

Constitution

Specialist Disability Accommodation (SDA)
Alliance Ltd
ACN: 629 769 615

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1. NAME

The name of the Organisation Company is Specialist Disability Accommodation (SDA) Alliance Ltd.

2. PURPOSE

2.1 Principal Purpose and powers

- (a) The Organisation is a not-for-profit public company limited by guarantee which is established to be, and to continue as, a charity.
- (b) The Principal Purpose for which the Organisation is established is to advance social and public welfare, using the expertise of members to work together with government and the broader SDA sector to ensure sufficient supply and consistent quality of SDA for people with disabilities.
- (c) The Organisation:
 - (i) may do all things incidental or conducive to furthering the Principal Purpose; and
 - (ii) has the capacity and powers of a company under the Act, subject to this Constitution. These must be used to further the Principle Purpose.

2.2 Application of income and property

- (a) The income and property of the Organisation must be applied solely towards the Principal Purpose.
- (b) No portion of the profits, income or property of the Organisation may be paid or transferred directly or indirectly to Members in their capacity as Members.
- (c) Sub-clause 2.2(b) does not stop the Organisation from doing the following things, provided they are done in good faith:
 - (i) paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Organisation, or
 - (ii) making a payment to a Member in carrying out the Organisation's charitable purpose(s).
- (d) The Organisation must not pay fees to a Director for acting as a Director.
- (e) The Organisation may:
 - (i) pay a Director for work they do for the Organisation, other than as a Director, if the amount is no more than a reasonable fee for the work done, or

- (ii) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Organisation.
- (f) Any payment made under sub-clause 2.2(e) must be approved by the Board.
- (g) The Organisation may pay premiums for insurance indemnifying Directors, as allowed for by law (including the Act) and this Constitution.

2.3 Distribution of assets on revocation of endorsement or winding up

- (a) Where on the winding up of the Organisation or dissolution of the Organisation, there is a surplus of assets after satisfying all the Organisation's liabilities and expenses, the surplus:
 - (i) must not be paid or distributed to the Members in their capacity as Members; and
 - (ii) will be given or transferred to an entity or entities (the **recipient**) which:
 - (A) are charitable at law; and
 - (B) have similar objects to those of the Organisation as described in this Constitution; and
 - (C) prohibit the distribution of profit or gain to its Members in their capacity as Members.
- (b) The identity of the recipient will be decided by the Members by ordinary resolution on or before the time of any winding up or dissolution. If the Members fail to decide, the identity of the recipient will be determined by application to the Supreme Court in the State of incorporation.

3. MEMBERSHIP

3.1 General

- (a) The minimum number of Members is one.
- (b) The rights of any Member are not transferable.

3.2 Eligibility

To be eligible for membership, a person must be committed to the Principal Purpose of the Organisation.

3.3 Application

- (a) An application for Membership must be made in writing in the form and manner (if any) approved by the Board.
- (b) An applicant must pay the Membership fee determined by the Board (if any).

- (c) An applicant must agree in writing to contribute the Guaranteed Amount to the property of the Organisation if the Organisation is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:
 - (i) debts and liabilities of the Organisation incurred before the member stopped being a member, or
 - (ii) costs of winding up.

3.4 Admission

- (a) The Board must consider and resolve whether to accept or reject each application for Membership within a reasonable time.
- (b) The Board may accept or reject any application for Membership in its discretion, using such criteria as the Board alone may determine. The Board is not bound to give reasons for the acceptance or rejection of any application.
- (c) If the Board accepts an application, the Secretary must:
 - (i) enter the applicant's details into the Register as soon as practicable, subject to the payment of the Membership fee (if any); and
 - (ii) send written notice of the acceptance to the Member.
- (d) A person is admitted as a Member of the Organisation when the person's application has been accepted by the Board and the person's name is entered into the Register.
- (e) If the Board rejects an application, the Secretary must send written notice of the rejection to the applicant as soon as practicable.

3.5 Register

- (a) The Secretary must maintain the Register.
- (b) The Register must contain:
 - (i) the name, address, Membership Class, and date of admission to Membership – for each Member;
 - (ii) the name, date of admission to Membership and date on which a person ceased to be a Member – for each former Member.
- (c) The Secretary may keep the entries regarding former Members separately from the rest of the Register.
- (d) The address of a Member in the Register may serve as the address of the Member for the purpose of service of any notices to the Member.
- (e) The Organisation must give current Members access to the Register.

- (f) Information that is accessed from the Register must only be used in a manner relevant to the interests or rights of Members.

3.6 Expulsion and suspension of Members

- (a) The Board may suspend or expel a Member from the Organisation if it decides it is not in the interests of the Organisation for the person to continue or remain as a Member. The Board has absolute discretion.
- (b) The Board may not pass a resolution to suspend or expel a Member outside of a Board meeting.
- (c) If the Board intends to consider a resolution to suspend or expel a Member, it must give the Member written notice:
 - (i) stating the date, place and time of the meeting where the resolution will be considered;
 - (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 and may give an oral or written explanation or submission before the resolution is put to the vote.

The notice must be given at least one week before the meeting at which the resolution is to be considered.

