

**CONSTITUTION
OF THE
RETIREMENT VILLAGE
RESIDENTS ASSOCIATION (INC.), NSW**

PART 1 - PRELIMINARY

Name

The name of the Association shall be Retirement Village Residents Association (Inc) (referred to in these rules as “the Association”)

Objects

The objects of the Association shall be:

- (a) to advance and protect the interests of the residents of the retirement villages; and
- (b) to remain financially and constitutionally independent from political parties and those involved in the development and management of retirement villages.

1 Interpretation

(1) In these rules:

commissioner means the Commissioner of the Office of Fair Trading

ordinary member means a member of the committee who is not an office-bearer of the committee, as referred to in rule 15(2), or a member of a branch committee who is not an office bearer of that branch committee, as referred to in rule 41(1).

secretary means:

- (a) the person holding office under these rules as secretary of the association; or
- (b) where 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, 1984*;

the Regulation means the *Associations Incorporation Regulation, 1999*.

(2) In these rules –

- (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

(3) The provisions of the *Interpretation Act, 1897*, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART II – MEMBERSHIP

2 Membership qualifications

A person is qualified to be a member of the association if, but only if –

- (a) the person is a person referred to section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act, or
- (b) the person is a natural person:
 - (i) who has applied for membership of the association as provided by rule 3, or
 - (ii) who has been approved, subject to paragraph (c), as an associate member by the committee of the association

(c) an associate member is to have the right, privilege or obligation of a member under Rule 6.

3 Application for membership

(1) A person who is a permanent resident of a retirement village may apply to the committee for full membership of the association.

(2) As soon as practicable after receiving an application for membership, the committee must determine whether to approve or reject the application.

(3) If the committee approves an application for membership, the secretary must, as soon as practicable after that determination, request the applicant to pay the sum payable under these rules by a member as entrance fee and annual subscription

(4) The secretary must, on payment by the applicant of the amounts referred to in clause(3), enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the association

4 Life Membership

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.

5 Cessation of Membership

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

(a) dies;

(b) resigns that membership;

(c) is expelled from the association;

(d) fails to pay the membership fee payable under rule 9(2) before 1 October of the current year; or

(e) ceases to be a permanent resident of a retirement village.

6 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 upon cessation of the person's membership

7 Resignation of membership

(1) A member of the association is not entitled to resign that membership except in accordance with this rule.

(2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than 1 month or not less than such other periods the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

(3) If a member of the association ceases to be a member under clause (2), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member

8 Register of members

(1) The secretary of the association must establish and maintain a register of members of the association specifying the name and 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 at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour

(3) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount

9 Fees, subscriptions, etc.

(1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.

(2) In addition to any amount payable by the member under clause (1), a member of the association must pay to the association –

(a) if a single member, an annual membership fee of \$10; or

(b) if two members have entered jointly into a residency contract, a joint annual membership fee of \$15; or if some other amounts are determined by the committee, those other amounts.

(3) A fee determined under clause (2) is payable before 1 July in each calendar year, except that –

(a) if a person becomes a member on or after 1 July in any calendar year, the fee is payable on the person becoming a member and, except as provided in paragraph (b), before 1 July in each succeeding calendar year; or

(b) if a person becomes a member on or after 1 April in any calendar year, the fee is payable on the person becoming a member and before 1 July in the year succeeding the next calendar year and thereafter before 1 July in each succeeding calendar year

(4) A member appointed as a life member under rule 4 shall be exempt from payment of an annual membership fee as required under clause (2).

(5) If two members have paid a joint annual membership fee as provided in clause (2), each of the two members is to be entitled to the membership rights, privileges or obligations of a single member, except that as joint members they are to receive only one copy of material published by the association from time to time.

10 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 rule 9.

11 Resolution of internal disputes

(1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

(2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

12 Disciplining of members

(1) A complaint may be made to the committee by any person that a member of the association:

(a) has persistently refused or neglected to comply with a provision or provisions of these rules, or

(b) has persistently and willfully 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 submission 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 rule 13.

(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 rule 13(5),

whichever is the later.

13 Right of appeal of disciplined member

(1) A member may appeal to the association in general meeting against a resolution of the committee under rule 12, 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 clause (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 clause (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) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART III - THE COMMITTEE

14 Powers, etc. of the committee

The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting –

(a) is to control and manage the affairs of the association;

(b) may exercise all such functions as may be exercised by the association other than those functions that are required by these rules to be exercised by a general meeting of members of the association; 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

15 Constitution and membership

(1) Subject in the case of the first members of the committee to section 21 of the Act, the committee is to consist of –

(a) the office-bearers of the association; and

(b) 8 ordinary members each of whom is to be elected at the annual general meeting of the association pursuant to rule 16.

(2) The office-bearers of the association are to be –

(a) the president;

(b) the vice-president;

(c) the treasurer; and

(d) the secretary

(3) Each member of the committee is, subject to these rules, 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.

(4) Membership of the committee, at any one time, is to be limited to no more than two members from the same retirement village.

(5) 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 these rules, until the conclusion of the annual general meeting next following the date of the appointment.

16 Election of members

(1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee –

(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 not less than 7 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 members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct

17 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;

(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 after approval by the meeting that they are a true record..

18 Treasurer

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

(a) all money due to the association is collected and received and that all payments authorized by the association are made

(b) 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

19 Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member –

(a) dies;

(b) ceases to be a member of the association;

(c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth;

- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under rule 20;
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the committee from three consecutive meetings of the committee

20 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 clause (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.

21 Meetings and quorum

- (1) The committee must meet at least 4 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 upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (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 6 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 shall 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 shall preside

22 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 rule 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) Notwithstanding any delegation under this rule, 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 rule 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 rule

(7) A sub-committee may meet and adjourn as it thinks proper.

23 Village contact – appointment of

(1) A member may be appointed by the committee as a village contact in a retirement village if nominated by a member of the association in that village.

(2) The committee may, at any time, cancel the appointment of a village contact

(3) A village contact appointed by the committee may collect, on behalf of the treasurer, the annual membership fee payable by a member living in the retirement village in which the contact is living and is authorised to issue an interim receipt for that payment in the form and manner required by the committee.

(4) A village contact may undertake any of the functions indicated by the committee and as published from time to time as a guideline for the use of village contacts.

24 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 rule 21, 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 IV - GENERAL MEETINGS

25 Annual general meetings – holding of

(1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.

(2) The association must hold its first annual general meeting:

(a) within the period of 18 months after its incorporation under the Act; and

(b) within the period of 2 months after the expiration of the first financial year of the association

(3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act

26 Annual general meetings – calling of and business at

(1) The annual general meeting of the association shall, subject to the Act and to rule 25, 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 upon the activities of the association during the last preceding

financial year;

(c) to elect office-bearers of the association and ordinary members of the committee; and

(d) to receive and consider the statement which is required to be submitted to

members pursuant to section 26(6) of the Act

(3) An annual general meeting must be specified as such in the notice convening it.

27 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 not less than 10 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;

(b) must be signed by the members making the requisition

(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 clause (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.

28 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 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 clause (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 rule 26 (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

29 Procedure

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

(2) Twenty-five members present in person (being members entitled under these rules 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 upon 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 not less than 3) shall constitute a quorum.

30 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 from a general meeting or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting

31 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 clauses (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.

32 Making of decisions

(1) A question arising at a general meeting of the association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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.

(2) At a general meeting of the association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.

(3) If a poll is demanded at a general meeting, the poll must be taken :

(a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

(b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

33 Special resolution

(1) A resolution of the association is a special resolution:

(a) if it is passed by a majority which comprises not less than three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or

(b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

34 Voting

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

(2) All votes must be given personally or by proxy but no member may hold more than 5 proxies, or, if some other number is determined by the association, that other number of 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 of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

35 Appointment of proxies

(1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed

(2) The notice appointing the proxy is to be in the form prescribed in Appendix 1 to these rules.

PART V - BRANCHES OF THE ASSOCIATION

36 Role of a branch

The association may form a branch with ten or more members of the association in any location identified by specified local government boundaries within the State for the purpose of –

(a) developing and maintaining communication between residents of retirement villages within the specified local government areas;

(b) conveying decisions of the Association relating to their interests to residents of retirement villages;

(c) receiving reports of activities of interest to residents and advising the association of concerns or problems arising within individual retirement villages; and

(d) undertaking such other activities in the interest of the members of the branch that may be determined from time to time by the committee

37 Name of branch

The name of a branch is to be that adopted by the association.

38 Application to form a branch

(1) A member of the association may apply to the committee to form a branch in one local government area or a group of local government areas .

(2) An application made under clause (1) must be forwarded to the secretary and be accompanied by –

(a) the names, addresses and signatures of ten members residing in retirement villages located within the local government areas nominated in the application; and

b) subject to rule 68, the names of members to be the first branch chairman, branch vice chairman, branch secretary and branch treasurer

(3) Upon receipt of an application to form a branch, the committee is to consider the suitability of the application and, if satisfied that there is a reasonable possibility that a branch would be able to meet the requirements of rule 36, make a recommendation to the next general meeting of the association that the branch be formed.

(4) The date of the formation of the branch is to be the date of the passing of a resolution by the association that the branch be formed.

39 Membership of a branch

A person is qualified to be a member of a branch if he or she –

(a) is a member of the association, and

(b) is resident of a retirement village located within the specified local government areas

40. Branch committee – powers of

The branch committee is to be called the branch committee of management and, subject to the Act, the Regulation, these rules, any resolution of the association and to any resolution passed by the branch in

general meeting:

(a) is to control and manage the affairs of the branch;

(b) may exercise all such functions as may be exercised by the branch other than those functions that are required by these rules to be exercised by a general meeting of members of the branch;

and

(c) has power to perform all such acts and do all such things as appear to the branch committee to be necessary or desirable for the proper management of the affairs of the branch

41 Constitution of branch committee

(1) At the annual general meeting of a branch, members shall elect to its committee –

(a) branch chairman;

(b) branch vice-chairman;

(c) branch secretary;

(d) branch treasurer; and

(e) at least 3, but not more than 7, ordinary members of the branch

(2) Each member of the branch committee is, subject to these rules, to hold office until the conclusion of the annual general meeting of the branch following the date of the member's election, but is eligible for re-election.

(3) Membership of the committee, at any one time, is to be limited to no more than two members from the same retirement village

42 Casual vacancy

In the event of a casual vacancy occurring in the membership of the branch

committee, the branch committee may appoint a member of the branch to fill that vacancy

43 Election of branch committee members

(1) Nominations of candidates for election as office-bearers of the branch or as ordinary members of the branch committee:

(a) is to be made in writing, signed by 2 members of the branch and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

(b) is to be delivered to the branch secretary of the branch not less than 7 days before the date fixed for the holding of the annual general meeting of the branch at which the election is to take place.

(2) The procedures under rule 16 (2) to (6) inclusive for the conduct of the election of candidates as office bearers of the association and as ordinary members of the committee is to apply for the election of office bearers of the branch and as ordinary members of the branch committee.

44. Meetings and quorum

(1) The branch committee is to meet at least 4 times in each period of 12 months at such place and time as the branch committee may determine.

(2) Additional meetings of the branch committee may be convened by the branch chairman or by any member of the branch committee

(3) Oral or written notice of a meeting of the branch committee is to be given by the branch secretary to each member of the branch committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the branch committee) before the time appointed for the holding of the meeting.

(4) The provisions of rule 21 (4), (6) and (7) applying to meetings of the committee shall apply to meetings of the branch committee.

(5) Any 3 members of the branch committee constitute a quorum for the transaction of the business of a meeting.

(6) At a meeting of the branch committee –

- (a) the branch chairman or, in his or her absence, the branch vice-chairman shall preside; or
- (b) if the branch chairman and the vice-branch chairman 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 shall preside

45 Annual general meetings of a branch

- (1) A branch shall hold an annual general meeting prior to the annual general meeting of the Association on such date and at such place and time as the branch committee thinks fit.
- (2) In addition to any other business which may be transacted at a branch annual general meeting, the business of a branch annual general meeting, is to include the following:
 - (a) to confirm the minutes of the last preceding branch annual general meeting;
 - (b) to receive from the committee reports upon the activities of the branch during the last preceding financial year;
 - (c) to elect office-bearers of the branch and ordinary members of the branch committee; and
 - (d) to receive and consider a statement which gives the income and expenditure of the branch during its last financial year
- (3) Within seven days of the holding of the annual general meeting, the branch secretary is to forward a copy of the statement referred to in clause (2)(d) to the treasurer of the committee

46 Special general meetings of a branch

- (1) The branch committee may, whenever it thinks fit, convene a special general meeting of the branch.
- (2) The branch committee shall, on the requisition in writing of not less than 10 members of the branch, convene a special general meeting of the branch
- (3) A requisition of branch members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting;
 - (b) must be signed by the members making the requisition;
 - (c) must be lodged with the branch secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the branch members making the requisition
- (4) If the branch committee fails to convene a special general meeting of the branch to be held within one month after that date on which a requisition of members for the meeting is lodged with the branch secretary, any one or more of the members who made the requisition may convene a special general meeting of the branch to be held not later than 3 months after that date.
- (5) A special general meeting of the branch convened by a branch member or branch members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as special general meetings are convened by the branch committee and any branch member who thereby incurs expense is entitled to be reimbursed by the branch for any expense so incurred.

47 Notice

- (1) The branch secretary must, at least 14 days before the date fixed for the holding of the general meeting of the branch, give notice to each branch member, specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) No business other than that specified in the notice convening a branch general meeting is to be transacted at the meeting except, in the case of a branch annual general meeting, business which may be transacted pursuant to rule 45(2).
- (3) A branch member desiring to bring any business before a branch general meeting may give notice in writing of that business to the branch secretary who must include that business in the next notice calling a branch general meeting given after receipt of the notice from the member.

48 Procedure

- (1) The provisions of rule 29(1) applying to a general meeting of the association are to apply to a

general meeting of a branch convened under rule 45.

(2) Ten members present in person (being members entitled under these rules to vote at a general meeting of a branch) constitute a quorum for the transaction of the business of a general meeting of a branch.

(3) The provisions of rule 29(3) and (4) applying to a general meeting of the association are to apply to a general meeting of a branch convened under rule 45.

49 Presiding member

(1) The branch chairman or, in the branch chairman's absence, the branch vice-chairman, is to preside as chairperson at each general meeting of the branch.

(2) If the branch chairman and the branch vice-chairman are absent from a general meeting of the branch or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

50 Adjournment

(1) The provisions applying at a general meeting of the association under rule 31 (1) are to apply at a general meeting of a branch

(2) If a general meeting of a branch is adjourned for 14 days or more, the branch secretary must give written or oral notice of the adjourned meeting to each branch member stating the place, date and time of the meeting and the nature of the business to be transacted at that meeting.

(3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting of a branch or of the business to be transacted at an adjourned meeting is not required to be given.

51 Making of decisions

The procedure under rule 32 for the making of decisions at a general meeting of the association is to apply to the making of decisions at a general meeting of a branch.

52 Voting

The provisions under rule 34 for the casting of a vote at a general meeting of the association are to apply to the casting of a vote at a general meeting of a branch.

53 Appointment of proxies

(1) Each branch member is to be entitled to appoint another branch member as proxy by notice given to the branch secretary no later than 24 hours before the time of the branch meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy must be in the form set out in Appendix 1 to these rules.

54 Branch records

(1) The branch committee must ensure that minutes of each meeting and financial records of the branch are properly kept and available, at no cost, for inspection by any branch member

(2) A copy of the minutes of each meeting must be forwarded to the committee of the association within 14 days after the conclusion of the meeting.

55 Funding of the branch

(1) The branch secretary is to apply, before the first day of May in each current year, to the committee for funds for the purpose of conducting the affairs of the branch for the coming year.

(2) The application made under clause (1) is to include details of the proposed expenditure for which the funds are required; and

(3) The committee must pay to a branch each year, under an imprest system, the sum of \$1,000, or such other amount the committee determines from time to time, taking into account the application made under clause (2).

56 Dissolution of a branch

In the event of the winding up of a branch, all funds, records, books and other documents of the branch are to become the property of the committee.

PART VI - MISCELLANEOUS

57 Insurance

The association must effect and maintain insurance.

58 Funds - source

(1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other 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

59 Funds - management

(1) Subject to any resolution passed by the association in 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 -

(a) in the case of the committee, by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee; or

(b) in the case of the branch committee, by any 2 members of the branch committee, being branch members authorised to do so by the branch committee

60 Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

61 Common seal

(1) The common seal of the association must be kept in the custody of the secretary.

(2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer.

62 Custody of books

Except as otherwise provided by these rules, 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

63 Inspection of books

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

64 Service of notices

(1) For the purpose of these rules, a notice may be served on or given to a person:

(a) by delivering it to the person personally,

(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 these rules, 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,

(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

(3) A copy of each notice served on or given to a person is to be retained in association records.

PART VII - SAVINGS PROVISIONS

65. Association Membership

A person who was a member of the association 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 of the association in accordance with Rule 3.

66. Branch Membership

A person who was a member of a branch formed as a district branch of the association 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 of the branch in accordance with Rule 39.

67. Committee Membership

A person who was a 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 committee member elected in accordance with Rule 16 and is to hold office until an election is held at the first annual general meeting following the adoption of these rules, and each committee member is eligible for re-election.

68. Branch Committee Membership

A person who was a member of the committee of a branch formed as a district branch 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 branch committee member elected in accordance with Rule 43. and is to hold office until an election is held at the first annual general meeting of the branch following the adoption of these rules, and each branch committee member is eligible for re-election.

69. Funds of the Association

The funds of the association 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 the funds of the association in accordance with Rule 58.

70. Funds of a Branch

The funds of a branch formed as a district 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 funds of the branch formed by the association in accordance with Rule 38.

71. Association Records

All records, books and other documents of the association under the custody or control of the public officer 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 under the custody or control of the public officer in accordance with Rule 62.

72. Branch Records

- (1) All records, books and other documents of a branch formed as a district 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 branch formed by the association in accordance with Rule 38.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I.....of.....
(name)

.....
(address)

being a member of the RETIREMENT VILLAGE RESIDENTS ASSOCIATION INC.

hereby appoint.....of.....
(full name of proxy)

.....
(address)

being of member of that incorporated association, as my proxy to vote for me on my behalf at the
(annual general meeting or special general meeting as the case may be) of the association to be held on
the.....day of.....

(month and year)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against *(delete as appropriate)* the resolution/s *(insert details)*
(To be inserted)

.....
(date)

.....
(signature of member appointing proxy)

NOTE:
A proxy vote may not be given to a person who is not a member of the association.