

**HOUSING FOR THE AGED ACTION GROUP INC**

**Incorporated Association no. A0017107L**

**ABN 80 348 538 001**

**(Association)**

**Notice of annual general meeting**

Notice is given that an annual general meeting of the members of the Association will be held at held at [Hayden Raysmith Room, 4th Floor, Ross House, 247 - 251 Flinders Lane, VIC 3000] on Thursday, 21 November 2019 at 11.00am

**THE SPECIAL BUSINESS OF THE MEETING WILL BE:**

1. To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution of the Association.

Resolution 1: That the rules of 33 pages be adopted as the rules of the Association in place of the present rules.

**THE ORDINARY BUSINESS OF THE MEETING WILL BE:**

2. To confirm the minutes from the 2018 annual general meeting held on 22 November 2018.
3. To receive from the Committee reports upon the affairs of the Association during the last preceding financial year.
4. To elect officers of the Association and the ordinary members of the Committee.
5. To receive, consider and adopt the financial statement submitted by the Association to members in accordance with section 100(1) of the *Associations Incorporation Reform Act 2012* (Vic).
6. To receive and consider and adopt the Auditor's report and audited accounts on the financial affairs of the Association for the last financial year.
7. To consider any other business.

Dated: **24 October 2019**



Pamela Young

Secretary of Association

## **PROXIES**

In accordance with rule 11 of the rules of the Association, members who are entitled to attend and vote at the meeting are not entitled to appoint a proxy.

## **INQUIRIES**

All inquiries should be directed to the Secretary, Pamela Young (03) 96547389

## **ATTACHED**

- Copy of new rules

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide members with material information to enable members to make an informed decision in relation to the business to be conducted at the annual general meeting.

### Item 1: Adoption of new Rules

#### Introduction

The Committee unanimously recommends that the Association's members approve proposed Resolution 1. This would result in the proposed new rules of the Association (**Updated Rules**) being adopted in place of the existing rules of the association (**Current Rules**) as of the close of this annual general meeting. The Updated Rules are enclosed with this Explanatory Memorandum.

This Explanatory Memorandum provides members with additional information regarding the Updated Rules and the basis on which it is being proposed for adoption, along with an overview of the legal requirements relevant to this process.

#### Adoption of Updated Rules by special resolution

The *Associations Incorporation Reform Act 2012* (Vic) (**Act**) provides that an incorporated association may, by special resolution, alter its rules (section 50(1)).

A 'special resolution' is a resolution:

- of which notice has been given in accordance with the Act; and
- that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution (section 64).

#### Why is it considered appropriate to adopt an Updated Rules at this time?

The Current Rules were adopted by members on 21 November 2013.

In 2012, the Victorian Parliament passed the Act, which commenced on 26 November 2012. In keeping with the purposes of the Act, Consumer Affairs Victoria published the Model Rules for an Incorporated Association that addressed the matters required by the Act, with the intention that the document be regarded as a template rules/ constitution for incorporated associations in Victoria.

The Committee has determined that to ensure the Association remains compliant with the Act, the Association should adopt a new set of rules that are in line with the Model Rules. The adoption of the Updated Rules was proposed following a review by the Committee, with the assistance of the Association's solicitors.

The Updated Rules differ from the Current Rules in the following key respects:

- There has been a general review of the Current Rules in light of contemporary governance practice for not-for-profit companies as set out by the Act.
- In light of the Act's requirements for certain matters to be addressed and the publication of Model Rules for an Incorporated Association by Consumer Affairs Victoria, the Committee has drafted a new set of rules modeled on the Model Rules to comply with the Act.

- The Committee has made adjustments to the Model Rules to align them with the specific needs of the Committee and Association regarding the purposes of the Association, appointment, removal, and terms for office for Committee members, Committee composition and tenure, membership categories, nominations, electoral procedure and Committee meetings.
- The effect of these adjustments is to make the Model Rules similar in effect to the provisions of the Current Rules.

The adoption of the Updated Rules was proposed following a review by the Committee, with the assistance of the Association's solicitors.

## **Key changes that are proposed to the Association's Current Rules**

### **1. Committee Composition and tenure**

The Association has modified the Committee members' terms of office whereby, Committee members will serve three year terms and will retire after three years. In order to retain expertise and to stop the loss of organisational knowledge amongst the Committee, one third of the committee will retire at the end of their three year term and a new third will be elected.

Under the Current Rules, rule 12.5 stipulates that each officer of the Association shall hold office until the next annual general meeting after the date of his or her election, but is eligible for re-election. Under the Updated Rules, rule 57 prescribes that, commencing approximately three years from the adoption of the Updated Rules, each member of the Committee will be elected for three years, which may be extended. Furthermore, under rule 57(5), at each annual general meeting commencing from 2022, at least one third of the members of the Committee must resign. These members of the Committee to resign are those who have been the longest in office since last being elected in accordance with rule 57(6). Where the members of the Committee were elected on the same day, the resigning members of the Committee will be determined by lot unless otherwise agreed.

The Updated Rules contain a new rule (contained at 45.4-45.6 of the Updated Rules) that state that it is the intention of the Association that at least 50% of the Committee members must be over 50 years of age, and that Committee members must include older tenants.

### **Categories of membership**

The term 'member' refers to members of the Association. Under the Current Rules, there are five categories of membership pursuant to rule 3.5, being "Organisational membership", "Individual membership", "Newsletter membership", "Members in association" and "Honorary Life membership". Under the Current Rules, only Individual Members, Honorary Life members and Organisational members had the right to vote. Newsletter Members and Members in Association did not have the right to vote.

The Updated Rules state at rule 8 that only Individual Members and Honourable Life Members are members and rule 16 states that persons and organisations who would have previously been described as Organisational Members, Newsletter Members and Members in Association are no longer members but instead are considered to be "Friends of the Association".

The changes to membership categories will simplify the Association's membership structure and will not modify the voting rights of any members with the exception of the Organisational Members who no longer have the right to vote. Friends of the Association are not members and still do not have the right to vote but they have the right to attend general meetings. The intention is that all existing members previously designated as Organisational Members, Newsletter Members and Members in Association will be noted by the Committee to be "Friends of the Association" and no further action is required on the part of the members or the Committee.

## **2. Committee Meetings**

The Current Rules state that the Committee must meet 12 times a year. The Updated Rules state that the Committee must meet eight times per year. This change will make it easier for the Committee to fulfil its obligations under the Rules, while still meeting throughout the year in order to adequately discuss the management of HAAG.

### **What happens if members approve the proposed special resolution?**

If members approve the proposed special resolution, the Updated Rules will be adopted in place of the Current Rules.

The Updated Rules will then serve as the internal governing rules of the Association until such time as the Updated Rules are amended or replaced in accordance with the Act (should this ever be considered necessary in the future).

The Association will also notify relevant third parties of the adoption of the Updated Rules.

### **What happens if members do not approve the proposed special resolution?**

If members do not approve the proposed special resolution, the Updated Rules will not be adopted and the Current Rules will remain in place in its existing form.

### **How can I obtain more information about the Updated Rules and this process?**

A copy of the Current Rules and the Updated Rules will be made available at the annual general meeting. They will be available at the HAAG office and can be sent via email before the annual general meeting, at member's request.

All other queries can be directed to **Phyll Williams, Chairperson, 0419 989 585**

