



VICTORIAN PUBLIC TENANTS ASSOCIATION INC

CONSTITUTION

Endorsed by Majority Vote SPECIAL GENERAL MEETING MARCH 15th 2021

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1. Name

The name of the Association is the Victorian Public Tenants Association Inc., in these rules called "the Association"

2. Statement of Purpose

- I. To provide benevolent relief and social welfare support services including the provision of counselling, advice, referral, representation and advocacy for people, including those who are homeless, or otherwise in significant distress regarding matters related to public housing; and
- II. To responsibly advocate for the provision of a viable public housing system for those who need it, including the broad community.

3. Definitions

Throughout this Document, unless otherwise stated -

1. "Public housing tenant" means any tenant living in public housing as determined by written agreement with the Dept Health and Human Services Victoria.
2. Committee of Management (COM), Governing Body (GB), or "Board" means the Governing Body of the Association.
3. "Governing Body meeting" means a meeting of the Association's Governing Body convened in accordance with these Rules.
4. "General meeting" means a meeting of the Governing Body and public housing tenants convened in accordance with these Rules and includes Annual General Meetings and any Special General Meetings.
5. "Office bearers of the Association" means persons appointed to be office bearers by the Governing Body.
6. "Financial year" means the year ending 30 June.
7. "Act" means the Associations Incorporation Reform Act 2012 and includes any Regulations made under that Act.

4. Attendance at Meetings and Voting Rights

1) Members of the Governing Body

- a. Any member of the Governing Body is eligible to vote at meetings of the Association.

2) Public housing tenants

- a. Any individual public housing tenant residing in Victoria who supports the Association's Statement of Purpose and is willing to comply with the Association's "Code of Conduct" may at the discretion of the Governing Body be eligible to attend general meetings of the Association (with voting rights), subject to
 - i. providing evidence of tenancy prior to the commencement of the meeting and
 - ii. adherence to the relevant meeting attendance protocol/s notified on the VPTA website.
- b. The right to vote is not transferable to another person or organisation.

5. Fees and Subscriptions

Fees and subscriptions shall be determined by the Governing Body.

6. Annual General Meetings

- 1) The annual general meeting must be held within 3 months following 30th June. The Governing Body will determine the date, time and place of the annual general meeting of the Association, giving at least 14 days' notice of meeting .
- 2) Any notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 3) The ordinary business of the annual general meeting shall be:-
 - a) To confirm the minutes of the previous annual general meeting and of any special general meeting held since then; and

- b) To receive from the Governing Body the annual report upon the activities of the Association during the preceding financial year; and
 - c) To receive and consider the financial report which will include all income and expenditure for the last financial year and all assets and liabilities at the end of its last financial year; and
- 4) The annual general meeting may conduct special business of which notice issued in accordance with these rules.

7. Special General Meetings

- 1) Any General Meeting of the Association, other than an Annual General Meeting, is a Special General Meeting.
- 2) Special General Meetings shall be conducted as the need arises as determined by the Governing Body, not including the annual general meeting.
- 3) At least 14 days' Notice shall be given to public housing tenants of a Special General Meeting and;
 - a) Must be in writing stating the date, time, and place of the meeting;
 - b) May be sent electronically or by website notification as determined by the Governing Body ;
 - c) Must indicate the general nature of each item to be considered at the meeting.
- 4) Where agenda items are called for by the Governing Body these should be directed in writing to the Secretary by post, electronic mail or facsimile by the date specified prior to the meeting.
- 5) At least 14 days' notice shall be given if a Special Resolution is proposed and state;
 - a) The proposed resolution in full;
 - b) The intention to propose the resolution as a special resolution.

