

CONSTITUTION

ANGLICARE SA HOUSING LIMITED

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THE CONSTITUTION

of

ANGLICARE SA HOUSING LIMITED

(ACN # 600 073 809)

A Company Limited by Guarantee Incorporated under the Corporations Act 2001 (C'th)

PART 1

1. PREAMBLE

1.1 The Anglicare SA Housing Association Incorporated was incorporated pursuant to the Associations Incorporation Act 1985 (S.A.) on 11 October 2010 through the desire to assume the continuing activities of the Anglican Housing Association Incorporated established in 1999 for the purposes of providing a housing association registered under the South Australian Co-operative and Community Housing Act 1991.

1.2 Anglicare SA Housing Limited (Company) was incorporated pursuant to the Corporations Act 2001 (C'th) on the 12th day of June 2014 to continue the purposes of the Anglicare SA Housing Association Incorporated under the National Regulatory System for Community Housing as a Tier 1 community housing provider.

2. NAME

The name of the Company shall be Anglicare SA Housing Limited.

3. DEFINITIONS

3.1 The replaceable rules contained in the Act do not apply to this Company.

3.2 In this Constitution

“**Act**” means the Corporations Act 2001 (C'th) as amended or substituted from time to time;

“**Board**” means the Company’s Board of Directors;

“**Chair**” means the Chair of the Board and includes a person acting as Chair;

“**Company**” means Anglicare SA Housing Limited;

“**Diocesan Council**” means the Diocesan Council of the Synod;

“**Diocese**” means a diocese of the Anglican Church of Australia;

“**Director**” means a director of the Company.

“financial year” means a year ending on 30 June;

“Member” means Anglicare SA Limited;

“ordinary resolution” in relation to the Board means a resolution passed by a simple majority;

“Rules” means the Rules of Anglicare SA Housing Limited made under clause 17;

“Secretary” means the secretary for the time being of the Company, and, if there are joint secretaries, any one or more of such joint secretaries;

“special resolution” in relation to the Board means a resolution passed at a meeting of the Board by not less than 75% of the Directors present and voting;

“subsidiary” has the meaning described in the Act;

“Synod” means the Synod of the Diocese of Adelaide of the Anglican Church of Australia Incorporated;

“the Constitution” means this Constitution, as and if amended and in force from time to time.

4. INTERPRETATION

Words and expressions used in the Constitution have, unless the contrary intention appears, the same respective meanings as the word or expression would have if used in the Act.

PART 2 – OBJECTS, FUNCTIONS AND POWERS

5. OBJECTS

The objects for which the Company is established are as follows:

- 5.1 To establish a housing company on a not for profit basis for the purpose of providing accommodation for low income households, for those in need, for the relief of poverty, for the benefit of the community and particularly for households in immediate financial need, or who have at that time specific physical, mental or social disabilities which mitigate against the acquisition or successful use of private or public housing.
- 5.2 To provide such accommodation in addition and/or supplementary to accommodation available under the South Australian Housing Trust legislation or such other like legislation whether Commonwealth or State, without prejudicing the entitlement of persons to benefit under such legislation.
- 5.3 To assist tenants to gain access to other community resources and services.
- 5.4 To liaise with government departments and other organisations and agencies interested in the provision of accommodation to low income households in financial need or with disabilities, which militate against the

acquisition or successful use of normal private or public housing.

- 5.5 To provide a service to the community in the context of the foregoing principles and objects.
- 5.6 To operate according to the principles of equity and fairness.
- 5.7 To do all such lawful things as are incidental or conducive to the attainment of the above objectives.

6. FUNCTIONS

The functions of the Company are:

- 6.1 To provide, co-ordinate, arrange or lobby for the provision of resources and services for the carrying out of its objects;
- 6.2 To undertake programs of education, training, research and planning;
- 6.3 To publish and disseminate information resulting from those programs;
- 6.4 To raise funds by any lawful means and to invest, apply and disburse such funds by or for any lawful means or purpose in a manner consistent with its objects;
- 6.5 To acquire and/or manage property, including real property, which was formerly vested in the Anglicare SA Housing Association Incorporated for the purposes of social welfare and community services;
- 6.6 Acquire and/or manage such further property, including real property, for the purposes of social welfare and community housing and related services.

7. POWERS

The Company shall have the following powers in addition to and without prejudice to any other powers herein expressed or implied under or by virtue of the provisions of the Corporations Act 2001 (C'th) ("the Act"):

- 7.1 To acquire, receive, hold, lease, deal with and/or dispose of any real or personal property, together with the income derived therefrom;
- 7.2 To establish and/or maintain premises, including residential premises, for the purposes of the provision of its services;
- 7.3 To sell, lease, mortgage, grant licences or permits to use, occupy or reside in dwellings and/or other buildings built, purchased, leased or otherwise acquired by the Company to persons for whom the Company may provide accommodation or to any other persons;
- 7.4 To cause to be constructed, maintained, altered or demolished any buildings or works necessary or convenient for the purposes of the Company;
- 7.5 To purchase, lease, take in, hire or otherwise acquire and to in any way or manner dispose of any fixtures, furniture or any chattels or other items which

may be used or associated with the use of dwellings;

- 7.6 To raise, receive, have, hold, administer and dispose of monies in the form of subscriptions, donations, legacies and bequests together with all or any income derived therefrom;
- 7.7 To act as trustee;
- 7.8 To obtain financial accommodation and make investments;
- 7.9 To enter into agreements, arrangements, partnerships and joint ventures;
- 7.10 To receive and administer grants from charitable purposes connected with its Objects;
- 7.11 To make grants for charitable purposes connected with its Objects;
- 7.12 To employ staff;
- 7.13 To take out policies for fire or any other insurance in relation to land, dwellings and/or other buildings built, purchased, leased or otherwise acquired by the Company and for the contents of such dwellings and for other buildings.
- 7.14 To do all things necessary or convenient to be done for or in connection with the carrying out of its Functions;
- 7.15 To exercise any of the powers conferred by the Act.

PART 3 – MEMBERSHIP

8. MEMBERSHIP

The Member of the Company shall be Anglicare SA Limited (ACN 169 715 762).

PART 4 – THE BOARD

9. MANAGEMENT OF THE COMPANY

- 9.1 The affairs of the Company shall be managed by the Board.
- 9.2 Subject to this Constitution and the Act, but without otherwise limiting the authority conferred by clause 9.1 hereof, the Board may:
 - (a) exercise all such powers and functions as may be exercised by the Company other than those powers and functions that are required by this Constitution to be exercised by General Meetings of the Member; and
 - (b) perform all such acts and things as appear to the Board to be necessary for the proper management of the business and affairs of the Company.

10. MEMBERSHIP OF THE BOARD

10.1 The Directors are to be appointed in writing by the Member, but subject to and in accordance with this Constitution. The Directors of the Company will be:

- (a) Those persons who are elected or appointed from time to time as members of the board of the Member; and
- (b) Up to four (4) persons appointed by the Member who need not be members of the board of the Member.

and, subject to obtaining the prior written consent of each such person, the Member must procure the appointment of such persons as Directors of the Company and, in like fashion, the filling of any casual vacancy that may from time to time arise.

10.2 Each Director will hold office until:

- (a) where applicable, ceasing to be a director of the Member; or
- (b) the expiration of three (3) years after taking office as a Director or reappointment.

10.3 A Director is eligible for reappointment or re-election as the case may require.

10.4 The officers of the Board shall include:

- (a) the Chair, who shall be the same person as is chair, from time to time, of the Member;
- (b) the Deputy Chair; and
- (c) the Treasurer.

10.5 The Board shall elect from their number a Deputy Chair and Treasurer who shall hold office for the current term of their appointment to the Board.

10.6 The Board shall appoint a Secretary pursuant to Part 2D.4 of the Act.

10.7 There is nothing to preclude the Chief Executive from being the Secretary of the Company. The Secretary will be responsible for keeping Company records and registers and otherwise administering the Affairs of the Company and the business of the Board.

10.8 No employee of the Member shall be eligible for election to the Board.

11. MEETINGS

11.1 The Board shall meet at least six (6) times each financial year, at such places and at such times as the Board may determine.

