The Association of Residents of Queensland Retirement Villages Inc.

CONSTITUTION

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1. NAME 3
2. OBJECTS 3
3. MEMBERSHIP 3
3.1. CLASSES OF MEMBERSHIP 3
3.2. APPLICATION FOR MEMBERSHIP 4
3.3. TERMINATION OF MEMBERSHIP 4
3.4. ENTITLEMENTS & RESPONSIBILITIES 4
3.5. SUBSCRIPTIONS 4
3.6. REGISTER OF MEMBERS 5
4. COMMITTEE 5
4.1. MEMBERS OF THE COMMITTEE 5
4.2. ELECTION OF THE COMMITTEE 5
4.3. COMMITTEE VACANCIES 5
4.4. AUTHORITY OF THE COMMITTEE 6
4.5. DUTIES OF THE COMMITTEE MEMBERS 6
4.6. MEETINGS OF THE COMMITTEE 7
4.6.1. ORDINARY COMMITTEE MEETINGS 8
4.6.2. EXTRAORDINARY COMMITTEE MEETINGS 8
4.7. SUB-COMMITTEES 8
4.8. RESIGNATION FROM THE COMMITTEE 8
4.9. REMOVAL FROM OFFICE 8
5. GENERAL MEETINGS 8
5.1. GENERAL CONDITIONS 8
5.2. ORDINARY GENERAL MEETINGS 9
5.3. EXTRAORDINARY GENERAL MEETINGS 9
5.4. ANNUAL GENERAL MEETING 9
6. SPECIAL RESOLUTION 10
7. VOTING 10
7.1. VOTING AT GENERAL MEETINGS 10
7.2. VOTING BY PROXY 11
8. GENERAL 11
8.1. ALTERATIONS TO THIS CONSTITUTION 11
8.2. WINDING-UP 11
8.3. FINANCIAL YEAR 12
8.4. FUNDS & ACCOUNTS 12
8.5. PAYMENTS 12
8.6. COMMON SEAL 12

1. NAME

The name of the incorporated association shall be '**The Association of Residents of Queensland Retirement Villages Inc.**' abbreviated to The ARQRV and hereinafter referred to as 'The Association'.

2. OBJECTS

The objects for which The Association is established are:

a) To advance and protect the interests of residents of retirement villages located in Queensland.

b) To act as an advocate on behalf of residents of Queensland retirement villages.

c) To encourage retirement village residents to become involved, through The Association and/or their retirement village Residents' Committee, in matters regarding their general welfare and finances.

d) To examine, advise and/or act upon matters referred to The Association by any financial member.

e) To remain financially and constitutionally independent from bodies involved in the development and/or management of retirement villages.

f) To encourage active membership of The Association.

g) To remain non-sectarian and non-political.

3. MEMBERSHIP

3.1. CLASSES OF MEMBERSHIP

a) **Ordinary Member** – any retirement village resident, within the meaning of section 9 of the Queensland *Retirement Villages Act 1999*, who has paid the appropriate annual subscription fee. The number of Ordinary Members shall be unlimited.

b) **Financial Life Member** – any retirement village resident, within the meaning of Section 9 of the Queensland *Retirement Villages Act 1999*, who has paid the appropriate Financial Life Membership subscription fee. The number of Financial Life Members shall be unlimited.

c) **Honorary Life Member** - any person (member or not) nominated by the Committee, who has made a significant contribution to the objects of The Association and who is elected by simple majority at an Annual General Meeting. Such Honorary Life Member shall be entitled to all the rights and privileges of the membership of an Ordinary Member without payment of subscriptions and shall be eligible to serve, in any capacity, on the Association Committee. The number of Honorary Life Members shall not exceed five (5) at any one time.

d) **Associate Member** –

   i. Any person related to an Ordinary Member or Life Member: or

ii. Any person aged 55 years or older, who is considering entering a Queensland Retirement Village as a resident under section 9 of the Queensland *Retirement Villages Act 1999*.

An Associate Member does not have voting rights and is not eligible for election to the Committee.

3.2. APPLICATION FOR MEMBERSHIP

Applications for membership of The Association shall be received by the office and shall be accompanied by the subscription fee for one (1) year or for financial life membership.

3.3. TERMINATION OF MEMBERSHIP

Membership may be terminated if:

a) A member resigns from The Association by giving written notice to the Secretary.

b) The Committee may terminate a member's membership if the member conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of The Association.

i. Before the Committee terminates a member's membership, the Committee must give the member a full and fair opportunity to show why the membership should not be terminated.

ii. If, after considering all representations made by the member, the Committee decides to terminate the membership, the Secretary of the Committee must give the member a written notice of the decision.

