

Constitution of Australasian Housing Institute Limited

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Constitution of AUSTRALASIAN HOUSING INSTITUTE LIMITED

1 Name of Company

The name of the Company is **Australasian Housing Institute Limited**.

2 Company's objects

- (a) The objects of the company are to promote throughout Australasia an industry-based professional association of persons working in the housing sector and including to:
- (i) promote professional standards and good practice in the housing profession;
 - (ii) promote debate of and advocate on issues relevant to the housing sector;
 - (iii) recognise and promote access to the skills and knowledge of the housing profession;
 - (iv) foster networks and opportunities for professional advancement;
 - (v) support the development of skills and education opportunities for personnel engaged in the housing sector;
 - (vi) promote continuing professional development in the housing sector;
 - (vii) promote good practice in the delivery and management of housing;
 - (viii) raise the profile of the housing sector in policy debate at national and state levels;
 - (ix) provide links to employment opportunities in the housing sector;
 - (x) monitor and participate in developments in housing;
 - (xi) arrange for the publication and dissemination of results of any studies carried out in the area of housing and related urban issues; and
 - (xii) promote the objectives of the Institute.
- (b) The company may do anything in furtherance of or incidental to its objects.
- (c) In rule 2(a) 'housing' includes but is not limited to any public (whether Federal, State, or local), community, non-profit or non-government rental housing, affordable housing, or Indigenous housing.

3 Company's powers

The company may, in furtherance of its objects, exercise any power, take any action or engage in any conduct which the Corporations Act permits a company limited by guarantee to exercise, take or engage in.

4 Not-for-profit

- (a) The company's income and property must be applied solely towards promoting the company's objects.
- (b) No income or property of the company may be paid or transferred, directly or indirectly, to a member except for payments to a member:
 - (i) in return for services rendered by, or goods supplied, by the member to the company in the ordinary and usual course of business;
 - (ii) for reasonable and proper rent for premises leased by a member to the company;
 - (iii) as principal payments on money lent by the member, and interest payments if the interest is at a commercial rate.
- (c) Except as provided in rule 4(d), no income or property of the company may be paid or transferred, directly or indirectly, to a director on account of remuneration for services provided by the director in their capacity as a director.
- (d) All payments to directors must be approved by the directors including, but not limited to:
 - (i) out of pocket expenses incurred by a director in performing a duty as a director; and
 - (ii) 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:
 - (A) the provision of the service has the prior approval of the board; and
 - (B) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

5 Liability of members and guarantee

- (a) The liability of the members is limited to the member guarantee amount referred to in rule 5(b).
- (b) Every member undertakes to contribute an amount not more than \$10.00 to the property of the company (member guarantee amount) if it is wound up while the person is a member or within one year after the person ceases to be a member, for:
 - (i) payment of the company's debts and liabilities contracted before the time he or she ceased to be a member;
 - (ii) the costs, charges and expenses of winding up; and

- (iii) the adjustment of the rights of the contributories among themselves.

6 Membership

6.1 Who are the members

- (a) The members of the company are the individuals admitted to membership in accordance with this constitution.
- (b) The number of members of the company is unlimited.
- (c) The only class of membership is ordinary membership.
- (d) Membership is personal to a member and is not transferable.
- (e) Any current member of the company is entitled to have placed after their name, such initials or such other indicia of accreditation as may be prescribed by the board from time to time which may include differential categories of accreditation including no indicia of accreditation at all.

6.2 Application for membership

- (a) Any individual over the age of 18 years who is supportive of the objects of the company may apply to be a member of the company.
- (b) Every application for membership must be in writing, signed by the applicant, and in the form prescribed by the board.
- (c) Each member must nominate the jurisdiction to which they wish to be assigned, provided that the jurisdiction nominated must be that in which the member's principle place of residence or principle place of employment is situated.
- (d) At the next board meeting after the receipt of an application for membership, the directors must consider the application and decide whether to admit or reject it. The directors need not give any reason for rejecting an application.

6.3 Membership fee

- (a) The board may determine the annual membership fee from time to time.

6.4 Register of Members

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

7 When membership ceases

7.1 Death, resignation and other events

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

- (a) dies;
- (b) resigns as a member by giving written notice to the company;

- (c) fails to pay any annual membership fee or other monies due to the company within four months of the date at which that fee or debt fell due;
- (d) is expelled from membership under Rule 7.2.

