



RULES VERSION 2.0

MAY 2015

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This is the annexure marked "A" referred to in the Statutory Declaration of Gary Ooyendyk made on the twenty-eighth day of May, 2015.

Before me (Justice of the Peace signature)

SA Associations Incorporation Act 1985

Incorporation Number: A42148

Incorporated under the Associations Incorporations Act 1985 on and from 15 May 2014.

The initial Rules for the Association were adopted on 31 March 2014.

Official address of the Association is:

472 Regency Road, PROSPECT SA 5082.

Public Officer of the Association is:

Mr Gary Ooyendyk who was appointed on 4 November 2015.

Versions

Jan-March 2014	Draft Rules prepared and reviewed.
V1.0 March 2014	Rules adopted 31 March 2014.
October 2014	Amendment to 14(a). Rules adopted 13 October 2014.
V2.0 May 2015	Amendment to rules 2, 5, 6, 7, 8, 9, 10, 11, 13, 14. Deletion of previous rule 10. Rules adopted 28 May 2015.

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1. Name

The name of the incorporated Association is NORTHERN SUBURBS HOUSING COMMUNITY, referred to herein as “the Association”.

2. Definitions

The following definitions apply:

- **Act** means the *Associations Incorporation Act 1985 (SA)*.
- **Board** means the governing Board of the Association.
- **General Meeting** means a general meeting of members of the Association convened in accordance with these Rules.
- **month** means a calendar month.
- **Tenant** means a person who has a residential tenancy agreement with the Association.

3. Objects of the Association

The objects of the Association are to:

- a. Provide quality, secure, affordable housing for people, aged 55 years or more, on low incomes.
- b. Build organisational sustainability.
- c. Work with like-minded organisations to promote the value of community housing.

4. Powers of the Association

For the purpose of carrying out its objects, the Association may:

- a. Acquire, hold, deal with, and dispose of, any real or personal property.
- b. Administer any property on trust.
- c. Open and operate bank accounts with authorised financial institutions.
- d. Invest its monies.
- e. Borrow money upon such terms and conditions as the Association thinks fit.
- f. Appoint agents to transact any business of the Association on its behalf.
- g. Enter into any other contract it considers necessary or desirable.
- h. Confer and co-operate or become affiliated with any other association having similar objects.

The powers of the Association are subject to the Act and these Rules.

5. Membership of the Association

5.1 Qualification for membership

- a. The only persons entitled to become members of the Association will be current members of the Board.
- b. A person will automatically become a member of the Association when they become a member of the Board.

5.2 Termination of membership

- a. A member may resign from membership of the Association by giving written notice to the Secretary.
- b. A member will automatically cease to be a member of the Association when the member ceases to be a member of the Board.

5.3 Register of members

A register of members of the Association must be kept and contain:

- a. The name, postal and electronic address of each member;
- b. The date on which each member was admitted;
- c. The status of the membership at the time (active, on leave, resigned or terminated);
- d. If applicable, the date of and reason(s) for termination of membership.

6. The Board

6.1 Powers and duties

- a. The affairs of the Association shall be managed and controlled by a Board which, in addition to any powers and authorities conferred by these Rules, may exercise all such powers and do all such things as are within the objects of the Association, and are by the Act or by these Rules required to be done by the Association in General Meeting.
- b. The Board has the management and control of the funds and other property of the Association.
- c. The Board has the power to make Policies for the general conduct of Association activities and to rescind or alter those Policies at any time.
- d. The Board shall ensure that Rules, Policies and Minutes are made accessible to members of the Board by means determined from time to time by the Board.
- e. The Board shall have authority to interpret the meaning of these Rules and Policies and any other matter relating to the affairs of the Association on which the Rules and Policies are silent.
- f. In the event of any conflict between these Rules and the Policies, the Rules will prevail.
- g. The Board may establish Sub-Committees (at least one member of each Sub-Committee shall be a member of the Board or a person appointed by the Board) which will have written Terms of Reference that describe the role, responsibilities and quorum given to the Sub-Committee and its reporting arrangements.
- h. The Chairperson shall be the official spokesperson for the Association or in his or her absence; the Vice-Chairperson shall be the spokesperson. The spokesperson shall make statements in accordance with previously agreed policy, or in an emergency, following consultation with at least two other members of the Board.
- i. The Board shall act consistently with any properly made resolutions and in accordance with the provisions of these Rules.
- j. The Board may delegate to an employee of the Association, including the responsibilities of individual Office Bearers.

6.2 Appointment of the Board

- a. The Board will consist of not more than 7 persons.
- b. The Board will comprise:
 - i) 1 person elected by the Tenants in accordance with this Rule and any applicable Policies; and
 - ii) 6 persons elected by the Board in accordance with this Rule.
- c. A person elected by the Tenants must be a Tenant and must have been a Tenant for at least the previous 3 years.
- d. A person elected by the Board does not have to be a Tenant and it is desirable that as many of such persons as possible not be Tenants and be independent of the Tenants, but if such a person is a Tenant they must have been a Tenant for at least the previous 3 years.

- e. There will be a meeting of Tenants each year immediately before the annual General Meeting to elect 1 person to the Board, for a period of 1 year, with effect from the annual General Meeting until the next annual General Meeting.
- f. There will be a meeting of the Board each year immediately before the annual General Meeting to elect up to 6 persons to the Board, for a period of 1 year, with effect from the annual General Meeting until the next annual General Meeting.
- g. Elections under 6.2f will be separate for each member of the Board, will be by an ordinary resolution of the Board and a member of the Board must not vote on his or her election.
- h. A person may be elected to the Board for more than 1 term, but a person elected by the Tenants may not be a member of the Board for any period exceeding 3 consecutive or cumulative years.
- i. The Board may appoint a person to fill any casual vacancy who shall hold office until the next annual General Meeting.

6.3 Office Bearers

- a. Office Bearers of the Board will comprise a Chairperson, a Vice Chairperson, a Treasurer and a Secretary.
- b. The Board will elect the Office Bearers by ordinary resolution at the first meeting of the Board following the annual General Meeting.
- c. Office Bearers will hold that office until the following years' annual General Meeting.
- d. An Office Bearer may not hold the same office for more than 5 consecutive years.

6.4 Duties of Office Bearers

The duties of the office bearers shall be as follows:

- a. The Chairperson shall preside at meetings of the Board and such other duties as prescribed by the Board from time to time.
- b. The Vice-Chairperson shall preside at meetings in the event that the Chairperson is unavailable and such other duties as prescribed by the Board from time to time.
- c. The Secretary shall be responsible for:
 - i) all correspondence;
 - ii) maintaining the register of members of the Association;
 - iii) keeping of adequate minutes of meetings of the Board and meetings of the members of the Association; and
 - iv) such other duties as prescribed by the Board from time to time.
- d. The Treasurer shall:
 - i) attend to the banking of the Association's income and the recording of transactions in the Association's books and records;
 - ii) provide regular financial reports to the Board;
 - iii) prepare the Association's monthly financial reports and statements for consideration and adoption by the Board;
 - iv) assist the Association's Auditor to prepare the Association's annual audited financial reports and statements for consideration and adoption by the Board before they are presented to members at the Annual General Meeting; and
 - v) such other duties as prescribed by the Board from time to time.

6.5 Proceedings of the Board

- a. The Board shall meet for the dispatch of business no less than six times per year.
- b. A meeting of the Board may be held where one or more of the members of the Board is not physically present at the meeting, provided that all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication.

- c. The Board may pass a resolution without a meeting being held if a majority of the Board entitled to vote on the resolution (and being not less than the number required for a quorum of the Board):
 - i) sign a document containing a statement that they are in favour of the resolution set out in the document; or
 - ii) agree verbally to the resolution, subject to ratification and inclusion in the minutes of the next meeting of the Board.
- d. Questions arising at any meeting of the Board shall be decided by an ordinary resolution.
- e. Each member of the Board has one vote.
- f. The Chairperson shall have a deliberative vote, but not a casting vote.
- g. A member of the Board having a direct or perceived conflict of interest in a matter being considered by the Association must disclose the nature and extent of that interest to the Board as required by the Act.
- h. Members of the Board may express the views and interests of any organisation or group of which they are a member or which they represent, but must vote in the interests of the Association and to carry out its objects.
- i. Any decision made by the Board shall be binding to all members of the Board.
- j. The Board may invite any employee of the Association or consultant or adviser to the Association to attend and speak at any meeting of the Board, but not to vote.

6.6 Disqualification of members of the Board

The office of a member of the Board becomes vacant if the member:

- a. is disqualified from being a member of the Board by the Act; or
- b. ceases to be a Tenant, but only if elected by the Tenants or appointed to fill a casual vacancy of a member of the Board elected by the Tenants; or
- c. is permanently incapacitated by ill health, or
- d. is absent without apology acceptable to the Board for 3 or more meetings of the Board in the year that they are a Board member; or
- e. conducts himself or herself in a manner detrimental to the Association, after the Board has communicated to the member at least one month's notice of their intention to remove the member, and the member has had the opportunity to respond; or
- f. resigns as a member of the Association.

7. The Common Seal

- a. The Association shall have a common seal upon which its name shall appear in legible characters.
- b. The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minutes of the Association.
- c. The affixing of the seal shall be witnessed by the Chairperson and the Secretary.
- d. A register shall be kept by the Secretary recording the occasion and purpose for which the seal was affixed.

8. General Meetings

8.1 Annual General Meetings

- a. The Board shall call an annual General Meeting in accordance with the Act and these Rules.
- b. The annual General Meeting shall be held within four months after the end of the Association's financial year.
- c. The order of the business at the annual General Meeting shall be:

- i) confirmation of the minutes of the previous annual General Meeting and of any special General Meeting held since that meeting;
- ii) consideration of the accounts and reports of the Board and the Auditor's report;
- iii) appointment of the Auditor; and
- iv) any other business requiring consideration by the Association in General Meeting.

8.2 Special General Meetings

The Board may call a special General Meeting at any time.

8.3 Notice of General Meetings

- a. Subject to 8.3b, at least 14 days' notice of any General Meeting shall be given to members of the Association. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c. A notice may be given by the Association to any member of the Association by serving the member with the notice personally, or by sending it by post or electronic mail to the postal address or electronic mail address appearing in the register of members.
- d. Where a notice is sent by post, the service shall be effected by properly addressing, prepaying and posting a letter or packet containing the notice, and unless the contrary is proved, service shall be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.
- e. Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by properly addressing and sending the notice. Service of the notice is deemed to have been effected 24 hours after sending it.

8.4 Quorum

- a. A quorum at a General Meeting shall be 4 members of the Association present in accordance with 8.5c.
- b. A quorum at any Board meeting shall be 4 members of the Board present in accordance with 6.5b.
- c. A quorum at any Sub-Committee Meeting shall be decided by the Board and included in the Terms of Reference for that Sub-Committee.
- d. If on any occasion of a General Meeting, Board or Sub-Committee meeting a quorum has not been achieved after half an hour beyond the notified time, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such an adjourned meeting a quorum is not present within half an hour beyond the notified time, the members present shall form a quorum.

8.5 Procedures at General Meetings

- a. The Chairperson shall preside at General Meetings.
- b. If the Chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Vice-Chairperson shall preside, otherwise the members of the Association may choose a member of the Board to be the chairperson of that meeting.
- c. A General Meeting may be held where one or more of the members of the Association is not physically present at the meeting, provided that all persons participating in the meeting are able to communicate with each other effectively,

simultaneously and instantaneously, whether by means of telephone or other form of communication.

8.6 Voting at General Meetings

- a. Every member of the Association has only one vote at a General Meeting.
- b. No member may vote at a General Meeting by proxy.
- c. A question for decision at a General Meeting, other than a special resolution, must be by an ordinary resolution.
- d. A question for decision at a General Meeting shall be decided by a show of hands and the declaration by the Chairperson of the meeting that a motion has been carried or lost, shall be conclusive evidence of the result of the vote.

8.7 Special and ordinary Resolutions

- a. A special resolution is a resolution passed at a duly convened General Meeting where:
 - i) 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
 - ii) 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 present and being entitled to vote;
- b. An ordinary resolution is a resolution passed by a simple majority present in person or by phone at a Board meeting or at a General Meeting.

9. Minutes

- a. Minutes of all proceedings of General Meetings and of meetings of the Board, shall be entered in the minute book within one month after the relevant meeting.
- b. The minutes kept pursuant to this Rule must be confirmed by the members of the Association or the members of the Board at a subsequent meeting.
- c. The minutes kept pursuant to this Rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.
- e. Signed minutes can be scanned and electronically filed for future reference as needed. Minute books of the minutes shall still be kept.

10. Financial reporting

10.1 Financial year

The financial year of the Association shall be the period commencing on 1st July and ending on 30th June of each year.

10.2 Accounts to be kept

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

10.3 Accounts and reports to be laid before members

The accounts, together with the Auditor's Report on the accounts, the Board's statement and the Board's report, shall be provided to members of the Association at the annual General Meeting.

10.4 Appointment of Auditor

- a. At each annual General Meeting, the members of the Association will appoint a person to be Auditor of the Association.
- b. The Auditor shall not be a member of the Association, and shall hold office until the next annual General Meeting and is eligible for re-appointment.

11. Prohibition against securing profits for members

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members of the Association or their associates except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

12. Winding up

The Association may be wound up in the manner provided for in the Act.

13. Application of assets

If the Association is wound up:

- a. Any remaining Community Housing Assets in a participating jurisdiction must be transferred to another Registered Community Housing Provider or to a Housing Agency in the jurisdiction in which the asset is located.
"Community Housing Asset", "Registered Community Housing Provider" and "Housing Agency" have the same meaning prescribed under the *Community Housing Providers (National Law) (South Australia) Act 2013 (SA)*.
- b. 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:
 - i) gifts of money or property for the principal purpose of the Association
 - ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association
 - iii) money received by the Association because of such gifts and contributions.
- c. Surplus assets as defined in the Act shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. Such organisation or organisations shall be identified and determined by a special resolution of the members of the Association

14. Rules

- a. These Rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes rescission or replacement by substitute Rules.
- b. The alteration shall be registered as required by the Act.
- c. The registered Rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.