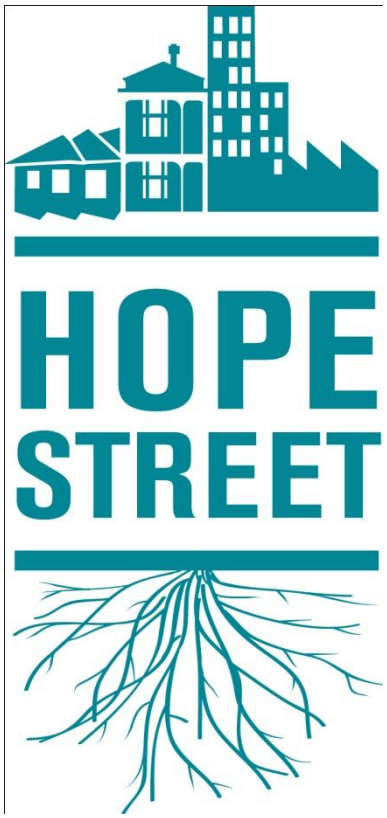

Corporations Act

A Company Limited by Guarantee

CONSTITUTION

of

Hope Street Youth and Family Services Limited

20th of May 2014

CONSTITUTION

NAME

1. The name of the Company is Hope Street Youth and Family Services Limited.

OBJECTS

2. The objects for which the Company is established are

2.1 to provide specialist support, crisis accommodation and housing services to vulnerable young people and their children who experience homelessness or are at risk of homelessness

2.2 to promote social and economic development and economic diversification for the sustainability of the Company

2.3 to achieve partnerships with stakeholders in the wider community that redress youth homelessness

2.4 to expand funding/income streams to grow the Company's capacity and responsiveness to the growing needs of vulnerable and disadvantaged young people and families in our communities

2.5 to facilitate the receipt of funding from the Commonwealth, State/Territory and private funding sources, in order to improve the Company's capacity and capability in responding to youth homelessness and adding social value to local communities

2.6 to establish or be a member of any corporation or association for the purpose of furthering the participation of the Company in the provision of services, products and/or housing for young people.

2.7 to develop innovative programs that achieve meaningful outcomes in service delivery, sector development and social change that will benefit young people and their children experiencing homelessness or who are at risk of homelessness

3. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of charitable purposes and the objects of the Company as set forth in this Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, or by way of dividend, bonus or otherwise, to the members of the Company provided that nothing herein contained shall prevent the payment in good faith of remuneration to any directors, officers or servants of the Company or to any members of the Company in return for any services actually rendered to the Company nor for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Constitution on money borrowed from any member of the Company or reasonable and proper rent for premises demised or let by any member of the Company.

4. The liability of the members is limited.

5. Every member of the Company undertakes to contribute to the assets of the Company in the event of it being wound up while remaining a member, or within one year after ceasing to be a member, for payment of the debts and liabilities of the Company contracted before ceasing to be a member, and the costs, charges and expenses of winding up and for adjustment of the rights of contributors among themselves such amount as may be required not exceeding twenty dollars.

6. If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the company but shall be given or transferred to some institution or institutions having objects similar to the objects of the Company and whose Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company

under or by virtue of the fourth paragraph hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

7. True accounts shall be kept of the sums of money received and expended by the Company and the matters in respect of which such receipt or expenditure takes place and of the property, credits and liabilities of the Company and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being shall be open to the inspection of the members. Once at least in every year, the accounts of the Company shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Corporations Act.

8. No addition, alteration or amendment shall be made to or in the second paragraph of this Constitution for the time being in force, unless the same shall have been previously submitted to and approved by the Australian Securities Commission.

9. Paragraphs three, four and seven are pursuant to Section 150 of the Corporations Act. The Company is not required to have the word 'Limited' at the end of its name as the Company is registered under and shall adhere to the Australian Charities and Not-for-profits Commission Act 2012, and the Company's Constitution prohibits the company paying fees to its directors, and requires its directors to approve all other payments the Company makes to directors.

