



# National Shelter

## Constitution

18 July 2019

Prepared in accordance with the  
Australian Capital Territory  
Associations Incorporation Regulation 1991  
made under the  
Associations Incorporations Act 1991  
(re-publication as of 13<sup>th</sup> September 2011)

**Note:** The *Legislation Act 2001 (ACT)* applies to this Constitution in the same way as it would if it was an instrument made under the *Associations Incorporations Act 1991 (ACT)*.

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## **PART 1 NATIONAL SHELTER INCORPORATED - RULES OF THE ASSOCIATION**

### **1. Objects**

- (1) The goal of National Shelter is the realisation of a housing system which ensures that:
  - (a) every person has access to affordable, appropriate, safe and secure housing;
  - (b) the provision of housing is free from discrimination; and
  - (c) housing enhances the health, dignity and life opportunities of consumers.
- (2) National Shelter is formed with the principal object of working towards benevolent relief of poverty, distress or disadvantage suffered by individuals or families in Australia by:
  - (a) advocating to government, the non-government sector and the general public, the interests of low-income housing consumers and people who otherwise experience disadvantage in the housing market;
  - (b) facilitating and promoting the participation of housing consumers and people who otherwise experience disadvantage in the housing market, in the formulation of housing policy and the practices regarding the provision of housing;
  - (c) gathering, analysing, and disseminating information on housing and housing related issues in order to:
    - (i) provide information to resource member organisations and other community groups;
    - (ii) raise awareness of housing issues within the general community; and
    - (iii) inform and influence government on housing needs, issues and policies;
  - (d) providing a forum for State and Territory shelter organisations within which to identify housing needs and issues, analysing and developing housing policy, and coordinating action on a national level;
  - (e) to promoting and facilitating a high level of liaison and networking between National Shelter and other national peak community organisations in order to ensure a coordinated and informed approach to policy and action on housing and housing related issues;
  - (f) pursuing and maintaining active networks between National Shelter and relevant industry groups, trade unions, academic and research organisations and the media in order to further the aims of National Shelter; and
  - (g) maintaining National Shelter as a viable and effective national organisation and to enhance the organisation's capacity to achieve its goal.
- (3) In addition to the objects of National Shelter identified at **rule 1(2)**, the objects and purposes of National Shelter will include:
  - (a) the purchase, taking on the lease or in exchange, the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of National Shelter;
  - (b) the buying, selling and supplying of and dealing in goods of all kinds;

- (c) the construction, maintenance and alteration of building or works necessary or convenient for any of the objects or purposes of National Shelter;
- (d) the accepting of any gift, whether subject to a special trust or not, for any one (1) or more of the objects or purposes of National Shelter;
- (e) the taking of such steps from time to time as the National Council or the Members in General Meeting may deem expedient for the purpose of procuring contributions to the funds of National Shelter, whether by way of donations, subscription, or otherwise;
- (f) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the National Council or the Members in General Meeting may think desirable for the promotion of the objects and purposes of National Shelter;
- (g) the borrowing and raising of money in such manner and on such terms as the National Council may think fit or as may be approved or directed by resolution passed at a General Meeting; and securing the repayment of money so raised or borrowed or the payment of a debt or liability of National Shelter by giving mortgages, charges or securities upon or over all or any of the seal or personal property of National Shelter;
- (h) subject to the provisions of the *Trustee Act 1925* (ACT), the investment of any moneys of National Shelter not immediately required for any of its objects or purposes in such manner as the National Council may from time to time determine;
- (i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which section 30 of the *Income Tax Assessment Act 1997* (Cth) relates;
- (j) the establishment and support, or the aiding in the establishment and support of associations, institutions, funds, trusts, schemes, and conveniences calculated to benefit staff or past staff of National Shelter and their dependents, and making of payments towards insurance in relation to any of these purposes;
- (k) the establishment and support or aiding in the establishment or support, of any other body corporate formed for any of the basic objects of National Shelter; and
- (l) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of National Shelter or of any of the objects and purposes specified in the foregoing provisions of this **rule 1**.

## **PART 2        DEFINITIONS AND INTERPRETATION**

### **2.     Dictionary**

- (1) In this Constitution, unless the contrary intention is expressed, the following definitions are used:

"Act" means the *Associations Incorporations Act 1991* (ACT);

"Annual General Meeting" means the annual general meeting of Members convened in accordance with **rule 22**;

"Associate Member" has the meaning given in **rule 3**;

"Constitution" means this Constitution and includes any schedules or attachments;

"deductible gift recipient" has the meaning given in the *Income Tax Assessment Act 1997* (Cth);

"Deemed Member" has the meaning given in **rule 3**;

"Delegate" means a delegate of a Member body corporate or an individual Deemed Member;

"General Meeting" means a general meeting of Members convened in accordance with **rule 24**;

