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ANNEXURE A

SOUTH AUSTRALIAN RETIREMENT VILLAGES RESIDENTS ASSOCIATION INC.

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

1. NAME

The name of the Association shall be the "South Australian Retirement Villages Residents' Association Incorporated" (SARVRA) hereinafter referred to as "the Association."

2. AIMS AND OBJECTS

The objects of the Association shall be:

- 2.1 To advance the interests of the residents of retirement villages.
- 2.2 To assist and advise a member's appointed representative and any person proposing to move into a retirement village.
- 2.3 To act as an advocate on behalf of residents and to pursue issues affecting their welfare, both as an autonomous body and, should the need arise, in conjunction with other organizations.
- 2.4 To encourage residents to become involved in concerns affecting their general welfare and finances.

In pursuit of these objects the Association shall:

- 2.5 Maintain an association which is non-sectarian and non-party political.
- 2.6 Remain financially and constitutionally independent from bodies involved in the development and management of villages.
- 2.7 Affiliate with any other body having like aims, membership or objects on such terms and conditions as may be mutually agreed.

3. POWERS

3.1 The Association shall have all the powers conferred by Section 25 of the Association's Incorporation Act 1985.

4. MEMBERSHIP

4.1 Membership is available to any person who is a permanent resident of a retirement village and who accepts the objects and rules of the Association.

4.2 Where two persons occupy the same residence on a permanent basis, one membership subscription is payable for that residence, and both persons shall be members.

4.3 Annual subscriptions shall be due and payable following the Annual General Meeting.

4.4 The membership year shall be from 1st September to 31st August.

4.5 Membership subscriptions which are due to expire on 30th November shall be deemed to continue until 31st August.

5. REPRESENTATION

Membership shall entitle members to attend all Association meetings with full speaking rights BUT only one member per residence shall be entitled to vote at a meeting or nominate for any Association Office.

Clause 22 Item (17) Retirement Villages Act 1987 Version 1.11.2006)

6. PROCEDURE FOR ADMISSION TO MEMBERSHIP

6.1 Applicants shall apply on the prescribed form.

6.2 Applications shall be considered and determined by the Management Committee and the applicants shall be advised of the success or failure of the application

6.3 Membership shall operate from the date of payment of the prescribed subscription as determined at the preceding Annual General Meeting of the Association.

6.4 Membership shall cease upon resignation, death, expulsion or failure to pay outstanding membership subscriptions within three (3) months of the due date. Should an adequate explanation be made, the Management Committee shall have the discretion to restore membership on payment of the amount due.

6.5 A membership interest, benefit or right of an outgoing resident is transferable to an incoming resident moving in to the same unit where a portion of the membership year is remaining, pursuant to the following conditions:

6.5.1 The outgoing resident must provide notice that the membership will not be retained at an alternative Retirement Village; and

6.5.2 The membership transfer is to be evident on the application of the incoming resident.

No additional membership fee is payable in the current membership year in respect of a transfer under this provision. In all other circumstances, a membership fee is payable in accordance with Clauses 4.3 and 4.4.

7. HONORARY LIFE MEMBERSHIP

7.1 Honorary Life Membership may be conferred upon a member who has rendered outstanding service to the Association.

7.2 Nominations shall be submitted in writing to the Management Committee for consideration.

7.3 If approved, the proposal shall be referred to the next Annual General Meeting of the Association for confirmation.

7.4 Honorary Life Members shall not be required to pay any membership subscription but shall enjoy all the privileges of membership.

7.5 Each Life Member shall be presented with a suitably inscribed or such other token of Life Membership as the Committee shall deem appropriate.

8. MEMBERS' LIABILITY

8.1 The members of the Association shall have no liability to contribute towards the payments of debts and liabilities of the Association or the costs, charges and expenses of winding up of the Association, except to the extent of any unpaid membership.

9. MANAGEMENT OF THE ASSOCIATION

9.1 Any policies of the Association shall be determined by members at the Annual General Meetings and such other general meetings as may be called from time to time.

9.2 The responsibility of the Management and day to day running of the Association shall rest with the Management Committee.

10. THE MANAGEMENT COMMITTEE

10.1 The Management Committee shall at all times act in accordance with the policies of the Association and within the powers delegated to it by these rules.

10.2 Powers and obligations of the Management Committee:

10.2.1 To conduct the day to day affairs of the Association.

10.2.2 To determine membership applications. This power may be delegated to the Membership Officer.

10.2.3 To expel any member of the Association should the Management Committee consider such action to be in the general interests of the Association, provided that any member so expelled shall have the right to appeal within thirty (30) days to a special committee appointed by the Management Committee and consisting of the President plus two (2) financial members who are not members of the Management Committee together with any other members nominated by the appellant.

10.2.4 To co-opt members: the Management Committee may co-opt members for the purpose of assisting it in determining any business before it. Such members shall not receive any remuneration and shall cease to be members of the Committee when the business for which they were co-opted is complete.

10.2.5 May give appropriate advice, and assistance to, and may convene meetings of representatives of residents' committees.

10.2.6 To appoint sub-committees in accordance with the conditions set out in Section 14.

10.2.7 To fill casual vacancies on the Management Committee.

10.2.8 To do all such other lawful things as are incidental or conducive to the attainment of the objects of the Association.

11. MEMBERSHIP OF THE MANAGEMENT COMMITTEE

11.1 The Management Committee shall consist of: A President, who is elected at the Annual General Meeting, and Up to ten (10) Committee Members with no more than two (2) from any one village.

11.2 All nominations for the Management Committee shall be lodged in writing on the prescribed form, signed by the proposer and seconder, both of whom shall be financial members and by the candidate and lodged with the Secretary seven (7) days prior to the Annual General Meeting.

11.3 In the event that more than the required number of nominations is received, a Returning Officer shall be elected from the body of members present, who shall conduct a secret ballot or ballots. The nominee who receives a simple majority of votes shall fill each vacancy.

11.4 If there are insufficient nominations received for the positions, the President shall declare those nominated to be elected and accept verbal nominations for the vacancies from the floor.

12. OFFICERS OF THE ASSOCIATION

12.1 At its first meeting after the Annual General Meeting, the Management Committee shall elect from among its members, persons to fill the following positions:

- Vice-President
- Secretary
- Treasurer

who, together with the President, shall be the Officers of the Association.

12.2 If the Management Committee so decides, the positions of Secretary and/or Treasurer may be held by a person who is not a member of the Management Committee. A person so appointed shall not have voting rights.

13. RULES GOVERNING THE OPERATIONS OF THE MANAGEMENT COMMITTEE

13.1 Each member of the Management Committee shall hold office from the date of the election or appointment until the next Annual General Meeting.

13.2 Retiring members shall be eligible for re-election, subject to nomination.

13.3 The Management Committee shall meet as often as necessary to conduct the business of the Association but not less than once in each three (3) months.

13.4 Notice of Management Committee meetings shall be given at the previous Management Committee meeting or by such other means such as shall be determined by the Management Committee.

13.5 A member of the Management Committee shall cease to hold office upon resignation in writing, removal from the Association, or removal from the Management Committee by Special Resolution of the General Meeting.

13.6 Questions arising at any meeting shall be decided by a majority vote of those present. In the case of equal voting the Chairperson of the meeting shall have a second or casting vote.

13.7 Special meetings of the Management Committee may be convened by the President or any two Management Committee members.

13.8 The quorum for meetings of the Management Committee shall be five (5) members.

13.9 If a quorum is not present at a meeting, the meeting stands adjourned to another date. If at that adjourned meeting a quorum is still not present, the business will be carried out by those members present.

14. SUB-COMMITTEES

14.1 The Management Committee may, from time to time, appoint members as sub-committees to deal with special matters. All such sub-

committees shall include at least one (1) member of the Management Committee.

14.2 Sub-committees shall be responsible and accountable to the Management Committee and shall report on their activities at each meeting of the Management Committee.

14.3 Sub-committees shall not incur debts, enter contracts or make public statements without prior approval of the Management Committee.

15. GENERAL MEETINGS

15.1 The Association's financial year shall commence on 1st July and end on the 30th June.

15.2 The Annual General Meeting shall be held on a day to be fixed in August.

15.3 Business for the Annual General Meeting shall include:

15.3.1 Confirmation of the Minutes of the previous Annual General Meeting and any Special or General Meetings held since that Meeting.

15.3.2 Receipt of the Management Committee's report on the activities for the last financial year.

15.3.3 Presentation and adoption of an audited statement of receipts and payments and a balance sheet for the last financial year.

15.3.4 The consideration of any special or other resolution of which due notice has been given.

15.3.5 The election of President and Management Committee members for the ensuing year.

15.3.6 The determination of the amount of the Annual Subscription.

15.3.7 Appointment of the Association's Auditor.

15.4 The Management Committee may, whenever deemed advisable, convene a Special General Meeting and shall do so within two (2) months of receipt of a written request for a meeting from not less than twenty-five (25) members.

15.5 At least fourteen (14) days' notice of a General Meeting shall be given to members, but if a Special Resolution, as defined in Section 16, is to be considered, not less than twenty-one (21) days' notice shall be given. Such notice shall be given by hand, mail, by electronic transfer or other method agreed upon.

15.6 Voting at General Meetings shall be by show of hands unless a secret ballot is demanded by a minimum of twenty-five percent (25%) of those attending and entitled to vote. Decisions shall be by a simple majority of those present and voting except in the case of a Special Resolution.

15.7 The quorum for a General Meeting shall be thirty (30) members entitled to vote.

15.8 If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon a requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and, if at such adjourned meeting, a quorum is still not present within thirty (30) minutes of the time appointed for the meeting, the members present shall form a quorum.

16. SPECIAL RESOLUTION

A Special Resolution must be passed by seventy-five percent (75%) of the members present and voting at a General Meeting to effect the following changes:

1. A change of the Association's name.
2. A change of the Association's rules.
3. A change of the Association's objects.
4. An amalgamation with another Incorporated Association.
5. To wind up the Association.
6. To apply for registration or de-registration as a corporate body.

7. To raise funds by levy or other means.
8. To remove one or more members from the Management Committee.
9. To grant Honorary Life Membership.

17. PUBLIC OFFICER

17.1 The President shall be the Public Officer.

17.2 The Public Officer shall lodge returns and notices as shall be required by law.

17.3 Any changes to the identity or address of the Public Officer must be notified within one (1) month of the change to the Office of Consumer and Business Affairs as required by the Associations Incorporation Act 1985.

18. DUTIES OF OFFICE BEARERS

18.1 The President, or in the absence of that person, the Vice-President, shall preside at all meetings. Should none of the elected officers be present, the members present at the meeting shall elect one of their number to act as Chairperson.

18.2 The Secretary shall ensure that records of the business of the Association including rules, register of members, minutes of all general and Management Committee meetings and a file of correspondence are kept. These records shall be available for inspection at reasonable hours by any member and shall be held in the custody of the Secretary.

18.3 The Treasurer shall ensure that all money received by the Association is paid into an account in the Association's name.

18.3.1 Prior approval of the Management committee shall be obtained for all expenditure other than petty or routine items (as defined by the Management Committee from time to time).

18.3.2 The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

18.3.3 The Treasurer shall prepare audited annual accounts in accordance with the requirements of the Associations Incorporation Act 1985 (Act) to be laid before the members of the Association at the annual general meeting for adoption.

18.3.4 At each Management Committee meeting the Treasurer shall present:

- a statement of receipts and payments for the month preceding the meeting;
- a balance sheet as at the last day of the previous month;
- a list of accounts for payment and approval by the Management Committee;
- a list of payments made by EFT or DC; and a general report and recommendations on the state

19. MISCELLANEOUS

19.1 The Association shall effect and maintain insurance as required under the Associations Incorporation Act together with any other insurance that may be required by law or regarded as necessary by the Association.

19.2 The funds of the Association shall be derived from the members subscriptions and such other sources as are approved by the Management Committee.

19.3 The Common Seal of the Association shall be kept in the custody of the Public Officer and shall be affixed to a document by resolution of the Management Committee. Affixing the Common Seal shall be witnessed by the signatures of two (2) members of the Management Committee.

19.4 Every use of the Common Seal shall be recorded in the Minutes Book of the Association.

19.5 Service of documents on the Association may be effected by service on the Public Officer or by service personally on two members of the Management Committee.

19.6 Notices sent by post shall be deemed to have been received two (2) business days after the date of posting.

19.7 The income and property of the Association shall be used only for the promotion of the objects of the Association and shall not be paid or transferred to members by way of dividend, bonus or profit.

19.8 Upon winding up or dissolution of the Association any funds or assets remaining after payment of all debts and discharge of all liabilities shall be donated to a charity or charities determined by a resolution of a General Meeting.

20. RULES AND AMENDMENTS

20.1 Alterations to this Constitution may be made at a Special or General Meeting by a resolution passed by a three-quarters majority of those present and entitled to vote.

20.2 Notice of any such proposed alteration must be given in writing by a member of the Association to the Secretary of the Association at least twenty-eight (28) days prior to the date of such a meeting and be included on the agenda.

20.3 An alteration shall be registered with the Office of Consumer and Business Affairs within one (1) month of the change.

Amended AUGUST 2017 lodged with OCBA 14 September 2017