

National Shelter Incorporated Constitution

As amended up to 29 August 2008

RULES

1. NAME

The name of the association shall be National Shelter Incorporated.

2. OBJECTS

- (1) The goal of National Shelter is the realisation of a housing system which ensures:
- that every person has access to affordable, appropriate, safe and secure housing;
 - housing provision free from discrimination as to nationality or cultural background; language; class; age; sex; sexuality; marital status; religion; political or other opinion; ability; health status; or other personal characteristic or circumstance;
 - Housing provision which enhances the health, dignity and life opportunities of consumers.
- (2) The objectives of National Shelter are to:
- (a) To advocate 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) To facilitate and promote the participation of housing consumers and people who otherwise experience disadvantage in the housing market, in the determination of housing policy and housing provision practises;
 - (c) To gather, analyse, and disseminate information on housing and housing related issues in order to:
 - resource member organisations and other community groups;
 - raise awareness of housing issues within the general community; and
 - inform and influence government on housing needs, issues, and policy directions;
 - (d) To provide a forum for State and Territory Shelter organisations within which to identify housing needs and issues, analyse and develop housing policy, and coordinate action on a national level;
 - (e) To promote and facilitate 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) To pursue and maintain 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;
- (g) To maintain National Shelter as a viable and effective national organisation, and to enhance the organisation's capacity to achieve its goal.

3. ADDITIONAL OBJECTS

In addition to the basic objects of the Association the objects and purposes of the Association shall be deemed to include:

- (1) the purchase, taking on lease or in exchange, and 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 the Association;
- (2) the buying, selling and supplying of, and dealing in goods of all kinds;
- (3) the construction, maintenance and alteration of building or works necessary or convenient for any of the objects or purposes of the Association;
- (4) the accepting of any gift, whether subject to a special trust or not, for anyone or more of the objects or purposes of the Association;
- (5) the taking of such steps from time to time as the committee or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscription, or otherwise;
- (6) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
- (7) the borrowing and raising of money in such manner and on such terms as the committee 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 the Association by giving mortgages, charges or securities upon or over all or any of the seal or personal property of the Association;
- (8) subject to the provisions of the Trustee Ordinance 1957, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the committee may from time to time determine;
- (9) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (1) of subsection (1) of section 78 of the Income Tax Assessment Act of the Commonwealth relates;
- (10) 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 the Association and their dependants, and making of

payments towards insurance in relation to any of these purposes;

- (11) the establishment and support or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- (12) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

4. MEMBERS OF THE ASSOCIATION

(1) State and Territory Members

The state and territory members of National Shelter shall be those organisations that, in the opinion of the National Council, satisfy the following qualifications :

- (a) the organisation's objects accord with the objects contained in Clause 2 of this constitution;
- (b) the organisation operates in only one State or Territory of Australia;
- (c) the organisation's constitution complies with the following conditions –
 - (i) that it 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;
 - (ii) that the organisation is an incorporated association or other corporate entity;

(2) The National Council shall admit to State and Territory membership only one organisation for each State and Territory of Australia.

(3) National Members

The National Members shall be those organisations who, in the opinion of the National Council, satisfy the following qualifications:

- (a) have a housing focus as part of their primary objectives;
- (b) have a constitution acceptable to the National Council
- (c) have representation in at least five of the States and Territories;
- (d) support the objects of National Shelter.

(4) Applications for Membership

- (a) Applications for membership shall be in writing addressed to the Secretary, and signed by the Chairperson, President or chief executive of the organisation submitting the application and contain such information as the National Council may request;
- (c) The National Council may request additional information from an applicant;
- (b) The National Council may refuse an application for membership at its discretion, and shall advise the applicant in writing of the reasons for the refusal.

(5) Transitional

With respect to the existing members of National Shelter at the time that this new rule 4 takes effect:

- (a) all of those organisations who were full members under the previous rule 4 because of them being State or Territory Shelters shall be taken to have satisfied

the requirements of the new rule 4 (1) above, and the National Council shall be taken to have admitted them to membership as a State and Territory Member on the date that the new rule 4 takes effect;

- (b) all of those organisations who were Housing Affiliates under the previous rule 4 shall be taken to have satisfied the requirements of new rule 4(2) above, and the National Council shall be taken to have admitted them to membership as a National Member on the date that the new rule 4 takes effect.

(6) Membership fees

The membership fees of National Shelter shall be:

- (a) an entrance fee determined by the National Council;
- (b) an annual membership fee to the Association which shall be determined by the National Council;
- (c) the annual membership fee will be payable before July 1 each year.

(7) Membership Rights Not Transferable

A right, privilege or obligation that a member has because of their membership of National Shelter:

- (a) cannot be transferred to another organisation or person;
- (b) terminates on the cessation of the organisation's membership.

