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SHELTER WA (INC) CONSTITUTION



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1 NAME

- 1.1 The name of the Association shall be SHELTER WA (INC): hereinafter referred to as "the Association".

2 DEFINITIONS

- 2.1 "Act" means the Association Incorporation's Act (WA) 1987.
- 2.2 "Committee" or "Management Committee" means the management committee of the Association referred to in clause 6.1.1.
- 2.3 "Committee Member" means a member of the Management Committee.
- 2.4 "General Meeting" means a General Meeting, Annual General Meeting or Special General Meeting of members under this Constitution.
- 2.5 "low-income housing consumer" has the meaning given to it in the by-laws.
- 2.6 "Member" means a Full Member, Associate Member, Fee-free Member and Reciprocal Member of the Association.
- 2.7 "Special Resolution" means a resolution passed by a majority of not less than three-fourths of the Voting Members present at meeting of the Association of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution who are entitled under this Constitution to vote and vote in person or by proxy,
- 2.8 "Voting Member" means a Full Member that has paid the membership fee for that year and a Fee-free Member, being Members that are entitled to vote at General Meetings.

3 OBJECTIVES

The objectives of the Association are:

- 3.1 To promote appropriate, accessible, affordable and secure housing for all West Australians;
- 3.2 To undertake or sponsor research and provide education directed towards the elimination of homelessness and housing related poverty;
- 3.3 To participate in the development of National, State and Local Government housing policy to promote an increase in the supply of secure, appropriate and affordable housing, and in particular an expanded and improved public housing sector which is accessible to all;
- 3.4 To promote the involvement of tenants and other groups facing housing difficulties in the formulation of National, State and Local Government housing policies; and to develop networks to facilitate this process;
- 3.5 To support and promote initiatives which increase the capacity of individuals and groups to attain secure, appropriate and affordable housing of their choice, including providing a referral service free of charge; and
- 3.6 To provide education to housing workers and consumers and the general public on housing and housing related issues, and in particular the promotion of the publication and circulation of reports, periodicals, and other documents for the furtherance of these objects.

4 POWERS OF THE ASSOCIATION

The Association shall have the right to the following powers in order to pursue or secure its objectives:

- 4.1 To purchase, lease, exchange, hire or otherwise acquire any real or personal property or any rights or privileges;
- 4.2 To borrow and raise money, or otherwise obtain financial assistance in such manner and on such terms and securities as may be determined to meet the objectives of the Association;
- 4.3 To invest Association funds;
- 4.4 To sell, exchange, mortgage, lease, hire, dispose of or turn to account or otherwise deal with all or any part of the real personal property of the Association;
- 4.5 To affiliate with bodies where it is seen as beneficial to the Association;
- 4.6 To employ paid staff or outside consultants, and to co-opt the services and skills of volunteers and students on placement;
- 4.7 Accept any gift of monies or property, whether subject to a special trust or not;
- 4.8 Establish and support, or aid in the establishment or support of any other association whose objectives are similar to those of the Association;
- 4.9 Distribute any lawfully acquired monies or other resources to other community housing organisations for the purpose of furthering the objects of the Association in such manner as the Association sees fit;
- 4.10 Make known and further objectives of the Association in any form judged likely to further the interests of the Association; and
- 4.11 Do all such other lawful things as are incidental or conducive to the attainment of the basic objectives of the Association.

5 MEMBERSHIP

- 5.1 There are the following classes of Members:
 - 5.1.1 Full Members who are non-government organisations and individuals who are not employed in housing-related government departments, who support, promote and adhere to the philosophy and objectives of the Association and who pay the fee as prescribed in the by- laws. Full Members are entitled to:
 - (i) full voting rights at General Meetings;
 - (ii) nominate for positions on the Management Committee;
 - (iii) receive State Shelter newsletters.
 - 5.1.2 Associate Members who are organisations and individuals who support the general philosophy and objectives of the Association and who pay the fee as prescribed in the by-laws. Associate Members are entitled to receive State Shelter newsletters. Associate Members are not entitled to vote at General Meetings or nominate for positions on the Management Committee.

