



RETIREMENT VILLAGE RESIDENTS ASSOCIATION INC

ABN: 16 674 035 984

RVRA - Constitution 2010 (amended Feb 2012)

Name of the Association

The name of the Association shall be Retirement Village Resident Association (Inc.), NSW (referred to in this constitution as “the Association”)

Objects of the Association

- (a) to advance and protect the interests of residents of retirement villages, and
- (b) to remain financially and constitutionally independent from political parties and those involved in the development, operation and management of retirement villages.
- (c) to inform and educate residents of retirement villages about the legislation relating to retirement villages and related matters through seminars, publishing, electronic media and other methods approved by the committee.
- (d) to present to governments, operator groups and companies, matters of concern to residents of retirement villages
- (e) to advocate on behalf on behalf of residents who are unable to do so, and participate in dispute resolution processes.
- (f) to provide and disseminate information for and about residents in retirement villages.

Part 1 Preliminary

1 Definitions

In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

ordinary committee member means a member of the committee who is not an office-bearer of the association.

secretary means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no such person holds that office—the public officer of the association.

special general meeting means a general meeting of the association other than an annual general meeting.

the Act means the Associations Incorporation Act 2009.

the Regulation means the Associations Incorporation Regulation 2010.

In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

The provisions of the Interpretation Act 1987 apply to and, in respect of this constitution, in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

2 Membership

(1) A member of the Association must:

- (a) be a resident of a Retirement Village, or
- (b) be a person with Power of Attorney of a resident in a Retirement Village, and
- (c) have paid the appropriate annual subscription.

The initial application must be on the prescribed form, which application must be approved by the committee.

(2) Life Members

A member who has been determined by the committee to have contributed significantly to the advancement of the objectives of the association may be appointed by the association as a life member of the association and shall enjoy the rights and privileges of an ordinary member.

The initial application must be on the prescribed form, which application must be approved by the committee.

3 Associate Members- Membership

(1) Associate Members

An associate member of the Association must be a person deemed suitable by the committee

(2) Associate Members will have the same voting rights as Retirement Village Resident members

(3) Associate members will be eligible as single members only and not eligible for joint membership or perpetual membership.

(4) A maximum of two committee positions may be held by associate members

(5) Nominations for Associate Membership submitted on the Associate Member nomination form will be approved by the committee in accordance with the Retirement Villages Residents Association Inc. By-Laws.

4 Cessation of membership

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due, or
- (e) being an ordinary member, ceases to be a resident of a retirement village.
- (f) being as associate member, the committee deems their membership should cease.

5 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and

- (b) terminates on cessation of the person's membership.

6 Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members.

7 Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not less than \$1 for each page copied or such other amount as the committee determines from time to time.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter published by the association, a notice in respect of a meeting or other event relating to the association or other material relating to the association which is consistent with the objects of the association and is not prejudicial to the interests of the association or impugns on the character of any member of the committee, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8 Fees and subscriptions

Members of the Association must pay to the Association annual membership fees determined by the committee and subsequently endorsed by the members at a general meeting.

9 Members' liabilities

The liability of a member of the association 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 as required by clause 8.

10 Resolution of disputes

A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member, or members, and the association, are to be attempted to be resolved in the first instance by direct dialogue between the parties. Should this be unsuccessful, then the dispute may be referred to a community justice centre for mediation under the Community Justice Centres Act 1983.

11 Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) On receiving such a complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (5) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or

- (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

12 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (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 are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 The committee

13 Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- (a) is to be called the committee, and
- (b) is to control and manage the affairs of the association, and
- (c) 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 a general meeting of members of the association, and
- (d) 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.
- (e) The day to day operations of the committee are as stated in the By-Laws of the Association as amended from time to time by the Committee. A copy of the current by laws is available to any member on request to the Secretary.

14 Composition and membership of committee

- (1) The committee is to consist of:

- (a) the office-bearers of the association, and
 - (b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 15.
- (2) The total number of committee members is to be a maximum of 12
- (3) The office-bearers of the association are as follows:
- (a) the president,
 - (b) the vice-president,
 - (c) the treasurer,
 - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (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.

15 Election of members

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
- (a) must be made in writing, signed by 2 members of the association and 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 of the association at least 30 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, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (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 vacancies to be filled, 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 committee members of the committee is to be conducted at the annual general meeting or by postal vote in accordance with Clause 34 of this constitution or in such usual and proper manner as the committee may direct.

16 Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to 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 or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The Secretary shall be the Public Officer of the Association

17 Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) 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.

