

ACT Retirement Village Residents Association Inc.

To: provide independent information, advice, advocacy and representation

**ACT RETIREMENT VILLAGE RESIDENTS
ASSOCIATION INCORPORATED**

CONSTITUTION

November 2024

**ACT RETIREMENT VILLAGE RESIDENTS ASSOCIATION
INCORPORATED**

C O N S T I T U T I O N

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ACT RETIREMENT VILLAGE RESIDENTS ASSOCIATION INCORPORATED

C O N S T I T U T I O N

A Name of the Association

The name of the Association is the ACT Retirement Village Residents Association Incorporated (“the Association”).

B Objects of the Association

The Objects of the Association are:

- (a) to advance and protect the interests of residents of Retirement Villages; and
- (b) to provide and disseminate information to residents and prospective residents of Retirement Villages; and
- (c) to remain financially and constitutionally independent from political parties and those involved in the development, administration and management of Retirement Villages; and
- (d) to inform and educate residents of Retirement Villages about the legislation relating to Retirement Villages and associated matters through seminars, publishing, electronic media and other methods approved by the Committee; and
- (e) to present to government, the regulator, operators and other stakeholders matters of concern to, or affecting, residents of Retirement Villages; and
- (f) to advocate on behalf of residents and/or to participate in dispute resolution processes where requested, and where it is appropriate to do so.

Part 1.1 Preliminary

1 Definitions and Interpretation

(1) In this Constitution:

Act means the Associations Incorporation Act 1991.

Association Address means the address referred to in section 6 of Schedule 3.

Committee means Members from time to time elected to, and currently occupying positions on, the Committee pursuant to section 15, and otherwise described in Part 1.3.

Due Date has the meaning given in section 3 (4).

Executive means the group occupying the positions referred to in section 15 (3) (a–(e)).

Financial Year has the meaning given in section 52.

Member, in relation to the Association, means a person, unless the context otherwise requires, in one of the categories set out in section 2 who has paid the membership fees pursuant to this Constitution.

Objects of the Association (or **Objects**) means the objects set out in Paragraph B.

Ordinary Committee member means a member of the Committee who is not an office-bearer of the Association.

Public Officer means the person referred to section 30.

Register means the register of members referred to in section 7.

Registrar-General means the registrar-general described in the Registrar-General Act 1993.

Regulation means the Associations Incorporation Regulation 2023.

Retirement Village has the meaning given in section 10 of the Retirement Villages Act 2012.

Secretary means:

- (a) the person holding office under this Constitution as Secretary of the Association; and
- (b) if no such person holds that office—the Public Officer of the Association.

Village Contact means a person referred to in section 14.

(2) In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty; and

- (b) reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty; and
 - (c) reference to a Retirement Village is a reference to an ACT Retirement Village.
- (3) The following Acts apply to the Association's rules as if the rules were an instrument made under the Act:
- (a) the Legislation Act 2001; and
 - (b) the Electronic Transactions Act 2001.

Part 1.2 Membership

2 Membership Categories and Procedures

- (1) **Full Membership** is open to:
- (a) a resident living in an independent living unit, villa or apartment in a Retirement Village; or
 - (b) a person with Power of Attorney and/or Enduring power of Attorney of a resident living in a Retirement Village.
- (2) **Associate Membership** is open to:
- (a) any person not qualifying for full membership; and
 - (b) any representative of an organisation that has an interest in retirement living in a Retirement Village; and
 - (c) any legal entity that has an interest in retirement living in a Retirement Village.
- (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.
- (4) Associate Members enjoy the same membership rights, privileges and obligations as do Full Members, with the exception of being ineligible:
- (a) to vote on any matter; and
 - (b) to stand for election to the Committee.
- (5) **Joint Membership** is open to a couple living in the same independent living unit/villa or apartment in a Retirement Village.
- (6) Each Member of a Joint Membership enjoys the same membership rights, privileges and obligations as does a Full Member.
- (7) In recognition of the reduced annual fee payable for a Joint Membership relative to a Full Membership, Joint Members will receive one only copy of material that is published or issued from time to time by the Association.

- (8) **Life Membership** may be granted to a Member who is:
 - (a) determined by the Members to have made an exceptional contribution to the advancement of the Objects of the Association; and
 - (b) nominated by a Member; and
 - (c) recommended by the Committee; and
 - (d) approved by a majority of the Members at an annual general meeting or general meeting.
- (9) A Life Member enjoys the same rights and privileges as does a Full Member.
- (10) A Life Member is exempt from payment of joining and annual membership fees.
- (11) An application 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.
- (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.
- (13) The Treasurer, or a Committee member appointed by the Committee to perform this task, must make an appropriate entry in the Register recording the date on which the Member became a Member.

3 Fees and Subscriptions

- (1) The fee to join the Association (the joining fee) is:
 - (a) \$1; or
 - (b) if the Committee decides another amount—that amount.
- (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.
- (3) To remove any doubt, the joining fee and/or annual membership fee may be \$0.
- (4) The Due Date for payment of the annual membership fee is:
 - (a) 1 July each year; or
 - (b) if the Committee decides another date—that date.

- (5) A Member who joins the Association in the last three months of the Financial Year is deemed to have also paid the subscription for the following Financial Year.

4 Cessation of Membership

- (1) A Member ceases membership if the Member:
 - (a) dies; or
 - (b) resigns their membership either orally or in writing; or
 - (c) is expelled from the Association; or
 - (d) fails to pay the annual membership fee within three months after the fee is due; or
 - (e) in the case of Full Membership, Joint Membership or Life Membership ceases to be a resident in Retirement Village.
- (2) If one Member of a Joint Membership ceases to be a Member, the remaining Member may continue membership as a Full Member.

5 Membership Entitlements not Transferable

A right, privilege or obligation which a person has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

6 Updating Membership Records

If a Member ceases to be a Member under section 4, the Treasurer or a Committee member appointed by the Committee to perform this task must make an appropriate entry in the Register recording the date on which the Member ceased to be a Member.

7 Register of Members

- (1) The Treasurer, or a Committee member appointed by the Committee to perform this task, must establish and maintain a register of Members of the Association (Register) specifying the name and address of each person, the date each Member became a Member and the date (if any) each Member ceased to be a Member.
- (2) The Register must be kept in the Australian Capital Territory at the Association Address.
- (3) The Register must be open for inspection, free of charge, by any Member at any reasonable hour.

- (4) A Member must not use information about a person obtained from the Register to personally contact or send material to the person unless authorised by the Committee.
- (5) A Member may use information about a person obtained from the Register to contact or send material to the person for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event authorised by the Association or other material relating to the Association; or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8 Member Liabilities

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association, or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association.

9 Resolution of Disputes

- (1) A dispute between:
 - (a) a Member and another Member (in their capacity as Members) of the Association; or
 - (b) a Member, or Members, and the Association;should seek to be resolved in the first instance by direct dialogue between the parties.
- (2) Should direct dialogue between the parties be unsuccessful, then the dispute may be referred, by either party, to a dispute resolution specialist.

10 Disciplining of Members

- (1) If the Committee is of the opinion that a Member:
 - (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;the Committee may, by resolution:
 - (c) expel the Member from the Association; or
 - (d) suspend the Member from the rights and privileges of membership that the Committee may decide for a specified period.

