



Constitution

of the

Rooftop Foundation Incorporation

CONSTITUTION OF THE ROOFTOP FOUNDATION INCORPORATED

INDEX

Clause

PART I - PRELIMINARY

1 Interpretation

PART II - TITLE AND OBJECTS

2 Title
3 Objects

PART III - MEMBERSHIP

4 Categories of Membership
5 Ordinary members
6 Corporate members
7 Representation of Corporate members
8 Nomination for membership
9 Transfer of membership Entitlements
10 Cessation of Membership
11 Unfinancial Member
12 Resignation of membership
13 Membership Fees
14 Liabilities of Members
15 Disciplining of Members
16 Right of Appeal of Disciplined Member

PART IV - MANAGEMENT OF THE FOUNDATION

17 Powers of the Board
18 Composition of the Board
19 Substitute Members of the Board
20 Election of the Board
21 Secretary
22 Treasurer
23 Vacancies on the Board
24 Removal of Board Members
25 Board Meetings and Quorum
26 Committees of the Board
27 Voting and Decisions by the Board
28 Employees of the Foundation
29 Resolution of Disputes
30 Public officer

PART V - GENERAL MEETINGS

31	Annual general meeting
32	General meetings - Calling of
33	Notice of General Meetings
34	General Meetings - Quorums and Procedures
35	Presiding Member
36	Adjournment
37	General meetings - Decisions
38	General meetings - Voting
39	Appointment of Proxies

PART VI - MISCELLANEOUS

40	Patron
41	Funds of the Foundation
42	Management of the Foundation's Funds
43	Custody of and access to Records of the Foundation
44	Auditor
45	Common Seal
46	Service of Notices
47	Amendment of the Constitution of the Foundation
48	Surplus Property upon Winding Up of the Foundation

AUSTRALIAN CAPITAL TERRITORY
ASSOCIATIONS INCORPORATION ACT 1991

CONSTITUTION OF THE ROOFTOP FOUNDATION INCORPORATED

PART I - PRELIMINARY

1. Interpretation

- (1) This Constitution shall be construed with reference to the Associations Incorporation Act 1991. Terms used herein shall be taken as having the same meanings as they have when used in that Act and the Regulations made there under unless the contrary intention appears.
- (2) In the interpretation of this Constitution, except where excluded by the context:
 - (a) Board means the committee of the Foundation elected pursuant to clause 20;
 - (b) Board Member and Member of the Board means a member of the committee of the Foundation;
 - (c) By-Laws means By-Laws of the Foundation made pursuant to clause 29;
 - (d) corporate member means a legally incorporated body admitted to membership of the Foundation pursuant to clause 6;
 - (e) financial member means a member of the Foundation who has paid all membership fees due and payable to the Foundation by that member;
 - (f) financial year means the period of 12 months ending on 30 June in each year;
 - (g) legally incorporated body means an association or company incorporated or registered under legislation recognised in the A.C.T. or in other Australian jurisdictions that confers on that association or company the status of a legal entity;
 - (h) member means a member of the Foundation however described;
 - (i) membership year means the period of 12 months ending on 31 December in each year;
 - (j) ordinary member means a person admitted to that class of membership pursuant to clause 5;
 - (k) person includes a legally incorporated body;

- (l) the Act means the Associations Incorporation Act 1991;
- (m) the Regulations means the Associations Incorporation Regulations made pursuant to the Act;
- (n) the Foundation means the Rooftop Foundation Incorporated;
- (o) the Territory means the Australian Capital Territory;
- (p) special resolution means a resolution passed at a general meeting of the Foundation, being a meeting of which at least 21 days notice, accompanied by notice of the intention to propose the resolution as a special resolution, has been given to the members of the Foundation, and which is passed by at least three quarters of the members present or represented by proxy at that meeting;
- (q) words in the plural include the singular and words in the singular include the plural.

PART II - TITLE AND OBJECTS

2. Title

The name of the Foundation is the Rooftop Foundation Incorporated.

