

Housing for the Aged Action Group Incorporated

Registration No. A0017107L

ABN 80 348 538 001

(Association)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting ("AGM") of the Members of the Association will be held at Level 4, 247-251 Flinders Lane Melbourne and online on 19 November 2026 at 11.00am (Melbourne time).

Members may participate in the AGM either:

- in person at Level 4, 247-251 Flinders Lane Melbourne or
- by joining the following video-conference at the time of the meeting:

oldertenants.org.au/agm2026

- Meeting ID: 893 9875 2435
- Passcode: 816715
- A calendar invite will be sent to Members in advance of the meeting.

Further details on how to participate in the meeting, and how to vote, are set out in this notice of meeting.

The AGM will deal with the ordinary business of the AGM, and special business, including consideration of the following resolution as a Special Resolution of the Association (the **"Resolution"**).

Ordinary Business

The ordinary business of the AGM will be:

- to confirm the minutes of the previous AGM, held 20th November 2025, and of any special general meetings held since that time;
- to receive and consider the annual report and financial statements for the year ended 30 June 2026; and
- to elect the Committee Members (see further below, under 'Election of Committee Members and Call for Nominations')

Special Business

Resolution 1: Amendment of the Rules of the Association ("Rules")

That, pursuant to rule 80.1 of the Rules, the Rules be amended by replacing them in their entirety with the amended Rules tabled at the meeting and attached to this Notice of Meeting (shown in marked-up form against the current Rules of the Association dated 21 November 2019, and in clean form), with the amendment to take effect from the date it is approved by the Registrar of Incorporated Associations.

Under rule 40.1 of the Rules, the Resolution must be passed by not less than three-quarters (75%) of the votes cast by Members voting at the meeting. Even if the Resolution is passed, the amendment to the Rules of the Association will not take effect unless and until it is approved by the Registrar of Incorporated Associations.

The proposed amended Rules of the Association are attached to this Notice of Meeting as Attachment A, shown in marked-up form against the current Rules of the Association. A clean version is shown as Attachment B. A short, plain-English explanation of each of the key changes is set out below to assist Members in considering how to vote on the Resolution. Members should read the marked-up Rules carefully, together with the explanation below, before the meeting.

Summary of Key Changes

1. Honourable Life Membership

The current Rules limit the number of Honourable Life Members to no more than four at any time and set out a more detailed nomination process. The proposed Rules remove this cap (revised rule 9).

2. Membership Fee Categories and Friends of the Association

The “organisations” fee category is being replaced with a new “Friend of the Association” category. The proposed Rules also make clear that only organisations (not individuals) may be designated a Friend of the Association by the Committee (revised rules 14.4 and 16).

3. Membership Commencement

Under the current Rules, a person’s membership rights commence on whichever is the later of Committee approval of membership and payment of the joining fee. The proposed Rules clarify that membership rights commence once both Committee approval and payment of any applicable joining fee have occurred (revised rule 13.2).

4. Notice Rights

Members currently have an express right to receive notice of proposed Special Resolutions. The proposed Rules extend this express right to notice of ordinary resolutions (revised rule 15.1(a)).

5. Committee Elections

This is the most significant change proposed. Currently, Members elect the Chairperson, Deputy Chairperson, Secretary, Treasurer and ordinary members of the Committee directly at the AGM.

Under the proposed Rules, Members at the AGM will elect the Committee Members. Those elected Committee Members will then meet separately, after the AGM, to elect from among themselves who will hold the positions of Chairperson, Deputy Chairperson, Secretary and Treasurer. A Committee Member may nominate for more than one of those positions but may hold only one position at a time (new rules 51, 54 and 57).

This change ensures that office-bearing positions may only be populated by elected Committee Members. Committee Members elected for office-bearing positions will hold their position for a term of approximately one year, with the term ending at the Committee meeting held after the following annual general meeting, at which point all positions will be re-elected from among Committee Members (new rule 57.7).

The Committee Members that are not elected to an office-bearing position will become 'additional' Committee Members (referred to as 'ordinary' Committee Members in the existing Rules).

6. Term of Office

The proposed Rules simplify the term of office of Committee Members to “approximately 3 years” and remove outdated transitional wording (new rule 52).

The current Rules provide inconsistently for both a staggered three-year term for Committee members and for the Chairperson to declare all Committee positions vacant and hold fresh elections for them at every AGM. The proposed Rules resolve this inconsistency: at each AGM, only the Committee Members who have been longest in office since last elected (being at least one-third of the Committee) must retire, and may nominate for re-election, subject to a cap of nine consecutive years of service which may only be exceeded by Special Resolution. The proposed Rules also protect a Committee Member with an unexpired part of their three-year term from being displaced when the AGM resolves how many additional Committee members it wishes to have (new rules 53 and 54.1).

7. Vacation of Office

The proposed Rules clarify that a Committee Member ceases to hold office by operation of law generally, rather than by reference to a specific statutory provision. The requirement that the Secretary reside in Australia, currently set out only in a footnote, is now expressly incorporated into the operative rule (revised rule 59.2(c)).

8. Casual Vacancies

Under the current Rules, a Committee Member appointed to fill a casual vacancy serves for the balance of the unexpired term of the position. The proposed Rules shorten this so that the appointment ends, and the position is declared vacant, at the next AGM (revised rule 60.3).

9. Terminology and Definitions

The proposed Rules make a number of consistency and clarity improvements to defined terms (including Member, Committee Member, Absolute Majority and Special Resolution)

and broaden the definition of “Act” to include future amendments to, and replacements of, the *Associations Incorporations Reform Act 2012 (Vic)* ("the Act").

10. Other Amendments

A number of other consequential renumbering and clarifying amendments flow from the changes described above. These are reflected in the marked-up version of the Rules attached to this Notice of Meeting.

ELECTION OF COMMITTEE MEMBERS AND CALL FOR NOMINATIONS

The existing Rules of the Association (dated 21 November 2019) will govern the conduct of the election of Committee Members at the AGM. Under section 50(2) of the Act, an alternation to the Rules of an incorporated association cannot take effect until it is approved by the Registrar.

Under the existing Rules, the Chairperson of the meeting must declare all positions on the Committee vacant (rule 51) and call for nomination for members of the Committee, being Chairperson, Deputy Chairperson, Secretary, Treasurer and ordinary Committee members (rule 52.1). Separate elections must be held for each of the Chairperson, Deputy Chairperson, Secretary and Treasurer (rule 53). The meeting must by resolution decide the number of ordinary Committee members (rule 54).

Call for Nominations

The Committee consists of:

- a Chairperson;
- a Deputy Chairperson;
- a Secretary;
- a Treasurer; and
- ordinary members elected.

Members who wish to nominate for a position on the Committee are invited to do so. Under rule 52.2 of the Rules, nominations should:

- be made in writing, and signed by two members of the Association and the candidate; and
- be received by the secretary of the Association not less than seven days before the date fixed for the holding of the AGM (that is, no later than 12 November 2026).

Nominations should be sent to the Secretary at 1, 247-251 Flinders Lane Melbourne 3000 or haag@oldertenants.org.au. A nomination form is attached to this notice as Attachment C.

A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held (rule 52.3).

If insufficient nominations are received to fill all vacancies on the Committee, further nominations may be received at the AGM itself (rule 52.4).

If the number of members nominated for the position of ordinary Committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position (rule 54.3).

If the number of members nominated for the position of ordinary Committee member exceeds the number to be elected, a ballot will be held in accordance with the Rules (rule 54.4).

INFORMATION ABOUT ATTENDANCE AND VOTING

Attendance and eligibility to vote

A Member is entitled to vote at the meeting if the Member is an Individual Member or an Honourable Life Member, has been a Member of the Association for more than 10 business days, and the Member's membership rights are not suspended for any reason (rule 15.2 of the Rules). Friends of the Association are not Members and do not have the right to vote at general meetings. No business may be conducted at the meeting unless a quorum of five Members is present (rule 37.1).

Members may participate in the meeting using the details set out at the top of this notice. A Member who participates using permitted technology in accordance with rule 36 of the Rules is taken to be present at the meeting and, if that Member votes, is taken to have voted in person. If you choose to participate online, you are encouraged to join 5 minutes before the start time noted above.

If you experience any difficulty joining the meeting online, please contact the Secretary at haag@oldertenants.org.au.

Voting by show of hands or poll

Under rule 41.1 of the Rules, the Chairperson may, on the basis of a show of hands, declare whether the Resolution has been carried. If a poll is demanded by three or more Members in accordance with rule 41.2, the poll must be taken at the meeting and the Chairperson must declare the result of the Resolution on the basis of the poll.

How to vote

Members may only vote on the Resolution and in the elections in person at the meeting or by participating using permitted technology in accordance with rule 36. Each Member entitled to vote has one vote, and Members must vote personally (rule 39.1).

Voting at the meeting

If you attend the meeting in person or online in accordance with the details set out above, you will be able to vote directly on the Resolution and in the elections during the meeting.

You will be asked to confirm your identity and how you wish to vote on the Resolution and in the elections during the meeting.

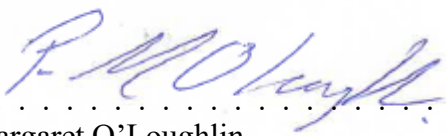
Chairperson's voting intentions

The Chairperson intends to vote in favour of the Resolution.

Date: 30 September 2026


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Name: Pamela Young
Chairperson

Date: 30 September 2026


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Name: Margaret O'Loughlin
Secretary

Appendix A

Proposed amended Rules of the Association (in marked-up form against the current Rules of the Association).

See online at oldertenants.org.au/AGM-2026-appendix-a

Appendix B

Proposed amended Rules of the Association (clean copy).

See online at oldertenants.org.au/AGM-2026-appendix-b

Appendix C

Nomination Form for Committee Positions.

See online at <https://oldertenants.org.au/AGM-2026-nomination-form-com>