

Lady Clark Centre Inc.

Constitution

Version 3.1, June 2016

Document Development History

Build Status:

Version	Date	Author	Reason	Sections
1.0	18 August 2008	LCC Board	First major revision	All
2.0	14 October 2008	LCC Board	Format changes	All
2.1	1 December 2010	LCC Board	Approved amendments	Clause 26(1) and clause 26(4)

Amendments in this Release:

Section Title	Section Number	Amendment Summary
Name of Association	1	Deletion of 'Association' from name – Name now Lady Clark Centre Inc.
Associations Office	3	Deletion of '210 Montgomery Avenue, Seven Mile Beach' and replace with '10 Waldron Street, Claremont or any other place determined by the Board'
Income and Property of Association	6	Amended to provide for the purpose of the income and property of the Association, payment to members of the Board, payment s to employees, service, agents and contractors for services or for goods and requiring Board approval before any payment is made
Banking Finance	8 8.8	Inclusion of ability for any other person nominated by the Board on behalf of the Association to receive money on behalf of the Association and issue receipts, allow electronic funds transfers, to allow countersigning or authorising by at least one other member of the Board or the Centre Manager rather than the Public Officer Deletion of current clause 8.8 regarding determination of remuneration of servants of the Association at the Board June meeting and replacing it with a requirement that any contracts entered into by the Board need to be signed by at least two Board members or by one Board member and a Public Officer and have the Seal of the Association affixed
Votes	18	Deletion of clause 18.2 requiring all votes to be given personally allowing voting by way of proxy. Other than the Chairperson no-one else shall exercise more than three proxy votes.
Executive Committee	29	Deleting of Centre Managers as part of the Executive Committee. Executive Committee to be comprised of President, Vice President, Honorary Treasurer allowing that the Centre Manger may be invited to meetings of the Executive Committee but shall not form part of the Executive Committee
Disputes	34	Changed reference from Commercial Arbitration Act 1986 to Commercial Arbitration Act 2011 (Tas.) .
Circular Resolutions	26A	Inclusion of a new rule to provide for circular resolutions to pass resolutions of the Board outside of Board meetings unless the Board resolves that it can only be put at a meeting of the Board

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1 Name of Association

The name of the Association is as follows:

Lady Clark Centre Incorporated

2 Interpretation

In these rules -

"Act" means the [Associations Incorporation Act 1964](#);

"Association" means the association referred to in section 1;

"auditor" means the person appointed as the auditor of the Association under rule 9;

"basic objects of the Association" means the objects and purposes of the Association as stated in an application under section 7 of the Act for the incorporation of that Association;

"**board**" means a board as defined by the Act;

"general meeting" includes –

- (a) the annual general meeting; and
- (b) any special general meeting;

"ordinary business of the annual general meeting" means the business specified in rule 11(5);

"ordinary **board** member" means a member of the board to whom rule 23(1)(e) relates;

"special general meeting" means any general meeting other than the annual general meeting.

3 Association's office

The office of the Association is to be at the following place or any other place the Board determines:

10 Waldron Street, Claremont or any other place determined by the Board.

4 Objects and purposes of Association

In addition to the basic objects of the Association, the objects and purposes of the Association include the following:

- (a) to establish, conduct, carry on and maintain at any place or places in Tasmania, homes for ambulatory, retired persons as defined by the Retirement Villages Act, 2004 and to provide services and facilities for the use and benefit of such persons residing in any homes so provided.
- (b) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- (c) the buying, selling and supplying of, and dealing in, goods of all kinds;
- (d) the construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- (e) the accepting of any gift for any one or more of the objects or purposes of the Association;
- (f) the taking of any step the Board or the members in general meeting consider expedient for the purpose of procuring contributions to the funds of the Association;
- (g) the printing and publishing of any newspapers, periodicals, books, leaflets or other documents the Board or the members in general meeting consider desirable for the promotion of the objects and purposes of the Association;
- (h) the borrowing and raising of money in any manner and on terms –
 - (i) the Board thinks fit; or
 - (ii) approved or directed by resolution passed at a general meeting;
- (i) subject to the provisions of the [Trustee Act 1898](#), the investment of any moneys of the Association not immediately required for any of its objects or purposes in any manner the Board determines;
- (j) the making of gifts, subscriptions or donations to any of the funds, authorities or institutions to which section 78(1)(a) of the *Income Tax Assessment Act 1936* of the Commonwealth relates;
- (k) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Association and their dependants, and the granting of pensions, allowances or other benefits to servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- (l) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- (m) the purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities and engagements of any Association with which the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;
- (n) the doing of any lawful thing incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in this rule.