10. The names of the Foundation Members of the Company are as follows:
- Vivienne Archdall
- Judith Cooke
- Jo Connellan
- Andrew Nette
- Helen Riseborough
- Wayne Street

CONSTITUTION

INTERPRETATION

1. In these regulations
   - 1.1 "the Act" means the Corporations Act 2001
   - 1.2 "activities" or "activity" includes preparation and research of any matters or materials relating to the objects of the company, attending lectures, workshops or seminars conducted or organised by the Company (with or without any other person or organisation), receiving written material (which expression includes pamphlets, brochures, advertisements, books, publications, data, lists, audio recordings, visual recordings, computer generated material and discs) relating to the company its activities or its objects, attending social or recreational functions conducted or organised by the Company (with or without any other person or organisation), and involvement or participation in any capacity in any sponsoring or promotional work conducted or organised by the Company (with or without any other person or organisation);
   - 1.3 "the Board" means the Board as duly constituted from time to time pursuant to these Constitution;
   - 1.4 "the Company" means Hope Street Youth and Family Services Limited (being a company limited by guarantee incorporated under the Act) and, unless the context otherwise requires, includes Members of the Company;
   - 1.5 "participation" and "participate" includes attending, having the right to receive and having the right to vote;
   - 1.6 "the seal" means the common seal of the Company;
   - 1.7 "Secretary" means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;
   - 1.8 "State" means the State of Victoria;
   - 1.9 "Treasurer" means any person appointed to perform the duties of a treasurer of the Company and includes an honorary treasurer;
   - 1.10 expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and other modes of representing or reproducing works in a visible form;
   - 1.11 Words or expressions contained in these regulations shall be interpreted in accordance with the provision of the Acts Interpretation Act 1958 and of the Act as in force at the date at which these regulations become binding on the Company.

2 The Company is established for the purposes set out in the Constitution.

MEMBERSHIP

3. a) The maximum number of Members of the Company shall be twenty but the Board may from time register an increase in Members.

   b) Notwithstanding any other provisions of this Constitution, Membership of Company shall be only open to:
      - i) Individuals and organisations and partnerships which add value to the objects for which the Company was established

c) The members of the Company shall be the Foundation Members, those who qualify for membership and who apply for membership to, and whose application is accepted by, the Board. A register of members shall be kept by the Secretary in accordance with the Corporations Act.

d) All members shall be entitled to nominate one Director to the Board (to a maximum of eight Directors).

FEES AND CHARGES

4. Any membership fees payable by a Member of the Company are in addition to and not in substitution for any fees, levies or other charges which the Board resolves to impose on a Member for use by the Member of specific facilities of the Company or participation by the Member in any specific activities of the Company.

CESSATION OF MEMBERSHIP

5. A Member shall cease to be a Member of the Company if it resigns, is expelled or fails to renew its membership.

6. Any Member of the Company may resign its membership by written notice to the Secretary and the Member's resignation shall be deemed to take effect from the date of serving of the notice on the Secretary. Any Member who resigns shall not be entitled to any refund of membership or enrolment fees already paid.

7. The Board may temporarily suspend Members in a class for omitting to carry out their obligations in that class or for misconduct in relation to that class. Such temporary suspension shall apply until the Member in question has fulfilled his or her obligations or has satisfied the Board's requirements with regards to rectifying his or her breaches of conduct and the revocation of suspension shall have retrospective effect if necessary.

8. The Board may with the approval of the Company in General Meeting expel any Member of the Company for failing to fulfil his or her obligations or for serious misconduct, reasons of which must be given to the Member in the expulsion notice. No expulsion shall take effect until the Member in question has first been given the opportunity to explain to the Company in General Meeting the reasons for his failure or misconduct.

9. Any Member expelled from the Company shall have the right to request reinstatement. Such request shall be considered by the Board and if the Board agrees that there are good grounds for reinstatement the issue of reinstatement shall be put to the vote at a General Meeting of the Company to be called in accordance with the procedures set out in these Articles.

GENERAL MEETINGS

10. The first General Meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Company, and at such place as the Board may determine.

11. An Annual General Meeting of the Company shall be held in accordance with the provision of the Act but not later than the 30th of December of each year. All General Meetings, other than the Annual General Meetings, shall be called extraordinary General Meetings.

12. A majority of Directors of the Board may whenever they think fit requisition an extraordinary General Meeting, and an extraordinary General Meeting shall be convened on such requisition or in default may be convened by such requisitions as provided by the Act.

13. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty-one days' notice at the least (exclusive of the day on which the notice is served or deemed to be served), but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.

14. All business shall be special that is transacted at an extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration or accounts, balance-sheets, the report of the Board and Auditors, the appointment and fixing of the remuneration of the Auditors, the election of officers and other Members of the Board.

15. The following business shall be transacted at an Annual General Meeting of the Company:
    - 15.1 Confirmation of the minutes of the last Annual General Meeting and any General Meeting since the last Annual General Meeting.
    - 15.2 Directors' report of the Company's activities
    - 15.3 Financial report
    - 15.4 Any Other General reports (including Chief Executive Officer's report)
    - 15.5 Election of Directors to the Board.
    - 15.6 Any other business on the agenda for the Annual General Meeting

16. The agenda of a General Meeting shall be sent out with the Notice for that General Meeting.

17. Any Member who wishes to bring any business before a General Meeting must give notice in writing of that business to the Chair not less than one (1) week prior to the date of that meeting.

PROCEEDINGS AT GENERAL MEETINGS

18. No business shall be transacted at any General meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, five Members present in person shall be a quorum.

19. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in a fortnight's time at the same time and place, or to such other day and at such other time and place as the Board may determine. No quorum shall be required for an adjourned General Meeting.

20. The Chair shall preside as Chair at every General Meeting of the Company, or if there is no Chair, or s/he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-Chair shall be the Chair or if the Vice-Chair is neither present or is unwilling to act then the Members present shall elect one of their number to be Chair of the meeting.

21. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but not business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

22. Only ordinary Members who have paid their annual membership fee (if applicable) prior to the General Meeting and who have been registered as ordinary Members of the Company for a period of at least three months may vote at a General Meeting (other than the first General Meeting).

23. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands. A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

24. In the case of an equality of votes the Chair of the meeting at which the show of hands takes place shall be entitled to a second or casting vote.

25. A Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a Member or a representative of a Member shall have one vote.

26. Ordinary Members and any representative present at a General Meeting may hold any number of proxy votes.

27. A Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote by her/his committee or by her/his trustee or by such other person as properly has the management of her/his estate, and any such committee, trustee or other person may note by proxy or attorney.

28. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of her/his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a Member of the Company.

29. Where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

HOPE STREET YOUTH AND FAMILY SERVICES LIMITED

I, of .....

..... being a Member of the above named Company,

hereby appoint .....

of .....

as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) General Meeting of the Company, to be held on day of 20 , and at any adjournment thereof.

Signed this day of 20 .
This form is to be used: in favour of
against
the resolution. Strike out whichever is not desired (unless otherwise instructed, the proxy may vote as he thinks fit).

30. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of authority shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

31. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no notification in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

BOARD AND OFFICERS

32. The number of Directors of the Company shall not be less than 5 or more than 8. The Directors will appoint a Chair of the Board, and Chairs of relevant Committees and Sub-committees from among their number, and a Company Secretary who may or may not also be a Director. The initial Directors shall be made up of one representative of each of the Foundation Members.

33. (i) The initial Directors shall hold office until the first Annual General Meeting. The subsequent Directors shall be appointed in accordance with the nomination of Members.

33. (ii) If the office of a Director becomes vacant, the Member nominated that Director shall, unless the member has ceased to be a Member of the Company, have the right to nominate another Director to the Board.

34. In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporation Law, the office of a Director shall become vacant if the Director
    34.1 becomes an insolvent under administration
    34.2 dies
    34.3 resigns his or her office by notice in writing to the Secretary
    34.4 by the operation of Article 48.

35. The business of the Company shall be managed by the Board which shall exercise all the powers of the Company subject to the provision of the Act, and no such regulations as may be prescribed by the Company in General Meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

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

37. Subject to these regulations questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of the Members of the Board shall for all purposes be deemed a determination of a Board. In case of an equality of votes the Chair of the meeting shall have a second or casting vote.

38. A member of the Board shall not vote in respect of any contract or proposed contract with the Company in which s/he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.

39. A quorum necessary for the transaction of the business of the Board shall be four. No business shall be transacted unless a quorum is present or two Directors present and two Directors by written proxy (vested in one or more Directors in attendance).

Proxy votes shall be in the following form:

HOPE STREET YOUTH AND FAMILY SERVICES LIMITED

I, of .....

..... being a Director of the above named Company Board,

hereby appoint .....

of .....

as my proxy to vote for me on my behalf at the Board Meeting of the Company, to be held on day of 20 .

Signed this day of 20 .

"The signed proxy shall be deposited at the registered office of the Company or at such other place within the State as is specified for the purpose in the notice convening the meeting not less than twenty-four hours before the time for holding the meeting"

40. The Chair shall preside as Chair at every meeting of the Board, or if there is no Chair or if at any meeting s/he is not present within ten minutes after the time appointed for holding the meeting, the Vice-Chair shall be Chair or if the Vice-Chair is not present at the meeting, then the members may choose one of their number to be Chair of the meeting.

41. The Board may delegate any of its powers to a sub-committee or sub-committees consisting of such member or members of the Board as they think fit; any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board, including the power to co-opt other than members of the Board, such other members not to have voting rights.

42. A sub-committee may elect a Chair of its meetings; if no such Chair is elected, or if at any meeting the Chair is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their member's to be Chair of the meeting.

43. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of any equality of votes the Chair shall have a second or casting vote.

44. All acts done by any meeting of the Board or of a sub-committee shall, notwithstanding that it is afterwards discovered that there was some defect or disqualification in the appointment of any member of the Board or of a sub-committee be as valid as if every such person had been duly appointed and was qualified to be a member of the said Board or sub-committee.

45. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

46. Minutes shall be taken of all business transacted at each meeting of the Board. The minutes will be presented for approval at the next Board Meeting and signed by the Chair if accepted as true and correct record.

47. The Board shall meet at least 4 times a year. A Board may be convened at the request of the Chair or at the request of a majority of Directors of the Board.

48. Any Director who is absent from three consecutive meetings of the Board, without a valid excuse acceptable to the Chair, shall be deemed to have resigned his or her position as a Director of the Board and his or her position shall become vacant.

SEAL

49. The Board shall provide for the safe custody of the seal with shall only be used by the Authority of the Board or of a sub-committee of members of the Board authorised by the Board in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be counter-signed by the Secretary or by a second member of the Board or by some other person appointed by the Board for that purpose.

CUSTODY OF BOOKS

50. Except as otherwise provided in the Act or these Articles, the Secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Company.

REGISTER OF MEMBERS

51. The Secretary shall keep and maintain current a register of all Members of the Company. The register shall contain the full name, address, class of membership and date of entry of each Member. Upon application to the Secretary, Members of the Company may obtain details of the name, class and date of entry of any Member of the company but the Secretary shall not disclose details of any Member's address without the prior consent of that Member.

ACCOUNTS

52. The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Act, provided however that the Board shall cause to be made out and laid before each Annual General Meeting a balance-sheet and profit and loss account made up to a date not more than three months before the date of the meeting.

53. For the purposes of Clause 4 of the Constitution, the rate of interest shall not exceed the lowest rate paid for the time being by registered and government secured Banks of Australia in respect of term deposits.

54. The accounts and books of the Company shall be available for inspection by Members during normal business hours upon 24 hours prior notice to the Secretary.

55. A properly qualified and registered Auditor or Auditors shall be appointed and her/his or their remuneration fixed and duties regulated in accordance with the Act.

NOTICES

56. A notice may be given by the Company to any Member either personally or by sending it by post to her/his registered address, or (if s/he has no registered address within the State) to the address, if any, within the State supplied by her/him to the Company for the giving of notices to her/him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

57. Notice of every General Meeting shall be given in any manner hereinbefore authorised to
57.1 Every Member except those Members who (having no registered address within the State) have not supplied to the company an address within the State for the giving of notices to them; and
57.2 The Auditor or Auditors for the time being of the Company.

No other person shall be entitled to receive notices of General Meeting.

INDEMNITY, CHEQUES, BILLS ETC.

58. Every person who is or has been an officer of the Company is indemnified (to the maximum extent permitted by law) out of the property of the Company against:

58.1 All liability to another person (other than the Company or a related body corporate of the company) unless the liability arises out of conduct involving a lack of good faith;

58.2 All liability (including liability for costs and expenses) incurred by the person:
58.2.1 in defending proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted; or
58.2.2 in connection with an application in relation to such proceedings in which the court grants relief to the person under the Act.

58.3 The Company may pay any premium in respect of a contract insuring any person who is or has been an officer of the Company against any liability incurred by the person as an officer provided that the liability does not arise out of conduct involving
58.3.1 a wilful breach of duty in relation to the company; or
58.3.2 a contravention of Section 232(5) or Section 232(6) of the Act.

58.4 Notwithstanding Article 57.3 the Company may pay any premium in respect of a contract insuring any person who is or has been an officer of the Company against liability for costs and expenses incurred by that person in defending any proceedings, whether civil or criminal and whatever the outcome.

58.5 For the purposes of this Article, "officer" means an officer as defined in Section 241 of the Act.

59. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by at least two persons authorised by the Board for this purpose.

60. Winding up and cancellation

60.1 If the Company is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another Company to which income tax deductible gifts can be made:
- Gifts of money or property for the principal purpose of the Company

- Contributions made in relation to an eligible fundraising event held for the principal purpose of the Company
- Money received by the Company because of such gifts and contributions

60.2 The winding up requirement for surplus gifts and contributions will also be met where the Company winding up clause requires all surplus assets to be transferred to another DGR. In this case, the DGR must have a separate rule regarding distribution of surplus gifts and deductible contributions in the event of revocation of DGR endorsement. This may be wound up by special resolution