



# Australasian Housing Institute

ACN 097 565 387

## Rules

*(As at 12 Nov 2008)*

1 Interpretation.....	3
2 The Role of the Rules and Priority.....	3
3 Regional Committees.....	3
4 The Board.....	4
5 Role of the Board.....	5
6 The Role of the President.....	5
7 The Role of the Directors.....	5
8 The Role of the CEO.....	5
10 Expectation of Board Members .....	6
11 Dealing with Breaches of Standards of Conduct .....	6
12 Public Speaking and Media Contact.....	6
13 Legal and Other Considerations .....	6
14 Scheduling of Board Meetings.....	7
15 Location of Meeting.....	7
16 Quorum .....	7
17 Presiding Member.....	7
18 Voting .....	7
19 Decisions Of The Board.....	7
20 Agendas For Meetings.....	7
21 Board Minutes .....	8
22 Attendance At Board Meetings.....	8
24 Board Committees.....	8
25 Advisory Committees.....	8
26 Working Parties.....	9
27 Reporting .....	9
28 Evaluation And Reporting.....	9
29 Evaluation Of Institute Performance.....	9
30 Evaluation Of Board Performance.....	9
31 Reporting On Institute Performance.....	9
32 Membership And Accreditation .....	9
33 Application For Membership .....	10
34 Membership Prerequisites.....	10
35 Disenfranchisement.....	10
36 Misleading Statements.....	10
37 Institute Determination.....	10
38 Review of Determination.....	10
39 Register of members .....	10
40 Addresses of members.....	10
41 Resignation of membership.....	11
42 Retirement.....	11
43 Rights And Privileges Of Members.....	11
44 Privileges of Members .....	11
45 Disqualification of Members.....	11
46 Entrance Fees And Subscriptions .....	11
47 <i>(deleted 19 Nov 2004)</i> .....	11
48 Payment of Fees .....	11
49 Subscription on Resignation or Disqualification .....	12
50 Code Of Conduct .....	12
51 Purpose of the Code .....	12
52 Non-compliance with Code .....	12
53 Calling of Resignation .....	13
54 The Terms Of The Code of Conduct .....	14
55 Right to appoint a proxy.....	14
56 Appointment of proxy .....	14
57 Instrument appointing proxy .....	15
58 Voting by proxy .....	15
Amendments.....	16

## 1. Interpretation

- 1.1 References to parts are references to the constitution of the company limited by guarantee known as the Australasian Housing Institute Limited ("the Institute").
- 1.2 "Board" means the directors and office bearers, including the Chief Executive Officer and President.
- 1.3 "Jurisdiction" shall mean New Zealand as well as each state or territory of Australia, comprising in total, of nine (9) jurisdictions.

## 2. The Role of the Rules and Priority

- 2.1 These Rules are subject to the Corporations Law, the Constitution and, severable to the extent of any inconsistency with either of the Corporations Law or the Constitution.
- 2.2 In the event of any inconsistency between documents, and to the extent only of any inconsistency, a document higher in the list shall prevail over a document lower in the list.
  - 2.2.1 the Constitution;
  - 2.2.2 Directions of the Board (including policies and procedures);
  - 2.2.3 these Rules;
  - 2.2.4 any relevant policies and procedures.

## 3. Branch Committees. *(amended 12 Nov 2008)*

### 3.1 Establishment

Each jurisdiction may have one Branch Committee, to be constituted in the same manner as the Institute Board and elected by the members of that jurisdiction. Details of branch Committee members are to be provided to the Institute Board within 14 days of election for record-keeping purposes. *(amended 12 Nov 2008)*

### 3.2 Termination

The Institute Board may disband a Branch Committee if the members of the Committee, as a group, are found to have acted fraudulently or contrary to the Institute's Code of Conduct and a complaint has been made by a member of members. *(amended 12 Nov 2008)*

### 3.3 Jurisdiction

Each Branch Committee shall administer its jurisdiction in accordance with the Constitution, these Rules, directions of the Board from time to time and any relevant policies and procedures issued by the Board. *(amended 12 Nov 2008)*

### 3.4 Election of Directors to Branch Committees *(amended 12 Nov 2008)*

Financial members of each jurisdiction are entitled to cast one vote in the election for Directors of their Branch Committee. *(amended 12 Nov 2008)*

Voting will be conducted by postal ballot to allow all members to participate equally in the election process.

The election process will follow the same timeframe as that set out for the Institute Board.

### 3.5 *(deleted 19 Nov 2004)*

### 3.6 Nomination of Directors by Branch Committees *(amended 12 Nov 2008)*

Each Branch Committee shall elect one of their members as a director of the Institute Board

The relevant Branch Committee shall notify the existing Board of the election of a director within 24 hours of the result being finalised.

Such elected member shall then act as a director from the date of notification to the Board of the result of the election by the relevant Branch Committee.

The Branch Committee shall elect that member in accordance with the Constitution, the Rules, and any directions of the Board which may be issued from time to time.

### 3.7 Ratification (*amended 12 Nov 2008*)

A Branch Committee shall nominate one or more candidates for election as a director of the company at any AGM and such candidate shall be entitled to have their appointment ratified by all Institute members at the next AGM.

### 3.8 Non ratification (*amended 12 Nov 2008*)

In the event the elected member is not ratified at the next annual general meeting, the appointment shall cease forthwith, and the position shall be deemed vacant unless the remaining directors appoint, in their absolute discretion, a director for that jurisdiction under clause 14.1(d) of the Constitution.

Each Branch Committee should have as a member at least one director but need not have a director if no director has been ratified at any AGM or where no appointment is made in accordance with the immediately preceding subclause.

The directors may appoint an existing director to act as the director of a Branch Committee, where at any AGM a particular Branch Committee did not have, for any reason, the Branch elected director ratified by the membership as a whole.

