



# Constitution

**Adopted 25<sup>th</sup> November 2016**

# Community Housing Council of SA Inc

(Associations Incorporation Act 1985)

## Constitution

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## 1) Name

The name of the Association is the COMMUNITY HOUSING COUNCIL OF SA INCORPORATED (referred to herein as the CHCSA).

## 2) Definitions

In these Rules, unless the contrary intention appears:

- 2.1 “Social housing” is housing provided for people on low incomes who are in greatest need. This includes those who are homeless or living in inappropriate housing. This may be provided by government or non-government organisations.
- 2.2 “Affordable Housing” is housing that is provided for low to moderate income households, where housing costs are low enough to enable the household to meet other basic and long-term living costs. This may be provided by government or non-government organisations.
- 2.3 “Community Housing” is housing owned or managed by a Community Housing Provider as defined by 2.9. It may include affordable or social rental accommodation, or affordable housing for purchase, or rent to buy scenarios.
- 2.4 “Public Housing” is housing managed by a government organisation. It may include affordable or social rental accommodation, or affordable housing for purchase, or rent to buy scenarios.
- 2.5 The “Community Housing Industry” comprises of Community Housing Providers as defined by 2.9.
- 2.6 “Community Housing Provider” means an entity registered under the National Regulatory System for Community Housing.
- 2.7 “Notice” means any prescribed period of notice will be deemed to commence one (1) business day after the dispatch of that notice in writing.

## 3) Objects

The objects for which the CHCSA is established are:

- 3.1 To support and promote the development and provision of appropriate, affordable and secure community housing in South Australia.
- 3.2 To represent the Community Housing Industry in dealing with government, public and private bodies.
- 3.3 To deliver a range of high quality services to members in response to identified needs, including:

- 3.3.1 education and training;
  - 3.3.2 support and development activities;
  - 3.3.3 information, advice and referral; and
  - 3.3.4 advocacy on behalf of members and the sector.
- 3.4 To facilitate communication, information transfer, support and co-ordination among the Community Housing Industry.
  - 3.5 To provide appropriate and representative forums and structures that support equality in decision making and involvement.
  - 3.6 To recognise and encourage diversity of membership and to promote the value of that diversity throughout the Community Housing Industry, government and the community at large.
  - 3.7 To generate discussion, stimulate creative and visionary ideas, and to participate actively in broader community, social and affordable housing debates and related matters.
  - 3.8 To contribute to policy development about affordable and social housing with all levels of government.
  - 3.9 To interpret and provide advice on community housing and other government policy to members.
  - 3.10 To promote and publicise the value of community housing to the general community.
  - 3.11 To build strategic alliances with Commonwealth, State and Local government, community organisations and the private sector.
  - 3.12 To do all such other things as may be incidental to the attainment of such objects.

#### **4) Powers**

The CHCSA shall have the powers contained in the Associations Incorporation Act and without limiting those powers the CHCSA 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 a contract of employment.

#### **5) Membership**

- 5.1 Full Members shall be Community Housing Providers that have agreed to accept the above objects, paid the prescribed membership fee if any and which have applied in writing for membership and have been accepted as full members by majority vote of the Board of Management.
- 5.2 Associate Members shall be individuals and organisations who have agreed to accept the above objects, paid the prescribed membership fee if any and who have applied in

writing for membership and have been accepted as Associate members by majority vote of the Board of Management.

5.3 Membership may be suspended or terminated by not less than two-thirds majority vote at a Board of Management Meeting on the basis that the member's actions or membership are contrary to the best interests of the CHCSA, provided that:

5.3.1 The member has received not less than 21 days written notice of the proposal to suspend or terminate membership, and that the member is given the reason for the proposal and a fair opportunity to present their case.

5.3.2 Any suspended member or terminated member may on not less than 14 days written notice appeal in accordance with any policy of the CHCSA or failing such, a by-law, to a General Meeting.

5.3.3 The CHCSA shall not be required to accept the renewal of membership of a suspended member when renewal next falls due.

5.4 Membership shall cease on:

5.4.1 Resignation in writing delivered to the premises of the CHCSA.

5.4.2 Non-renewal of membership within two months of expiry.

5.4.3 Termination of membership unless successfully appealed.

5.4.4 Cancellation of registration under the National Regulatory System for Community Housing.

5.5 Membership Fees:

5.5.1 Each member shall pay all membership fees as determined by the Board of Management.

5.5.2 The Membership fees are due and payable on the first day of July of each year.

5.5.3 Any member whose membership fee is more than two months in arrears may be classed as an un-financial member by the Board of Management. At the discretion of the Board, un-financial members and their official representatives may not hold or retain membership on the Board of Management or the Policy Committee, or any other CHCSA Forum or Sub-Committee, and are not entitled to vote at General Meetings or any other meeting what-so-ever within the CHCSA structure.

## **6) General Meetings**

6.1 The Annual General Meeting shall be held at least once in each calendar year and not more than five months after the close of the financial year.

6.2 The business of the Annual General Meeting shall be:

6.2.1 To confirm the minutes of the preceding Annual General Meeting;

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

- 6.2.3 To receive the Treasurer's report and the audited financial statements for the previous financial year;
  - 6.2.4 To first elect or re-elect the Board of Management members and then Policy Committee members. All nominees must consent in person or in writing;
  - 6.2.5 To appoint an Auditor;
  - 6.2.6 To consider any items of general business submitted by the Board of Management, not less than four weeks prior to the date of the Annual General Meeting.
- 6.3 Special General Meetings of members shall be convened by a decision of the Board of Management or within twenty eight (28) days of receipt by the Executive Officer of a written request to convene such a meeting signed by at least 10% of full members of the CHCSA specifying the business to be conducted at the Meeting.
  - 6.4 The Secretary shall give 14 days written notice of any Annual General Meeting or Special General Meeting to each member, and in the case of a Special General Meeting shall state the business to be conducted at the meeting.
  - 6.5 A quorum for the Annual General Meeting and any Special General meeting shall be one third of the fully paid members of the CHCSA.
  - 6.6 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. If at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

## **7) Participation, Voting and Elections at General meetings**

- 7.1 Full member Community Housing Providers will appoint one (1) voting representative by notice in writing to the Executive Officer at or before any General Meeting.
- 7.2 At each General Meeting each full member Community Housing Provider shall be entitled to one vote.
- 7.3 Associate Members are not entitled to vote for elected positions of the CHCSA but are entitled to one full vote on Motions on Notice and Motions from the floor.
- 7.4 At each General Meeting all resolutions shall be decided by the votes of the Members present and who are eligible to vote. A 51% majority vote will be required for a decision to be made.
- 7.5 Nominations for elected positions shall be made in writing and submitted to the Executive Officer prior to the Annual General Meeting or any Special General Meeting where an election is to be held. Each nomination shall be signed by the nominee and seconded by a full member. Nominations for positions shall only be received from a full member.

- 7.6 The returning officer (who shall be independent) at the Annual General Meeting or a Special General Meeting shall have the power to call for additional nominations publicly at the meeting.
- 7.7 Elections shall be by secret ballot on a “first past the post” basis.

## **8) Board of Management Membership and Roles**

- 8.1 The management of the CHCSA shall be vested in the Board of Management. The powers of the Board of Management shall include:
- 8.1.1 Determining and developing the strategic directions for the organisation;
  - 8.1.2 The financial and risk management of the CHCSA and the management of assets, funding and commercial affairs of the CHCSA;
  - 8.1.3 The management of the legal responsibilities of the CHCSA;
  - 8.1.4 The management of the human resource and staffing issues, industrial relations, work health and safety issues of the CHCSA;
  - 8.1.5 The management of all matters in the area of membership of the CHCSA; including admission of members to the CHCSA and the provision of information to members about the activities of the CHCSA;
  - 8.1.6 The management of relationships with government, with members of the Community Housing Industry in other States and Territories of Australia, and with all other extension organisations, including Government and non-Government agencies;
  - 8.1.7 The principal official “mouth-piece” for the CHCSA within and without the Community Housing Industry;
  - 8.1.8 The management and/or facilitation of training, education and skills development within the Community Housing Industry.
- 8.2 The Board of Management shall consist of six (6) full members elected at the Annual General Meeting plus the Executive Officer (who shall have no voting rights).
- 8.2.1 The six elected members will comprise two (2) Tier 1 providers, two (2) Tier 2 providers and two (2) Tier 3 providers.
  - 8.2.2 In addition to the elected members there will be three (3) additional co-opted members nominated by the Board of Management based on their skills, ability and experience to provide strategic advice, guidance and governance to respond to specific needs identified by the Board of Management.
- 8.3 The term of membership of the Board of Management for all members elected at the Annual General Meeting shall be for two years from the date of the Annual General Meeting. However in the first year of operation of this clause, 50% (ignoring any fraction) of the members shall retire in the first year and annual elections shall be held thereafter on a “half in and half out basis”. In the first year of operation of this clause, the retiring members shall be determined by “lot”.
- 8.4 The term of membership of the Board of Management for all co-opted members will be two years from the date of their co-option.

- 8.5 The Board of Management may appoint sub-committees, standing committees, forums and working parties from members and non-members of the CHCSA, for specific purposes and they shall meet as they see fit, or as directed by the Board of Management and they shall report to the Board of Management.
- 8.6 The Board of Management will receive and consider applications from a member or members for forums and committees to be established to represent a specific constituency or to address a specific issue. The Board of Management will minute their decision and reasons and these will be communicated to the member or members within 10 days of the date of the Board of Management Meeting.
- 8.7 A quorum of the Board of Management shall comprise of 50% plus one (1) of voting members.
- 8.8 All questions shall be decided by the votes of the majority of the voting members of the Board of Management present and voting at any meeting. In case of equality of votes, the Chairperson of the meeting shall have a deliberative vote only and no casting vote. In the event of equality of votes, the *status quo* shall prevail.
- 8.9 The Board of Management shall meet at least eight (8) times each year.
- 8.9.1 A meeting of the Board of Management convened by any technology consented to by all members of the Board of Management will constitute a formal Board of Management meeting.
- 8.9.2 Decisions of the Board of Management can be ratified using any technology consented to by all members of the Board of Management.
- 8.10 A member of the Board of Management shall cease to hold such office upon:
- 8.10.1 Resignation in writing;
- 8.10.2 Absence for three (3) successive Board meetings without explanation acceptable to the Board.
- 8.11 The Chairperson and Deputy Chairperson shall be elected by the members of the Board of Management at the first meeting following the Annual General Meeting. Such positions shall be elected for a term at the discretion of the Board of Management.
- 8.12 The exercise of the powers of the CHCSA under this constitution and in general at law shall be in the hands of the Board of Management. The Board of Management shall act consistently and consider resolutions properly made by the Policy Committee in accordance with Clause 8 of this constitution.
- 8.13 In addition to all powers hereby expressly conferred and those conferred by the Associations Incorporation Act upon it and without detracting from the generality of its powers, the Board of Management shall have the following powers:



- 8.13.1 To expend the funds of the CHCSA in such a manner as it shall consider most beneficial for its purposes and to invest in the name of the CHCSA such part thereof as it may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale for the purpose of the CHCSA;
- 8.13.2 To acquire in the name of the CHCSA, build, alter, repair, improve, sell or dispose of or otherwise deal with any land, building or premises for the use of the CHCSA;
- 8.13.3 To enter into the contracts on behalf of the CHCSA;
- 8.13.4 To borrow money upon the security of any part of the property of the CHCSA and to grant or direct to be granted mortgages for securing the same;
- 8.13.5 To delegate all or any of its powers to any committee formed under this constitution, other than the power of the sub-delegation;
- 8.13.6 To manage the affairs of the CHCSA and to engage, appoint, remove or dismiss any officers or employees or regulate any of their duties;
- 8.13.7 Generally to do all things necessary or expedient for the due conduct of the affairs of the CHCSA not otherwise provided for in this Constitution and do all such things as are incidental or conducive to the attainment of its objects;
- 8.13.8 To undertake externally funded activities considered to provide benefit to members and/or the broader community.

## **9) Board of Management Proceedings**

- 9.1 Notice of meetings shall be given at the previous Board of Management meeting or by five (5) days written notice distributed to all Board members or in an emergency by such other notice as shall be ratified by the Board.
- 9.2 The Chairperson or four (4) other members of the Board of Management shall have power to call a meeting of the Board by written notice.
- 9.3 Board of Management meetings shall be open to all members of the CHCSA unless the Board resolves that the meeting shall be closed to consider confidential business. Members shall be entitled to speak at the discretion of the meeting.
- 9.4 Board of Management members may express the views and interests of any organisation which they represent or of which they are a member, but must vote in the interests of the CHCSA and to carry out its objects.
- 9.5 Board of Management 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 any financial or other advantage for themselves or for a close associate. Any adopted policies by the Board relating to meeting procedures shall be adhered to.

## **10) Chairperson**

- 10.1 The Chairperson shall chair Board of Management and General Meetings except that in the absence of the Chairperson or at the request of the Chairperson or of a majority

of a meeting the Deputy Chairperson or another member may be elected as chairperson for that meeting.

- 10.2 The Chairperson assisted by the Deputy Chairperson shall ensure the due observance of this Constitution and of any by-laws, policies, resolutions, and policies of the CHCSA.
- 10.3 The Chairperson of a meeting shall encourage full balanced participation, shall encourage consensus decision making where possible, and shall decide on matters of order.
- 10.4 The Chairperson shall in the general conduct of the affairs of the CHCSA act to facilitate the participation of the membership and shall exercise only such personal powers as may be delegated by the Board of Management.
- 10.5 The Chairperson shall present a Report to the Annual General Meeting and shall stand down so that elections are conducted by an independent Returning Officer.
- 10.6 The Chairperson shall with the Executive Officer act as Spokesperson unless an alternative Spokesperson has been appointed by the Board of Management or a General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least two (2) members of the Board of Management.

## **11) Deputy Chairperson**

- 11.1 The Deputy Chairperson shall assist the Chairperson in the exercise of his or her powers, functions and duties and in particular in ensuring the due observance of the Constitution and any by-laws, resolutions, and policies of the CHCSA.
- 11.2 During the temporary absence of the Chairperson, the Deputy Chairperson shall assume all the powers, functions and duties of the Chairperson.

## **12) Treasurer**

- 12.1 The Treasurer shall ensure that all monies are paid into an account authorised by the Board of Management in the name of the CHCSA.
- 12.2 The Treasurer shall ensure that not more than five (5) signatories appointed by the Board of Management shall be authorised to operate the CHCSA's accounts, of these five (5) signatories, there may be not more than one (1) staff member.
- 12.3 The Treasurer shall ensure that all payments made by the CHCSA shall be by Electronic Funds Transfer requiring two (2) signatories to approve, or by cheque requiring two (2) signatories to sign, or by credit card as indicated by the Board of Management.
- 12.4 The Treasurer shall ensure that annual Financial Statements comprising either an account of receipts and payments and a statement of assets and liabilities or an account of income and expenditure and a balance sheet shall be prepared following

the end of the CHCSA's financial year, which shall commence on 1<sup>st</sup> July and end on 30<sup>th</sup> June unless altered at a General Meeting.

- 12.5 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.

### **13) Executive Officer**

- 13.1 The Executive Officer shall be employed by the CHCSA and shall have the responsibilities set out in his or her contract of employment and in this Constitution.
- 13.2 The Executive Officer is responsible to the Board of Management of the CHCSA for the management, co-ordination and development of the CHCSA's activities.
- 13.3 The Executive Officer may act as Spokesperson in accordance with clause 10.6.
- 13.4 The Executive Officer shall be the Secretary and Public Officer of the CHCSA in accordance with the Associations Incorporation Act 1985 as amended.

### **14) Seal of the CHCSA**

- 14.1 The CHCSA shall have a common seal, which shall be kept by the Executive Officer.
- 14.2 In the case of every instrument, which by law must be under seal, the common seal will be affixed by authority of the Board of Management and signed and countersigned by any two of the Executive Officer and the Office Bearers.
- 14.3 In the case of any instrument which by law need not be under seal but which is required by a funding body to be sealed, the Board of Management may delegate generally the authority to affix the seal and to sign and countersign to the Executive Officer and another Office Bearer, provided that the subsequent Board meeting shall be informed of every use of the seal.
- 14.4 The use of the seal will be recorded in a register kept for that purpose.

### **15) Affiliation**

The Board of Management may:

- 15.1 Affiliate the CHCSA with such other organisations whose objects are consistent with those of the CHCSA as from time to time the Board of Management thinks fit.
- 15.2 Elect representatives to attend meetings of affiliated organisations.
- 15.3 Invite representatives from affiliated organisations to attend any meetings of the CHCSA.

## **16) Income and Property of the CHCSA**

- 16.1 The income and property of the CHCSA, however derived, shall be applied solely towards the promotion of the objects and purposes of the CHCSA and shall not be paid or transferred directly or indirectly by dividend, bonus or otherwise to any member of the CHCSA.
- 16.2 Nothing in the above provision of this section shall prevent the payment in good faith to a member of the CHCSA of:
- 16.2.1 Remuneration in return for services actually rendered to the CHCSA by the member or goods supplied to the CHCSA by the member in the ordinary course of business;
  - 16.2.2 Interest at a rate to be determined by the Board of Management but not higher than ordinary market rate on monies lent to the CHCSA by the member;
  - 16.2.3 A reasonable and proper sum by way of rent for premises let to the CHCSA by the member.

## **17) By-Laws**

- 17.1 By-laws and other rules for the proper administration of meetings or business may be made, repealed or amended by a General Meeting or by a Board of Management Meeting subject to subsequent disallowance at a General Meeting, provided that not less than 7 days written notice including notice of the proposed new rule, repeal or amendment has been distributed to all members.
- 17.2 A register of by-laws and other rules shall be kept for the inspection of members and copies will be provided to the members on request.

## **18) Alteration of the Constitution**

- 18.1 This constitution may be repealed or amended by resolution of 75% majority of persons entitled to vote present and vote at a General Meeting provided that:
- 18.1.1 Not less than 21 days written notice including notice of the nature of the proposed repeal or amendment has been distributed to all members;
  - 18.1.2 The proposal to repeal or amend the constitution has been discussed at the previous meetings of the Board of Management and Policy Committee.

## **19) Dissolution**

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 CHCSA provided that:

- 19.1 Such other body shall also prohibit the distribution of income and property to the members to the extent stated herein and shall have been approved pursuant to the Income Tax Assessment Act; and
- 19.2 Such other body shall execute a declaration of trust declaring that it will hold and deal with such property for the benefit of Community Housing Providers.
- 19.3 The CHCSA shall not be dissolved except by approval of not less than 75% majority of the members present and voting at a meeting called for that purpose of which not less than twenty one (21) days written notice including notice of the proposed dissolution has been distributed to all members.

## **20) Circumstances Not Provided For**

If any circumstances shall arise as to which this constitution is silent or is incapable of taking effect or being implemented according to its strict provisions the Board of Management shall have the power to determine what action may be taken to best give effect to the objects of the CHCSA and to ensure its efficient administration and every act of the Board of Management *bona fide* resolved upon pursuant to this clause shall be as valid and effectual as is specifically authorised herein.