(8) Cessation of Membership

An organisation ceases to be a member of National Shelter if the organisation:

- (a) is dissolved or wound up;
- (b) resigns from membership of National Shelter;
- (c) is expelled;
- (d) fails to pay their annual membership fee after a notice from the Secretary advising that it is overdue.

5. MEMBERS' LIABILITY

The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, in any, unpaid by the member in respect of membership of the Association as required by rule 4 (6).

6. 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 these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;

the National Council may, by resolution -

- (c) expel the member from the Association; or

- (d) suspend the member from such rights and privileges of membership of the Association as the committee may determine for a specified period.
- (2) A resolution of the National Council under subrule (1), is of no effect unless the National Council, at a meeting or telephone hook-up, held not earlier than 14 days and not later than 45 days after service on the member of a notice under subrule (3), confirms the resolution in accordance with this rule.
- (3) Where the National Council passes a resolution under subrule (1), the Secretary shall, 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 telephone hook-up to be held not earlier than 14 days and not later than 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;
 - (ii) submit to the National Council at or prior to the date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the National Council mentioned in subrule (2), the National Council shall –
 - (a) give to the member mentioned in subrule (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 subrule (1).
- (5) Where the committee confirms a resolution under subrule (4), 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 rule 7.
- (6) A resolution confirmed by the National Council under subrule (4) 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 Association confirms the resolution in accordance with subrule 7(4).

7. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A member may appeal to the Association in a general meeting against a resolution of the National Council which is confirmed under subrule 6(4), 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 subrule (1), the secretary shall notify the Executive which shall convene a general meeting of the Association to be held within 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 the Association convened under subrule (2) –
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the National Council and the member shall be given the opportunity to make representations in relation 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 subrule 6(4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under subrule 6(4), that resolution is confirmed.

8. NATIONAL COUNCIL

(1) Powers of the National Council

The National Council, subject to the Act, regulations, this Constitution, and to any resolution passed by the association in general meeting—

- (a) controls and manages the affairs of the association; and
- (b) may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
- (c) has power to perform all acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

There shall be a National Council comprised of ex-officio members and delegates of National Members.

(2) Ex-officio Membership of National Council

The following shall be ex-officio members of the National Council:

- (a) a representative, notified in writing to the Secretary, of each State or Territory member being a member in accordance with clause 4(1) above;
- (b) a representative, notified in writing to the Secretary, of the National Association of Tenant's Associations (NATO);
- (c) a representative of an ex-officio member must not be an employee of a State, Territory or Federal government;

- (d) a State or Territory member, or NATO, may change its representative but not during a National Council meeting unless the representative is prevented by illness from attending;
- (e) the manner of determining the representative for ex-officio members shall be determined by each State or Territory member, and by NATO.

(3) Election of National Members of National Council

- (a) The Annual General Meeting shall elect four National Members to be members of the National Council;
- (b) Each National Member elected shall nominate in writing to the Secretary a person to be their representative on the National Council;
- (c) A representative nominated in accordance with (b) must not be an employee of a State, Territory or Federal government;
- (d) An elected National Member may change their representative only with the approval of the National Council by resolution carried with $\frac{3}{4}$ majority;
- (e) Each elected National Member shall hold office until the next Annual General Meeting following their election.

(4) Proceedings of National Council

- (a) The National Council shall cause minutes to be made:
 - (i) of all appointments of council members and employees;
 - (ii) of the names of members of the Association present at National Council;
 - (iii) of all resolutions and proceedings at the meetings of National Council. The confirmation of such minutes will be taken as the first business at the next National Council Meeting.
- (b) Persons other than members of the National Council may attend its meetings at the discretion of the National Council.
- (c) Decisions of the National Council shall be made by a majority of the National Council members present and voting;
- (d) A quorum of the National Council shall be six members, provided that at least five ex-officio members are always present. If a quorum is not present within 30 minutes of the appointed time for the meeting the meeting is dissolved.
- (e) The National Council must meet at least 4 times in each calendar year at the place and time that it decides. At least two face-to-face meetings must be held each calendar year.
- (f) The National Council may meet by telephone conference and decisions made by these meetings shall have the same effect as if the meeting had been held with members physically present provided that all other rules relating to procedures of National Council are complied with.
- (g) Special National Council meetings may be requested by any four members of the National Council provided that at least three of the requesting members are ex-officio members. The Chairperson shall ensure that a National Council meeting is held not more than 30 days after receiving the request. A Special National Council meeting may be held by telephone conference.
- (h) Written notice of a meeting of the National Council must be given by the secretary to each member of the National Council at least 7 days (or any other period that may be unanimously agreed on by the members of the National Council) before the time appointed for the holding of the meeting.
- (i) Notice of a meeting given under rule 8(4)(h) must specify the general nature of the

business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the National Council members present at the meeting unanimously agree to treat as urgent business.

- (j) At meetings of the National Council the Chairperson, or in their absence the Vice – Chairperson or another National Council member appointed by the meeting, shall preside.
- (k) Where funding is constrained National Council telephone hook-ups shall suffice. Where a national telephone hook-up is replacing a National Council meeting this will be clearly stated on the telephone hook-up agenda. Rules applying to National Council meetings will apply to such national telephone hook-ups.

(5) Employees Must Not be Members of National Council

Any person holding an office of profit of the Association including being an employee in any capacity or a contractor, is disqualified from being a member of national Council.

(6) Voting and Decisions

- (a) Each ex-officio member and each National Member shall have one vote each in all questions arising at National Council meetings.
- (b) No decision of the National Council shall be valid unless agreed to by at least five ex-officio members.
- (c) In the event of an equality of votes the proposed question shall fail to carry.

9. EXECUTIVE COMMITTEE

- (1) The day - to - day management of the Association shall be administered by the Executive Committee including:
 - (a) appointment of staff; and
 - (b) determination of remuneration of staff.
- (2) The Executive committee shall be a sub-committee of the National Council and shall be directed by, and be responsible to, the National Council.
- (3) The Executive Committee shall consist of a Chairperson, Vice-Chairperson, Secretary and Treasurer each of whom shall be elected pursuant to Rule 10 or appointed in accordance with subrule (5).
- (4) Each member of the Executive Committee shall, subject to these rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- (5) In the event of a vacancy in the membership of the Executive Committee, the Executive Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

10. ELECTION OF EXECUTIVE COMMITTEE MEMBERS

(1) The Annual General Meeting of the association shall elect the Executive Committee from amongst the members.

(2) There shall be no more than one Office Bearer from any single State or Territory Member.

(3) [DELETED SGM 29 AUG 08]

(4) Nominations for candidates for election as office-bearers of the Association -

- (a) Shall be in writing signed by one member and accompanied by the written consent of the candidate (which may be endorsed on the nomination form). The candidate shall be a representative to the National Council nominated in accordance with subrules 8(2)(a), 8(2)(d) or 8(3)(b); and
- (b) shall be provided to the secretary of the Association not less than 7 days before the date fixed for the Annual General Meeting at which the election is to take place.
- (c) If insufficient nominations are received to fill all vacancies on the Executive Committee nominations may be received at the Annual General Meeting provided that they comply with subrule 10(4)(a).
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (f) Where a ballot is required, members of the Executive Committee shall be elected by a simple majority of members present and voting, and in the case of an equality of votes another ballot will be held.
- (g) A person is not eligible to simultaneously hold more than 1 position on the Executive Committee.
- (h) The Annual General Meeting shall appoint a Returning Officer to conduct the elections of the Executive Committee.

11. DUTIES OF OFFICE BEARERS

(1) Chairperson

The Chairperson of the Association shall:

- (a) chair all meetings of the Association; and
- (b) represent the Association.

(2) Vice Chairperson

The Vice-Chairperson of the Association shall:

- (a) carry out the duties of the Chair in the event that the Chair is unavailable;
- (b) act as editor of the National Shelter journal.

(3) Secretary

- (a) The Secretary of the Association shall, as soon as practicable after being appointed as secretary, notify the Association of his or her address.
- (b) The secretary shall keep minutes of
 - (i) all elections and appointments of office-bearers;
 - (ii) the names of members of the Executive Committee present at an Executive Committee Meeting or a National Council Meeting;
 - (iii) All proceedings at Executive Committee Meetings and National Council Meetings.

(4) Treasurer

- (a) The Treasurer of the Association shall
 - (i) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (ii) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

12. VACANCIES

- (1) For the purposes of these rules, a vacancy in the office of a member of the Executive Committee occurs if the member -
- (a) dies;
 - (b) ceases to be a representative to the National Council;
 - (c) resigns the office;
 - (d) is removed from office pursuant to rule 13;
 - (e) becomes an insolvent under administration within the meaning of the Corporations Law;
 - (f) suffers from mental or physical incapacity;
 - (g) is disqualified from office under subsection 63(1) of the Act; or
 - (h) is absent without the consent of the Executive Committee from all meetings of the Executive Committee held during a period of 6 months.

13. REMOVAL OF EXECUTIVE COMMITTEE MEMBERS

The Association in General Meeting may by resolution, subject to section 50 of the Act,

remove any member of the Executive Committee from the office of member of the Executive Committee before the expiration of the member's term of office.

14. EXECUTIVE COMMITTEE MEETINGS AND QUORUM

- (1) The committee shall meet at least 6 times in each calendar year at such place and time as the Executive Committee shall determine.
- (2) Additional meetings of the Executive Committee may be convened by any member of the Executive Committee.
- (3) Oral or written notice of a meeting of the Executive Committee shall be given by the secretary to each member of the Executive Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Executive Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subrule (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 executive committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.
- (6) No business shall be transacted by the Executive Committee unless a quorum is present.
- (7) At meetings of the committee the Chairperson, or in the absence of the Chairperson, the Vice-Chairperson, shall preside.

15. DELEGATION BY NATIONAL COUNCIL TO SUB-COMMITTEE

- (1) The National Council may delegate to 1 or more sub-committees (consisting of such member of members of the Association as the National Council thinks fit) some functions of the National Council other than
 - (a) the power of this delegation;
 - (b) a function which is a function imposed on the National Council by the Act, by any other law of the Territory, or by resolution of the Association in general meeting.
- (2) 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 an equality of votes, the question shall be deemed to be decided in the negative.
- (3) All sub-committees must report to each Council Meeting.

16. RESOLUTIONS IN WRITING

- (1) A resolution in writing, signed by all members of the National Council, shall be as valid as if it had been passed at a National Council meeting.

- (2) Such resolutions may consist of several documents in like form.

17. FINANCES

- (1) The income and assets of the Association shall be applied exclusively to the promotion of its objects and no portion thereof shall be paid or transferred to members except by way of bona fide remuneration for services actually rendered to the Association or by way of reimbursement for authorised expenses incurred on its behalf.
- (2) The Association shall not appoint a member of the National Council to any office of the Association of which there is payable any remuneration by way of salary, fees, or allowances.
- (3) True accounts shall be kept:
- (a) of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
 - (b) of the property, credits and liabilities of the Association;
- and subject to any reasonable restrictions as to time and manner of inspection of them, those accounts shall be open to the inspection of the members of the Association.
- (4) The Association shall cause to be opened with such bank as the Council selects a banking account in the name of National Shelter into which all moneys received shall be paid as soon as possible after the receipt thereof.
- (5) Cheques shall be drawn on the Association's bank account only;
- (a) with the authorisation of the National Council; and
 - (b) provided that such cheques be signed by at least two persons authorised by the National Council to do so.

18. AUDIT

- (1) An audit shall be conducted every twelve months.
- (2) The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the annual general meeting.
- (3) In his/her report, and in certifying to the accounts, the auditor shall state:
- (a) whether s/he has obtained the information required by him/her;
 - (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 the Association according to the information at his/her disposal and the explanations given to him/her and

as shown by the books of the Association.

- (4) The auditor shall not be a member of the Association or the Public Officer.
- (5) The Public Officer of the Association shall cause to be delivered to the auditor a list of all accounts, books and records of the Association.
- (6) The auditor has a right of access to the accounts, books, records, vouchers, and documents of the Association.

19. AMENDMENTS TO THE CONSTITUTION

- (1) A notice may be served by or on behalf of the Association upon members either personally or by sending it through the post in a pre-paid letter addressed to the member at its usual or last-known place of abode.
- (2) The rules may be amended by resolution passed by a two thirds majority of voting members of the National Council in a suitably conducted ballot, subject to (17).
- (3) Notice of the proposed amendment shall be circulated six weeks prior to the meeting to all members.
- (4) An amendment to the objects and purposes of the Association shall not be effective until approved by the ACT Corporate Affairs Commission.

20. PUBLIC OFFICER

The Committee of the Association shall appoint a Public Officer who shall be resident in the Australian Capital Territory in accordance with the Association Incorporations Ordinance 1953. The Public Officer shall act until s/he resigns or a successor is appointed by the Committee. The Public Officer may be simultaneously a member of the Executive.

21. THE SEAL

- (1) The Seal of the Association shall be in the form of a rubber stamp inscribed with the name of National Shelter encircling the word "Seal".
- (2) The Seal of the Association shall not be affixed to any instrument except by the authority of the National Council, and the affixing thereof shall be attested by the signatures either of two members of National Council, or one member of the National Council and the Public Officer of the Association.
- (3) The Seal shall remain in the custody of the Public Officer.

22. DISSOLUTION

- (1) The Association may be dissolved if a resolution to this effect is carried by a 75% majority at a National Council meeting, thirty days notice of the proposed

resolution having been given to all members.

- (2) In the event of dissolution all assets and records shall be transferred to such bodies with similar aims and objectives as may be determined by the National Council.

23. FINANCIAL YEAR

The financial year of the Association shall run from 1st July in one year to the 30th June in the following year.

24. CUSTODY OF BOOKS

Subject to the Act, the Regulations and these rules, the secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association. The books should be available for inspection by all members at the National Shelter office.