## 4. The Board (*amended 12 Nov 2008*)

### 4.1 The Board shall consist of the following persons:

- 4.1.1 The President, *ex officio*.
- 4.1.2 One director from each State and Territory of Australia and one director from New Zealand elected by the members of each relevant Branch committee and subject to ratification by the Institute members at the next AGM (*amended 12 Nov 2008*)
- 4.1.3 (*deleted 12 Nov 2008*)
- 4.1.4 (*deleted 12 Nov 2008*)
- 4.1.5 (*deleted 12 Nov 2008*)
- 4.1.6 (*deleted 12 Nov 2008*)
- 4.1.7 One member from amongst Indigenous housing workers appointed by the directors, whether or not at the AGM.
- 4.1.8 The Company Secretary elected by the directors, whether or not at the AGM.
- 4.1.9 The Chief Executive Officer, *ex officio* (non-voting).
- 4.1.10 (*deleted 12 Nov 2008*)

### 4.2 Term of Office (*amended 12 Nov 2008*)

The Board shall be elected for a period of two years and each board member will be able to serve a maximum of 4 consecutive years.

### 4.2A Eligibility for nomination as a director (*inserted 19 Nov 2004*) (*amended 12 Nov 2008*)

Members who wish to be nominated as a director of the company must be current members

- 4.2A.1 (*deleted 12 Nov 2008*)
- 4.2A.2 (*deleted 12 Nov 2008*)
- 4.2A.3 (*deleted 12 Nov 2008*)

### 4.3 Board Elections (*amended 12 Nov 2008*)

Half of the Board will be elected every year by random lot in the first instance effective immediately to align with the Election Process in Clause 4.4

The position to be voted by the general membership is President.

Voting will be conducted by ballot to allow all members across Australia and New Zealand to participate equally in the election process.

### 4.4 Election process

The election process begins eight weeks prior to the date of the Annual General Meeting and concludes with the announcement of election results at the Annual General Meeting.

Election/AGM advised to members  
Nominations called

8 weeks prior to AGM

Nominations close	6 weeks prior to AGM
Ballot papers, candidate information, proxy form and annual report mailed to members	4 weeks prior to AGM
Voting closes	1 week prior to AGM
Election results announced at AGM	

## 5. Role of the Board

- 5.1 The Board is, along with its members, a governing board.
- 5.2 The Board's role is to provide strategic direction to the Institute in the following ways:
- 5.2.1 to issue directions from time to time as required;
  - 5.2.2 to determine Institute policies;
  - 5.2.3 to implement such other matters specified in the Constitution and the policies and procedures;
  - 5.2.4 to endorse Branch Committee proposals for budget allocations; (*amended 12 Nov 2008*)
  - 5.2.5 to endorse strategic plans;
  - 5.2.6 to coordinate the various Branch Committees; (*amended 12 Nov 2008*)
  - 5.2.7 to guide the Branch Committees and coordinate those committees to review the Institute's financial statements; (*amended 12 Nov 2008*)
  - 5.2.8 to ensure the adequacy and time limits of all annual reports required of the Institute as a company registered under the Corporation's Law;
  - 5.2.9 to facilitate the Institute's objects;
  - 5.2.10 to apply the Institute's powers solely towards its objects;
  - 5.2.11 to establish partnerships, protocols and links with other related bodies;
  - 5.2.12 to ensure that any decision making by the board is informed by consultation with the Branch Committees; and (*amended 12 Nov 2008*)
  - 5.2.13 to ensure any other matter reasonable required of the Institute is attended to.

## 6. The Role of the President

- 6.1 The role of the President is provide leadership and promote the cohesiveness, effectiveness and functioning of both the Board and the Institute.
- 6.2 The President does not have a role to play in the day to day operations of the Institute.
- 6.3 The President:
- 6.3.1 represents the Board and the members, as necessary, at public or private forums, committees and boards;
  - 6.3.2 guides the consultation processes for the Institute;
  - 6.3.3 actively participates in the work of the Institute;
  - 6.3.4 develops and maintains effective working relationships between key stakeholders;
  - 6.3.5 develops and maintains effective liaison with the various social housing sectors;
  - 6.3.6 develops and maintains effective liaison with government and non government agencies; and
  - 6.3.7 promotes the Institute and its purposes to the community and media as appropriate.
- 6.4 It is essential that there be a close and collaborative relationship between the President and the CEO.
- 6.5 Pursuant to clause 15.1 of the Constitution, both the CEO and the President are ex officio directors.
- 6.6 The President is responsible for convening meetings and conducting the business of the AGM and the Board.
- 6.7 In the case of a tied decision, the President will exercise a second or casting vote to decide the matter.

## 7. The Role of the Directors

- 7.1 The role of the Directors is to:
- 7.1.1 (*deleted 12Nov 2008*)
  - 7.1.2 represent the Board at the request of the President Chairperson, as necessary, participate in and contribute to the consultation processes of the Institute with Institute members; and
  - 7.1.3 to develop and maintain effective liaison with the members and the Board.

## 8. The Role of the CEO

- 8.1 The CEO is responsible, amongst other things, to:
- 8.1.1 ensure that the Board is provided with executive and administrative support and for ensuring decisions of the Board and members, as appropriate, are implemented;
  - 8.1.2 provide leadership to and ensure the effective and efficient functioning of the Institute;
  - 8.1.3 manage the day to day affairs of the Institute in accordance with the Constitution, these Rules, the AHI Rules (as at 12 Nov 2008)

Policies and Procedures and directions of the Board; and

8.1.4 may also represent the Institute where appropriate.

8.2 The CEO has the authority to enter into contracts, conduct transactions or execute other documents which have legal effect in the name of or on behalf of the Institute in accordance with resolutions of the Board of Directors.

8.3 The CEO is a non-voting member of the Board.

### 9. Remuneration

9.1 (deleted 19 Nov 2004)

### 10. Expectation of Board Members

10.1 Board Members are expected to actively participate in and contribute to the work of the Board, and, in so doing to conduct themselves ethically, maintaining confidentiality and exercising due diligence.

10.2 At all times, members are expected to act in the best interests of the Institute and to comply with the Institute's Code of Conduct.

10.3 Board members are expected to:

10.3.1 give priority to the work of the Institute (subject to other work commitments);

10.3.2 attend all Board meetings;

10.3.3 actively participate in discussions and decisions at Board meetings;

10.3.4 liaise as required with Branch Committees; (*amended 12 Nov 2008*)

10.3.5 read, comment on and contribute to working papers and proposals for decision by the Board;

10.3.6 form, and participate in Board Committees and work in groups as required.

10.3.7 ensure that they are informed about their legal, financial, employment, planning and evaluation responsibilities and exercise due diligence in carrying out these responsibilities;

10.3.8 support the collective decision making process and maintain appropriate confidentiality with respect to the work of the Institute;

10.3.9 work cooperatively with the management and staff of the Institute;

10.3.10 take part in orientation, training, forums and planning sessions, as required;

10.3.11 declare and take appropriate action with respect to conflict of interest;

10.3.12 refrain from any fraudulent or corrupt conduct;

10.3.13 report any evidence of fraud or corrupt conduct by others;

### 11. Dealing with Breaches of Standards of Conduct

11.1 If a Board member believes that any other Board member has behaved in a way which breaches the Constitution, these Rules, or the policies and procedures or the standards of conduct for Board members, or which would compromise the Board or the Institute, they should discuss this with the President or with the CEO.

11.2 In particular, if a Board member has reason to believe that fraud or corrupt conduct may be occurring within the Institute, this must be reported to the President or the CEO and in circumstances of a criminal nature, to the police.

### 12. Public Speaking and Media Contact

12.1 The President is, by virtue of that position authorised to represent, and speak on behalf of the Board and the Institute.

12.2 Similarly the CEO is, by virtue of that position, authorised to represent, and speak on behalf of the Institute.

12.3 Other members of the Board are empowered to represent and speak on behalf of the Board only when authorised in writing to do so by the President or by a decision of the Board and that decision is recorded in minutes of the Board of Directors.

12.4 The Institute may develop a Public Speaking and Media Policy from these Rules in order to provide guidance to Board members and to Institute members.

### 13. Legal and Other Considerations

13.1 Any person making a derogatory or untrue statement about another person maybe sued for defamation – whether that defamatory statement is made in writing or verbally.

13.2 Members, including Board members, should be aware that if they act as a spokesperson for the Board or the Institute without formal authorisation, or if they do not comply with the Institutes rules on public statements, may not be indemnified if they are sued in relation to their unauthorised comments.

13.3 Before accepting invitations to speak in public or to participate in a meeting or forum, Board members should

consider whether acceptance may compromise or appear to compromise the Board or the Institute. If in doubt, Board members should discuss the invitation with the President or the CEO before accepting.

- 13.4 Board members should always make clear to others, as a matter of good practice, whether they are speaking or participating as a representative of the Board or the Institute, or in some other capacity.

### **14. Scheduling of Board Meetings**

- 14.1 Board meetings should be held regularly, and sufficiently frequently and with adequate notice to ensure that Board members have adequate time to consider and discuss each of the agenda items.

- 14.2 The Board will meet at least once every two months

- 14.3 In addition, the President or CEO may convene such extraordinary meetings as are required to deal with urgent matters as they arise.

- 14.4 By clause 14.8 b (3) of the Constitution, a notice of a meeting of directors must provide no less than seven (7) days' notice.

### **15. Location of Meeting**

- 15.1 Board meetings may be held anywhere within the jurisdiction but may also be held by telephone or video conferencing or some other means by which each member can hear the comments of all other participating members.

### **16. Quorum**

- 16.1 The quorum of meetings of directors is as specified in clause 14.9 (b) (2) of the Constitution.

### **17. Presiding Member**

- 17.1 The President shall preside at Board meetings.

- 17.2 In the absence of the President, a person elected by the voting members who are present at the meeting presides at the meeting and exercises the casting vote.

### **18. Voting**

- 18.1 Members of the Board are entitled to vote at meetings of the Board other than the CEO and the CFO who are appointed members and therefore do not have a vote.

- 18.2 In the case of a tied decision, the President will exercise a second or casting vote to decide the matter.

### **19. Decisions Of The Board**

- 19.1 A Board decision is made when:

19.1.1 a quorum of voting members is present and the decision is supported by a majority of the voting members; or

19.1.2 papers are circulated (by fax, mail or other means) to all members of the Board, and a resolution in writing is approved in writing (that is, signed) by a majority of voting members of the Board; or

19.1.3 a meeting is held by telephone, video link or some other means in which a quorum of members participate and any member who speaks can be heard by all participating members, and the decision is supported by a majority of the participating voting members.

- 19.2 Failure of a member to declare a conflict of interest does not invalidate any decision of the Board unless the voting was such as to materially affect the outcome.

### **20. Agendas For Meetings**

- 20.1 The agenda for each Board meeting is determined by the President, in consultation with the CEO, taking into account any issues which Board members have requested be incorporated.

- 20.2 Board members who wish to have an item included in the Board agenda should discuss this with the President no later than 10 working days prior to the meeting, to allow adequate time for scheduling of agenda items, and for the preparation and distribution of papers.

- 20.3 The Board agenda will normally consist of

20.3.1 *Standing items*: matters which are considered at every meeting.

These usually include:

- confirmation of the minutes of the last Board meeting
- business arising from the minutes of the previous meeting
- regular reports (such as financial reports and performance reports)

- 20.4 Matters for information: matters about which Board members should be informed, but which do not require a Board decision. These may also include special presentations to the Board by Institute members or representatives of other organisations
- 20.5 Matters for decision. These are matters quite simply, which are required to be decided by the Board.
- 20.6 For ease of reference, the agenda for each meeting should be formatted in the same, agreed style.
- 20.7 sufficient time shall be allowed in the scheduling of the agenda for discussion and consideration of each of the agenda items.
- 20.8 The Board agenda and any supporting papers should be distributed to Board members at least one week prior to the meeting to allow members adequate time for preparation.

### **21. Board Minutes**

- 21.1 Minutes should be taken at each meeting of the Board (and at each meeting of any Board Committee or working party). These notes are then formatted and refined in discussion with the President to form the draft minutes. An action sheet, detailing actions arising from the Board meeting, the person responsible, and the required completion date should also be prepared and attached to the draft minutes.
- 21.2 Board minutes should record discussion outcomes, decisions and dissent. The level of detail to be incorporated into Board minutes should be determined by the Board as part of their determination of the rules and procedures for access to and release of information.
- 21.3 For ease of reference, Board minutes should be formatted in an agreed style, and items arranged in the same order as shown on the agenda for that meeting.
- 21.4 The draft Board minutes should be distributed so as to reach Board members within a week of each meeting, to enable members to review them for accuracy and completeness while the meeting is still fresh in their minds.
- 21.5 Board members should provide any corrections or suggestions for amendments to the President prior to the commencement of the Board meeting.
- 21.6 Any amendments to the minutes, and formal acceptance of the (amended) minutes must be addressed at the next Board meeting.

