

## MEMORANDUM OF ASSOCIATION

1. The name of the company is "ABORIGINAL HOUSING BOARD OF VICTORIA" (hereinafter called the Board").

2. The object for which the Board is established is to provide housing for Aboriginals in Victoria through the Housing Commission Victoria but subject to the supervision of the Minister of Housing.

Solely for the purpose of carrying out the aforesaid object and not otherwise:

(a) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Board.

Provided that the Board shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Board under or by virtue of Clause 3 of this memorandum.

(b) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Board.

Provided that in case the Board shall take or hold any property which may be subject to any trusts the Board shall only deal with the same in such manner as is allowed

by law having regard to such trusts.

- (c) To make decisions on the allocation of houses for occupation by Aboriginal people and to allocate those houses.
- (d) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the Board's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Board may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (e) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Board.
- (f) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Board or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (g) To construct, improve, maintain, repair, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated

directly or indirectly to advance the Board's interests,  
and to contribute to, subsidise or otherwise assist and  
take part in the construction, improvement, maintenance,  
repair, development, working, management, carrying out,  
alteration or control thereof.

- (h) To invest and deal with the money of the Board not immediately required in such manner as the committee thinks fit.
- (j) To borrow or raise or secure the payment of money in such manner as the Board may think fit and to secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Board in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Board's property (both present and future), and to purchase, redeem or pay off any such securities.
- (k) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (l) To sell, improve, manage, develop, exchange, lease, licence, assign, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Board.
- (m) To give rebates or reductions of rental of houses where it considers this to be necessary.
- (n) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the

purchase price of any part of the Board's property of whatsoever kind sold by the Board or any money due to the Board from purchasers and others.

- (o) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Board, but subject always to the proviso in paragraph (b) of this clause 2.
- (p) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Board in the shape of donations, annual subscriptions or otherwise.
- (q) To investigate and initiate schemes for the sale of houses owned by the Board to Aboriginal people.
- (r) To plan and instigate programs and courses of study for Aboriginal people concerning house maintenance and home management.
- (s) To print and publish any newspapers, periodicals, books or leaflets that the Board may think desirable for the promotion of its objects.
- (t) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Board is authorised to amalgamate.
- (u) To transfer all or any part of the property, assets,

liabilities and engagements of the Board to any one or more of the companies, institutions, societies or associations with which the Board is authorised to amalgamate.

- (v) To make donations for patriotic or charitable purposes. Provided that the Association shall not support with its funds any activity or endeavour to impose on or procure to be observed by its members or others any regulations or restrictions, which if an object of the Board would make it a trade union within the meaning of the Trade Unions Act.

The powers set forth in the Third Schedule to the Companies Act shall not apply to the Board except insofar as they are included in this clause 2.

3. The income and property of the Board whencesoever derived, shall be applied solely towards the promotion of the objects of the Board as set forth in this memorandum of association; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Board.

Provided that nothing herein contained shall prevent the payment on good faith or remuneration to any officers or servants of the Board in return for any services actually rendered to the Board or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Articles of Association or money borrowed from

any member of the Board or reasonable and proper rent for premises demised or let by any member to the Board, but so that no member of the Committee or Governing Body of the Board shall be appointed to any salaried office of the Board or any office of the Board paid by fees and that no remuneration or other benefit in money or money's worth shall be paid or given by the Board to any member of such council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Board.

4. No addition, alteration or amendment shall be made to or in the objects clause of the memorandum or the articles of association for the time being in force, unless the same shall have been previously submitted to and approved by the Minister for the time being administering the Companies Act.
5. The third fourth and ninth paragraphs of this Memorandum of Association contain conditions upon which a licence is granted by the Minister to the Board in pursuance of the provisions of Section 24 of the Companies Act of the said State. For the purpose of preventing any evasion of the provisions of the said paragraphs the Minister may from time to time on the application of any member of the Board, and on giving notice to the Board of his intention so to do and after affording the Board an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Board.

6. The liability of the members is limited.
7. Every member of the Board undertakes to contribute to the assets of the Board in the event of the same being wound up while he is a member, or within one year after he ceases to be a member for payment of the debts and liabilities of the Board (contracted before he ceases to be a member) and of the costs, charges, and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding fifty dollars (\$50).
8. If upon the winding up or dissolution of the Board there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Board, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Board and whose memorandum of association or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Board under or by virtue of clause 3 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by application to the Supreme Court for determination.
9. True accounts shall be kept of the sums of money received and expended by the Board and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Board and, subject to any reasonable restrictions as to the time and manner of inspecting

the same that may be imposed in accordance with the articles of association for the time being in force shall be open to the inspection of the members. Once at least in every year, the accounts of the Board shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Companies Act.

10. The names, addresses and occupations of the subscribers are as follows:

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of the memorandum of association.

DATED this

day of

, 19