3. Objects

The Objects of the Foundation are:

- (a) To raise funds to provide safe affordable housing;
- (b) To provide low cost affordable housing and accommodation for persons qualifying for assistance, due to their low socio-economic circumstances.
- (c) To inform and educate the community about the need for more affordable housing stock; and
- (d) To encourage the participation of Governments and government agencies, business, private organisations, other associations and other individuals in the community, of the provision of affordable housing;

PART III - MEMBERSHIP

4. Categories of Membership

There shall be two categories of members, namely:

- (a) Ordinary members; and

- (b) Corporate members.

5. Ordinary Members

A person may become an ordinary member of the Foundation if the person:

- (a) has been nominated for membership in accordance with clause 8; and
- (b) has been approved for membership by the Board.

6. Corporate Members

A legally incorporated body may become a corporate member of the Foundation if it:

- (a) has been nominated for membership in accordance with clause 8; and
- (b) has been approved for membership by the Board.
- (c) There will be four classes of membership – Platinum, Gold, Silver and Bronze.

7. Representation of Corporate Members

- (1) A corporate member may appoint one person as it thinks fit to act as its representative to the Foundation.
- (2) Notice of the appointment of a person to represent a corporate member or the revocation of such appointment shall be made in writing to the Secretary, who shall annotate the register of members accordingly.
- (3) The representative of a corporate member shall have the same rights of membership as an ordinary member.

8. Nomination for Membership

- (1) A nomination of a person for membership of the Foundation shall:
 - (a) be made by a member of the Foundation in writing in the form set out in the Bye-Laws
 - (b) be accompanied by the appropriate nomination fee; and
 - (c) be lodged with the Secretary of the Foundation.
- (2) As soon as is practicable after receiving a nomination for membership, the Secretary shall submit the nomination to the Board for consideration.

- (3) Where the Board determines that a nomination for membership be not approved, the Secretary shall, as soon as is practicable, notify the nominee of the Board's decision and return the fee submitted with the nomination with that notification.
- (4) Where the Board determines that a nomination for membership be approved, the Secretary shall, as soon as is practicable, enter the nominee's name in the register of members. Upon that entry being made, the nominee shall become a member of the Foundation and be notified to that effect.

9. Transfer of Membership Entitlements

A right, privilege or obligation which a person has by reason of being a member of the Foundation:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

10 Cessation of Membership

- (1) A person ceases to be a member of the Foundation if the person:
 - (a) dies, or in the case of a corporate member, is dissolved or wound up;
 - (b) subject to clause 13, fails to pay the applicable annual membership fee by the due date;
 - (c) resigns from membership of the Foundation; or
 - (d) is expelled from the Foundation.
- (2) Where a person ceases to be a member, the Secretary shall enter into the register of members the date on which the membership ceased.

11 Unfinancial Member

- (1) Where a member has not paid the annual membership fee by 31 March following the date on which the payment was due, the member shall be deemed unfinancial and shall not be eligible to exercise any of the rights of a member until the outstanding membership fee is paid.
- (2) Where a member fails to pay the annual membership by 30 June following the date on which the payment was due, that person shall cease to be a member of the Foundation.

12 Resignation of Membership

- (1) A member may resign from membership of the Foundation by giving notice in writing to that effect to the Secretary, and the member shall thereupon cease to be a member.
- (2) Notwithstanding sub-clause (1), a member who resigns from membership of the Foundation

shall remain liable to pay to the Foundation all amounts owed to the Foundation by that member at the date on which the resignation took effect.

13. Membership Fees

- (1) The Board shall determine by resolution the scale of membership fees for the ensuing membership year and recommend these to the members at the AGM.
- (2) The scale of membership fees may include:
 - (a) the nomination fee to be paid upon admission to ordinary or corporate membership;
 - (b) the annual membership fee for ordinary and corporate members;
 - (c) such other fees relating to membership as the Board may consider appropriate.
- (3) Annual membership fees are payable:
 - (a) except as provided by paragraph (b), before 1 January , or
 - (b) where the person becomes a member on or after 1 January in any membership year, before 1 January in each succeeding membership year. There will be provision for a pro-rata payment.

