

ARTICLES OF ASSOCIATION
OF
ABORIGINAL HOUSING BOARD OF VICTORIA
INTERPRETATION

1. "Aboriginal" means a person who is at least 18 years of age and is a member of:

- (a) the Aboriginal race of Australia; or
- (b) the race to which Torres Strait Islanders belong.

"area" or "region" means the region, area or district defined in these Articles as that region, area or district which was recognised or defined in 1983 by authorities including the former Department of Crown Lands and Survey and the Survey Division of the former Melbourne & Metropolitan Board of Works. Those definitions shall not be affected by any later changes to the naming of those regions, areas or districts, but if the boundaries or any of them have changed since 1983 or change in the future, the 1983 boundaries shall continue to be used for the purpose of election of Board Members.

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"these Articles" means the Articles of Association as originally adopted or as from time to time altered by Special Resolution.

"Barwon/Glenelg region" means the region comprised of the Shires of Glenelg, Wannon, Portland, Dundas, Minhamite, Mt.Rouse, Belfast, Mortlake, Warrnambool, Hampden, Heytesbury, Colac, Leigh, Otway, Winchelsea, Bannockburn, Corio, Barrabool, Bellarine and all cities, towns and boroughs therein including the cities of South Barwon, Geelong, Newtown and Geelong West.

"the Board" means Aboriginal Housing Board of Victoria.

"the Board Members" means the members of the Board.

"Central Highlands/Wimmera region" means the region comprised of the

Shires of Kaniva, Lowan, Dimboola, Karkaroc, Birchip, Donald, Dunmunkle, Stawell, Avoca, Talbot and Clunes, Creswick, Ballan, Daylesford and Glenlyon, Ballarat, Buninyong, Grenville, Ripon, Ararat, Wimmera, Arapiles, Warracknabeal, Lexton, Kowree, Bungaree and all towns, cities and boroughs therein.

"the Code" means the Companies (Victoria) Code and any statutory modification thereof or any statutory provisions substituted therefor.

"Executive" means the persons appointed pursuant to Article 8.

"Executive Members" means a member of the Executive.

"Gippsland region" means the region comprised of the Shires of Omeo, Avon, Maffra, Narracan, Buln Buln, Korumburra, Woorayl, Tambo, Orbost, Bairnsdale, Rosedale, Alberton, Traralgon, South Gippsland, Morwell, Moe, Mirboo, Warragul and all cities, towns and boroughs therein.

"Goulburn Murray region" means the region comprised of the Shires of Deakin, Waranga, Goulburn, Seymour, Broadford, Kilmore, Yea, Alexandra, Mansfield, Oxley, Bright, Tallangatta, Upper Murray, Rodney, Shepparton, Nathalia, Euroa, Benalla, Cobram, Numurkah, Tungamah, Wangaratta, Rutherglen, Chiltern, Beechworth, Violet Town, Myrtleford, Yarrawonga, Yackandandah, Wodonga and all cities, towns and boroughs therein.

"Loddon Mallee region" means the region comprised of the Shires of Mildura, Walpeup, Wycheproof, Charlton, Kara Kara, Bet Bet, Tullaroop, Newstead, Rochester, Huntly, Metcalfe, McIvor, Pyalong, Kyneton, Romsey, Newham and Woodend, Swan Hill, Korong, Gordon, Kerang, Cohuna, East Loddon, Marong, Maldon, Bendigo, Strathfieldsaye and all towns, cities and boroughs therein.

"Melbourne Metropolitan area" means the region comprised of the Shires of Werribee, Melton, Bacchus Marsh, Gisborne, Bulla, Whittlesea, Eltham, Healesville, Lilydale, Sherbrooke, Upper Yarra, Diamond Valley and the cities of Altona, Box Hill, Brighton, Broadmeadows, Brunswick, Camberwell, Caulfield, Coburg, Collingwood, Croydon, Doncaster and Templestowe, Essendon, Fitzroy, Footscray, Hawthorn, Heidelberg, Keilor, Kew, Knox, Malvern, Melbourne, Moorabbin, Mordialloc, Northcote, Nunawading, Oakleigh, Port Melbourne, Prahan, Preston, Richmond, Ringwood, Sandringham, South Melbourne, St. Kilda, Sunshine, Waverley and Williamstown.