11.2 Special meetings of the Board may be convened by the Chair or by three (3) Directors.

- 11.3 Seven (7) days' written notice shall be given to Directors of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting, provided always that the Directors may by ordinary resolution agree retrospectively to accept a shorter period of notice.
- 11.4 Not less than one half the number of Directors constitutes a quorum for the transaction of the business of a meeting of the Board.
- 11.5 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day of the same week in the following month unless the meeting was a special meeting in which case it lapses.
- 11.6 At meetings of the Board:
- (a) the Chair, or in his or her absence, the Deputy Chair, shall preside; or
 - (b) if the Chair or the Deputy Chair are absent, such one of the remaining Directors as may be chosen by the Directors present shall preside.
- 11.7 Questions arising at a meeting of the Board or of any committee appointed by the Board shall be determined on a show of hands.
- 11.8 Each Director or member of a committee present at a meeting of either the Board or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote.
- 11.9 Notice of each Board meeting shall be served on each Director by delivering it to that Director personally or by sending it by pre-paid post addressed to that Director at his/her usual or last known place of abode or electronically to an e-mail address or facsimile number provided by the Director for the purposes of sending such notices.
- 11.10 Subject to sub-clause 11.4, the Board may act notwithstanding any vacancy on the Board or defect in the appointment or election of any Director.
- 11.11 The Secretary shall arrange for minutes of the resolutions and proceedings at each Board Meeting to be kept in books provided for that purpose together with a record of the names of persons present at such meetings.

12. COMMITTEES

- 12.1 Subject to the Act, the Constitution and the Rules, the Board may from time to time establish such committees as it thinks fit and to exercise powers delegated by the Board, to advise the Board or for any other purpose.
- 12.2 A committee shall consist of:
- (a) Such Directors as the Board determines; and
 - (b) Such other persons (if any) as the Board determines.

- 12.3 The Board may determine the number of members of a committee who are Directors who must be present when a question is determined by a committee.
- 12.4 Subject to the Act, the Constitution and the Rules, the proceedings of a committee are in its discretion.
- 12.5 The Board may at any time dissolve a committee established under this clause.

13. PECUNIARY INTERESTS

- 13.1 A Director or a member of a committee established under clause 12 who has a pecuniary interest in a matter being considered, or about to be considered, by the Board or a committee must, as soon as practicable after the relevant facts have come to the Director's or member's knowledge, declare the nature of that interest at the next meeting of the Board or committee.
- 13.2 The Chair of a meeting at which a declaration is made under this clause must cause a record of the declaration to be made in the minutes of the meeting.
- 13.3 Unless the Board or committee otherwise resolves, a Director or a member of a committee who has made a declaration under sub-clause 13.1 must not be present during any deliberation with respect to, or vote on, the matter in respect of which the declaration is made.

PART 5 – GENERAL

14. CHIEF EXECUTIVE

- 14.1 The Chief Executive is the Chief Executive of the Member and holds office on such terms and conditions as are determined by the Board.
- 14.2 Subject to the Directors resolving to exclude the Chief Executive from a meeting or from consideration of a particular item, the Chief Executive is expected to attend all Board and committee meetings.

15. INCOME AND PROPERTY OF THE COMPANY

- 15.1 Subject to this clause, the property and income vested in, or acquired by the Company, however derived except insofar as it is subject to a trust, must be held and applied solely towards the objects of the Company as set out in the Constitution.
- 15.2 Property and income of the Company must not be paid or transferred directly or indirectly by way of profit to a Director or an employee of the Company.
- 15.3 Nothing in this Constitution prevents the payment in good faith of remuneration to any officer, employee or the Member of the Company (including any firm or corporation in which any officer, employee

or Member has an interest) in return for any services actually rendered or for any goods supplied to the Company in the ordinary and usual way of business, nor prevent the payment of interest, in good faith, on money borrowed by the Company from the Member, or reasonable and proper rent for premises let by the Member to the Company.

15.4 The Company will not cause to be incorporated or otherwise acquire a subsidiary unless:

15.4.1 the objects of the subsidiary are the same as or are limited to a purpose that falls within the objects of the Company; and

15.4.2 the constitution of the subsidiary provides that:

(a) the appointment of every director of that subsidiary must be approved by the Member, via resolution of its board, prior to appointment and either;

(b) that such directors be a director of the Member or an employee of the Member; or

(c) a majority of the board of that subsidiary is comprised of directors or employees (or a combination of both) of the Member and the balance of Directors is comprised of a nominee or nominees of the subsidiary; and

15.4.3 the membership or shareholding of that subsidiary has been approved by the Member, via resolution of its board prior to registration, and any subsequent change in membership or shareholding is also approved in the same manner.

16. ACCOUNTS OF THE COMPANY

16.1 The Board must cause to be kept proper accounts and records of the transactions and affairs of the Company and such other records as sufficiently explain the financial operations and financial position of the Company.

16.2 The Board must do all things reasonably necessary to ensure that all payments of money are correctly made and properly authorised and that adequate control is maintained over the assets of the Company and over the incurring of liabilities by the Company.

16.3 The Board must cause the accounts of the Company to be audited annually by a registered company auditor appointed by the Board.