8. Quorum at General Meetings

- 1) A quorum at all General Meetings of the Association will be 9 including public housing tenants with voting rights and members of the Governing Body present in accordance with Rule 4 of the Association.
- 2) If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present
 - a) In the case of the Annual General Meeting, the meeting shall stand adjourned to a date, time and place and another meeting shall be scheduled no less than 21 days from the appointed time. Notice of the adjourned meeting will be provided to public housing tenants via the website or otherwise as the Governing Body determines.
 - b) In the case of a general meeting held at the request of public housing tenants, the meeting shall be dissolved.
- 3) In any other case, the meeting shall either be dissolved or adjourned to a date, time and place not less than 21 days later at the discretion of the Governing Body. Advice of an adjourned general meeting must be provided to public housing tenants.

9. Use of Technology

A public housing tenant or members of the Governing Body not physically present at a general meeting of the Association may be permitted to participate in the meeting by the use of technology that allows that public housing tenant &/or members of the Governing Body and those present at the meeting to clearly and simultaneously communicate with each other.

10. Proxy Voting

There will be no proxy voting at meetings of the Association

11. Voting at General Meetings

- 1) Voting must be in person or on-line by an eligible public housing tenant or by members of the Governing Body.
- 2) Voting on each item of business at all general meetings of the Association will be in person or on-line, subject to the provisions of Rules 13 and 14.
- 3) A motion put to the meeting will be carried by the majority vote unless the motion is a special resolution as specified in Rule 18.1 carried by three quarters of those eligible to vote.

12. Presiding at General Meetings

- 1) The chairperson or, in the chairperson's absence, another Governing Body member selected from the meeting, will chair the meeting.

13. Special Resolutions

- 1) A special resolution must be passed when the Association decides to:
 - a) Change its name;
 - b) Change its rules;
 - c) Change its statement of purpose;
 - d) Amalgamate with one or more incorporated associations;
 - e) Wind up.

Where a special resolution is put to a special general or annual general meeting, the motion must be passed by not less than three quarters of those present and eligible to vote: if the vote is less than three quarters of those present the vote fails.

14. Governance

- 1) The affairs and business of the Association shall be governed by the Governing Body .
- 2) The Governing Body —
 - a) Subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the Association;
 - b) Subject to these Rules, the Act and the Regulations, has power to perform all such actions and activities as appear to the Governing Body to be essential for the proper management of the business and affairs of the Association.
- 3) The Governing Body may delegate to a sub-committee or to staff, any of its powers and functions other than—
 - a) This power of delegation; or
 - b) A duty imposed on the Governing Body by the Act or any other law
- 4) The delegation must be in writing, may be subject to the conditions and limitations the Governing Body considers appropriate and may be revoked, in writing, wholly or in part.
- 5) The Governing Body shall consist of a maximum of seven officers of the Association including at least two current or former public housing tenants, each of whom shall be determined by the Association's Governing Body selection process.
 - a) For the avoidance of doubt, the Governing Body will not be in breach of these Rules if there are less than two current or former public housing tenants serving on the Governing Body, while recruitment to fill a vacancy or vacancies for current or former public housing tenants is taking place, and
 - b) The Governing Body is not prevented from conducting the business of the VPTA while recruiting to fill a vacancy or vacancies for current or former public housing tenants, and
 - c) Nothing in these Rules prevents the Governing Body consisting of more than two current or former public housing tenants.

- 6) In forming a new Governing Body the presiding Governing Body shall seek nominations for each vacant position and the successful candidate/s shall be selected for period of not less than 2 years, based on consideration of their skills and experience, for the purpose of providing ongoing advice & expertise to the Association.

15. Appointed Office Bearers of the Association

- 1) The members of the Association Governing Body shall appoint-
 - c) A Chairperson;
 - d) A Treasurer;
 - e) A Secretary;
- 2) The Chairperson, Treasurer and Secretary shall be part of the Governing Body.
- 3) The provisions of Rule 21, so far as they are applicable and with the necessary modifications, apply to and in relation to the appointment of persons to any of the offices referred to in sub-rule (1) above.
- 4) Each member of the Associations Governing Body shall hold office for a two-year term until the conclusion of the next alternate annual general meeting that ends the current term of office and is eligible for re-nomination.
- 5) In the event of a casual vacancy in any office referred to in sub-rule (1) (i)-(iii), the Governing Body may select and appoint one of its members to fill the vacancy and the person appointed may continue to hold office until the conclusion of the annual general meeting that ends the current term of office.
- 6) If the position of Secretary becomes vacant, the Governing Body must appoint another person to the position within 14 days after the vacancy arises.
- 3) In the event of a casual vacancy occurring on the Governing Body, the Governing Body may appoint a suitable person in accordance with Rule 14.5 and 14.6 to fill the vacancy and the person appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting that ends the current term of office.

16. General Duties of the Governing Body

- 1) As soon as practicable after being appointed, each Governing Body member must become familiar with these Rules and the Act.
- 2) The Governing Body is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Governing Body comply with these Rules.
- 3) Governing Body members must exercise their powers and discharge their duties with reasonable care and diligence.
- 4) Governing Body members must exercise their powers and discharge their duties—
 - a) in good faith in the best interests of the Association; and,
 - b) for a proper purpose.
- 5) Governing Body members and former Governing Body members must not make improper use of—
 - i. their position; or
 - ii. information acquired by virtue of holding their position, so as to gain an advantage for themselves or any other person, or to cause detriment to the Association.
- 6) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment and is responsible for lodging documents of the Association with the Registrar
- 7) Where there is a Conflict of interest –
 - a) A Governing Body member who has a material personal interest in a matter being considered at a Governing Body meeting must disclose the nature and extent of that interest to the Governing Body.

- b) The member—
 - (i) must not be present while the matter is being considered at the meeting; and,
 - (ii) must not vote on the matter.
- 8) This rule does not apply to a material personal interest—
 - c) That exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - d) That the member has in common with all, or a substantial proportion of public housing tenants.

17. Vacancies on Governing Body

- 1) The office of an officer of the Association becomes vacant if the officer --
 - a) Resigns from office by notice in writing given to the Secretary; or
 - b) Fails to attend 3 consecutive Governing Body meetings (other than special or urgent Governing Body meetings) without leave of absence; or
 - c) Otherwise ceases to be a Governing Body member by operation of section 78 of the Act.
- 2) The Governing Body may continue to act despite any vacancy in its membership.

18. Meetings of the Governing Body

- 1) The Governing Body must meet at least quarterly each year at such place and such times as the Governing Body may determine.
- 2) Special meetings of the Governing Body may be convened by the Chairperson or by majority decision of current Governing Body members.

19. Notice of Governing Body meetings

- 1) Written notice of each Governing Body meeting must be given to each member of the Governing Body at least 5 business days before the date of the meeting.
- 2) Written notice must be given to members of the Governing Body of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

20. Quorum for Governing Body meetings

- 1) A majority of current Governing Body members constitute a quorum for the conduct of the business of a meeting of the Governing Body.
- 2) No business may be conducted unless a quorum is present.
- 3) If within half an hour of the time appointed for the meeting a quorum is not present-
 - a) In the case of a special meeting--the meeting lapses;
 - b) In any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.

21. Attendance at Governing Body Meetings

- 1) Attendance at Governing Body Meetings is restricted to Governing Body members only, unless invited by the Chairperson, or by prior resolution of the Governing Body.
- 2) A Governing Body member is in breach of their attendance obligations if
 - a) The Governing Body member is absent for two consecutive meetings without apology or leave of absence
 - b) The Governing Body member is absent for four consecutive meetings, even with apology or leave of absence
- 3) In special circumstances the Governing Body may, at its discretion, grant an extended leave of absence to a Governing Body member for a longer period
- 4) A Governing Body member in breach of attendance obligations is liable to be removed from the Governing Body.

- 5) A Governing Body member who is not physically present at a Governing Body meeting may participate in the meeting by the use of technology that allows that Governing Body member, and the other Governing Body members present at the meeting to clearly and simultaneously communicate with each other.

22. Presiding at Governing Body meetings

At meetings of the Governing Body, the Chairperson or, in the Chairperson's absence, a Governing Body member nominated by the Governing Body presides.

23. Voting at Governing Body meetings

- 1) Governing Body members only, may vote at Governing Body meetings;
- 2) Questions arising at a meeting of the Governing Body, or at a meeting of any sub-committee appointed by the Governing Body, shall be determined on a show of hands or, if requested, by a poll taken in such manner as the person presiding at that meeting may determine;
- 3) Each member present at a meeting of the Governing Body, or at a meeting of any sub-committee appointed by the Governing Body (including the person presiding at the meeting), is entitled to one vote;
- 4) In the event of a tied vote at any meetings of Governing Body or sub-committee appointed by the Governing Body, the person presiding may exercise a second or casting vote to maintain the status quo;
- 5) A Governing Body member participating in a Governing Body meeting as permitted under Rule 21.5 is taken to be present at the meeting and, if the Governing Body member votes at the meeting, is taken to have voted in person.

24. Removal of Governing Body member

- 1) The Association may, by majority vote of the Governing Body remove or replace a member of the Governing Body before the expiration of that member's term of office provided it can be demonstrated that the continuance of that member of the Governing Body is not in the best interest of the Association.
- 2) The Governing Body may appoint another person in his or her place to hold office until the expiration of the term of the first-mentioned member
- 3) The decision to remove or replace a Governing Body member is at the absolute discretion of the Governing Body and is not subject to review or appeal.

25. Minutes of meetings

The Secretary of the Association must ensure that minutes of the resolutions and proceedings of all general meetings and Governing Body meetings are kept, together with a record of the names of persons present at those meetings.

26. Funds

- 1) The Treasurer of the Association must-
 - a) Collect and receive all monies due to the Association and ensure all payments authorized by the Association are made; and
 - b) Ensure correct accounts and books are kept, showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two authorized signatories.
- 3) Authorized signatories shall be appointed by the Governing Body and may include nominated member/s of staff
- 4) The funds of the Association shall be derived from fees, annual subscriptions, donations and such other sources as the Governing Body determines.

27. The Common Seal

- 1) The common seal of the Association must be kept by the Secretary in a secure location at the Association's registered office.
- 2) The common seal must not be affixed to any instrument except by the authority of the Governing Body and the affixing of the common seal must be attested by the signatures of two of the three authorized members of the Governing Body.

28. Notice to public housing tenants

Any notice that is required to be given to public housing tenants will be issued electronically by email where possible or more generally on the VPTA website by electronic transmission

29. Custody and inspection of books and records

- 1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 2) All accounts, books, securities and any other relevant documents of the Association must be made available for inspection free of charge by any Office Bearer or Governing Body Member upon written request to the Association.
- 3) An Office Bearer or Governing Body Member may request a copy of any accounts, books, securities and any other relevant documents of the Association and any copies provided may be charged at a reasonable fee.
- 4) The Governing Body may refuse to permit an inspection of the records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

30. Winding up

- 1) The Association may be wound up voluntarily by special resolution. A Special General Meeting will be called in accordance with Rule 10 to wind up the Association.
- 2) In the event of winding up or the cancellation of the incorporation of the Association, any surplus funds or assets provided by or purchased from the funds provided by the Department of Human Services or other funding body must be returned to the Department or the funding body, unless the funding agreement states otherwise.
- 3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets not subject to subrule (2) must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual public housing tenants.
- 4) The body to which the surplus assets are to be given must be decided by the Governing Body.
- 5) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any person/s or group connected with the Association in any capacity.

31. Revocation of Deductible Gift Recipient Status (DGR) and Winding Up

If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:

- gifts of money or property for the principal purpose of the organisation
- contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation
- money received by the organisation because of such gifts and contributions.