



Constitution
of
St George Community Housing Limited

ACN 133 729 503

A company limited by guarantee

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St George Community Housing Limited

A company limited by guarantee

Constitution

1 Company's name

1.1 The name of the Company is **St George Community Housing Limited**.

2 Registered office

2.1 The registered office of the Company shall be at:

Level 5

38 Humphreys Lane

Hurstville NSW 2220

or such other place as the Board of the Company may determine from time to time.

3 Company's Object

- 3.1 (a) The Company is established for the public charitable object of providing relief against poverty, distress and helplessness in such localities within Australia as the Board may, from time to time, determine by providing, without limitation, secure, affordable and sensitively managed housing for people in housing need and experiencing difficulties securing and maintaining appropriate housing.
- (b) The Directors may, in relation to the Object:
- (1) formulate policies and guidelines for their implementation;
 - (2) revoke or amend any policy or guideline and formulate others; and
 - (3) take any other action consistent with achieving the Object, including determining the localities in which the Company's operations are to be undertaken.

4 Powers under this Constitution

4.1 Solely for the purpose of carrying out its Object, the Company is authorised to do either of the following, which under the Act a company limited by guarantee may do if authorised by its constitution:

- (a) take any action; or
- (b) exercise any power

and the Company may do these things in any manner permitted by the Act.

5 Implied and Incidental powers

5.1 Subject to any express term to the contrary, if this Constitution confers a power to do a particular act or thing, then:

- (a) the power includes the power to repeal, rescind, revoke, amend or vary that act or thing; and
- (b) the power includes a power to do that act or thing:
 - (1) for some only of those matters;
 - (2) for a particular class or particular classes of those matters; and
 - (3) to make different provision for different matters or different classes of matters.

5.2 Subject to any express term to the contrary, if under this Constitution a person may do a particular act or thing, then the person does the act or thing at that person's discretion.

5.3 Subject to any express term to the contrary, if this Constitution:

- (a) confers a power, then the person may exercise the power as necessary and for the period the person holds the office;
- (b) imposes a duty, then the person must perform the duty as necessary and for the period the person holds the office; and
- (c) confers power on a person to delegate a function or power, then the person may delegate:
 - (1) concurrently or to the exclusion of that person's performance or exercise of that function or power;
 - (2) generally; or
 - (3) by limiting the delegation in the manner that the person sets out in the delegation,
and
 - (4) 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;

- (5) the delegation may include the power to delegate;
- (6) if the person's action depends upon the opinion, belief or state of mind of that person, then the delegate has the same capacity to act upon the delegate's opinion, belief or state of mind; and
- (7) a delegate's action is taken as the act of the person who delegated the power or function.

6 Custody and Inspection of Records and Registers

- 6.1** (a) The Company must have, at its registered office (or at such other location as the Board may in accordance with the Act determine and notify from time to time) and available during normal office hours for inspection by any Member or creditor of the Company free of charge, the following:
- (1) a copy of this Constitution;
 - (2) a copy of the last-published accounts of the Company and of each subsidiary of the Company, together with any report of the Auditor or Directors of the Company concerning those accounts;
 - (3) the register of Directors;
 - (4) the register of Active Members, which includes Life Members;
 - (5) the register of any charges given by and/or debentures issued by the Company (if applicable); and
 - (6) such other registers or minutes of the general meetings of the Company as are required by the Act or the Regulations to be kept and to be opened for inspection.
- (b) Any person (not being a Member or creditor) is entitled to inspect the register of Members or Directors of the Company during normal office hours and to make a copy of the entries therein for the fee of \$0.25 per page or at such other cost per page as is determined by the Company from time to time.

7 Income and property

- 7.1** Subject to Rules 7.2, 7.3 and 7.4, the Company's income and property must be applied solely towards promoting the Company's Object. No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any Member.
- 7.2** The general prohibition referred to in Rule 7.1 does not preclude the Company from making any payment, approved by the Directors for:
- (a) all necessary expenses incurred by a Director in performing a duty as a Director;

- (b) a service rendered to the Company by a Director in a professional or technical capacity or as an employee, other than in the capacity as a Director, where:
 - (1) the provision of the service has the prior approval of the other Directors; and
 - (2) the amount payable is not more than an amount which commercially would be reasonable payment for the service;
- (c) a service rendered to any other person by a Director in a professional or technical capacity, including as a director, employee or consultant or by reason of the circumstances contemplated in Rule 15.4(b), other than in the capacity as a Director, where:
 - (1) the service (including the circumstances contemplated in Rule 15.4(b)) promotes (or is likely to promote) the Company's Object;
 - (2) provision of the service has the prior approval of the other Directors; and
 - (3) the amount payable is not more than an amount which commercially would be reasonable payment for the service; and
- (d) any amount of the following nature:
 - (1) payment in good faith to any Member for goods or services supplied in the ordinary and usual course of business;
 - (2) payment of reasonable and proper interest on money borrowed from a Member;
 - (3) payment of rent for premises let by any Member to the Company;
 - (4) payment or indemnification of, or payment of premiums on contracts of insurance for, any Director to the extent permitted by law and this Constitution; or
 - (5) a donation or benefit provided solely in furtherance of the Company's Object.

7.3 Nothing in Rule 7.1 shall prevent the payment in good faith of remuneration to:

- (a) any officers or employees of the Company, or to any Member, in return for any services actually rendered to the Company, or
- (b) any Director by way of reasonable remuneration commensurate with the time and effort spent on the management of the Company's affairs where the Members at a General Meeting have approved and set a maximum recurring sum for payment to Directors during each year as directors' fees.

7.4 Without limiting the provisions of Rule 7.2(a), the Company may also pay the Directors' travelling and other expenses that they properly incur in:

- (a) attending Directors' meetings or any meetings of committees of Directors;
- (b) attending any general meetings of the Company; and

- (c) connection with the Company's business.

8 Liability of members

- 8.1 The liability of the Members is limited.
- 8.2 A Member of the Company shall not, as a Member of the Company, be under any personal liability to a creditor of the Company.

9 Guarantee by members

- 9.1 Every Member undertakes to contribute an amount not more than \$2.00 to the property of the Company if it is wound up while he or she is a Member or within one (1) year after he or she ceases to be a Member, for:
 - (a) payment of the Company's debts and liabilities contracted before the time he or she ceased to be a Member;
 - (b) the costs, charges and expenses of winding up; and
 - (c) the adjustment of the rights of the contributories among themselves.

10 Winding up

- 10.1 (a) At the first occurrence of:
 - (1) the winding up of the Company; or
 - (2) the Company ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of the ITAA 97 if the Company was so endorsed,

any property whatsoever remaining, after satisfaction of all debts and liabilities of the Company must not be paid to or distributed among the Members, but must be transferred to some (one or more) fund, authority or institution:
 - (3) to which income tax deductible gifts can be made;
 - (4) having objects and purposes, being charitable at law, similar to those of the Company;
 - (5) which prohibits the distribution of its or their income among its members to an extent at least as great as is imposed on this Company under or by virtue of this Constitution; and
 - (6) subject to Rule 10.1(b).
- (b) Notwithstanding Rule 10.1(a), all remaining community housing assets in a participating jurisdiction on winding up will be transferred to another registered community housing provider or to a Housing Agency in the jurisdiction in which the asset is located.

- (c) The winding up of the Company shall be in accordance with Part 5 of the Act.

11 Altering this Constitution

- 11.1 The Company may modify or repeal its Constitution, or a provision of its Constitution by a Special Resolution and otherwise in accordance with the Act.

12 Membership

- 12.1 Membership of the Company shall comprise:

- (a) such of the following persons as successfully apply for membership in accordance with the provisions of Rule 12.2 or become Members under Rule 12.6:
- (1) each person who is a Current Tenant; and
 - (2) any person not being a Current Tenant who is a Community Housing Supporter providing they are Active Members and providing the ratio of Members who are not Current Tenants to Members who are Current Tenants does not exceed twenty-five (25) per cent.

- 12.2 Applications for membership from eligible persons referred to in Rule 12.1(a)(1) and (2), shall be made by completing a membership application in the form approved by the Board from time to time and lodging such application at the registered office of the Company. Membership of the Company shall not be joint and each eligible applicant shall prepare and lodge an individual application.

- 12.3 The Board shall consider every such application on its merits and within a reasonable time.

- 12.4 (a) The Board may, at its absolute discretion, refuse any application for membership and need assign no reasons for such refusal.
- (b) Upon refusal of an application for membership, any monies accompanying the application shall be refunded to the unsuccessful applicant, without interest.

- 12.5 (a) If the Board approves the application, the applicant's name together with any other information required by or under the Act shall be entered in the Register of Members.
- (b) The applicant shall be notified in writing of the entry in the Register and shall then be entitled to the privileges attaching to membership.

12.6 Life Members

- (a) The Board may nominate a person (to a maximum of two (2) persons per annum) to be appointed as a Life Member.
- (b) The Board shall have regard to the following criteria when considering nominating any Member or former Member for election as a Life Member:

- (1) The Member must have been an Active Member for a period of ten (10) consecutive years (with the Company or its predecessor organisations); and
- (2) must have displayed meritorious support and service towards advancing and or achieving the Object of the Company (or of its predecessor organisations).

- 12.7** (a) Any nomination for appointment of a Life Member shall be determined by a resolution of Members at the Annual General Meeting of the Company.
- (b) If a resolution to appoint a nominated person as a Life Member is successful, that person's name shall be entered in the register of Members.

12.8 Patron

- (a) The Board may, with the consent of such person, appoint a person to be the Patron of the Company.
- (b) In selecting a person for the role of Patron the Board should consider persons of eminent community standing whose support, with their patronage, would promote the achievement of the Object.
- (c) The role as the Patron will be as determined by the Board and the Patron from time to time.
- (d) The Board shall, in its absolute discretion, determine the terms of appointment of the Patron, including providing for a fixed term of office (which may be renewed) and that such office shall be vacated in the event that the Patron:
 - (i) dies; or
 - (ii) resigns office by notice in writing to the Board; or
 - (iii) is removed from office by a resolution of the Board.
- (e) There will only be one Patron at any one time.
- (f) The Patron is required to be a Member but, if removed by the Board, is not able to access the expulsion provisions in Rule 13.2.
- (g) The Patron must not be a Director.

12.9 Active Members

In order for a Member to establish that he or she is an Active Member of the Company at a particular date, it shall be sufficient:

- (a) in the case of a person who was eligible for membership under rule 12.1(a)(1), for the person to show that he or she qualifies or will qualify as a Current Tenant on that date; and
- (b) in the case of a person who was eligible for membership under rule 12.1(a)(2), for the person to show that he or she has attended either in person, by voting directly or by proxy or will have attended at least one (1) General Meeting of the Company in the period of twelve (12) consecutive calendar months terminating on that date, or
- (c) in either case, for the person to be a Life Member.

- 12.10** An Active Member shall be deemed for all purposes to have ceased to be an Active Member where:
- (a) in the case of a person who was eligible for membership under rule 12.1(a)(1), the person fails to demonstrate to the satisfaction of the Board that the person is or has become a Current Tenant within 28 days after service of a notice by the Board requiring the person to show cause why he or she should not be removed from the Register of Members under Rule 13.1(e); or
 - (b) in the case of a person who was eligible for membership under rule 12.1(a)(2), the person fails to demonstrate to the satisfaction of the Board that the person is a Community Housing Supporter within 28 days after service of a notice by the Board requiring the person to show cause why he or she should not be removed from the Register of Members under Rule 13.1(e), or
 - (c) in either case, where a person who is liable to pay membership fees or an annual subscription, has failed to pay such fees or such subscription in whole or in part for more than fourteen (14) days after service of a written demand for payment.