"Minister of Housing and Construction" means the person appointed from time to time as the minister responsible for the Victorian Ministry of Housing and Construction.

"the seal" means the common seal of the Board.

"Secretary" means any person appointed to perform the duties of a Secretary of the Board and includes any deputy or acting secretary or any honorary secretary.

"Shires" means the shires, cities, towns and boroughs as delineated in the revised 1985 Municipal Boundaries Map of Victoria and the 1987 Metropolitan Municipalities Map compiled respectively by the Department of Crown Lands and Survey, Victoria and the Survey Division, Melbourne Metropolitan Board of Works.

"State" means the State of Victoria.

"Westernport region" means the region comprised of the Shires of Bass, Cranbourne, Pakenham, Philip Island, Hastings, Flinders, Mornington, the Borough of Wonthaggi and the cities of Berwick, Springvale, Dandenong, Chelsea and Frankston.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

Words importing only the singular number include the plural number and vice versa.

Words importing only the masculine gender include the female gender.

Subject to the foregoing words or expressions contained in these

Articles shall be interpreted in accordance with the provisions of the Companies and Securities (Interpretation and Miscellaneous Provisions) (Victoria) Code and of the Code as in force at the date at which these Articles become binding on the Board.

2. The regulations contained in Table "A" in Schedule 3 to the Code and Table A in the Fourth Schedule to the Companies Act 1961 shall not apply to the Board.
3. The Board is established for the purposes set out in the Memorandum of Association.

BOARD MEMBERSHIP

- 4.1 The members of the Board shall consist of persons who are not less than the age of 18 and who are not older than 72 all of whom shall be appointed as herein provided.
 - 4.1.1 A person shall be ineligible to be nominated, appointed or sit as Board Member if at the time of such nomination, appointment or at any time during such appointment that person ("the relevant date"):-
 - (a) Holds an office of profit under the Board; or
 - (b) has been charged and convicted of a criminal offence in relation to which a

custodial sentence could have been imposed by the Court except that charges or convictions recorded ten or more years prior to the relevant time shall not prevent a person being eligible to be nominated or appointed or to sit as a member (but always subject to the requirements of the Corporations Law); or

- (c) is,
- (i) in arrears in the payment of rent under any lease of property or property owned or administered by the Director of Housing or the Board; or
 - (ii) in default in the payment of any amount required to be paid under such Lease

and the total amount of such arrears or default is a sum greater than one month's rent payable under such Lease; or

- (d) is a staff member or employee of the Aboriginal Housing Section of the relevant Department administered by the Director of Housing or is an Aboriginal Housing Officer employed by the Director of Housing (or such department).

4.1.3 Article 4.1.2 shall not apply so as make any Board Member properly appointed prior to Article 4.1.2 taking effect ineligible to continue to sit as a Board Member."

4.2 The Board Members shall be appointed as follows:-

4.2.1 Two Aboriginals who reside in the Melbourne Metropolitan area and who have resided in that area for a period of twelve full months immediately prior to the date on which such appointment will take effect, shall be elected by Aboriginals residing within that area;

4.2.2 One Aboriginal from each of the following regions:-

- Barwon/Glenelg;
- Central Highlands/Wimmera;

- Gippsland;
- Goulburn/Murray;
- Loddon/Mallee;
- Westernport;

who has resided in the relevant region for a period of twelve full months immediately prior to the date on which such appointment will take effect and who shall be elected by Aboriginals residing in the relevant region."

4.2.3 One person nominated by the Minister of Housing and Construction.

4.2.4 Such other persons as the Board shall admit to membership in accordance with these Articles but so that the total number of Board Members shall not at any time exceed 12.