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- 5.1.3 Fee-free Members who are low-income housing consumers. Fee-free Members are not required to pay the membership fee as prescribed in the by-laws and are entitled to:
- (i) full voting rights at General Meetings;
 - (ii) nominate for positions on the Management Committee;
 - (iii) receive State Shelter newsletters.
- 5.2 Reciprocal Members who are non-government societies, associations, boards, service funds or other bodies whether incorporated or unincorporated which are engaged in some form of social service. Reciprocal Members are entitled to offset the membership fee as prescribed in the by-laws for the membership fee for its own body for the Association. Reciprocal Members are entitled to:
- (i) full voting rights at General Meetings;
 - (ii) nominate for positions on the Management Committee;
 - (iii) receive the State Shelter newsletters.
- 5.3 Applications for membership shall be made in writing to the Association
- 5.4 A Member organisation may appoint from its members a representative who may speak and vote on its behalf if that Member is a Voting Member.
- 5.5 Organisational representatives may appoint a proxy. The proxy may speak and vote in the absence of the registered representative.
- 5.6 No one organisation can have more than two voting Members, to include the registered agency representative and any individual Member who is an employee of that organisation.
- 5.7 The Management Committee shall have the right to refuse membership to any organisation or individual.
- 5.7.1 Any applicant who is refused membership may, on not less than two weeks written notice, require their application to be reconsidered at one subsequent General Meeting.
- 5.8 If membership fees are not paid within three calendar months of nomination or renewal of membership, then such Member shall be deemed unfinancial and be removed from the register of Members.
- 5.9 Membership may be suspended by not less than two-thirds majority vote at a Management Committee meeting.
- 5.9.1 Any suspended Member or Member organisation may on not less than two weeks written notice require the suspension to be reconsidered at one subsequent General Meeting.
- 5.10 The Association shall not be required to accept the renewal of membership of a suspended Member or Member organisation when renewal next falls due.
- 5.11 The Association must maintain a register of Members that includes each Member's:
- 5.11.1 name; and

5.11.2 residential or postal address.

6 MANAGEMENT COMMITTEE

6.1 STRUCTURE

6.1.1 The Management functions of the Association shall be vested in the Management Committee (hereinafter called the Committee) of not less than seven nor more than eleven members, comprising: (i) four Office Bearers (Chairperson, Vice-Chairperson, Secretary and Treasurer); (ii) not less than three nor more than six Committee Members; (iii) the ex officio Executive Officer; and (iv) an ex officio employee representative.

6.1.2 The Office Bearers of the Association and the Committee Members shall be elected from the Members at the Annual General Meeting.

6.1.3 The employee representative shall be elected by the employees of the Association and is entitled to one vote on behalf of the staff body on all issues other than staff employment issues.

6.1.4 Committee Members upon election or nomination to the Committee shall not, in their capacity as Committee Members, act as representatives of other organisations.

6.1.5 The Committee shall meet as often as may be required to conduct the business of the Association and not less than nine times in each calendar year, to include General Meetings and the Annual General Meeting.

6.1.6 Quorum shall be half the number of Committee Members of which one must be an Office Bearer of the Association.

6.1.7 The Executive Officer, Chairperson or two other members of the Committee shall have the power to call a meeting of the Committee. Notice of meetings shall be given at the previous Committee meeting or by seven days written notice distributed to all Committee Members, or in an emergency by such other notice as shall be ratified by the Committee.

6.1.8 An Office Bearer or Committee Member shall cease to hold office upon:

- (i) resignation in writing;
- (ii) suspension as a Member of the Association;
- (iii) absence for three consecutive Committee meetings without explanation acceptable to the Committee.

6.1.9 Vacancies unfilled or arising in the Office Bearers or other Committee Members may be filled by the Committee by co-opting Members until the next General Meeting, where positions will be filled by election until the next Annual General Meeting when all positions become vacant.

6.1.10 The Committee may function validly notwithstanding any vacancies so long as its number is not reduced below five.

6.2 FUNCTIONS

- 6.2.1 The function of the Committee shall be to carry out the decisions of the Association as expressed in General Meetings, to provide for the day- to-day running of the Association, and to carry on the business of the Association between meetings.
- 6.2.2 The Committee may appoint sub-Committees of Members for specific purposes and may depute to them such powers and duties as the Committee may determine. Sub-Committees shall meet as they see fit and shall report to the Committee. There must be at least one Management Committee Member on any sub-Committee.
- 6.2.3 The sub-Committees of the Association may co-opt Members and non-members of the Association to their Committees as required.
- 6.2.4 Minutes shall be kept and proper entries made therein of all business attended to at every meeting of the Management Committee.
- 6.2.5 The Committee may enact, amend and rescind by-laws for the Association as it sees fit.
- 6.2.6 The Committee shall set the membership fees from time to time and publish them in the by-laws of the Association.

