of a general meeting concerning the auditor. The auditor or their representative, if present at the meeting, may be questioned by the Members about the audit.

7.2 Quorum

- (a) The quorum for a general meeting is the presence of at least 5 Members, in person or by electronic means.
- (b) No business may be conducted at a general meeting if a quorum is not present.

7.3 Adjournment in absence of quorum

- (a) If there is no quorum present within 30 minutes after the starting time stated in the notice of general meeting, the general meeting is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
 - (i) if the date is not specified – the same day in the next week;
 - (ii) if the time is not specified – the same time; and

- (iii) if the place is not specified – the same place.
- (b) If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

7.4 Chairperson

- (a) The Chairperson of the Board must be Chairperson at every general meeting.
- (b) If at any general meeting:
 - (i) the Chairperson of the Board is not present at the specified time for holding the meeting; or
 - (ii) the Chairperson of the Board is present but is unwilling to act as Chairperson of the meeting;then the Members present and entitled to vote at the general meeting may choose another Director as Chairperson of the meeting.

7.5 Using technology to hold meetings

- (a) The Company may hold a general meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate, including to hear and be heard.
- (b) Anyone using this technology is taken to be present in person at the meeting.

7.6 General conduct of meeting

- (a) Except as set out in the Corporations Act, the general conduct of each general meeting of the Company and the procedures to be adopted at the meeting are as decided by the Chairperson.
- (b) The Chairperson may at any time he or she considers it necessary for the proper and orderly conduct of the meeting demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members.

7.7 Adjournment

- (a) The Chairperson may at any time during the course of the meeting adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion and may adjourn any business, motion, question, resolution, debate or discussion either to a later time at the same meeting or to an adjourned meeting.
- (b) If the Chairperson exercises a right of adjournment of a meeting under this rule, the Chairperson has the sole discretion to decide whether to seek the approval of the Members to the adjournment.

- (c) No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

7.8 Members' resolutions and statements

- (a) Members with at least 25% of the votes that may be cast on a resolution may give:
 - (i) written notice to the Company of a resolution they propose to move at a general meeting (Members' resolution); and/or
 - (ii) a written request to the Company that the Company give all of its Members a statement about a proposed resolution or any other matter that may properly be considered at a general meeting (Members' statement).
- (b) A notice of a Members' resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.
- (c) A request to distribute a Members' statement must set out the statement to be distributed and be signed by the Members making the request.
- (d) Separate copies of a document setting out the notice or request may be signed by Members if the wording is the same in each copy.
- (e) The percentage of votes that Members have (as described in clause 7.8(a)) is to be worked out as at midnight before the request or notice is given to the Company.
- (f) If the Company has been given notice of a Members' resolution under clause 7.8(a)(i), the resolution must be considered at the next general meeting held more than two months after the notice is given.
- (g) This clause does not limit any other right that a Member has to propose a resolution at a general meeting.

7.9 Company must give notice of proposed resolution or distribute statement

- (a) If the Company has been given a notice or request under clause 7.8:
 - (i) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the Company's cost, or
 - (ii) too late to send the notice of proposed Members' resolution or a copy of the Members' statement to Members with a notice of meeting, then the Members who proposed the resolution or made the request must pay the expenses reasonably incurred by the Company in giving Members notice of the proposed Members' resolution or a copy of the Members' statement. However, at a general meeting, the Members may pass a resolution that the Company will pay these expenses.

- (b) The Company does not need to send the notice of proposed Members' resolution or a copy of the Members' statement to Members if:
 - (i) it is more than 1,000 words long;
 - (ii) the Board considers it may be defamatory;
- (c) clause 7.9(a)(ii) applies, and the Members who proposed the resolution or made the request have not paid the Company enough money to cover the cost of sending the notice of the proposed Members' resolution or a copy of the Members' statement to Members; or
- (d) in the case of a proposed Members' resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the Members.