- (d) After considering any oral or written explanation or submission under sub-clause 3.6(c)(iii), the Board may resolve at a Board meeting to:
 - (i) take no further action;
 - (ii) warn the Member;
 - (iii) suspend the Member's rights as a Member for a period of no more than 12 months;
 - (iv) expel the Member;
 - (v) refer the decision to an unbiased, independent person on conditions that the Board consider appropriate (however, the person can only make a decision that the Board could have made under this clause); or
 - (vi) require the matter to be determined at a general meeting.
- (e) Any Member expelled from the Organisation may at any time apply to the Board to be readmitted as a Member.
- (f) No person may become a Director following expulsion or during suspension as a Member unless such a person is subsequently readmitted as a Member.

3.7 Cessation of Membership

- (a) A person ceases to be a Member on:

- (i) resignation;
- (ii) termination of the person's Membership in accordance with this Constitution;
- (iii) deemed resignation in accordance with clause 3.8(e) below.
- (iv) the Board deeming, in their sole discretion, the Member to be an untraceable Member because the person has not responded to correspondence sent to the contact details entered in the Register for that Member;
- (v) in the case of a natural person:
 - (A) death;
 - (B) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
- (vi) in the case of a body corporate:
 - (A) being dissolved or otherwise ceasing to exist;
 - (B) having a liquidator or provisional liquidator appointed to it; or
 - (C) being insolvent.
- (b) A Member whose Membership is terminated will be liable for all moneys due by that Member to the Organisation in addition to any sum not exceeding the Guaranteed Amount for which the Member is liable under this Constitution.
- (c) There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause.
- (d) Any person who for any reason ceases to be a Member must not represent themselves in any manner as being a Member.

3.8 Annual Membership Fee and Joining Fee

- (a) The Board may determine the amount of the Annual Membership Fee from time to time.
- (b) The Board may determine that any new member who joins after the start of a Financial Year must, for that Financial Year, pay a Joining Fee equal to:
 - (i) the full Annual Membership Fee; or
 - (ii) a pro rata Annual Membership Fee based on the remaining part of the Financial Year; or
 - (iii) a fixed amount determined from time to time by the Board.
- (c) The Annual Membership Fee is due and payable on 1 July each year.

- (d) The rights of a Member (including the right to vote) who has not paid the Annual Membership Fee by the due date are suspended until it is paid.
- (e) If a Member does not pay their Annual Membership Fee by 31 July, the Board may issue a notice of payment requiring the Member to pay the Annual Membership Fee. If the Member does not pay the Annual Membership Fee within 60 days of receiving the notice of payment, the Member is deemed to have resigned their membership.

4. MEETINGS AND RESOLUTIONS OF MEMBERS

4.1 Proceedings of Members

A meeting of the Members is a general meeting.

4.2 Annual General Meeting

- (a) The Board must call and arrange to hold an Annual General Meeting.
- (b) The business of an Annual General Meeting may include any of the following, even if not referred to on the notice of meeting:
 - (i) the consideration of the annual financial statements, Directors' declaration, Boards report and any auditor's report;
 - (ii) the appointment of Directors;
 - (iii) the appointment of any auditor; and
 - (iv) the fixing of any auditor's remuneration.

4.3 Convening general meetings

- (a) A general meeting may be called by a resolution of the Board.
- (b) If Members with at least 40% of the votes that may be cast at a general meeting make a written request to the Organisation for a general meeting to be held, the Board must:
 - (i) within 21 days of the Members' request, give all Members notice of a general meeting; and
 - (ii) hold the general meeting within 2 months of the Members' request.
- (c) If the Board does not call the meeting within 21 days of being requested under sub-clause 4.3(b), 50% or more of the Members who made the request may call and arrange to hold a general meeting.
- (d) To call and hold a meeting under sub-clause 4.3(c) the Members must:
 - (i) as far as possible, follow the procedures for general meetings set out in this Constitution;

- (ii) call the meeting using the list of Members on the Register, which the Organisation must provide to the Members making the request at no cost; and
 - (iii) hold the general meeting within three months after the request was given to the Organisation.
- (e) The Organisation must pay the Members who request the general meeting any reasonable expenses they incur because the Board did not call and hold the meeting.

4.4 Changes to general meeting arrangements

- (a) The Board may change the venue for, postpone or cancel a general meeting, subject to this clause.
- (b) If a general meeting was not called by a resolution of the Board, then it may not be postponed or cancelled without the prior written consent of the Members who called or requisitioned the meeting.
- (c) If the venue of a general meeting is changed, or if the general meeting is cancelled or postponed under this clause:
 - (i) notice of the change, cancellation or postponement must be given to all persons entitled to receive notices of a general meeting under this Constitution;
 - (ii) a notice of postponement must specify the date, time and place to which the general meeting has been postponed;
 - (iii) clause 4.7 does not apply to a notice of postponement or change of venue;
 - (iv) in the case of a general meeting called under sub-clause 4.3(c) the general meeting must still be held within three months after the request was given to the Organisation under sub-clause 4.3(b).
- (d) The only business that may be transacted at a general meeting which is postponed is the business specified in the notice convening the meeting.

4.5 Entitlement to receive notice

Notice of a general meeting must be given to every Member, every Director and any auditor appointed for the Organisation and in office at the time.

