CONSTITUTION OF THE HABITAT INTERNATIONAL COALITION
(AS AMENDED BY THE 1997 HIC GENERAL ASSEMBLY)

NAME AND SEAT

Article 1

The name of the Association is Habitat International Coalition. The Association is registered in The Hague, The Netherlands.

OBJECTIVE

Article 2

The Association is dedicated to action for the recognition, defence, and full implementation of the right of everyone to a secure place in which to live in peace and dignity, in all countries. It acts as an international pressure group in defence of the rights of the homeless, the poor, and the inadequately housed. It promotes the creation of awareness among the public in general about human settlements problems as well as the exchange of information on these problems and their solutions among its members, it functions as a platform for the formulation of nongovernmental organisations' policies and strategies in the field or human settlements. It acts as their spokesperson in contacts with international organisations. The Association aims to attain these objectives by means of the mounting of campaigns, either in cooperation or not with other nongovernmental and community-based organisations, and social movements:

- the undertaking of seminars and conferences;
- the publication or statements, reports, newsletters, and other study and information materials;
- the undertaking of research and other projects;
- the support of networks and information exchanges among its members and other nongovernmental and social organisations and movements;
- any other legal means.

The Association is based on the principle of decentralisation of its activities to the different regions and countries of the world. The Association is a nonprofit-making organisation.

DURATION

Article 3

The Association has been established for an indefinite period.

MEMBERSHIP

Article 4

Members of the Association can be all non-governmental and community-based organisations, social movements, professional bodies, voluntary agencies, research and scientific and educational
institutions, an important part or whose activities is concerned with one or more aspects of human settlements.

Members are those bodies referred to under paragraph I of this Article which subscribe to and act in accordance with the objectives of the Association as set out in Article 2 and have been accepted as such by the Board. In cases of non-acceptance by the Board, the General Assembly may nevertheless decide to accept the applicant. Two types of member organisations exist:

Those regular members which are those organisations of local, national or international character which contribute a minimum annual amount as determined by the Board and which collaborate with the activities developed by the Association. Member organisations have the right to vote and to propose their members for elected positions.

The supporting members are those which, with the same rights and obligations of the regular members, contribute additionally to the finance of the Association as determined by the Board.

Article 5

Membership ends when the member ceases to exist; by termination by the member. This can only take place at the end of the financial year provided it is done in writing and notice of four weeks is given; by termination or dismissal by the Association. This can only occur when the member acts in defiance of the Constitution, the by-laws or decisions of the Association, such as for example when the member does not pay its yearly membership fee or is in arrears of payment in spite of a reminder, or when the member does not subscribe to or act in accordance with the objectives of the Association as set out in Article 2. The termination or dismissal is decided by the Board, which informs the member concerned as soon as possible with reasons given. The member concerned may appeal to the General Assembly within two months after receipt of the notification. The decision of the General Assembly to terminate a membership or dismiss a member has to be taken by a two thirds majority of the votes cast.

Friends of Habitat International Coalition

Article 6

Friends of Habitat International Coalition are individuals who pay a yearly contribution to the Association, the minimum amount, or which is decided upon by the Board. They can attend meetings of the General Assembly but have no voting rights.

Finances

Article 7

The finances of the Association consist of the yearly contributions by the Members and Friends of Habitat International Coalition, testamentary dispositions, legacies, donations, and other contributions.

The Board

Article 8

The Board is composed of the following:

- The President of the Association
- One representative from each approved region of the Association having 100 members or less. Regions with more than 100 members may have two representatives
• One representative from each of the approved Committees
• Three delegates of the Women and Shelter [Network]
• Two invited members from social movements, in addition to any other Board members who may originate from social movements
• One associated Board member may be named by the Board.

Article 9

All Board members are elected or appointed for a four-year term. Board members shall not serve more than two consecutive terms. Members of the Board are selected as follows:

The President is elected by the General Assembly from among the members of the Association. The regional representatives are elected through a democratic process established by each region by the members of the Association located within the region. All members located within the region are invited to participate in the election process. The regional representatives are persons active in the programmes of the Association. Each approved region elects one representative to the Board and one alternate of different gender. The representatives of the Committees are elected from among their members. Each approved Committee elects one representative and one alternate of different gender.

The delegates of the Women and Shelter Committee are appointed by and from among its members.

The social movement members are designated by the Board from among candidates by members of the Association in consultation with the social organisations. Social movements invited to the Board include primarily regional or national networks or alliances of community-based or social organisations working for common objectives. The representatives of the social movements are from different regions and are of different genders. At least one of the social movement representatives is a member of the Association.

An associated Board member may be named by the Board to complement expertise, knowledge and areas of interest within the Board. This member may or may not be a member of the Association, but acts within the Board in accordance with the objectives of the Association.

The Board members are elected as representatives of their organisations, but act in their own individual capacities to advance the objectives of the Association.

The Regions and Committees must present for the consideration and approval of the Board their respective procedures for the democratic selection of their representatives. The representatives must also demonstrate accountability for their actions to those who elected or designated them.

The Board names from among its members a Vice-President, who is of the opposite gender of the President.

The Board names from among its members a Treasurer.

Article 10

The Board manages the affairs of the Association in accordance with the guidelines of the General Assembly. A quorum of the Board for the transaction of business is constituted by 50% plus one Board member. Notwithstanding vacancies the remaining members may act if constituting a quorum. The Board meets at least once a year and more often if it deems it necessary.

The Board may decide to give a mandate to one or more or its members to represent the Association.
within the limits or that mandate. The Board may appoint Committees to deal with a specific subject within the objectives of the Association as stated in Article 2. Board members may act as proxy for all matters placed before the Board, subject to any restrictions placed in the letter appointing the proxy. A Board member may act as proxy for no more than one other member. A written authorisation must be presented to the President or General Secretary prior to the time of voting.

**EXECUTIVE COMMITTEE**

Article 11

The Executive Committee will be formed by the President, Vice-President, Treasurer, General Secretary, and three additional Board members designated by the Board from amongst its members. The members of the Executive Committee represent at least four regions of the Association. Every effort is made to assure gender balance among the Executive Committee members. The Executive Committee is responsible to ensure the follow-up of the principal decisions of the Board and to orient important decision-making and provide guidance to the General Secretary between meetings of the Board.

**THE GENERAL ASSEMBLY**

Article 12

The General Assembly meets once a year. The Board submits to this meeting its annual report and the annual financial statements for approval, and renders account of its management during the past year. Every year the General Assembly appoints auditors for the verification of the financial statements referred to in the previous paragraph. The financial statements are presented to the Board by the Treasurer.

Article 13

In addition to the Annual General Assembly referred to in the previous Article, meetings of the General Assembly are convened by the Board whenever the Board deems it desirable. At the written request of at least one-fifth of the membership, the Board is obliged to convene a meeting of the General Assembly with notice of not less than four and not more than six weeks. If this request is not complied with within the following two weeks, the petitioners may themselves convene the meeting. The members are convened in writing to the General Assembly at least four weeks prior to the date and eight weeks if the agenda contains a proposal to change the Constitution or to dissolve the Association. The communication contains the agenda of the meeting.

Article 14

Every member is entitled to one vote in the General Assembly. Every member entitled to a vote can empower in writing someone else who is entitled to a vote, to vote in his or her place.

All decisions, for which the law or this Constitution prescribes no larger majority, are taken by an absolute majority of the votes cast. In the event of a tie when a vote is taken on business, the proposal is rejected. In the event or a tie when a vote is taken on persons, a decision is taken by the drawing of lots. If in an election between two or more persons no one obtains an absolute majority a second ballot is taken between the two persons having obtained most votes, if necessary after an immediate ballot.
Meetings of the General Assembly, the Board and Executive Committee are chaired by the President. In his or her absence or if he or she considers it convenient, the meetings are chaired by the Vice-President, or by a person nominated by the meeting. The Board and Executive Committee may nominate a facilitator for their meetings. The resolutions of the meetings of the General Assembly, the Board, and the Executive Committee are recorded in minutes kept by the General Secretary or a person designated by him or her. The minutes are approved in the same or the next meeting of the body concerned.