7.2 Expulsion

- (a) The board may expel a member from the company if, in their absolute discretion, they decide:
 - (i) it is not in the interests of the company for the person to remain a member;
 - (ii) that the member is untraceable because the person has:
 - (A) not responded to notices to the member at the member's registered address for a period of 2 years; and
 - (B) has failed to engage with the company by attendance at any meetings of the company for period of 2 years.
- (b) If the directors intend to propose a resolution under Rule 7.2(a), at least 21 days before the meeting at which the resolution is to be proposed, they must give the member written notice:
 - (i) stating the date, place and time of the meeting;
 - (ii) setting out the intended resolution and the grounds on which it is based; and
 - (iii) informing the member that he or she may attend the meeting (including by electronic means) and may give an oral or written explanation or submission before the resolution is put to the vote.
- (c) Having considered the member's explanation or submission, the board may, in their absolute discretion, choose to suspend the member's membership for a maximum of two years, in lieu of expulsion.

7.3 Fees or debts due

When membership ceases, all membership fees and monies owed are due and payable, and no refund will be paid by the company for any portion of the membership fee.

8 General meetings

8.1 General meetings

- (a) The directors must call an annual general meeting at least once in each calendar year with such meeting to be held within five months of the end of the financial year of the company.
- (b) A general meeting may be called and arranged to be held only as provided by this Rule 8.1 or as provided by sections 249D, 249E, 249F and 249G of the Corporations Act.
- (c) The board may change the venue for, postpone or cancel a general meeting, unless the meeting is called and arranged to be held by the members or the court under the

Corporations Act. If a general meeting is called and arranged to be held under section 249D of the Corporations Act, the board may not:

- (i) postpone it beyond the date by which section 249D requires it to be held; or
- (ii) cancel it without the consent of the requisitioning member.

8.2 Notice of general meetings

- (a) Notice of every general meeting must be given in any manner authorised by Rule 16 to:
 - (i) every member;
 - (ii) each director; and
 - (iii) the auditor.

No other person is entitled to receive notice of general meetings.

- (b) A notice of a general meeting must:
 - (i) specify the date, time and place of the meeting; and
 - (ii) except as provided by the Corporations Act, state the general nature of the business to be transacted at the meeting.
- (c) A person may waive notice of a general meeting by written notice to the company.
- (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 8.2 does not invalidate any act, matter or thing done or resolution passed at the general meeting if:
 - (i) the non-receipt or failure occurred by accident or error; or
 - (ii) before or after the meeting, the person:
 - (A) has waived or waives notice of that meeting under Rule 8.2(c); or
 - (B) has notified or notifies the company of the person's agreement to that act, matter, 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:
 - (i) 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
 - (ii) 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.
- (f) Subject to rule 8.2(g), at least 21 days' notice must be given of a meeting of members.
- (g) The company may call a meeting on shorter notice:

- (i) if an AGM, when all the members entitled to attend and vote at the AGM agree beforehand; and
 - (ii) if any other general meeting: when members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- (h) A company cannot call an AGM or other general meeting on shorter notice if it is a meeting at which a resolution will be moved to:
- (i) remove a director or appoint a director in place of a director removed under that section; or
 - (ii) remove an auditor.

8.3 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 members is present when the meeting proceeds to business.
- (b) A quorum consists of six financial members or 1.5% (rounded to the nearest whole number) of all financial members, whichever being the higher number, and includes members present in person or by electronic means but does not include members represented by proxy or by attorney.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (i) where the meeting was convened on the requisition of members, the meeting must be dissolved; or
 - (ii) 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 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

8.4 Chairperson of general meetings

- (a) The president is (if present within 15 minutes after the time appointed for the meeting and willing to act) entitled to preside as chairperson at each general meeting.
- (b) If at a general meeting:
 - (i) there is no president; or
 - (ii) the president is not present within 15 minutes after the time appointed for the meeting; or
 - (iii) the president is present within that time but is not willing to act as chairperson of the meeting;

then the members present must elect as chairperson of the meeting:

- (iv) another director who is present and willing to act; or
- (v) if no other director present at the meeting is willing to act, a member who is present and willing to act.