- (2) A resolution of the Committee under subsection (1) is of no effect unless the Committee, at a meeting held not earlier than fourteen days and not later than twenty-eight days after the service on the Member of a notice under subsection (3), confirms the resolution in accordance with this section.
- (3) If the Committee passes a resolution under subsection (1), the Secretary must, as soon as practicable, serve written notice on the Member:
 - (a) setting out the resolution of the Committee and the grounds on which it is based; and
 - (b) stating that the Member may address the Committee at a meeting to be held not earlier than fourteen days and not later than twenty-eight days after service of the notice; and
 - (c) stating the date, place and time of the meeting; and
 - (d) informing the Member that the Member may do either or both of the following:
 - (i) attend and speak at the meeting;
 - (ii) submit to the Committee at, or before, that date of that meeting written representations relating to the resolution.
- (4) Subject to section 50 of the Act, at a meeting of the Committee mentioned in subsection (2), the Committee must:
 - (a) give the Member mentioned in subsection (1) an opportunity to make oral representations; and
 - (b) give due consideration to any written representations submitted to the Committee by that Member at or before that meeting; and
 - (c) by resolution decide whether to confirm or to revoke the resolution made under subsection (1).
- (5) If the Committee confirms a resolution under subsection (4), the Secretary must, within seven days after that confirmation, by written notice, inform the Member of that confirmation and the Member's right of appeal under section 11.
- (6) A resolution confirmed by the Committee under subsection (4) does not take effect:
 - (a) if the Member does not exercise the right of appeal within that period—until the end of the period within which the Member is entitled to appeal against the resolution; or
 - (b) if within that period the Member exercises the right of appeal—unless and until the Association confirms the resolution in accordance with section 11 (4).

11 Right of Appeal of Disciplined Member

- (1) A Member may appeal to the Association, in a general meeting, called for the purpose, against a resolution of the Committee under subsection (4), within seven days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (2) On receipt of a notice from a Member under subsection (1), the Secretary must notify the Committee, which must convene a general meeting to be held within twenty-one days after the date on which the Secretary received the notice, or as soon as possible after that date.
- (3) Subject to section 50 of the Act, at such general meeting convened under subsection (2):
 - (a) no business other than the question of the appeal is to be transacted; and
 - (b) the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the Members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under section 10 (4), that resolution is confirmed.

Part 1.3 The Committee

12 Functions of the Committee

Subject to the Act, this Constitution and to any resolution passed by the Association in an annual general meeting or general meeting, the Committee:

- (a) controls and manages the affairs of the Association; and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by an annual general meeting or general meeting of Members; and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

13 Engagement of Consultants and Contractors

- (1) The Committee may engage the services of any person (Member or otherwise), or legal entity, to carry out work beneficial to, and in support of, the Association.

- (2) The services referred to in subsection (1) must be rendered in an independent and professional capacity rather than in the capacity as a Member.
- (3) The provision of the service must have the prior approval of the Committee.
- (4) The amount payable for the service must not be more than a commercially reasonable amount in relation to the provision of the particular service.
- (5) The terms of the engagement of the service provider must be set out clearly in the letter of engagement signed by the President and the Secretary.
- (6) The person providing the service is responsible to, and must report to, the Committee through the Secretary.

14 Village Contacts

- (1) The Committee may, pursuant to section 12 (c) and in writing, appoint an ordinary Member to be the Village Contact in a Retirement Village.
- (2) A Village Contact may undertake only those functions approved by the Committee and published from time to time as a guideline for use by Village Contacts.
- (3) The Committee may, at any time in writing, cancel the appointment of a Village Contact.

15 Composition and Membership of Committee

- (1) The Committee is to consist of:
 - (a) the office-bearers of the Association; and
 - (b) at least three Ordinary Committee Members, each of whom is to be elected at the annual general meeting of the Association under section 16.
- (2) The total number of Committee members must not exceed twelve Members.
- (3) The office-bearers are as follows:
 - (a) the President;
 - (b) the Vice-President (Administration);
 - (c) the Vice-President (Village Liaison);
 - (d) the Secretary;
 - (e) the Treasurer.
- (4) A Committee member may hold no more than two offices (other than a President's office and a Vice-President's office) at any one time.

- (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.

16 Election of Committee Members

- (1) Nominations of candidates for election as office-bearers or as Ordinary Committee Members:
 - (a) must be made in writing, signed by two Members, and be accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (b) must be delivered to the Secretary at least seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Committee:
 - (a) the candidates nominated are taken to be elected; and
 - (b) further nominations may be received at the annual general meeting to fill vacancies.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of unfilled vacancies, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary members of the Committee must be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (7) No more than two Members that reside in the same Retirement Village may hold Committee membership.

17 President

- (1) The President must:
 - (a) provide leadership for the Association by being proactive in pursuing any matter of significance to the Association, discussing issues with the Vice-Presidents, the Executive, the Committee or Members, as appropriate; and
 - (b) represent the Association and its Members to other organisations, industry, government and public agencies; and
 - (c) serve as the primary spokesperson for the Association; and

- (d) chair all meetings of the Association; and
 - (e) rule on any procedural matters or queries as to the meaning of sections of the Constitution raised at a meeting; and
 - (f) seek clarification, where necessary, from Access Canberra and/or other resource bodies, regarding the rights and obligations of members under the Act and Regulation.
- (2) The President may be a signatory to the Association's accounts.
 - (3) The chair, in the event of a tied vote at any of the meetings referred to in this section, will be entitled to exercise a second or casting vote.
 - (4) The President may not hold the office of Treasurer or Public Officer.

18 Vice President (Administration)

The Vice President (Administration) must:

- (a) assume the duties of President in the President's absence; and
- (b) assist the President to liaise with other organisations, industry, government and public agencies; and
- (c) assist with other responsibilities as assigned by the President; and
- (d) arrange the calling of special general meetings when required, for example, when needed for voting on special resolutions; and
- (e) authorise/contribute to the content of:
 - (i) newsletters; and
 - (ii) notices to Members; and
 - (iii) the website; and
 - (iv) information to Village Contacts; and
- (f) oversee the calling of the annual general meeting; and
- (g) co-ordinate/oversee the activities of sub-committees; and
- (h) be a signatory on the Association accounts.

19 Vice President (Village Liaison)

The Vice President (Village Liaison) must:

- (a) establish and maintain contact with residents in Retirement Villages in accordance with the Objects of the Association; and
- (b) arrange visits to Retirement Villages by Committee members to provide general information and inform residents of their rights and responsibilities under the Retirement Villages Act 2012 and the Retirement Villages Regulation 2013, and listen to their concerns; and

- (c) assist with other responsibilities as assigned by the President; and
- (d) advocate on behalf of residents when requested and where appropriate; and
- (e) network with the ACT Human Rights Commission and, if appropriate, Access Canberra, in order to assist with the resolution of disputes; and
- (f) develop a network of Village Contacts; and
- (g) assist with the organisation of meetings when required.

20 Secretary

- (1) The Secretary must keep minutes of:
 - (a) all appointments of office-bearers and members of the Committee; and
 - (b) the names of members of the Committee present at a Committee meeting, annual general meeting or general meeting; and
 - (c) all proceedings at Executive, Committee and other Association meetings.
- (2) The Secretary must:
 - (a) assist the President in the day-to-day running of the Association; and
 - (b) be responsible for the organisation of meetings and, with the assistance of the President, prepare meeting agendas; and
 - (c) accurately record decisions and actions and the result of such decisions; and
 - (d) prepare a list of correspondence inwards and outwards in the form of ordinary mail, emails and any form of electronic correspondence for presentation at a meeting; and
 - (e) organise, record and maintain information pertaining to the activities of the Association; and
 - (f) be responsible for the custody of Association documents for which the Secretary is responsible.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the next succeeding meeting.
- (4) The Secretary may be a signatory on the Association's accounts.

21 Treasurer

The Treasurer must:

- (a) ensure that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (b) ensure that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association; and
- (c) ensure that the books of account are ready for the preparation of the annual financial reports and audit; and
- (d) report on budget and financial matters at each meeting of the Committee; and
- (e) maintain a register of financial Members; and
- (f) follow the procedures described in section 45 (2) and (3) relating to the source of the Association's funds; and
- (g) follow the procedures describe in section 46 relating to the management of Funds; and
- (h) be a signatory on the Association accounts.

