



Shelter SA
Association No: 5334

Constitution 2020

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Section A Name, Objects, Powers

1. Name

The name of the Association shall be Shelter S.A. Incorporated (hereinafter called “The Association”).

2. Objects

The Association is formed with the principal object of working towards benevolent relief of poverty, distress and disadvantage by individuals and families in South Australia by:

- 2.1 Promoting and maintaining the right of people living on low incomes and in need of benevolent relief to access affordable, safe and secure long-term housing that they identify as appropriate to their needs.
- 2.2 Promoting and maintaining the right of people living on low incomes and in need of benevolent relief to housing of a quality which enhances people’s health, well-being, dignity and life opportunities.
- 2.3 Promoting the benefits of public and community housing in the community for people living on low incomes and all spheres of government.
- 2.4 Publishing, researching, collecting or otherwise disseminating information on matters relating to the provision of housing, particularly for people living on low incomes, for public benefit and the relief of housing poverty.
- 2.5 Establishing, supporting, resourcing and coordinating non-government organisations and agencies with similar interests and objectives to the Association.
- 2.6 Promoting opportunities for disadvantaged 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 Promoting and supporting consumer and community participation in decision making in relation to housing for people living on low incomes and to promote access to avenues of appeal across all housing tenures.
- 2.8 Doing all such other things as may be incidental to the attainment of these Objectives.

The Association is a non-profit organisation operating to achieve the above benevolent purposes.

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, enter into any necessary or desirable contract, including contracts of employment and accept any gift of money or property relevant to the Objects of the Association.

- 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.

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.

4.1.2 As soon as practicable after receiving an application for Membership (which shall be the next ordinary Board meeting, unless the Board considers this impracticable), the Secretary must refer the application to the Board which must decide whether to approve or reject the application. The Board is entitled to request additional information from an applicant to assess the application and the applicant must promptly provide the information. The Board has absolute discretion when assessing the application. If the Board decides to approve an application for Membership, the Secretary must as soon as practicable after that decision, notify the applicant of that approval and request the applicant to pay within twenty-eight (28) days after receipt of the notification, the sum payable as the first year's annual subscription. If the Board refuses an application for Membership at its discretion, the Secretary must advise the applicant in writing. The Board is under no obligation to provide reasons for its decision.

4.1.3 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.

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, provided they meet at least one of the following criteria:

- a. the organisation has been a member of the Association for one year,
or
- b. the organisation submits a nomination in accordance with section 6.1.1 that includes two signatories eligible for election under section 4.2.3(a) or 4.3.1(a).

- 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, provided they meet at least one of the following criteria:
- a. the individual member has been a member of the Association for one year, or
 - b. the individual member submits a nomination in accordance with section 6.1.1 that includes two signatories eligible for election under section 4.2.3(a) or 4.3.1(a).
- 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.
- 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 Board of Management Meeting.

Section C Management

5. Board of Management

- 5.1 The Board of Management is responsible for the affairs of the Association and consists of up to ten (10) general members elected at an Annual General Meeting (an AGM), all of whom shall be members of the Association.
- 5.2 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.
- 5.3 The Board of Management shall meet a minimum of 4 times per year and as frequently as determined or necessary.
- 5.4 The quorum shall be 50% of the Board of Management members but not less than three members.
- 5.5 The Board of Management may function validly notwithstanding any vacancies so long as its number is not reduced below the quorum of 3 members.
- 5.6 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.
- 5.7 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).
- 5.8 An office bearer or member of the Board of Management shall cease to hold such position:
- 5.8.1 Upon resignation in writing to the Association;
 - 5.8.2 Absence without apology from more than three consecutive meetings;
 - 5.8.3 The withdrawal of representative status by a member organisation;
 - 5.8.4 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.
 - 5.8.5 Expulsion under these rules.
- 5.9 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.

- 5.10 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.
- 5.11 The Board of Management may appoint to the Board individual and organisational members or non-members for specific expertise or purposes as the Board sees fit.

6. Election of Board of Management

- 6.1 All members upon the Board of Management shall be elected to hold office for a three (3) year term.
- 6.1.1 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.
- 6.1.3 A person appointed to the Board of Management after 1 January 2020 may be re-elected for up to a further two (2) terms, that is for a maximum continuous period of (9) nine years, subject to their re-election to the Board under the usual processes.
- 6.1.4 Notwithstanding 6.1.3, the Board of Management may, in its absolute discretion, permit a person to be elected for a further term(s) if it is satisfied that such an extension would be in the best interest of Shelter SA, subject to the usual Board appointment process.

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 each Annual General Meeting, and where such position remains vacant, elect a Chairperson, Vice-Chairperson, Secretary, Treasurer and Public Officer from among the Board members. All officers are elected for a term determined by the Board of Management at that meeting, but not exceeding the lesser of the remainder of the member's current term on the Board of Management or three (3) years.
- 7.3 The elected Public Officer 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.

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.

11. Secretary

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

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 and Special General Meetings and 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.

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. Voting

15.1 Voting shall be by show of hands except for:

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

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

15.2 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

16. Amendment of Constitution and Rules

- 16.1 This constitution may be repealed or amended by resolution of three quarters of votes 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.
- 16.2 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

17. Finance, Property and Dissolution

- 17.1 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.
- 17.2 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.
- 17.3 If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:
- 17.3.1 gifts of money or property for the principal purpose of the organization
 - 17.3.2 contributions made in relation to an eligible fundraising event held for the principal purpose of the organization
 - 17.3.3 money received by the organisation because of such gifts and contributions.
- 17.4 The Association can resolve to wind up by a special resolution. A special resolution of an incorporated association means where the rules of the association provide for the membership of the association – a resolution passed at a duly convened meeting of the members of the association if:
- 17.4.1 at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
 - 17.4.2 it is passed at a meeting referred to in this paragraph by a majority of not less than three quarters of such members of the association as, being entitled to do so, vote in person, or where proxies are allowed, by proxy, at that meeting.