Constitution

CEACA Limited

A Public Company Limited by Guarantee

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The name of the company is CEACA Limited.

2. Definitions and interpretation

2.1 Definitions

Accounting Period means each period of twelve months ending on 30 June in each year or any other period that the Board decides.

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

ACNC Commissioner means the Commissioner of the Australian Charities and Not-for-profits Commission for the purposes of the ACNC Act.

Board means the board of Directors of the Company.

Business Day means a day which is not a Saturday, Sunday, public holiday or bank holiday in the city of Perth, Western Australia.

CEACA means Central East Accommodation and Care Alliance Inc (ABN 40 792 001 012).

CEACA CEO means the chief executive officer of CEACA who is be appointed as a Director of the Company under rule 9.

CEACA Directors means the committee members of CEACA who are appointed as Directors of the Company under rule 9.

Chairperson means the Director appointed under rule 9.5, and **chairperson** means either the Chairperson or a Director elected to be the chairperson for any Board meeting under rule 10.6(b) or any general meeting under rule 8.9.

Committee means a committee established and governed by rule 13.

Community Housing Assets means:

(a) land and/or premises transferred to the Company as a community housing provider by the Housing Authority, but does not include land or land and premises that the Housing Authority sells at market value to the Company;

(b) land and/or premises acquired by the Company wholly or partly with funding provided by the Housing Authority, including but not limited to where such funding is comprised of:

   (i) funding provided directly by the Housing Authority;

   (ii) GST input tax credits claimed by the Community Housing Provider in connection with any supplies which are funded wholly or partly by the Housing Authority;

(c) a legal interest in land and/or premises acquired by the Company wholly or partly with funding provided by the Housing Authority or where the acquisition is facilitated by the Housing Authority;

(d) land and/or premises acquired by the Company wholly or in part with borrowings leveraged off or cash flow generated from any assets in the Company's portfolio in which the Housing Authority has an interest;

(e) land and/or premises where the Housing Authority is identified as having an interest in any legal agreement;

(f) land and/or premises procured with the proceeds of sale of land and/or premises in which the Housing Authority has an interest; and

(g) housing constructed by the Housing Authority or improvements made on land and/or premises by the Housing Authority,

provided that the Housing Authority has a legal interest in any such land/or premises by way of legal agreement between the Housing Authority and the Company.

Community Housing Provider means an organisation that provides community housing and has successfully achieved registration under the Community Housing Regulatory Framework as a tier 1, 2 or 3 provider.

Community Housing Regulatory Framework means a regulatory administrative system implemented by the Housing Authority to register and regulate Community Housing Providers.

Company means the company named in rule 1.

Constitution means this constitution and any amendments to or substitutions for it.

Contribution means:

(a) a contribution of money or property as described in item 7 of the table contained in section 30-15 of the ITAA97 in relation to a fundraising event; or

(b) a contribution of money as described in item 8 of the table contained in section 30-15 of the ITAA97 in relation to a successful bidder at an auction that was a fundraising event,

held for the Objects.

Corporations Act means the *Corporations Act 2001* (Cth).

Deductible Gift Recipient means an institution, fund, authority or any other entity that is endorsed as a deductible gift recipient under Division 30 of the ITAA97 or is a specific listed deductible gift recipient under Division 30 of the ITAA97.

Director means a person appointed as a director of the Company under rule 9.

Housing Authority means a body corporate constituted under the *Housing Act 1980 (WA)* as amended.

Independent means that the person:

(a) is not a member of CEACA; or

(b) is not a director, employee, officer or councillor of a member of CEACA.

ITAA97 means the *Income Tax Assessment Act 1997* (Cth).

Legal Costs means legal costs incurred in defending an action for a Liability of a person.

Liability means any liability incurred as an officer of the Company or a subsidiary of the Company.

Member means any person who is a member of the Company under rule 6, and the term **Membership** has a corresponding meaning.

Objects means the objects referred to in rule 4.1.

Region means the central and eastern areas of the Wheatbelt region of Western Australia.

Register of Members means the list of Members of the Company maintained under rule 7.

Registered Charity means an entity registered by the ACNC Commissioner as a charity in accordance with the ACNC Act.

Relevant Officer means each person who is or has been a Director or Secretary and any other officers or former officers of the Company or of its related corporations that the Board determines.

Secretary means any person appointed as a secretary of the Company under rule 12.

2.2 Interpretation

(a) This interpretation rule applies unless inconsistent with the context.

(b) A reference to **resolve**, **resolution** or **ordinary resolution** means a resolution (other than a special resolution) which is passed, as applicable:

(i) at a general meeting by the sole Member who is present and entitled to vote;

(ii) at a Board meeting by the majority of Directors who are present and entitled to vote; or

(iii) in writing in accordance with rules 8.16 or 10.9.

(c) If a word or phrase is defined, then its other grammatical forms have a corresponding meaning.

(d) The singular includes the plural and vice versa.

(e) A reference to a gender includes any gender.

(f) The word *includes* and similar words are not words of limitation and do not restrict the interpretation of a word or phrase in this Constitution.

(g) A reference to a document includes a variation or replacement of it.

(h) A reference to a statute includes its subordinate legislation and a modification, replacement or re-enactment of either.

(i) A reference to a person includes a reference to an individual, company, body corporate, trust, partnership, incorporated association, unincorporated body, joint venture, organisation and any other form of entity.

(j) A reference to a Member present at a general meeting is a reference to a Member present in person, by technology, or by proxy or representative.

(k) A reference to a Director present at a Board meeting is a reference to a Director present in person or by technology..

(l) A reference to notices includes formal notices of meetings and all documents and other communications from the Company to the Member.

(m) A reference to writing and written includes printing, electronic documents and other ways of representing or reproducing words in a visible form.

(n) If the date on which a thing must be done is not a Business Day, then that thing must be done on the next Business Day.

(o) If a period of time runs from a given date, act or event, then the time is calculated exclusive of the date, act or event.

(p) Headings are used for convenience only and do not affect the interpretation of this Constitution.

3. Application of the Corporations Act and the ACNC Act

(a) A word or expression used in a rule that deals with a matter dealt with by a provision of the Corporations Act or the ACNC Act has the same meaning as in that provision.

(b) The replaceable rules in the Corporations Act do not apply to the Company.

(c) Except as otherwise expressly provided in this Constitution, whilst the Company is a Registered Charity, the provisions of the Corporations Act which do not apply to a body corporate registered under the ACNC Act by virtue of section 111L of the Corporations Act, do not apply to the Company.

(d) Despite any rule, if:

(i) the Corporations Act prohibits a thing being done, it must not be done;

(ii) the Corporations Act requires something to be done, it must be done; and

(iii) a provision of this Constitution is or becomes inconsistent with the Corporations Act, that provision must be read down or, failing that, severed from this Constitution to the extent of the inconsistency.

4. Objects and not for profit

4.1 Objects

The objects of the Company are to:

(a) relieve the poverty, distress or disadvantage of people in need including aged persons and individuals with disabilities in the Region by providing and managing social and affordable housing and facilitating housing residents' access to care services; and

(b) do all things necessary, incidental or desirable for the above object..

4.2 Promotion of Objects

(a) Each Object is a separate and independent Object and is not a subsidiary or ancillary to any of the other Objects.

(b) The Company must operate solely for the purpose of promoting and advancing the Objects. However, the Company is not required to promote all of the Objects at the same time or in any particular order and may, in its absolute discretion, determine the level and amount of promotion, funding or any other support which should be applied to any particular Object at any given time.

4.3 Not for profit

(a) Subject to rule 4.3(b), the income and property of the Company must be applied solely towards the Objects and no part of that income or property may be paid, transferred or distributed, directly or indirectly, to any Director or Member, except in good faith in the promotion of the Objects.

(b) Rule 4.3(a) does not prohibit making a payment, transfer or distribution in good faith in the promotion of the Objects for:

(i) out-of-pocket expenses incurred by a Director in performing a duty as Director of the Company;

(ii) a good or service supplied to the Company by a Director (other than in the capacity as a Director of the Company) or Member, where:

(A) the supply has the prior approval of the Board; and

(B) the amount payable is not more than an amount which commercially would constitute reasonable payment for the services;

(iii) indemnification of or payment of premiums on contracts of insurance for any Director to the extent permitted by law and this Constitution.

(c) The Company may pay the Directors' travelling and other expenses that Directors incur:

(i) in attending Board meetings or any meeting of committees of the Board;

(ii) in attending any general meetings of the Company; and

(iii) in connection with the Company's business.

5. Company powers

The Company has the powers conferred on it by the Corporations Act.

6. Membership

6.1 Sole Member

(a) The sole Member of the Company is CEACA.

(b) Membership is personal and not transferrable.

(c) If CEACA ceases to be a Member under rule 6.5, then the Directors from time to time (jointly) are entitled to be, and become, the sole Member, until such time as the Directors appoint a new Member, which must occur at the earliest opportunity.

(d) Upon a new Member being appointed under rule 6.1(c), the Directors (jointly) will automatically cease to be the sole Member.

6.2 Appointment of corporate representatives

(a) CEACA must appoint a director of CEACA as its representative to exercise all of its powers, which may be a standing appointment.

(b) The appointment may set out restrictions, and if the appointment is by reference to a position held, the appointment must identify the position.

(c) CEACA may appoint more than one director of CEACA as a representative but only one representative may exercise CEACA's powers as the Member of the Company at any one time.

(d) The nomination must be made in writing to the Board.

(e) Subject to the terms of the appointment, the representative may exercise on CEACA's behalf, all of the powers CEACA may exercise in a meeting or in voting on a resolution.

(f) Subject to this rule 6.2, CEACA may at any time nominate a new representative in place of its existing representative.

6.3 Rights of the Member

The Member is entitled to receive:

(a) notices of, attend, be heard at and vote at (one vote only on any given resolution) any general meeting; and

(b) if it elects to do so, a copy of the annual financial report, Directors' report or auditor's report (if any) of the Company within the time frame specified in the Corporations Act.

6.4 Liability of the Member

(a) The Company is a public company limited by guarantee and accordingly, the liability of the Member is limited.

(b) Each Member undertakes to contribute an amount of not more than one dollar (**$1.00**) to the property of the Company if it is wound up while they are a Member or within one year after they cease to be a Member for:

(i) payment of the Company's debts and liabilities incurred before the Member ceased being a Member; and

(ii) the costs, charges and expenses of winding up.