"Honorary Member" has the meaning given in **rule 3**;

"Member" means a member of National Shelter;

"National Council" means the National Council of National Shelter as established under **Part 4**;

"National Member" has the meaning given in **rule 3**;

"National Shelter" means the incorporated association known as 'National Shelter';

"Register of Members" means the register of National Shelter's Members established and maintained under section 67 of the Act;

"Office Bearer" has the meaning give in **rule 14**;

"Public Officer" has the meaning given in **rule 18**;

"Regulation" means the *Associations Incorporations Regulation 1991 (ACT)*;

"Special Resolution" means a resolution notice of which is given under **rule 25** and passed in accordance with section 70 of the Act; and

"State Member" has the meaning given in **rule 3**;

(2) In this Constitution, unless the contrary intention is expressed:

- (a) "body corporate" includes incorporated bodies;
- (b) the singular includes the plural and vice versa;
- (c) another grammatical form of a defined word or expression has a corresponding meaning;
- (d) a reference to a rule, paragraph, part, schedule or attachment is to a rule, paragraph or part of, or schedule or attachment to, this Constitution;
- (e) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them; and
- (f) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.

## **PART 3 MEMBERSHIP OF NATIONAL SHELTER**

### **3. Membership Qualifications**

#### **Classes of Membership**

(1) Membership of National Shelter will consist of the following five (5) classes of Membership:

- (a) State Members;
- (b) National Members;
- (c) Deemed Members;
- (d) Honorary Members; and
- (e) Associate Members,

and with the exception of Honorary Members and Associate Members, Membership will be restricted to those incorporated body corporates or individuals (as applicable) that satisfy the eligibility criteria as described in this **rule 3**.

### **State Members**

(2) State Members will be those incorporated body corporates that are considered by a majority of the National Council to satisfy the following qualifications:

- (a) the body corporate's objects accord with the objects contained in **rule 1**;
- (b) the body corporate operates in only one (1) State or Territory of Australia;
- (c) the body corporate is the peak housing body in its respective State or Territory;
- (d) the body corporate's constitution allows for Membership and participation from a broad range of persons interested in housing options for people on low incomes or those who would otherwise be disadvantaged in the housing market; and
- (e) the body corporate is an incorporated association recognised by the relevant State or Territory legislation of the State or Territory within which it operates.

(2A) In the event a peak housing body referred to in subclause (2)(c) cannot be identified, or if such a body has been approached to become a member and declined, then the National Council may approach, invite and endorse another organisation which they determine has the capacity to engage a broad network of supporters and otherwise has appropriately aligned mission aims and objectives with National Shelter, to become a state or territory member in that State or Territory.

(3) The State Members will be entitled to Delegates to the National Council in accordance with **rule 13**.

### **National Members**

(4) National Members will be those body corporates that are considered by a majority of the National Council to satisfy the following qualifications:

- (a) the body corporate is an incorporated association recognised by the relevant State or Territory legislation of the State or Territory within which it operates;
- (b) the body corporate has a housing focus as part of its primary objectives;
- (c) the body corporate has a constitution that is acceptable to the National Council;
- (d) the body corporate has adequate representation on a national level; and
- (e) the body corporate supports the objects contained in **rule 1**.

- (5) The National Members will be entitled to Delegates to the National Council in accordance with **rule 13**.

#### **Deemed Members**

- (6) Deemed Members will be:
- (a) up to two (2) individuals nominated by Tenant Union bodies in at least three (3) States and Territories;
  - (b) entitled to full voting and speaking rights at General Meetings; and
  - (c) Delegates to the National Council, as detailed in **rule 13**.

#### **Honorary Members**

- (7) Honorary Members
- (a) In recognition of outstanding service, the National Council can choose to appoint by simple majority any person as an Honorary Member.
  - (b) Honorary Members are not included when determining quorum for meetings.
  - (c) Honorary Members have the right of attendance and the right to speak at any General Meeting but are not permitted to vote.
  - (d) Honorary Members are not entitled to form part of the National Council in any capacity and are not entitled to any Delegates to the National Council.

#### **Associate Members**

- (8) Associate Members
- (a) The National Council can choose to appoint, by simple majority, an Associate Member, being a:
    - (i) state government organisation;
    - (ii) local government organisation;
    - (iii) corporate organisation; or
    - (iv) any other type of organisation,that wishes to demonstrate support for National Shelter by paying an Associate Membership fee.
  - (b) Associate Members are not included when determining quorum for meetings.
  - (c) Associate Members have the right of attendance and the right to speak at any General Meeting but are not permitted to vote.
  - (d) Associate Members are not entitled to form part of the National Council in any capacity and are not entitled to any Delegates to the National Council.

#### **Body corporates as Members**

- (9) A body corporate is qualified to be a Member if the body corporate:
- (a) in relation to State Members and National Members only - has been nominated for Membership

in accordance with **rule 4(1)**; and

- (b) has been approved for Membership by the National Council.