12.11 Membership fees and annual subscriptions

- (a) The Board may determine from time to time:
 - (1) an amount (if any) payable by an applicant for membership;
 - (2) the amount of the annual subscription (if any) payable by each Member or any class of Members and the due date for its payment; and
 - (3) any other amount to be paid by each Member, or any class of Members, whether of a recurrent or any other nature and the due date for its payment.
- (b) Each Member must pay the amounts determined according to Rule 12.11(a) within one calendar month of such amount being due.
- (c) A Member who has not paid an amount due to the Company will cease to be an Active Member from the date being fourteen (14) days after service of a notice of the amount due issued for the purposes of this sub-Rule if the amount due is not paid in full in accordance with the requirements of such notice.
- (d) The Directors may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Directors are satisfied that:
 - (1) there are reasonable grounds for doing so;
 - (2) the Company will not be materially disadvantaged as a result; and
 - (3) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.

13 When membership ceases

13.1 Death, resignation and other events

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

- (a) resigns as a Member by giving written notice to the Company;
- (b) is expelled under Rule 13.2;
- (c) becomes bankrupt;
- (d) dies; or
- (e) ceases being an Active Member.

13.2 Expulsion

- (a) The Directors may by resolution expel a Member from the Company if, in their absolute discretion, they decide it is not in the best interests of the Company for the person to remain a Member.
- (b) If the directors intend to propose a resolution under Rule 13.2(a), at least twenty-one (21) days before the meeting at which the resolution is to be proposed, they must give the Member written notice:
 - (1) stating the date, place and time of the meeting;
 - (2) setting out the intended resolution and the grounds on which it is based; and
 - (3) informing the Member that he or she may attend the meeting and may give an oral or written explanation or submission before the resolution is put to the vote.

14 General meetings

14.1 Calling General Meetings

- (a) A General Meeting of the Company, to be known as the Annual General Meeting, shall be held each year on a date and at a time determined by the Board provided it is within five (5) months after the close of the financial year of the Company or within such further time as may be prescribed by the Act or the Regulations.
- (b) Any meeting of the Company, including the Annual General Meeting, shall be referred to in this Constitution as a General Meeting of the Company (and include any meeting called to consider and vote on a Special Resolution).
- (c) The Directors may call and arrange to hold a General Meeting whenever they think fit.
- (d) A General Meeting may be called and arranged to be held as provided by this Rule 14.1 or as provided by the Act.

14.2 Notice of General Meetings

- (a) Except in the case of persons who have not supplied the Company with an address in Australia for giving notices, and subject to the

provisions of the Act, notice of every General Meeting must be given at least twenty-one (21) days prior to the proposed meeting in any manner authorised by Rule 19 to:

- (1) every Member entitled to attend or vote;
- (2) each Director; and
- (3) the Auditor.

No other person is entitled to receive notice of General Meetings.

- (b) Notice of a General Meeting must:
 - (1) specify the date, time, place (or places) of the meeting and the virtual technology proposed to be used for the meeting (if any); and
 - (2) except as provided by the Act, state the general nature of the business to be transacted at the meeting.
- (c) A person may waive the requirement for notice of a General Meeting to be given to that person by advising the Company to that effect in writing.
- (d) The non-receipt of notice of a General Meeting or proxy form by, or a failure to give notice of a General Meeting or a proxy form to, any person entitled to receive notice of a General Meeting under this Rule 14.2 does not invalidate any thing done or resolution passed at the General Meeting if:
 - (1) the non-receipt or failure occurred by accident or error; or
 - (2) before or after the meeting, the person:
 - (A) has waived or waives notice of that meeting under Rule 14.2(c); or
 - (B) has notified or notifies the Company of the person's agreement to that thing or resolution by written notice to the Company.
- (e) A person's attendance at a General Meeting waives any objection that person may have to:
 - (1) a failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of the meeting, the person objects to the holding of the meeting; and
 - (2) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

14.3 Attendance and Quorum at General Meetings

- (a) Subject to this Constitution, all Members are entitled to receive notice of and to attend General Meetings. At any meeting of the Company, a person whose membership has ceased as provided in Rule 13.1 is not entitled to attend, notwithstanding that the person may have received notice of the meeting.

- (b) No business may be transacted at a General Meeting, except the election of a chairperson and the adjournment of the meeting, unless a quorum of Members is present when the meeting proceeds to business. A quorum consists of:
 - (1) if the Members have fixed a number for the quorum, that number of Members; and
 - (2) in any other case, the number required under the *Corporations Act 2001 (C'wth)*,
each of whom is entitled be present and vote at the meeting.
- (c) If a quorum is not present within thirty (30) minutes after the time appointed for a General Meeting:
 - (1) where the meeting was convened on the requisition of Members, the meeting must be dissolved; or
 - (2) in any other case:
 - (A) the meeting stands adjourned to the day, and at the time and place, that the Directors decide or, if the Directors do not make a decision, to the same day in the next week at the same time and place; and
 - (B) if, at the adjourned meeting, a quorum is not present within thirty (30) minutes after the time appointed for the meeting, the meeting must be dissolved.

14.4 Chairperson of General Meetings

- (a) The chairperson of Directors must (if present within fifteen (15) minutes after the time appointed for the meeting and willing to act) preside as chairperson at each General Meeting.
- (b) If at a General Meeting:
 - (1) there is no chairperson of Directors;
 - (2) the chairperson of Directors is not present within fifteen (15) minutes after the time appointed for the meeting; or
 - (3) the chairperson of Directors is present within that time but is not willing to act as chairperson of the meeting,
the Members present must elect, as chairperson of the meeting:
 - (4) another Director who is present and willing to act; or
 - (5) if no other Director present at the meeting is willing to act, a Member who is present and willing to act.

14.5 Conducting and adjourning General Meetings

- (a) A question arising at a General Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the meeting, whose decision is final.
- (b) The chairperson of a General Meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.