6.5 Cessation of Membership

The Member automatically ceases to be a Member of the Company if the Member:

(a) being an individual, dies, is or becomes a person whose property is liable to be dealt with in any way under a law relating to mental health;

(b) being a corporation, trust or association, is wound up or is or becomes insolvent; or

(c) resigns as a Member by giving written notice to the Company.

6.6 Consequences of cessation of Membership

(a) If a person ceases to be a Member under rule 6.5, the Member loses any rights (including voting rights) arising as a result of Membership.

(b) When a person's Membership ceases, the Secretary must remove the person's name from the Register of Members as soon as practicable.

7. Register of Members

(a) The Company must update the Register of Members to reflect the appointment or cessation of a person as a Member, as soon as practicable after the change occurs.

(b) The Register of Members must contain the information required by the Corporations Act.

(c) The Register of Members shall be available for inspection by written application to the Company at its registered address consistent with the Corporations Act. Only the information required to be maintained in the Register of Members under the Corporations Act shall be available for inspection.

8. General meetings of the Member

8.1 Annual general meetings

While the Company has a sole Member, the Company is not required to hold an annual general meeting.

8.2 Convening general meetings by Directors

(a) The Board may convene a general meeting of the Member at any time.

(b) The Board must convene a general meeting if the sole Member makes a written request to the Company for a general meeting to be held.

8.3 Convening of general meetings by the Member

The Member of the Company may convene a general meeting of the Member provided that the requirements in sections 249E or 249F of the Corporations Act are satisfied.

8.4 Notice of general meeting

(a) 21 days' notice of every general meeting convened under rules 8.2 or 8.3 must be given to:

(i) the Member;

(ii) each Director; and

(iii) the auditor (if any).

(b) A notice of general meeting must specify:

(i) the date, time and place of the meeting;

(ii) if the meeting is to be held in 2 or more places, or by using virtual meeting technology only, the technology that will be used to facilitate the meeting;

(iii) the general nature of the business to be transacted at the meeting;

(iv) if any special resolution is to be proposed at the meeting, the proposed special resolution set out in full; and

(v) any other matters required by the ACNC Act or Corporations Act.

(c) The Board may extend an invitation to any person, corporation or other entity to attend a general meeting, provided that any invitee is not entitled to vote on matters.

8.5 Waiving notice

(a) A person may waive notice of a general meeting by written notice to the Company or by attendance at the general meeting.

(b) The accidental omission to give or send notice of any general meeting, or the postponement of any general meeting, or the non-receipt of a notice by any person entitled to receive such notice, will not invalidate the proceedings or any resolution passed at any such general meeting.

8.6 Postponing or cancelling a meeting

(a) Subject to rule 8.6(b), the Board may change the venue for, postpone or cancel a general meeting at its own discretion by providing such notice to the Member as the Board determines is reasonably practicable and appropriate in the circumstances.

(b) If a general meeting is called and arranged to be held by the Member, the Board may not cancel it without the consent of the Member.

8.7 Business at a general meeting

Unless the Corporations Act provides otherwise:

(a) no business (except of a formal nature) can be transacted at a general meeting unless the general nature of the business has been specified in the notice of meeting; and

(b) except with the approval of the Board or the Chairperson, no person may move any amendment to a proposed resolution the terms of which are set out in the notice of meeting or to a document which relates to that resolution and a copy of which has been made available to the Member to inspect or obtain.

8.8 Quorum at general meetings

(a) 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 the Member is present.

(b) A quorum for a general meeting is the Member.

(c) For the purpose of determining whether a quorum is present under rule 8.8(b), a person attending as a representative or proxy of a Member is deemed to be a Member.

(d) If a quorum is not present within 30 minutes after the time appointed for a general meeting, the meeting must be dissolved.

8.9 Chairperson of general meetings

(a) Subject to this Constitution, the Chairperson must preside as chairperson at each general meeting.

(b) The Directors present at the meeting must elect one of the Directors as chairperson of the meeting if:

(i) there is no Chairperson;

(ii) the Chairperson is not present within 15 minutes after the time appointed for the meeting; or

(iii) the Chairperson is present within that time but is not willing or able to act as chairperson of the meeting.

(c) The conduct of a general meeting of the Company and the procedures to be adopted at the meeting are as determined at, during or prior to, the meeting by the chairperson.

(d) The chairperson may make rulings without putting the question (or any question) to the vote if the chairperson considers action is required to ensure the orderly conduct of the meeting.

(e) At any time the chairperson considers it necessary or desirable for the proper and orderly conduct of the meeting, the chairperson may 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 Member.

(f) Subject to this Constitution, any determination by the chairperson in relation to matters of procedure (including any procedural motions moved at, or put to, any meeting) or any other matter arising directly or indirectly from the business is final (including any procedural motions moved at, or put to, any meeting). Any challenge to:

(i) a right to vote (whether on a show of hands or on a poll); or

(ii) a determination to allow or disregard a vote,

may only be made at the meeting and may be determined by the chairperson, whose decision is final.

(g) The chairperson may expel a Member or any Director from a general meeting if the chairperson reasonably considers that their conduct is inappropriate.

8.10 Adjourning general meetings

(a) The chairperson of a general meeting may adjourn the meeting, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.

(b) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

(c) Where a meeting is adjourned, the Directors may change the venue for, postpone or cancel the adjourned meeting, unless the meeting was called and arranged to be held under the Corporations Act.