14. Liabilities of Members

The liability of a member to contribute to the payment of the debts and liabilities of the Foundation or the costs, charges and expenses of the winding up of the Foundation is limited to the amount, if any, unpaid by the member as required by clause 13.

15. Disciplining of Members

- (1) Where the Board is of the opinion that a member has:
 - (a) persistently refused or neglected to comply with a provision of this Constitution; or
 - (b) persistently and wilfully acted in a manner prejudicial to the interests of the Foundation, the Board may, by resolution:
 - (i) reprimand the member;
 - (ii) suspend the member from such rights and privileges of membership of the Foundation as the Board may determine for a specified period; or
 - (iii) expel the member from the Foundation.
- (2) A resolution of the Board under sub-clause (1) is of no effect unless the Board, at a meeting

held not earlier than 14 days and not later than 28 days after service of a notice on the member under sub-clause (3) confirms the resolution in accordance with this clause.

- (3) Where the Board passes a resolution under sub-clause (1), the Secretary shall, as soon as is practicable, cause a notice in writing to be served on the member:
 - (a) setting out the resolution of the Board and the grounds on which it was based;
 - (b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the place and time of the meeting; and
 - (d) informing the member that the member may:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution; and/or
 - (iii) be accompanied or represented at that meeting as provided for in sub-clause (4).
- (4) A member upon whom a notice has been served pursuant to sub-clause (3) may, by notice in writing to the Board, nominate another person to accompany, assist or represent that member at the meeting referred to in the notice served on the member and, in respect of that meeting, a person so nominated shall have the same rights to make representations to the Board and to have those representations considered as does the member.
- (5) Subject to section 50 of the Act and any nomination made pursuant to sub-clause (4), at a meeting of the Board mentioned in sub-clause (2), the Board shall:
 - (a) give to the member mentioned in sub-clause (1) an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Board at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution of the Board made under sub-clause (1).
- (6) Where the Board confirms a resolution under sub-clause (5), the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of that confirmation and of the member's right of appeal under clause 16.
- (7) A resolution confirmed by the Board under sub-clause (5) does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- (b) where within that period the member exercises the right of appeal, unless and until the Foundation confirms the resolution in accordance with sub-clause 16 (4).

16. Right of Appeal of Disciplined Member

- (1) A member may appeal to the Foundation in general meeting against a resolution of the Board which is confirmed under sub-clause 16 (5) within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) Upon receipt of a notice under sub-clause (1), the Secretary shall forthwith notify the Board, which shall convene a general meeting of the Foundation to be held, subject to sub-clause (3), as soon as is practicable after the date on which the Secretary notifies the Board of receipt of the notice.
- (3) The Secretary shall cause notice of a general meeting convened pursuant to sub-clause (2) to be served on members of the Foundation not less than 21 days before the date set for the meeting.
- (4) Subject to section 50 of the Act, at a general meeting of the Foundation convened under sub-clause (2):
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Board and the member, and where the member has nominated a person pursuant to clause 15 (4), that person shall be given the opportunity to make representations relating to the appeal orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution made under sub-clause 15 (5) should be confirmed or revoked.
- (5) If three quarters of the votes cast in accordance with paragraph (4) (c) are in favor of the confirmation of the resolution made under sub-clause 15 (5), that resolution is confirmed.
- (6) The Secretary shall, within 7 days after the confirmation or revocation of the resolution pursuant to paragraph (4) (c), give written notification of the outcome to the member.

PART IV - MANAGEMENT OF THE FOUNDATION

17. Powers of the Board

- (1) The committee of the Foundation within the meaning of the Act shall be known as the Board.
- (2) The Board, subject to the Act, the Regulations, other legislation of the Territory or of the Commonwealth that applies to the activities of the Foundation, this Constitution and any

resolution passed by the Foundation in general meeting:

- (a) shall control and manage the affairs of the Foundation;
- (b) may exercise all such functions as may be exercised by the Foundation other than those functions that are required to be exercised by the Foundation in general meeting; and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Foundation and the achievement of its Objects.