22 Immediate Past President

- (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.
- (2) The role of the Immediate Past President is to provide assistance to the President and the Committee if requested.
- (3) While occupying the position, the Immediate Past President enjoys all of the rights, privileges and responsibilities of other Committee members.
- (4) If the Current President (Current President);
 - (a) does not stand for re-election at the annual general meeting; or
 - (b) otherwise vacates the office of President (if any) for some reason (not having been removed under section 24); but
 - (c) wishes to join the Committee pursuant to subsection (1);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.

- (5) The position of the President becomes vacant on:
 - (a) the day of the annual general meeting; or
 - (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.

23 Casual Vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Member to fill the vacancy, and the Member so appointed is to hold office, subject to this Constitution, until the conclusion of the next annual general meeting following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Committee occurs if the Member:
 - (a) dies; or
 - (b) ceases to be a Member; or
 - (c) becomes bankrupt or personally insolvent; or
 - (d) resigns office by notice in writing given to the Secretary; or
 - (e) is removed from office under section 24; or
 - (f) becomes a mentally incapacitated person; or
 - (g) is absent without the consent of the Committee from three consecutive meetings of the Committee.

24 Removal of Committee Member

- (1) The Association in general meeting may, by resolution and subject to section 50 of the Act, remove any member from the Committee before the expiration of the member's term of office, and may by resolution appoint another Member to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in subsection (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length), and requests that the representations be notified to Members, the Secretary or the President may send a copy of the representations to each Member or, if the representations are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

25 Committee Meetings and Quorum

- (1) The Committee must meet at least four times in each period of twelve months at such place and time as the Committee may determine.

- (2) Additional meetings of the Committee may be convened at the request of the Executive.
- (3) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least forty-eight hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting.
- (5) Any three members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee unless a quorum is present and if, after half an hour of the time appointed for the meeting, a quorum is not present, the meeting stands adjourned to the same day in the following week, and as nearly as is practicable at the same place and time.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:
 - (a) the President or, in the Presidents' absence, a Vice-President is to preside; or
 - (b) if the President and Vice-Presidents are absent or unwilling to act, one of the remaining members of the Committee must be chosen by the members present at the meeting to preside.

26 Responsibility of Committee Members

Committee members are required to adhere to the undertakings they signed on nomination for the Committee, namely:

- (a) regularly attend meetings; and
- (b) undertake a commitment to, and be responsible for, a specific area of Committee work as agreed; and
- (c) regularly check emails for Committee communications and respond as required; and
- (d) carry out other duties as required.

27 Confidentiality of Committee Business

The Committee must ensure:

- (a) the confidentiality of business conducted by it whether at Committee meetings or otherwise; and

- (b) that the confidentiality of the Members who contact the Association for assistance is upheld; and
- (c) that to assist in maintaining confidentiality, reports attached to the minutes do not identify the person who has made the enquiry, but will refer only to the relevant Retirement Village.

28 Delegation by Committee to Sub-Committee

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members as the Committee thinks fit), the exercise of such of the functions of the Committee as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this section may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the Committee.
- (5) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this section.
- (6) A sub-committee may meet and adjourn as it considers appropriate.
- (7) A sub-committee must report regularly to the Committee on its functions.

29 Voting and Decisions

- (1) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to section 25 (5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

30 Public Officer

The Committee must appoint a Member to perform the duties of Public Officer set out in Schedule 3.

31 Meetings with External Bodies

- (1) Where the Committee is requested, and agrees, to provide a representative to attend a meeting with a body or persons external to the Committee, such a Committee member must be accompanied by another member of the Committee, or where appropriate, a Member who has been approved by the Committee.
- (2) The meetings referred to in subsection (1) include meetings with politicians and their staff, Access Canberra staff, Operators and meetings with Retirement Village residents.
- (3) The only exception to the requirement in subsection (1) is where attendance at the meeting is restricted to one representative of the Committee, and the Committee is in agreement.