(d) Any resolutions or special resolutions passed at the adjourned meeting take effect on the date of the adjourned meeting.

8.11 Representation and voting rights of the Member

(a) Subject to this Constitution and any rights or restrictions attached to Membership, at a general meeting, the Member:

(i) may attend and vote in person or by representative, proxy or attorney; and

(ii) present, has one vote on a show of hands and one vote on a poll.

(b) A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite:

(i) the previous death or unsoundness of mind of the principal; or

(ii) the revocation of the instrument (or of the authority under which the instrument was executed) or the power,

if no notice in writing of the death, unsoundness of mind or revocation (as the case may be) has been received by the Company at its registered office before the commencement of the general meeting, or adjourned meeting, at which the instrument is used or the power is exercised.

(c) The power of attorney must be produced for inspection at the Company's registered office not less than 24 hours before the time for holding the general meeting or adjourned meeting, unless the document has previously been produced for inspection in accordance with this rule 8.11.

8.12 Proxies

(a) The Member may appoint a proxy who must be a director of CEACA.

(b) A proxy may be appointed for:

(i) any number of general meetings; or

(ii) a particular general meeting.

(c) A proxy appointed in accordance with the Corporations Act to attend and vote at a general meeting of the Company may exercise the rights of the Member on the basis and subject to the restrictions provided in the Corporations Act.

(d) Unless otherwise provided in the instrument, an instrument appointing a proxy is taken to confer authority:

(i) to agree to a meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;

(ii) to speak to any proposed resolution on which the proxy may vote;

(iii) to demand or join in demanding a poll on any resolution on which the proxy may vote;

(iv) 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;

(v) to vote on any procedural motion, including any motion to elect the chairperson, to vacate the office of chairperson or to adjourn the meeting;

(vi) to act generally at the meeting; and

(vii) 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 rescheduled or adjourned meeting or at the new venue.

(e) If the Company has approved a form for the appointment of a proxy, the appointing Member must use that form.

(f) Any appointment of proxy under this rule 8.12 which is incomplete may be completed by the Secretary on the authority of the Directors and the Directors may authorise completion of the proxy by the insertion of the name of any Director as the person in whose favour the proxy is given.

(g) Where a notice of meeting provides for electronic lodgement of proxies, a proxy lodged at the electronic address specified in the notice is taken to have been received at the Company's registered office and validated by the Member provided that the requirements for electronic lodgement of proxies set out in the notice have been complied with.

(h) A proxy is not entitled to vote on a show of hands (but this does not prevent a Member appointed as a proxy from voting as a Member on a show of hands).

(i) Subject to any other rule in this rule 8.12, a proxy 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.

(j) The appointment of a proxy is revoked by the appointor attending and taking part in the general meeting.

8.13 Decisions at general meetings

(a) The Directors may decide the manner in which voting is to take place at a general meeting which may include by a show of hands or by electronic means (under rule 8.15) or a combination of both.

(b) Except where stipulated by law or the rules of this Constitution, a resolution put to a vote at a general meeting is to be decided by an ordinary resolution of the Member either:

(i) in person;

(ii) by electronic means;

(iii) by proxy; or

(iv) by representative.

8.14 Use of technology at general meetings

(a) Subject to the Corporations Act:

(i) the Company may hold a general meeting using any virtual meeting technology, including as the only method, as approved by the Board, that gives the Member a reasonable opportunity, as a whole, to participate in the meeting as determined by the Board, including a combination, of telephone, audio or audio visual communication; and

(ii) a general meeting conducted using such technology may be held at multiple venues or not held at any specified venue,

and participation by a Member in such a meeting will constitute presence as if in person at the meeting.

(b) If, before or during the general meeting, a technical difficulty occurs which means that the Member does not have a reasonable opportunity to participate, the chairperson may:

(i) adjourn the meeting until the difficulty is remedied; or

(ii) if a quorum of the Member remains present (either at the place at which the person presiding at the meeting is present or by technology as contemplated by rule 8.14(a)) and able to participate, subject to any applicable law, continue the meeting.

(c) Where a general meeting is held using technology, the Member need not be physically present at the same place (or at any place) for the purposes of the quorum requirement in rule 8.8.

(d) The Board may prescribe rules to regulate the conduct of any general meeting held under this rule 8.14.

(e) Subject to this rule 8.14, the provisions of this Constitution, and the principles of law, that apply to general meetings, apply to any such general meeting with the necessary adaptations.

8.15 Direct voting

(a) The Board may decide that a Member (or where approved by the Board, an attorney, body corporate representative or proxy of the Member) may cast their vote in relation to a resolution to be considered at a general meeting:

(i) in real time during the general meeting by electronic means; or

(ii) in advance of the general meeting by recording their vote with the Company using electronic or other means (including by post).

(b) Subject to the Corporations Act, the Board may prescribe rules to regulate voting under this rule 8.15, including in respect of:

(i) the form, method and timing of voting; and

(ii) the treatment of votes, including when votes must be received by the Company to be valid and effective or the circumstances in which a vote is taken to be withdrawn if the Member participates in the general meeting.

8.16 Resolutions in writing

(a) In accordance with section 249B of the Corporations Act, a resolution in writing signed by the Member and containing a statement that it is in favour of the resolution shall be valid as if it had been passed at a duly convened meeting of the Member.