16.4 The Board must cause the audited accounts and an annual report on the operations of the Company to be presented to the Member prior to the Member's Annual General Meeting.

17. RULES OF THE COMPANY

The Board may, in accordance with the Constitution, make Rules not inconsistent

with the Act or this Constitution.

18. INDEMNITY

18.1 A Director or a member of a committee of the Board, and each employee of the Company is entitled to be indemnified out of the assets of the Company against:

18.1.1 all or any loss or liability incurred by him or her in carrying out duties as such Director, member of a committee or employee, not being a loss or liability in respect of any wilful act or omission amounting to negligence, default, breach of duty or breach of trust on his or her part; and

18.1.2 all or any liability incurred as such by a Director, member of a committee or employee in defending any proceedings whether civil or criminal in which judgment is given in his or her favour, or in which he or she is acquitted.

18.2 The Company may apply such assets of the Company as are necessary for the purposes of this clause.

19. AMENDMENT OF THE CONSTITUTION

This Constitution shall not be amended except by resolution of the Member (passed by a two-thirds majority of the Board of the Member present and voting), provided further that no such amendment shall take effect unless approved by the members of the Member at a General Meeting.

20. WINDING UP OR DISSOLUTION

20.1 The Company may be wound up by a special resolution to that effect passed by not less than two-thirds of the Directors holding office and present and voting, provided that no such winding up shall take effect unless approved by the Diocesan Council and Anglicare SA Limited.

20.2 On the winding up of the Company, if there are any assets remaining after satisfaction of the liabilities of the Company, the assets must be paid or transferred as determined by the Board and approved by the Diocesan Council and Anglicare SA Limited to an organisation the objects of which are or include charitable objects similar to those of the Company. The organization must be a registered community housing provider or a Housing Agency in the jurisdiction in which the asset is housed.

20.3 The Member of the Company undertakes to contribute to the property of the Company, in the event of the Company being wound up, for payment of the debts and liabilities of the Company and of the costs, charges and expenses of winding up, such amount as may be required not exceeding Twenty Dollars (\$20.00).

21. ELECTRONIC MEETINGS OF DIRECTORS

- 21.1 For the purposes of this Constitution, the contemporaneous linking together by telephone or other electronic means of instantaneous communication device of a number of the Directors, being at least a quorum, whether or not any one or more of them is out of Australia, constitutes a meeting of the Board and all the provisions of this Constitution as to meetings of the Board apply to such a meeting if the conditions which follow are met.
- (a) All the Directors for the time being entitled to receive notice of the meeting of Directors shall be entitled to notice of a meeting held by an instantaneous communication device and to be linked by an instantaneous communication device for the purpose of such meeting. Notice of any such meeting shall be given on the instantaneous communication device or in any other manner permitted by this Constitution.
 - (b) Each of the Directors taking part in the meeting by an instantaneous communication device must be able to hear each other of the Directors taking part at the commencement of the meeting.
 - (c) At the commencement of the meeting each Director taking part acknowledges the respective Director's presence for the purposes of the meeting to all other Directors taking part and acknowledges that the Director is able to hear each of the other Directors taking part.
- 21.2 A Director may not leave a meeting held by an instantaneous communication device by disconnecting his or her instantaneous communication device unless he or she has previously expressly notified the Chair of the meeting of his or her intention to leave the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting until such notified time of his or her leaving the meeting.
- 21.3 A minute of the proceedings at meetings held by an instantaneous communication device shall be sufficient evidence of such proceeding and of the observance of all necessary formalities if certified as a correct minute by the Chair of the meeting.
- 21.4 For the purpose of this Constitution "instantaneous communication device" shall include telephone, computer, television or any other audio and/or visual device which permits instantaneous communication individually or in combination.
- 21.5 The provisions contained in this clause will also apply to committees of the Board, with the necessary alteration of the words "committee member" or "committee members" where the words "Director" or "Directors" appear in this clause.

22. CIRCULATING RESOLUTIONS OF DIRECTORS

- 22.1 If a requisite majority of Directors have signed a document containing

statement that they are in favour of a resolution in the terms set out in the document and reasonable notice of the proposed resolution has been given to all Directors, a resolution in those terms will be deemed to have been passed at a meeting of the Board held on the day and time at which the document was last signed and at the time at which the document was last signed by one of the majority of Directors. Such a document will be deemed to constitute a minute of that Board meeting.

- 22.2 Two or more separate documents containing statements in identical terms each of which is signed by one or more Directors will together be deemed to constitute one document containing a statement in those terms signed by those Directors on the day on which they signed the separate documents.