Part 1.4 Annual and Other General Meetings

Note The provisions in this Part apply to all general meetings, including annual general meetings, unless otherwise stated.

32 Holding of Annual General Meetings

- (1) The Association must hold its annual general meeting:
 - (a) within five months after the close of the Association's Financial Year; or
 - (b) within such later time as may be allowed by the Registrar General or prescribed by the Regulation.
- (2) Paragraphs 1 (a) and (b) have effect subject to the powers of the Registrar-General under section 120 of the Act in relation to extensions of time.

33 Calling of, and Business at, Annual General Meetings

- (1) The annual general meeting of the Association is, subject to the Act and to section 32, to be convened on such date and at such place and time as the Committee considers appropriate.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) receive from the Committee reports on the activities of the Association during the last preceding Financial Year;
 - (c) elect office-bearers and Ordinary Committee Members;
 - (d) receive and consider any financial statement or reports required to be submitted to Members under section 73 (1) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

34 Calling of General Meetings

- (1) The Committee may convene a general meeting other than an annual general meeting whenever it thinks fit.
- (2) The Committee must convene a general meeting on the requisition in writing of at least ten financial Members.
- (3) A requisition of Members for a general meeting:
 - (a) must state the purpose of the meeting; and
 - (b) must be signed by the Members making the requisition; and
 - (c) must be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (4) If the Committee fails to convene a general meeting to be held within one month after the date on which a requisition of Members for the meeting is lodged with the Secretary in accordance with this section, any one or more of the Members who made the requisition may convene a special general meeting to be held not later than three months after that date.
- (5) A special general meeting convened by a Member or Members referred to in subsection (4), must be convened as nearly as is practicable in the same manner as general meetings that are convened by the Committee, and any Member who consequently incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

35 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the Secretary must, at least fourteen days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution, the Secretary must, at least twenty-one days before the date fixed for the holding of the general meeting, give a notice to each Member specifying, in addition to the matter required under subsection (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under section 33 (2).
- (4) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

36 Procedures and Quorums at General Meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) Five Members present in person (being members entitled under this Constitution to vote at a general meeting) constitutes a quorum for the transaction of the business of a general meeting.
- (3) If, after half an hour of the appointed time for the commencement of a general meeting, a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved; and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If a quorum is not present at the adjourned meeting after half an hour of the time appointed for the commencement of the meeting, the Members present (being at least five of their number) are to constitute a quorum.

37 Presiding Member

- (1) The President or, in the President's absence, a Vice-President, is to preside as chairperson at each general meeting.
- (2) If the President and the Vice-Presidents are absent or unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

38 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting to a different time and place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for fourteen days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subsections (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting, is not required to be given.

39 Making of Decisions

- (1) A question arising at a general meeting is to be determined by either:
 - (a) a show of hands; or
 - (b) if on the motion of the chairperson or if three or more Members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

40 Special Resolutions

A special resolution may only be passed by the Association in accordance with section 70 of the Act.

41 Voting

- (1) Subject to subsection (3), on any question arising at a general meeting, a Member has one vote only.
- (2) All votes must be given personally or by proxy, but no Member may hold more than five proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A Member or proxy is not entitled to vote at any general meeting unless all money due and payable by the Member to the Association has been paid.
- (5) Procedures for the appointment of a returning officer, preparation of voting roll and ballot papers, counting of votes and statement of result(s) must be as set out in Schedule 1.

42 Appointment of Proxies

- (1) Each Member is entitled to appoint another Member as proxy by notice given to the Secretary no later than twenty-four hours before the time for the meeting proxy is appointed.
- (2) Notice appointing the proxy must be in the form specified in Schedule 2.

43 Postal Ballots

Postal Ballots are not permitted.