18. Composition of the Board

- (1) The Board shall comprise:
 - (a) the Office-bearers of the Foundation, each of whom shall be elected pursuant to clause 20 or appointed in accordance with sub-clause 18 (5).
- (2) The Office-bearers of the Foundation shall be:
 - (a) the President;
 - (b) the Vice-President;
 - (c) the Secretary; and
 - (d) the Treasurer.
- (3) In addition to the Board Members elected pursuant to clause 20, the person retiring from the office of President, who shall be known as the Immediate Past President, may continue to hold office as a Member of the Board until the conclusion of the Annual General Meeting next following upon that person's retirement as President.
- (4) Except as provided for in sub-clause (3), each Member of the Board shall, subject to this constitution, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is then eligible for re-election.
- (5) In the event of a vacancy in the membership of the Board, the Board may, subject to sub-clause 20 (1) appoint a member of the Foundation to fill the vacancy and the member so appointed shall hold office, subject to this constitution, until the conclusion of the Annual General Meeting next following the date of appointment, and shall then be eligible for re-election.

19. Substitute Members of the Board

- (1) A Member of the Board who cannot attend a series of meetings (two or more sequential meetings), other than the Immediate Past President, may, subject to clause 20, with the

approval of the Board, appoint another member to act on behalf or in place of that Board Member during such periods as that Board Member may wish to be so represented.

- (2) The nomination of a substitute member:
 - (a) shall be submitted in writing to the Board before the first occasion on which the substitute is to act in the nominating member's place; and
 - (b) may, at any time, be revoked by the nominating member giving written advice of the revocation to the Board.
- (3) A Member of the Board who has appointed a substitute shall advise the Board, in writing, of any period during which the substitute member is to replace the member.
- (4) During any period that a substitute member is acting as a Board Member in the place of a nominating member, the substitute member may exercise the same powers, and shall be subject to the same obligations as the nominating member.
- (5) Substitute Members of the Board shall, while their appointments continue, be eligible to receive notice of Board meetings, minutes and other Board papers equally with other Members of the Board.

20. Election of the Board

- (1) Subject to Section 63 of the Act, any member of the Foundation who has attained the age of 18 years may be nominated for election or appointment to the Board.
- (2) Nominations of eligible members as candidates for election to any position on the Board shall:
 - (a) be made in writing, signed by two members of the Foundation and accompanied by the written consent of the candidate (which may be endorsed on the nomination form);
 - (b) if required by the Board, be accompanied by a statement of not more than 200 words describing the qualifications and suitability of the candidate for election to the Board; and
 - (c) shall be delivered to the Secretary of the Foundation not less than 28 days before the date fixed for the Annual General Meeting at which the election is to take place.
- (3) If the number of nominations received is equal to the number of positions to be filled, the persons nominated shall be taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held in such manner as the Board may direct.
- (5) If insufficient nominations are received, the candidates nominated shall be deemed to be

elected and further nominations shall be received at the Annual General Meeting.

- (6) If insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be vacancies, and may be filled pursuant to sub-clause 18 (5).
- (7) A person is not eligible to simultaneously hold more than one position on the Board.
- (8) There shall be a total of nine (9) Board members elected to the Board. With the exception of the position of Chair, ordinary Board members are elected for a period of two (2) years, with four (4) Board members elected in the first year at the AGM and the remaining four (4) Board members filled by elections at the next AGM. Each Board member may hold office for two years and are able to stand for election for a maximum of five terms (of two years each).

21. Secretary

- (1) The Secretary, or another person authorised by the Board pursuant to sub-clause 28 (3), shall keep minutes of:
 - (a) all elections and appointments of Board members;
 - (b) the names of Board members present at Board and general meetings; and
 - (c) all proceedings at Board and general meetings.
- (2) Minutes of proceedings at a meeting shall be confirmed at the next succeeding meeting of the Board and signed by the person presiding over that meeting.

22. Treasurer

The Treasurer, or another person authorised by the Board, pursuant to sub-clause 28 (3), shall:

- (a) collect and receive all moneys due to the Foundation and make all payments authorised by the Foundation; and
- (b) keep correct accounts and books showing the financial affairs of the Foundation with full details of all receipts and expenditure associated with the activities of the Foundation.

