



CONSTITUTION

OF THE

NATIONAL ASSOCIATION OF

SOCIAL HOUSING ORGANISATIONS (NASHO)



1 NAME

The name of the organisation is the National Association of Social Housing Organisations of South Africa ("NASHO"), hereinafter referred to as the "Organisation".

2 LEGAL STATUS

- 2.1 The Organisation is a corporate body with perpetual succession and legal existence independent of its members.
- 2.2 The Organisation may sue and be sued in its own name.
- 2.3 The Organisation may not distribute its assets or income to members and will not pursue profit.

3 STRUCTURE

The Organisation consists of the following structures -

- 3.1 National Council ("NC")
- 3.2 National Executive Committee ("NEC")
- 3.3 Provincial Executive Committees ("PEC")

4 AIMS AND OBJECTIVES

The aims and objectives of the Organisation are to:



- 4.1 be the representative and coordinating body for all duly constituted, registered, not-for-profit social housing organisations in South Africa;
- 4.2 promote the social housing sector as a whole;
- 4.3 campaign and lobby on behalf of Members, and promote wide appreciation of their values, successes and vital future role;
- 4.4 represent the strategic interests of Members, as providers of affordable homes and other services to meet the nation's housing, economic and social needs;
- 4.5 support Members through the provision of information through a range of events, conferences, training, briefings, journals, publications, network services, and other products and services;
- 4.6 promote unity, networking, and exchange of knowledge and best practice among Members;
- 4.7 provide services and products to other organisations and individuals engaged in activities related to those of Members;
- 4.8 carry out any other activity incidental or necessary to the achievement of the other objects listed above.

5 CONDITIONS

- 5.1 The following conditions shall apply to the Organisation:
 - 5.1.1 The income and property of the Organisation whencesoever derived shall be applied solely towards the promotion of its main object, and no portion thereof shall be paid or transferred, directly



or indirectly, by way of dividend, bonus or otherwise howsoever, to the members of the Organisation or its affiliates, if any: Provided that nothing herein contained shall prevent the payment in good faith of reasonable remuneration to any officer or employee of the Organisation or to any member thereof in return for any services actually rendered to the Organisation.

- 5.1.2 Upon its winding-up, de-registration or dissolution, the assets of the Organisation remaining after the satisfaction of all its liabilities shall be given or transferred to other Associations or Institutions, having objects similar to its main object, to be determined by the members of the Organisation at or before the time of its dissolution, or failing such determination, by the Court: Provided that if the Organisation is exempted from income tax and donations tax, such other institutions or associations themselves shall be exempt from income tax, and donations tax.

6 POWERS

The Organisation shall have plenary powers to meet its objects and may, without detracting from the generality thereof raise funds and acquire moveable and immovable property in the pursuit of its objects.

7 LOCATION OF HEAD OFFICE

NEC must determine the location and address of the head office.

8 MEMBERSHIP

- 8.1 The Organisation shall have Full Members, Intermediary Members and Associate Members whose roles, responsibilities, benefits, and



membership rates per year will differ. These are defined in the latest membership policy approved by the Annual General Meeting (AGM) of members.

8.2 Application for Full and Intermediary Membership

8.2.1 A social housing organisation may apply for membership if –

8.2.1.1 It is accredited by the Social Housing Regulatory Authority and is in good standing with that authority

8.2.1.2 It fully subscribes to the Constitution and the general code of conduct of the Organisation

8.2.2 If the social housing institution has more than 250 units under management, it is registered as a Full Member

8.2.3 If the social housing institution has 250 or less units under management, it is registered as an Intermediary Member

8.3 A person and or social housing institution may apply for membership must submit to the NEC:

8.3.1 a copy of its current constituting documents;

8.3.2 a copy of its certificate of registration under the Companies Act, Act 7 of 2008; or the Non-profit Organisations Act 7, of 1997 or both;