**General Secretary**

The General Secretary is in charge of the day-to-day business of the Association. He/she is responsible for his/her activities to the Board. He/she represents the Association in legal and other matters. He/she originates from among the Asia-Pacific, Latin America and the Caribbean, Francophone Africa or Anglophone Africa regions. The Secretariat or the Association is located in one of these regions. The Board is responsible for the appointment and dismissal of the General Secretary. The General Secretary, who is an employee of the Association, is designated for a period of four years. This period may be extended at the discretion of the Board. The Board is responsible to evaluate and decide as to the convenience and moment to change the seat of the Secretariat to another country.

**Focal Points and Reference Centres**

The activities carried out in each of the approved regions are promoted, facilitated, managed and coordinated by members of the Association designated as Focal Points. The regional Focal Points may assist with the general activities of the Association and/or the activities of one or more Committees and Working Groups. The Focal Points may be assisted in the coordination and implementation of specific activities by thematic Reference Centres linked to the Committees or Working Groups. The Focal Points and Reference Centres coordinate among themselves, and operate in accordance with mechanisms that each region establishes in coordination with the Board, the Committees, and the Working Groups.

**National Coalitions**

The Association encourages the formation of national coalitions that link their community, local, and national activities to the international activity of the Association. The national coalitions may include members of the Association and others, and adopt the form or organisation which they determine most convenient. The national coalitions do not constitute chapters of the Association, nor use the name of Habitat International Coalition (HIC) within their title, nor otherwise form part of the formal structure of the Association.

**Committees**

The Committees are made up of those members of the Association interested in participating in programmes of strategic action focused on specific themes. The establishment of a Committee is
approved by the Board following demonstration by a Working Group that it works within an area of strategic importance for the Association, that it has at least four active member organisations in each of at least 50% of existing regions, has established and follows a set of Terms of Reference and a Plan of Action approved by the Board, and has been working as a Working Group with demonstrable results for at least three years. The approval by the Board of new Committees is subject to considerations regarding their suitability in relation to the strategic objectives, plan of action, and operating policies of the Association. Each Committee is coordinated by a convenor designated by its members.

**WORKING GROUPS**

**Article 20**

The Working Groups are established at the initiative of those members of the Association interested in participating in activities focused on specific themes, either to support of the established Committees or to explore new areas of interest for the Association.

Working Groups may seek recognition from the Board following demonstration by the Working Group that it works within an area of strategic importance for the Association that it incorporates at least eight active member organisations, and has established and follows a set of Terms of Reference and a Plan of Action approved by the Board. The Working Groups may solicit their establishment as Committees when the criteria established in Article 19 are fulfilled. Each Working Group is coordinated by a convenor designated by its members.

**REVISION OF THE CONSTITUTION**

**Article 21**

A revision of the Constitution can only take place by a decision of the General Assembly the convocation of which states that a revision of the Constitution is proposed. Those who convene the General Assembly, in which a revision of the Constitution is proposed, have to attach to the Convocation a verbatim copy of the proposal. In addition, the proposal has to be open to public inspection at the Secretariat of the Association. A revision of the Constitution can only be decided upon by the General Assembly by a majority of two-thirds of the votes cast.

**DISSOLUTION AND LIQUIDATION**

**Article 23**

The procedure referred to in Article 21 also applies to a decision of the General Assembly to dissolve the Association. Following any decision under the preceding paragraph, the General Assembly decides on the disposal of the balance of funds and assets and much as possible in conformity with the objectives of the Association. Unless the General Assembly decides otherwise, the Board shall carry out the liquidation.

**BY-LAWS**

The General Assembly may decide upon one or more by-laws in which matters are regulated [that] are not, or are not exhaustively provided for in this Constitution. A by-law may not contain Articles incompatible with the laws of the country where the seat of the Association is located or with this Constitution. The rules contained in Article 21, paragraphs 1 and 2 similarly applicable to decisions of the General Assembly to adopt or to revise a by-law.