- (c) Where a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as for an original meeting.
- (d) Except as provided by Rule 14.5(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) Where a meeting is adjourned, the Directors may change the venue of, or postpone or cancel, the adjourned meeting, unless the meeting was called and arranged to be held by the Members or the court under the Act. If a meeting is called and arranged to be held on the requisition of Members, the Directors may not postpone it beyond the date by which the Act requires it to be held and may not cancel it without the consent of the requisitioning Member(s).

14.6 Use of technology at General Meetings

- (a) A General Meeting may be held:
 - (1) in one or more physical venues;
 - (2) in one or more physical venues, and using virtual meeting technology; or
 - (3) using virtual meeting technology only.
- (b) If a General Meeting is held in two or more physical venues or using virtual meeting technology, the Company must use technology that gives Members a reasonable opportunity to participate at that General Meeting.

14.7 Standing orders at General Meetings

The following standing orders shall be observed at General Meetings, subject to any suspension of, or amendment of, or addition to, these orders adopted for the purposes of these meetings by the Members present at a meeting and entitled to vote:

- (a) the mover of a proposition shall not speak for more than ten (10) minutes. Subsequent speakers shall be allowed five (5) minutes, and the mover of the proposition five (5) minutes to reply. The meeting may however by simple majority extend, in any particular instance, the time permitted by this rule;
- (b) whenever an amendment to an original proposition is proposed, no second amendment shall be considered until the first amendment is disposed of;
- (c) if an amendment is carried, the proposition as so amended shall displace the original proposition and may itself be amended;
- (d) if an amendment is defeated, then a further amendment may be moved to the original proposition, but only one amendment shall be submitted to the meeting for discussion at one time;
- (e) the mover of every original proposition, but not of an amendment, shall have the right to reply;
- (f) immediately after a reply, if any, the question shall be put from the chair;

- (g) no Member other than the mover of a proposition, shall speak more than once on the same question, unless permission is given for an explanation, or where the attention of the chairperson is called to a point of order;
- (h) propositions and amendments shall be submitted in writing, if requested by the chairperson;
- (i) any discussion may be closed by a resolution “that the question be now put” being moved seconded and carried, but such resolution shall not be put to the meeting without debate;
- (j) any Member, or visitor invited to attend the meeting by the Board, may speak on any issue at a meeting with the permission of the chairperson, provided that the permission may be conditional; and
- (k) standing orders may be suspended for any period by ordinary resolution.

14.8 Decisions at General Meetings

- (a) Except where by law a resolution requires a special majority, questions arising at a General Meeting must be decided by a majority of votes cast by the Members present and entitled to vote at the meeting and such a decision is for all purposes a decision of the Members.
- (b) Where the votes on a proposed resolution are equal, the chairperson of the meeting has a casting vote in addition to his or her deliberative vote.
- (c) A resolution put to the vote of a General Meeting must be decided on a show of hands unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is demanded by:
 - (1) the chairperson of the meeting;
 - (2) at least five (5) Members present who each is entitled to vote on the resolution; or
 - (3) Members present at the meeting and representing at least five per cent (5%) of the total votes that may be cast on the resolution on a poll.
- (d) A demand for a poll does not prevent a General Meeting continuing for the transaction of any business except the question on which the poll has been demanded.
- (e) Unless a poll is duly demanded, a declaration by the chairperson of a General Meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (f) If a poll is duly demanded at a General Meeting, voting on the relevant resolution must be taken in such manner, and either at once or after an interval or adjournment or otherwise, as the chairperson

of the meeting directs and the result of the poll is the resolution of the meeting at which the poll was demanded.

- (g) A poll demanded at a General Meeting on the election of a chairperson of the meeting or on a question of adjournment must be taken immediately.
- (h) The demand for a poll may be withdrawn.
- (i) If the Company has only one (1) Member, the Company may pass a resolution by the Member recording it and signing the record.

14.9 Voting rights

- (a) Subject to this Constitution and to any rights or restrictions attached to any class of membership, at a General Meeting only Active Members are entitled to vote.
- (b) A proxy, attorney or representative is entitled to a separate vote for each Member the person represents, in addition to any vote the person may have as a Member in his or her own right.
- (c) An objection to the qualification of a person to vote at a General Meeting must be:
 - (1) raised before or at the meeting at which the vote objected to is given or tendered; and
 - (2) referred to the chairperson of the meeting, whose decision is final.
- (d) A vote not disallowed by the chairperson of a meeting under Rule 14.9(c) is valid for all purposes.
- (e) The Directors may, subject to law, determine that, at any general meeting, a Member who is entitled to attend and vote at that meeting is entitled to give their vote by a valid notice of their voting intention (a Direct Vote). A Direct Vote includes a vote delivered to the Company by post, fax, electronic or other means approved by the Directors. The Directors may specify the form, method and timing of giving a Direct Vote at a meeting in order for the vote to be valid.

14.10 Voting at General Meetings

- (a) A Member of the Company is not entitled to vote at a General Meeting unless that person is an Active Member of the Company.
- (b) An Active Member of the Company shall have one (1) vote only in respect of any question or motion arising at a General Meeting of the Company.
- (c) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded in accordance with this Constitution.
- (d) If no poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company shall be evidence of the fact and no proof is needed of the number or

proportion of the votes recorded in favour of, or against, that resolution.

- (e) Subject to this Constitution, on a show of hands or on a poll every representative of a body corporate, or every Member (not under the age or eighteen (18)), who is present at a meeting in person or represented by proxy or attorney, shall have one vote but no Member shall have a vote, or be entitled or eligible to vote, contrary to the Act.
- (f) In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.
- (g) All resolutions, except special resolutions, shall be determined by a simple majority.

