



**NOTICE OF EXTRAORDINARY GENERAL MEETING TO CONSIDER AS A
SPECIAL RESOLUTION TO AMEND THE RVRA CONSTITUTION**

Wednesday 8th February at 10 a.m. for 10.30a m. start

**Sydney Mechanics' School of Arts,
280 Pitt Street Sydney (between Park and Bathurst Streets)**

Refreshments will be provided at 10.00 am and after the meeting

BUSINESS:

1. Opening of Meeting & Welcome to Peter Hill, Honorary Solicitor for the RVRA
2. Apologies for non-attendance
3. To vote on a motion to be passed as a special resolution for changes to the RVRA Constitution:

Resolution – “The Constitution of the Retirement Village Residents Association (Inc) NSW, last amended in 2010, will be amended as proposed by the Committee.”

4. **General Business** including a **Question and Answer** time for members to speak to the **Honorary Solicitor of the RVRA, Peter Hill, and RVRA Committee members** about issues of interest.

**RSVP for AGM (to assist with catering and seating arrangements) and
Request for Postal Voting Form.**

RSVP by Email: admin@rvra.org.au

RSVP by phone: 1300 787 213

Postal RSVP

I / we will / will not be attending the AGM of Wednesday, 8th February 2012.

Name: _____

Address: _____

Please reply to: **Secretary RVRA, PO Box 3176
North Turramurra NSW 2074**

Voting:

I will require a postal ballot form to register my vote. YES NO

Retirement Village Residents Association (Inc) Notice of Extraordinary General Meeting

Reasons for Recommending Changes to the RVRA Constitution

The RVRA constitution was altered and approved in 2010 after a great deal of consideration, but as is common with all revisions, there is a need to review it after it has operated for a while. Some problems have become apparent, and changes are urgent and necessary, to prevent restrictions to the growth of the RVRA.

1. Not for profit Status

The RVRA Committee considers that there are benefits to be gained for the Association, by becoming classified as a not for profit organisation. Therefore, we need to consider the following:

- The requirements of the Australian Taxation Office (ATO) for approval as a tax exempt charitable institution, necessitate amendments to the constitution. This will enable your Association to receive grants and sponsorships without Withholding Tax being deducted. There are also implications for GST, charity concessions and FBT rebates for any employed person in the future.
- The ATO states “ *A charitable organisation’s purposes can be found from its governing documents and from its activities, history and control.*” The RVRA Committee is recommending that four objects be added to the Constitution to clarify the purposes of the Association.
- The ATO was also specific on the matter of having no pecuniary benefits to members of a charitable institution, that is that they “ *accept that an Association as non-profit where its constitution or governing documents prevent it from distributing profits or assets for the benefit of particular people - while it is operating or when it winds up.*” Therefore clause 37(3) has been copied from the recommended text set out in the ATO Instructions for non-profit organisations.
- Similarly those instructions require a non-profit clause, and these ATO requirements are covered by the addition of clause 43.
- The ATO requirements listed previously and contained in clauses 37(3) and 43 are also desirable to meet the requirements of the Associations Incorporations Act for non-profit status.

2. Associate Members

We have enquiries from prospective retirees, family members (or relatives) of retirement village residents, and others, who have a genuine interest in using their expertise to assist and support the RVRA. The RVRA Committee sees the extension to Associate Members as a way to expand our membership with interested people of a generally younger and different demographic to retirement village residents only, increasing both our membership and pool of expertise for the benefit of members and the Committee.

For example, this would allow us to be involved with people attending pre-retirement seminars.

However we feel it is necessary to have:

- a restricted base for Associate Members
- Associate Membership subject to the approval of the Committee
- a limit to the number of Associate Members on the Committee.
- Modifications to the membership application form so that the basis of the application for Associate Membership is known.

3. The Committee

Election of members

One of the problems found prior to the 2011 AGM, was that the closing of nominations conflicted with the requirements for a postal ballot for Committee positions. This necessitated changes to 15 (1) (b) to close the nominations 30 days before the meeting and to add a reference to postal voting in 15(1) 6.

Retirement Village Residents Association (Inc) - Notice Of Extraordinary General Meeting cont....

3. The Committee cont....

Use of the By-Laws

It is proposed to include provisions which relate to the day to day management of the RVRA in our by-laws, by giving the Committee guidance on the requirements of the Associations Incorporation Act.

The By-laws of the Association are referred to in a new clause 13 (e) of the constitution. These do not require the same approval by members.

Information Regarding the Proposed Amendments

The complete RVRA Constitution document is available on the RVRA web site, or by application to the Secretary: Mail: PO Box 3176, North Turrumurra, 2074 Email: admin@rvra.org.au Phone: 1300 787 213

This constitution is based on the Model Rules published in conjunction with the Associations Incorporation Amendment Act 2009 - Associations Incorporation Regulations 2009.

The amendments have been checked and endorsed by Peter Hill (HILL & CO LAWYERS) who is the Honorary Solicitor for the RVRA Management Committee.

Agenda Item 4 - Proposed Change of the RVRA Constitution

Motion – “The Constitution of the Retirement Village Residents Association (Inc) NSW last amended in 2011, will be amended as proposed by the Committee.”

The amended sections are shown in *italics*

Amendments

1. 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*

3. Membership

(1) Associate Members

An associate member of the Association must:

- (a) be a family member of a resident of a Retirement Village, or*
- (b) be a prospective resident in a Retirement Village, or*
- (c) 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.*

Retirement Village Residents Association (Inc)- Notice Of Extraordinary General Meeting cont....

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.*

Part 3 The Committee

13. Powers of the Committee

(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.

15 Election of members

(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.*

37 Funds management

(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.

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:

- (i) out-of-pocket expenses incurred in performing a duty; or*
- (ii) 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.



Malcolm McKenzie, Secretary - 12th December 2011