4.6 Notice of general meetings

A notice of general meeting must:

- (a) be in writing;
- (b) specify the place, the day and the time of the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);

- (c) state the general nature of the business to be transacted at the meeting;
- (d) if a Special Resolution is to be proposed at the meeting – set out the wording of the resolution and state that it is proposed as a Special Resolution;
- (e) include the information under clause 4.16;
- (f) include any form for the appointment of a Proxy which has been approved by the Board for the purpose; and
- (g) specify that notice of a proxy must be given to the Organisation at least 24 hours before the commencement of the meeting, by delivery to the Organisation at its registered address or at another address (including an electronic address) specified in the notice of the meeting.

4.7 Timing of notice

- (a) In the case of a general meeting, at least 21 days' notice must be given unless:
 - (i) in the case of an Annual General Meeting, all the Members entitled to attend and vote agree beforehand; and
 - (ii) in the case of any other general meeting, if Members with at least 95 per cent of the votes that may be cast at the meeting agree beforehand.
- (b) A general meeting cannot be called with fewer than 21 days' notice if it is of a kind where a resolution will be moved to remove a Director or auditor, notwithstanding the preceding sub-clause.

4.8 Chairperson of general meetings

- (a) The Chair will preside as chairperson at every general meeting.
- (b) If there is no Chair or the Chair is not present within 15 minutes after the time appointed for the holding of the general meeting or the Chair is unwilling to act as chairperson for all or part of the meeting, the following, in order of precedence, may preside unless unable or unwilling to do so:
 - (i) a Deputy Chair (if any);
 - (ii) a Director chosen by a majority of the Directors present;
 - (iii) the only Director present; or
 - (iv) a Member chosen by a majority of the Members present.

4.9 Role of chairperson of general meeting

The chairperson of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting; and
- (b) must give the Members as a whole reasonable opportunity to make comments and ask questions.

4.10 Quorum for general meetings

- (a) No business may be transacted at any general meeting, other than the election of a chairperson or adjournment of a meeting, unless a quorum of Members is present.
- (b) A quorum of Members for a general meeting is 20% of the total number of Members.
- (c) If a quorum is not present within 15 minutes from the time appointed for a general meeting, then:
 - (i) in the case of a meeting called by, or at the request of Members, the meeting will dissolve;
 - (ii) in any other case:
 - (A) the meeting stands adjourned to such day, and at such time and place, as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place; and
 - (B) if at the resumption of the meeting a quorum is not present within 15 minutes from the time appointed for the meeting, then the meeting will dissolve.
- (d) A person attending as a proxy, or Representative, is deemed to be a Member present for the purpose of determining quorum.
- (e) A Member that is suspended is not counted as a Member for the purpose of determining a quorum.

4.11 Adjournment of general meetings

- (a) The chairperson of a general meeting may at any time, and must if so directed by the meeting, adjourn the meeting or any business, motion, or discussion being considered or remaining to be considered by the meeting.
- (b) Only unfinished business is to be transacted at a general meeting resumed after an adjournment.
- (c) It is not necessary to give any notice of an adjournment, or of the business to be transacted at any adjourned meeting, unless a meeting is adjourned for one month or more.
- (d) A meeting adjourned under this clause stands adjourned to:

- (i) such day, and at such time and place, as the Directors present decide; and
- (ii) if no determination is made by the Directors, to the same day in the next week at the same time and place.

4.12 Method of Voting

- (a) At a general meeting, voting will occur by show of hands or voices or such other method as the chairperson determines, unless a poll is demanded.
- (b) A poll can be demanded by 5 Members (or their proxies or Representatives) at any time prior to a vote being taken, or immediately after the declaration of a result of a vote conducted by means other than a poll.
- (c) A demand for a poll may be withdrawn.
- (d) If a poll is duly demanded, it shall be taken in such a manner as the chairperson directs.
- (e) A poll demanded on the election of the chairperson of the meeting or on a question of adjournment of a meeting must be taken immediately.
- (f) A Member may vote in person or by proxy or by Representative.

4.13 Voting rights

- (a) On a vote conducted at a general meeting by poll, each Member (or their proxy or Representative) has one vote.
- (b) On a vote conducted at a general meeting by other means, each person present who is a Member or a proxy or Representative, only has one vote (for example, a Member who also holds a proxy for another Member will only have one vote).
- (c) In the case of a resolution passed without a meeting, in the manner provided under clause 4.19, each Member has one vote.
- (d) However, a Member that is suspended is not entitled to vote during the period of suspension.

4.14 Decisions of the Members

- (a) Questions arising for determination by the Members will be decided by a majority of votes cast, unless otherwise provided in this Constitution.
- (b) In a case of an equality of votes cast on a motion, the chairperson of the general meeting does not have a casting vote and the motion will be lost.
- (c) A declaration by the chairperson of the meeting that a resolution has been carried or lost, and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or

proportion of the votes recorded in favour of or against the resolution – unless a poll is demanded.

- (d) An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such objection will be referred to the chairperson of the meeting whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

4.15 Seconding

A motion must be seconded by a Member in order to be put it to a vote.

4.16 Proxies

- (a) A Member may appoint a proxy to act on behalf of the Member at one or more general meetings.
- (b) A proxy may exercise any and all of the rights of the Member who appointed it at a general meeting, subject to the following:
 - (i) a proxy is subject to any directions or limitations specified in the proxy appointment;
 - (ii) a proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.
- (c) A proxy does not need to be a Member of the Organisation.
- (d) The appointment of a proxy must be in writing and signed by the Member making the appointment and in a form as similar as possible to that in Schedule 1.
- (e) A vote given by proxy is valid even if the Member who appointed the proxy revokes the appointment, or ceases to be a Member, provided that the chairperson was not aware of the revocation or cessation of Membership at the time the proxy cast the vote.

4.17 Body corporate representative

- (a) A Member that is a body corporate may appoint an individual as its Representative. The appointment may be a standing one.
- (b) The appointment may set out restrictions on the Representative's powers.
- (c) The appointment may be made by reference to a position held.
- (d) A body corporate may appoint more than one Representative but only one Representative:
 - (i) may exercise the body's powers as Member at any one time; and
 - (ii) may be counted for the purposes of determining quorum at a general meeting.

- (e) A Representative appointed under this clause may exercise, on the body corporate's behalf, any and all of the powers that the body could exercise as a Member, unless the appointment specifies otherwise.

4.18 Use of technology in meetings

- (a) The Organisation may hold a general meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- (b) A person participating through the use of technology will be deemed to be present at the meeting in person.

4.19 Resolutions without meetings

- (a) This clause does not apply to a Special Resolution, a resolution to remove a Director from office, or a resolution by the Members to appoint or remove an auditor.
- (b) A resolution may be passed without a meeting if:
 - (i) 72 hours' notice has been given of the resolution to all of the Members entitled to vote;
 - (ii) notice has been given to any auditor; and
 - (iii) at least 75% of Members entitled to vote on the resolution approve the resolution in writing.
- (c) For the purpose of this clause:
 - (i) the notice must include the wording of the resolution and may be distributed by any means, including electronic communication;
 - (ii) approval in writing includes approval given by email and any other means of electronic communication; and
 - (iii) a resolution will be deemed to have failed if it has not received the required approval within seven days after the notice is given.
- (d) The resolution is passed at the time when approval is given to the Secretary of the last person necessary for the resolution to pass.

5. DIRECTORS

5.1 Number of Directors

- (a) The minimum number of Directors is three.
- (b) The maximum number of Directors is ten.

5.2 Eligibility

- (a) Any natural person committed to the Principal Purpose is eligible to be appointed or elected as a Director provided:

- (i) the person is a Representative;
- (ii) the person has given written, signed consent to act as a Director;
- (iii) the person has suitable qualifications, skills and experience to discharge the functions of a Director, as determined by the Board from time to time; and
- (iv) the person is not disqualified by:
 - (A) the Act; or
 - (B) the ACNC Legislation;
 from being a Director, to the extent that either applies.

5.3 Appointment of Directors

- (a) The Members may from time to time by resolution appoint a person to be a Director of the Organisation.
- (b) The Board shall have power at any time and from time to time to:
 - (i) appoint a new Director to fill any casual vacancy; and
 - (ii) appoint additional Directors.

5.4 Term of office

- (a) At each Annual General Meeting:
 - (i) any Director appointed by the Directors to fill a casual vacancy must retire, and
 - (ii) at least one-third of the remaining Directors must retire.
- (b) The directors who must retire at each annual general meeting under sub-clause 5.4(a)(ii) will be the directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.
- (c) Other than a director appointed under clause 5.6, a director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.
- (d) Each director must retire at least once every three years.
- (e) A director who retires under clause 5.4(a) may nominate for election or re-election, subject to clause 5.4(f).
- (f) A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a special resolution

5.5 Casual vacancy in directorship

- (a) A casual vacancy is created in the office of a Director if the Director:
- (i) resigns;
 - (ii) dies;
 - (iii) is a Representative of a Member, and the Member notifies the Organisation that the Director is no longer a Representative;
 - (iv) is removed by the Members under the Act;
 - (v) is absent without the consent of the Board and without leave of absence, from:
 - (A) three consecutive Board meetings; or
 - (B) at least four Board meetings over 12 months;
 - (vi) becomes subject to a Court order to receive treatment or have his or her finances managed by another person due to the Director being of unsound mind or having a mental illness;
 - (vii) fails to disclose any actual or perceived material personal interest as required by clause 8.2;
 - (viii) becomes ineligible to be a Director by:
 - (A) the Act; or
 - (B) ACNC Legislation.
- (b) Clause 5.5(a)(viii)(B) will not create a casual vacancy if an exemption is obtained from the ACNC Commissioner.

5.6 Effect of casual vacancy

- (a) In the event of a casual vacancy in the office of a Director the remaining Directors may act, subject to this clause.
- (b) If the number of Directors in office at any time is not sufficient to constitute a quorum at a meeting of the Directors, or is less than the minimum number of Directors fixed under this constitution, the remaining Directors must act as soon as possible to:
- (i) increase the number of Directors to a number sufficient to constitute a quorum and to satisfy the minimum number of Directors required under this constitution;
 - (ii) convene a general meeting of the Organisation for that purpose; or
 - (iii) appoint additional Directors.

- (c) Until the remaining Directors have acted in accordance with the preceding sub-clause, the Board may only act if and to the extent that there is an emergency requiring them to Act.