(b) A document generated by electronic means which purports to be a facsimile of a resolution of the Member is to be treated as a resolution in writing.

8.17 Auditor's right to be heard

The auditor (if any) is entitled to attend and be heard at a general meeting on any part of the business of that meeting that concerns the auditor in their professional capacity.

8.18 Minutes

(a) The Secretary must cause proper minutes of all proceedings of general meetings to be taken, signed and entered in a minute book kept for that purpose within 30 days after the holding of each general meeting.

(b) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:

(i) the general meeting to which they relate was duly convened and held;

(ii) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and

(iii) all appointments or elections purporting to have been made at the meeting have been validly made.

(c) During business hours the Member has the right to inspect signed minutes of general meetings.

9. Directors

9.1 Number and composition of Directors

(a) There must be no less than 3 and no more than 15 Directors of the Company which may comprise of:

(i) committee members of CEACA (**CEACA Directors**);

(ii) the chief executive officer of CEACA (**CEACA CEO**); and

(iii) up to 3 Independent persons (**Independent Directors**).

(b) The majority of Directors must ordinarily reside in Australia.

(c) Each Director must be a natural person.

(d) If at any time there are less than the minimum number of Directors the remaining Directors may act only:

(i) in an emergency;

(ii) for the purpose of convening a general meeting of the Company; or

(iii) for the purpose of increasing the number of Directors to the minimum number required.

(e) Subject to rule 9.1(a), the Member may by ordinary resolution increase or reduce the number of Directors.

9.2 Qualifications of Directors

(a) A Director must be at least 18 years of age.

(b) A person is prohibited from being a Director if that person is disqualified from being a director under the Corporations Act or has been disqualified from being a responsible entity by the ACNC Commissioner under the ACNC Act.

(c) An Independent Director must have the skills, experience and attributes as determined by the Directors.

9.3 Term of Directors

(a) Subject to this Constitution, the CEACA CEO holds office as a Director until they cease being the chief executive officer of CEACA.

(b) Other than the CEACA CEO, a Director's term of office starts on the day they are appointed by the Board and ends at the conclusion of their appointment term, which appointment term must be:

(i) determined by the Board; and

(ii) no longer than 3 years.

(c) Upon the passing of the service period determined under rule 9.3(b), the Director is deemed to have retired from their office of Director and, subject to this Constitution, is eligible to be re-appointed to the Board.

(d) A Director, other than the CEACA CEO, must not hold office for a continuous period of more than 9 years, calculated from the date of their first appointment.

9.4 Appointment and removal of Directors

(a) Subject to rules 9.1 and 9.2 and this Constitution:

(i) a CEACA Director may be appointed to the Board by the Member, upon becoming a committee member of CEACA;

(ii) the CEACA CEO may be appointed to the Board by the Member, upon being engaged by CEACA as the chief executive officer of CEACA; and

(iii) the Board may appoint a person as an Independent Director from time to time.

(b) The Member may, at any time by resolution in accordance with section 203D of the Corporations Act, remove a Director from office and appoint a replacement.

9.5 Election of Chairperson

(a) Subject to rule 9.5(b), the Board must elect from the Directors:

(i) a Chairperson; and

(ii) a Deputy Chairperson,

who, subject to rule 9.5(c), hold office as determined by the Board.

(b) The Chairperson of the Company must not be the same person elected as chairperson of CEACA or the CEACA CEO.

(c) A vacancy arises in the office of Chairperson or Deputy Chairperson (as applicable) if the person:

(i) resigns from their position as an office bearer;

(ii) is removed from their position as an office bearer by resolution of the Board; or

(iii) ceases to be a Director under this Constitution.

(d) Subject to rule 9.5(b), the Board may elect a Director to fill an office that becomes vacant under this rule 9.5.

9.6 Vacation of office

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

(a) dies;

(b) resigns from office by written notice to the Company;

(c) is no longer eligible to be a Director under rule 9.2;

(d) being a CEACA Director, ceases as a committee member of CEACA;

(e) being the CEACA CEO, ceases as the chief executive officer of CEACA;

(f) being an Independent Director, ceases to be Independent;

(g) is removed by the Member under rule 9.4(b);

(h) becomes disqualified from being a Director under the Corporations Act; or

(i) becomes prohibited or disqualified from being a responsible entity by the ACNC Commissioner under the ACNC Act.

9.7 Duties of officers of the Company

(a) The Directors must at all times comply with the duties imposed on them by the Corporations Act, the ACNC Act and any other applicable law.

(b) Each Director must:

(i) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Company;

(ii) act in good faith, honestly and fairly in the best interests of the Company to further its Objects;

(iii) not misuse their position or information they gain as a Director or officer of the Company;

(iv) ensure that the financial affairs of the Company are managed responsibly; and

(v) not allow the Company to operate while it is insolvent (as defined under the Corporations Act).

9.8 Director's fees

Directors are not entitled to remuneration.

9.9 Directors' access to documents

(a) A Director has a right of access to the financial records of the Company at all reasonable times.

(b) If the Directors agree, the Company must give a Director or former Director access to:

(i) certain documents, including documents provided for or available to the Directors; and

(ii) any other documents referred to in those documents.

10. Board powers and meetings

10.1 Powers of the Board

(a) The Board is vested with the management of the Company's affairs and the control of the funds and other property of the Company.