#### **4. Nomination for Membership**

- (1) A nomination of a body corporate to become a State Member or National Member of National Shelter, or an individual nominated to become a Deemed Member of National Shelter must:
  - (a) be in writing and lodged with the Secretary;
  - (b) must be signed by the Chairperson, President or Chief Executive of the body corporate submitting the application and contain such information as the National Council may request; and
  - (c) include the names of the Tenant Unions in the nominating State or Territory.
- (2) As soon as practicable after receiving a nomination for Membership, the Secretary must refer the nomination to the National Council which must decide whether to approve or reject the nomination. The National Council is entitled to request additional information from a nominee to properly assess the nomination and the nominee must provide the information. The National Council has absolute discretion when assessing the nominee.
- (3) If the National Council decides to approve a nomination for Membership, the Secretary must as soon as practicable after that decision, notify the nominee of that approval and request the nominee to pay within twenty-eight (28) days after receipt of the notification, the sum payable as the first year's annual subscription.
- (4) The Secretary must, on payment by the nominee of the amounts mentioned in **rule 4(3)** within twenty-eight (28) days, enter the nominee's name and other relevant details in the Register of Members and, on the name being so entered, the nominee becomes a Member of National Shelter.
- (5) If the National Council refuses an application for Membership at its discretion, the Secretary must advise the nominee in writing of the reasons for the refusal.

#### **5. Membership Entitlements Not Transferable**

A right, privilege or obligation that a Member has because of their Membership of National Shelter:

- (a) cannot be transferred or transmitted to another body corporate or individual (as applicable); and
- (b) terminates on the cessation of the body corporate's Membership or the individual's Deemed Membership (as applicable).

#### **6. Cessation of Membership**

- (1) A body corporate or individual Deemed Member, ceases to be a Member of National Shelter if the body corporate or individual Deemed Member (as applicable):
  - (a) fails to pay its debts as and when they fall due, goes into any form of liquidation, winding up or administration or is the subject of any form of enforcement proceedings for a judgment debt;
  - (b) resigns from Membership;
  - (c) is expelled from National Shelter; or
  - (d) fails to renew Membership of National Shelter.



- (2) If a person ceases to be a Member, the Secretary must make an appropriate entry in the Register of Members recording the date the Member ceased to be a Member.

## **7. Resignation of Membership**

- (1) A Member is not entitled to resign from Membership of National Shelter except in accordance with this **rule 7**.
- (2) A Member who has paid all amounts payable by the Member to National Shelter may resign from Membership of National Shelter by first giving notice (of not less than one (1) month) in writing to the Secretary of the Member's intention to resign and, at the end of the period of notice, the Member ceases to be a Member.

## **8. Membership fees and subscriptions**

- (1) For all Members except for Associate Members, the Membership fees of National Shelter will be:
  - (a) an annual Membership fee to National Shelter, which will be determined by the National Council from time to time; and
  - (b) payable for each financial year commencing 1 July, no less than fourteen (14) days prior to the Annual General Meeting.
- (2) For Associate Members, the Membership fees of National Shelter will be:
  - (a) an annual Associate Membership fee to National Shelter, which will be determined by the National Council from time to time; and
  - (b) payable for each financial year commencing 1 July, no less than fourteen (14) days prior to the Annual General Meeting.

## **9. Members liabilities**

The liability of a Member to contribute towards the payment of the debts and liabilities of National Shelter or the costs, charges and expenses of the winding up of National Shelter is limited to the amount (if any) unpaid by the Member in relation to Membership of National Shelter as required by **rule 8**.

## **10. Disciplining of Members**

- (1) Where the National Council is of the opinion that a Member:
  - (a) has persistently refused or neglected to comply with a provision of this Constitution; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of National Shelter;then the National Council may, by resolution:
  - (c) expel the Member from National Shelter; or
  - (d) suspend the Member from such rights and privileges of Membership of National Shelter as the National Council may determine for a specified period.
- (2) A resolution of the National Council under **rule 10(1)**, is of no effect unless the National Council, at a meeting, held not earlier than fourteen (14) days and not later than forty-five (45) days after service on the Member of a notice under **rule 10(3)**, confirms the resolution in accordance with this **rule 10(2)**.
- (3) Where the National Council passes a resolution under **rule 10(1)**, the Secretary must, as soon as

practicable, cause a notice in writing to be served on the Member:

- (a) setting out the resolution of the National Council and the grounds on which it is based;
  - (b) stating that the Member may address the National Council in a meeting or to be held not earlier than twenty-eight (28) days and not later than forty-five (45) days after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the Member that the Member may do either or both of the following:
    - (i) attend and speak at that meeting; and/or
    - (ii) submit to the National Council at or prior to the date of that meeting, written representations relating to the resolution.
- (4) At a meeting of the National Council mentioned in **rule 10(2)**, the National Council must:
- (a) give to the Member mentioned in **rule 10(1)** an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the National Council by that Member at or prior to the meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution of the National Council made under **rule 10(1)**.
- (5) For the avoidance of any doubt, a Delegate of the Member that is the subject of the resolution is not permitted a vote when determining whether to confirm or revoke the resolution of the National Council made under **rule 10(1)**.
- (6) Where the National Council confirms a resolution under **rule 10(4)(c)**, the Secretary must, within seven (7) days after that confirmation, by written notice inform the Member of that confirmation and of the Member's right of appeal under **rule 11**.
- (7) A resolution confirmed by the National Council under **rule 10(4)(c)** does not take effect:
- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution, if the Member does not exercise the right of appeal within that period; or
  - (b) if within that period the Member exercises the right of appeal, unless and until the resolution is confirmed in accordance with **rule 11(4)**.

## **11. Right of appeal of disciplined Member**

- (1) A Member may appeal to National Shelter in a General Meeting against a resolution of the National Council which is confirmed under **rule 10(4)(c)**, within seven (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 **rule 11(1)**, the Secretary must notify the National Council which will convene a General Meeting of National Shelter to be held within twenty-one (21) days after the date on which the Secretary received the notice or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at a General Meeting of National Shelter convened under **rule 11(2)**:

- (a) no business other than the question of the appeal will be transacted;
  - (b) the National Council and the Member must each be given the opportunity to make representations in relation to the appeal orally or in writing or both; and
  - (c) the Delegates (who are entitled under this Constitution to vote) present will vote by secret ballot on the question of whether the resolution made under **rule 10(4)(c)** should be confirmed or revoked.
- (4) If the meeting passes a Special Resolution in favour of the confirmation of the resolution made under **rule 10(4)(c)**, that resolution is confirmed.

## **PART 4 NATIONAL COUNCIL**

### **12. National Council - Powers**

The National Council, subject to the Act, the Regulations, this Constitution, and to any resolution passed in General Meeting:

- (a) controls and manages the affairs of National Shelter;
- (b) may exercise all functions that may be exercised by National Shelter other than those functions that are required by this Constitution to be exercised by National Shelter in General Meeting;
- (c) has power to perform all acts and do all things that appear to the National Council to be necessary or desirable for the proper management of the affairs of National Shelter; and
- (d) may delegate any such powers to appointed officers, either Office Bearers of the National Council or an executive officer employed by National Shelter.

### **13. National Council - Membership**

The National Council will be comprised of:

- (a) State Member Delegates:
  - (i) each State Member is entitled to have a maximum of two (2) Delegates to the National Council; and
  - (ii) notwithstanding any other rule in this Constitution, only one (1) Delegate for each State Member is entitled to exercise voting rights, at National Council meetings and General Meetings.
- (b) National Member Delegates:
  - (i) the National Members will collectively be entitled to have a maximum of six (6) Delegates to the National Council, elected at the Annual General Meeting from amongst the National Members); and
  - (ii) each of the six (6) elected Delegates for the National Members is entitled to exercise voting rights, at National Council meetings and General Meetings.
- (c) Deemed Member Delegates:
  - (i) each Deemed Member is a Delegate; and

- (ii) each Deemed Member Delegate is entitled to exercise voting rights, at National Council meetings and General Meetings.

#### **14. National Council - Office Bearers**

- (1) The Office Bearers will make up the Executive Committee of the National Council and consist of:
  - (a) a Chairperson;
  - (b) a Vice-Chairperson;
  - (c) a Secretary; and
  - (d) a Treasurer,each of whom must be elected pursuant to **rule 15** or appointed in accordance with **rule 14(7)**.
- (2) The Executive Committee will undertake such duties delegated to it as a sub-committee of the National Council.
- (3) A quorum of the Executive Committee will be three (3) Office Bearers present.
- (4) An Office Bearer is not qualified for membership of the National Council if the individual is an employee of a State, Territory or Federal government.
- (5) The day-to-day management of National Shelter will be administered by the National Council and its powers include:
  - (a) appointment of staff; and
  - (b) determination of remuneration of staff.
- (6) Each Office Bearer will, subject to this Constitution, hold office until the National Council elects the next Office Bearers, but each individual is eligible for re-election.
- (7) In the event of a vacancy in the membership of the Executive Committee, the remaining Office Bearers (being members of the National Council) may appoint a Member of National Shelter to fill the vacancy and the Delegate so appointed will hold office with the Executive Committee, subject to this Constitution, until the National Council elects the next Office Bearers.
- (8) Any person holding an office of profit from National Shelter, including an employee in any capacity or a contractor, is not eligible to be a member of the National Council.