7.10 Circular resolutions of members

- (a) Subject to clause 7.10(c), the Board may put a resolution to the Members to pass a resolution without a general meeting being held (a circular resolution).
- (b) The Board must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to Members, and set out the wording of the resolution.
- (c) Circular resolutions cannot be used:
 - (i) for a resolution to remove an auditor, appoint a Director or remove a Director;
 - (ii) for passing a special resolution; or
 - (iii) where the Corporations Act or the Constitution requires a meeting to be held.
- (d) A circular resolution is passed if all the Members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 7.10(e) or 7.10(f) below.
- (e) Members may sign:
 - (i) a single document setting out the circular resolution and containing a statement that they agree to the resolution; or
 - (ii) separate copies of that document, as long as the wording is the same in each copy.
- (f) The Company may send a circular resolution by email to Members and Members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

8 Winding up

8.1 Limited liability on winding up

- (a) If the company is wound up while a person is a Member, or within one year after the person ceases to be a Member, the person must contribute the guarantee amount to the assets of the company for the:
 - (i) payment of the debts and liabilities of the company contracted before the person ceased to be a Member; and
 - (ii) costs of winding up.
- (b) Each Member of the company agrees the guarantee amount under rule 8.1(a) is \$10.

8.2 Distribution of surplus on winding up

- (a) Where property remains after the winding up or dissolution of the company and satisfaction of all its debts and liabilities, it must not be distributed among Members, unless the Member is a charitable fund, authority or institution described in 8.2(b) or 8.2(c).
- (b) If the company is wound up, subject to rule 8.2(c) any surplus assets must be given to another charitable fund, authority or institution:
 - (i) with objects similar to the objects of the company and which is not carried on for the purpose of profit or gain to its members;
 - (ii) which is a Registered Agency under the Housing Act, approved by the Registrar;
 - (iii) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the company under this constitution.
- (c) If the company is endorsed as a deductible gift recipient then:
 - (i) upon the revocation of its endorsement as a deductible gift recipient; or
 - (ii) upon its winding up,
 any surplus assets must be transferred to another charitable fund, authority or institution:
 - (iii) with objects similar to the objects of the company and which is not carried on for the purpose of profit or gain to its members;
 - (iv) which is a Registered Agency under the Housing Act, approved by the Registrar;
 - (v) whose constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the company under this constitution; and
 - (vi) to which income tax deductible gifts can be made.
- (d) The charitable fund, authority or institution to receive property under rule 8.2(b) or 8.2(c) must be decided by the directors at or before the time

of the winding-up or dissolution. If the directors do not wish to decide, or do not decide, the Members by ordinary resolution must decide. If the Members do not decide, the decision must be referred to the Supreme Court of the state or territory in which the company's registered office is located.

9 Directors

9.1 Directors

The Board will consist of the directors of NAHC from time to time.

9.2 Appointment of Chairperson

The directors may appoint, for any period they decide:

- (a) a director who ordinarily resides in Victoria (and who is not the Chairperson of NAHC) as the Chairperson of directors; and
- (b) one or more directors to the office of deputy Chairperson of directors.

9.3 Resignation

A director may resign from the board by written notice delivered to the secretary. The resignation takes effect when the notice is received by the secretary, or on a later date specified in the notice. Resignation as a director of the company will be deemed also to be resignation as a director of NAHC.

9.4 Vacating office

In addition to the circumstances prescribed by the Corporations Act, ACNC Legislation, and this constitution, the office of a director becomes vacant if the director:

- (a) becomes an insolvent under administration, suspends payment generally to creditors or compounds with or assigns the director's estate for the benefit of creditors;
- (b) becomes a person of unsound mind or a person who is a patient under laws relating to mental health or whose estate is administered under laws about mental health;
- (c) is absent from meetings of the directors during a period of three consecutive calendar months without leave of absence from the directors where the directors have not, within 14 days of having been served by the secretary with a notice giving particulars of the absence, resolved that leave of absence be granted;
- (d) resigns office by written notice to the company;
- (e) is removed from office under the Corporations Act, ACNC Legislation, or any other relevant legislation;

- (f) is prohibited from being a director by reason of the operation of the Corporations Act, ACNC Legislation, or any other relevant legislation;
- (g) is convicted on indictment of an offence and the directors do not within one month after that conviction resolve to confirm the director's appointment or election (as the case may be) to the office of director; or
- (h) is a director because the director is a Member Representative of a Member, and that Member ceases to be a Member.

9.5 Directors who are employees of the company

A director who is an employee of the company or any of its subsidiaries or NAHC, ceases to be a director of the company upon the director ceasing to be employed (so that they are no longer employed by the company, any subsidiary of the company, or NAHC) but the person concerned is eligible for reappointment or re-election as a director of the company.