(b) The Board may exercise all of the powers of the Company except those which must, under this Constitution or the Corporations Act, be exercised by the Member at a general meeting.

(c) A power of the Board can only be exercised:

(i) by resolution at a meeting of Directors;

(ii) by written resolution under rule 10.9;

(iii) in accordance with a delegation of powers; or

(iv) by any other means permitted by this Constitution or the Corporations Act.

(d) The Board must comply with any Board policies, governance rules and codes of conduct as developed and updated by the Board.

(e) Subject to this Constitution, the provisions of the Corporations Act, the provisions of the ACNC Act and any regulations prescribed by the Company in general meeting, no regulation made by the Company in general meeting invalidates any prior act of the Board that would have been valid if that regulation had not been made.

(f) The Board may by power of attorney appoint any person, whether nominated directly or indirectly by the Board, to be the attorney of the Company for any purposes, with any powers, authorities, and discretions for any period and subject to any conditions that the Board determines.

(g) The Board may delegate any of its powers, other than those which by law must be dealt with by the Board to:

(i) a Committee;

(ii) a Director;

(iii) an officer of the Company;

(iv) the Chief Executive Officer; or

(v) any other person,

and may authorise sub-delegation.

(h) The Board may revoke, vary, suspend or impose restrictions on the delegation previously made.

(i) The Directors may continue to exercise all of their powers despite any delegation.

(j) The Board must record delegations in the Company's minute book in accordance with section 251A of the Corporations Act.

10.2 Convening Board meetings

(a) The Board must meet at least 6 times each year.

(b) The Chairperson or any 2 Directors may convene a Board meeting whenever they determine.

(c) The Secretary must, on the request of the Chairperson or 2 Directors, convene a meeting of the Board.

10.3 Notice of Board meetings

(a) Subject to this Constitution, reasonable notice of a Board meeting must be given to each person who is, at the time of giving the notice, a Director.

(b) A notice of a Board meeting:

(i) must specify the date, time and place of the meeting;

(ii) if the meeting is to be held in 2 or more places, or by using virtual meeting technology only, the technology that will be used to facilitate the meeting;

(iii) must state the nature of the business to be transacted at the meeting; and

(iv) may be given in person or by post, telephone, fax or other electronic means.

(c) A Director may waive notice of a Board meeting by notifying the Board to that effect.

(d) The date, time or place of a Board meeting must not unreasonably prevent a Director from attending.

(e) The non-receipt of notice of a Board meeting by, or a failure to give notice of a Board meeting to, a Director does not invalidate any act, matter or thing done or resolution passed at the meeting if:

(i) the non-receipt or failure occurred by accident or error; or

(ii) before or after the meeting, the Director:

(A) waives notice of that meeting; or

(B) notifies the Company of his or her agreement to that act, matter, thing or resolution personally or by post, telephone, fax or other electronic means; or

(iii) the Director attends the meeting.

10.4 Quorum at Board meetings

(a) No business may be transacted at a Board meeting unless a quorum of Directors is present at the time the business is dealt with.

(b) A quorum of a Board meeting is a majority of Directors in office as at the date of the relevant Board meeting.

(c) If a quorum is not present within 30 minutes after the time appointed for the Board meeting, the meeting stands adjourned to the date, time and place as the Board decides.

10.5 Meeting procedures

(a) The Board may meet together for the dispatch of business and adjourn and otherwise regulate their Board meetings as they determine.

(b) A Board meeting may be held at 2 or more venues, or by using virtual meeting technology only, using any technology that gives the Board members entitled to be heard at a Board meeting a reasonable opportunity to participate.

(c) All the rules in this Constitution relating to Board meetings apply, so far as they can and with any necessary changes, to Board meetings using technology.

(d) A Board meeting using technology is taken to be held at the place decided by the chairperson of the Board meeting, as long as at least one of the Directors involved was at that place for the duration of the Board meeting.

(e) If, before or during the Board meeting, a technical difficulty occurs which means that one or more Directors cease to participate, the chairperson may adjourn the meeting until the difficulty is remedied or may, if a quorum of Directors remains present, continue with the Board meeting.

(f) A Director who participates in a Board meeting as set out in rule 10.5(b):

(i) is deemed to be present at the Board meeting;

(ii) must not leave the meeting by disconnecting the communication device; and

(iii) continues to be present at the Board meeting for the purposes of establishing a quorum,

until the Director notifies the other Directors that they are no longer taking part in the Board meeting.

(g) A Director may withdraw the consent given under rule 10.5(b) (in respect of a particular meeting or all meetings) within a reasonable period before the relevant Board meeting.

(h) The Board may extend an invitation to any person or representative of a corporation it deems appropriate to attend a Board meeting, provided that the invitee is not entitled to vote on matters.

(i) A notice of an adjourned meeting must be given to the Directors. No business may be conducted at an adjourned meeting except the business that was meant to be conducted at the meeting that was adjourned. The quorum necessary before an adjourned meeting of the Board can take place is the same quorum under rule 10.4 for the original meeting of the Board. If a quorum is not present within 30 minutes after the scheduled commencement time of an adjourned meeting, then the meeting is dissolved.

10.6 Presiding at Director meetings

(a) Subject to this Constitution, the Chairperson must preside as chairperson at each meeting of the Board, or in their absence, the Deputy Chairperson must preside.