8.3.3 A copy of a valid and current accreditation certificate from the SHRA



- 8.3.4 a copy of its latest Audited Financial Statements, and thereafter to be submitted within one month of release;
 - 8.3.5 a schedule indicating the number of units under ownership and/or management;
 - 8.3.6 any further information that NEC may request.
- 8.4 Application for Associate Membership
- 8.4.1 A person and or institution may apply for Associate Membership if:
 - 8.4.1.1 It is an Other Delivery Agent (ODA) as recognised by the SHRA and has in development or under management at least 1 Project accredited by the SHRA and/or;
 - 8.4.1.2 it supports social housing organisations or the social housing movement;
 - 8.4.1.3 is a registered legal entity; and
 - 8.4.1.4 subscribes to the NASHO Constitution.
- 8.5 Person and or institutions intending to apply for Associate Membership must furnish NEC with:
- 8.5.1.1 a copy of its current constituting documents under the Companies Act 7 of 2008;
 - 8.5.1.2 In the instance of an ODA proof of SHRA accredited project either under construction or under management;



8.5.1.3 any further information that NEC may request.

8.6 Decision making

8.6.1 NEC may accept or reject an application for membership within its discretion;

8.6.2 Any applicant not satisfied with a rejected application may request that the matter be determined by the NC which must then confirm or reverse the decision.

8.7 Autonomy of members

8.7.1 All members of whatever membership category remain autonomous bodies governed by their own constitution or founding documents and must abide by this Constitution and the policies of the NASHO.

9 MINUTES AND MINUTE BOOK

9.1 The Organisation shall cause minutes to be made in books provided for the purpose -

9.1.1 of all appointments of officers of the Organisation including members of its governing structures;

9.1.2 of the names of the members present at each meeting of the Organisation and its governing structures, and of any committee appointed by the Organisation or its governing structures;

9.1.3 of all resolutions and proceedings at all meetings of the Organisation and of the governing structures, and of committees



appointed by the Organisation or its governing structures; and every member or officer present at any such meeting shall sign his or her name in a book to be kept for that purpose;

and shall cause such minutes to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

10 ANNUAL GENERAL MEETING

10.1 Purpose, powers, and duties

10.1.1 The NC of the Organisation must adopt general and specific policy measures by means of resolutions to further the aims and objectives of the Organisation.

10.1.2 The NC considers and decides on -

10.1.2.1 credentials and authority of the delegates representing the Member;

10.1.2.2 the agenda;

10.1.2.3 reports from the NEC;

10.1.2.4 reports from the National Office Bearers of the Organisation;

10.1.2.5 the audited financial statements;

10.1.2.6 the nomination and election of the Organisation's National Office Bearers.



- 10.1.2.7 amendments to the Organisation's Constitution;
- 10.1.2.8 resolutions relating to any other matter that may be deemed to be in the interest of the Organisation.
- 10.1.3 The NC makes decisions -
 - 10.1.3.1 on motions and resolutions which have been duly seconded;
 - 10.1.3.2 by simple majority vote unless otherwise provided in this Constitution.
- 10.2 Composition
 - 10.2.1 The NC is to be composed of the -
 - 10.2.1.1 Chairperson;
 - 10.2.1.2 Vice-Chairperson;
 - 10.2.1.3 Treasurer;
 - 10.2.1.4 General Manager;
 - 10.2.1.5 Delegates from Members contemplated in 10.2.2 below.
 - 10.2.2 Each Member in good standing with the Organisation, is entitled to send 2 (two) delegates provided that the delegates are in good standing with their social housing organisation. Each Member must inform the General Manager of the Organisation in writing of the total number and the names of the delegates that will be attending at least -



- 10.2.2.1 14 (fourteen) days before any the annual general meeting; or
- 10.2.2.2 7 (seven) days before a special general meeting.

10.3 Meetings

10.3.1 Ordinary Annual General Meeting

- 10.3.1.1 The NC shall ordinarily meet once every year.
- 10.3.1.2 NEC decides on the date of the NC.
- 10.3.1.3 3 (Three) weeks written notice must be given by the General Manager to each Member and Association Member.¹
- 10.3.1.4 A draft agenda must be attached to the notice.

10.3.2 Special General Meeting

- 10.3.2.1 The Chairperson must call a special general meeting if -
 - 10.3.2.1.1 the NEC passes a resolution calling for the special general meeting; or
 - 10.3.2.1.2 not less than 1/3 (one third) of the Members in good standing submit a written request to the General Manager for the attention of the Chairperson calling for the special general meeting.



10.3.2.2 If the Chairperson fails to call a special general meeting under the circumstances set out in 10.3.2.1 above, then the NEC may nominate a convenor of the special general meeting..

10.3.2.3 The Chairperson decides on the notice period, but not less than 14 (fourteen) days written notice must be given to each Member.

10.3.2.4 A draft agenda must be attached to the notice.

10.4 Quorum

10.4.1 The quorum for meetings of the NC is at least 50% (fifty percent) of the Members in good standing provided that:

10.4.1.1 each Member is represented by at least 1/3 of its delegates; and

10.4.1.2 the delegates' names were submitted to the General Manager in accordance with 10.2.2.2.

10.4.2 If after 30 (thirty) minutes following the time fixed for the general meeting, a quorum is not present; the meeting must stand adjourned to a time and place decided upon by the Chairperson, provided that the meeting must be held within 1 (one) month.

10.4.3 The General Manager must send written notice to members of the adjourned meeting.

10.4.4 The Members present at the adjourned meeting will be a quorum.



10.5 Election of National Office Bearers

10.5.1 The NC elects people to the following National Office Bearers' ("NOBs") positions from persons employed by its Members:

10.5.1.1 Chairperson;

10.5.1.2 Vice Chairperson;

10.5.1.3 Treasurer.

10.5.2 Nominations for NOB's positions must be duly seconded, and the NC votes by secret ballot.

10.5.3 If only one candidate is nominated for a position, then no ballot is necessary, and that candidate must be declared duly elected.

10.6 Period of office

The National Office Bearers hold office for a period of 3 (three) years and thereafter until the next election.

10.7 General

10.7.1 The NOBs shall hold their positions on the NC and NEC.

11 FINANCIAL TRANSACTIONS AND ANNUAL FINANCIAL STATEMENTS

11.1 The financial transactions of the Organisation shall be conducted by means of a banking account whose signatories shall be determined by the Organisation from time to time.



- 11.2 The Organisation shall from time to time cause to be prepared and laid before the Organisation in a meeting of members audited annual financial statements.
- 11.3 A copy of the audited annual financial statements which are to be laid before the Organisation in a meeting of members shall not less than four-teen (14) days before the date of the meeting be sent to every member of the Organisation provided that this shall not be interpreted to require a copy of those documents to be sent to any person of whose address the Organisation is not aware.

12 NATIONAL EXECUTIVE COMMITTEE

- 12.1 Purpose, powers, and duties
- 12.2 NEC manages the affairs of the Organisation between meetings of the NC and has such powers and duties which customarily vest in an executive body relating to -
- 12.2.1 policy;
 - 12.2.2 execution of organisational and educational policies decided by the NC;
 - 12.2.3 membership, particularly admissions of Members to the Organisation in terms of clause 8 of this Constitution;
 - 12.2.4 employment, including the -
 - 12.2.4.1 creating positions of employment within the Organisation; and



12.2.4.2 approving conditions of employment and any other matters relating to the employment and remuneration of staff.

12.3 NEC must -

12.3.1 consider reports from the secretariat in the activities of each department and all Provinces, and give direction where necessary;

12.3.2 approve, reject, or amend all recommendations from sub-committees of the Organisation;

12.3.3 open and operate a banking account in the name of the Organisation into which all monies raised in the name of the Organisation shall be placed, and to administer such funds;

12.3.4 acquire, either by purchase, lease or otherwise, any movable or immovable property on behalf of the Organisation and to sell, let, mortgage, or otherwise deal with or dispose of any movable property belonging to the Organisation;

12.3.5 appoint auditors on behalf of the Organisation subject to the direction of the NC;

12.3.6 authorise legal or other assistance to members in terms of the aims and objects of the Organisation;

12.3.7 institute and/or defend legal proceedings in the name of the Organisation, appoint attorneys to act on behalf of the Organisation and appoint any person to sign any document in connection therewith on behalf of the Organisation;



- 12.3.8 prepare agendas as required in this Constitution;
 - 12.3.9 assist the General Manager in the exercising of his/her duties;
 - 12.3.10 deal with matters specially delegated to it by the NC; and
 - 12.3.11 refer all decisions having major policy implications to the NC.
- 12.4 NEC must not -
- 12.4.1 make decisions which are inconsistent with the NC or the provisions of this Constitution;
 - 12.4.2 make or amend any policy decision of the Organisation.
- 12.5 NEC shall have powers and duties which customarily vest in an executive body relating to -
- 12.5.1 finances and the annual report including the -
 - 12.5.1.1 approval of the Organisation's budget;
 - 12.5.1.2 determination of budgetary guidelines;
 - 12.5.1.3 establishment and funding of projects and activities in accordance with the aims and objects of the Organisation;
 - 12.5.1.4 consideration and approving the annual audited financial statements; and
 - 12.5.1.5 submission of the above to the NC for final approval;



- 12.5.2 Structures, including the establishment of sub committees and determining their nature, composition and mandate;
- 12.5.3 Provinces, including the -
 - 12.5.3.1 establishment or dissolving of Provinces;
 - 12.5.3.2 demarcation of the jurisdiction of Provinces where 2 (two) or more members have established significant organisations;
 - 12.5.3.3 further delegation of powers to PECs.
- 12.5.4 leadership, including -
 - 12.5.4.1 the filling vacancies in the positions of NOB's;
 - 12.5.4.2 the appointment of the General Manager and determining the General Manager's conditions of employment and remuneration; and
 - 12.5.4.3 adoption or amendment of a leadership Code of Conduct.
- 12.6 Composition
 - 12.6.1 NEC is composed of the -
 - 12.6.1.1 NOB's; and
 - 12.6.1.2 Chairperson of each Province; and
 - 12.6.1.3 1 (one) representative from members who are situated in areas for which no PEC exists.



12.7 Meetings

12.7.1 Ordinary meetings

12.7.1.1 NEC must meet on a quarterly basis and minutes of such meetings must be distributed to members.

12.7.1.2 The General Manager consults NEC and decides on the dates, and agenda for the meeting.

12.7.1.3 The General Manager notifies all members of NEC.

12.7.1.4 No decision of a meeting of NEC is ineffective only because any member of NEC did not receive the notice and agenda.

12.7.1.5 NEC may co-opt members to serve on the NEC ordinary meetings.

12.7.1.6 NEC ordinary meetings may be convened or attended virtually.

12.7.2 Special meetings

12.7.2.1 NEC or not less than 1/3 (one third) of the members of NEC on requisition, can request a special meeting of NEC.

12.7.2.2 The General Manager must give not less than 7 (seven) days notice to the Members of the special meeting.

12.7.2.3 The meeting may only discuss those issues which necessitated the calling of this meeting.



12.7.2.4 NEC may co-opt members to serve on the NEC for special meetings.

12.7.2.5 Special meetings may be convened or attended virtually..

12.7.3 Quorum

12.7.3.1 The quorum for a meeting of NEC is 50% (fifty percent) of the members of NEC present in person and/or virtually.

12.7.3.2 If after 30 (thirty) minutes from the time fixed for the meeting, a quorum is not present, the meeting must stand adjourned.

12.7.3.3 The General Manager must decide on a time and place, provided that the reconvened meeting must be called and held between 14 (fourteen) to 21 (twenty-one) days thereafter.