7 GENERAL MEETINGS

- 7.1 Written notice of not more than twenty eight days and no less than seven days of all General Meetings shall be distributed to all Members and displayed at any premises occupied by the Association.
- 7.2 Each Voting Member is entitled to one vote at any General Meeting at which they are present. Each Voting Member organisation is entitled to one vote which shall be cast by their representative or appointed proxy.
- 7.3 A quorum at any General Meeting shall be ten Members or one-half of the Members, whichever is less. Such quorum must include at least two Committee Members.
- 7.4 If at any General Meeting there is no quorum within thirty minutes of the time appointed for the meeting then a majority of the Members present may decide to adjourn the meeting for a period not exceeding fourteen days. The quorum for such adjourned meeting shall be reduced to five failing which the meeting will lapse altogether.
- 7.5 A Special General Meeting shall be called by the Executive Officer within twenty eight days of receipt of a directive of the Committee or a written request of three Committee Members or six Members or Member organisations specifying the business to be conducted at the meeting.
- 7.6 Associate Members, Reciprocal Members and/or resource persons with special interests or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the Chairperson.
- 7.7 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. The financial year shall be as set out in the by- laws.
 - 7.7.1 The Business of the Annual General Meeting shall be:
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- (i) to receive the Chairperson's report for the previous financial year;
- (ii) 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;
- (iii) to nominate the auditor for the next financial year;
- (iv) to elect or re-elect the Committee Members who must consent in person or in writing;
- (v) to conduct any other business placed on the agenda. Such business to be given in writing to the Executive Officer at least seven days prior to the commencement of the meeting.

8 VOTING

8.1 Except in respect of a Special Resolution and subject to clauses 12 and 17, voting at all Association meetings shall be by consensus except that:

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

8.1.2 in the event of a secret ballot a returning officer should be appointed.

8.2 A consensus vote is achieved when all Voting Members present at a meeting are in agreement on an issue or where those not in agreement agree not to maintain an objection.

8.2.1 For all meetings except the Annual General Meeting, if consensus cannot be achieved at the meeting where an issue is raised then the issue shall be referred to the next meeting. If after discussion the Chair determines that consensus is still not possible, the issue shall, unless otherwise provided herein, be put in the form of a resolution and be decided by a majority vote of the Voting Members.

8.2.2 For the Annual General Meeting, if after discussion the Chairperson determines that consensus cannot be achieved, the issue shall, unless otherwise provided herein, be put in the form of a resolution and be decided by a majority of the Voting Members present at the meeting.

8.3 Each Voting Member is entitled to one vote at any General Meeting of the Association.

8.4 Pecuniary Interests:

8.4.1 A member of the Committee who has any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee, must disclose that interest to the Committee and shall not take part in any deliberations or decision of the Committee with respect to that contract.

8.4.2 Clause 8.4.1 does not apply in respect of a pecuniary interest that exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established.

8.4.3 Where a member of the Committee of the Association discloses a pecuniary interest in a contract or proposed contract under clause 8.4.1, or his interest is not such as need be disclosed under clause 8.4.2:

- (i) the contract is not liable to be avoided by the Association on any ground arising from the fiduciary relationship between the Committee Member and the Association; and
- (ii) the Committee Member is not liable to account for profits derived from the contract.

8.4.4 An Association shall cause every disclosure made under clause 8.4.1 to be recorded in the minutes of the meeting of the Committee at which it is made.

8.5 The Association must not employ or otherwise engage a Committee Member to perform services for the Association. A Committee Member may only be employed or otherwise engaged by the Association if the Committee Member resigns as a Committee Member before being employed or otherwise engaged by the Association.

9 EXECUTIVE OFFICER

9.1 The Committee shall appoint an Executive Officer. The Executive Officer is an ex-officio member of the Management Committee, not entitled to vote, who is employed by the Association, and is empowered by the Committee to undertake the day to day operations of the Association including, but not limited to:

- 9.1.1 the raising of invoices for payments to the Association;
- 9.1.2 the payment of accounts received by the Association;
- 9.1.3 the preparation of a meeting agenda for the Committee or any other usual purpose in the business of the Association;
- 9.1.4 the preparation of financial reports, workers reports, project reports and other reports as requested by the Committee;
- 9.1.5 causing records to be kept of all receipts and payments and other financial transactions, which records shall be available for inspection for any Member;
- 9.1.6 recruitment and employment, orientation, performance management, support and supervision of all staff and contract employees engaged by the Association;
- 9.1.7 the review and recommendation to the Committee from time to time of any alterations in employee job descriptions, staffing structure and, salary levels associated with any employee of the Association; and
- 9.1.8 the service of notice of meetings to Members and Committee Members.

10 CHAIRPERSON

- 10.1 Where a ballot occurs the Chairperson at any meeting shall have a deliberative vote but not a casting vote.
- 10.2 The Chairperson shall chair Management, Committee and General Meetings except that in the absence of the Chairperson or at the request of the Chairperson or of a majority of the meeting another Member may be elected as meetings Chairperson.
- 10.3 The Chairperson together with the Executive Officer shall prepare the agenda for Committee and General Meetings.
- 10.4 The Chairperson shall encourage full balanced participation in meetings by all Members and shall decide on matters of order.

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- 10.5 The Chairperson or the Executive Officer shall act as Spokesperson unless an alternative Spokesperson has been appointed by the Committee or General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least two members of the Committee.