14.11 Representation at General Meetings

- (a) Subject to this constitution, each Member entitled to vote at a General Meeting may vote:
 - (1) in person; or
 - (2) by proxy; or
 - (3) by attorney.
- (b) A proxy or attorney may, but need not, be a Member.
- (c) A proxy or attorney may be appointed for:
 - (1) all General Meetings;
 - (2) any number of General Meetings; or
 - (3) a particular General Meeting.
- (d) Unless otherwise provided in the instrument, an instrument appointing a proxy or attorney is taken to confer authority:
 - (1) to agree to a meeting being convened by shorter notice than is required by the Act or by this Constitution;
 - (2) to speak to any proposed resolution on which the proxy or attorney may vote;
 - (3) to demand or join in demanding a poll on any resolution on which the proxy or attorney may vote;
 - (4) even though the instrument may refer to specific resolutions and may direct the proxy or attorney how to vote on those resolutions:
 - (A) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (B) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
 - (C) to act generally at the meeting; and

- (5) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.
- (e) An instrument appointing a proxy or attorney may direct the manner in which the proxy or attorney is to vote in respect of a particular resolution and where an instrument contains such a direction, the proxy or attorney is not entitled to vote on the proposed resolution except as directed in the instrument.
- (f) Subject to rule 14.11(g), an instrument appointing a proxy or attorney need not be in any particular form as long as it is in writing, legally valid and signed by the appointer or the appointer's attorney.
- (g) A proxy or attorney may not vote at a General Meeting or adjourned meeting or on a poll unless the instrument appointing the proxy or attorney, and the authority (if any) under which the instrument is signed or a certified copy of the authority, are received in the place or at the fax number, and before the time, specified for that purpose in the notice calling the meeting where:
 - (1) the place may be the Company's office or another place and a fax number may be the fax number at the Company's office or another fax number; and
 - (2) the time may be before the time for holding the meeting or adjourned meeting.
- (h) The Directors may waive all or any of the requirements of rules 14.11(f) and 14.11(g) and, in particular, may, on production of any other evidence the Directors require to prove the validity of the appointment of a proxy or attorney, accept:
 - (1) a written confirmation of appointment of a proxy or attorney; or
 - (2) the deposit, tabling or production of a copy (including a copy sent by fax) of an instrument appointing a proxy or attorney, or of the power of attorney or other authority under which the instrument is signed.
- (i) A vote given in accordance with the terms of an instrument appointing a proxy or attorney is valid despite the revocation of the instrument, or of the authority under which the instrument was executed, if the Company has not received written notice of revocation by the time and at the place at which the instrument appointing the proxy or attorney is required to be received under Rule 14.11(g).
- (j) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.
- (k) A person may act as proxy for an unlimited number of Active Members.
- (l) Any undirected proxies shall go to the Chairman of the meeting.

15 Directors

15.1 Appointing and removing directors

- (a) Subject to Rule 15.1(c), there must be:
 - (1) at least four (4) Directors; and
 - (2) not more than ten (10) Directors.
- (b) The first Directors are the persons who have consented to act as Directors and who are named as proposed Directors in the application for registration of the Company.
- (c) The Company may by resolution:
 - (1) increase or reduce the minimum or maximum number of Directors;
 - (2) appoint an additional Director or Directors but the total number of Directors must not at any time exceed the maximum number allowed under this Constitution; and
 - (3) in accordance with the Act, remove a Director.
- (d) The Board shall comprise no more than two (2) Tenant Directors who are Current Tenants and no more than eight (8) Directors who are not Current Tenants.
- (e) In order to be eligible for appointment as a Director, a person must be a Qualified Person.
- (f) The Directors may appoint a Qualified Person as a Director to fill a casual vacancy or as an addition to the existing Directors but the total number of Directors must not at any time exceed the maximum number allowed under this Constitution and any Director so appointed shall hold office only until the commencement of the first meeting of the Board following the next Annual General Meeting.
- (g) Subject to this Constitution, Directors shall be appointed for a term of three (3) years. At each Annual General Meeting following the registration of the Constitution, a sufficient number of Directors (being approximately one-third of the Directors each year) shall retire in rotation to ensure that each Director serves a term not exceeding three years.
- (h) The Directors may decide which Directors must retire under Rule 15.1(g), or, in the absence of agreement, those who have been longest in office (which prior to retiring under Rule 15.1(g) for the first time, is taken from the time the Director was first appointed and thereafter is taken from his or her last election after retiring under Rule 15.1(g)) must retire, and if there are more than one-third (1/3), those to retire must be decided by agreement among themselves or be determined by lot.
- (i) Each Director retiring under Rule 15.1(g) is eligible for re-election if he or she is at the time of re-election a Qualified Person.

- (j) A Director appointed to fill a casual vacancy and retiring under Rule 15.1(f) is eligible to stand for re-election if he or she is at the time of re-election a Qualified Person.
- (k) Nominations for candidates to be elected as Directors shall be sought in such a manner as the Board determines, including by way of advertisement in a public newspaper or journal.
- (l) The election of Directors shall be conducted at an Annual General Meeting in such usual and proper manner as the Board shall direct.
- (m) All nominations for candidates to be elected as Directors shall be supported and signed by a Member and received at the registered office of the Company no later than 35 days before the date of the General Meeting.

15.2 When office of Director becomes vacant

In addition to the circumstances prescribed by the Act, the office of a Director becomes vacant if the Director:

- (a) is deemed by a resolution of Members not to be a Qualified Person;
- (b) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
- (c) becomes bankrupt or insolvent or makes an arrangement or composition with his or her creditors generally;
- (d) is convicted on indictment of an offence and the other Directors do not within one (1) month after that conviction resolve to confirm the Director's appointment or election (as applicable) to the office of Director;
- (e) is removed from office under Rule 15.1(c)(3);
- (f) resigns by written notice to the Company (effective from the date of receipt by the Company);
- (g) dies; or
- (h) absents himself or herself from three (3) consecutive ordinary meetings of the Board without its prior leave.

15.3 Director must be a Member

A Director must be a Member to qualify for appointment.