9.6 Directors who are unable to fulfil their duties due to illness or incapacity

- (a) A director may be removed from office by the board if the board resolves under its policy that the director is unable to fulfil their duties due to physical or mental illness or other incapacity.
- (b) The board will implement a policy about directors who are unable to fulfil their duties due to physical or mental illness or other incapacity for the purpose of making a determination under rule 9.6(a).

9.7 Remuneration of directors

- (a) The directors may be remunerated for their services as directors as determined by the board from time to time.
- (b) The directors are entitled to be reimbursed for expenses incurred in performing their role as directors as determined by the board from time to time.
- (c) A director may be remunerated for a service rendered to the company in a professional or technical capacity or as an employee where:
 - (i) the provision of the service has the prior approval of the directors; and
 - (ii) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

9.8 Directors interests

- (a) The company may enter into contracts or arrangements with other companies or bodies in which a director has an interest, provided it does so according to the usual commercial terms and conditions which apply to such contracts or arrangements.

- (b) A director is not disqualified by reason only of being a director (or the fiduciary obligations arising from that office) from:
 - (i) holding an office (except auditor) or place of profit or employment in the company or a related body corporate of the company;
 - (ii) holding an office or place of profit or employment in any other company, body corporate, trust or entity promoted by the company or in which it has interest;
 - (iii) being a member, creditor or otherwise being interested in any body corporate (including the company), partnership or entity, except as auditor of the company;
 - (iv) entering into any agreement or arrangement with the company; or
 - (v) acting in a professional capacity (or being a member of a firm which acts in a professional capacity) for the company, except as auditor of the company.
- (c) Notwithstanding section 111L of the Corporations Act, each director must comply with the Corporations Act on the disclosure of the director's interests.
- (d) The directors may make regulations requiring the disclosure of interests that a director, and any person taken by the directors to be related to or associated with the director, may have in any matter concerning the company or a related body corporate. Any regulations made under this constitution bind all directors.
- (e) No act, transaction, agreement, instrument, resolution or other thing is invalid or voidable only because a person fails to comply with any regulation made under rule 9.8(d).
- (f) Subject to rule 9.7(g), if a director has an interest in a matter:
 - (i) that director may not be counted in a quorum at the board meeting that considers the matter that relates to the interest;
 - (ii) that director may not participate in and vote on matters that relate to the interest;
 - (iii) the company can proceed with any transaction that relates to the interest and the director may participate in the execution of any relevant document by or on behalf of the company;
 - (iv) the director may retain the benefits under the transaction that relates to the interest even though the director has the interest; and
 - (v) the company cannot avoid any transaction that relates to the interest merely because of the existence of the interest.
- (g) A director may still be present and vote if:

- (i) their interest arises because they are a Member of the company, and the other Members have the same interest;
- (ii) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the company;
- (iii) their interest relates to a payment by the company under rule 13 (indemnity), or any contract relating to an indemnity that is allowed under the Corporations Act;
- (iv) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter; or
- (v) the directors who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the company; and
 - (B) says that those directors are satisfied that the interest should not stop the director from voting or being present.
- (h) A contract or arrangement entered into by or on behalf of the company in which a director is in any way interested is not invalid or voidable merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- (i) A director who is interested in any arrangement involving the company is not liable to account to the company for any profit realised under the arrangement merely because the director holds office as a director or because of the fiduciary obligations arising from that office, if the director complies with the disclosure requirements applicable to the director under rule 9.7(c) and under the Corporations Act or, if applicable, the ACNC Legislation, about that interest.
- (j) A director who is interested in any contract or arrangement may, despite that interest, witness the fixing of the company seal to any document evidencing or otherwise connected with that contract or arrangement.

10 Powers and duties of directors

10.1 Duties of directors

Each director is subject to and must comply with the duties set out in Governance Standard 5.

10.2 General powers

- (a) The directors are responsible for managing the business of the company and may exercise all powers and do all things that are within the company's power and are not expressly required by the Corporations Act

or, if applicable, the ACNC Legislation, or this constitution to be exercised by the company in a general meeting.