### **22. Attendance At Board Meetings**

- 22.1 Board meetings would normally be attended by Board members and staff providing secretarial and administrative support to the meeting. Other Institute members or staff, and representatives from other agencies or organisations may, with the approval of the President, attend for discussion of particular agenda items.
- 22.2 It is a policy decision of the Board as to:
  - 22.2.1 whether Board meetings are open for others to attend
  - 22.2.2 what limitations are to be placed on non-Board member attendance
  - 22.2.3 whether attendees may contribute to the discussion during the meeting
- 22.3 The Board may, at its discretion, exclude all non-Board members from the room, particularly where a highly confidential matter is to be discussed. If the minute taker is among those excluded, a formal Board resolution reflecting the outcome of the discussion needs to be passed on the minute taker's return to the room for incorporation into the minutes of that meeting.

### **23. Confidentiality of Board Documents**

- 23.1 The agenda and supporting papers for each Board meeting are confidential until the Board meeting, and will be marked "confidential" when distributed. Following discussion of each agenda item, the Board will determine whether the papers relating to that item are to remain confidential or can be distributed.
- 23.2 Board minutes for each meeting are confidential until formally endorsed at the following meeting, after which they can be distributed as required.

### **24. Board Committees.**

- 24.1 Advisory committees and working parties may be established at the Board's discretion. Their role is to assist the Board by providing considered opinion and advice to the Board to facilitate the process of decision making and to enhance the quality of Board decisions. Committees and working parties can distribute the Board's workload, and enable detailed consideration to be given to important matters.
- 24.2 Appropriately constituted committees can also be helpful in providing advice to the President, or the CEO in relation to sensitive matters.



## **25. Advisory Committees**

- 25.1 Committees are formal bodies, usually established to assist the Board in relation to their ongoing responsibilities. Common examples are Finance, Audit, Governance and Grants Committees.
- 25.2 Committees operate in accord with specific terms of reference established by the Board and conduct their business in a similar manner to the Board.
- 25.3 The President of the Board is the nominal chairperson for all Board committees, although it is open to the Board to nominate a Board member to serve as chairperson for a specific Committee.
- 25.4 Committees may include non-Board members in order to gain the expertise required for a particular Committee.
- 25.5 Formal agendas and minutes should be prepared for all Board Committee meetings, using the same agreed style and format.
- 25.6 As far as practicable, Committee meetings should be held in conjunction with Board meetings to minimise costs and the demands on members' time.

## **26. Working Parties**

- 26.1 Working parties are usually established for a specified period of time to address a particular issue or set of issues. They also have terms of reference, but these tend to define the scope of the work rather than establish policies and procedures as Committee terms of reference do.
- 26.2 Working parties are less formal than Committees, and will frequently include non-Board members. The issue of voting rights does not apply here as working party meetings do not usually operate as formal meetings.
- 26.3 Working parties also should have an agenda for each meeting, and keep minutes (again in the same style and format as those for Board meetings).

## **27. Reporting**

- 27.1 Both Committees and working parties are required to report to each Board meeting on progress and outcomes to date (except in the case of Board committees established to provide advice in relation to sensitive matters).
- 27.2 This reporting is done by inclusion of the minutes of the relevant meetings of the Committee or working party in the Board meeting papers.

## **28. Evaluation And Reporting**

- 28.1 The Board, as a governing Board, along with its members, has a role to monitor the performance of the Institute.
- 28.2 However, as a matter of good practice, the Board should also monitor and evaluate its own performance in order to determine the extent to which it is assisting the organisation achieve its purpose.

## **29. Evaluation Of Institute Performance**

- 29.1 The Board is responsible for ensuring that the Institute is complying with its Corporations Law requirements, managing risk and performing efficiently and effectively.
- 29.2 The Board monitors this through the receipt and analysis of regular reports on the operation of the Institute from the CEO.
- 29.3 To assist in the evaluation of organisational performance, it is usual practice for governing Boards to establish one or more appropriate committees. The most common of these is an Audit Committee.

## **30. Evaluation Of Board Performance**

- 30.1 Evaluation of Board performance should be carried out by evaluating the workload of the Board, the performance of the Board as a whole, and the contributions of individual Board members.
- 30.2 This may be done by establishing a key set of performance measures for each of these attributes, and regularly assessing performance against these measures.
- 30.3 The Board may establish a Governance Committee, responsible for developing and implementing the evaluation process, and reporting the outcomes to the Board.

## **31. Reporting On Institute Performance**

- 31.1 The Board has a responsibility to assure itself of the adequacy and accuracy of this report prior to its being made public. The report must be signed by two members of the statutory body. Usual practice is that the report is signed by the President and the CEO.

## **32. Membership And Accreditation**

32.1 Membership includes the following categories:

- Affiliate Member
- Associate Member
- Member

32.2 "Housing Work" shall have such meaning as the Board shall from time to time prescribe but generally applies to a person who works in the broad housing sector, in either a paid or unpaid capacity. *(amended 12 Nov 2008)*

32.2.1 **Affiliate Member** means a new worker or volunteer (less than 12 months experience), a student, a person usually in but currently out of the housing sector, eg: on parental or other extended leave, a retired worker or volunteer. *(amended 12 Nov 2008)*

32.2.2 **Associate Member** means a worker or volunteer formally involved in housing for at least twelve months. *(amended 12 Nov 2008)*

32.2.3 **Member** means a worker or volunteer formally involved in housing for at least five years or for at least one year plus a housing qualification. *(amended 12 Nov 2008)*

### 33. Application For Membership

33.1 An applicant for a particular category of membership shall make application in a form prescribed by the Institute and forward such form to the address of the registered office of the Institute, as indicated upon the form *(amended 19 Nov 2004)*

33.2 The application shall be dealt with by the chief executive officer in the manner as approved by the Board and present it to the Board at the next meeting for endorsement *(inserted 19 Nov 2004)*

### 34. Membership Prerequisites

34.1 No person shall be accepted to any category of membership unless he/she fulfils the relevant conditions as prescribed from time to time.

34.2 No person shall be admitted to any class of membership of the Institute unless he/she satisfies the Institute that he/she is a fit and proper person to be so admitted having regard to all circumstances including, where appropriate, general education, the nature of employment, the responsibility of the office which he/she holds and his/her character.

### 35. Disenfranchisement

35.1 No person may be disenfranchised from a category of membership once attained because of the commencement at any time of fresh criteria for that class of membership.

35.2 The rule is subject to the rule regarding retirement.

### 36. Misleading Statements

36.1 Any member who in connection with his/her application for membership or for transfer from one category of membership to a higher grade of membership wilfully makes a statement which he/she knows to be false or misleading or does not believe to be true or wilfully withholds information which he/she ought to have disclosed shall be deemed to be guilty of dishonourable or unprofessional conduct.

### 37. Institute Determination

37.1 The Institute shall at their discretion, subject only to these Rules, determine as to the admission of the applicant, and the decision not to admit any applicant shall be final.

### 38. Review of Determination

38.1 *(deleted 12 Nov 2008)*

38.2 Any person whose application for membership is refused by the Board shall be entitled to receive a statement in writing of the reasons of the Board's decision.

### 39. Register of members

39.1 The name of every member shall be entered in a Register of Members held by the Institute.

39.2 The personal and other related information as recorded in the Register of Members shall be stored and used in a manner that protects the privacy of members in accordance with any procedures adopted by the Board and/or any relevant code, guide or legislation *(amended 19 Nov 2004)*

### 40. Addresses of members

40.1 Every member shall from time to time notify the Institute the place of business or residence and the address so notified shall be deemed to be the registered address of that member.

## 41. Resignation of membership

- 41.1 A member may resign from membership of the Institute by advising the Institute in writing. The advice may be directed to the President, a member of the Board, the CEO or any member of staff.
- 41.2 If any member shall leave at or send by post to the registered office of the Institute a notice in writing, signed by himself and addressed to the Company Secretary, stating that he wishes to resign from membership of the Institute.
- 41.3 The notice shall take effect from the date of receipt of the said notice by the Institute and the person shall cease to be a member.
- 41.4 A member will be considered to have resigned where they have not renewed their membership within 4 months of the commencement of the membership year.
- 41.5 The Board must confirm the resignation by recording the member's name in the minutes and writing to the last known address of the member.

## 42. Retirement

- 42.1 The Board of the Institute may from time to time set such reasonable criteria as it thinks fit to determine whether a particular individual within a category of membership is retired either temporarily or permanently.

## 43. Rights And Privileges Of Members

- 43.1 A member who has been accepted to a particular category of membership shall be entitled to use the initials shown below which have been approved by the Board for that particular category of membership.

Affiliate Member	Affil.AHI
Associate Member	Assoc.AHI
Member	MAHI

- 43.2 A Member may use the relevant indicia of membership only for so long as that person's membership of the Institute is current.

## 44. Privileges of Members

- 44.1 The rights and privileges of a member shall be personal and shall not be transferable or transmissible.

## 45. Disqualification of Members

- 45.1 If, in the opinion of the Board, any member is guilty of dishonourable or unprofessional conduct or of conduct prejudicially affecting the welfare of the Institute, he may be suspended from membership for such period, not exceeding two years, as the Board may determine or may be required to resign his membership.
- 45.2 Any proposal that a member shall be suspended from his or her membership or be required to resign his membership shall be made at a meeting of the Board, of which not less than twenty one days' notice shall be given to the members of the Board and to the member concerned stating the object of the meeting and the grounds on which the proposal to suspend or to terminate the membership is based.
- 45.3 No such member shall be suspended or required to resign his membership except by a resolution passed by not less than three-fourths of the members of the Board present and voting at the meeting and unless such member shall first have had an opportunity of stating his or her defence either in writing or orally either in person.
- 45.4 If any member, who, in pursuance of the foregoing provisions of these Rules, has been called upon to resign his membership fails to do so within seven days from the date of the requirement, the Board shall remove his name from the register of members and he shall thereupon cease to be a member
- 45.5 A member whose membership has been suspended shall not during the period of suspension be entitled to exercise any of the rights of membership but any such suspension shall be without prejudice to the right of the Board during the period of suspension to require him or her to resign his membership under this Rule as if the suspended member remained a member and was subject to the provisions of these Rules.
- 45.6 Any decision to suspend a member or membership may be at any time revoked or modified by the Board at a further meeting called in accordance with paragraph (45.2) above and by such a majority as aforesaid, on such terms and conditions as the Board think fit.

## 46. (deleted 12 Nov 2008)

- 46.1 (deleted 12 Nov 2008)
- 46.2 (deleted 12 Nov 2008)
- 46.3 (deleted 12 Nov 2008)
- 46.4 (deleted 12 Nov 2008)
- 46.5 (deleted 12 Nov 2008)

## **47. (deleted 19 Nov 2004)**

47.1 (deleted 19 Nov 2004)

47.2 (deleted 19 Nov 2004)

## **48. Payment of Fees**

48.1 Every subscription shall be paid at such a time and by such instalments and generally in such manner as the Board shall from time to time prescribe.

48.2 Unless the Board shall otherwise resolve annual subscriptions shall not be apportionable but the Board may, if they think fit, remit part of the subscription due in respect of the year in which it first becomes payable, or first becomes payable at a higher rate in consequence of a transfer in grade of the person concerned.

48.3 Any person liable to pay an annual subscription shall cease to be a member in the event of his annual subscription being in arrears for two months from the date of the same becoming payable, but the Board may at their discretion suspend the operation of this Rule as regards any person, or, if in any case it has not been suspended, may reinstate the person concerned on such terms and conditions as they may think fit to impose.

## **49. Subscription on Resignation or Disqualification**

49.1 Any person who under the provisions of these Rules resigns his or her membership shall remain liable to pay the amount of his or her current annual subscription and any other sums due from him or her to the Institute

49.2 Any person who under the provisions of these Rules is required to resign his or her membership or whose name is deleted from the relevant register or who otherwise ceases to be a member, or whose membership is suspended, shall remain liable to pay the amount of his or her current annual subscription and any other sums due to the Institute.

49.3 No refund will be made by the Institute for any portion of annual membership fee in the case of resignation or disqualification.

## **50. Code Of Conduct**

50.1 The Institute is the professional organisation for people who work in social housing in Australia and New Zealand.

50.2 Its objectives are:

- 50.2.1 to promote professional standards and good practice in the social housing industry
- 50.2.2 to promote debate of and to advocate on issues relevant to the social housing profession
- 50.2.3 to recognise and promote access to the skills of the social housing profession
- 50.2.4 to foster opportunities for professional advancement

50.3 In carrying out these objectives, the Institute aims to make sure that its members subscribe to the Institute's values and achieve high standards of personal and professional conduct.

## **51. Purpose of the Code**

51.1 The Institute requires its members to accept and abide by its Code of Conduct as a condition of membership. The Code sets out in detail the standards of personal and professional conduct required and includes a number of specific rules for self-employed members.

51.2 The standards concern personal integrity, honesty, self-discipline, diligence and professional competence. The Code is intended to give Institute members clear guidance about how to conduct themselves.

51.3 It is also of value to employers, customers and the community by demonstrating the standard of behaviour they can expect of Institute members.

51.4 The code applies to members of the Institute in all membership categories

51.5 Every member has a duty to accept and abide by this Code as a condition of Institute membership.

51.6 The Code applies to members regardless of their employment status.

## **52. Non-compliance with Code**

52.1 The Institute can suspend or disqualify members found guilty of dishonourable or unprofessional conduct or of conduct prejudicially affecting the welfare of the Institute.

52.2 A complaint or report of misconduct about an individual member of the Institute is received by the CEO.

52.3 If after preliminary examination by any Board member appointed by the CEO, there appears to be some substance to the complaint, the CEO shall cause the complaint to be investigated by another Institute member (the Investigator) as soon as practicable.

- 52.4 The Investigator shall provide a written report to the CEO and in preparing the report shall give the person complained of, an opportunity to make such submissions, whether orally or in writing.
- 52.5 In particular, the Investigator shall write to the member concerned setting out the nature of the allegation or the potential breach of the Code with a request for his or her observations in relation to the allegations made and potential breach of the Code to be investigated. The member is to be informed that the investigation is now being carried out on a formal basis.
- 52.6 As an alternative to a written reply, the member may request an oral hearing at which he or she may be accompanied or represented by any person of his or her choice other than a legally qualified person.
- 52.7 The Investigator's report to the Board should include an appropriate recommendation for decision with respect to the member complained of.
- 52.8 The investigation shall at all times remains confidential until it has been concluded, subject of course to the need for the investigation which may involve contact with third parties.
- 52.9 The Board must consider the Investigator's report.
- 52.10 The Board may also invite the complainant or such other persons as it wishes to discuss the matter with the Board
- 52.11 If the Board concludes that a member's conduct, whilst not constituting a breach of the Code, nevertheless falls short of accepted standards of professional practice the Board shall be empowered to advise the member both orally and/or in writing as to the propriety of his or her actions. This advice shall not in any way be publicised.
- 52.12 In the event of the Board concluding that no breach of the Code has been proved or in the event of the Board terminating an investigation; the matter shall be at an end.
- 52.13 If the Board is satisfied that a breach of the Code or other unprofessional conduct has been proved, the Board may:
- 52.13.1 warn the member in writing as to his or her future conduct (with or without naming him or her to the wider membership);
  - 52.13.2 reprimand the member in writing (with or without naming him or her to the wider membership);
  - 52.13.3 determine to suspend the member from membership for such period, not exceeding two years, as the Board may decide or determine to terminate the member's membership of the Institute.
- 52.14 On receipt of such a determination from the Board, a proposal to ratify such course of action shall be made to members of the Board.

### **53. Calling of Resignation**

- 53.1 If any member, who has been called upon to resign his or her membership fails to do so within seven days from the date of the requirement, the Board shall remove his or her name from the Register of Members and he or she shall thereupon cease to be a member.
- 53.2 The Board reserves the right, in the event of finding that there has been a breach of the Code, to give such publicity thereto and to any disciplinary action taken thereon as it may, in its absolute discretion deem appropriate in the interests of the Institute and the public.

### **54. The Terms Of The Code of Conduct**

- 54.1 Responsibilities to the profession
- 54.1.1 Members must at all times conduct themselves in a manner which upholds the reputation of the Institute.
  - 54.1.2 Members must conduct themselves with regard to the reputation, purpose, objectives and interests of the Institute as set out in the Institute's Constitution and Rules.
  - 54.1.3 Members must not do, say, or omit to do anything which might bring the profession into disrepute, be inconsistent with or detrimental to the objectives and interests of the Institute or cast doubt on the member's own professional integrity.
  - 54.1.4 Members must not be associated with any occupation or business which is likely to prejudice their professional status or the reputation of the Institute.
  - 54.1.5 Members who make public their personal views on any subject must not claim or give the impression that they are representing the official views of the Institute, unless they have been expressly authorised in writing to do so on behalf of the Board of the Institute.
  - 54.1.6 Members must not claim or give the impression that any view expressed by that member in relation to any of their business activities or during the carrying on of any of their business activities (including the running of training courses, production of literature, etc) represent the official views of the Institute or have the approval of the Institute unless that member has been expressly so authorised in writing by or on behalf of the Board of the Institute.
  - 54.1.7 Members must not make or subscribe to any statements or reports which are contrary to their own

- 54.1.8 bona fide professional opinions.
- 54.1.8 Members must maintain the highest level of knowledge and skills throughout their careers and must comply with any Institute guidelines or regulations on education and continuing professional development that may be issued from time to time.
- 54.1.9 Members must have regard to any Institute guidance on professional practice that may be issued from time to time.
- 54.1.10 Members must report to the Institute any breach of the Code that comes to their attention.
- 54.1.11 Members must assist the Institute in its enquiries into any breach of the Code.

### 54.2 Personal conduct

- 54.2.1 Members must perform their duties diligently, conscientiously, without favour and with regard to the interests of their employers, professional colleagues, their customers and business associates.
- 54.2.2 Members must at all times work within the law. They have a responsibility to advise individuals and organisations for whom they work, (such as employers, tenant management boards), and those to whom they delegate work, (such as consultants and contractors), of their respective duties.
- 54.2.3 Members must offer advice to those for whom they work with a view to providing housing services which best satisfy customers' needs and aspirations. In particular members are expected to draw to their attention any matter which could be detrimental to housing services.
- 54.2.4 Members must seek to eliminate discrimination and promote equality of opportunity for all. They must not discriminate against any individual or group on the grounds of race, ethnic origin, nationality, religion, cultural background, sex, domestic circumstances, disability, illness, age or sexual orientation.
- 54.2.5 Members must not use language which is likely to offend, such as racist and sexist terms.
- 54.2.6 Members must ensure that their words and actions do not cause nuisance or harassment to others, for example racial or sexual harassment.
- 54.2.7 Members must take steps to ensure that their private, personal, political and financial interests do not conflict with their professional duties. They must disclose to their employer, or if self-employed to any relevant clients, any such direct or indirect interests, (including those of their immediate family, i.e. parents, spouse, children and siblings), which may affect or appear to affect decisions made by their employers, clients or customers, and they must not influence, or appear to influence, such decisions.
- 54.2.8 'Private and personal interests include those of your family and friends, as well as those arising through membership of or association with, clubs, societies and other organisations such as the Freemasons, trade unions and voluntary bodies'.
- 54.2.9 Members must not disclose to a third party any confidential or privileged information entrusted to them by their employers, clients and customers.
- 54.2.10 Advertising by members must be legal, decent, honest and truthful and must not mislead or cause public offence.
- 54.2.11 Members must not recommend, or allow their name to be used in advertisements for any housing related service or product, unless they have the express permission of their employer to do so and it is not to their personal advantage. Self-employed members may advertise their own services.
- 54.2.12 Members must not allow their professional judgement or conduct to be influenced or compromised by commercial considerations.
- 54.2.13 Members must not accept any hospitality or inducement that could influence their professional judgement in favour of the donor.
- 54.2.14 Members must not directly or indirectly exert undue pressure or undue influence on any person, for the purpose of securing work or a contract.
- 54.2.15 Members must not accept instructions from any person whom they have reason to believe has been subjected to undue pressure or undue influence in the expectation that the introducer will receive a reward for the introduction.

### 54.3 Terms for self-employed members

- 54.3.1 'Self-employed' - members who are sole principals, partners or directors of a company, practice or firm.
- 54.3.2 Members must have, where appropriate, adequate professional indemnity insurance to enable them to meet any claims for breach of their professional duty.
- 54.3.3 Members must not act for a client if there is any conflict between their own professional duty or professional interests and the interests of the client.
- 54.3.4 Before accepting a commission members must check whether there is likely to be a conflict between the interests of the potential client and any existing client and should inform both parties to this effect. The commission should only be accepted if both parties agree to this.
- 54.3.5 Members must ensure that all services provided by their organisation are carried out in accordance with the Code even when undertaken by staff who are not Institute members.
- 54.3.6 Members must ensure that, if Institute membership details are shown on any lists of the partners, directors and/or staff of their organisation, these membership details are correctly stated and not used in such a way as to suggest that staff who are not members, or the organisation itself, are

entitled to use the designation.

**55. Right to appoint a proxy**

55.1 Any member entitled to attend and vote at a general meeting will be entitled to appoint a proxy to attend and vote in their place. A member must not appoint as their proxy a person whose membership of the Institute has previously been terminated by the board.

**56. Appointment of proxy**

56.1 A proxy must be appointed in writing under the hand of the appointer. The appointment of a proxy must be deposited at the registered office of the Institute at least 48 hours before the relevant general meeting.

**57. Instrument appointing a proxy**

57.1 An instrument appointing a proxy will be in the following form:

**NAME OF COMPANY**

I

.....

. of

.....

.....

*being a member of the Australasian Housing Institute, appoint*

.....

..... of

.....

*or failing him or her*

..... of

.....

*as my proxy to vote for me on my behalf at the (Annual or Extraordinary, as the case may be) General Meeting of*

*the*

*Company to be held on*

*the ..... day of ..... , ..... and at any adjournment of the*

*meeting.*

*Signed this ..... day of ..... , .....*

**58. Voting by proxy**

Unless otherwise instructed, the proxy may vote as he or she thinks fit.

59. (deleted 19 Nov 2004)

60. (deleted 19 Nov 2004)

**Amendments**

*As adopted at the Annual General Meeting held on 19 November 2004*

<b>Action</b>	<b>Rule</b>	<b>From</b>	<b>To</b>
Removal	3.5	duplicate of Rule 3.4	
Insert	4.2A		Eligibility for nomination as a director Members who wish to nominate for the position of director as noted in rule 4.1.4, 4.1.5 or 4.1.6 shall meet the following criteria:
Insert	4.2A.1		Community Housing Sector The member must be directly engaged in the community housing sector of social housing through: their employment by a community housing organisation, employment by a community housing peak or resourcing body, position on a board or management committee of a community housing organisation, peak or resourcing body or the provision of their personal services on a voluntary basis to a community housing organisation.
Insert	4.2A.2		Non-metropolitan The member must be resident outside of the major cities in the Australian States & Territories and New Zealand, and working in an area of social housing where they have contact with people who provide assistance, support and/or advice to people who utilise social housing outside of the major population centres.
Insert	4.2A.3		Volunteer The member must be in regular contact with people working on a voluntary basis in social housing, who make available assistance, support and/or advice to people who utilise social housing. The member may be employed in full or part time work with an organisation outside of the social housing field, but must still be able to maintain their connection with people working in social housing on a voluntary basis.
Removal	9.1	Remuneration for the various positions is as follows;(To be developed)	



## Australasian Housing Institute

Amendment	33.1	An applicant for a particular category of membership shall make application through their Regional Committee in a form prescribed by the Institute and such application shall, subject to the assessment of the Regional Committee, be put to the Institute Board at the next meeting for endorsement.	An applicant for a particular category of membership shall make application in a form prescribed by the Institute and forward such form to the address of the registered office of the Institute, as indicated upon the form
Insert	33.2		The application shall be dealt with by the chief executive officer in the manner as approved by the Board and present it to the Board at the next meeting for endorsement
Amendment	39.2	The Institute shall send an accurate and regularly updated schedule of members and their addresses to Regional Committees for the purposes of communication with members.	The personal and other related information as recorded in the Register of Members shall be stored and used in a manner that protects the privacy of members in accordance with any procedures adopted by the Board and/or any relevant code, guide or legislation to:
Action	Rule	From	To
Insert	46.5		The Board shall from time to time by resolution at any meeting of the Board set the fees and subscriptions payable in accordance with these Rules
Removal	47.1	A special effort is made to encourage organisations to join up their volunteers. Organisations who join up five or more volunteers at one time will be offered a discount rate of \$15 per person (effective to 30 June 2002). The volunteers will become individual members and be entitled to all benefits of Institute members.	
Removal	47.2	The Board shall from time to time by resolution at any meeting of the Board set the fees and subscriptions payable in accordance with these Rules	
Removal	59	Instrument of delegation - to be determined	
Removal	60	Application for membership of association - addendum	

**Amendments**

*As adopted at the Annual General Meeting held on 12 November 2008*

Action	Rule	From	To
Amendment	4.2	<p>Term of Office</p> <p>The Board shall be elected for a period of one year provided that a person may hold office as director for a period greater than one year where that person is elected by a Regional Committee and their ratification as a director is made some time after at the next AGM. Such a person's tenure as a director shall operate until the next AGM.</p>	<p>Term of Office</p> <p>The Board shall be elected for a period of two years and each board member will be able to serve a maximum of 4 consecutive years.</p>
Amendment	4.3	<p>Board Elections:</p> <p>Elections for the Board of Directors will be held on an annual basis, with voting to close in time for the Returning Officer to count ballots and announce the election results at the Annual General Meeting. The positions to be voted by the general membership are:</p> <ul style="list-style-type: none"> <li>• President</li> <li>• Community Housing representative</li> <li>• Volunteer representative</li> <li>• Non-metropolitan representative</li> </ul> <p>All financial members of the Institute are entitled to cast one vote in the annual election.</p> <p>Voting will be conducted by postal ballot to allow all members across Australia and New Zealand to participate equally in the election process.</p> <p>The following election process will be followed each year to ensure all members have sufficient time to respond by mail.</p>	<p>Board Elections:</p> <p>Half of the Board will be elected every year by random lot in the first instance effective immediately to align with the Election Process in Clause 4.4</p> <p>The position to be voted by the general membership is President.</p> <p>Voting will be conducted by ballot to allow all members across Australia and New Zealand to participate equally in the election process.</p>
Amend	4.2A	<p>Eligibility for nomination as a director ( inserted 19 Nov 2004)</p> <p>Members who wish to nominated as a director of the company must be current members.</p> <p>Members who wish to nominate for the position of director as noted in rule 4.1.4, 4.1.5 or 4.1.6 shall meet the following criteria:</p>	<p>Eligibility for nomination as a director ( inserted 19 Nov 2004)</p> <p>Members who wish to be nominated as a director of the company must be current members.</p>
Removal	4.2A.1	<p>Community Housing Sector (<i>inserted 19 Nov 2004</i>)</p> <p>The member must be Directly engaged in the community housing sector of social housing through: their employment by a community housing organization, employment by a community housing peak or resourcing body, position on a board or management committee of a community housing organization, peak or resourcing body or the provision of their personal services on a voluntary basis to a community housing organisation</p>	
Removal	4.2A.2	<p>Rural (<i>inserted 19 Nov 2004</i>)</p>	

		The member must be resident outside of the Capital Cities of the Australian States & Territories and New Zealand, and working in an area of social housing where they have contact with people who provide assistance, support and/or advice to people who utilize social housing outside of the Capital Cities.	
Removal	4.2A.3	Volunteer ( <i>inserted 19 Nov 2004</i> ) The member must be in regular contact with people working on a voluntary basis in social housing, who make available assistance, support and /or advice to people who utilise social housing. The Director may be employed in full or part time work with an organisation outside of the social housing field, but must still be able to maintain their connection with people working in social housing on a voluntary basis.	
Amendment	4.1.2	One director from each State and Territory of Australia elected by the members of each relevant Regional Committee and subject to ratification by the Institute members at the next AGM	One director from each State and Territory of Australia <b>and one director from New Zealand</b> elected by the members of each relevant <b>Branch</b> committee and subject to ratification by the Institute members at the next AGM
Removal	4.1.3	One director from New Zealand elected by the members of New Zealand and subject to ratification by the Institute members at the next AGM	
Removal	4.1.4	One director from the Community Housing Sector elected by the Institute members at the AGM	
Removal	4.1.5	One member from amongst rural members, elected by the Institute members at the AGM	
Removal	4.1.6	One member from amongst volunteers, elected by the Institute members at the AGM	
Removal	4.1.10	The Chief Financial Officer, ex officio (non-voting)	
Amendment	32.2	"Housing Work" shall have such meaning as the Board shall from time to time prescribe but generally applies to a person who works in the broad social housing sector, in either a paid or unpaid capacity	"Housing Work" shall have such meaning as the Board shall from time to time prescribe but generally applies to a person who works in the broad housing sector, in either a paid or unpaid capacity
Amendment	32.2.1	Affiliate Member means a new worker or volunteer (less than 12 months experience), a student, a person usually in but currently out of the social housing sector, eg: on parental or other extended leave, a retired worker or volunteer.	Affiliate Member means a new worker or volunteer (less than 12 months experience), a student, a person usually in but currently out of the housing sector, eg: on parental or other extended leave, a retired worker or volunteer.
Amendment	32.2.2	Associate Member means a worker or volunteer formally involved in social housing for at least twelve months.	Associate Member means a worker or volunteer formally involved in housing for at least twelve months.
Amendment	32.2.3	Member means a worker or volunteer formally involved in social housing for at least five years or for at least one year plus a housing qualification	Member means a worker or volunteer formally involved in housing for at least five years or for at least one year plus a housing qualification.