8.5 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 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 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (d) Except as provided by Rule 8.5(c), it is not necessary to give any notice to any person of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) Where a meeting is adjourned, the board 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 Corporations Act.

8.6 Decisions at general meetings

- (a) Except where the Corporations Act or this constitution provides that a special resolution is required, questions arising at a general meeting must be decided by a majority of votes cast by the members present at the meeting who are entitled to vote. Such a decision is for all purposes a decision of the members.
- (b) Where the votes on a proposed resolution are equal, the resolution is deemed to have not passed. The chairperson of the meeting is not entitled to exercise a casting 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:
 - (i) the chairperson of the meeting;
 - (ii) at least 2 members present and with the right to vote on the resolution; or
 - (iii) members present at the meeting and representing at least 5% of the total voting rights of all the members entitled to vote 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, it 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. 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.

8.7 Voting rights

- (a) Subject to this constitution at a general meeting every financial member has one vote, and may vote:
 - (i) in person;
 - (ii) by electronic means such as but not limited to teleconference;
 - (iii) by proxy; or
 - (iv) by attorney.
- (b) A proxy or attorney 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:
 - (i) raised before or at the meeting at which the vote objected to is given or tendered; and
 - (ii) referred to the chairperson of the meeting, whose decision is final.
- (d) A vote not disallowed by the chairperson of a meeting under Rule 8.7(c) is valid for all purposes.

8.8 Proxy

- (a) Any member entitled to vote at a general meeting may appoint one proxy.
- (b) A proxy or attorney may, but need not, be a member of the company.
- (c) The document appointing a proxy must:
 - (i) be in the form approved by the board;
 - (ii) be signed by the appointor or the appointor's attorney;
 - (iii) set out the name of the person to be appointed as proxy;
 - (iv) allow the member to direct the proxy to vote for or against (or abstain from voting on) any proposed resolution;
 - (v) set out the period of appointment including whether it is valid only for stipulated meetings; and

- (vi) be received by the Company at least 48 hours (or a lesser period as the board may decide and stipulate in the notice of meeting) before the time for holding the meeting or poll at which the person named in the document proposes to vote.
- (d) Unless otherwise specified or revoked a proxy appointment is valid:
 - (i) for 12 months after the date of its execution; and
 - (ii) for any adjournment of the meeting, as well as for the meeting to which it relates.
- (e) The proxy document is deemed to include the right to demand or join in demanding a poll and (except to the extent to which the proxy is specifically directed to vote for or against any proposal) the power to act generally at the meeting for the person giving the proxy.

9 Directors

9.1 Directors

- (a) The company must have at least 5 and not more than 11 directors, except that if the board creates a new jurisdiction under Rule 10 (b), the maximum number of directors shall increase by the number of new jurisdictions so created.
- (b) The company's board of directors includes:
 - (i) the president - elected by the members in accordance with rule 9.4,
 - (ii) a jurisdictional director for each jurisdiction - elected in accordance with rule 9.4, and
 - (iii) a Director for Aboriginal and Torres Strait Islander Housing - appointed by the board for such term as the board determines using such process as the board determines from time to time.
- (c) If the number of directors is less than five, the board must not act except to appoint sufficient directors or to call, and arrange to hold, a general meeting of members to resolve the situation.

9.2 Qualification of a director

- (a) Only financial members are eligible for nomination and election as a director.
- (b) The president may not at the same time hold a position as jurisdictional director.
- (c) The board must have a policy setting out the role, statement of the duties and expectations of directors.
- (d) To be eligible for appointment as jurisdictional director for a jurisdiction a person must fall within that jurisdiction under rule 10(c).