#### **15. National Council - Election of Office Bearers**

- (1) At the Annual General Meeting of National Shelter, the Members must elect the Office Bearers from within their Members. Nominations of candidates for election as Office Bearers of the National Council:
  - (a) must be in writing, signed by one (1) Member of National Shelter and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
  - (b) must be provided to the Secretary of National Shelter not less than seven (7) days before the date fixed for the Annual General Meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies, the candidates nominated are taken to be elected and if the number of nominations received is equal to the number of vacancies to be filled, the

candidates nominated will be taken to be elected.

- (3) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held. Where a ballot is required, Office Bearers of the National Council will be elected by a simple majority of Members present (who are entitled under this Constitution to vote), and in the case of an equality of votes another ballot will be held.
- (4) A person is not eligible to simultaneously hold more than one (1) position as an Office Bearer.

#### **16. National Council - Duties of Office Bearers**

##### (1) Chairperson

The Chairperson of National Shelter must:

- (a) chair all meetings of the National Council; and
- (b) represent National Shelter in areas where representation by National Shelter is warranted.

##### (2) Vice Chairperson

The Vice-Chairperson of National Shelter must carry out the duties of the Chairperson in the event that the Chairperson is unavailable;

##### (3) Secretary

- (a) The Secretary of National Shelter must, as soon as practicable after being appointed as Secretary, notify the National Council of his or her address.
- (b) The Secretary must keep minutes of:
  - (i) all elections and appointments of the executive and Delegates;
  - (ii) the names of Members of all those present at all meetings of the National Council or a General Meeting; and
  - (iii) all proceedings at National Council meetings and General Meetings.
- (c) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

##### (4) Treasurer

The Treasurer of National Shelter must:

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

#### **17. National Council - Vacancies**

For this Constitution, a vacancy in the office of the National Council occurs if the Delegate:

- (a) dies;
- (b) ceases to be a representative of National Shelter;

- (c) resigns the office;
- (d) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
- (e) suffers from mental or physical incapacity;
- (f) is disqualified from office under subsection 63(1) of the Act;
- (g) is subject to a disqualification order under section 63A of the Act; or
- (h) is absent without the consent of the National Council from all meetings of the National Council held during a period of six (6) months.

#### **18. National Council - Public Officer**

- (1) The National Council of National Shelter must appoint a Public Officer and that Public Officer must be a resident of the Australian Capital Territory.
- (2) The Public Officer must act until he or she resigns or a successor is appointed by the National Council. The Public Officer may be simultaneously a member of the National Council.

#### **19. National Council - Meetings and quorum**

- (1) The National Council must meet at least three (3) times in each calendar year at such place and time as the National Council decide, including by using any technology that gives the members of the National Council as a whole a reasonable opportunity to participate.
- (2) Additional meetings of the National Council may be called by any group of six (6) Delegates of the National Council.
- (3) Written notice of a meeting of the National Council must be given by the Secretary to each member of the National Council at least forty-eight (48) hours (or such other period as may be unanimously agreed upon by the members of the National Council) before the time appointed for the holding of the meeting by email or other method as appropriate.
- (4) Notice of a meeting given under **rule 19(3)** must specify the general nature of the business to be transacted at the meeting and no business other than that business will be transacted at the meeting, except business which the Office Bearers at the meeting unanimously agree to treat as urgent business.
- (5) A quorum of the National Council will be six (6) Delegates present, provided that at least five (5) of the six (6) Delegates are State Member Delegates and at least three (3) of the six (6) Delegates are Office Bearers.
- (6) No business will be transacted by the National Council unless a quorum is present and, if within thirty (30) minutes after the time appointed for the meeting a quorum is not present, the meeting stands adjourned until another meeting is convened.
- (7) At meetings of the National Council or the Executive, the Chairperson, or in the absence of the Chairperson, the Vice-Chairperson, will preside.
- (8) The National Council must cause minutes to be made:
  - (a) of all appointments of National Council Delegates and employees;
  - (b) of the names of members of National Council present; and

(c) of all resolutions and proceedings at the meetings of National Council,

and the confirmation of such minutes will be taken as the first business at the next National Council meeting.

- (9) Persons other than members of the National Council may attend its meetings at the discretion of the National Council.

## **20. National Council - Delegation to sub-committee**

- (1) The National Council may delegate to one (1) or more sub-committees (consisting of whom the National Council thinks fit) some functions of the National Council other than:

(a) the power of this delegation; and

(b) a function which is a function imposed on the National Council by the Act, by any other law, or by resolution of National Shelter in General Meeting.

- (2) A function, the exercise of which has been delegated to a sub-committee under this **rule 20** may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (3) A delegation under this **rule 20** may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances, which may be specified in the instrument of delegation.

- (4) Despite any delegation under this **rule 20**, the National Council may continue to exercise any function delegated.

- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this **rule 20** has the same force and effect as it would if it had been done or suffered by the National Council.