- (b) The board may make regulations, by-laws and policies consistent with the constitution, which in the opinion of the board are necessary or desirable for the proper control, administration and management of the company's finances, affairs and property, or are necessary for the convenience, comfort and well-being of the Members and amend or rescind any regulations, policies and by-laws.
- (c) A regulation, policy or by-law of the company made by the board may be disallowed by a resolution of the Members, however such a resolution cannot invalidate prior acts of the board which would have been valid if that resolution had not been passed or made.
- (d) A director is entitled to attend and speak at general meetings and at meetings of a class of Members, even if he or she is not a Member or a Member of the relevant class.

10.3 Power to borrow and give security

- (a) The directors may exercise all the powers of the company to:
 - (i) borrow or raise money in any other way;
 - (ii) charge, mortgage or otherwise encumber any of the company's property or business or any of its property; and
 - (iii) issue debentures or give any security for a debt, liability or obligation of the company or of any other person.
- (b) The directors may decide how cheques, promissory notes, banker's drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, as applicable, by or on behalf of the company.

10.4 Powers of appointment

The directors may:

- (a) appoint or employ any person as an Officer, agent or attorney of the company for the purposes, with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the directors), for any period and on any other conditions they decide;
- (b) authorise an Officer, agent or attorney to delegate any of the powers, discretions and duties vested in the Officer, agent or attorney; and
- (c) remove or dismiss any Officer, agent or attorney of the company at any time, with or without cause.

11 Proceedings of directors meetings

11.1 Meetings of directors

- (a) The directors may meet together to attend to business and adjourn and otherwise regulate their meetings as they decide.
- (b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of directors to constitute a quorum, constitutes a meeting of the directors. All the provisions in this constitution relating to meetings of the directors apply, as far as they can and with any necessary changes, to meetings of the directors by telephone or other electronic means.
- (c) A meeting by telephone or other electronic means is to be taken to be held at the place where the Chairperson of the meeting is or at any other place the Chairperson of the meeting decides on, if at least one of the directors involved was at that place for the duration of the meeting.
- (d) A director taking part in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.
- (e) If, before or during the meeting, any technical difficulty occurs where one or more directors cease to participate, the Chairperson may adjourn the meeting until the difficulty is remedied or may, where a quorum of directors remains present, continue with the meeting.

11.2 Calling meetings of directors

- (a) A director may, whenever the director thinks fit, call a meeting of the directors.
- (b) A secretary must, if requested by a director, call a meeting of the directors.

11.3 Notice of meetings of directors

- (a) Notice of a meeting of directors must be given to each person who is, at the time the notice is given a director, except a director on leave of absence approved by the directors.
- (b) A notice of a meeting of directors:
 - (i) must specify the time and place of the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting;
 - (iii) may, if necessary, be given immediately before the meeting; and
 - (iv) may be given in person or by post or by telephone, or electronic means.
- (c) A director may waive notice of a meeting of directors by giving notice to that effect in person or by post or by telephone, or electronic means.
- (d) Failure to give a director notice of a meeting of directors does not invalidate anything done or any resolution passed at the meeting if:

- (i) the failure occurred by accident or inadvertent error; or
 - (ii) the director attended the meeting or waived notice of the meeting (whether before or after the meeting).
- (e) A person who attends a meeting of directors waives any objection that person may have to a failure to give notice of the meeting.

11.4 Quorum at meetings of directors

- (a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (b) Unless the directors decide otherwise, three directors constitute a quorum.
- (c) If there is a vacancy in the office of a director, the remaining directors may act. But, if their number is not sufficient to constitute a quorum, they may act only in an emergency or to increase the number of directors to a number sufficient to constitute a quorum or to call a general meeting of the company.

11.5 Chairperson and deputy Chairperson of directors

- (a) The Chairperson of directors is entitled (if present within ten minutes after the time appointed for the meeting and willing to act) to preside as Chairperson at a meeting of directors.
- (b) If at a meeting of directors:
 - (i) there is no Chairperson of directors;
 - (ii) the Chairperson of directors is not present within ten minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chairperson of directors is present within that time but is not willing or declines to act as Chairperson of the meeting,

the deputy Chairperson if any, if then present and willing to act, is entitled to be Chairperson of the meeting or if the deputy Chairperson is not present or is unwilling or declines to act as Chairperson of the meeting, the directors present must elect one of themselves to chair the meeting.