Part 1.5 Miscellaneous

44 Insurance

The Association may effect and maintain insurance.

45 Source of Funds

- (1) The funds of the Association may be derived from joining fees and annual fees of Members, grants from the ACT Government, sponsorships, donations, bank interest and, subject to any resolution passed by the Association in annual general meeting or general meeting and subject to section 114 of the Act, any other such sources as the Committee determines.

- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

46 Management of Funds

- (1) Subject to any resolution passed by the Association in annual general meeting or general meeting, the funds of the Association must be used in pursuance of the Objects of the Association and in the way that the Committee decides.
- (2) Any two authorised Committee members must sign all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments.

47 Not for Profit Status and Use of Funds

- (1) The assets and income of the Association must be applied solely in furtherance of its Objects.
- (2) No portion of the assets and income may be distributed directly or indirectly to its Members except as bona-fide compensation for services rendered or approved expenses incurred on behalf of the Association.
- (3) No Member may be appointed to any salaried office of the Association.
- (4) All payments to Committee members and/or other Members must be approved by the Committee including, but not limited to:
 - (a) out-of-pocket expenses incurred in performing a duty; or
 - (b) a service rendered to the Association in a professional or technical capacity other than in the capacity as a Member, where:
 - i) the provision of the service has the prior approval of the Committee; and
 - ii) the amount is not more than an amount which is a commercially reasonable payment for the service.

48 Alteration of the Constitution and Objects

Neither the Objects of the Association submitted with the application for incorporation, nor the provisions of this Constitution, can be altered, except in accordance with the Act.

49 Custody of Books etc

Subject to the Act, the Regulation and this Constitution, the Secretary and Treasurer must keep in their custody or under their control, all records, books, and other documents (including in electronic form) for which they are each responsible.

50 Inspection of Books etc

The following documents must be open to inspection in the ACT, free of charge, by a Member at any reasonable hour:

- (a) records, books and other financial documents of the Association;
- (b) this Constitution;
- (c) minutes of all Committee meetings, annual general meetings, and general meetings.

51 Service of Notices

- (1) For the purpose of this Constitution, a notice may be served on, or given to a person:
 - (a) by delivering it to the person personally; or
 - (b) by sending it by pre-paid post to the Member's address shown in the Register of members; or
 - (c) by sending it by email transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally—on the date on which it is received by the addressee; and
 - (b) in the case of a notice sent by pre-paid post—on the date when it would have been delivered in the ordinary course of post; and
 - (c) in the case of a notice sent by email transmission or some other form of electronic transmission—on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

52 Financial Year

The Financial Year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June; and

- (b) each period of twelve months after the expiration of the previous Financial Year, commencing on 1 July and ending on the following 30 June.

53 Appointment of Auditor

The Committee must take reasonable steps to ensure that an audit of the Association's accounts is completed at least fourteen days before the audited statement of accounts is required to be presented at the annual general meeting under section 73 (1) of the Act.

54 Common Seal

If the Association has a common seal, the Secretary must keep the common seal in his or her custody for use as prescribed in section 70 of the Regulation.

55 Winding Up

If the Association is to be wound up, this must be done in accordance with Part 7 of the Act.

Schedule 1 Voting by Ballot

1 Returning Officers

- (1) A returning officer must be appointed by the Committee.
- (2) A Committee member may not be appointed as a returning officer.
- (3) The returning officer may be assisted in the performance of his or her duties by any person (who would be eligible to be a returning officer) appointed by the returning officer.

2 Preparation of Voting Roll and Ballot Papers

- (1) The returning officer must obtain, from the Secretary or the Treasurer, a roll of the full names and addresses of the Members who are eligible to vote.
- (2) A person whose name is on the roll is entitled to vote in the ballot, and no person is otherwise so entitled.
- (3) The returning officer must cause ballot papers to be prepared in such form as the Committee determines.
- (4) Each ballot paper provided to an eligible voter must:
 - (a) be initialled by the returning officer or an appointed assistant; or
 - (b) bear a mark that identifies it as a genuine ballot paper.

3 Voting

A Member casts a vote in the ballot by marking his or her vote on the ballot paper according to the instructions on the ballot paper.

4 Safe Keeping of Ballot Papers

The returning officer must provide a ballot box that must be locked immediately before the ballot papers are delivered to members and must remain locked until the close of the ballot.

5 Counting of the Votes

- (1) As soon as practicable after the date fixed for the closing of the ballot, the returning officer must, in the presence of such scrutineers as may be appointed by the Committee, open the ballot box and count all votes in accordance with subsection (2).
- (2) The ballot papers must be scrutinised by the returning officer, who must reject as informal any ballot paper that:

- (a) is not duly initialled by the returning officer or appointed assistant or does not bear a mark that identifies it as a genuine ballot paper; or
- (b) is so imperfectly marked that the intention of the voter cannot be ascertained by the returning officer; or
- (c) has any mark or writing not authorised by this Schedule that, in the opinion of the returning officer, will enable the voter to be identified; or
- (d) has not been marked as prescribed on the ballot paper itself.

6 Statement by Returning Officer

- (1) The returning officer must count all votes cast and make out and sign a statement of:
 - (a) the number of formal votes cast in favour of the proposal; and
 - (b) the number of formal votes cast against the proposal; and
 - (c) the number of informal votes cast; and
 - (d) the proportion of the formal votes cast in favour of the proposal.
- (2) On the declaration of the returning officer of the result of the ballot, the Committee must ensure an entry is made in the minute book showing the particulars referred to in paragraphs (1) (a)–(d).
- (3) The returning officer must forward a copy of the statement to the chairperson of the Committee who must announce the result of the ballot immediately.

7 Notification of Result of Ballot for Special Resolutions

In the case of a special resolution, the Association must notify, in writing, the result of the ballot to its Members as soon as practicable after the ballot.

8 Retention of Ballot Papers

The returning officer must retain:

- (a) all ballot papers (whether formal or otherwise); and
- (b) the items referred to in paragraph (a)—for a period of not less than eight weeks after the date fixed for the closing of the ballot, unless directed in writing by the Committee to retain those items for a longer period.

Schedule 2 Form to Authorise Proxy for Meeting

AUTHORISATION OF PROXY FOR MEETING

I,
(name of authorising member)

of.....
(address)

a financial member of
The ACT Retirement Village Residents Association Incorporated

authorise
(name of proxy)

of.....
(address).

a member of the Association, to vote on my behalf at the

.....
(name of meeting)

to be held on.....and at any adjournment of that meeting.
(date of meeting)

**My proxy is authorised to vote in favour of/ against (delete as appropriate)

the resolution to.....
(insert details)

SIGNED.....
(signature of authorising member)

Date.....

Schedule 3 Public Officer

- (1) A Committee member, other than the President, may hold any office of the Association in addition to the office of Public Officer.
- (2) A person appointed as the Public Officer under section 30 of this Constitution must notify Access Canberra within one month of his or her appointment, and the notification must be in the approved form.
- (3) The Public Officer must notify Access Canberra of any change in the Association Address within one month of the change.
- (4) The Public Officer must prepare an annual statement, on the approved form, to be lodged if requested by Access Canberra.
- (5) The Public Officer must lodge with Access Canberra any changes to the membership of the Committee within one month of the change.
- (6) The Association Address must be either the Public Officer's residential address or the premises occupied by the Association.
- (7) The Public Officer is responsible for receiving all documents belonging to the Association from former Committee members.
- (8) When a vacancy in the Public Officer position occurs, the outgoing Public Officer must deliver all documents belonging to the Association to the new incumbent within fourteen days.
- (9) The Public Officer may receive documents on behalf of the Association and must ensure the Association is aware of the documents as soon as practicable.