- (6) The National Council may, in writing, revoke wholly or in part any delegation under this **rule 20**.

- (7) A sub-committee may meet and adjourn as it considers appropriate. All sub-committees must report to each National Council meeting.

## **21. National Council - Voting and decisions**

- (1) Questions arising at a meeting of the National Council or of any sub-committee appointed by the National Council are decided by a majority of the votes of members (who are entitled under this Constitution to vote) of the National Council or sub-committee present at the meeting.

- (2) Each Delegate with voting rights under this Constitution present at the meeting of the National Council or of any sub-committee appointed by the National Council (including the person presiding at the meeting) is entitled to one (1) vote but, if the votes on any question are equal, the person presiding over the meeting is entitled to exercise a second or casting vote.

## **PART 5 GENERAL MEETINGS**

### **22. Annual General Meetings - Holding of**

National Shelter must, at least once in each calendar year and within five (5) months after the end of each financial year of, call an Annual General Meeting of its Members.

### **23. Annual General Meetings - Calling of and business at**

- (1) The Annual General Meeting of National Shelter must, subject to the Act, be called on the date and at the place that the National Council considers appropriate.
- (2) National Shelter may hold its Annual General Meeting at two (2) or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate. It is the responsibility of the Secretary to arrange for the necessary technology to be in place.
- (3) In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is:
  - (a) to confirm the minutes of the last Annual General Meeting and of any General Meeting held since that meeting; and
  - (b) to receive from the National Council reports on the activities of National Shelter during the last financial year; and
  - (c) to receive and consider the statement of accounts and the reports that are required to be submitted under section 73(1) of the Act.
- (4) An Annual General Meeting must be specified as such in the notice calling it in accordance with **rule 25**.
- (5) An Annual General Meeting must be conducted in accordance with the provisions of this **Part 5**.

#### **24. General Meetings - Calling of**

- (1) The National Council may, whenever it considers appropriate, call a General Meeting of National Shelter.
- (2) The National Council must, on the requisition in writing of not less than three (3) of the total number of Members of National Shelter, call a General Meeting of National Shelter.
- (3) A requisition of Members for a General Meeting:
  - (a) must state the purpose or purposes of the meeting;
  - (b) must be signed by the Members making the requisition;
  - (c) must be lodged with the Secretary; and
  - (d) may consist of several documents in a similar form, each signed by one (1) or more of the Members making the requisition.
- (4) If the National Council fails to call a General Meeting within one (1) month after the date when a requisition of Members for the meeting is lodged with the Secretary, any one (1) or more of the Members who made the requisition may call a General Meeting to be held not later than three (3) months after that date.
- (5) A General Meeting called by a Member or Members mentioned in **rule 24(4)** must be called, to the extent practicable, in the same way as General Meetings are called by the National Council.

#### **25. General Meetings - Notice**

- (1) Except if the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of National Shelter, the Secretary must, at least twenty-eight (28) days before the date fixed for the holding of the General Meeting, send by pre-paid post or email to each Member at the Member's address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.



- (2) If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of National Shelter, the Secretary must, at least forty-five (45) days before the date fixed for the holding of the General Meeting, send notice to each Member in the way provided in **rule 25(1)** specifying, in addition to the matter required under **rule 25(1)**, the intention to propose the resolution as a Special Resolution.
- (3) No business other than that specified in the notice calling a General Meeting may be transacted at the meeting except, for an Annual General Meeting, business that may be transacted under **rule 23(3)**.
- (4) A Member desiring to bring any business before a General Meeting may have their Delegate give written notice of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

#### **26. General Meetings - Procedure and quorum**

- (1) No item of business may 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) Eight (8) Members present in person, by teleconference or video-link (who are 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 thirty (30) minutes after the appointed time for the start of a General Meeting a quorum is not present, the meeting is called on the requisition of Members is dissolved and in any other case stands adjourned until another meeting is convened and notice given to Members as required in this Constitution.
- (4) If at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the start of the meeting, the Members present (being not less than three (3)) constitute a quorum.

#### **27. General Meetings - Presiding Member**

- (1) The Chairperson, or in the absence of the Chairperson, the Vice-Chairperson, presides at each General Meeting of National Shelter.
- (2) If the Chairperson and the Vice-Chairperson are absent from a General Meeting, the Members present must elect one (1) of their number to preside at the meeting.

#### **28. General Meetings - Adjournment**

- (1) The person presiding at a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a General Meeting is adjourned for twenty-one (21) days or more, the Secretary must give written notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in **rules 28(1)** and **28(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.

#### **29. General Meetings - Making of decisions**

- (1) A question arising at a General Meeting of National Shelter is to be decided by a majority of the Members present.