15.4 Interested Directors

- (a) Subject to Rule 7, a Director may hold another position (except as Auditor) in the Company or any related body corporate in conjunction with his or her directorship and may be appointed to that position on terms as to remuneration, tenure and otherwise that the Directors think fit.
- (b) Subject to Rule 7.2(c), a Director:
 - (1) may be or become a director or other officer of, or otherwise interested in, any related body corporate or other body corporate promoted by the Company or in

- which the Company is interested as a shareholder or otherwise; and
- (2) is not accountable to the Company for any remuneration or other benefits he or she receives as a director or officer of, or from having an interest in, that body corporate.
- (c) The Directors may exercise the voting rights conferred by shares in any body corporate held or owned by the Company in the manner in all respects that they think fit.
 - (d) Subject to Rule 7, a Director is not disqualified merely because he or she is a Director from contracting with the Company in any respect, including:
 - (1) selling property to, or purchasing property from, the Company;
 - (2) lending money to the Company with or without interest or security;
 - (3) guaranteeing the repayment of money borrowed by the Company for a commission or profit;
 - (4) underwriting or guaranteeing the subscription for securities in any related body corporate or other body corporate promoted by the Company or in which the Company is interested as a shareholder or otherwise, for a commission or profit; or
 - (5) being employed by the Company or acting in any professional capacity (except as Auditor) on behalf of the Company.
 - (e) A contract made by a Director with the Company and a contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested or have a conflict of fiduciary duty is not avoided or rendered voidable merely because the Director holds office as a Director or because of the fiduciary obligations arising out of that office.
 - (f) Subject to Rule 7.2(c), a Director contracting with or being interested in any arrangement involving the Company or having a conflict of fiduciary duty is not liable to account to the Company for any profit realised by or under that contract or arrangement merely because the Director holds office as a Director or because of the fiduciary obligations arising out of that office.
 - (g) Unless section 195 of the Act permits, a Director who has a material personal interest in a matter that is being considered at a Directors' meeting must not:
 - (1) be present while the matter is being considered at the meeting; or
 - (2) vote on the matter.
 - (h) The Directors may make guidelines:
 - (1) requiring the disclosure of interests that a Director, and any person considered by the Directors as related to or associated with the Director, may have in any matter concerning the Company or a related body corporate; and

- (2) establishing a code of ethics and rules of conduct for the Directors; and

any guidelines made under this rule bind all Directors.

15.5 Powers and duties of Directors

- (a) The Directors are responsible for managing the Company's business and affairs and may exercise all the Company's powers which are not required, by the Act or by this constitution, to be exercised by the Company in General Meeting.
- (b) Without limiting Rule 15.5(a), the Directors may exercise all the Company's powers to:
 - (1) borrow or otherwise raise money;
 - (2) charge any property or business of the Company; and
 - (3) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.
- (c) The Directors may decide how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the Company.
- (d) The Directors may pay out of the Company's funds all expenses of the promotion, formation and registration of the Company and the vesting in it of the assets acquired by it.
- (e) The Directors may:
 - (1) appoint or employ a person to be an officer, agent or attorney of the Company for the purposes, with the powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the Directors), for the period and on the conditions they think fit;
 - (2) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
 - (3) subject to any contract between the Company and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.
- (f) A power of attorney given pursuant to rule 15.5(e) may contain any provisions for the protection and convenience of the attorney or persons dealing with the attorney that the Directors think fit.

15.6 Proceedings of Directors

- (a) The Directors may meet together and adjourn and otherwise regulate their meetings as they think fit.
- (b) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the Directors to constitute a quorum constitutes a meeting of the Directors and all the provisions in this constitution relating to meetings of the Directors apply, so far

as they can and with any necessary changes, to meetings of the Directors by telephone or other electronic means.

- (c) A Director who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting.

15.7 Convening meetings of Directors

- (a) A Director may convene a meeting of the Directors whenever he or she thinks fit.
- (b) A secretary must, on the requisition of a Director, convene a meeting of the Directors.

15.8 Notice of meetings of Directors

- (a) Subject to this constitution, notice of a meeting of Directors must be given to each person who is at the time of giving the notice a Director, except a Director on leave of absence approved by the Directors.
- (b) A notice of a meeting of Directors:
 - (1) must specify the time and place of the meeting;
 - (2) need not state the nature of the business to be transacted at the meeting;
 - (3) may be given immediately before the meeting; and
 - (4) may be given in person or by post, telephone, fax or other electronic means.
- (c) A Director may waive notice of a meeting of Directors by notifying the Company to that effect in person or by post, telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, a Director does not invalidate any thing done or resolution passed at the meeting if:
 - (1) before or after the meeting, the Director:
 - (A) has waived or waives notice of that meeting under Rule 15.8(c); or
 - (B) has notified or notifies the Company of his or her agreement to that thing or resolution personally or by post, telephone, fax or other electronic means; or
 - (2) the Director attended the meeting.

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

15.9 Quorum at meetings of Directors

- (a) No business may be transacted at a meeting of Directors unless a quorum of Directors is present at the time the business is dealt with.
- (b) A quorum consists of:

- (1) if the Directors have fixed a number for the quorum, that number of Directors; and
 - (2) in any other case, two Directors,
present at the meeting of Directors.
- (c) If there is a vacancy in the office of a Director then, subject to Rule 15.9(d), the remaining Directors may act.
- (d) If the number of Directors in office at any time is not sufficient to constitute a quorum at a meeting of Directors, or is less than the minimum number of Directors fixed under this Constitution, the remaining Directors must act as soon as possible to:
 - (1) increase the number of Directors to a number sufficient to constitute a quorum and to satisfy the minimum number of Directors required under this constitution;
 - (2) convene a General Meeting of the Company for that purpose,
or
 - (3) appoint additional Directors,and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

15.10 Chairperson of Directors

- (a) The Directors may elect one (1) of the Directors as chairperson of Directors and may decide the period for which that Director is to be the chairperson.
- (b) The chairperson of Directors must (if present within ten (10) minutes after the time appointed for the meeting and willing to act) preside as chairperson at each meeting of Directors.
- (c) If at a meeting of Directors:
 - (1) there is no chairperson of Directors;
 - (2) the chairperson of Directors is not present within ten (10) minutes after the time appointed for the meeting; or
 - (3) the chairperson of Directors is present within that time but is not willing to act as chairperson of the meeting,the Directors present must elect one (1) of the Directors as chairperson of the meeting.