11.6 Decisions of directors

- (a) The directors, at a meeting at which a quorum is present, may exercise any authorities, powers and discretions vested in or exercisable by the directors under this constitution.
- (b) Questions arising at a meeting of directors must be decided by a majority of votes cast by the directors present and entitled to vote on the matter.
- (c) Subject to rule 11.6(d), if the votes are equal on a proposed resolution, the Chairperson of the meeting has a casting vote, in addition to his or her deliberative vote.

- (d) Where only two directors are present or entitled to vote at a meeting of directors and the votes are equal on a proposed resolution:
 - (i) the Chairperson of the meeting does not have a second or casting vote; and
 - (ii) the proposed resolution is taken as lost.

11.7 Circular resolution of directors

- (a) A resolution in writing of which notice has been given to all directors and which is signed or consented to by all of the directors entitled to vote on the resolution is as valid and effective as if it had been passed at a meeting of the directors duly called and constituted and may consist of several documents in the same form, each signed or consented to by one or more of the directors.
- (b) A director may consent to a resolution by:
 - (i) signing the document containing the resolution (or a copy of that document); or
 - (ii) giving to the company a written notice (including by or electronic means) addressed to the secretary or to the Chairperson of directors signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them.

11.8 Committees

- (a) The directors may delegate their powers to a committee.
- (b) The committee must exercise the powers delegated in accordance with any directions of the directors.
- (c) The provisions of this constitution applying to meetings and resolutions of directors apply, so far as they can and with any necessary changes, to meetings and resolutions of a committee of directors, except to the extent they are contrary to any direction given under rule 11.8(b).

11.9 Appointment of advisory group

- (a) The directors may establish an advisory group. The directors may appoint and remove members of the advisory group and terminate an advisory group at any time.
- (b) The functions of the advisory group will be decided by the directors.
- (c) The directors may specify:
 - (i) the manner in which proceedings of an advisory group are conducted;
 - (ii) the matters which the advisory group must consider in carrying out its functions; and

- (iii) any other matters concerning the advisory group or its functions that the directors decide.
- (d) For the avoidance of doubt, an advisory group established under rule 11.9(a) will not be delegated with any power of the board.

11.10 Delegation to a director

- (a) The directors may delegate any of their powers to one director.
- (b) A director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the directors.

11.11 Validity of acts

All acts done at any meeting of the directors or by a committee or by any person acting as a director are, notwithstanding that it is afterwards discovered:

- (a) that there was some defect in the appointment of any of the directors; or
- (b) the committee or the person acting as a director or that any of them were disqualified,

valid as if every person had been duly appointed and was qualified and continued to be a director or a member of the committee (as the case may be).

12 Company secretary

- (a) The company must have a secretary who may also be a director.
- (b) The secretary must be appointed by the directors.
- (c) The directors may suspend or remove the secretary from that office.

13 Indemnity and insurance

13.1 Officer's right of indemnity

Rules 13.2 and 13.4 apply:

- (a) to each person who is or has been a director, secretary or executive Officer of the company;
- (b) to any other Officers or former Officers of the company or of its related bodies corporate as the directors in each case determine; and
- (c) if the directors so determine, to any auditor or former auditor of the company or of its related bodies corporate,

each an **Officer** for the purposes of this rule.

13.2 Indemnity

The company must indemnify each Officer on a full indemnity basis and to the full extent permitted by law against all losses, liabilities, costs, charges and expenses

(**Liabilities**) incurred by the Officer as an Officer of the company or of a related body corporate.

13.3 Scope of indemnity

The indemnity in rule 13.2:

- (a) does not operate in respect of any Liability of the Officer to the extent that Liability is covered by insurance;
- (b) is enforceable without the Officer having to first incur any expense or make any payment; and
- (c) is a continuing obligation and is enforceable by the Officer even though the Officer may have ceased to be an Officer or auditor of the company or its related bodies corporate.

13.4 Insurance

The company may, to the extent the law permits:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for each Officer against any Liability incurred by the Officer as an Officer or auditor of the company or of a related body corporate including, but not limited to:

- (c) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (d) a Liability arising from negligence or other conduct.

13.5 Savings

Nothing in rule 13.2 or 13.4:

- (a) affects any other right or remedy that a person to whom those rules apply may have in respect of any Liability referred to in those rules;
- (b) limits the capacity of the company to indemnify or provide or pay for insurance for any person to whom those rules do not apply; or
- (c) limits or diminishes the terms of any indemnity conferred or agreement to indemnify entered into before the adoption of this constitution.