5 Membership of Association

1. A person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association.
2. A person who is not a member of the Association at the time of the incorporation of the Association is not to be admitted to membership –

- (a) unless the person is nominated in accordance with sub-rule (3); and
 - (b) the admission as a member is approved by the Board.
- 3. A nomination of a person who is not a resident of the Centre, for membership of the Association is to be:–
 - (a) made in writing and signed by 2 members of the Association; and
 - (b) accompanied by the written consent of the person nominated; and
 - (c) lodged with the public officer of the Association.
- 4. The consent referred to in sub-rule (3) may be endorsed on the nomination.
- 5. As soon as practicable after the receipt of a nomination, the public officer is to refer the nomination to the Board.
- 6. On a nomination being approved by the Board the public officer –
 - (a) is to notify the nominee, in writing, that he or she has been approved for membership of the Association; and
 - (b) is to enter the nominee's name in a register of members.
- 7. A member of the Association may resign from the Association by delivering or sending by post to the public officer a written notice of resignation.
- 8. On receipt of a notice from a member under sub-rule 7, the public officer is to remove the name of the member from the register of members.
- 9. A person –
 - (a) by virtue of payment of their donation for admission, therefore, by right of tenancy and approval for admission by the board automatically becomes a member of the Association.
 - (b) becomes a member of the Association when his or her name is entered in the register of members; and
 - (c) ceases to be a member of the Association when his or her name is removed from the register of members.
- 10. Any right, privilege or obligation of a person as a member of the Association –
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on the cessation of the membership.
- 11. If the Association is wound up, each member of the Association, and each person who, was a member of the Association within the period of 12 months immediately preceding the commencement of the winding up, is liable to contribute –
 - (a) to the assets of the Association for payment of the debts or liabilities of the Association; and
 - (b) for the costs, charges and expenses of the winding up; and
 - (c) for the adjustment of the rights of the contributories among themselves.
- 12. Any liability under sub-rule (11) is not to exceed Twenty Dollars (\$20.00).
- 13. A former member is not liable to contribute under sub-rule (11) in respect of any debt or liability of the Association contracted after he or she ceased to be a member.

6 Income and property of Association

1. The income and property of the Association is to be applied solely towards the promotion of the Basic Objects of the Association and the additional objects and purposes of the Association as set out in rule 4.
2. A member of the Board may be paid an honorarium or expenses as approved in the Association's annual budget.
3. The Association may pay an employee, servant, agent or contractor of the Association remuneration in return for services rendered to the Association or for goods supplied to the Association in the ordinary course of business.
4. The Association must not pay a person any amount pursuant to this rule 6 unless the Association or Board has first approved that payment.
5. No portion of the income and property of the Association is to be paid or transferred to any member of the Association, except for reimbursement of approved expenses incurred, and as provided in sub clause 2 of this Clause 6.

7 Accounts of receipts and expenditure

1. True accounts are to be kept of –
 - (a) all money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
 - (b) the property, credits and liabilities of the Association.
2. The accounts are to be open to inspection by the members of the Association subject to any reasonable restrictions as to time and manner of inspecting the Association may impose.
3. The Treasurer of the Association is to keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in the form and manner the Board directs.
4. The accounts, books and records are to be kept at the Association's office or at any other place the Board decides.