(b) The Directors present at the meeting must elect one of the Directors as chairperson of the meeting if:

(i) there is no Chairperson or Deputy Chairperson;

(ii) the Chairperson or Deputy Chairperson is not present within 15 minutes after the time appointed for the meeting; or

(iii) the Chairperson and/or Deputy Chairperson is present within that time but are not willing to act as chairperson of the meeting.

10.7 Decisions of Directors

(a) A Board meeting at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the Board under this Constitution.

(b) Subject to this Constitution, questions arising at a Board meeting must be decided by an ordinary resolution of the Directors present and entitled to vote, and an ordinary resolution passed by the Directors is for all purposes deemed a decision of the Board.

(c) Where the votes on a proposed resolution are equal, the chairperson has a casting vote in addition to their vote as a Director.

10.8 Minutes

The Secretary must cause minutes of all proceedings of the Board and of Committees to be taken, signed as true and correct and then to be entered, within 30 days after the relevant meeting is held, in a minute book kept for that purpose.

10.9 Resolutions in writing

(a) The Directors may pass a circular resolution without a Board meeting being held.

(b) A circular resolution is passed if all the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in rule 10.9(c).

(c) Each Director may sign or otherwise agree to a circular resolution by:

(i) signing a single document setting out the resolution and containing a statement that they agree to the resolution;

(ii) signing separate copies of a document setting out the resolution and containing a statement that they agree to the resolution, as long as the wording of the resolution is the same in each copy; or

(iii) notifying the Company of their agreement to the resolution by post, electronic means or other method of written communication.

(d) The Company may send a resolution in writing by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect.

(e) A resolution in writing may consist of several documents in like form, each signed or otherwise agreed by one or more Directors and if so agreed, it takes effect on the latest date on which a Director signs or otherwise agrees to the resolution in the manner set out in rule 10.9(c).

10.10 Validity of acts

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

(a) a defect in the appointment of the person;

(b) the person being disqualified or having vacated office; or

(c) the person not being entitled to vote,

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

11. Material personal interests of Directors

11.1 Declaration of interest

(a) A Director who has a material personal interest in a matter that relates to the affairs of the Company, including in a contract or proposed contract, any office or any property such that the Director might have duties or interests which conflict or may conflict either directly or indirectly with the Director's duties or interests as a Director, must give the Board notice of the interest at a Board meeting unless section 191(2) of the Corporations Act applies.

(b) A notice of a material personal interest must set out:

(i) the nature and extent of the interest; and

(ii) the relation of the interest to the affairs of the Company.

(c) The notice must be provided to the Board at a Board meeting as soon as practicable.

11.2 Voting by interested Directors

A Director who has a material personal interest in a matter that is being considered at a Board meeting must not:

(a) be present while the matter is being considered at the meeting; or

(b) vote on the matter,

unless

(c) sections 195(2) or (3) of the Corporations Act allows the Director to be present; or

(d) the interest does not need to be disclosed under section 191 of the Corporations Act.

11.3 Other activities of the Director

(a) Subject to this rule 11 and the Corporations Act, a Director:

(i) may enter into contracts with, or otherwise have dealings with, the Company; and

(ii) may hold other offices in the Company.

(b) A Director is not liable to account to the Company for any profit realised by any contract or arrangement, by reason only of holding the office of Director or of the fiduciary relationship established by the office.

(c) Despite having an interest in any contract or arrangement, a Director may participate in the execution of any document evidencing or connected with the contract or arrangement.

12. Secretary

(a) The Company must have a Secretary at all times as appointed by the Board.

(b) The Board may terminate the appointment of the Secretary.

(c) The Board may determine the terms and conditions of appointment and removal of a Secretary, including remuneration (if any).

13. Committees

13.1 Establishment of Committees

The Board may establish Committees for such purposes and with such powers as the Board determines.

13.2 Composition and role of Committees

Unless inconsistent with this Constitution, the Board may:

(a) appoint and remove Committee members, or make provision for the appointment and removal of Committee members;

(b) determine the responsibilities and powers of any Committee; and

(c) make and amend the rules governing the proceedings and conduct for each Committee.

13.3 Determination by Committees

The determination of any Committee is subject to confirmation by the Board unless the Committee is given full power to act.

14. Chief Executive Officer

(a) The Board may appoint the CEACA chief executive officer, or any other person, as the Chief Executive Officer of the Company.

(b) The Chief Executive Officer is responsible for the day to day management of the business and affairs of the Company and has the powers and undertakes the responsibilities as determined and in the manner determined by the Board.

15. Directors' indemnity and insurance

15.1 Indemnity and insurance

To the extent permitted by law, the Company:

(a) must indemnify each Relevant Officer against:

   (i) a Liability of that person; and

(ii) Legal Costs of that person;

(b) may make a payment (whether by way of advance, loan or otherwise) to a Relevant Officer in relation to Legal Costs of that person;

(c) must pay, or agree to pay, a premium for a contract insuring (including appropriate runoff insurance) a Relevant Officer against:

(i) a Liability of that person; and

(ii) Legal Costs of that person; and

(d) may enter into an agreement or deed with a Relevant Officer under which the Company must do all or any of the following:

(i) keep books of the Company and allow either or both that person and that person's advisers access to those books on the terms agreed;

(ii) indemnify that person against any Liability of that person;

(iii) make a payment (whether by way of advance, loan or otherwise) to that person in relation to Legal Costs of that person; and

(iv) keep that person insured in relation to any act or omission by that person while a Relevant Officer of the Company or a subsidiary of the Company, on the terms agreed (including as to payment of all or part of the premium for the contract of insurance).