5.7 Defects in appointment of Directors

Each resolution passed or thing done by, or with the participation of, a person acting as a Director or Member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

5.8 Chair and office bearers

- (a) From time to time as required, the Board must appoint the Chair from among the Board and determine the period for which such Chair is to hold office.
- (b) Office Bearers of the Organisation other than the Chair may be elected by the Board from among the Board for an annual term of office.
- (c) The description, number and duties of the Office Bearers may be determined by the Board from time to time.
- (d) An Office Bearer, including the Chair, may be elected for more than one successive term.
- (e) The Board may remove or suspend a person from holding any of the above offices by resolution passed at a Board meeting provided:
 - (i) the resolution is passed by not less than two-thirds of the Directors present;
 - (ii) at least 21 days' notice in writing of the resolution has been given to the Secretary and to the person that is the subject of the resolution.

5.9 Chief Executive Officer

- (a) The Board may appoint a chief executive officer designated by whatever title the Board thinks fit.
- (b) The appointment may be for the period, at the remuneration and on the conditions that the Board thinks fit.
- (c) The Board may remove the chief executive officer at any time, with or without cause, subject to any contract between the Organisation and the chief executive officer.

5.10 Secretary

- (a) There must be at least one Secretary.

- (b) The Secretary is to be appointed by the Board on such terms and conditions as the Board thinks fit.
- (c) A person must not be appointed Secretary unless the person has given the Organisation a signed consent to act as Secretary.
- (d) The Board may suspend or remove a Secretary.
- (e) An act done by a person acting as a Secretary is not invalidated by reason only of:
 - (i) a defect in the person's appointment as a secretary; or
 - (ii) the person being disqualified to be a secretary,
 if that circumstance was not known by the person when the act was done.
- (f) The Secretary must identify whether a person is ineligible to be appointed as a Director under this Constitution as a result of disqualification by the Act or the ACNC Legislation. The Secretary must:
 - (i) perform a search of the publicly available registers as soon as practicable after becoming aware that a person has been, or may be, appointed as a Director; and
 - (ii) must obtain a declaration from each Director to the effect that he or she is not disqualified by the Act or the ACNC Legislation, and that he or she will notify the Secretary as soon as possible in the event that he or she becomes disqualified.

5.11 Treasurer

- (a) There must be at least one Treasurer.
- (b) The Treasurer is to be appointed by the Board on such terms and conditions as the Board thinks fit.
- (c) The Treasurer must:
 - (i) arrange for the collection and receipt of all moneys due to the Organisation and arrange for all payments authorised by the Organisation to be made; and
 - (ii) ensure that the financial records of the Organisation are kept in accordance with the requirements of the Act and the ACNC Legislation; and
 - (iii) coordinate the preparation of the financial statements of the Organisation and their certification by the Board prior to their submission to the annual general meeting of the Organisation.
- (d) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Organisation.

6. ALTERNATE DIRECTORS

6.1 Appointment and Removal of Alternate Directors

- (a) Each Director has power to appoint any person (who is not an auditor of the Organisation or a partner or employer or employee of an auditor of the Organisation) approved for that purpose by a majority of the other Directors, to be the alternate of the Director in the appointor's place during such times as the appointor determines.
- (b) An Alternate Director need not be a Member.
- (c) The appointment of an Alternate Director (and any revocation of that appointment) must be made by notice in writing to the Secretary.
- (d) The appointor, at any time and regardless of whether the appointment of an Alternate Director is for a specified period, may revoke the appointment of a person as his or her Alternate Director.

6.2 Rights and Powers of Alternate Directors

- (a) Unless otherwise required by law, an Alternate Director:
 - (i) may act in the place of their appointor;
 - (ii) is entitled to attend and vote and be counted in determining a quorum at any meeting of the Directors except while their appointor is present;
 - (iii) has all the rights and powers of their appointor (other than those conferred by Clause 21.1) and will be subject to the duties of their appointor;
 - (iv) will be subject in all respects to the conditions applicable to the other Directors; and
 - (v) may act as an Alternate Director to more than one Director and is entitled to one vote in respect of each appointor where the appointor is not present.
- (b) Subject to the Law, an Alternate Director is not prohibited from voting or being present in respect of a matter by reason only that their appointor is prohibited from voting or being present in respect of that matter.

6.3 Alternate Director is an Officer of Organisation

An Alternate Director is an Officer of the Organisation and will not be deemed to be the agent of his or her appointor.

6.4 Alternate goes when appointor goes

- (a) Subject to Clause 21.5(b), if any appointor ceases to be a Director, his or her Alternate Director (if any) immediately ceases to be an Alternate Director.

- (b) When an appointor retires at a general meeting and is re-appointed as a Director at that meeting, his or her Alternate Director (if any) will remain an Alternate Director for that Director unless the instrument of appointment of the Alternate Director otherwise provides.

7. PROCEEDINGS OF THE BOARD

7.1 Powers of the Board

- (a) The Board is responsible for the management of the business of the Organisation and may exercise all the powers of the Organisation (in accordance with the provisions of this Constitution) that are not, by the Act or by this Constitution, required to be exercised by the Members.
- (b) The Board may (without limiting the previous paragraph):
 - (i) borrow money;
 - (ii) charge any property or business of the Organisation;
 - (iii) issue debentures or give any other security for a debt, liability or obligation of the Organisation or of any other person; and
 - (iv) decide how negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the Organisation.
- (c) The Board cannot remove a Director or auditor.

7.2 By-laws

- (a) The Board has power to make regulations or by-laws for the general conduct and management of the Organisation and the business of the Board.
- (b) The Board may revoke and alter such by-laws or regulations as it sees fit.