8 Banking and finance

1. The Treasurer of the Association or any other person nominated by the Board, on behalf of the Association, is to –
 - (a) receive all money paid to the Association; and
 - (b) immediately after the receipt issue official receipts.
2. The Board is to cause to be opened with any bank, building society or credit union the Board selects an account in the name of the Association into which all money received is to be paid as soon as possible after receipt.
3. The Board may –
 - (a) receive from the Association's financial institution the cheques drawn by the Association on any of its accounts with the financial institution; and

- (b) release and indemnify the financial institution from and against all claims, actions, suits or demands that may be brought against the financial institution arising directly or indirectly out of those cheques.
- 4. Except with the authority of the Board, a payment of any sum exceeding \$10 is not to be made from the funds of the Association otherwise than by payment drawn on the Association's account.
- 5. The Board may provide the Treasurer with a sum to meet urgent expenditure, subject to any conditions in relation to the use and expenditure the Board may impose.
- 6. Financial transactions are not to be drawn on the Association's account except for the payment of expenditure that has been authorised by the Board.
- 7. All financial transactions, are to be –
 - (a) signed or authorised by the Treasurer or, in his or her absence, by any other member or members of the Board the Board nominates for that purpose; and
 - (b) countersigned or authorised by at least one other member of the Board or appointed staff officer.
- 8. Any contracts entered into by the Board are to be signed by at least two (2) Board members or by one Board member and the appointed staff officer of the Association and have the seal of the Association affixed in accordance with Clause 38.

9 Auditor

- 1. At each annual general meeting of the Association, the members present are to appoint a person as the auditor of the Association.
- 2. The auditor is to hold office until the annual general meeting next after that at which he or she is appointed and is eligible for re-appointment.
- 3. The first auditor may be appointed by the Board before the first annual general meeting, and holds office until the first annual general meeting, unless earlier removed by a resolution of the members at a general meeting, when that meeting may appoint an auditor to act until the first annual general meeting.
- 4. If an appointment is not made at an annual general meeting, the Board is to appoint an auditor for the current financial year of the Association.
- 5. Except as provided in sub-rule 3, the auditor may only be removed from office by special resolution.
- 6. If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Board may appoint a person as the auditor to hold office until the next succeeding annual general meeting.

10 Audit of accounts

- 1. The auditor is to examine the accounts of the Association at least once in each financial year of the Association.
- 2. The auditor is to –
 - (a) certify as to the correctness of the accounts of the Association; and
 - (b) report to the members present at the annual general meeting.
- 3. In the report and in certifying to the accounts, the auditor is to state if –

- (a) he or she has obtained the required information; and
- (b) in his or her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association –
 - (i) according to the information at his or her disposal and the explanations given; and
 - (ii) as shown by the books of the Association; and
 - (iii) the rules relating to the administration of the funds of the Association have been observed.
- 4. The public officer of the Association is to cause to be delivered to the auditor a list of all the accounts, books and records of the Association.
- 5. The auditor may –
 - (a) have access to the accounts, books, records, vouchers and documents of the Association; and
 - (b) require from the servants of the Association any information and explanations he or she considers necessary for the performance of the duties as auditor; and
 - (c) employ persons to assist in investigating the accounts of the Association; and
 - (d) in relation to the accounts of the Association, examine any member of the Board or any servant of the Association.

11 Annual general meeting

- 1. The Association is to hold an annual general meeting each year.
- 2. The annual general meeting is to be held on any day (being not later than 30 November each year, as specified in section 14(1)(b) of the *Retirement Villages Act 2004* the Board determines.
- 3. The annual general meeting is to be in addition to any other general meetings that may be held in the same year.
- 4. The notice convening the annual general meeting is to be given in accordance with section 14 of the *Retirement Villages Act*¹ and shall:
 - (a) be accompanied with the applicable documents specified in sections 14(5)(a), (b) and (c) (d) and (f) of the *Retirement Villages Act 2004*; and
 - (b) specify the purpose of the meeting; and
 - (c) for the purposes of section 14 (5)(e) of the *Retirement Villages Act 2004* include an invitation to residents and tenants:
 - (i) to submit written questions to the operator at least 5 business days before the date of the meeting; and
 - (ii) to ask any other questions at the meeting.
- 5. The ordinary business of the annual general meeting is to be as follows:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Board, auditor and servants of the Association reports on the transactions of the Association during the last preceding financial year;
 - (c) to elect the officers of the Association and the ordinary Board members;

¹ See Appendix 1 for an extract from the *Retirement Villages Act 2004*

- (d) to appoint the auditor and determine his or her remuneration;
- (e) to determine the remuneration of servants of the Association.
- 6. The annual general meeting may transact special business of which notice is given in accordance with these rules.
- 7. The Board shall prepare and lay before the members at each annual general meeting the President's report of the affairs of the Association, together with a statement of income received from residents and tenants, and expenditure from that income, for the previous year, with such statement to be duly audited in accordance with section 14(6) of the Retirement Villages Act 2004.