23. Vacancies on the Board

A Member of the Board shall be deemed to have vacated that office if the Board Member:

- (a) is disqualified from office under sub-section 63 (1) of the Act;
- (b) becomes an insolvent under administration within the meaning of the Corporations Law;

- (c) ceases to be a member of the Foundation;
- (d) without the consent of the Board attends none of the meetings of the Board during a period of 6 consecutive months;
- (e) fails to declare a direct or indirect pecuniary interest in a contract or proposed contract, to which the Foundation is or may be a party, as is required by section 65 of the Act;
- (f) resigns from office;
- (g) is removed from office pursuant to clause 24; or
- (h) dies.

24. Removal of Board Members

- (1) The Foundation in general meeting may by resolution, subject to section 50 of the Act, remove any Member of the Board from the office of Board Member before the expiration of the member's term of office.
- (2) Where a Board Member has been removed from office pursuant to sub-clause (1), the meeting may, in accordance with sub-clause 18 (5), by resolution appoint another member in place of the person removed from office. A person so appointed shall hold office until the conclusion of the Annual General Meeting following that appointment, and shall then be eligible for re-election.

25. Board Meetings and Quorum

- (1) the Board shall meet, not less than 6 times in each financial year, at such times and places as it may determine from time to time.
- (2) Additional meetings of the Board may be convened by any Member of the Board.
- (3) Except where the President determines that a meeting is so urgently required as to justify a shorter period of notice, the Secretary shall, not less than 7 days before a meeting of the Board, notify each Member of the Board of the time and place of the meeting.
- (4) Notice of a meeting given under sub-clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting except business which the Board Members present at the meeting unanimously agree to treat as urgent business.
- (5) A quorum for a meeting of the Board shall be one half of the number of its members at the time of the meeting or the closest whole number above that fraction.
- (6) No business shall be transacted at any meeting of the Board unless a quorum is present and if within half an hour after the time appointed for the meeting a quorum is not present the

meeting stands adjourned to the same place and hour of the day in the following week.

- (7) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- (8) At meetings of the Board:
 - (a) the President shall preside, provided that if the President is absent or unwilling to preside, the Vice-President shall preside; or
 - (b) if neither the President nor the Vice-President is present and willing to preside, the Board Members present may elect one of their number to preside.

26. Committees of the Board

- (1) The Board may, by instrument in writing, delegate to one or more committees (consisting of such members of the Foundation as the Board thinks fit) the exercise of such of the Board's functions as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a function imposed on the Board by the Act, by any other law of the Territory, or by resolution of the Foundation in general meeting.
- (2) A function, the exercise of which has been delegated to a committee by the Board under this clause may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this clause, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) Any committee appointed under this clause shall keep records of its activities in similar detail to those required to be kept by the Secretary and Treasurer in respect of meetings and activities of the Board.
- (7) A committee may meet and adjourn as it thinks proper.
- (8) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.

27. Voting and Decisions by the Board

- (1) Questions arising at a meeting of the Board or of any committee appointed by the Board shall be determined by a majority of the votes of the members of the Board or committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any committee appointed by the Board (including the person presiding at the meeting) shall be entitled to one vote and, in the event of an equality of votes on any question; the question shall be resolved in the negative.
- (3) A resolution in writing signed by all members of the Board entitled to receive notice of and vote at a meeting of the Board shall have the same force and effect as if it had been passed at a duly convened meeting of the Board. Such a resolution may consist of several documents, in similar form, each signed by one or more members of the Board indicating that they are in favour of the resolution set out in the document. (*This is to achieve compatibility with Section 249A of the Corporations Act 2001*)
- (4) Subject to sub-clause 26 (5), the Board may act, notwithstanding any vacancy in its body, but if and so long as its number is reduced below 2, the Board may act only for the purposes of:
 - (a) dealing with business of an urgent nature;
 - (b) filling a vacancy on the Board; or
 - (c) convening a general meeting of the Foundation.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Member of the Board or committee.