7.3 Appointment of attorney

- (a) The Board may, by power of attorney, appoint any person or persons (either by name or by reference to position or office held) to be the attorney or attorneys of the Organisation for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Board), for such period and subject to such conditions as it thinks fit.
- (b) Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.

7.4 Meetings of the Board

The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit.

7.5 Convening Board meetings

The Board may at any time, and a Secretary must on the requisition of a Director, convene a Board meeting.

7.6 Entitlement to receive notice of Board meetings

In the case of a Board meeting, notice must be given to each Director entitled to vote at the meeting. A Director may waive the requirement to receive notice of a Board meeting.

7.7 Content of notice of Board meetings

A notice of a Board meeting:

- (a) must specify the place, the day and the time of the meeting; and
- (b) if the meeting is to be held in two or more places, it must specify the technology that will be used to facilitate this; but
- (c) it does not need to specify the nature of the business to be transacted at the meeting.

7.8 Timing of notice of Board meetings

- (a) Subject to clause 7.8(b), at least 72 hours' written notice must be given of Board meetings to all Directors.
- (b) The Board may unanimously waive the requirement to give 72 hours' notice of Board meetings.

7.9 Chairperson of Board meetings

- (a) The Chair shall preside as chairperson at every Board meeting.
- (b) Where a meeting of the Board is held and the Chair is not present within 15 minutes after the time appointed for the holding of the Board meeting or is unwilling to act as act as chair for all or part of the meeting then:
 - (i) if there is a Deputy Chair, the Deputy Chair will be the chairperson of the Board meeting; and
 - (ii) if there is not a Deputy Chair present, willing and able to be the chairperson during all or part of the meeting, the Directors present may elect a Director to be chairperson of such meeting or part of it.

7.10 Quorum for Board meetings

- (a) No business may be transacted at any Board meeting unless a quorum is present.
- (b) A quorum consists of a majority of the total number of Directors.

- (c) A Director on a leave of absence approved by the Directors should not be included when calculating the total number of Directors for the purposes of this clause.

7.11 Voting at Board meetings

- (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) A question arising at a Board meeting is to be decided by a majority of votes of Directors present and entitled to vote, unless otherwise provided in this Constitution. Such a decision is for all purposes a decision of the Board.
- (c) Where the votes cast on a motion are equal, the chairperson of the meeting does not have a casting vote and the motion will be lost.

7.12 Establishment of committees

- (a) The Board may establish one or more committees comprised of such persons as it thinks fit for such purposes as it sees fit. A committee may include, or be comprised of, non-Directors.
- (b) The meetings and proceedings of committees are:
 - (i) subject to any directions of the Board; and
 - (ii) otherwise governed by the provisions of this Constitution which regulate the proceedings of the Board, to the greatest extent practical.

7.13 Delegation of powers

- (a) The Board may delegate any of its powers to one or more Directors, a committee, an employee or any other person.
- (b) A delegation must be recorded in the Organisation's minute book.
- (c) The Board may revoke a delegation.
- (d) The Board may specify terms (including the power to further delegate).

7.14 Use of technology in Board meetings

- (a) The Board may hold their meetings by using any technology that is agreed to by the Board.
- (b) The Board's agreement may be a standing one.
- (c) A Director may only withdraw his or her consent within a reasonable period before the meeting.
- (d) A Director that is present at a Board meeting through the use of technology is be deemed to be present at the meeting.

7.15 Resolutions without meetings

- (a) A resolution of the Board may be passed without a meeting if all of the Directors entitled to vote on the resolution sign a notice stating that they are in favour of the resolution.
- (b) The resolution is passed at the time when the last Director signs.
- (c) For the purpose of this clause:
 - (i) the notice must include the wording of the resolution;
 - (ii) the notice may be distributed by any means, including electronic communication;
 - (iii) separate copies of the notice may be signed;
 - (iv) an electronic communication from a Director including the wording of the resolution and stating that they are in favour of the resolution will satisfy the requirement for a “signed” notice even if it does not include a handwritten signature; and
 - (v) a resolution will be deemed to have failed to have been passed if it has not achieved 75% majority consent within 72 hours after the notice was given.

8. DIRECTORS’ DUTIES AND INTERESTS

8.1 Duties of Directors

Directors must comply with any duties imposed on them by the Act, which may include duties under the Act and the ACNC Legislation.

8.2 Disclosure of interests

A Director must disclose the nature and extent of any perceived or actual material conflict of interest to the other Directors (or the Members if the other Directors share that conflict).

8.3 Participation in decisions

- (a) A Director who has a material personal interest in a matter that is being considered by the Board:
 - (i) must not be present while the matter is being considered at a Board meeting; or
 - (ii) vote on the matter;
 unless permitted by the following sub-clause.
- (b) A Director may be present or vote if:
 - (i) the interest arises because the Director is a Member of the Organisation, and the interest is held in common with other Members of the Organisation;