9.3 Term of office

- (a) Subject to this rule 9.3, as far as practicable, the term of office for the president and for jurisdictional directors expires at the end of the second annual general meeting after their election.
- (b) A director who has served eight consecutive years as a director, not counting any time served as president, is ineligible for re-election (except as president), but may be re-nominated for the office of a director after standing down for a period of two years.
- (c) A person who has served four consecutive terms as president is ineligible for re-election as president but may, subject to Rule 9.3(b), be nominated as a jurisdictional director.
- (d) For the purpose of staggering the terms of the directors, there shall be two groups of directors, such that:
 - (i) Group A shall consist of the president and the jurisdictional directors for Queensland, New South Wales, the Australian Capital Territory and the Northern Territory;
 - (ii) Group B shall consist of the jurisdictional directors for New Zealand, Victoria, Tasmania, South Australia and Western Australia;
 - (iii) the term of office of the directors in Group A shall terminate at the end of the annual general meeting in the year of adoption of this Constitution;
 - (iv) the term of office of the directors in Group B shall terminate at the end of the annual general meeting in the second year after the year of adoption of this Constitution.
- (e) A director appointed to fill a casual vacancy under rule 9.7 shall hold office only for the residue of the term of office of the vacant position corresponding to the relevant Group referred to in rule 9.3(d).
- (f) If establishing any new jurisdiction under Rule 10(b), the board must assign the new jurisdiction to Group A or Group B, provided that the number of directors positions in one group must not exceed by more than one the number of director positions in the other group.

9.4 Election of directors

- (a) Any member may nominate a qualified person for appointment or election as a director including for the office of president.
- (b) The nomination must be in writing, signed by the nominee and setting out the nominee's relevant skills and experience.
- (c) A member may be nominated for the positions of both president and jurisdictional director, but if elected as president, the nomination for jurisdictional director lapses.
- (d) If only one nomination is received for the position of president or for a jurisdictional director position, the person nominated shall be deemed to be elected, but if more than one nomination is received for that position, a ballot must be held.

- (e) All current financial members in all jurisdictions are entitled to vote for the position of president, but voting for a jurisdictional director position is restricted to the financial members of that jurisdiction.
- (f) Voting shall be by electronic means using such process as determined by the board, but on application to the board by a member unable to participate in an electronic poll, the directors shall make arrangements for that member to vote by postal ballot.
- (g) The board shall have a policy setting out the process for the conduct of elections and shall determine the timing of the election process, provided that in all cases nominations shall be open for not less than 28 days and, if a ballot is required, voting shall be open for not less than 28 days.

9.5 When does office of director become vacant

In addition to the circumstances prescribed by the Corporations Act, the office of a director becomes vacant when their term of office expires or if the director:

- (a) becomes bankrupt or insolvent or makes an arrangement or composition with his or her creditors generally;
- (b) is convicted on indictment of an offence and the directors do not within one month after that conviction resolve to confirm the director's appointment or election (as applicable) to the office of director;
- (c) resigns by written notice to the company;
- (d) fails, without leave, to attend three consecutive Board meetings;
- (e) is a jurisdictional director and the director fails to meet the qualification of residency or employment under Rule 10 (c) for more than 90 consecutive days, unless granted leave by the board ;
- (f) ceases to be a company member;
- (g) is removed from office.

9.6 Removal from office

- (a) Any director may be removed from office by resolution of the members present and entitled to vote at a general meeting of the company convened for that purpose.
- (b) Only a director appointed by the board may be removed by the board.
- (c) At a meeting convened for the purpose of removing a director, the director must be given the opportunity to present his or her case orally or in writing.

9.7 Casual vacancies

- (a) If a jurisdictional director position is or becomes vacant, the jurisdiction to which the office relates shall be entitled to fill that vacancy and must:
 - (i) meet to determine the process for filling the vacancy;
 - (ii) give notice to all members in the jurisdiction of the vacancy and call for nominations;

- (iii) conduct an election if more than one nomination is received; and
 - (iv) notify the board of the director elected to fill the casual vacancy.
- (b) The jurisdiction may delegate to the board any part of the process under Rule 9.7(a).
 - (c) If a jurisdictional director position remains vacant for more than three months, the Board is empowered to appoint a member of that jurisdiction to fill the casual vacancy.
 - (d) If the position of president falls vacant:
 - (i) the directors shall appoint an acting president from amongst the existing directors to the casual vacancy; and
 - (ii) if the casual vacancy will be for longer than 6 months, the board shall give notice to all members, call for nominations and, if more than one nomination is received, conduct an election to fill the casual vacancy.
 - (e) The board must have a policy setting out the process for filling casual vacancies.