28. Employees of the Foundation

- (1) The Board may employ, appoint or enter into contracts with persons for any purposes of the Foundation, and may vary or terminate such arrangements from time to time.
- (2) Where the Board employs, appoints or enters into a contract with a person for that person to manage or administer part or all of the activities of the Foundation, the Board may authorise that person to be one of the signatories of cheques drawn upon one or more of the Foundation's bank accounts for the purposes of the area of administration or activity for which that person has been made responsible.
- (3) The Board may authorise a person engaged pursuant to sub-clauses (1) and (2) to execute any of the functions of the Secretary or Treasurer in accordance with procedures approved by the Secretary or Treasurer as appropriate.

29. Resolution of Disputes

- (1) The Board, subject to this Constitution and any applicable legislation, shall:
 - (a) formulate, approve and, promulgate procedures for the resolution of disputes between the Foundation and any of its members, employees, contractors or clients;
 - (b) by such measures as it deems sufficient bring such procedures to the notice of persons who are or may become parties to such disputes; and
 - (c) ensure that the approved procedures are followed in dealing with all such disputes.

30. The Public Officer

- (1) Subject to the Act, the Board shall appoint a person who is at least 18 years of age and who resides in the A.C.T. to be the Foundation's Public Officer, and may vary or renew such appointment from time to time.
- (2) Subject to this Constitution, the Public Officer may in addition to that office hold any other office of the Foundation.

PART V - GENERAL MEETINGS

31. Annual General Meeting

- (1) Subject to section 120 of the Act, the Foundation shall, at least once in each calendar year and within the period of 5 months after the expiration of each financial year of the Foundation, convene an Annual General Meeting of its members.
- (2) The Annual General Meeting of the Foundation shall, subject to the Act, be convened on such date and at such place as the Board thinks fit.
- (3) In addition to any other business which may be transacted at an Annual General Meeting, the business of the Annual General Meeting shall be:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any other general meeting held since that meeting that have not previously been confirmed;
 - (b) to receive from the Board reports on the activities of the Foundation during the last preceding financial year;
 - (c) to receive and consider the statements and reports that are required to be submitted to members pursuant to section 73 of the Act;
 - (d) to appoint or re-appoint Auditors for the ensuing financial year; and
 - (e) to elect Office-bearers of the Board for the ensuing year.

32. General Meetings - Calling of

- (1) The Board may, whenever it thinks fit, convene a general meeting of the Foundation.
- (2) The Board shall, on the requisition in writing of not less than 5 per centum of the total number of members of the Foundation or 5 members, whichever is the greater number, convene a general meeting of the Foundation.
- (3) A requisition for a general meeting:
 - (a) shall state the purposes of the meeting;
 - (b) shall be signed by the members requisitioning the meeting;
 - (c) shall be lodged with the Secretary; and
 - (d) may consist of several documents in similar form, each signed by one or more of the requisitioning members.
- (4) If the Board fails to convene a general meeting of the Foundation within 1 month of the date on which a requisition is lodged with the Secretary, any of the signatories of the requisition may convene a general meeting to be held not more than 3 months after that date.
- (5) A general meeting convened pursuant to sub-clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who thereby incurs expense is entitled to be reimbursed by the Foundation for any reasonable expense so incurred.

33. Notice of General Meetings

- (1) The Secretary shall, at least 21 days before the date fixed for the holding of a general meeting, cause to be sent by pre-paid post to every member of the Foundation at their addresses as recorded in the register of members, a notice specifying the place, date and time of the meeting, and the nature of the business to be conducted at the meeting.
- (2) The notice of a general meeting shall include a proxy form and information on the appointment and use of proxies.
- (3) The notice of an Annual General Meeting shall include;
 - (a) copies of the statements and reports mentioned in paragraphs 31 (3) (b) and (c); and
 - (b) the names of the persons nominated for election to the Board and copies of the statements of qualifications and suitability in support of their candidacy lodged pursuant to sub-clause 20 (2).
- (4) Where the business proposed to be dealt with at a general meeting is or includes a special resolution of the Foundation, the Secretary shall include with the notice sent in accordance with sub-clause (1) notice of the intention to propose the special resolution and its text.

- (5) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to sub-clause 31 (3).
- (6) A member desiring to bring any business before a general meeting may give notice of that business to the Secretary who shall include that business in the notice calling the next general meeting after receipt of the notice from the member.

