

Shelter S.A. Constitution, 2002

ASSOCIATION NO. 5334

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Section A Name, Objects, Powers

1. NAME

The name of the Association shall be Shelter SA Incorporated (hereinafter called "The Association").

2. OBJECTS

The Objects of the Association shall be:

2.1

To promote and maintain the right of every person to access affordable, safe and secure long term housing that they identify as appropriate to their needs.

2.2

To promote and maintain the right of every person to housing of a quality which enhances people's health, well-being, dignity and life opportunities.

2.3

To promote the benefits of public and community housing in the community and all spheres of government.

2.4

To publish, research, collect or otherwise disseminate information on matters relating to the provision of housing, particularly for people on low to moderate incomes.

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2.5

To establish, support, resource and coordinate non-government organisations and agencies with similar interests and objectives to the Association.

2.6

To promote opportunities for members of the community to access housing provision free from discrimination as a result of factors such as age, gender, ethnicity, health status or disability.

2.7

To promote and support consumer and community participation in decision making in relation to their housing and to promote access to avenues of appeal across all housing tenures.

2.8

To do all such other things as may be incidental to the attainment of these Objectives.

3. POWERS

3.1

The powers of the Association shall be the powers contained in the Associations Incorporation Act (Section 25) and without limiting those the Association shall be entitled to hold real or personal property, open and operate bank accounts, invest in trustee securities, and enter into any necessary or desirable contract, including contracts of employment.

3.2

The Board of Management shall be entitled to exercise the full powers of the Association and without limiting those powers shall have the management and control of the funds and other property of the Association provided that the Association must obtain the approval of a General Meeting before borrowing money or securing any payment by charging the property of the Association.

Section B Membership

4. MEMBERSHIP

4.1

Applications for membership shall be in writing in such form as the Association shall prescribe and acceptance of membership shall be by a simple majority vote of the Board of Management.

4.1.1

Types of membership shall be:

- organisational membership
- individual membership
- associate membership
- honorary life membership

4.2

Organisational members shall be non-government organisations with an interest in housing or associated issues, who have applied in writing for membership, paid the prescribed membership fee, and subscribe to the objects of the Association. Organisational members shall be entitled to two (2) votes at the Annual General Meeting or Special General Meetings.

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4.2.1

An organisational member may appoint from its members a representative who may speak and vote on its behalf; notification of representatives must be conveyed to the Association in writing.

4.2.2

An organisational member may at any time terminate the appointment of its representative and nominate another person as representative in their place, for general membership.

4.2.3

An organisational representative is eligible for election to any position of office within the Association after the organisation has been a member of the Association for one year.

4.3

Individual members shall be persons with an interest in housing or associated issues, who have applied in writing for membership, paid the prescribed membership fee, and subscribe to the objects of the Association. Individual members shall be entitled to one (1) vote at any Annual General Meeting or Special General Meeting.

4.3.1

An individual adult member is eligible for election to any position of office within the Association, after having been a member of the Association for one year.

4.3.2

An individual member may nominate another member of the Association as a proxy to speak and vote on their behalf; notification of the name of the proxy must be conveyed to the Association in writing.

4.3.3

Employees of the Association may not stand for election or appointment to the Board of Management.

4.4

Associate members shall be persons or Government organisations with an interest in housing or associated issues, who have applied in writing for membership, paid the prescribed membership fee, and subscribe to the objects of the Association.

4.4.1

Associate members shall not be entitled to nominate another member, vote, nor stand for election to the Board of Management at any Annual General Meeting or Special General Meeting.

4.4.2

Associate members may not be appointed or co-opted to the Board of Management.

4.4.3

Associate members can participate in debate and will receive all publications and correspondence to members.

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4.5

Honorary Life membership may only be conferred after a unanimous vote at an Annual General Meeting for a person or persons who have substantially contributed towards the aims of the Association.

4.6

Membership shall cease on:

4.6.1

Resignation in writing delivered to the Association.

4.6.2

Non-renewal of membership within three (3) months of the date for renewal.

4.7

Membership may be suspended by a two-thirds majority of those present and voting at a General Meeting of the membership.

Section C Management

5. BOARD OF MANAGEMENT

5.1

The Board of Management is responsible for the affairs of the Association and consists of ten (10) general members elected at an Annual General Meeting (an AGM), all of whom shall be members of the Association.

5.2

So long as Shelter SA and Homelessness SA have a written Protocol in place, and Homelessness SA is unfunded by Government, Homelessness SA shall have an organisational representative on the Board of Shelter SA, as one of the ten Board Members.

5.3

Board members must not vote in any decision in which they or a close associate have a financial interest and must not use their position to obtain financial or other advantage for themselves or for a close associate.

5.4

The Board of Management shall meet not less than ten (10) times per calendar year.

5.5

The quorum shall be one half the number (one half of 10) and shall not be less than 5 of the Board of Management members.

5.6

The Board of Management may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum of 5 members.

5.7

Notice of meetings shall be given at the previous Board of Management meeting or by written notice distributed to any Board of Management members or in an emergency by such other form of notice as shall be ratified by the Board of Management.

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5.8

In the event of any office bearer positions subsequently becoming vacant, the Board of Management may appoint a member of the Association to the vacant position(s) to be endorsed at the next Annual General Meeting.

5.9

An office bearer or member of the Board of Management shall cease to hold such position:

5.9.1

Upon resignation in writing to the Association;

5.9.2

Absence without apology from more than three consecutive meetings;

5.9.3

The withdrawal of representative status by a member organisation;

5.9.4

Permanent or temporary suspension by the unanimous vote of all other Board members present at a duly constituted Board of Management meeting, in accordance with the written policy, as endorsed by the Board from time to time. Such suspension may be revoked by a majority vote at a subsequent Board of Management meeting; a suspended member may require such suspension to be reconsidered at a General Meeting called by the Board of Management pursuant to clause 6.5 of this constitution.

5.9.5

Expulsion under these rules.

5.10

Vacancies unfilled at an AGM or arising on the Board of Management may be filled by the Board of Management by appointing members for the unexpired remainder of the term. If a vacancy on the Board of Management is caused by the resignation of an organisational representative, all organisational members may nominate a representative of their organisation; the Board of Management will select and appoint one of the nominees, based on the skills needed by the Board at the time.

5.11

The Board of Management may appoint working parties of members and non-members for specific purposes who shall meet as they see fit or as directed by the Board of Management and who shall report to the Board of Management.

5.12

The Board of Management may co-opt to the Board (without voting rights) individual and organisational members or non-members for specific expertise or purposes as the Board sees fit.

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6. ELECTION OF BOARD OF MANAGEMENT

6.1

All members upon the Board of Management shall be elected to hold office for a two (2) year term.

6.1.1

At the Annual General Meeting where this Constitution has been adopted, half the Board positions become vacant at the Annual General Meeting. Nominations for Board of Management positions require nominations in writing by two current members, and must be received by the Association office one week prior to the Annual General Meeting. The Association office will distribute names and brief biographical information to members prior to the start of the Annual General Meeting.

6.1.2

The Board of Management organisational members shall upon election become members in their own right. They may express the views and interests of any organisation which they represent but must vote in the interests of the Association (Shelter SA) and carry out its Objects.

7. OFFICE BEARERS

7.1

Office Bearers of the Association shall be the Chairperson, Vice-Chairperson, Secretary and Treasurer.

7.2

The duly elected Board of Management shall at its first meeting after an Annual General Meeting elect a Chairperson, Vice-Chairperson, Secretary, Treasurer and Public Officer from among the Board members. All officers are elected for a one-year term.

7.3

The Board shall at its first meeting after an Annual General Meeting elect a Public Officer who shall notify the Corporate Affairs Commission of such appointment and who shall file such other returns and notices as shall be required by law. The Public Officer shall hold office until another person is elected to the position by the Board of Management.

8. CHAIRPERSON

8.1

The Chairperson shall conduct Board of Management meetings and Special General Meetings. In the absence of the Chairperson, the Vice-Chairperson shall assume the role of Chairperson. In the absence of both the Chairperson and the Vice-Chairperson, (and assuming the meeting has a quorum,) the members present will elect a Chairperson for that meeting.

8.2

The Chairperson at any meeting shall have a deliberative vote. If votes are tied, the status quo remains.

8.3

The Chairperson shall encourage full balanced participation by all members and shall decide on matters of order.

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8.4

The Chairperson of any meeting is responsible for the accuracy of the minutes of that meeting, prior to their distribution.

8.5

The Chairperson or the Executive Director shall act as spokesperson for the Association unless an alternative spokesperson is appointed by the Chairperson or the Board of Management.

9. VICE-CHAIRPERSON

9.1

The Vice-Chairperson shall assist the Chairperson in their role and assume the role of the Chairperson in their absence.

10. TREASURER

10.1

The Treasurer shall ensure that all monies received are paid into an account authorised by the Board of Management in the name of the Association. Payments shall be as petty cash, or cheque signed by two authorised signatories of whom there shall be no more than four appointed by the Board of Management.

10.2

The Treasurer shall ensure that records are kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any member at any meeting of the Board of Management or of the Association.

10.3

The Treasurer shall ensure the preparation of financial budgets and statements and shall submit a report on the current and budgeted financial position of the Association to each Board of Management meeting.

10.4

The Treasurer shall ensure that the annual financial statements are audited before presentation to the Annual General Meeting by an independent auditor who shall be appointed by the Board of Management, provided that where the auditor is changed the Treasurer shall so inform the Annual General Meeting in the Treasurer's report.

11. SECRETARY

11.1

The Secretary shall ensure that notice of meetings is given in accordance with the provisions of this constitution.

11.2

The Secretary shall ensure that records are kept of the Association, including the constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Association.

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11.3

The Secretary shall ensure the safekeeping of the Common Seal, which shall be affixed only by resolution of the Board of Management or of a Special General Meeting and in the presence of two Board members including at least one office bearer.

12. EXECUTIVE DIRECTOR

12.1

The role of the Executive Director is to provide (ex-officio) advice to the Board of Management, to exercise delegated authorities established by the Board, and to be responsible for the day-to-day management and administrative control of the staff and office.

Section D Meetings

13. GENERAL MEETINGS

13.1

General Meetings, which shall include the Annual General Meeting, Special General Meetings or State Council Meetings, shall be held not less than twice each calendar year to further the objects of the Association.

13.2

Written notice of not more than 28 days and not less than 7 days of general meetings shall be distributed to all members. Notice will be effected either by delivery to the member personally or by delivery to the members last notified address.

13.3

A quorum at any General Meeting shall be 10 members or two-thirds of the members, whichever is less.

13.4

If at any general meeting there is no quorum within 30 minutes of the time appointed for the meeting then a majority of members present may decide to adjourn the meeting for a period not exceeding 14 days.

13.5

A Special General Meeting shall be called by the Secretary within 28 days of receipt of a directive of the Board of Management or a written request of 4 Board of Management members or 8 ordinary members specifying the business to be conducted at the meeting.

13.5.1

A Special General Meeting is the forum through which a properly constituted vote of confidence may be determined in the Board of Management.

13.5.2

In the instance of a majority of members at a Special General Meeting expressing a lack of confidence in the Board, a motion may be passed declaring all positions vacant.

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14. ANNUAL GENERAL MEETING

14.1

The Annual General Meeting should be held at least once in each calendar year and not more than four months after the close of the financial year, which shall be 30th June unless altered at an Annual General Meeting.

14.2

The business of the Annual General Meeting shall be:

14.2.1

To confirm the minutes of the preceding Annual General Meeting;

14.2.2

To receive the Chairperson's report for the previous financial year;

14.2.3

To receive the Treasurer's report and the audited financial statements for the previous financial year, together with the financial budget for the current financial year;

14.2.4

To elect members to vacant positions upon the Board of Management; nominees must consent in person or in writing;

14.2.5

To conduct any other business placed on the agenda before the commencement of the meeting.

15. STATE COUNCIL

15.1

State Council shall be a Special General Meeting of the members assembled for the purposes of facilitating policy development and the identification of strategic organisational priorities. A meeting of a State Council shall be held no less than once per year.

15.2

State Council is open to all members of the Association and will act in an advisory capacity to the Board of Management.

16. VOTING

16.1

Voting shall be by show of hands except for:

16.1.1

Any contested election at an Annual General Meeting or otherwise shall be by secret ballot;

16.1.2

The meeting may, by show of hands, require any other decision of the meeting to be determined by secret ballot.

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16.2

Organisational members shall be entitled to two (2) votes at the Annual General Meeting or Special General Meetings.

Section E Amendments to Constitution and Rules

17. AMENDMENT OF CONSTITUTION AND RULES

17.1

This constitution may be repealed or amended by resolution of two-thirds of members present and voting at an Annual General Meeting or Special General Meeting. Notice of the proposed repeal or amendment must be provided to members not less than fourteen days prior to the meeting.

17.2

Rules for the proper administration of meetings or business may be amended by a Special General Meeting or by a Board of Management meeting provided that not less than fourteen days written notice including notice of the proposed changes is distributed to all members.

Section F Finance, Property and Dissolution

18. FINANCE, PROPERTY AND DISSOLUTION

18.1

Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against personal loss in respect of such liability.

18.2

The income, property and funds of the Association shall be used solely towards the promotion of the objects and shall not be paid or transferred to any members or relatives of members provided that nothing herein shall prevent any payment in good faith to any person in return for services actually rendered or to any person in furtherance of the objects of the Association and without undue preference.

18.3

On dissolution all property remaining after payment of all legal liabilities shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association provided that: (15.3.1) the Association shall have been approved pursuant to Section 78(1) of the Income Tax Assessment Act then such other body shall also be approved.

18.3.1

The Association shall not be dissolved except by approval of not less than two-thirds of the members present and voting at a meeting called for that purpose of which not less than one month's written notice including notice of the proposed dissolution has been distributed to all members;

18.3.2

Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein.