

Special Resolutions of Annual General Meeting for Shelter Tasmania (Inc.)

Special Resolution 1

At the Annual General Meeting of Shelter Tasmania on 25th November 2016,
the following Special Resolution was Moved:

That Clause 15 in the Constitution be amended as follows:

15 MANAGEMENT STRUCTURE

- 15.1 The Policy Committee shall comprise up to sixteen (16) members of the Association elected at the Annual General Meeting, plus the Executive Officer, who shall serve in an ex officio capacity. The Association shall endeavour to ensure that at least one of the Policy Committee members is a person who has experience representing low income tenants.
- 15.2 The Executive Committee, to be elected by the Policy Committee at the end of the AGM, shall comprise six (6) members of the Association elected at the Annual General Meeting who must be a member of the Policy Committee, plus the Executive Officer, who shall serve in an ex officio capacity. The Association shall endeavour to ensure that at least one of the Executive Committee members is a person who has experience representing low income tenants.
- 15.3 Office bearers on the Executive Committee shall be elected by the Policy Committee at a meeting to be held immediately after the Annual General Meeting when required. The office bearers on the Executive Committee are:
- 15.3.1 Chair;
- 15.3.2 Deputy Chair;
- 15.3.3 Secretary;
- 15.3.4 Treasurer;
- 15.3.5 Public Officer; and
- 15.3.6 One (1) Policy Committee representative.
- 15.4 The governance functions of the Association shall be the responsibility of the Executive Committee.
- 15.5 The Executive Committee:
- 15.5.1 is to control and manage the business and affairs of the Association;
- 15.5.2 may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by this Constitution to be exercised and performed by members of the Association at a General Meeting; and
- 15.5.3 has power to do anything that appears to the Executive Committee to be necessary for the proper management of the business and affairs of the Association.
- 15.6 Executive Committee members shall be elected for two (2) year terms.

Comment [P1]: NEW. Formerly the Management Committee that had up to 12 members.

Comment [P2]: NEW. Formerly the Executive Committee had 5 members.

Comment [P3]: Was held at first Management Meeting of the next year.

Comment [P4]: Only required every two years, when Executive is up for election.

Comment [P5]: NEW

Comment [P6]: NEW and IMPORTANT: Governance functions move from Management Committee to Executive Committee

Comment [P7]: Formerly one year terms

- 15.7 The quorum of the Executive Committee shall be three (3) members.
- 15.8 The Executive Committee shall meet as often as may be required to conduct the business of the Association and not less than four times each year.
- 15.9 The policy functions of the Association shall be the responsibility of the Policy Committee. **Comment [P8]:** NEW: Scope of the New Policy Committee.
- 15.10 Policy Committee members shall be elected for two-year terms, with eight (8) Policy Committee positions being declared vacant each year. The first Policy Committee elected after the adoption of this rule shall determine which of its number shall serve only initial one-year terms. The Policy Committee may determine this by consensus or by conducting a ballot at its first meeting following the relevant Annual General Meeting. **Comment [P9]:** Was six (6)
- 15.11 The quorum of the Policy Committee meetings shall be five (5) or, in the event of temporary vacancies on the Policy Committee, no fewer than half of the remaining members. The Policy Committee shall endeavour to hold face-to-face meetings wherever possible, but shall have the capacity to meet via teleconference or videoconference if required. **Comment [P10]:** Former Management Committee quorum was six (6)
- 15.12 The Policy Committee shall meet as often as may be required to consider the policy issues of the Association and not less than five (5) times each year, one of which shall coincide with the Annual General Meeting. **Comment [P11]:** Formerly six (6) meetings
- 15.13 Executive Committee and Policy Committee members upon election or nomination to the respective committee shall not, in their capacity as committee members, act as representatives of other organisations. Should there be a conflict of interest that affects their ability to do so, it is expected that committee members notify the relevant committee and stand down for that time.
- 15.14 Two members of the Executive Committee, or four members of the Policy Committee, shall have the power to call a meeting of that relevant committee. Notice of meetings shall be given at the previous committee meeting or by seven (7) days written notice distributed to all committee members or, in an emergency, by such other notice as shall be ratified by the Committee. **Comment [P12]:** Formerly the Chair or two members of the Executive could call Executive
Comment [P13]: NEW
- 15.15 For the purpose of this constitution, an Executive or Policy Committee position becomes vacant if the occupant: **Comment [P14]:** Was Management Committee
- 15.15.1 dies;
- 15.15.2 becomes bankrupt;
- 15.15.3 becomes of unsound mind;
- 15.15.4 resigns his/her office by writing or by email;
- 15.15.5 ceases to be resident in the State; or
- 15.15.6 fails, without leave granted by the respective committee, to attend three consecutive meetings of that committee. **Comment [P15]:** Was Management Committee
- 15.16 Vacancies unfilled or arising in the Executive or Policy Committee may be filled by the respective committee by co-opting members until the next Annual General Meeting. **Comment [P16]:** Was "other"
- 15.17 A committee may function validly, notwithstanding any vacancies, so long as its number is not reduced below the quorum number of that committee. **Comment [P17]:** Was four

In addition, to ensure the Constitution is consistent, the following Clauses and Sub-Clauses are to be modified:

2 INTERPRETATION

2.1 In this Constitution the following expressions have the following meaning:

2.1.1 "Executive" means the office holders of the Association in accordance with clause 15.3.

Comment [P18]: Was 15.2

2.1.2 "Special Resolution" means a resolution passed by a three quarters majority of the members of the Association present at any Annual General Meeting, Special General Meeting or Executive Committee Meeting.

Comment [P19]: Was Shelter Management Committee

2.1.3 "Executive Committee" means the Executive Committee as referred to in Clause 15.2.

Comment [P20]: Was Management Committee

2.1.4 "Executive Officer" means the executive officer employed by the Association who is responsible for the day to day running of the Association.

2.1.5 "Policy Committee" means the Policy Committee referred to in Clause 15.10.

Comment [P21]: NEW

2 OFFICE

2.1 The office of the Association will be determined by the Executive Committee.

Comment [P22]: Was Management Committee

5 POWERS OF THE ASSOCIATION

[...]

5.1.4 the taking of such steps from time to time as the Executive Committee or the members at a General Meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, government funding or otherwise;

Comment [P23]: Was Management Committee

[...]

5.1.6 the borrowing and raising of money in such manner and on such terms as the Executive Committee may think fit or as may be approved or directed by resolution passed at a general meeting;

Comment [P24]: Was Management Committee

6 APPLICATION FOR MEMBERSHIP

[...]

6.1.4 Associate membership – which shall be offered to government instrumentalities whose roles include the direct provision, funding or regulation of housing or housing related services, and to employees of such instrumentalities. Associate members shall not be entitled to

nominate for Executive Committee or Policy Committee positions or to vote at general meetings.

Comment [P25]: Was Management Committee

7 RIGHTS OF MEMBERSHIP

[...]

7.1.2 Nominate for positions in the Executive Committee or Policy Committee; and

Comment [P26]: Was Management Committee

7.1.3 All members will be entitled to receive Shelter Tasmania Newsletters and other publications as shall be determined by the Executive Committee.

Comment [P27]: Was Management Committee

8 ACCEPTANCE OF MEMBERSHIP

8.1 The Executive Committee shall have the right to accept or refuse membership to any organisation or individual.

Comment [P28]: Was Management Committee

8.2 Upon approval by the Executive Committee the applicant's name shall be entered in the Membership Register. In the event that an application is refused, the Executive Committee shall advise the applicant in writing stating reasons for that refusal.

Comment [P29]: Was Management Committee

8.3 An applicant who is refused membership may ask for that refusal to be reconsidered in the following way:

8.3.1 By applying in writing to the Executive Committee asking for a review of the refusal; and

Comment [P30]: Was Management Committee

8.3.2 That application to the Executive Committee must state the reasons why the Application should be accepted.

Comment [P31]: Was Management Committee

8.4 The Executive Committee must reconsider the Application for membership and reply to the applicant in writing within 21 days of receipt of notice to review the application stating either:

Comment [P32]: Was Management Committee

8.4.1 That the application for membership has been accepted; or

8.4.2 That the application has been refused and stating reasons for that refusal.

[...]

9 MEMBERSHIP FEES

9.1 The membership fees of the Association shall be those determined from time to time by the Executive Committee.

Comment [P33]: Was Management Committee

12 AUDITOR

12.1 An auditor, who shall not be a member of the Association or a member of the Executive Committee, shall be appointed annually at the Annual General Meeting.

Comment [P34]: Was Management Committee

12.2 If a casual vacancy occurs in the office of the auditor during the course of a financial year, the Executive Committee may appoint a person as auditor and that person shall hold office until the next succeeding Annual General Meeting.

Comment [P35]: Was Management Committee

14 NON PROFIT

[...]

14.2 Notwithstanding Rule 14.1 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 Executive Committee.

Comment [P36]: Was Management Committee

14.3 For any payment exceeding Ten Dollars (\$10.00) to be made pursuant to Rule 14.2 the member must provide receipt documentation before the Executive Committee can make a reimbursement.

Comment [P37]: Was Management Committee

16 FUNCTIONS

16.1 The function of the Executive Committee and the Executive Officer shall be to govern the operation of the Association consistent with the objects of the Association and with decisions taken by members at General Meetings.

Comment [P38]: Newly added

16.2 The Executive Committee may appoint sub-Committees of members for specific purposes and may delegate to them such powers and duties as the Executive Committee may determine. Sub-Committees shall meet as they see fit and shall report to the Executive Committee. There must be at least one Executive Committee Member on any sub-Committee.

Comment [P39]: Newly added

Comment [P40]: Newly added

Comment [P41]: Newly added

16.3 The Executive Committee and the sub-Committees of the Association may co-opt members and non-members of the Association to their Committees as required.

16.4 Minutes shall be kept and proper entries made therein of all business attended to at every meeting of a committee of the Association, including the Executive Committee and the Policy Committee.

Comment [P42]: Was Management Committee

16.5 The Executive Committee may enact by-laws, including governance and other policies, as it sees fit. Employees and a member of any committee or sub-committee of the Association must act consistently with any by-laws enacted by the Executive Committee.

Comment [P43]: Newly added

Comment [P44]: Newly added

17 ANNUAL GENERAL MEETING

[...]

17.2 The Annual General Meeting shall be held on such a day as determined by the Executive Committee.

Comment [P45]: Was Management Committee, with Executive as a back-up.

17.3 The Annual General Meeting shall be in addition to any other general meetings held in the same year.

Comment [P46]: Was Management meetings

[...]

17.5 The ordinary business of the Annual General Meeting shall be:

[...]

17.5.3 to elect the Policy Committee of the Association; and

Comment [P47]: Newly added

20 QUORUMS

[...]

20.2 Five members personally present (being members entitled under the Rules to vote thereat) constitute a quorum for the transaction of the business of an ordinary or Special General Meeting.

Comment [P48]: Newly added

[...]

20.5 The quorum and procedure at any subcommittee shall be as provided by the Executive Committee which appoints such subcommittee.

Comment [P49]: Was Management Committee

20.6 For the purposes of a quorum at a Policy Committee meeting, Executive Meeting or subcommittee meeting, but not including an Annual General Meeting, a member shall be regarded as being personally present if he/she may participate in its proceedings by telephone conference call, or some similar electronic provision.

Comment [P50]: Was Management

MOVED BY:

SECONDED BY:

CARRIED: YES / NO

(Must be carried by not less than three quarters (75%) of those members present at the AGM)

DATED this 25th day of November 2016

SIGNED by Chair of Shelter Tasmania:

**Special Resolutions of Annual General Meeting
for Shelter Tasmania (Inc.)**

Special Resolution 2

**At the Annual General Meeting of Shelter Tasmania on 25th November 2016,
the following Special Resolution was Moved:**

That Clause 23.1 in the Constitution be amended as follows:

23 DISCLOSURE OF PECUNIARY INTERESTS

23.1 Any member of the Association who has any direct or indirect pecuniary interest in a contract or proposed contract made by or in the contemplation of the Association shall not take part, directly or indirectly, in any deliberations or decision of the Association with respect to that contract.

Comment [P51]: Newly added

MOVED BY:

SECONDED BY:

CARRIED: YES / NO

(Must be carried by not less than three quarters (75%) of those members present at the AGM)

DATED this 25th day of November 2016

SIGNED by Chair of Shelter Tasmania:

**Special Resolutions of Annual General Meeting
for Shelter Tasmania (Inc.)**

Special Resolution 3

**At the Annual General Meeting of Shelter Tasmania on 25th November 2016,
the following Special Resolution was Moved:**

That Clause 25 in the Constitution be amended as follows:

25 DISPUTES

- 25.1 A dispute between a member of the Association in their capacity as a member, and the Association, shall be heard before and resolved by the Executive Committee.
- 25.2 The dispute shall not be heard before, or resolved by the Executive Committee, unless notice in writing giving details of both sides of the dispute from both the member and the Association is supplied to all members at least seven (7) days prior to the date of the meeting.
- 25.3 At an Executive Committee meeting convened for the purpose of hearing and resolving the dispute:
- 25.3.1 no business other than the question of the dispute shall be transacted; and
- 25.3.2 the member who is in dispute with the Association shall be given ample opportunity to be heard.
- 25.4 Deleted

Comment [P52]: Was Shelter Management meeting

Comment [P53]: Was Shelter Management meeting

Comment [P54]: Was Shelter Management meeting

Comment [P55]: Was "No motion calling for the expulsion of the member in dispute with the Association shall be debated by the Executive Committee under this rule."