9.8 Conflicts of interest

- (a) Subject to Rule 4, 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 board think fit.
- (b) A director:
 - (i) 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
 - (ii) 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) A director is disqualified from receiving any benefit by reason of a contract made by the company with the director or with a firm of which she/he is a member, or with an organisation in which he/she has a substantial financial interest.
- (e) Unless section 195 of the Corporations Act permits, a director who has a material personal interest in a matter that is being considered at a directors' meeting must not:
 - (i) be present while the matter is being considered at the meeting; or
 - (ii) vote on the matter.
- (f) The board must have a policy 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. Any policy made under this constitution bind all directors.

9.9 Powers and duties of directors

- (a) The directors are responsible for managing the company's business and affairs and may exercise to the exclusion of the company in general meeting all the company's powers which are not required, by the Corporations Act or by this constitution, to be exercised by the company in general meeting.
- (b) Without limiting Rule 9.9(a), the board may exercise all the company's powers to:
 - (i) borrow or otherwise raise money;
 - (ii) charge any property or business of the company; and
 - (iii) issue debentures or give any other security for a debt, liability or obligation of the company or of any other person.
- (c) The board may:
 - (i) 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;
 - (ii) 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
 - (iii) 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.
- (d) The board may make regulations, bylaws and policies (binding on the members) consistent with the constitution, which in the opinion of the directors are necessary or desirable for the proper control, administration and management of the company's finances, affairs and property, or are necessary for the convenience, comfort and well-being of the members and amend or rescind any regulations, policies and bylaws. A regulation, policy or bylaw of the company made by the board may be disallowed by a resolution of the members, however such a resolution cannot invalidate prior acts of the board which would have been valid if that resolution had not been passed or made.

9.10 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. 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, as long as at least one of the directors involved was at that place for the duration of the meeting.

9.11 Convening meetings of directors

- (a) A director may convene a meeting of the directors whenever the director thinks fit.
- (b) The company secretary must, on the requisition of a director, convene a meeting of the directors.

9.12 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:
 - (i) a director, except a director on leave of absence approved by the directors; or
 - (ii) an alternate director appointed under Rule 9.17.
- (b) A notice of a meeting of directors:
 - (i) must specify the time and place of the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting;
 - (iii) must provide no less than seven days' notice unless otherwise agreed by the directors;
 - (iv) may be given in person or by post, telephone, or electronic means; and
 - (v) is taken as given to an alternate director if it is given to the director who appointed that alternate director.
- (c) A director or alternate 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 act, matter or thing done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) before or after the meeting, the director or an alternate director appointed by the director:
 - (A) has waived or waives notice of that meeting under Rule 9.12(c); or
 - (B) has notified or notifies the company of his or her agreement to that act, matter, thing or resolution personally or by post, telephone, or electronic means; or
 - (iii) the director or an alternate director appointed by the director attended the meeting.
- (e) Attendance by a person at a meeting of directors waives any objection which that person and:
 - (i) if the person is a director, an alternate director appointed by that person; or

- (ii) if the person is an alternate director, the director who appointed that person as alternate director,

may have to a failure to give notice of the meeting.

9.13 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 at least 51% of the number of directors in office at that time.

9.14 President

- (a) The president is (if present within 10 minutes after the time appointed for the meeting and willing to act) entitled to preside as chairperson at each meeting of directors.
- (b) If at a meeting of directors:
 - (i) there is no president; or
 - (ii) the president is not present within 10 minutes after the time appointed for the meeting; or
 - (iii) the president is present within that time but is not willing to act as chairperson of the meeting,

the directors present must elect one of the directors as chairperson of the meeting.

- (c) The board shall have a policy setting out the role, statement of the duties and expectations of the position of president.

9.15 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. Such a decision is for all purposes a decision of the directors.
- (c) Where the votes on a proposed resolution are equal, the resolution is deemed to have not passed. The chairperson of the meeting is not entitled to exercise a casting vote.

9.16 Written resolutions

- (a) A resolution in writing of which notice has been given to all directors and which is signed or consented to by all of the directors entitled to vote on the resolution is as valid and effective as if it had been passed at a meeting of the directors duly called and constituted and may consist of several documents in the same form, each signed or consented to by one or more of the directors.
- (b) A director may consent to a resolution by:
 - (i) signing the document containing the resolution (or a copy of that document); or

- (ii) giving to the company a written notice (including by or electronic means) addressed to the secretary or to the chairperson signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them.