12 Special general meetings

- 1. The Board may convene a special general meeting of the Association at any time.
- 2. The Board, on the requisition in writing of at least 10 members, may convene a special general meeting of the Association.
- 3. A requisition for a special general meeting –
 - (a) is to state the objects of the meeting; and
 - (b) is to be signed by the requisitionists; and
 - (c) is to be deposited at the office of the Association; and
 - (d) may consist of several documents, each signed by one or more of the requisitionists.
- 4. If the Board does not cause a special general meeting to be held within 21 days from the day on which a requisition is deposited at the office of the Association, the requisitionists, or any of them, may convene the meeting within 3 months from the day of the deposit of the requisition.
- 5. A special general meeting convened by requisitionists is to be convened in the same manner as nearly as possible as meetings are convened by the Board.
- 6. All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

13 Notices of general meetings

- 1. The Public Officer of the Association, at least 14 days before the date fixed for holding a general meeting of the Association, is to cause to be inserted in at least one newspaper published in this State an advertisement –
 - (a) specifying the place, day and time for the holding of the meeting; and
 - (b) the nature of the business to be transacted at the meeting.

14 Business and quorum at general meetings

- 1. All business transacted at a general meeting, except the ordinary business of the annual general meeting, is special business.
- 2. Business is not to be transacted at a general meeting unless a quorum of members entitled to vote is present at the time the meeting is considering that business.
- 3. A quorum for the transaction of the business of a general meeting is 15 members present and entitled to vote.

4. If a quorum is not present one hour after the appointed time for the commencement of a general meeting, the meeting –
 - (a) if convened on the requisition of members, is to be dissolved; or
 - (b) in any other case, is to be adjourned to the same day in the next week at the same time at the same place.
5. If at an adjourned meeting a quorum is not present one hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.
6. The Chairperson, by written notice or at the time of the adjournment, may specify another place to which a meeting is to be adjourned.

15 President to preside at general meetings

1. The President, or in his or her absence, the Vice-President, is to preside as chairperson at every general meeting of the Association.
2. If the President and Vice-Presidents are absent from a general meeting, the members present are to elect one of their number to preside as chairperson.

16 Adjournment of general meetings

1. The chairperson of a general meeting at which a quorum is present may, with the consent of 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 meeting is adjourned for 14 days or more, the notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.
3. It is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17 Determination of questions arising at general meetings

1. A question arising at a general meeting of the Association is to be determined on a show of hands.
2. Unless before or on the declaration of the result 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, and 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.

18 Votes

1. On any question arising at a general meeting of the Association, a member has one vote only.

2. A member may attend a general meeting by appointing any person subject to the provisions of this rule as a proxy to vote at the meeting on their behalf in accordance with the provisions of the *Retirement Villages Act 2004*. Other than the Chairperson of the meeting no other person shall exercise more than three proxy votes.
3. In the case of an equality of voting on a question, the Chairperson has a second or casting vote.

19 Taking of poll

1. If at a meeting a poll on any question is demanded –
 - (a) it is to be taken at that meeting in the manner the Chairperson directs; and
 - (b) the result of the poll is taken to be the resolution of the meeting on that question.

20 When poll to be taken

1. A poll that is demanded on the election of a Chairperson, or on a question of adjournment, is to be taken immediately.
2. A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the Chairperson directs.

21 Affairs of Association to be managed by a Board

1. The affairs of the Association are to be managed by a Board, as provided in Rule 23.
2. The Board must incorporate in its Terms of Reference the specific duties and responsibilities for any elected positions.
3. The Board:
 - (a) is to control and manage the business affairs of the Association; and
 - (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association; and
 - (c) has power to do anything that appears to the Board to be essential for the proper management of the business and affairs of the Association.