34. General Meetings - Quorum and Procedures

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) Five percent of the total number of members of the Foundation or 5 members, whichever is the greater number, present in person (being persons entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice given to members before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the commencement of the meeting, the members present (being not less than 4) shall constitute a Quorum. The meeting shall be dissolved if a quorum and such business as was to have been considered by the adjourned meeting may, subject to the Act and any direction by the Registrar General, be determined by the Board.

35. Presiding member

The President or, in the absence of the President, the vice-President, shall preside at each general meeting of the Foundation but, if neither the President nor the vice-President is present within 15 minutes from the time appointed for the meeting, or neither agrees to preside, the members present, provided they comprise a quorum, shall elect one of their number to preside.

36. Adjournment

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of, and shall, if it is so resolved by a majority of the members present, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

- (2) Where a general meeting is adjourned for 14 days or more, the Secretary shall give written notice of the adjourned meeting to each member of the Foundation stating the date, place and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as required by sub-clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

37. General Meetings - Decisions

- (1) A question arising at a general meeting of the Foundation shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or lost, or an entry to that effect is in the minute book of the Foundation, is evidence of the fact without proof of the number or proportion of the votes for or against that resolution.
- (2) At a general meeting of the Foundation, a poll may be demanded by the person presiding or by not less than 3 members present or represented by proxy at the meeting.
- (3) Where a poll is demanded at a general meeting, the poll shall be taken:
 - (a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the decision of the meeting on that matter.

38 General Meetings - Voting

- (1) Upon any question arising at a general meeting of the Foundation a member has 1 vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- (3) In the case of there being an equality of votes the question shall be resolved in the negative.
- (4) A member or proxy is not entitled to vote at a general meeting of the Foundation unless all money due and payable by the member or proxy to the Foundation has been paid.

39 Appointment of proxies

- (1) Each financial member of the Foundation shall be entitled to appoint another financial member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

PART VI - MISCELLANEOUS

40 Patron

The Foundation may appoint a Patron or Patrons whose appointment or appointments shall continue until the appointee resigns or is otherwise removed.

41. Funds of the Foundation

- (1) The funds of the Foundation shall be derived from member's subscriptions, appeals, donations, functions, interest and earnings received from the investment of moneys, and such other fund raising activities that the Board, subject to section 114 of the Act, deems appropriate.
- (2) The Board may raise or borrow for the purposes of the Foundation any sum or sums of money either upon mortgage or charge of any of the property of the Foundation and may make facilities that are for the time being surplus to the requirements of members available to kindred organisations, but shall not otherwise sell or dispose of any of the lands, buildings, or facilities for members other than in accordance with a special resolution of the Foundation.
- (3) Receipts shall be issued for all moneys received by the Foundation and all such moneys shall be deposited as soon as is practicable and without deduction to the credit of the Foundation's bank account or accounts.

42. Management of the Foundation's funds

- (1) The funds and property of the Foundation shall, subject to this Constitution and any special resolution passed by the Foundation in a general meeting, be managed by the Board and used solely in pursuance of the objects of the Foundation in such manner as the Board determines from time to time.
- (2) Subject to this Constitution, the Board may invest funds of the Foundation that are not immediately required, and may vary such investments from time to time.
- (3) The Board may invest funds of the Foundation in:
 - (a) securities of or guaranteed by the Government of the Commonwealth or of a State or Territory;
 - (b) fixed deposits with an approved bank as defined by sub-section 5 (1) of the Banking Act 1959;
 - (c) bills of exchange endorsed or accepted by an approved bank as defined by sub-section 5 (1) of the Banking Act 1959; and
 - (d) investment savings accounts with a savings bank as defined by sub-section 5 (1) of the Banking Act 1959; or
 - (e) any recognised publicly offered investment fund that guarantees the return of the amount invested on maturity.