9.17 Alternate directors

- (a) A director may, with the approval of the directors, appoint a person as his or her alternate director for the period the director thinks fit.
- (b) An alternate director must be a member of the company.
- (c) One person may act as alternate director to more than one director.
- (d) An alternate director may, if the appointer does not attend a meeting of directors, attend and vote in place of and on behalf of the appointer.
- (e) An alternate director is entitled to a separate vote for each director the alternate director represents in addition to any vote the alternate director may have as a director in her or his own right.
- (f) In the absence of the appointer, an alternate director may exercise any power that the appointer may exercise. The exercise of such a power by the alternate director is taken to be the exercise of the power by the appointer.
- (g) The office of an alternate director is vacated if and when the appointer vacates office as a director.
- (h) The appointer may terminate the appointment of an alternate director at any time, even though the period of the appointment has not expired.
- (i) An appointment, or the termination of an appointment, of an alternate director must be in writing signed by the director who makes or made the appointment and does not take effect until the company has received written notice of the appointment or termination.
- (j) An alternate director is not to be taken into account in counting the minimum or maximum number of directors allowed under this constitution.
- (k) In deciding whether a quorum is present at a meeting of directors, an alternate director who attends the meeting is to be counted as a director for each director on whose behalf the alternate director is attending the meeting.
- (l) An alternate director, while acting as a director, is:
 - (i) responsible to the company for his or her own acts and defaults; and
 - (ii) not to be taken to be the agent of the director by whom she or he was appointed.

9.18 Committees

- (a) The directors may delegate any of their powers to one or more committees.
- (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.

9.19 Delegation to individual directors

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

9.20 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.

10 Jurisdictions and branches

- (a) Upon the adoption of this constitution there shall be nine jurisdictions each entitled to elect a director, comprising the six Australian States, the two mainland Australian Territories, and New Zealand.
- (b) The board may upon such terms and conditions as it considers necessary approve a new geographic jurisdiction to enable the adequate representation of members in that location.
- (c) A member falls within the jurisdiction nominated by the member provided that their principle place of residence or principle place of employment is situated within that jurisdiction.
- (d) A person may not be a member of more than one jurisdiction.
- (e) The board shall establish a policy on arrangements for members whose residency or employment changes to a different jurisdiction.

11 Branch committees

11.1 Establishment and termination

- (a) The board may:
 - (i) establish such Branch Committees as it determines;
 - (ii) appoint and remove, or make provision for the appointment and removal of, members of any Branch Committee.

- (b) The directors may terminate a Branch Committee at any time by notice in writing without having to provide a reason for such termination.
- (c) The board may delegate such powers as it determines to a Branch Committee by a written Instrument of Delegation. Such delegation may be terminated by notice in writing at any time by the Board.
- (d) A Branch Committee must act in accordance with the Instrument of Delegation and any direction from the board.
- (e) The capacity of a Branch Committee to bind the company shall be subject to :
 - (i) the preceding rule 11.1(c); or
 - (ii) any Instrument of Delegation; or
 - (iii) any function required to be exercised by a general or special meeting of the company or a meeting of the board of directors.
- (f) Despite any delegation under this rule 11.1, the company or the board of directors may continue to exercise any function delegated.
- (g) A member ceases to be a member of a Branch Committee:
 - (i) upon notice of resignation to the Branch Committee, or
 - (ii) 90 days after the member has ceased to meet the residency or employment qualification for the jurisdiction to which the member belongs, unless granted leave by a Branch Committee in that jurisdiction, or
 - (iii) immediately, their membership in the company ceases.

11.2 Functions

- (a) The terms of reference of each Branch Committee shall be decided by the board in collaboration with the Branch Committee.
- (b) The board may specify:
 - (i) the manner in which proceedings of each Branch Committee are to be conducted;
 - (ii) the matters which the Branch Committee should or must consider in carrying out its functions; and
 - (iii) any other matters concerning the Branch Committee or its functions that the board decide.
- (c) To the greatest extent possible, subject to necessary probity requirements, the directors will seek to foster the active participation and representation of members through the branch structure and terms of reference most suitable to each jurisdiction's circumstances and capacities.

12 Indemnity, insurance and auditor

12.1 Persons to whom Rules 12.2 and 12.4 apply

Rules 12.2 and 12.4 apply to:

- (a) each person who is or has been a director, alternate director or officer 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.

