

# ACT Retirement Village Residents Association Inc.

*To: provide independent information, advice, advocacy and representation*

## PROPOSED CHANGES TO ACTRVRA CONSTITUTION - EXPLANATORY STATEMENT

This Explanatory Statement sets out the substantive changes in the draft revised Constitution together with explanations or reasons for change. Additional minor amendments that do not alter the meaning or intent of existing provisions have not been individually identified in the statement. These include typographical and stylistic changes, correction of minor errors and renumbering of sections consequent to introducing new provisions.

Full copies of the draft revised Constitution proposed for adoption at the AGM and the existing Constitution and By-Laws are available for review on the ACT RVRA website [actrvra.org.au](http://actrvra.org.au). Copies of these documents will also be available for inspection at the AGM.

### Substantive Amendments

1. Introducing a new category of "*Associate Membership*"
2. Formalising the membership category of "*Joint Membership*"
3. Introducing "*Immediate Past President*" as a new Committee position
4. Making the fee setting process more flexible enabling the Committee to decide fee amounts in line with section 7 of the Regulation
5. Changing what constitutes a quorum for committee meetings from 5 to 3 in line with Section 52 of the Regulation
6. Changing what constitutes a quorum for annual and general meetings from 15 to 5 in line with Section 63 of the Regulation
7. Allowing a Committee member to serve more than 3 terms if there are no alternative nominations for the position
8. Incorporating the By-Laws into the draft revised Constitution and abolishing the By-Laws instrument to simplify governance arrangements. By-Law provisions were re-located and placed in appropriate sections, or else the Constitution provisions re-worded to capture the intent. The membership form was not re-located because document revisions to provide for flexibility.

## Proposed Substantive Amendments—draft revised Constitution

Proposed Change	Explanation	Changed provision
<p><b>Membership Categories and Procedures (Section 2)</b></p> <p><b>At 2(2) – 2(4)</b> Adds “<b>Associate Membership</b>” as a new membership category.</p>	<p><b>Association Membership</b> provides a new provision to cater for prospective residents waiting to enter a Retirement Village. This is hoped to enhance the Association’s reach and membership fee income. Note that it is proposed that <b>Associate Members</b> are ineligible to vote or join the Committee. Village operators and managers are excluded from this category.</p>	<p>2(2) <b>Associate Membership</b> is open to:</p> <ul style="list-style-type: none"> <li>(a) any person not qualifying for full membership; and</li> <li>(b) any representative of an organisation that has an interest in retirement living in a Retirement Village; and</li> <li>(c) any legal entity that has an interest in retirement living in a Retirement Village.</li> </ul> <p>2(3) Associate Membership is not open to any person (including a legal entity) that is the owner and/or operator of a Retirement Village, or any staff (employees or otherwise), of that owner or operator.</p> <p>2(4) Associate Members enjoy the same membership rights, privileges and obligations as do Full Members, with the exception of being ineligible:</p> <ul style="list-style-type: none"> <li>(a) to vote on any matter; and</li> <li>(b) to stand for election to the Committee.</li> </ul>
<p><b>At 2(5) – 2(7)</b> Formalises <b>Joint Membership</b> as a new membership category.</p>	<p><b>Joint Membership</b> is recognised in By-Law (1)(2) but has no standing in the current Constitution. Relocating the provision from the By-Laws to the Constitution serves to give Joint Memberships the same status as Full Membership.</p>	<p>2(5) <b>Joint Membership</b> is open to a couple living in the same independent living unit/villa or apartment in a Retirement Village.</p> <p>2(6) Each Member of a Joint Membership enjoys the same membership rights, privileges and obligations as does a Full Member.</p> <p>2(7) In recognition of the reduced annual fee payable for a Joint Membership relative to a Full Membership, Joint Members</p>

		will receive one only copy of material that is published or issued from time to time by the Association.
<b>At 2(11)</b> provides for membership applications to be made via the website or in any other form approved by the Committee.	Current paper-based requirement is too restrictive given current business practices and advances in technology.	2(11) Applications for membership as a Full Member, Associate Member or Joint Member must be submitted to the Committee:  (a) on-line via the Association’s website; or (b) on the application form available for download on the Association’s website; or (c) in any other form approved by the Committee.
<b>At 2(12)</b> sets out when membership status applies.	Introduces the requirements for becoming a member in one of the 3 categories	2(12) Membership as a Full Member, Associate Member or Joint Member applies when:  (a) the application is approved by the Committee; and (b) payment of membership fees is received.
<b>Fees and Subscriptions (Section 3)</b>  <b>At 3(1)</b> Proposes introduction of a Joining Fee	This new provision is in line with other organisations and allows the Committee flexibility to raise additional revenue as future circumstances might require.	3(1) The fee to join the Association (the joining fee) is:  (a) \$1; or (b) if the Committee decides another amount—that amount.
<b>At 3(2)</b> Allows the Committee discretion to set fees as the Association’s financial circumstances require without specific referral to a general meeting of the Association for approval.	Altering fees currently requires recommendations to be approved at a general meeting, an unnecessarily cumbersome process. The new provision is consistent with the Model Rules.	3(2) The annual fee for membership of the Association (the annual membership fee) is:  (a) \$1; or (b) if the Committee decides another amount—that amount.

<p><b>Cessation of Membership (Section 4)</b></p> <p><b>At 4(1)(b)</b> proposes less restrictive criteria for a member to resign from the Association</p>	<p>The current requirement that Members wishing to resign from the Association notify the Secretary in writing a month prior to the resignation taking effect is out of step with contemporary standards.</p>	<p>4(1) A Member of the Association ceases membership if the Member:</p> <p>.....</p> <p>(b) resigns their membership either orally or in writing.</p>
<p><b>At 4(2)</b> makes explicit that a member who is part of a Joint membership may continue as a Full member in their own right if the other member of the Joint Membership ceases to be a Member.</p>	<p>Change required as a consequence of formalising Joint Memberships.</p>	<p>4(2) If one member of a Joint Membership ceases to be a Member, the remaining Member may continue membership as a Full Member.</p>
<p><b>Composition and membership of Committee (Section 15)</b></p> <p><b>At 15(5)</b> allows for members of the Committee to stand for election beyond the current three term limit where there are no other nominations for that position</p>	<p>This arrangement applies under the NSW Retirement Villages ACT and is currently under consideration by a working group as an amendment to the AC) Retirement Villages Regulation.</p>	<p>15(5) Each member of the Committee is, subject to this Constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election, but not beyond three terms in the same office unless no other nominations have been received for that position.</p>
<p><b>President (Section 17); Vice President Admin. (Section 18); Vice President Village Liaison (Section 19); Secretary (Section 20); Treasurer (Section 21)</b></p>	<p>Relocates functions formerly contained in By-Laws 2(2)–(8) .</p>	<p>—</p>
<p><b>Immediate Past President</b> <b>At 22</b> Introduces the position of Immediate Past President as an ex-officio member of the Committee.</p>	<p>This provision seeks to ensure that the Corporate memory of the immediate past president is not lost to the Committee.</p>	<p>22(1) On vacating the office of President, not having been removed under section 24, that Member may join the Committee, ex-officio, in the position of Immediate Past President.</p>

		<p>22(2) The role of the Immediate Past President is to provide assistance to the President and the Committee if requested.</p> <p>22(3) While occupying the position, the Immediate Past President enjoys all of the rights, privileges and responsibilities of other Committee members.</p> <p>22(4) If the Current President (Current President);</p> <ul style="list-style-type: none"> <li>(a) does not stand for re-election at the annual general meeting; or</li> <li>(b) otherwise vacates the office of President (if any) for some reason (not having been removed under section 24); but</li> <li>(c) wishes to join the Committee pursuant to subsection (1);</li> </ul> <p>the incumbent Immediate Past President (if any) is deemed to have relinquished the Immediate Past President position in favour of the Current President on the date the Current President notifies the Committee in writing that he or she wishes to join the Committee as the new Immediate Past President.</p> <p>22(5) The position of the President becomes vacant on:</p> <ul style="list-style-type: none"> <li>(a) the day of the annual general meeting; or</li> <li>(b) the date on which the Current President specifies in a written notice to the Committee is the date that his or her resignation is to take effect.</li> </ul>
<p><b>Public Officer (Sections 16 and 30)</b></p> <p>Removes the Public officer as an elected office bearer (s16) so not to conflict with appointment by the Committee (s30). Public officer duties are incorporated into Schedule 3 from By-Law 4.</p>	<p>Clarifies that the <b>Public Officer</b> is appointed by the Committee and is not an elected office bearer.</p>	<p>30 The Committee must appoint a Member to perform the duties of Public Officer set out in Schedule 3.</p>

<p><b>New Sections 26, 27 and 31</b> Relocates functions from By-Laws 2(9)(10)(11) to new sections 26, 27 and 31.</p>	<p>Self-Explanatory</p>	<p>—</p>
<p><b>Winding Up (new Section 55)</b> Introduces a new windup provision into the Constitution referencing <i>the Act</i>.</p>	<p>A windup provision is required by 30 June 2025 to ensure the Association can continue to claim income tax exemption.</p>	<p>55 If the Association is to be wound up, this must be done in accordance with Part 7 of the Act.</p>