15.2 No limits

Nothing in rule 15:

(a) affects any other right or remedy that a person to whom those rules apply may have in relation to 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.

16. Accounts audit and records

16.1 Accounts

(a) The Board must cause appropriate financial and other records to be kept in respect of the Company under all applicable laws.

(b) The Company must prepare a financial report for each Accounting Period under all applicable laws.

16.2 Auditor

(a) The Company must have its financial report (including any documents required to be attached to or prepared with the financial report) audited if required by law.

(b) The remuneration of the auditor may be fixed by the Board.

17. Records and rights of inspection by Member

(a) Unless otherwise determined by the Board, the Member is entitled to inspect only those documents of the Company required to be available for inspection under the Corporations Act or the ACNC Act.

(b) The Board may determine at what time and place a Member is entitled to inspect Company documents and under what conditions.

18. Execution of documents

The Company may execute a document if the document is signed by:

(a) 2 Directors;

(b) a Director and the Secretary; or

(c) any person duly authorised to sign on behalf of the Company, whether under a power of attorney or otherwise.

19. Notices

(a) Subject to this rule, a notice is anything written to or from the Company under any rule in this Constitution.

(b) Written notice under this Constitution may be given to the Company by:

(i) delivering it to the Company's registered office;

(ii) posting it to the Company's registered office or to another address chosen by the Company for notice to be provided; or

(iii) sending it to an email or other electronic address notified by the Company.

(c) Written notice under this Constitution may be given to a Member or officer of the Company:

(i) by delivering it to them in person;

(ii) by posting it to, or leaving it at, in respect of:

(A) a Member, at the address of the Member recorded in the Register of Members, or such alternative address nominated by the Member; or

(B) an officer, the address nominated by the officer for service of notices;

(iii) sending it to an email address nominated by the Member or officer for service of notices; or

(iv) by notifying the Member or officer at an email or other electronic address nominated by them as a means of receiving notices, that the notice is available at a specified place or address approved by the Board (including an electronic address, an electronic link to any website, document or attachment to the electronic address).

(d) A notice is taken to be given when:

(i) delivered in person, or left at the recipient's address, on the day it is delivered;

(ii) sent by post, on the third day after it is posted;

(iii) sent by email, on the Business Day it was sent or if it was not sent on a Business Day, on the first Business Day immediately following the day it was sent; and

(iv) if given under rule 19(c)(iv), on the first Business Day immediately after the notification that the notice is available was sent.

(e) Subject to the Corporations Act, where:

(i) a Member does not have a registered address and has not nominated an address (whether electronic or physical) for the giving of Notices; or

(ii) the Company has a reason in good faith to believe that a Member is not known at either the Member's registered address or their nominated address for the giving of Notices (as applicable),

a Notice is conclusively deemed to be given to the Member if the Notice is exhibited in the Company's registered office for a period of 48 hours (and is conclusively deemed to be duly served at the commencement of that period) and published on the Company's website, unless and until the Member informs the Company of a new registered or nominated address.

20. Amending this Constitution

This Constitution may be amended by a special resolution of the Member.

21. By-laws

(a) The Directors may pass a resolution to make By-laws to give effect to this Constitution.

(b) By-laws are binding on the Company, its officers and the Member.

22. Winding up

22.1 General winding up

(a) The Company may resolve to wind up by special resolution.

(b) Notwithstanding any other provision in this Constitution immediately prior to the winding up of the Company, all Community Housing Assets in which the Housing Authority has a legal interest under a legal agreement with the Company, are to be, in accordance with the legal agreement and as directed by the Housing Authority, transferred to:

(i) the Housing Authority; or

(ii) another Community Housing Provider in Western Australia.

(c) If upon the winding up of the Company, there remains, after satisfaction of all its debts and liabilities, any assets, the assets must not be paid to or distributed among the Member but must be transferred to one or more institutions, funds or authorities which:

(i) have one or more objects similar to the Objects;

(ii) is a Registered Charity;

(iii) is a Deductible Gift Recipient; and

(iv) prohibit distribution of its income and property among its members to an extent at least as great as is imposed on the Company by rule 4.3.

22.2 Distribution of assets on loss of endorsement

If, upon the revocation of the Company's endorsement as a Deductible Gift Recipient, there remains, after satisfaction of all its debts and liabilities, any gifts, Contributions or money received because of such gifts or Contributions, they must not be paid to, or distributed among, the Member, but must be transferred to one or more institutions, funds or authorities which:

(a) have one or more objects similar to the Objects;

(b) is a Registered Charity;

(c) is a Deductible Gift Recipient; and

(d) prohibit distribution of its income and property among its members to an extent at least as great as is imposed on the Company by rule 4.3.

22.3 Other

(a) The identity of the institutions, funds or authorities referred to in rules 22.1(b), 22.1 and 22.2 must be determined by the Member.

(b) Where gifts to an institution, fund or authority are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the ITAA97 are satisfied, a transfer under this rule must be made in accordance with those conditions.