12.2 Indemnity

The company must:

- (a) indemnify; and
- (b) if requested by a person to whom this Rule 12.2 applies, enter into a deed indemnifying, on a full indemnity basis and to the full extent permitted by Corporations Act, each person to whom this Rule 12.2 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:
 - (i) 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
 - (ii) in connection with an application, in relation to those proceedings, in which the court grants relief to the person under the Corporations Act.

12.3 Extent of indemnity

The indemnity in Rule 12.2:

- (a) is a continuing obligation and is enforceable by a person to whom Rule 12.2 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.

12.4 Insurance

The company may, to the extent permitted by Corporations Act:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance, for any person to whom this Rule 12.4 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.

12.5 Savings

Nothing in Rules 12.2 or 12.4:

- (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.

12.6 Auditor

The company must appoint a properly qualified auditor whose duties will be regulated in accordance with the Corporations Act.

13 Winding up

- (a) If, on the winding up or dissolution of the company, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to a fund, authority or institution:
 - (i) with objects similar to those in Rule 2; and
 - (ii) whose constitution prohibits distributions or payments to its members and directors to an extent at least as great as is outlined in this constitution.
- (b) The identity of the fund, authority or institution referred to in Rule 13(a) must be decided by the members by ordinary resolution at or before the time of winding up or dissolution of the company and, if the members cannot decide, by the Supreme Court of the State in which the company's registered office is located.

14 Altering this constitution

The constitution may only be altered by special resolution.

15 Financial records and auditor

15.1 Keeping of financial records

- (a) The financial year of the company begins on 1 July and ends at 30 June in the following calendar year.
- (b) Proper books and financial records must be kept recording the financial affairs of the company. The company must comply with the relevant accounting, financial reporting, review and audit requirements of the Corporations Act and any other legislation which applies to the company.
- (c) The board must:
 - (i) notify all members at the end of each financial year of their entitlement to receive a copy of the financial report prepared by the company including a copy of the auditor's report, if any; and
 - (ii) lay before the members at each AGM the financial statements.

15.2 Appointment of auditor or reviewer

- (a) If required by relevant legislation, the company must appoint a qualified auditor or reviewer.
- (b) No member may act as auditor or reviewer of the company.

16 Notices

16.1 How notices may be given

A notice may be given by the company to a member or a director by:

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

16.2 When taken as given

A notice is taken as given by the company and received by the person:

- (a) if delivered in person, at the time of delivery;
- (b) if sent electronically, the next business day; and
- (c) if posted, on the fourth business day after it was posted.

17 Definitions and interpretation

17.1 Definitions

In this constitution:

auditor means the auditor of the company;

business day means a week day other than a public holiday gazetted in the State in which the company's registered office is located;

company means Australasian Housing Institute Limited;

financial member means, for a meeting, a member who has paid all membership fees payable to the company as at the date of the meeting;

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

member means a member of the company;

registered address means a member's address as notified to the company by the member and recorded in the company's records;

special resolution means a resolution passed by at least 75% of the votes cast by members entitled to vote on the resolution.

17.2 Interpretation

In this constitution unless the context requires otherwise:

- (a) references to notices include formal notices of meeting and all documents and other communications from the company to its members;
- (b) a reference to any legislation includes any amendment to that legislation, any consolidation or replacement of that legislation and any subordinate legislation made under it;
- (c) a reference to writing and written includes printing, lithography and other ways of representing or reproducing words in a visible form;
- (d) a word or expression defined in the Corporations Act has the same meaning unless it is defined differently;
- (e) the singular (including defined terms) includes the plural and the plural includes the singular;
- (f) a reference to an attorney is a reference to a person appointed under a power of attorney;
- (g) a reference to a member being present at a meeting means being present in person or by electronic means, proxy or attorney;
- (h) a reference to a person holding or occupying a particular office or position is a reference to any person who occupies or performs the duties of that office or position;
- (i) a reference to a person includes a corporation, trust, partnership, unincorporated body, government and local authority or agency, or other entity whether or not it comprises a separate legal entity;
- (j) a reference to a person includes that person's successors, legal personal representatives, permitted substitutes and permitted assigns.

17.3 Headings

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

17.4 Replaceable rules displaced

The replaceable rules in the Corporations Act do not apply to the company.