18 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next 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 of the association, or
 - (c) becomes an undischarged bankrupt, or
 - (d) resigns office by notice in writing given to the secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee.

19 Removal of member

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person 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 subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association 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

20 Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (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 48 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 subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 50% of 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, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (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 president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

21 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 of the association 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 clause 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 clause 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) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

22 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 clause 20 (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.

Part 4 General meetings

23 Annual general meetings—holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

24 Annual general meetings—calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the committee thinks fit.
- (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) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

25 Special general meetings—calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes 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 special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by the association for any expense so incurred.

26 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 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 of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (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 clause 24 (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.

27 Quorum for 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) Twenty members present in person (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after 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 at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 20) are to constitute a quorum.

28 Presiding member

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

29 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 from time to time and place to 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 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association 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 subclauses (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.

30 Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot.
- (2.) If the question 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.

31 Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.:

(1) A resolution is passed by an association as a *special resolution*:

- (a) at a meeting of the association of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
- (b) in a postal ballot conducted by the association, or
- (c) in such other manner as the Director-General may direct,

if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.

(2) A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.

(3) A postal ballot referred to in subsection (1) (b) may only be conducted in relation to resolutions of a kind that the association's constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with the regulations

32 Voting

(1) On any question arising at a general meeting of the association a member has one vote only.

(2) 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.

(3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

33 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

34 Postal ballots

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted generally in accordance with the procedure in Schedule 3 to the Regulation, with the exception that a postal ballot is only to be forwarded to those members who request a ballot paper.
- (3) The association will provide general notice to members concerning any issue relating to a postal ballot through its newsletter and/or web site or other publication provided to members from time to time determined by the committee.

Part 5 Miscellaneous

35 Insurance

The association may effect and maintain insurance.

36 Funds—source

- (1) The funds of the association may be derived from entrance fees and annual subscriptions of members, donations, bank interest and, any other such other sources as the committee determines from time to time.
- (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.

37 Funds—management

- (1) Subject to any resolution passed by general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.
- (3) In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities, shall be transferred to another organisation with similar purposes, which is not carried on for the profit or gain of its individual members

38 Change of name, objects and constitution

An application to the Director General for registration of a change in the association name, objects or constitution in accordance with section 10 of the Act, is to be made by the public officer or a committee member.

39 Custody of books etc

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

40 Inspection of books etc

(1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

- (a) records, books and other financial documents of the association,
- (b) this constitution,
- (c) minutes of all committee meetings and general meetings of the association.

(2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not less than \$1 for each page copied, or such other fee as adjusted by the committee from time to time.

41 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 address of the person, or
- (c) by sending it by facsimile 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 facsimile 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.

42 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 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

43 Not for profit Status

- (1) Application of the association's income and property
 - (a) The assets and income of the Association must be applied solely in furtherance of its objects;
 - (b) No portion may be distributed directly or indirectly to its members except as bona- fide compensation for services rendered or expenses incurred on behalf of the Association.
- (2) No member of the Committee may be appointed to any salaried office of the Association.
- (3) Other payments to committee and members

All other payments to committee members and/or other members must be approved by the committee including, but not limited to:

 - (1) out-of-pocket expenses incurred in performing a duty; or
 - (2) a service rendered to the association in a professional or technical capacity other than in the capacity as a member of the association, where:
 - (a) the provision of the service has the prior approval of the committee; and
 - (b) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

44 Transitional Provisions

- (1) A person who is a member of the association, a committee member, a branch member or branch committee member immediately before the date the rules of the Association were altered in accordance with section 20 (1) (2) and (3) of the Act is taken to be a member or committee member of the Association in accordance with the rules set down in this Constitution and the Committee is authorised to do such things as are necessary to put this into effect.
- (2) The funds of the association and of any branch held immediately before the date the rules of the association were altered in accordance with section 20 (1), (2) and (3) of the Act are taken to be funds of the association under this Constitution.
- (3) All records, books and other documents of the association and of any branch immediately before the date the rules of the association were altered in accordance with section 20 (1), (2) and (3) of the Act are taken to be the records, books and other documents of the Association under this Constitution.

Schedule 3 (of the Associations Incorporations Act 2009)

1 Conduct of Postal Ballots

- (1) The committee must:
 - (a) cause the details of the proposal on which the ballot is to be held to be set out in a statement, and
 - (b) fix the dates for:
 - (i) the forwarding of ballots to members, who request a ballot paper , and
 - (ii) the closing of the ballot, and
 - (c) appoint a returning officer for the ballot.
- (2) Every ballot must be conducted by the returning officer appointed by the committee.

2 Returning officers

- (1) A committee member of the association may not be appointed as a returning officer.
- (2) 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.

3 Preparation of voting roll and ballot papers

- (1) The returning officer must prepare a roll of the full names and addresses of the members of the association 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:
 - (a) in or to the effect of Form A in this Schedule, or
 - (b) in such other form as the committee determines.
- (4) Each ballot paper 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.
- (5) The returning officer must, at least 14 days (or 21 days in the case of a special resolution) before the date fixed for the closing of the ballot, send by post or otherwise deliver to every member entitled to vote in the ballot, who requests a ballot paper, a set of the following material:
 - (a) one ballot paper, and

- (b) an envelope (in this Schedule referred to as the outer envelope) addressed to the returning officer and the reverse side of which is noted or printed with the name and address of the member, and
- (c) a small envelope (in this Schedule referred to as the inner envelope) in which the ballot paper is to be enclosed, and
- (d) a copy of a statement prepared by the board setting out the terms of the resolution, and
- (e) in the case of a special resolution: a copy of a statement to the effect that the resolution is intended to be passed as a special resolution.

4 Duplicate ballot papers

- (1) The returning officer may send a duplicate ballot paper to any voter if the returning officer is satisfied:
 - (a) that the voter has not received a ballot paper, or
 - (b) that the ballot paper received by the voter has been lost, spoilt or destroyed and that the voter has not already voted.
- (2) If a duplicate ballot paper is sent, the relevant outer envelope is to be marked with the word “Duplicate”.

5 Voting

A member casts a vote in the ballot by:

- (a) marking his or her vote on the ballot paper according to the instructions on the ballot paper, and
- (b) sending the ballot paper, in the envelopes provided, to the returning officer.

6 Safe keeping of ballot papers

- (1) The returning officer must provide a ballot box that must be locked immediately before the ballot papers are delivered to members in accordance with clause 3 (5) and must remain locked until the close of the ballot.
- (2) The returning officer must place the outer envelopes in the ballot box not later than the time and date fixed for the closing of the ballot.

7 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 deal with the contents in accordance with subclause (3).

- (2) The returning officer must:
 - (a) examine the outer envelopes, and
 - (b) if a duplicate outer envelope has been issued and the original outer envelope is received, reject the original envelope and mark it “rejected”, and
 - (c) mark the voter’s name on the roll by drawing a line through the name, and
 - (d) remove the inner envelopes from the outer envelopes, and
 - (e) when all the inner envelopes have been dealt with in the above manner, open all unrejected inner envelopes and take the ballot papers from them.
- (3) 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.

8 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 number of envelopes marked “rejected”, and
 - (e) 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 postal ballot, the committee must cause an entry to be made in the minute book showing the particulars referred to in subclause (1) (a)–(e).
- (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 at the next general meeting.

9 Notification of result of ballot for special resolutions

In the case of a special resolution, the association must cause the result of the ballot to be notified in writing to its members as soon as practicable after the ballot.

10 Retention of ballot papers

- (1) The returning officer must retain:
 - (a) all ballot papers (whether formal or otherwise), and
 - (b) all rejected outer envelopes, and
 - (c) all rolls, used in connection with the conduct of the postal ballot, locked in the ballot box, in accordance with this clause.

- (2) The returning officer must retain those items for a period of not less than 8 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.

Ballot Paper Form

Form A Postal ballot paper

Associations Incorporation Regulation 2009 (Schedule 3, clause 3 (3))

Note: Before completing this ballot paper, please read the “How to vote” section below.

Name of Association: **Retirement Village Residents Association** (Inc.)

Ballot of members to determine the following proposal:

.....
.....
.....

Do you support the above proposal? (Please write YES or NO in the box)

The ballot will close at [time] on [date].

How to vote

- 1** Read these directions and the ballot paper carefully.
- 2** If:
(a) you are in favour of the proposal—write the word “YES” in the box provided above, or
(b) you are not in favour of the proposal—write the word “NO” in the box provided above.
- 3** After marking the ballot paper, fold it and place it in the inner envelope provided and seal the envelope. Then place the inner envelope in the envelope addressed to the returning officer.
- 4** Forward this envelope either by post or personal delivery so as to reach the returning officer not later than the time and date set out above.
- 5** Unless the ballot paper is marked as indicated in 3 above and the details referred to in 2 above are completed in full, your vote may be rejected as informal.