22 Officers of the Association

1. The officers of the Association, who shall not be residents of the Centre and are elected at the annual general meeting of the Association in each year, are as follows:-
 - (a) President, Chairman
 - (b) Vice President
 - (c) Honorary Treasurer
2. The provisions of rule 24(2), (3) and (4), so far as they are applicable and with the necessary modifications, apply in relation to the election of persons to any of the offices referred to in sub-rule (1).
3. Each officer of the Association is to hold office until the annual general meeting next after the date of election, and is eligible for re-election.

4. If a casual vacancy in any officer position referred to in sub-rule (1) occurs, the Board may appoint one of its members to the vacant position, to hold the office up to and including the conclusion of the annual general meeting next following the date of the appointment.

23 Constitution of the Board

1. The Board consists of the following members elected at the Annual General Meeting of the Association in each year –
 - (a) President, Chairman
 - (b) Vice President
 - (c) Treasurer
 - (d) Minimum of three, maximum of five other members
 - (e) The number of residents of the Centre who are members of the Board in any year shall be a maximum of two (2)
2. An ordinary Board member is to hold office until the annual general meeting next after the date of election, and is eligible for re-election.
3. If a casual vacancy occurs in the office of ordinary Board member, the Board may fill the vacancy until the conclusion of the annual general meeting next following the date of the appointment.
4. A Director may be removed from office, for a failure to comply with his or her obligations under the Constitution, by a 75% majority vote of the Board of Directors present at a regular meeting or at a special meeting called for that purpose.

24 Election of numbers of the Board

1. Nominations of candidates for election as officers of the Association or as ordinary Board members are to be –
 - (a) made in writing signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
 - (b) delivered to the Public Officer of the Association at least 10 days before the date fixed for the holding of the annual general meeting.
2. If insufficient nominations are received to fill all vacancies on the Board –
 - (a) the candidates nominated are taken to be elected; and
 - (b) further nominations may be received at the annual general meeting.
3. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
4. If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.
5. The ballot for the election of officers and ordinary Board members is to be conducted at the annual general meeting in the usual manner as directed by the Board.

25 Vacation of office

1. For the purpose of these rules, the office of an officer of the Association or of an ordinary Board member becomes vacant if the officer or Board member –

- (a) dies; or
- (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his or her estate for their benefit; or
- (c) becomes of unsound mind; or
- (d) resigns office in writing addressed to the Board; or
- (e) ceases to be resident in the State; or
- (f) fails, without leave granted by the Board, to attend three (3) consecutive meetings of the Board; or
- (g) ceases to be a member of the Association.

26 Meetings of the Board and of sub-committees

1. The Board is to meet a minimum of six (6) times a year, and at least every two months, or at any other time as required for the transaction of the business of a meeting of the Board, at any place and time the Board determines.
2. Special meetings of the Board may be convened by the president or any four (4) of its members.
3. Notice is to be given to members of the Board of any special meeting, specifying the general nature of the business to be transacted, and no other business is to be transacted at such a meeting.
4. A majority of current membership of the Board constitutes a quorum for the transaction of the business of a meeting of the Board.
5. Business is not to be transacted unless a quorum is present.
6. If half an hour after the time appointed for the meeting a quorum is not present, the meeting is to be adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it is to be dissolved.
7. At a meeting of the Board, the following is to preside:
 - (a) the President, or in his or her absence the Vice-President, or in the absence of both, any one of the remaining members of the Board as may be chosen by the members present.
8. Any question arising at a meeting of the Board or of any subcommittee appointed by the Board is to be determined –
 - (a) on a show of hands; or
 - (b) if demanded by a member, by a poll taken in any manner the person presiding at the meeting determines.
9. Each member present at a meeting of the Board or of any subcommittee appointed by the Board (including the person presiding at the meeting) is entitled to one vote.
10. If there is an equality of votes on any question, the person presiding has a second or casting vote.
11. Written notice of each Board meeting is to be served on each member of the Board by –
 - (a) delivering it at a reasonable time before the meeting; or
 - (b) sending it by post in a prepaid envelope addressed to his or her usual or last-known address in time to reach him or her in due course of post before the date of the meeting.
12. The Board shall cause minutes to be duly entered in books provided for that purpose

- (a) of all appointments of offices
- (b) of names of the Board members present at each meeting;
- (c) of all orders made by the Board
- (d) of all resolutions and proceedings of general meetings and of meetings of the Board;

And such minutes of any meeting of the Board or of the Association shall be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting and, if purporting to be so signed shall be receivable as prima facie evidence of the matter stated in such minutes.

