

**SOUTH AUSTRALIAN RETIREMENT VILLAGES RESIDENTS' ASSOCIATION
INC.**

CONSTITUTION

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. DEFINITIONS

Committee means committee of management of the Association.

General Meeting means a general meeting of members of the Association convened in accordance with these rules.

Member means a member of the Association.

Month means a calendar month.

Special Resolution means a special resolution as defined in the Act.

The Act means the Associations Incorporation Act 1985 (South Australia).

The Regulations means the Associations Incorporation Regulations 2023 (South Australia).

Resident means a person who resides in a retirement village on either a permanent or rental basis.

3. AIMS AND OBJECTS

The objects of the Association shall be:

- 3.1. To advance the interests of the residents of retirement villages.
- 3.2. To assist members, members' appointed representatives or any person proposing to move into a retirement village.
- 3.3. To advocate on the behalf of residents and pursue issues affecting their lifestyle and/ or well-being, both as an autonomous body and, should the need arise, in conjunction with other organisations.

In pursuit of these objects, the Association shall:

- 3.4. Maintain an association that is non-sectarian, non-party political and not for profit.
- 3.5. Remain financially and constitutionally independent from bodies involved in developing and managing retirement villages.
- 3.6. Affiliate with any other body having like aims, membership or objects on such terms and conditions as mutually agreed.
- 3.7. Support and encourage the formation of residents' committees in retirement villages.

4. POWERS

The Association shall have all the powers conferred by Section 25 of the Act to further the objects of the Association.

5. MEMBERSHIP

5.1. Membership is available to any person who is a resident of a retirement village and accepts the Association's objects and rules.

5.2. Where two people occupy the same residence only one membership/subscription is payable.

5.3. The membership year shall be from the 1st of July to the 30th of June in each year.

6. REPRESENTATION

Membership shall entitle members to attend any SARVRA general meeting with full speaking rights. However, only one member per residence shall be entitled to vote at General Meetings or nominate for any SARVRA Management Committee position.

7. PROCEDURE FOR ADMISSION TO MEMBERSHIP

7.1. Applicants shall apply either via the SARVRA webpage or on the prescribed form supplied by their village SARVRA representative.

7.2. Membership shall lapse upon expulsion or failure to pay outstanding membership subscriptions for the current financial year.

7.3. Where membership subscription is paid by a village for all residences, and a resident departs from that village for any reason, the membership shall be transferred to the incoming resident.

7.4. When a member moves from one village to another, membership is transferred with the member for the remainder of the financial year.

8. HONORARY LIFE MEMBERSHIP

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

8.2. Nominations shall be submitted in writing to the Management Committee for consideration thirty (30) days prior to the Annual General Meeting.

8.3. Once approved, Honorary Life Membership shall be conferred on the recipient at the Annual General Meeting.

8.4. Honorary Life Members shall be entitled to all membership privileges without the payment of membership fees.

8.5. The recipient shall be presented with a suitability inscribed token of their Honorary Life Membership.

9. MEMBERS' LIABILITY

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.

10. MANAGEMENT COMMITTEE

10.1. The Management Committee shall always act in accordance with the aims and objects of the Association and within the powers delegated to it by this Constitution and by the Act.

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 manage and control the funds and other property of the Association.

10.2.3. To have the authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.

10.2.4. To maintain a current register of members with their address, telephone number, e-mail address and the date on which they became a member.

10.2.5. To expel a member of the Association.

a) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association

b) Particulars of the charge shall be communicated to the member at least one month before the meeting of the Committee at which the matter will be determined

c) At the decision of the Committee the member shall, (subject to 10.2.5d below) cease to be a member fourteen (14) days after the Committee has communicated its decision to the member

d) A member may appeal the expulsion from the Association at a general meeting. The intention to appeal shall be communicated to the secretary or Public Officer of the Association within fourteen (14) days after the Committee has communicated its decision to the member

e) In the event of an appeal under 10.2.5d above, the appellant's membership of the Association shall not be terminated unless the decision of the Committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard by the members of the Association, and in such event, membership will be terminated at the date of the general meeting at which the decision of the Committee is upheld.

10.2.6. To co-opt members.

The Management Committee may co-opt members for a specific purpose:

a) to give appropriate information and assistance to residents' committees

- b) to appoint sub-committees in accordance with the conditions set out in Section 12
- c) to fill casual vacancies on the Management Committee
- d) to do all such lawful things as are incidental or conducive to attaining the objects of the Association.

Members co-opted to the Committee 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.

11. MEMBERSHIP OF THE MANAGEMENT COMMITTEE

11.1. The Management Committee shall consist of a Chair, Vice-Chair, a Secretary and a Treasurer, all of whom shall be elected at the Annual General Meeting. Up to eight (8) Committee Members with no more than two (2) from any one village will make up the rest of the Management Committee.

11.2. All Committee members are required to declare any pecuniary interests that may conflict with the aims and objects of the Association.

11.3. To be nominated as Chair or Vice-Chair the nominee must have lived in a retirement village for at least one year.

11.4. Nominations for the Chair and Vice-Chair 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 be lodged with the Secretary no less than twenty-eight days (28) prior to the Annual General Meeting.

11.5. All nominations for ordinary Management Committee members 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 no less than seven (7) days prior to the Annual General Meeting.

11.6. If more than the required number of nominations is received, a Returning Officer shall be elected from the body of the members present, who shall conduct a secret ballot or ballots of those entitled to vote. The nominee who receives a simple majority of votes shall fill each vacancy.

11.7. If insufficient nominations are received for the positions, the Chair or Returning Officer shall declare those nominated to be elected and accept verbal nominations for the vacancies from the floor for ordinary committee positions. Any vacant positions remaining on the Committee shall be deemed to be casual vacancies.

11.8. An Executive of the Committee will be formed by the Chair, Vice-Chair and two other members of the Committee appointed by the Committee.

12. RULES GOVERNING THE OPERATIONS OF THE MANAGEMENT COMMITTEE

- 12.1. Each member of the Management Committee shall hold office from the date of the election or appointment until the next Annual General Meeting.
- 12.2. Retiring members shall be eligible for re-election, subject to nomination.
- 12.3. 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.
- 12.4. Notice of Management Committee meetings shall be given at the previous Management Committee meeting or by such other means as shall be determined by the Management Committee.
- 12.5. 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 a General Meeting.
- 12.6. Questions arising at any Committee 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.
- 12.7. The quorum for meetings of a Management Committee shall be four (4) members.
- 12.8. 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 conducted by those members present.

13. SUB-COMMITTEES

- 13.1. 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.
- 13.2. Sub-committees shall be responsible and accountable to the Management Committee and report on their activities at each meeting of the Management Committee.
- 13.3. Sub-committees shall not incur debts, enter contracts or make public statements without prior approval of the Management Committee.

14. GENERAL MEETINGS

- 14.1. The Association's financial year shall commence on 1st July and end on 30th June.
- 14.2. The Annual General Meeting shall be held on a day to be fixed in August.

Members will be advised of the date of the Annual General Meeting no less than twenty-one (21) days before the Meeting. At this time members:

- a) will be advised of the date, the place, the time of the meeting, how to nominate for the Committee and the names of those already nominated
- b) will also have access to the Constitution, nomination forms and the wording of any special resolutions proposed

c) will also be able to table questions for the Committee to be answered in the Meeting, suggest topics for discussion in the Meeting and suggest future directions for the Committee. Questions, suggestions for topics and future directions must be lodged with the Secretary no less than seven (7) days before the Annual General Meeting.

14.3. Business of the Annual General Meeting shall include:

- a) confirmation of the Minutes of the previous Annual General Meeting and any Special or General meeting held since the Annual General Meeting
- b) receipt of the Chair's report on the activities for the last financial year
- c) receipt of the Committee's report
- d) receipt of the Treasurer's report for the last financial year
- e) presentation and adoption of an audited statement of receipts and payments and a balance sheet for the last financial year
- f) consideration of any special or other resolution of which due notice has been given
- g) determination of the amount of the Annual Subscription
- h) election of Chair, Vice Chair, Secretary and Treasurer and up to eight (8) Management Committee members for the ensuing year
- i) appointment of the Association's Auditor.

14.4. 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 at least twenty-five (25) members.

14.5. No less than twenty-one (21) days' notice of a General Meeting shall be given to members. No less than twenty-one (21) days' notice will be given for consideration of a Special Resolution, as defined in Section 14. Such notice shall be given by hand, mail, email, or other method agreed upon by the Management Committee.

14.6. Voting at General Meetings shall be by show of hands unless a secret ballot is demanded by a minimum of twenty-five per cent (25%) of those attending and who are entitled to vote. Decisions shall be by a simple majority of those present except in the case of a special resolution. (Section 14).

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

14.8. If within thirty (30) minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened at the request of members shall lapse. In any other case, the meeting will stand adjourned to the next week, at a time and place as deemed suitable. 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.

15. SPECIAL RESOLUTION

A special resolution must be passed by seventy-five percent (75%) of the members present who are entitled to vote, at a General Meeting to effect the following changes:

- a) a change to the Association's name
- b) a change of the Association's rules
- c) a change of the Association's objects
- d) an amalgamation with another incorporated association
- e) to wind up the Association
- f) to apply for registration, or de-registration as a corporate body
- g) to raise funds by levy
- h) to remove one or more members from the Management Committee
- i) to grant Honorary Life Membership.

16. PUBLIC OFFICER

16.1. The Chair or a person appointed by the Chair shall be the Public Officer.

16.2. The Public Officer shall lodge returns and notices as shall be required by the current legislation.

16.3. 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 Services as required by the Associations Incorporation Act 1985.

17. DUTIES OF OFFICE BEARERS

17.1. The Chair or in the absence of that person, the Vice-Chair, shall preside at all meetings. Should no elected officers be present, the members present at the meeting shall elect one of their number to act as Chair.

17.2. The Secretary shall ensure that records of the business of the Association are kept, including:

- a) rules
- b) register of members
- c) minutes of all General and Management Committee meeting
- d) a file of correspondence

These records shall be available for inspection at reasonable hours by any member and shall be held in the custody of the Secretary.

17.3. The Treasurer shall ensure:

- a) that all money received by the Association is paid into an account in the Association's name
- b) that approval of the Management Committee is obtained for all expenditures
- c) that all accounting records that are necessary to correctly record and explain the Association's financial transactions and financial position are kept
- d) that an independent auditor prepares annual accounts in accordance with the requirements of the Act to be laid before the members of the Association at the Annual General Meeting for adoption
- e) that at each Management Committee meeting the following is presented:
 - i a statement of receipts and payments for the month preceding the meeting
 - ii a balance sheet as at the last day of the previous month
 - iii a list of accounts for payment and approval by the Management Committee
 - iv a list of payments made by either Electronic Funds Transfer or direct debit.

18. MISCELLANEOUS

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

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

18.3. 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.

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

18.5. Service of documents on the Association may be affected by service on the Public Officer or by service personally on two (2) members of the Management Committee.

18.6. Notices sent by post to members shall be deemed to have been received five (5) business days after the date of posting.

18.7. 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 directly or indirectly except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

18.8. 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 by a resolution of a General Meeting.

19. RULES AND AMENDMENTS

19.1. Alterations to this Constitution may be made at a Special or General Meeting by a resolution passed by three-quarters (75%) majority of those present and entitled to vote.

19.2. 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.

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

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