15.11 Decisions of Directors

- (a) A meeting of Directors at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Directors under this Constitution.
- (b) Questions arising at a meeting of Directors must be decided by a majority of votes cast by the Directors present and such a decision is for all purposes a decision of the Directors.
- (c) Where the votes on a proposed resolution are equal, the chairperson of the meeting has a casting vote in addition to his or her deliberative vote.

15.12 Written resolutions

- (a) If:
- (1) a majority of the Directors assent to a document containing a statement to the effect that a matter has been dealt with or resolution has been passed; and
 - (2) the Directors who assent to the document would have constituted a quorum at a meeting of Directors held to consider that thing or resolution,
- then that matter or resolution is taken as being dealt with at or passed by a meeting of the Directors.
- (b) For the purposes of Rule 15.12(a):
- (1) the meeting is taken as held:
 - (A) if the Directors assented to the document on the same day, on the day on which the document was assented to and at the time at which the document was last assented to; or
 - (B) if the Directors assented to the document on different days, on the day on which, and at the time at which, the document was last assented to;
 - (2) two (2) or more separate documents in identical terms, each of which is assented to by one (1) or more Directors, are taken as constituting one (1) document; and
 - (3) a Director may signify assent to a document by signing the document or by notifying the Company of the director's assent in person or by post, telephone, fax or other electronic means.

Where a Director signifies assent to a document otherwise than by signing the document, the Director must as confirmation sign the document at the next meeting of the directors that Director attends, but failure to do so does not invalidate the thing or resolution to which the document relates.

15.13 Committees of Directors

- (a) The Directors may delegate any of their powers to one or more committees consisting of the number of Directors they think fit.
- (b) A committee to which any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Directors.
- (c) The provisions of this Constitution that apply to meetings and resolutions of Directors apply, so far as they can and with any necessary changes, to meetings and resolutions of a committee of Directors.

15.14 Delegation to individual Directors

- (a) The Directors may delegate any of their powers to one (1) Director.
- (b) A Director to whom any powers have been delegated must exercise the powers delegated in accordance with any directions given by the Directors.

15.15 Validity of acts

An act done by a person acting as a Director, a meeting of Directors, or a committee of Directors attended by a person acting as a Director, is not invalidated merely because of:

- (a) a defect in the appointment of the person as a Director;
- (b) the person being disqualified to be a Director or having vacated office; or
- (c) the person not being entitled to vote,

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

16 Secretaries

16.1 Secretaries

- (a) The first Secretary is the person who has consented to act as Secretary and who is named as the proposed Secretary in the application for registration of the Company.
- (b) The Directors must appoint at least one (1) Secretary and may appoint additional Secretaries.
- (c) The Directors may appoint one (1) or more assistant Secretaries.
- (d) The appointment of a Secretary or assistant Secretary may be for the period, at the remuneration and on the conditions that the Directors think fit.
- (e) Subject to any contract between the Company and the relevant Secretary or assistant Secretary, a Secretary or assistant Secretary may be removed or dismissed by the Directors at any time, with or without cause.
- (f) The Directors may:
 - (1) confer on a Secretary or assistant Secretary the powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the Directors) they think fit;
 - (2) withdraw, suspend or vary any of the powers, discretions and duties conferred on a Secretary or assistant Secretary ; and
 - (3) authorise the Secretary or assistant Secretary to delegate all or any of the powers, discretions and duties conferred on him or her.
- (g) A Secretary or assistant Secretary need not be a Member to qualify for appointment.
- (h) An act done by a person acting as a Secretary or assistant Secretary is not invalidated merely because of:
 - (1) a defect in the person's appointment; or
 - (2) the person being disqualified to be a Secretary or assistant Secretary,

if that circumstance was not known by the person when the act was done.

17 Indemnity and insurance

17.1 Persons to whom Rules 17.2 and 17.4 apply

Rules 17.2 and 17.4 apply to:

- (a) each person who is or has been a Director or Secretary or assistant Secretary of the Company; and
- (b) any other officers or former officers of the Company or of its related bodies corporate that the Directors decide in each case.

17.2 Indemnity

The Company must:

- (a) indemnify; and
- (b) if requested by a person to whom this Rule 17.2 applies, enter into a deed indemnifying,

on a full indemnity basis and to the full extent permitted by law, each person to whom this Rule 17.2 applies for all losses or liabilities incurred by the person as an officer of the Company or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred:

- (c) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
- (d) in connection with an application, in relation to those proceedings, in which the court grants relief to the person under the Act.

17.3 Extent of indemnity

The indemnity in Rule 17.2:

- (a) is a continuing obligation and is enforceable by a person to whom Rule 17.2 applies even though that person has ceased to be an officer of the Company or of a related body corporate; and
- (b) operates only to the extent that the loss or liability is not covered by insurance.

17.4 Insurance

The Company may, to the extent permitted by law:

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

for any person to whom this Rule 17.4 applies against any liability incurred by the person as an officer of the Company or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

17.5 Savings

Nothing in Rules 17.2 or 17.4:

- (a) affects any other right or remedy that a person to whom those rules apply may have in respect of any loss or liability referred to in those rules; or
- (b) limits the capacity of the Company to indemnify or provide insurance for any person to whom those rules do not apply.

18 Auditor

- 18.1** The Company must appoint a properly qualified Auditor whose duties will be regulated in accordance with the Act.

19 Notices

19.1 How notices may be given

A notice may be given by the Company to a Member by:

- (a) delivering it to the Member personally;
- (b) sending it to the Member's fax number or electronic address, if the Member has nominated one (1) to the Company for receipt of notices; or
- (c) posting it by prepaid post to the Member's registered address.

19.2 When taken as given

A notice is taken as given by the Company and received by the Member:

- (a) if delivered, at the time of delivery;
- (b) if faxed, when the Company receives a confirmation report that all pages of the fax have been transmitted to the Member's fax number, but if transmission or receipt is after 5.00 pm, it is taken as received on the next business day;
- (c) if sent electronically, on the next business day; and
- (d) if posted, on the second business day after it was posted.

19.3 When Member has no registered address

If a Member does not maintain a registered address in Australia, then subject only to the requirements of the Act and the Regulations, such Member will be deemed to have waived any entitlement which may otherwise exist to receive notice of a General Meeting.

20 Definitions and interpretation

20.1 Definitions

In this constitution:

Alter or similar word or expression used in relation to a rule amendment, includes add to, substitute, and rescind;

Act means the Corporations Act 2001;

Active Member means a Member who is in active membership within the provisions of Rule 13.9;

Annual General Meeting means the Annual General Meeting of the Company referred to in Rule 14.1(a);

Auditor means an Auditor or Auditors for the time being of the Company appointed pursuant to Rule 18;

Banking account means an account with either a body corporate which has consent under the Banking Act 1959 to use the word “bank” in relation to its business, or the Reserve Bank of Australia;

Board means the whole or any number of the Directors assembled at a meeting of the Directors or transacting business being not less than a quorum or a majority, as the case may be, and includes a delegate of the Board;

Business day means a day on which the major trading banks are open for business in Sydney, except a Saturday, Sunday or public holiday;

Community Housing Supporter means a person who in the opinion of the Board has a genuine interest in social housing management issues and will contribute to or support the advancement of the Company’s Object.

Company means **St George Community Housing Limited**;

Company's office means the Company's registered office from time to time;

Current Tenant means any of the following:

- (a) a person named as tenant or lessee in a tenancy agreement or lease with the Company which agreement or lease has not terminated;
- (b) a person named as tenant or lessee in a tenancy agreement or lease with the Company which agreement or lease has terminated by effluxion of time but such person is lawfully holding over under the agreement or lease; and
- (c) a person otherwise benefiting from services provided by the Company and declared by the Board to be a Current Tenant for the purposes of this Constitution.

Director means a member of the Board of Directors of the Company for the time being;

Financial year means the financial year of the Company ending on 30 June each year;

General Meeting has the meaning referred to in Rule 14.1(b);

Housing Agency has the meaning as defined in the *Community Housing Providers National Law (NSW)*;

ITAA 97 means the Income Tax Assessment Act 1997;

May or a similar word or expression, used in relation to a power of the Board indicates that the power may be exercised or not at the Board's discretion;

Life Member means an Active Member of the Company (or its predecessor organisations) for a period of at least ten (10) consecutive years who is nominated by the Board and who is elected at an Annual General Meeting of the Company as a Life Member in recognition of his or her meritorious support and service towards advancing and/or achieving the objects of the Company (or its predecessor organisations);

Member means a member of the Company as defined in Rule 12.1;

Month means a calendar month;

Non-Tenant Director means a Director of the Company who is not a Current Tenant;

Object means the Company's object as set out in Rule 3.1(a) of this Constitution;

Patron means the person who from time to time accepts appointment as the patron of the Company under Rule 12.8;

Prescribed means prescribed by the Act;

Qualified Person means an individual Member having, as decided by the Board of Directors, expertise and experience in one (1) or more of the following areas, namely:

- (1) social housing management;
- (2) finance;
- (3) community welfare;
- (4) housing development and procurement;
- (5) law;
- (6) social policy development;
- (7) accounting;
- (8) asset management;
- (9) information and technology;
- (10) human resources management;
- (11) construction and infrastructure development; and
- (12) such other areas as are determined necessary, from time to time, by the Board for the furtherance of the Company's Object.

Registered address means a Member's address as notified to the Company by the Member and recorded in the Company's records;

Regulations means the Corporations Regulations 2001

Rules mean the rules of the Company as set out in this Constitution as amended from time to time and reference to particular rules has a corresponding meaning

Secretary means a person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;

Special Resolution means a resolution complying with the requirements of Section 249L(c) of the Act, which must be passed by at least seventy-five per cent (75%) of the votes cast by Members entitled to vote on the resolution;

State means the State of New South Wales; and

Tenant Director means a Director of the Company who is a Current Tenant.

20.2 Interpretation

In this constitution unless the context requires otherwise:

- (a) an **incorporated body** means a body politic or a body corporate, corporation sole, association or trust that has been incorporated under law, or otherwise established under statute;
- (b) references to **persons** include individuals and incorporated bodies;
- (c) references to **notices** include formal notices of meeting and all documents and other communications from the Company to its Members;
- (d) a reference to **any legislation** or a provision of any legislation includes any amendment to that legislation or provision, any consolidation or replacement of that legislation or provision and any subordinate legislation made under that legislation;
- (e) a reference to a Member **present** at a General Meeting is a reference to a Member present in person, by voting directly or by proxy, attorney or representative;
- (f) a reference to **writing** and **written** includes printing, lithography and other ways of representing or reproducing words in a visible form;
- (g) the **singular** (including defined terms) includes the plural and the **plural** includes the singular; and
- (h) **may** or a similar word or expression used in relation to a power of the Board indicates that the power may be exercised or not at the Board's discretion;
- (i) **shall** or a similar word or expression, used in relation to a power of the Board indicates that the power must be exercised subject to the Act or the Rule granting the power;
- (j) words importing one (1) **gender** include the other genders, and
- (k) the words "**includes**" and "including" are not words of limitation.
- (l) "proposition" refers to procedural matters only at a General Meeting.

20.3 Headings

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

21 Application of the Act

21.1 What parts of the Act apply

Unless the contrary intention appears:

- (a) an expression used in a Rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and
- (b) subject to Rule 21.1(a), an expression in a Rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.

21.2 Replaceable rules displaced

- (a) The provisions of this Constitution displace each provision of a section or subsection of the Act that applies (or would apply but for this Rule) to the Company.
- (b) The replaceable rules do not apply to the Company except those (if any) which operate as mandatory rules for public companies under the Act.

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