- (4) The Board may invest funds of the Foundation in investments other than those of the kinds described in sub-clause (3) only where such other investment is made in accordance with a financial strategy formulated as if the Board were subject to the Section 14C of the Trustee Act 1925 of the State of New South Wales.
- (5) Where the Board invests moneys of the Foundation pursuant to sub-clause (4) or varies such investments, the Board shall, within three months following the date on which such investment or variation is made, bring to the notice of the members of the Foundation the nature and extent of the investment or investments it has made or varied.
- (6) No part of the moneys or property of the Foundation shall in any manner be paid or transferred to any member of the Foundation except in the form of remuneration for goods or services actually supplied to the Foundation by the member, or in circumstances where the member would be entitled to receive that payment or transfer from the Foundation regardless of being or not being a member of the Foundation.
- (7) Every payment drawn on the Foundation's bank account/s shall be signed by any two persons authorized by the Board as signatories to the account/s of the Foundation, with at least one of them being the Public Officer or a member of the Board. The Board may otherwise provide for the manner in which payments may be so made and authorise persons who are not members of the Board to make payments.
- (8) Any instructions to be given by the Foundation to any of its Bankers shall be signed by two persons authorized by the Board as signatories to the account/s of the Foundation, with at least one of them being the Public Officer or a member of the Board. Any instruction not so signed shall be deemed invalid.

43. Custody of and Access to Records of the Foundation

- (1) The records, books and other documents of the Foundation shall be kept by or under the control of the Board or a person appointed by the Board pursuant to sub-clause 30 (2) to manage all of the day to day activities of the Foundation.
- (2) The records, books and other documents of the Foundation shall include records detailing all receipts, expenditures and activities of the Foundation
- (3) The records, books and other documents of the Foundation shall be open to inspection by appointment, free of charge, by any member of the Foundation at any time during the hours that the office is open as notified pursuant to section 121 of the Act.
- (4) The Board or a person appointed by the Board pursuant to sub-clause 30 (2) to manage all of the day to day activities of the Foundation shall:
 - (a) keep accounting records that correctly record and explain the transactions (including any transactions as trustee) and the financial position of the Foundation;
 - (b) keep the accounting records in such way that:

- (1) true and fair accounts of the Foundation can be prepared from time to time; and
- (2) a statement of the accounts of the Foundation can conveniently and properly be audited in accordance with Part V of the Act.
- (3) retain the accounting records for at least 7 years after the transactions to which they related were completed.

44. Auditor

In accordance with Part V of the Act and Regulation 13 the Board shall appoint one or more persons as Auditors of the Foundation and subject to any decision of the Foundation in general meeting, may renew such appointments from time to time.

45. Common Seal

- (1) The Board and the person appointed by the Board pursuant to sub-clause 28 (2) to manage all of the day to day activities of the Foundation shall make proper arrangements for the safe custody of and access to the common seal of the Foundation.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of two members of the Board, or, where the Board has appointed a person pursuant to sub-clause 30 (2) to manage all of the day to day activities of the Foundation one Member of the Board and that person.

46. Service of Notices

For the purposes of this Constitution, a notice may be served by or on behalf of the Foundation upon any member either personally or by sending it by post or by email to the member's address shown in the register of members. Where a document is sent to a person by mail by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

47. Amendment of the Constitution of the Foundation

The Objects and Rules set out as clauses of this Constitution may be altered only by special resolution of the Foundation in general meeting as provided for in Division 4 of Part III of the Act.

48. Surplus Property upon Winding Up of the Foundation

On the dissolution or the completion of the winding up of the Foundation, if any surplus moneys or property of any kind remains such surplus shall vest in Havelock Housing Association Incorporated or, if there is no such institution, in such other associations or

institutions that satisfy the requirements of section 92 of the Act and have been nominated by special resolution of the Foundation in a general meeting. Where such a resolution has been made on or before the winding up or dissolution of the Foundation, the Board shall cause to be lodged with the Registrar-General a notice in writing, signed by at least two members of the Board, certifying that the special resolution was duly passed.

I Marc Wilson, Chair of the General Meeting of the Rooftop Foundation Incorporated, do hereby certify that this and the preceding 22 pages comprise the Constitution of the Foundation, approved and adopted as the Constitution of the Foundation.

DATED at Canberra this 15th Day of November 2017.