MOVED BY:

SECONDED BY:

CARRIED: YES / NO

(Must be carried by not less than three quarters (75%) of those members present at the AGM)

DATED this 25th day of November 2016

SIGNED by Chair of Shelter Tasmania:

**Special Resolutions of Annual General Meeting
for Shelter Tasmania (Inc.)**

Special Resolution 4

**At the Annual General Meeting of Shelter Tasmania on 25th November 2016,
the following Special Resolution was Moved:**

That Clause 26 in the Constitution be amended as follows:

26 TERMINATION OF MEMBERSHIP

26.1 A member may resign in writing to the Association at any time.

26.2 A membership shall be terminated upon a unanimous decision of the Executive Committee that the member has:

26.2.1 brought the Association into disrepute; or

26.2.2 acted in serious contravention of the Mission or objectives of the Association

26.3 A member shall be advised in writing of termination of membership and shall have the right to ask the Executive Committee to reconsider its decision. The ultimate decision of the Executive Committee shall be final.

Comment [P56]: Was "Expulsion of Members"

Comment [P57]: NEW. See existing Constitution for old expulsion procedure (on Shelter Tas website).

MOVED BY:

SECONDED BY:

CARRIED: YES / NO

(Must be carried by not less than three quarters (75%) of those members present at the AGM)

DATED this 25th day of November 2016

SIGNED by Chair of Shelter Tasmania:

**Special Resolutions of Annual General Meeting
for Shelter Tasmania (Inc.)**

Special Resolution 5

**At the Annual General Meeting of Shelter Tasmania on 25th November 2016,
the following Special Resolution was Moved:**

That Clause 27 in the Constitution be amended as follows:

27 WINDING UP

- 27.1 The Association may be wound up voluntarily whenever at least twenty one days written notice of such a resolution has been given to all members of the Association, and has been duly passed subject to the voting procedure, except that the majority shall be three quarters (75%) of those present and voting at a Special General Meeting of the Association duly convened for that purpose requiring that the Association be so wound up.
- 27.2 In the event of the Association being dissolved or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of:
- 27.2.1 gifts of money or property for the principal Objective of the Association;
 - 27.2.2 contributions made in relation to a fund-raising event held for the principal Objective of the Association; and
 - 27.2.3 money received by the Association because of such gifts and contributions must be transferred to one or more charities that meet the following requirements:
 - 27.2.4 as charitable purpose(s) similar to, or inclusive of, the purpose(s) of the Association;
 - 27.2.5 which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Association; and
 - 27.2.6 that is or are deductible gift recipients within the meaning of the *Income Tax Assessment Act 1997* of the Commonwealth.
- 27.3 For the purpose of clause 27.2 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the *Income Tax Assessment Act 1997* of the Commonwealth.
- 27.4 In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts, liabilities and amounts required to be transferred in accordance with clause 27.2 shall be transferred to one or more organisations that satisfy the requirements in clauses 27.2.4 and 27.2.5 as decided by special resolution.
- 27.5 In the event that the liabilities exceed assets upon the winding up of the Association, each member will be limited in its liability to the amount of their outstanding subscriptions or \$10.00, whichever is less.

Comment [P58]: All of Clause 27.2 is NEW.

Comment [P59]: Newly added

Comment [P60]: Was "shall be returned to Housing Tasmania as per Shelter Tasmania Funding Agreement of if allowable under the Service Agreement to another organisation with similar purpose as decided by special resolution which is not carried on for the profit or gain of its individual members."

Comment [P61]: NEW

MOVED BY:

SECONDED BY:

CARRIED: YES / NO

(Must be carried by not less than three quarters (75%) of those members present at the AGM)

DATED this 25th day of November 2016

SIGNED by Chair of Shelter Tasmania:

**Special Resolutions of Annual General Meeting
for Shelter Tasmania (Inc.)**

Special Resolution 6

**At the Annual General Meeting of Shelter Tasmania on 25th November 2016,
the following Special Resolution was Moved:**

That Clauses 7.2, 8.5 and 9.7 in the Constitution be amended as follows:

7 RIGHTS OF MEMBERSHIP

[...]

- 7.2 Organisational Members shall be entitled to one vote only, irrespective of the number of representatives nominated by the member.

Comment [P62]: NEW

8 ACCEPTANCE OF MEMBERSHIP

[...]

- 8.5 Applicants whose application has been refused under this clause may not re-apply for membership within the same financial year in which their original application is refused.

Comment [P63]: NEW

9 MEMBERSHIP FEES

[...]

- 9.7 New members applying after 1 January in any year shall pay 50% of the annual membership fee for that year only. Full membership fees will be payable in subsequent years.

Comment [P64]: New addition to this Clause

MOVED BY:

SECONDED BY:

CARRIED: YES / NO

(Must be carried by not less than three quarters (75%) of those members present at the AGM)

DATED this 25th day of November 2016

SIGNED by Chair of Shelter Tasmania: