

WESTERN AUSTRALIAN RETIREMENT VILLAGES RESIDENTS ASSOCIATION INC

(Commonly referred to as the Constitution)

1. NAME OF ASSOCIATION

The name of the Association is “Western Australian Retirement Villages Residents Association Inc”.

2. DEFINITIONS

In these Rules unless the contrary intention appears:

- **Annual Subscription** - the amount paid annually by villages for residents to make application for membership, and by residents to individually make application for membership;
- **Ballot** – ordinary members casting a vote in a written form;
- **Council** – The Management Committee required by the Act, as set out in Rule10 that is the body responsible for the management of the affairs of the Association.
- **Councillor** – means a member of the Council as set out in Rule 10.
- **Executive** – the Office Holders of the Association - being the President, Vice President, Secretary and Treasurer as set out in Rule10
- **Financial Year** - the period commencing on 1 July and ending on 30th June in the following year;
- **General Meeting** - a meeting of the Association to which all members are invited;
- **Ordinary member** - voting member with rights referred to in Rule 5.3
- **Ordinary councillor**.-a councillor who is not an office holder under Rule 10
- **Office Holder** - A person holding office on the Council as set out in Rule10.
- **Ordinary Resolution** - a resolution other than a special resolution.
- **Special Resolution** - a resolution passed by a majority of not less than three-quarters of all ordinary members who vote in person or by proxy at a General Meeting of which notice specifying the intention to propose a resolution as a special resolution has been given.
- **The Act** - the Associations Incorporations Act 2015;
- **The Association** - the Western Australian Retirement Villages Residents Association Inc;
- **The Chairperson** - the person presiding at a General or Council Meeting;
- **The Commissioner** - the Commissioner for Consumer Protection exercising powers under the Act.

3. OBJECTS AND PURPOSES OF THE ASSOCIATION

3.1 The objects and purposes of the Association are:

- (a) to provide a forum where residents can express their concerns and share their experiences of living in a retirement village.
- (b) to assist residents in living in and participating in the day to day operations of their retirement village;
- (c) to resource, support and provide training opportunities for resident committees in villages to enhance village life including relationships with management and operators;
- (d) to act as an advocate on behalf of residents and to lobby for changes beneficial to residents; and
- (e) to do such other things and acts that advance the interests of residents in retirement villages.

3A. NOT FOR PROFIT BODY

- 3A.1 The property and income of the Association shall be applied solely towards the promotion of the objects and purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects and purposes.
- 3A.2 No portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to any member. This does not prevent:
- (a) the payment in good faith of remuneration to any officer, employee or member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business; and
 - (b) the reimbursement of expenses incurred by any member on behalf of the Association.
- 3A.3 Councillors must not receive any remuneration for their services as Councillors other than as described in 3a.2 unless approved by members at a general meeting.

4. POWERS OF THE ASSOCIATION

4.1 The Association may do all things necessary and convenient for carrying out its objects and purposes and, in particular, may:

- (a) acquire, hold, deal with and dispose of any real or personal property.
- (b) open and operate bank accounts;
- (c) invest its money in any security in which trust monies may be lawfully invested;
- (d) borrow money on such terms and conditions as the Association thinks fit; however, the Council shall not adopt any new policy, borrow any money or give any security for the discharge of its liabilities or approve any capital expenditure exceeding \$5,000.00 without the approval of the ordinary members at a General Meeting.
- (e) give such security for the discharge of liabilities incurred by the Association as the Association deems fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) appoint and remunerate staff to assist in the operation of the Association; and
- (h) register the Association under a Business or Trading Name or with a Trademark.
- (i) enter into any other contract or arrangement it considers as necessary or desirable in the pursuit of its objectives;

4.2 No member shall have power to commit the Association in any way whatsoever without the authority of the Council or the ordinary members in a General Meeting.

4.3 These rules bind every member of the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

4.4.-The acts of the Council or subcommittee, or of a Councillor or member of a subcommittee are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Council member or member of a subcommittee.

5. MEMBERSHIP OF THE ASSOCIATION

5.1 Membership of the Association consists of one class of membership, ordinary members, all of whom must support the objects or purposes of the Association.

5.2.-Ordinary membership is only open to residents of retirement villages to which the Retirement Villages Act 1992 applies, and allows the ordinary member to attend and vote at all general meetings, to nominate for positions on Council, and to nominate and second other ordinary members for such elections.

5.3 A person may become a member by submitting a membership application in such form as the Council directs. Applications for ordinary membership must be either:

(a) on the application form for when the village has already paid the annual subscription.

OR

(b) on the application form where the applicant pays the annual individual membership fee

5.4 A resident becomes a member with effect from the day Council accepts the application. The Council may determine not to accept any application for membership.

5.6 - Applicants must be notified of the result of their application as soon as practicable, and if successful must be made aware of, and provided with access to, the Rules of the Association.

6. REGISTER OF MEMBERS OF THE ASSOCIATION

6.1 The Secretary shall keep and maintain a register of all members of the Association.

6.2 This register must include details of:

(a) each member's name.

(b) their residential, postal or e-mail address and

(c) the class of membership to which each member belongs and the date on which each member becomes a member.

6.3 The Secretary shall cause the name of a person who dies or who ceases to be a member to be deleted from the register of members.

6.4 Each change to the register must be made within 28 days of the event.

7. MEMBERSHIP SUBSCRIPTIONS

7.1 The annual subscription shall be determined from time to time at a General Meeting of the Association.

7.2 The annual subscription shall be due on the first of July or such other date as the Council from time to time determines.

7.3 On advice from the Treasurer to the Council, a member whose annual subscription is not paid within 6 months after becoming due shall cease to be a member.

8. RESIGNATION OF MEMBERS OF THE ASSOCIATION

8.1 A member who delivers notice in writing of his or her resignation from the Association to the Secretary ceases on that delivery to be a member; or if the letter of resignation states a particular date, then the resignation takes effect from that date. There will be no reimbursement of the annual subscription on resignation.

9. EXPULSION OR SUSPENSION OF MEMBERS OF THE ASSOCIATION

9.1 A member may be expelled or suspended from membership of the Association if the Council considers his or her conduct to be detrimental to the interests of the Association. The Council shall, in such circumstances, communicate in writing to the member.

- (a) notice of the proposed expulsion or suspension and of the time, date and place of the Council meeting at which the question of that expulsion will be determined; and,
- (b) particulars of that conduct, not less than 30 days prior to the date of the Council Meeting.

9.2 At the Council meeting referred to in a notice communicated under rule 9.1, the Council may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Council, expel or decline to expel or suspend or decline to suspend that member from membership of the Association and shall forthwith communicate that decision in writing to that member.

9.3 Subject to rule 9.5, a member who is expelled or suspended under rule 9.2 from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel or suspend him or her is communicated to him or her under rule 9.2.

9.4 A member who is expelled or suspended under rule 9.2 from membership of the Association shall, if he or she wishes to appeal against that expulsion or suspension, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in rule 9.3.

9.5 When notice is given under rule 9.4:

- (a) the Association in a General Meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting, confirm or set aside the decision of the Council to expel or suspend that member; and
- (b) the member who gave that notice does not cease to be a member unless and until the decision of the Council to expel or suspend him or her is confirmed under this rule.

10. COUNCIL

10.1 The management and administration of the Association shall be vested in the Council, which subject to the Act and these Rules, manages the business and exercises the powers of WARVRA, and carries out the directions of any General Meeting.

10.2 The Council shall comprise:

(a) Four (4) elected ordinary members for the office holder positions of President, Vice President, Secretary and Treasurer who comprise the Executive with responsibility of carrying out the day-to-day objectives of WARVRA and reporting to Council.

Their term of office shall be two (2) years. and

(b) Up to six (6) additional elected ordinary members.

Their term of office shall be one year.

(c) Council may appoint the Immediate Past President as an ex-officio Council and or Executive member for a designated term of office.

10.3 The Secretary shall call for Council nominations from the Association membership at least 35 days before the Annual General Meeting and specify a closing date.

10.4 To be eligible for election, a candidate must be a financial ordinary member, nominated and seconded by other financial ordinary members who are not related to the candidate or members of the candidate's household.

10.5 All Council candidates must meet the requirements of Section 39 of the Act as set out on the approved nomination form which must be duly signed by the candidate, nominating and seconding ordinary members, and delivered to the Secretary not less than 21 days before the date of the Annual General Meeting.

10.6 At the close of nominations the Secretary shall advise the Association membership of the names of the candidates for each Council position in the notice calling the Annual General Meeting.

10.7 At the Annual General Meeting, Executive positions having only one nomination will be declared elected. For Councillor positions, if six or less nominations are received, those candidates shall be declared elected. In all other cases where the nominations received exceed the number of vacancies, a ballot will be held to determine the successful candidates.

10.8 The term of office for the Executives commences at the end of the Annual General Meeting at which they were elected and expires at the completion of the second Annual General Meeting after that election. The election of President and Secretary will be held in alternate years to the election of Vice President and Treasurer.

10.9 The term of office for Ordinary Councillors is one year, commencing at the end of the Annual General Meeting at which they were elected and expires at the end of the following Annual General Meeting.

10.10 All retiring Councillors are eligible for re-election.

10.11 If a vacancy remains on the Council after the application of rule 10.7 or when a casual vacancy within the meaning of rule 11 occurs, the Council may appoint an ordinary member to fill that vacancy until that term of office expires.

10.12 Any member of the Council may be removed from office by special resolution at a General Meeting.

10.13 The Council may delegate, in writing, to one or more sub-committees (consisting of such members of the Association or persons as the Council deems fit) the exercise of such functions of the Council as are specified in the delegation other than the power of delegation or and a function which is a duty imposed on the Council by the Act or any other law.

10.14 Any delegation under rule 10.13 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Council may continue to exercise any function delegated.

10.15 The Council may, in writing, revoke wholly or in part any delegation under rule 10.13

10.16 - Subject to the requirement for a quorum under Rule 15.4, the Council may continue to act despite any vacancy in its membership. If there are fewer members than required for a quorum under Rule 15.4 the Council may only act for the purpose of either appointing Council members under this rule or for convening a general meeting.

10.17 – The Council must take all reasonable steps to ensure that the Association complies with the Act and these Rules.

11. CASUAL VACANCIES IN MEMBERSHIP OF THE COUNCIL

11.1 A casual vacancy occurs in the Council if a Council member:

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Council member is the President, to the Vice President;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) ceases to be a member of the Association;
- (f) is removed by special resolution; *or*
- (g) ceases to be a councillor pursuant to rule 10.5

12. PRESIDENT AND VICE PRESIDENT

12.1 The President shall exercise a leadership role within the Association and beyond, and be the spokesperson for the Association and for the Council.

12.2 Subject to this rule, the President, or when absent the Vice President, shall preside at all General Meetings and Council Meetings, and shall consult with the Secretary regarding business to be conducted.

12.3 In the event of the absence of the President and Vice President from a General Meeting or a Council Meeting, an ordinary member elected by the other ordinary members present will preside at that meeting.

12.4 In the absence or inability to act for any reason by the President, the Vice President shall act as President and have all the rights and powers of the President for a period determined by either the President or the Council.

13. SECRETARY

13.1 The Secretary shall be responsible for:

- (a) co-ordinating the correspondence of the Association;
- (b) keeping full and correct minutes of the proceedings of the Council and of the Association;
- (c) consulting with the chairperson regarding the business to be conducted at each council or general meeting.
- (d) arranging the notices required for meetings and for the business to be conducted at those meetings.
- (e) keeping on behalf of the Association:
 - (i) the register of members of the Association;
 - (ii) an up-to-date copy of the Rules of the Association and, upon request of a member of the Association, provide a copy of the Rules;
 - (iii) maintaining a record of:
 - (A) the names and residential or postal addresses of the office holders of the Association,
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,and upon request of a member of the Association provide a copy of the record;
- (f) having custody of all books, documents, records, and registers of the Association other than those required by rule 14 to be kept and maintained by, or in the custody of, the Treasurer; and
- (g) Ensuring where possible that all records are kept electronically and backed up in a secure electronic system.
- (h) performing such other duties as are imposed by these rules on the Secretary or as directed by the Council from time to time.

14. TREASURER

14.1 The Treasurer shall be responsible for:

- (a) the receipt of all monies paid to or received by the Association;
- (b) paying all moneys received into such account or accounts of the Association as the Council may from time to time direct;
- (c) making payments from the funds of the Association with the authority of a General Meeting or of the Council and in so doing ensure that all payments are signed by any two of the designated Council members;
- (d) keeping such accounting records as will enable true and fair accounts of the Association to be prepared and audited from time to time, and submitting within four months after the end of the financial year to a General Meeting the accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year;
- (e) whenever directed to do so by the President or the Council, submitting to the Council a report or financial statement in accordance with that direction;
- (f) unless the ordinary members resolve otherwise at a General Meeting, having custody of all securities, books and documents of a financial nature and accounting records of the Association;
- (g) maintaining a register of the assets of the Association; and
- (h) performing such other duties that are imposed by these rules on the Treasurer or as directed by the Council from time to time.
- (e) ensuring where possible that all records are kept electronically and backed up in a secure electronic system.

15. QUORUM AND PROCEEDINGS AT COUNCIL MEETINGS

15.1 The Council shall meet not less than ten (10) times per year. The President, or at least half the members of the Council, may at any time convene a meeting of the Council.

15.2 Each Council member has a deliberative vote.

15.3 A resolution at a Council Meeting shall be decided by a majority of votes. In the case of an equality of votes the chair shall have an additional casting vote

15.4 The quorum for a Council Meeting shall be 5 including at least 2 executive members.

15.5 The procedure and order of business to be followed at a Council Meeting shall be determined by the Council members present at the Council Meeting.

15.6 A Council member having any material interest in a contract, or proposed contract, made by, or in the contemplation, of the Council will as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Council; and not take part in any deliberations or decision of the Council with respect to that contract.

A member of the Council who declares a material interest in a matter being considered by the Council, must also disclose the nature and extent of the interest at the next general meeting of the Association.

15.7 Subrule 15.6 does not apply with respect to a material interest that exists only by virtue of the fact that the member of the Council is an employee of the Council or is a member of a class of persons for whose benefit the Association is established.

15.8 The Secretary will cause every disclosure made under rule 15.6 by a member of the Council to be recorded in the minutes of the meeting of the Council at which it is made.

15.9 The President is authorised to deal with urgent matters arising between Council Meetings of a nature normally requiring Council approval which shall be reported to the next following Council Meeting for ratification or otherwise of any actions of the President.

16. GENERAL MEETINGS

16.1 The Council:

(a) may at any time convene a General Meeting and will convene a General Meeting at least once in each quarter;

(b) shall convene the Annual General Meeting within six months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner;

(c) If the Annual General Meeting cannot be held within the prescribed six months, the Secretary must apply within four months of the end of the financial year to the Commissioner, for permission to delay the Meeting.

(d) shall, within 30 days of receiving a request in writing to do so from not less than five percent (5%) of ordinary members, convene a Special General Meeting for the purpose specified in that request and for no other purpose; and

(e) shall, within 30 days of the Secretary receiving a notice under rule 9.4, convene a Special General Meeting for the purpose of dealing with the appeal to which that notice relates and for no other purpose.

16.2 The ordinary members making a request referred to in rule 16.1(d) shall state in that request the purpose for which the Special General Meeting concerned is required, and sign that request.

16.3 If a Special General Meeting is not convened within the relevant period of 30 days referred to in rule 16.1(d), the Ordinary members who made the request concerned may themselves convene a Special General Meeting as if they were the Council.

16.4 If a Special General Meeting is not convened within the relevant period of 30 days referred to in rule 16.1(e), the member who gave the notice concerned may himself/herself convene a Special General Meeting as if he or she were the Council.

16.5 When a Special General Meeting is convened under rule 16.3 or 16.4, the Association will pay the reasonable expenses of convening and holding the Special General Meeting.

16.6 The Secretary shall give to members not less than 14 days notice of any General Meeting and that notice will specify when and where the General Meeting concerned is to be held and particulars of the business to be transacted at the General Meeting concerned, and proxy information.

16.7 At the Annual General Meeting, the business shall be:

- (a) the consideration of the reports of the Council and the accounts of the Association for the preceding financial year;
- (b) the election of Council members to hold office for the ensuing year; and
- (c) any other business requiring consideration by the Association at the Annual General Meeting.

16.8 A special resolution may be proposed at any General Meeting provided that notice of the proposed special resolution is included in the notice of that General Meeting.

16.9 A notice of other document that is to be given to a member under these Rules is taken not to be given to a member unless it is in writing and

- (a) Delivered by hand to the recorded address of the member or
- (b) Sent by prepaid post to the recorded postal address of the member or
- (c) Sent by facsimile or electronic transmission to an appropriate recorded telephone number or recorded electronic address of the member.

17. PROXY VOTES, QUORUM AND PROCEEDINGS AT GENERAL MEETINGS

17.1 An ordinary member may appoint in writing another ordinary member as proxy and to attend, and vote on his or her behalf, at any General Meeting. No ordinary member may hold more than two proxies. To be valid the proxy form needs to be handed to the Chair before the resolution is put.

17.2 A resolution at a General Meeting shall be decided by a majority of votes cast personally or by proxy by ordinary members. In the case of an equality of votes, the chair shall have an additional casting vote.

17.3 At a General Meeting, 20 ordinary members present in person or by proxy constitute a quorum.

17.4 If within 30 minutes after the time specified for the holding of a General Meeting a quorum is not present, the General Meeting stands adjourned to the same time on the same day in the following week at the same venue if possible. Should the venue not be available that day the earliest available date shall be communicated for that venue or an alternative venue.

17.5 If within 30 minutes of the time appointed for the resumption of an adjourned General Meeting a quorum is not present, the ordinary members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.

17.6 The chairperson may, with the consent of a General Meeting at which a quorum is present, and will, if directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.

17.7 There will not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.

17.8 When a General Meeting is adjourned for a period of 30 days or more, the Secretary will give notice under Rule 16 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.

17.9 At a General Meeting:

(a) an ordinary resolution put to the vote will be passed if approved by a majority of votes cast on a show of hands or by a ballot; and

(b) a special resolution put to the vote will be passed if approved by three-fourths of the votes cast on a show of hands or by a ballot.

17.10 A declaration by the Chairperson of a General Meeting that a resolution has been passed as an ordinary or special resolution at the meeting will be evidence of that fact.

17.11 At a General Meeting, a ballot may be requested by the chairperson or by two or more ordinary members present in person. or by proxy.

18 DISPUTES

18.1 If there is a dispute between members or between one or more members and the Association, and if the parties cannot resolve the dispute between themselves, then any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to and details of the dispute.

18.2 The Secretary must convene a Council Meeting within 28 days after the Secretary receives notice of the dispute for the Council to determine the dispute.

18.3 At the Council Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.

18.4 The Secretary must inform the parties to the dispute of the Council's decision and the reasons for the decision within 7 days after the Council Meeting.

18.5 If any party to the dispute is dissatisfied with the decision of the Council, they may elect to take the matter to the next General Meeting of the Association which shall determine a resolution of the dispute.

18.6 If a dispute cannot be resolved under these procedures, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

19. MINUTES OF MEETINGS OF THE ASSOCIATION

19.1 The Secretary shall cause proper minutes of all proceedings of all General Meetings and Council Meetings to be taken.

19.2 The Chairperson shall ensure that the minutes taken of a General Meeting or Council Meeting are checked and signed as correct by the Chairperson of the General Meeting or Council Meeting to which those minutes relate or at the next succeeding General Meeting or Council Meeting, as the case requires.

19.3 When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that:

- (a) the General Meeting or Council Meeting to which they relate was duly convened and held;
- (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

20. AMENDMENTS TO THE RULES OF THE ASSOCIATION

20.1 The Association may alter or rescind these rules, or make rules additional to these rules, or seek to change its name by special resolution but not otherwise.

20.2 Within one month of the passing of a special resolution altering the Rules or the name of the Association, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association will lodge with the Commissioner notice of the special resolution setting out particulars of the alteration or name change together with a certificate given by the President, or the Vice President if the President is not available, certifying that the resolution was duly passed as a special resolution and that the Rules of the Association or name of the Association as so altered conform to the requirements of this Act.

20.3 An alteration of the Rules of the Association does not take effect until Rule 20.2 is complied with, and in the case of a change of name or of the objects of the Association, the approval of the Commissioner is given to the change of name or of the objects.

21. INSPECTION OF RECORDS ETC. OF THE ASSOCIATION

21.1 An ordinary member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

21.2 An ordinary member requesting an extract or copy of the register must provide a statutory declaration stating the purpose for which the information is required and confirming that the purpose is related to the affairs of the Association.

22 BY-LAWS

22.1.-The Association may by resolution at a Council meeting, make, amend or revoke by-laws.

22.2 -The by-laws may provide for any matter the Council considers necessary or convenient to be dealt with in the by-laws.

22.3 - Any by-laws so made will be valid unless disallowed or amended by a Special Resolution.

22.4.-A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these Rules.

22.5.-At the request of a member, the Association must make a copy of the by-laws available for inspection by the member.

22 COMMON SEAL

22.1 The Association does not have a Common Seal. All contracts and legal documents must be signed by the President or Vice President, and one other member of the Executive

23. DISSOLUTION OF THE ASSOCIATION

23.1 Subject to the Act, the Association may be dissolved by a special resolution passed at a General Meeting.

24. DISTRIBUTION OF SURPLUS PROPERTY ON DISSOLUTION OF THE ASSOCIATION

24.1 If, on the dissolution of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed as directed by the resolution of the members before dissolution, and in accordance with section 24(1) of the Act.

25 TRANSITION ARRANGEMENTS

25.1. The Rule amendments made in 2024 will commence on notification of the effective date by Consumer Protection.

25.2 In the first year of operation of amended rule 10.9, the term of office for the Vice President and Treasurer will be one year only.