3.4. ENTITLEMENTS & RESPONSIBILITIES

Each financial member shall:

a) Be entitled to receive notice of and to attend and vote at all meetings of the Association.

b) Ensure that changes to their address and personal details are kept up to date by advising the Association Secretary of such changes.

3.5. SUBSCRIPTIONS

a) Subscriptions for Ordinary Members, Associate Members and Financial Life Members shall be paid at a rate determined by members at the Annual General Meeting.

b) Subscriptions for Ordinary Members and Associate Members shall fall due annually from the date of initial payment.

c) Members shall become unfinancial should their annual subscription remain unpaid after 30 days. Lapsed members must re-join as a new member.

3.6. REGISTER OF MEMBERS

A register of all members shall be kept.

The register shall be open for inspection, however no copy of the register or any part thereof shall be supplied without prior approval of the Committee.

4. COMMITTEE

4.1. MEMBERS OF THE COMMITTEE

The Committee shall consist of a President, two (2) Vice Presidents, Secretary, Treasurer and a maximum of eight (8) other members. Under the *Associations Incorporation Act 1981*, the Secretary is not required to be a member of The Association.

4.2. ELECTION OF THE COMMITTEE

Members of the Committee shall be elected at the Annual General Meeting and shall hold office until the next Annual General Meeting. The procedure to be adopted for the election of the Committee shall be:

a) At the Annual General Meeting all members of the Committee shall retire from office but shall be eligible for re-election.

b) Nominations for office shall be in writing on the prescribed form, signed by the nominee, the proposer and the seconder, who must all be members of The Association, and shall be lodged with the Secretary at least fourteen (14) days prior to the Annual General Meeting at which the election is to take place.

c) All contested elections of office bearers shall be by secret ballot.

d) If insufficient nominations for a position were received by the closing date, then those nominated in accordance with Section 4.2(b) shall be declared elected and additional nominations may then be taken from the floor of the meeting to fill any remaining vacancies.

e) Nominations from the floor cannot be made 'in absentia' unless the member being nominated has consented to such nomination in writing.

4.3. COMMITTEE VACANCIES

a) The Committee may appoint any financial member of The Association to fill any casual vacancy on the Committee and such appointment shall stand until the next Annual General Meeting.

b) Notwithstanding any casual vacancies, the remaining members of the Committee may continue to act unless their number falls below 50% of members elected to the committee at the close of the last general meeting of members.

c) If the membership of the Committee falls below 50%, the remaining members may:

    i. Appoint new Committee Members.

ii. Maintain necessary functions and administration of the Association as required.

iii. Convene a General Meeting of The Association, which has the sole purpose of electing new members of the Committee.

But the remaining members cannot act in any other way.

4.4. AUTHORITY OF THE COMMITTEE

The Committee, subject always to the provisions of the *Associations Incorporation Act 1981*, and this Constitution shall:

a) Have the general control and management of the affairs, property and funds of The Association.

b) Have the authority to interpret the meaning of any part of this Constitution and any matter relating to The Association on which this Constitution is silent; providing always that where the Constitution is silent on any matter, the Model Rules of The Associations Incorporation Act 1981 shall apply, and where any provision of this Constitution is inconsistent with those Model Rules the Model Rules shall prevail.

c) Invest any funds of The Association, not immediately required, in such manner as from time to time is thought to be appropriate and for the benefit of The Association.

d) Provided there is no conflict with section 2(e) of this Constitution:

i. Accept any gift or bequest, whether subject to any special trust or not, on behalf of The Association.

ii. Take such steps as may, from time to time, be deemed expedient for the purpose of procuring contributions to the funds of The Association, in the form of donations, grants, annual or life membership subscriptions or any legal gift or bequest.

e) Print or publish any newspapers, articles, periodicals, books, leaflets or web sites that are thought to be desirable for the promotion of The Association.

4.5. DUTIES OF THE COMMITTEE MEMBERS

a) **The President**:

Shall be the spokesperson for The Association in all matters where The Association needs to be represented. One of the Vice Presidents or a nominated committee member may speak for the Association when required.

b) **The Secretary**:

The functions of the Secretary shall include, but are not limited to:

i. Calling meetings of The Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of The Association.

ii. Ensuring that approved and signed copies of all minutes are kept.

iii. Ensuring that a register of members of The Association is maintained.

iv. Ensuring that all legal requirements and reporting for The Association are carried out in a timely manner.

c) **The Treasurer shall**:

i. Ensure that all monies received are paid into an Association account in Queensland as soon as is practicable.

ii. Keep and maintain proper records of account, correctly showing the financial affairs of The Association.

iii. Upon request from any member of the Committee make the books of account, all other financial documents and securities available for inspection.

iv. As soon as is practicable, after the close of the financial year, cause to be prepared a statement containing particulars of:

- The income and expenditure for the financial year just ended.
- The assets and liabilities of The Association at the close of the financial year.

v. Cause any such statement to be examined by the Auditor and present this report to the Secretary prior to the holding of the Annual General Meeting at which the Auditor's report is to be received.

d) **The Committee shall**:

i. Provide for the safe custody of all books, documents, securities and instruments of title of The Association.

4.6. MEETINGS OF THE COMMITTEE

a) Unless otherwise covered by this Constitution, all Committee Meetings shall be conducted conforming to the Meetings Procedures and Standing Orders outlined in “Guide for Meetings & Organisations” by N. E.Renton and then 'Australian Parliamentary Practice'.

b) The President shall preside at every Committee Meeting unless unable to do so, in which case one of the Vice Presidents shall preside. If neither of the Vice Presidents is available, then another member of the Committee shall preside.

c) A quorum at a Committee Meeting shall be 50% of the members of the Committee.

d) If a quorum is not present within thirty (30) minutes of the scheduled starting time of the Committee Meeting, then the meeting shall lapse but may be reconvened at a later date.

e) At any Committee Meeting each member of the Committee shall be entitled to one vote.

f) At any Committee Meeting questions arising shall be decided in a manner consistent with this Constitution and by majority vote.

4.6.1. ORDINARY COMMITTEE MEETINGS

a) The Committee shall meet at least once every two calendar months, at a time and place that the Committee decides.

b) The Committee may regulate its proceedings as it sees fit.

4.6.2. EXTRAORDINARY COMMITTEE MEETINGS

An Extraordinary Committee Meeting may be convened by the President or by any two (2) members of the Committee giving seven (7) days' written notice. Such notice shall clearly state the reason for convening the meeting and no other matters shall come under discussion.

4.7. SUB-COMMITTEES

The Committee may form sub-committees to deal with specific matters as and when the need arises. Sub-committees so formed shall:

a) Include at least one Committee member.

b) In conjunction with the Committee, formulate a working brief.

c) Exercise only the authority delegated to it by the Committee.

d) Report to the Committee as and when required.

e) Not incur any debts, enter into contracts or make public statements without prior approval of the Committee.

4.8. RESIGNATION FROM THE COMMITTEE

Any member the Committee may resign from their position by giving written notice to the Secretary, such resignation to take effect at the time such notice is received by the Secretary or at a later date if so specified in the notice of resignation.

4.9. REMOVAL FROM OFFICE

a) A member of the Committee shall cease to hold office if such member is absent from three (3) consecutive Committee meetings without prior Committee approval.

b) Any member of the Committee may be removed from office at a Committee Meeting provided that at least 75% of the Committee members vote, either in person or by proxy at the meeting, to remove such member from office. The member shall be given the opportunity to fully present their case. The matter shall be determined by secret ballot.

5. GENERAL MEETINGS

5.1. GENERAL CONDITIONS

a) Unless otherwise covered by this Constitution, all General Meetings shall be conducted conforming to the Meeting Procedures and Standing Orders outlined in “Guide for Meetings & Organisations” by N.E.Renton and then 'Australian Parliamentary Practice'.

b) The President shall preside at every General Meeting unless unable to do so, in which case one of the Vice Presidents shall preside. If neither of the Vice Presidents are available, then another member of the Committee shall preside.

c) A quorum at a General Meeting shall be at least ten (10) financial members in addition to at least 50% of the Members of the Committee.

d) If a quorum is not present within thirty (30) minutes of the scheduled starting time of a General Meeting the meeting shall lapse but may be reconvened at a later date.

e) One financial member per accommodation unit represented shall be entitled to one (1) vote

f) With the exception of Special Resolutions, questions arising shall be decided in a manner consistent with this Constitution and by majority vote.

g) Voting by proxy is acceptable at all General Meetings

5.2. ORDINARY GENERAL MEETINGS

a) Ordinary General Meetings shall be held at a time and place determined by the Committee.

b) At least twenty-one (21) days' notice of the meeting, together with an agenda giving full details of the issues to be discussed, shall be given to all financial members. Notification in The Association's Newsletter, distributed to all members, is considered sufficient.

5.3. EXTRAORDINARY GENERAL MEETINGS

a) An Extraordinary General Meeting shall be convened:

   I. When required, for a specific purpose, by the Committee.

   II. Within two (2) months of the Secretary receiving a request, from at least two hundred (200) financial members of The Association, clearly stating the purpose for the Extraordinary General Meeting.

b) At least twenty-one (21) days' notice of the meeting, together with an agenda giving full details of the issues to be discussed, shall be given to financial members. Notification in the Association Newsletter, distributed to all members, is considered sufficient.

c) No business other than that for which the Extraordinary General Meeting was convened shall be dealt with.

5.4. ANNUAL GENERAL MEETING

Annual General Meetings shall be held in September of each year.

At least twenty-one (21) days' notice of the meeting, together with an agenda giving full details of the issues to be discussed, shall be given to all financial members. Notification in The Association's Newsletter, distributed to all members, is considered sufficient.

Business to be transacted at the Annual General Meeting shall be:

a) Confirmation of the minutes of the previous Annual General Meeting.

b) Confirmation of the minutes of any Extraordinary General Meeting held since the previous Annual General Meeting.

c) Receipt of the President's Report.

d) Receipt of the Treasurer's Financial Report.

e) Receipt of the Auditor's Report.

f) Appointment of the Auditor.

g) General Business:

i. As per the agenda.

ii. Urgent or non-contentious issues raised from the floor and agreed to by the Officer Presiding, who shall have the right to defer the issue to a later meeting.

h) Election of the Association Committee.

i) Close of Meeting.

6. SPECIAL RESOLUTION

a) A Special Resolution is required to:

- Change the Association Name.
- Change the Association Rules.
- Change the Association Objects.
- Amalgamate with another Incorporated Association.
- Voluntarily wind-up The Association and distribute its property and funds.
- Expel a member.

b) A Special Resolution may be passed at a General Meeting provided that:

i. The members have been given at least twenty-one (21) days' written notice stating the intention to propose the resolution as a Special Resolution and;

ii. It is passed by at least 75% of the members entitled to vote, who do vote, either in person or by proxy at the meeting.

7. VOTING

7.1. VOTING AT GENERAL MEETINGS

Voting at all General Meetings will be by a show of hands unless a secret ballot is called for.

7.2. VOTING BY PROXY

a) An instrument appointing a proxy must be in the prescribed form and must be given to the Secretary or appointed officer prior to the commencement of the meeting to which it applies.

b) A Proxy vote may be exercised by any financial member on behalf of another financial member or by a Power of Attorney on behalf of a financial member.

c) A financial member of The Association or a Power of Attorney may exercise no more than two (2) proxy votes.

d) Proxies may relate to only one (1) meeting or any adjournment of that meeting.

8. GENERAL

8.1. ALTERATIONS TO THIS CONSTITUTION

Subject to the *Associations Incorporation Act 1981* any section of this Constitution may be amended, rescinded or added to by a Special Resolution carried at a General Meeting, provided that no such amendment, rescission or addition shall be valid until it has been submitted to and registered by the Registrations Officer of the Office of Fair Trading, within three (3) months after passing of the Special Resolution.

8.2. WINDING-UP

a) Winding-up

The Association may be wound up by a Special Resolution, passed by the members of The Association, at a General Meeting or an Extraordinary General Meeting, provided that a quorum is present. If there is no quorum then the winding-up shall proceed in accordance with the provisions of the *Associations Incorporation Act 1981*.

b) Distribution of Assets & Funds

In the event of The Association being dissolved, voluntarily or otherwise, in accordance with the provisions of the *Associations Incorporation Act 1981*, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes and which has rules prohibiting the distribution of its assets and income to its members. No property or funds shall be distributed amongst the members of The Association.

c) Revocation

If the Association is registered as a deductible gift recipient and is wound up or its endorsement as a deductible gift recipient is revoked, any surplus of the following assets will be transferred to another charitable organisation to which income tax deductible gifts can be made:

i. gifts of money or property for the principal purpose of The Association;

ii. contributions made in relation to an eligible fundraising event held for the principal objects of The Association; and

iii. money received by The Association because of such gifts and contributions.

8.3. FINANCIAL YEAR

The financial year for The Association shall close at midnight on 30th June each year.

8.4. FUNDS & ACCOUNTS

a) Accounts, in the name of The Association, shall be opened and maintained at Banks selected by the Committee.

b) The funds and property of The Association must be used solely to promote the Objects of The Association.

c) No funds shall be paid to any member by way of profit or salary.

d) Out-of-pocket expenses, incurred on behalf of The Association, shall be refunded to a member once approved by the Committee.

8.5. PAYMENTS

a) Payments shall be made using a negotiable instrument issued by The Association and signed by any two (2) of the four (4) authorised signatories, or by electronic funds transfer following approval by any two of the signatories.

b) All payments shall be approved and/or ratified by the Committee.

8.6. COMMON SEAL

The Committee must ensure that the Association has a Common Seal. The Common Seal must:

a) Be kept securely by the Committee.

b) Used only under the authority of the Committee.

c) Shall only be affixed to documents or instruments with the approval of the Committee.

d) Every instrument to which the Common Seal is attached shall be signed by the Secretary and one other member of the Committee.