26A Circular Resolutions

- (a) Subject to clause 26A (e), the Board may pass a resolution without a Board meeting being held if a simple majority of all the Board members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Board member constituting the majority of the Board signs.
- (b) For the purposes of clauses 26A (a) and 26A (b), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.
- (c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- (d) A resolution that is put to the Board under this clause 26A is to be taken to have been put to a meeting of the Board and must be minuted accordingly.
- (e) A resolution may not be passed under clause 26A (a) if, before it is circulated for voting under this clause the Board resolves that it can only be put at a meeting of the Board.

27 Disclosure of interest in contracts

1. A member of the Board who is interested in any contract or arrangement made or proposed to be made with the Association is to disclose the interest –
 - (a) at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if the interest then exists; or
 - (b) in any other case, at the first meeting of the Board after the acquisition of the interest.
2. If a member of the Board becomes interested in a contract or arrangement after it is made or entered into, he or she is to disclose the interest at the first meeting of the Board after he or she becomes so interested.
3. A member of the Board is not to vote as a member of the Board in respect of any contract or arrangement in which he or she is interested and any such vote is not to be counted.

28 Sub-committees

1. The Board may –
 - (a) appoint a sub-committee from the Board; and
 - (b) prescribe the powers and functions of that sub-committee.

2. The Board may co-opt any person as a member of a sub-committee without voting rights, whether or not the person is a member of the Association.
3. A quorum at a meeting of the subcommittee is three (3) appointed members.
4. The public officer of the Association is to convene meetings of a sub-committee or appoint another Board member to act in his or her stead.
5. Written notice of each sub-committee meeting is to be served on each member of the sub-committee by –
 - (a) Delivering it at a reasonable time before the meeting; or
 - (b) by sending it by post in a prepaid envelope addressed to his or her usual or last-known address in time to reach him or her in due course of post before the date of the meeting.

29 Executive Committee

1. The President, the Vice-President and the Treasurer constitute the Executive Committee. The Centre Manager may be invited to attend meetings of the Executive Committee (but shall not have any voting rights).
2. The Executive may issue instructions to the Public Officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the period between meetings of the Board.
3. The Executive is to report on any instructions issued under sub-rule (2) to the next meeting of the Board.

30 Financial year

1. The financial year of the Association is the period beginning on 1 July in one year and ending on the 30 June the next following year.

31 Notices

1. A notice may be served by or on behalf of the Association on any member –
 - (a) personally; or
 - (b) by sending it through the post in a prepaid envelope addressed to the member at his or her usual or last-known address;
 - (c) by sending it via any email or facsimile number which has been provided by any member to the Association from time to time.

32 Expulsion of members

1. The Board may expel a member from the Association if, in the opinion of the Board, the member is guilty of conduct detrimental to the interests of the Association.
2. The expulsion of a member under sub-rule (1) does not take effect until whichever of the following is the later date:
 - (a) the expiration of 14 days after the service on the member of a notice under sub-rule (3);

- (b) if the member exercises his right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- 3. If the Board expels a member from the Association, the public officer of the Association, without undue delay, is to cause to be served on the member a notice in writing –
 - (a) stating that the Board has expelled the member; and
 - (b) specifying the grounds for the expulsion; and
 - (c) informing the member of a right to appeal against the expulsion under rule 34.

33 Appeal against expulsion

- 1. A member may appeal against an expulsion under rule 33 by delivering or sending by post to the public officer of the Association, within 14 days after the service of a notice under rule 33(3), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- 2. On receipt of a requisition –
 - (a) the public officer is to immediately notify the Board of its receipt; and
 - (b) the Board is to cause a special general meeting of members to be held within 21 days after the date on which the requisition is received.
- 3. At a special general meeting convened for the purpose of this rule –
 - (a) no business other than the question of the expulsion is to be transacted; and
 - (b) the Board may place before the meeting details of the grounds of the expulsion and the Board reasons for the expulsion; and
 - (c) the expelled member is to be given an opportunity to be heard; and
 - (d) the members present are to vote by secret ballot on the question whether the expulsion should be lifted or confirmed.
- 4. If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion –
 - (a) the expulsion is to be taken to have been lifted; and
 - (b) the expelled member is entitled to continue as a member of the Association.
- 5. If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion –
 - (a) the expulsion takes effect; and
 - (b) the expelled member ceases to be a member of the Association.

34 Disputes

- 1. A dispute between a member of the Association in the capacity as a member and the Association is to be determined by arbitration in accordance with the provisions of the [Commercial Arbitration Act 2011](#) (Tas.).
- 2. This rule does not affect the operation of rule 33.

35 Accommodation

1. The Board shall have full power and authority over all accommodation which may be owned or controlled by the Association including the right to:-
 - (a) Fix fees and charges for accommodation and the conditions under which accommodation is made available; and
 - (b) allot accommodation and refuse admission to any person for any reason therefore; and
 - (c) prescribe the information required from any application for accommodation and require such information to be supported by statutory declaration if they so decide; and
 - (d) make rules for good order and management of the accommodation facilities and for the good order and management and control of the members, residents and their visitors.

36 Life Membership

1. The Association may from time to time accept nomination for a person or persons to be honoured by Life Membership of the Association provided that:-
 - (a) the person so nominated has given outstanding or meritorious service to the Association during his or her time as a member of the Association; and
 - (b) the person so nominated has been a member of the Association for a period of not less than ten years; and
 - (c) nominations must be in writing, proposed and seconded only by members of the Association; and
 - (d) a nomination for Life Membership, duly proposed and seconded, must be lodged with the Public Officer at least twenty-eight (28) days prior to a general meeting.
 - (e) The proposed Life Membership will be conferred on the nominee at the Annual General Meeting following nomination.

37 Amendment of Rules

1. No alteration to or amendment of the rules and no additional rules shall be made except by special resolution. Notice in writing of any such proposed alteration or amendment shall be in writing and shall be lodged with the Public Officer not less than twenty-one (21) days before the date of such general meeting and shall be signed by not less than five members.

38 Seal of Association

1. The seal of the Association is to be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "Seal".
2. The seal of the Association is not to be affixed to any instrument except by the authority of the Board.
3. The affixing of the seal is to be attested by the signatures of –
 - (a) two members of the Board; or
 - (b) one member of the Board and the appointed staff officer of the Association or any other person the Board may appoint for that purpose.

4. Attestation under sub-rule (3) is sufficient for all purposes that the seal was affixed by authority of the Board.
5. The seal is to remain in the custody of the public officer.

Appendix 1

The following extract from the *Retirement Villages Act 2004* relates to rule 11 and the requirements for annual general meetings of the Association.

Rule 11(a) provides that the documents referred to in section 14(5)(a), (b) and (c) of the Retirement Villages Act will be made available for inspection by members prior to the annual general meeting rather than be provided with the notice for the meeting. However, the requirement for a balance sheet for the retirement village to be included with the notice of meeting, as per section 14(5)(f), would still apply.

Extract from Retirement Villages Act 2004

Section 14. Meetings of residents and tenants

- (5) A notice for an annual general meeting under subsection (1) is to be accompanied by –
- (a) if the retirement village was operating at any time during the previous financial year, a statement of income received from residents and tenants, and expenditure from that income, for the previous financial year; and
 - (b) a statement of estimates of income from residents and tenants, and expenditure from that income, for the current financial year; and
 - (c) a statement of estimates of income, from any source, and expenditure, for the current financial year in respect of any contingency, sinking or other reserve fund or account established for the purposes of capital replacement or improvements, irregular long-term maintenance or other similar items; and
 - (d) such other information as the regulations may require; and
 - (e) an invitation to residents and tenants –
 - (i) to submit written questions to the operator at least 5 business days before the date of the meeting; and
 - (ii) to ask any other questions at the meeting; and
 - (f) a balance sheet for the retirement village together with a summary expressed in clear and simple terms of the general effect of the balance sheet.