- (2) At a General Meeting of National Shelter, a poll may be demanded by the person presiding or by not less than three (3) Members present in person or by proxy at the meeting.
- (3) If the poll is demanded at a General Meeting, the poll must be taken:
  - (a) if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment - immediately; or
  - (b) in any other case - in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

### **30. General Meetings - Voting**

- (1) Subject to **rule 30(3)**, on any question arising at a General Meeting of National Shelter a Member entitled under this Constitution to vote has only one (1) vote.
- (2) All votes must be given personally or by proxy but no Member may hold more than three (3) proxies.
- (3) If the votes on a question at a General Meeting are equal, the person presiding the meeting is entitled to exercise a second or casting vote.
- (4) A Member or proxy is not entitled to vote at any General Meeting of National Shelter unless all money due and payable by the Member or proxy to National Shelter has been paid.
- (5) Honorary Members and Associate Members, pursuant to **rule 3**, do not hold any voting rights.
- (6) A Member who has a direct or indirect interest in a decision or proposed decision must disclose the nature of and the extent of the interest to the person presiding over the meeting and, depending on the decision of the person presiding over the meeting (at his or her absolute discretion), may not be entitled to cast a vote in relation that matter.

### **31. General Meetings - Appointment of Proxies**

- (1) Each Member is entitled to appoint another Member as proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting for which the proxy is appointed.
- (2) The notice appointing the proxy must be in the prescribed form noted at Appendix 2 in the Regulations<sup>1</sup>, with version current as at the date of this Constitution set out at **Attachment A**.

## **PART 6 MISCELLANEOUS**

### **32. Funds - source**

- (1) The funds of National Shelter must be derived from annual subscriptions of Members, donations and, subject to any resolution passed by National Shelter in General Meeting and subject to section 114 of the Act, any other sources that the National Council decides.
- (2) All money received by National Shelter must be deposited as soon as practicable and without deduction to the credit of National Shelter's bank account.
- (3) National Shelter must, as soon as practicable after receiving any money, issue an appropriate receipt.

<sup>1</sup> Available from the National Shelter website; [www.shelter.org.au](http://www.shelter.org.au)

### **33. Funds management and application of income and property**

- (1) Subject to **rule 33(2)** and any resolution passed by National Shelter in General Meeting, the funds of National Shelter must be used for the objects of National Shelter in the way that the National Council decides.
- (2) Subject to **rule 33(3)**, National Shelter must apply its income solely towards promoting the objects of National Shelter as stated in **rule 1(2)**. No part of National Shelter's income may be paid or transferred directly or indirectly by way of dividend bonus or otherwise to Members.
- (3) **Rule 33(2)** does not prevent the payment of reasonable remuneration to any officer or employee of National Shelter or to any Member of National Shelter or other person in return for services rendered to National Shelter. In addition, rule **33(2)** does not prevent National Shelter paying to a Member:
  - (a) interest on money lent by the Member to National Shelter at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
  - (b) reasonable remuneration for goods supplied by the Member to National Shelter in the ordinary course of business; and
  - (c) reasonable rent for premises leased by the Member to National Shelter.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) Delegates of the National Council or employees of National Shelter authorised to do so by the National Council from time to time.

### **34. Alteration of objects and this Constitution**

- (1) Neither the objects of National Shelter mentioned in section 29 of the Act nor this Constitution may be altered except in accordance with the Act.
- (2) Subject to **rule 34(1)**, this Constitution may only be amended by Special Resolution passed by a passed by a 75% majority of Members (who are entitled under this Constitution to vote) at a General Meeting of National Shelter.
- (3) Notice of the proposed amendment must be circulated to all Members in accordance with **rule 25**.
- (4) Any amendment to the objects and rules of this Constitution passed by the National Council will not be effective until approved by the Australian Capital Territory Registrar-General.

### **35. Common seal**

- (1) The common seal of National Shelter must be kept in the custody of the Public Officer.
- (2) The common seal must not be attached to any instrument except by the authority of the National Council and the attaching of the common seal must be attested by the signatures either of two (2) Members of the National Council or of one (1) Member of the National Council and of the Public Officer.

### **36. Custody of books**

Subject to the Act, the Regulation and this Constitution, the Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to National Shelter.

### **37. Inspection of books**

The records, books and other documents of National Shelter must be open to inspection at a place in the Australian Capital Territory, free of charge, by any Member of National Shelter at any reasonable hour upon receiving reasonable notice.

### 38. Service of notice

For this Constitution, National Shelter may serve a notice on a Member by sending it by post or email to the Member at the Member's address shown in the Register of Members.

### 39. Surplus property/Dissolution

(1) Subject to **rule 40**, at the first General Meeting of National Shelter the Members must pass a Special Resolution nominating:

- (a) another association for section 92(1)(a) of the Act; or
- (b) a fund, authority or institution for section 92(1)(b) of the Act,

in which it is to vest its surplus property in the event of the dissolution or winding up of National Shelter.