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ELECTION OF BOARD MEMBERS

4.3.1 Elections for the purposes of appointing Board Members pursuant to Articles 4.2.1 - 4.2.3 (both inclusive) shall be held every 3 years in such manner and at such time and place as the Board shall determine.

4.3.2 Save for the person appointed under Article 4.2.4, all Board Members shall hold office until the conclusion of the next elections held pursuant to Article 4.3.1 but shall be eligible for re-election.

4.3.3 All appointments of Board Members arising from elections conducted for that purpose shall, notwithstanding that it is afterwards discovered that there was some defect or omission in the conduct or manner of holding the election be valid.

4.4 The Minister of Housing and Construction shall appoint pursuant to Article 4.2.3 a nominee to the Board by notice in writing under his hand lodged at the registered office of the Board and may in like manner remove any nominee so appointed. The nominee so appointed

shall be a member of the Board until his appointment is withdrawn by the Minister of Housing and Construction, or he is by resolution of the Board removed or is otherwise disqualified from office under these Articles.

- 4.5.1 Every applicant for membership of the Board under Article 4.2.4 shall be proposed by one and seconded by another member of the Board to both of whom the applicant shall be personally known. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Board from time to time prescribes.
- 4.5.2 At the next meeting of the Board after the receipt of application for membership, the application shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection of an applicant.
- 4.5.3 When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of his acceptance.

REMOVAL OF BOARD MEMBERS

- 5.1 If any Board Member shall wilfully refuse or neglect to comply with the provisions of the Memorandum of Articles of Association of the Board or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Board the Board shall have power by resolution to censure, suspend or expel the member from the Board provided that at least two weeks before the meeting of the Board at which such a resolution is passed the Board Member shall have had notice of

such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the Board Member concerned shall be punished accordingly and in the case of a resolution for his expulsion the Board Member shall be expelled.

5.2 Notwithstanding anything herein contained to the contrary, the office

of a Board Member shall become vacant if the Board Member:-

- (a) ceases to be a Board Member by virtue of the Code;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes prohibited from being a member of the Executive or of the Board by reason of any order made under the Code;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) resigns his office by notice in writing to the Board;
- (f) holds any office of profit under the Board;
- (g) is removed from office pursuant to Article 5.1;
- (h) for more than three months is absent without permission of the Board for meetings of the Board held during that period.
- (i) is or has been charged and convicted of a criminal offence in relation to which a custodial sentence could have been imposed by the Court except that

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convictions recorded ten or more years prior to the time at which the members' eligibility is called into question shall not cause the office of a Board Member to become vacant (subject to the requirements of the Corporations Law);

that (j) changes his or her principal place of residence from the region in respect of which he or she was elected as a Board Member if he or she is absent from region for a period exceeding two consecutive months without the prior approval of the Board. For the purpose of this clause, the Board shall be entitled to determine a Board Member's "principal place of residence" and the Boards decision shall be final.

5.3 Subject to Article 4.1 the Board shall have power at any time, and from time to time, to appoint Board Members in such manner as it shall think fit solely for the purposes of filling a casual vacancy of the Board but so that the total number of Board Members shall not at any time exceed the number fixed in accordance with these Articles. Any person appointed to fill a casual vacancy shall hold office until the conclusion of the next elections but shall be eligible for reappointment.

GENERAL MEETINGS

6.1 An annual general meeting of the Board shall be held at least once in every calendar year and within the period of five months after the end of every financial year. All meetings, other than the Annual General Meeting, shall be called general meetings.

6.2 An Executive Member may whenever he thinks fit convene a general meeting of the Board, and general meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Code.

6.3 Subject to the provisions of the Code relating to special resolutions

and agreements for shorter notice, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Board.

- 6.4 For the purpose of Article 6.3 all business shall be special that is transacted at a general meeting or annual general meeting, with the exception of the consideration of the accounts, and the reports of the Executive and Auditors, the election of Executive Members in the place of those retiring, and the appointment and fixing of the remuneration of the Auditors.

PROCEEDINGS AT GENERAL MEETINGS

- 7.1 No business shall be transacted at any general meeting unless a quorum of Board Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, five Board Members who have been elected in accordance with the provisions of Article 4.2 who are present in person or by proxy or by attorney or by duly authorised representative shall be a quorum.
- 7.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Board Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine.

- 7.3 The Chairperson shall preside as Chairperson at every general meeting of the Board, or if there is no Chairperson, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting then the Board Members present shall elect one of their number to be Chairperson of the meeting.
- 7.4 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (a) by the Chairperson; or
 - (b) by at least three Board Members present in person or by proxy or by attorney or by duly authorised representative.
- 7.5 In the case of an equality of votes, whether on a show of hands or on a poll the resolution shall fail. The Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote.
- 7.6 A Board Member may vote in person or by proxy or by attorney or by other duly authorised representative and on a show of hands every person present who is a Board Member or a representative or a member shall have one vote and on a poll every member present in person or by proxy shall have one vote.
- 7.7 The instrument appointing a proxy shall be in writing under the hand of the appointor. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Board Member shall be entitled to instruct his proxy in favour of or against any proposed resolutions.
- Unless otherwise instructed the proxy may vote as he thinks fit.
- 7.8 The instrument appointing a proxy may be in the following form or in a

common or usual form.

ABORIGINAL HOUSING BOARD OF VICTORIA

I,.....
of
being a Member of the Aboriginal Housing Board of Victoria hereby
appoint of
..... or failing him
..... of
..... as my proxy to vote for me on my
behalf at the annual general meeting or general meeting of the Board
to be held on the day of19.....
and at any adjournment thereof.

My proxy is hereby authorised to vote *in favour of*/against the
following resolutions:

Signed this day of19.....
.....

7.9 The instrument appointing a proxy shall be deposited at the registered office of the Board, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default of

the aforesaid the instrument of proxy shall not be treated as valid.

- 7.10 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Board at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

THE EXECUTIVE

- 8.1 The executive shall consist of three persons comprising a Chairperson and two other Board members, all of whom shall be elected as herein provided.
- 8.2 At each annual general meeting of the Board the members of the Executive shall be elected by the Board Members in such manner as the Board shall think fit.
- 8.3 Subject to the provisions of these Articles all persons appointed to the Executive shall hold office until the conclusion of the annual general meeting next following the date of appointment when all Executive members shall retire but be eligible for re-election.
- 8.4 The Executive shall have power at any time, and from time to time, to appoint a Board Member to the Executive to fill a casual vacancy of the Executive but so that the total number of members of the Executive shall not at any time exceed the number fixed in accordance with these Articles.
- 8.5 The Board may by resolution remove any member of the Executive before the expiration of his period of office, and may by resolution appoint

another Board Member in his stead and the person so appointed shall hold office until the conclusion of the annual general meeting next following the date of appointment when all Executive Members shall retire but be eligible for re-election.

POWERS AND DUTIES OF THE EXECUTIVE

- 9.1 The business of the Board shall be managed by the Executive who may pay all expenses incurred in promoting and registering the Board, and may exercise all such powers of the Board as are not, by the Code or by these Articles, required to be exercised by the Board in general meeting, subject, nevertheless, to any of these Articles, to the provisions of the Code, and to such regulations, being not inconsistent with these Articles or provisions, as may be prescribed by the Board in general meeting; provided that any rule, regulation or by-law made by the Executive may be disallowed by the Board in general meeting and provided further that no resolution or regulation made by the Board in general meeting shall invalidate any prior act of the Executive which would have been valid if that resolution or regulation had not been passed or made.
- 9.2 For the purpose of clause 3 of the Memorandum of Association the rate of interest payable in respect of money lent by Board Members to the Board shall not exceed the lowest rate paid for the time being by the State Bank of Victoria in respect of term deposits of amounts less than \$100,000.00.
- 9.3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Board shall be signed, drawn, accepted, endorsed or otherwise executed, as

the case may be, by any two members of the Executive or in such other manner as the Executive shall from time to time determine.

9.4 The Executive shall cause minutes to be made:-

- (a) of all appointments of officers and servants;
- (b) of names of members present at all meetings of the Board and of the Executive; and
- (c) of proceedings at all meetings of the Board and of the Executive.

PROCEEDINGS OF THE EXECUTIVE

10.1 The Executive may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Executive at any time and the Secretary shall on the requisition of a member of the Executive summon a meeting of the Executive.

10.2 Subject to these Articles questions arising at any meeting of the Executive shall be decided by a majority of votes and a determination by a majority of the members of the Executive shall for all purposes be deemed to be a determination of the Executive. In case of an equality of votes the resolution shall fail. The Chairperson of the meeting shall not have a second or casting vote.

10.3 The Chairperson shall preside as Chairperson at every meeting of the Executive, or if there is no Chairperson, or if he is not present within ten minutes after the time appointed for holding the meeting, then the members may choose one of their number to be Chairperson of the Meeting.

10.4 The quorum necessary for the transaction of the business of the Executive shall be three members who have been elected in accordance with the provisions of Article 8 and who are present in person.

10.5 The Secretary shall in accordance with the Code be appointed by the Board for such term, upon such conditions as the Executive thinks fit, and any secretary so appointed may be removed by it. Nothing herein shall prevent the Executive from appointing a Board Member as Honorary Secretary and any Board Member so appointed shall be subject to the provisions of clause 3 of the Memorandum of Association.

SEAL

11. The Executive shall provide for the safe custody of the seal which shall only be used by the authority of the Executive or of a sub-committee of members of the Executive authorised by the Executive in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Executive and shall be countersigned by the Secretary or by a second member of the Executive or by some other person appointed by the Executive for the purpose.

MEETINGS WITH ABORIGINAL PEOPLE

- 12.1 Board Members elected from the regions specified in Articles 4.2.1 to 4.2.3 (both inclusive) are required to undertake all steps necessary to adequately consult and represent individual Aboriginal people in the region for which the Board Member is elected to represent.
- 12.2 Any five or more Aboriginals may request a meeting with the Executive. The request shall be in writing and shall be signed by the persons requesting the meeting ("the persons"). The Executive, having received such a request, shall forthwith arrange a meeting between the Persons and the Executive or a representative thereof at a place time and date which is mutually convenient. The representative of the Executive may include persons who are not Executive Members.

- 12.3 The Executive may at any time and for any reason resolve to call a meeting with Aboriginals whom it considers entitled to housing, or for any other purpose.
- 12.4 The Executive may, for the purpose of carrying out its objects appoint a sub-committee or sub-committees to particular tasks who shall have the power to make recommendations to the Executive. Any sub-committee may include persons who are not Executive Members.

ACCOUNTS

- 13.1 The Executive shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Code, provided, however, that the Executive shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to date not more than five months before the date of the annual general meeting.
- 13.2 The executive shall from time to time determine in accordance with clause 9 of the Memorandum of Association at what times and places and under what conditions or regulations the accounting and other records of the Board shall be open to the inspection of Board Members.

AUDIT

14. A properly qualified Auditor or Auditors shall be appointed at the first meeting of the Board and his or their duties regulated in accordance with the Code.

NOTICE

- 15.1 Any notice required by law or by or under these Articles to be given

to any Board Member shall be given by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Board for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

15.2.1 Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every Board Member except those members who (having no registered address within the State) have not supplied to the Board an address within the State for the giving of notices to them; and
- (b) the Auditor or Auditors for the time being of the Board.

No other person shall be entitled to receive notices of general meetings.

INDEMNITY

16. Every Board Member, Executive Member, Auditor, Secretary and other officer for the time being of the Board shall be indemnified out of the assets of the Board against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under the Code in which relief is

granted to him by the Court in respect of any negligence, default,
breach of duty or breach of trust.

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