12.7.3.4 The General Manager must send written notice to members of NEC of the adjourned meeting.

12.7.3.5 The members of NEC present at the adjourned meeting will be a quorum.

13 PROVINCIAL EXECUTIVE COMMITTEE

13.1 Powers and duties

13.1.1 A PEC is a body subordinate to NEC:

13.1.2 NEC may -

13.1.2.1 designate powers to the PEC;



- 13.1.2.2 confirm, amend, or reverse its decisions;
- 13.1.2.3 limit its powers and duties by way of resolution.
- 13.1.3 A PEC must -
 - 13.1.3.1 implement decisions of the NC and NEC;
 - 13.1.3.2 carry out the aims and objects of the Organisation in the Province;
 - 13.1.3.3 facilitate and encourage co-operation between Members in the Province;
 - 13.1.3.4 examine Provincial problems and co-ordinate activities and campaigns to address such problems;
 - 13.1.3.5 consider reports of activities of Members in the Province; and
 - 13.1.3.6 elect a Chairperson and Vice Chairperson and Secretary.
- 13.2 Composition
 - 13.2.1 A PEC is composed of the -
 - 13.2.1.1 Chairperson;
 - 13.2.1.2 Vice-Chairperson;
 - 13.2.1.3 Secretary; and



13.2.1.4 Members in good standing with the Organisation which have a branch within the Province of the PEC are entitled to 2 (two) representatives on the PEC.

13.3 Meetings

A PEC must meet at least twice a year and submit their minutes to the General Manager.

13.4 Quorum

13.4.1 The quorum for meetings of a PEC is 50% (fifty percent) of the Members in good standing in the Organisation.

13.4.2 If after 30 (thirty) minutes from the time fixed for the meeting, a quorum is not present, in person and/or virtually the meeting must stand adjourned for 7 (seven) days.

13.4.3 The Secretary must send notice of the adjourned meeting to the Members in the Province.

13.4.4 The Members present at the adjourned meeting will be a quorum.

13.5 Office Bearers

13.5.1 A PEC must elect the people to the following Provincial Office Bearers' ("POB's") positions -

13.5.1.1 Chairperson;



- 13.5.1.2 Vice Chairperson; and
- 13.5.1.3 Secretary.
- 13.5.2 A PEC elects the Office Bearers at least once every 3 (three) years.
- 13.5.3 The position of the Secretary is subject to NEC's powers to ratify the election and to determine the terms and conditions of employment.
- 13.5.4 The positions of other full time or part time officials are subject to:
 - 13.5.4.1 ratification by NEC;
 - 13.5.4.2 NEC's powers to ratify and determine the terms and conditions of employment.
- 13.5.5 The election, removal from office and powers and duties of National Office Bearers apply to the POBs with the necessary change in context.
- 13.5.6 The POB's must liaise with their national counterparts and keep them informed about the affairs of the Province.
- 13.5.7 A PEC manages the affairs of the Province between meetings of the PEC.
- 13.5.8 The PEC must carry out the resolutions, instructions, or requests of the NC, NEC, and PEC.



- 13.5.9 If there is a conflict between a resolution, instructions or requests of the PEC and NEC, then the PEC must be bound by the NEC until overruled by the NC.
- 13.5.10 The PEC must -
- 13.5.10.1 consider any matter submitted by a member;
 - 13.5.10.2 approve monthly management accounts prepared by POBs;
 - 13.5.10.3 open and operate a banking account in the name of the Province for the Organisation; and
 - 13.5.10.4 deposit all monies received into this account.
- 13.6 Special meetings
- 13.6.1 Unless the majority of members agree otherwise, the Secretary must -
 - 13.6.1.1 give 48 (forty eight) hours notice of the meeting; and
 - 13.6.1.2 send out a written agenda specifying the issues requiring such a meeting.
 - 13.6.2 The meeting may only discuss those issues which necessitated the calling of this meeting.
 - 13.6.3 No decision is valid if it detrimentally affects a Member who did not receive notification of the meeting.



14 NATIONAL OFFICE BEARERS

14.1 The Chairperson

14.1.1 The Chairperson has the power and duty to -

14.1.1.1 preside over meetings of the NC and the NEC;

14.1.1.2 conduct the meetings according to the provisions in this Constitution;

14.1.1.3 sign the minutes of meetings of the NC and NEC on acceptance; and

14.1.1.4 generally, supervise the affairs of the Organisation between meetings of the NC and the NEC in conjunction with other Office Bearers.

14.2 Vice Chairperson

14.2.1 The Vice Chairperson exercises the powers and duties of the Chairperson in his / her absence.

14.3 The Treasurer

14.3.1 The Treasurer shall be responsible for the financial affairs of the Organisation and must cause proper books of accounts and financial policies to be established and maintained.

14.3.2 The Treasurer shall also be responsible for ensuring that the funds of the Organisation are applied in the manner laid out in clause 17 of this Constitution.



14.4 Removal of National Office Bearers

14.4.1 The Chairperson, Vice Chairperson and Treasurer must vacate their seats during their term of office if -

14.4.1.1 they cease to be employed by a Member;

14.4.1.2 a special NC so decides by resolution at a special general meeting ; or

14.4.1.3 if a majority of the NC or if so delegated, NEC so decides by resolution at an ordinary general meeting.

14.5 The NC, or if so delegated, NEC must fill vacancies from nominations which have been duly seconded in terms of clause 10.5.

15 OFFICIALS

15.1 General Manager

15.1.1 The General Manager is responsible for -

15.1.1.1 financial affairs including -

15.1.1.2 the keeping of books and accounts as may be required by the NEC;

15.1.1.3 the collection of member fees;

15.1.1.4 the banking of monies received in the name of the Organisation;



- 15.1.1.5 in conjunction with the Treasurer, the preparation and circulation of detailed monthly financial statements to the Provinces and members of the Organisation;
- 15.1.1.6 correspondence and notices including -
- 15.1.1.7 tabling correspondence at NEC meetings;
- 15.1.1.8 sending out notices and minutes of all meetings of the NC, NEC, and other related committees and sub-committees;
- 15.1.1.9 reports including -
 - 15.1.1.9.1 in conjunction with the Treasurer, the preparation and circulation of the Financial Annual Report which must include statements of income and expenditure and the balance sheet; and
 - 15.1.1.9.2 the circulation of the auditor's report to NEC;
- 15.1.1.10 general co-ordination and supervision including -
 - 15.1.1.10.1 office work and administration of the affairs and activities of the Organisation; and
 - 15.1.1.10.2 the supervision of staff and the Provincial Secretaries,
 - 15.1.1.10.3 other duties including tasks issued by the NC or NEC.
- 15.2 NEC may suspend or dismiss the General Manager or any other official, if in the opinion of NEC, the official, subject to applicable law -



- 15.2.1 has committed misconduct;
 - 15.2.2 has neglected his / her duties;
 - 15.2.3 has acted in a manner detrimental to the Organisation;
 - 15.2.4 has acted in a manner which conflicts with this Constitution; or
 - 15.2.5 may be suspended or dismissed for any other reason.
- 15.3 NEC may suspend or dismiss the General Manager or any other official for any other reason in terms of applicable law.
- 15.4 The notice period of other officials is determined by their terms and conditions of employment.
- 15.5 NEC may appoint a General Manager in an acting capacity, until the election or appointment of a person.

16 STANDING ORDERS AND RULES OF PROCEDURE AT ORGANISATION MEETINGS

16.1 Chair

- 16.1.1 The Chairperson must chair the meeting.
- 16.1.2 If the Chairperson is absent then, the Vice or in their absence the meeting may decide on a chair.

16.2 Agenda

- 16.2.1 The meeting must follow the agenda unless the participants decide otherwise.



16.2.2 Only the issues on the agenda may be debated unless the meeting decides by resolution not to discuss a matter.

16.3 Debating a motion

16.3.1 The mover of a motion may speak for a maximum of 10 (ten) minutes or for an additional 5 (five) minutes if another delegate so proposes.

16.3.2 A participant may speak for up to 5 (five) minutes, unless the meeting decides that he or she may speak for longer.

16.3.3 The mover of the motion has the right of reply for up to 5 (five) minutes.

16.3.4 No subject may be debated for longer than 1 ½ (one and a half) hours unless a delegate proposes an extension of time which -

16.3.4.1 may not be debated; and

16.3.4.2 is duly seconded and supported by a 2/3 (two thirds) majority.

16.4 Decision making

16.4.1 Except where otherwise provided in this Constitution, the meeting makes a decision if:

16.4.1.1 a motion is duly seconded; and

16.4.1.2 the motion is carried if a simple majority of participants vote in favour thereof.



- 16.4.2 A motion will lapse if it is not supported by a simple majority of member.
- 16.4.3 If there are equal votes in favour of and against a motion, then the Chairperson has a casting vote.
- 16.4.4 Delegates or members are entitled to give their vote to another designated delegate or member provided they have lodged a written and signed proxy form as provided in Appendix 1 with the chairperson of the meeting.
- 16.4.5 At all meetings where there are more than 50 (fifty) participants, votes must be counted by scrutinisers who must be appointed by the meeting; and record the votes and report the results to the Chairperson.
- 16.4.6 No motion that has been debated and determined may be reopened or rescinded at the same meeting.
- 16.5 Rulings
 - 16.5.1 The ruling of the Chairperson is final.
 - 16.5.1.1 If any delegate refuses to obey the Chairperson's ruling a vote may be taken by the meeting to deem the Member guilty of misconduct.
 - 16.5.1.2 If the meeting decides that the Member is guilty of misconduct, then -
 - 16.5.1.2.1 that Member must withdraw from the meeting; and



16.5.1.2.2 the meeting has the right to suspend that Member for as long as the meeting deems fit.

16.5.2 The provisions of this sub-section shall not apply:

16.5.2.1 where a duly seconded motion is moved to overrule or rescind the Chairperson's ruling; and

16.5.2.2 the motion is carried by a majority of the Members present.

16.5.2.3 in the event of a motion being moved in terms of this subsection –

16.5.2.3.1 the mover of such a motion is limited to making a statement in support of the motion; and

16.5.2.3.2 the Chairperson has a right to reply limited to 5 (five) minutes in each case.

17 FINANCES

17.1 General

17.1.1 The funds of the Organisation are made up of all monies received by means of Membership fees, levies, donations, and functions and by any other means within the framework of this Constitution.

17.1.2 All fees and levies shall be rendered in advance of the year for which they are levied or as otherwise authorised by the Treasurer that ensures that payments are spread evenly on a monthly basis.



17.2 Purpose of funds

- 17.2.1 The funds of the Organisation must be applied solely in furtherance of the Organisation's aims and objectives subject to the decision of the NC or NEC.
- 17.2.2 Funds contributed for a specific purpose by a funder must be used for that purpose and no other except as otherwise decided by NEC in consultation with and agreement by the funder.
- 17.2.3 Funds allocated to a Province by NEC for a specific purpose must be used for that purpose and no other except as otherwise decided by NEC.
- 17.2.4 All other funds shall be used to support the activities of the Organisation as provided for within the Constitution and policies of the Organisation.

17.3 Banking accounts

- 17.3.1 The General Manager must ensure that all funds are deposited into the Organisation's bank account.

17.4 Members

- 17.4.1 Members and Affiliates must pay a membership fee to the Organisation and shall be rendered in advance of the year for which they are levied or as otherwise authorised by the Treasurer that ensures that payments are spread evenly on a monthly basis.



17.4.2 NEC, subject to the directives of the NC, shall determine the amount of the Members' and Affiliates' fees.

17.4.3 A Member or Affiliate that disaffiliates or is expelled shall have no claim on the funds or assets of the Organisation.

17.5 Financial year

17.5.1 The financial year is from 1 January to 31 December.

17.6 Finance Sub Committees

17.6.1 NEC shall ensure that the financial affairs of the Organisation are controlled by sub committees in accordance with best practice at the time.

17.7 Signatories

17.7.1 NEC must appoint the Chairperson, Vice Chairperson and Treasurer-General Manager as signatories to the National Banking Account(s).

17.7.2 Two signatories must authorise any cheque or other financial instrument.

18 INDEMNIFICATION OF OFFICIALS, OFFICE BEARERS AND COMMITTEE MEMBERS

18.1 The Officials, Office Bearers and Committee members of the Organisation, provided that they have not acted in a manner which would constitute misconduct, shall –



18.1.1 be indemnified by the Organisation against all proceedings, costs and expenses incurred by reason of any omission, negligence or other act done whilst performing their duties on behalf of the Organisation or a member; and

18.1.2 not be personally liable for any of the liabilities of the Organisation or any of its members.

19 RESIGNATION AND DISCIPLINE OF A MEMBER

19.1 Resignation

A Member may disaffiliate from the Organisation by giving to NEC -

19.1.1 3 (three) calendar months written notice; and

19.1.2 its reasons for resigning.

19.1.3 NEC may waive the notice period.

19.1.4 Suspension or expulsion

19.1.5 The NC or NEC may suspend or expel a Member for -

19.1.5.1 acting against the interests of the Organisation;

19.1.5.2 failing to attend more than 2 (two) consecutive meetings of NC without an apology acceptable to NC; or

19.1.5.3 failing to pay its membership fees.

19.2 No such suspension or expulsion shall have effect unless NEC -



19.2.1 has notified the Member in writing of the reasons for the suspension or expulsion; and

19.2.2 has granted the Member permission to present its case to the NEC.

19.3 Appeal

19.3.1 The Member must give notice of their intention to appeal to the General Secretary within 30 (thirty) days of the decision.

19.3.2 The appeal is made to the NC, and the decision of the NC is final and binding.

19.3.3 Where the decision to suspend or expel is made by the NC, such decision shall be final and binding.

19.4 Financial and legal consequences

19.4.1 Members who disaffiliate or are expelled have no claim on the assets of the Organisation.

19.4.2 NEC may recover all monies owing by the Member to the Organisation.

20 DISSOLUTION

20.1 The Organisation may be dissolved by a resolution of the NC supported by not less than 75% (seventy five percent) of the meeting.

20.2 The NC must appoint a liquidator to wind up the affairs of the Organisation.



- 20.3 The liquidator must take the necessary steps to liquidate the debts of the Organisation from its available funds and any other monies realised from any assets of the Organisation.
- 20.4 The liquidator's fees and expenses must rank in order of preference -
- 20.4.1 as though he/ she were a trustee of an insolvent estate; and
 - 20.4.2 as though the expenses were the costs of an insolvent estate.
- 20.5 After the liquidator has paid the debts and if there are any remaining assets these assets shall be given or transferred to members –
- 20.5.1 in good standing; and
 - 20.5.2 in proportion to subscriptions paid by them in respect of the 12 (twelve) months immediately preceding the date of the decision to dissolve the Organisation.

21 AMENDMENTS TO THE CONSTITUTION

- 21.1.1 The Constitution may be repealed or amended by the NC. Notwithstanding anything to the contrary contained in this Constitution, the provisions of this Constitution, including the conditions stipulated in this clause, may not be altered if the Organisation is exempt from income tax, unless such amendment has first been approved in writing by the Commissioner for South African Revenue Service.
- 21.1.2 A notice of the proposed amendment must be sent to the General Manager.



21.2 The General Manager must:

21.2.1 circulate the notice to all members and members of the NC; and

21.2.2 include the proposed amendment on the next agenda.

21.3 A 2/3 (two thirds) majority of the NC must agree to the resolution to repeal or amend the Constitution.

22 DEFINITIONS

In this Constitution, unless inconsistent or otherwise indicated by the context -

22.1 “**Delegate**” means a person representing a Member;

22.2 “**Member**” means a social housing organisation admitted as such;

22.3 “**Member in good standing**” means a Member which is not in arrears in membership fees to the Organisation;

22.4 “**Office-Bearer**” means a person, other than an official, unless expressly allowed for in this Constitution, who holds office in the Organisation nationally or Provincially as specified in this Constitution;

22.5 “**Official**” means an employee of the Organisation or of any of its Members, as the case may be; and

22.6 “**Province**” means the area for which PEC has been established.