(2) An association nominated under **rule 39(1)(a)** must fulfil the requirements specified in section 92(2) of the Act.

### 40. Surplus property/Dissolution (if National Shelter is endorsed as a deductible gift recipient)

(1) This **rule 40** only applies if and when National Shelter is endorsed as a deductible gift recipient by the Commissioner of Taxation.

(2) At the first General Meeting of National Shelter after National Shelter is endorsed as a deductible gift recipient by the Commissioner of Taxation, the Members must pass a Special Resolution nominating:

- (a) another association for section 92(1)(a) of the Act that is also a deductible gift recipient; or
- (b) a fund, authority or institution for section 92(1)(b) of the Act that is also a deductible gift recipient,

in which it is to vest the following surplus property in the event of the dissolution or winding up of National Shelter or in the event of revocation of National Shelter's deductible gift recipient endorsement:

- (c) gifts of money or property for the principal purpose of the organisation;
- (d) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
- (e) money received by the organisation because of such gifts and contributions.

(3) At the first General Meeting of National Shelter after National Shelter is endorsed as a deductible gift recipient by the Commissioner of Taxation, the Members must pass a Special Resolution nominating:

- (a) another association for section 92(1)(a) of the Act; or
- (b) a fund, authority or institution for section 92(1)(b) of the Act,

in which to vest all remaining surplus property (other than the surplus property described in **rules 40(2)(c) to 40(2)(e)** inclusive) in the event of dissolution or winding up of National Shelter.

(4) An association nominated under **rule 40(2)(a)** or **rule 40(3)(a)** must fulfil the requirements specified in section 92(2) of the Act.

(5) For the avoidance of doubt, the same body may be nominated by National Shelter under **rule 40(2)** and **rule 40(3)**.

- (6) In the event that National Shelter's deductible gift recipient status is revoked, the surplus property described in **rules 40(2)(c) to 40(2)(e)** inclusive will be transferred to the body nominated by National Shelter as required in **rule 40(2)**.

#### **41. Dissolution**

- (1) National Shelter may be dissolved if a resolution to this effect is carried by a two-thirds (2/3) majority of its Members at a General Meeting of National Shelter.
- (2) In the event of dissolution, all assets and records will be transferred to the body (or bodies) nominated by National Shelter:
- (a) if National Shelter is not at the time endorsed as a deductible gift recipient - as required in **rule 39**; or
- (b) if National Shelter is at the time endorsed as a deductible gift recipient - as required in **rule 40**.

#### **42. Audit**

- (1) An audit must be conducted every twelve (12) months in accordance with the requirements of section 74 of the Act.
- (2) The auditor must certify as to the correctness of the accounts of National Shelter and must report thereon to the Members present at the Annual General Meeting.
- (3) In his/her report, and in certifying to the accounts, the auditor must state:
- (a) whether s/he has obtained the information required by him/her; and
- (b) whether in his/her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of National Shelter according to the information at his/her disposal and the explanations given to him/her and as shown by the books of National Shelter.
- (4) The auditor must not be a Member of any body corporate associated with National Shelter, or the Public Officer and must otherwise meet the requirements stated in section 74 of the Act.
- (5) The Public Officer of National Shelter must cause to be delivered to the auditor a list of all accounts, books and records of National Shelter.
- (6) The auditor has a right of access to the accounts, books, records, vouchers, and documents of National Shelter.

#### **43. Financial Year**

The financial year of National Shelter will run from 1st July in one (1) year to the 30th June in the following year.

#### **44. Annual return**

National Shelter must lodge an annual return with the Australian Capital Territory Registrar-General each year, in accordance with section 79 of the Act.

#### **45. Annual information statement**

National Shelter must provide report/s to the Australian Charities and Not-for-Profits Commissioner each year, in accordance with Division 60 of the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth).





## FORM OF APPOINTMENT OF PROXY

Please see the National Shelter Constitution for information for members' voting by proxy

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I,

.....  
.....  
(full name)

of

.....  
.....  
(Organisation Name)

being a member of the Association, appoint

.....  
.....

of

.....  
.....  
.....(organisation Name)

being a member of/ delegate to National Shelter Inc, as my proxy to vote for me on my behalf at the general meeting of the Association (Annual General Meeting or other General Meeting as the case may be) to be held on;

..... and at any adjournment of that meeting.

My proxy is authorised to vote in favour/ against (strike as appropriate) the resolution:

.....  
.....  
.....  
.....

.....  
-----  
**Signature of authorised delegate of member organisation appointing the proxy**

-----  
**Date**

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Note: A proxy vote may not be given to a person who is not a representative of a member of the Association.

Any member holding proxy votes may not hold more than 3 proxies.

Please forward to the Secretary a minimum of 24 hours before the date of the meeting  
[eo@ntshelter.org.au](mailto:eo@ntshelter.org.au)