11 TREASURER

- 11.1 The Treasurer or the Executive Officer shall cause monies received to be paid into an account authorised by the Committee in the name of the Association. Payments shall be as electronic funds transfer, credit card authorisation, petty cash or by cheque signed by two authorised signatories of whom there shall be no more than five appointed by the Committee. Major or unusual expenditures shall be authorised in advance by the Committee or a General Meeting.
- 11.2 The Treasurer and the Executive Officer shall cause to be prepared financial budgets and statements and shall submit a report on the finances to each Management Committee Meeting.
- 11.3 The Treasurer shall present audited accounts to the Annual General Meeting.

12 SECRETARY

- 12.1 The Secretary or the Executive Officer shall call meetings in accordance with the provisions of this Constitution.
- 12.2 The Secretary or the Executive Officer shall cause records to be kept of the business of the Association including the Constitution and policies, a book of by-laws, 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.
- 12.3 In the absence of the Secretary another Member shall be elected as minutes secretary.

13 AMENDMENT OF CONSTITUTION

This constitution may be repealed, altered or amended by Special Resolution passed at a General Meeting of which not less than seven days written notice including notice of the proposed repeal, alteration or amendment has been distributed to all Members.

14 FUNDS AND PROPERTY OF THE ASSOCIATION

- 14.1 The funds and property of the Association shall consist of:
- 14.1.1 Any real or personal property of which the Association by this Constitution or by any established practice not inconsistent with this constitution, have the right to custody, control and management;
 - 14.1.2 All monies from fund raising activities organised by the Association and any interest, rents or dividends derived from investment of funds;
 - 14.1.3 Any monies raised by any means whatsoever, not inconsistent with this Constitution.
- 14.2 The Association shall operate in its name at any bank or financial institution such accounts as may be agreed upon by the Management Committee. All funds of the Association shall be paid into the Association accounts. The signatories to the Association shall be decided by the Management Committee.

15 FINANCIAL RECORDS

- 15.1 The financial records of the Association shall consist of receipt books, ledgers, journals, cheque books and other such books as are deemed necessary by the Management Committee to show the current financial position of the Association.
- 15.2 The Management Committee shall once in each year cause to be prepared proper accounts of income and expenditure and balance sheets.
- 15.3 The books of accounts shall be kept at such place as the Management Committee shall think fit.
- 15.4 The Management Committee shall once in each year cause to be prepared a report in writing of the operations of the Association and a copy of such report shall be sent to each Member of the Association.

16 AUDITOR

- 16.1 An auditor who shall not be a Member of the Association or a member of the Management Committee, shall be appointed annually at the Annual General Meeting.

17 NON PROFIT

- 17.1 The income and property shall be applied solely towards the promotion of the objects of the Association. No portion of the income or property of the Association shall be paid, transferred or distributed directly or indirectly to the Members of the Association provided that nothing shall prevent the payment in good faith or remuneration to any officer or employee of the Association or to any person or group other than a Member of the Association in return for services rendered to the Association.
- 17.2 Notwithstanding Clause 17.1 of this Constitution, Members of the Association incurring reasonable expense in carrying out the Association business may be reimbursed from time to time with the approval of the Management Committee.

18 WINDING UP

- 18.1 The Association may be wound up voluntarily by a Special Resolution passed at a General Meeting whenever at least twenty one days written notice of such a resolution has been given to all Members of the Association and all members of the Management Committee.
- 18.2 If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed
 - (a) to another association incorporated under the Act; or
 - (b) for charitable purposes

which incorporated association or purposes, as the case requires shall be determined by resolution of the Members when authorizing and directing the Committee under section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

- 18.3 Based on the requirements in Clause 18.2 the recipient association, institution or body shall be determined by resolution of the General Meeting concerned, on a simple majority, or in default of such resolution, by a Judge of the District Court of Western Australia.

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18.4 Notice of the dissolution of the Association will be given to the Deputy Commissioner of Taxation, Perth.

19 COMMON SEAL

19.1 The Common Seal of the Association engraved with the name of SHELTER WA Inc shall be kept in the care of the Executive Officer. The seal shall be affixed only by resolution of the Management Committee or of a General Meeting and in the presence of two Committee Members including at least one Office Bearer.

20 NOTICES

20.1 A notice required to be given under this Constitution shall be in writing and deemed to be served on the person to whom it is to be given, by either giving it personally to him or her or sending it through the post in a pre-paid letter to the address of that person last notified to the Secretary.

20.2 Any notice served by post shall be deemed to have been served at the time that the notice would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed, pre- paid and posted.

21 INSPECTION OF DOCUMENTS AND RECORDS

Subject to the requirements of the Act, the Committee may decide whether or not to allow a Member to inspect the documents and records of the Association.

30 AUGUST 1994 (with amendments approved 23 October 1996, 31 October 2001, 24 October 2002 and 28 October 2009)