- (ii) the interest arises in relation to the Director's remuneration as a Director of the Organisation;
- (iii) the interest relates to a contract the Organisation is proposing to enter into that:
 - (A) is subject to approval by the Members; and
 - (B) will not impose any obligation on the Organisation if it is not approved by the Members;
- (iv) the interest arises merely because the Director is a guarantor or has given an indemnity or security for all or part of a loan (or proposed loan) to the Organisation;
- (v) the interest arises merely because the Director has a right of subrogation in relation to a guarantee or indemnity referred to in paragraph 8.3(b)(iv);
- (vi) the interest relates to an insurance contract that insures, or would insure, the Director against liabilities that the Director incurs as an officer of the Organisation (but only if the contract does not make the Organisation or a Related Body Corporate the insurer);
- (vii) the interest relates to any payment by the Organisation or a Related Body Corporate in respect of an indemnity permitted under section 199A of the Act or any contract relating to such an indemnity; or
- (viii) the interest is in a contract, or proposed contract, with, or for the benefit of, or on behalf of, a Related Body Corporate and arises merely because the Director is a director of the Related Body Corporate; or
- (ix) the Australian Securities and Investments Commission makes an order allowing the Director to vote on the matter; or
- (x) the Directors who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the Director, the nature and extent of the Director's interest in the matter and how it relates to the affairs of the Organisation, and
 - (B) states that those Directors are satisfied that the interest should not stop the Director from voting or being present.

8.4 Directors' interests

A Director may:

- (a) hold any other position in the Organisation, except that of auditor, unless being or becoming a Director would breach any law by reason of holding that office;

- (b) hold any office or place of profit in any other entity promoted by the Organisation or in which it has an interest of any kind;
- (c) enter into a contract or arrangement with the Organisation;
- (d) participate in any association, institution, fund, trust or scheme for past or present employees or Directors of the Organisation or persons dependent on or connected with them;
- (e) act in a professional capacity (or be a Member of a firm which acts in a professional capacity) for the Organisation, except as auditor;
- (f) sign or participate in the execution of a document by or on behalf of the Organisation; and
- (g) do any of the above despite the fiduciary relationship of the Director's office:
 - (i) without any liability to account to the Organisation for any direct or indirect benefit accruing to the Director; and
 - (ii) without affecting the validity of any contract or arrangement

provided the Director complies with the clauses 8.2 and 8.3.

9. ADMINISTRATION

9.1 Minutes

- (a) The Board shall cause minutes of
 - (i) all proceedings and resolutions of meetings of Members;
 - (ii) all proceedings and resolutions of meetings of the Board, including meetings of a committee established by the Board;
 - (iii) resolutions passed by Members without a meeting; and
 - (iv) resolutions passed by the Board without a meeting,
 to be duly entered into the books kept for that purpose, within one month.
- (b) The Organisation must ensure that:
 - (i) minutes of a meeting are signed within a reasonable time after the meeting by one of the following:
 - (A) the chairperson of the meeting; or
 - (B) the chairperson of the next meeting; and
 - (ii) minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution is passed.

- (c) A minute recorded and signed as required by this clause is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.
- (d) The Organisation must keep its minute books at its registered office or its principal place of business in Australia.

9.2 Accounts and other records of the Organisation

- (a) The Organisation must make and keep written financial records that:
 - (i) correctly record and explain its transactions and financial position and performance;
 - (ii) enable true and fair financial statements to be prepared and to be audited; and
 - (iii) are prepared in accordance with ACNC requirements.
- (b) The accounts will be held at the registered office or any other place as the Board thinks fit.
- (c) A Director has a right of access to the financial records at all reasonable times.
- (d) The Organisation must retain its financial records for at least seven years.
- (e) The Board must take reasonable steps to ensure that the Organisation's records are kept safe.

9.3 Members' access of Organisation records

To allow Members to access and inspect the Organisation's records:

- (a) the Organisation must give a Member access to the records set out in sub-clause 9.1; and
- (b) the Organisation may authorise a Member to inspect other records of the Organisation, including records referred to in sub-clause 9.2.

9.4 Financial Year

The financial year will begin on the first day of July and end on the thirtieth day of June, unless the Board passes a resolution to change the financial year.

9.5 Audit

- (a) If required by law, the Organisation must appoint and remunerate an auditor.
- (b) Any auditor is entitled to attend any general meeting and to be heard by the Members on any part of the business of the meeting that concerns the auditor in their capacity as auditor.

- (c) The Organisation must give any auditor all communications relating to the general meeting that a Member of the Organisation is entitled to receive.

9.6 Common seal

The Organisation does not have a common seal.

9.7 Execution of documents without a seal

The Organisation may execute a document by the signature of:

- (a) two Directors; or
- (b) one Director and one Secretary; or
- (c) one Director and another person appointed by the Board for that purpose.

9.8 Alteration of Constitution

- (a) The Organisation may only alter this Constitution by Special Resolution in accordance with the Act.
- (b) The Members must not pass a Special Resolution that amends this Constitution if passing it causes the Organisation to no longer be a charity.

9.9 Notices

- (a) Notices can be served on Members or the Board by post, electronic mail, or such other means as may be generally accepted in business from time to time.
- (b) Notices directed to the last known address (including any virtual or electronic address) of a Member or Director are to be treated as duly served in such time as it would usually take for such notice to be delivered.
- (c) The non-receipt of notice of a general meeting or Board meeting, including notice of postponement or change of venue, does not invalidate anything done or any resolution passed at the meeting if the non-receipt of notice occurred by accident or inadvertent error.
- (d) A person who attends a general meeting or Board meeting waives any objection that person may have to non-receipt of notice of the meeting.
- (e) In calculating a period of notice to be given under this Constitution, both the days on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

9.10 Officers: indemnities and insurance

- (a) The Organisation indemnifies every person that is or has been an Officer of the Organisation, or of a wholly-owned subsidiary, against any liability (including without limitation liability for legal costs) incurred

as a result of their position as Officer (other than to the Organisation or a Related Body Corporate) to the full extent permitted by law.

- (b) The Organisation may pay, or agree to pay, a premium in respect of a contract ensuring its Officers, to the extent permitted by law.

9.11 Winding up

Subject to clause 2.3, the Organisation may be dissolved by a Special Resolution of Members.

9.12 Liability of Members

The liability of the Members is limited to the Guaranteed Amount, being \$10.

9.13 Contribution of Members on winding up

Every Member undertakes to contribute to the assets of the Organisation in the event of the Organisation being wound up while he or she is a Member, or within one year of ceasing to be a Member such amount as may be required not exceeding the Guaranteed Amount, for:

- (a) the payment of the debts and liabilities of the Organisation contracted whilst the Member or past Member as the case may be was a Member;
- (b) the costs charges and expenses of winding up.

10. INTERPRETATION

10.1 Exclusion of replaceable rules

The replaceable rules contained in the Act do not apply to the Organisation.

10.2 Definitions

In this Constitution:

“**ACNC**” means the Australian Charities and Not-for-profits Commission.

“**ACNC Legislation**” means the *Australian Charities and Not-for-profits Commission Act 2012* and the *Australian Charities and Not-for-profits Commission (Consequential and Transitional) Act 2012*.

“**Act**” means the *Corporations Act 2001*.

“**Annual General Meeting**” means a meeting held once in every calendar year at such time and place as may be determined by the Board, for the purposes of carrying out the business of the Company described in clause 4.2(b) or such of it as is thought necessary by the Board.

“**Annual Membership Fee**” means the amount determined by the Board under clause 3.8(a).

“**auditor**” may mean a reviewer, if permitted by the Act or ACNC Legislation.

“**Board**” means the board of Directors for the time being of the Organisation.

“**Company**” has the same meaning as Organisation.

“**Directors**” means the Directors for the time being of the Organisation and “**Director**” has a corresponding meaning.

“**Chair**” means the person appointed to the position of Chair of the Organisation under the clause 4.8.

“**charity at law**” means charitable within the meaning of the *Charities Act 2013* (Cth), and “**charitable at law**” has the same meaning.

“**Guaranteed Amount**” means the amount set out in clause 9.12.

“**Joining Fee**” means the amount determined by the Board under clause 3.8(b).

“**Member**” means a person whose name is entered in the Register as a Member of the Organisation in accordance with clause 3.5 and “**Membership**” has the corresponding meaning.

“**Principal Purpose**” means the purpose set out in clause 2.1.

“**Officer**” has the meaning given under the Act.

“**Organisation**” means Specialist Disability Accommodation (SDA) Alliance Ltd.

“**person**” includes a natural person and a body corporate and a corporation within the meaning of s 57 of the Act.

“**poll**” means a method of voting where votes are cast in writing. It includes (but is not limited to) a vote conducted by secret ballot.

“**Register**” means the register of Members of the Organisation under the Act.

“**Representative**” means a person appointed as representative by a Member that is a body corporate in accordance with clause 4.17.

“**SDA**” means Specialist Disability Accommodation (SDA) Alliance Ltd.

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

“**Special Resolution**” means a resolution passed at a general meeting:

- (i) of which notice has been given in accordance with clause 4.6(d) ; and
- (ii) that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

“**Treasurer**” means the Treasurer appointed from time to time by the Board in accordance with rule 5.11.

10.3 Interpretation

In this Constitution:

- (a) If an expression in the Constitution has a meaning in the Act, the meaning from the Act shall apply to the expression - except where a contrary intention appears in this Constitution.
- (b) Words importing any one gender are deemed and taken to include all genders and the singular to include the plural and the plural the singular unless the contrary as to gender or number is expressly provided.
- (c) A reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.

11. TRANSITIONAL PROVISIONS

The clauses in this Part apply notwithstanding anything to the contrary in this Constitution.

11.1 Members

The Members immediately following the adoption of this Constitution will be those Members listed on the Register at the time of adoption.

11.2 Directors

- (a) The Directors immediately following the adoption of this Constitution will be those in office at the time of adoption.
- (b) Directors appointed prior to the adoption of this Constitution may complete their term of office under the previous Constitution. Time served prior to the adoption of this Constitution will be taken into account for the purposes of clause 5.4.

SCHEDULE 1

APPOINTMENT OF PROXY

Votes may be given personally or by proxy and every proxy shall be appointed in writing under the hand of the appointor in the form or to the effect following:

Specialist Disability Accommodation (SDA) Alliance Ltd:

I of..... [Insert address] a Member of Specialist Disability Accommodation (SDA) Alliance Ltd, hereby appoint to vote on all matters on my behalf at the:

Annual General Meeting of Specialist Disability Accommodation (SDA) Alliance Ltd to be held on theday of.....20..... and at any adjournment.

OR

The Special General Meeting of Specialist Disability Accommodation (SDA) Alliance Ltd to be held on theday of.....20..... and at any adjournment.

Optional: This form is to be used as follows for the resolutions listed below:

in favour of / against	detail of proposed resolution

Dated this day of20

Witness..... (Signature)

Appointor..... (Signature)