13.6 Contract

The company may enter into an agreement with any Officer to give effect to the rights conferred by this rule or the exercise of a discretion under this rule on any terms as the directors think fit which are not inconsistent with this rule.

14 Financial records and auditor

14.1 Keeping of financial records

- (a) The financial year of the company begins on 1 July and ends at 30 June in the following calendar year.
- (b) Proper books and financial records must be kept recording the financial affairs of the company. The company must comply with the relevant accounting, financial reporting, review and audit requirements of the ACNC Legislation and any other legislation which applies to the company.
- (c) The board must:
 - (i) notify the Members at the end of each financial year of their entitlement to receive copies of the financial report prepared by the company including a copy of the auditor's report, if any, and any other documentation as determined by the board or required by relevant legislation; and
 - (ii) provide the Members the financial statements each year and allow an opportunity for the Members to ask questions in respect of the accounts.

14.2 Appointment of auditor or reviewer

If required by relevant legislation, the company must appoint a qualified auditor or reviewer. No Member may act as auditor or reviewer of the company.

15 Minutes

15.1 Contents of minutes

The board must ensure that minutes of all general and board meetings are duly recorded in any manner it thinks fit and include:

- (a) the names of the directors present at each meeting of the company, the board and of committees;
- (b) any declared conflicts of interest; and
- (c) details of all resolutions and proceedings of general meetings of the company and of meetings of the board and committees.

15.2 Signing of minutes

The minutes of a meeting of the board or of a committee or of the company, if signed by the Chairperson of the meeting or by the Chairperson of the next meeting, are prima facie evidence of the matters stated in the minutes.

16 Inspection of records

16.1 Inspection by Members

Except as provided by law, this constitution or as authorised by a directors' resolution, a person who is not a director does not have the right to inspect any of the board papers, books, records or documents of the company.

16.2 Access by director

The company may enter into contracts, and procure that its subsidiaries enter into contracts, on any terms the directors think fit, to grant a director or former director continuing access for a specified period after the director ceases to be a director to board papers, books, records and documents of the company which relate to the period during which the director or former director was a director of the company.

17 Notices

17.1 Method of service

- (a) The company may give a notice to a Member by:
 - (i) delivering it personally;
 - (ii) sending it by prepaid post to the Member's address in the register of Members or any other address the Member gives the company for notices; or
 - (iii) sending it by electronic means to the electronic address the Member gives the company for notices.
- (b) Where a Member does not have a registered address or where the company believes that Member is not known at the Member's registered address, all notices are taken to be:
 - (i) given to the Member if the notice is exhibited in the company's registered office for a period of 48 hours; and
 - (ii) served at the commencement of that period,unless and until the Member informs the company of the Member's address.

17.2 Time of service

- (a) A notice from the company properly addressed and posted is taken to be given and received on the day after the day of its posting.
- (b) A notice sent or given by electronic transmission:
 - (i) is taken to be effected by properly addressing and transmitting the electronic transmission; and
 - (ii) is taken to have been given and received on the day of its transmission.
- (c) Where a given number of days notice or notice extending over any other period must be given, the day of service is not to be counted in the number of days or other period.

17.3 Evidence of service

A certificate signed by a director or secretary stating that a notice has been given under this constitution is conclusive evidence of that fact.

17.4 Other communications and documents

Rules 17.1 to 17.3 (inclusive) apply, so far as they can and with any necessary changes, to serving any communication or document.

18 General

18.1 Submission to jurisdiction

Each Member submits to the non-exclusive jurisdiction of the Supreme Court of the state or territory in which the company is taken to be registered for the purposes of the Corporations Act, the Federal Court of Australia and the courts which may hear appeals from those courts.

18.2 Prohibition and enforceability

Any part of this constitution which is prohibited or unenforceable in any place is, in that place, ineffective only to the extent of that prohibition or unenforceability.

18.3 Amendment to the constitution

Any amendment to this constitution must be approved by:

- (a) a Special Resolution at a meeting of the Members where there is more than one Member; or
- (b) a circular resolution signed by all the Member where there is only one member,

and only after giving the Registrar written notice in accordance with section 102 of the Housing Act prior to making the change.

ADOPTED BY THE BOARD ON 10 AUGUST 2023