



**SOMERSET**  
INDOOROPILLY



**RESIDENTS' CONSTITUTION**  
**2023**

**UNCONTROLLED DOCUMENT**

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Controlled document held in Somerset Library

**Acknowledgment**

*The Residents Constitution for Somerset Indooroopilly Retirement Village is based on the Association of Residents of Queensland Retirement Villages (ARQRV) Model Constitution, with reference to Residents’ Committee guidelines produced by Kingsford Terrace, Corinda, The Pavilion, North Kirra, and the Residents Constitution developed for The Village, Yeronga, Retirement Villages, with appreciation of their shared experiences.*

**Acknowledgment- Working Party members.**

*Jill Hewitt (Chair) Deborah Prior (Secretary)  
Graeme Allinson, Tom Eggers, Peter Gray, Scott Gregory, Frances Noonan, Lyn Ruttley, Mike Ward.*

*John Roberts, (JR) (attended four meeting, resigned 15 September 2023)  
John Boyd attended in JR’s absence, meeting-11 September 2023*

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## 1 THE CONSTITUTION

### 1.1 Name of the Constitution

This constitution is known as the ***Constitution of the Residents of SOMERSET Indooroopilly Retirement Village***.

### 1.2 Purpose of the Constitution

The Constitution clarifies and reinforces procedures specified in the Retirement Villages Act 1999 (RV Act) or Retirement Villages Regulation 2018, and provides additional procedures for the consistent, transparent, and harmonious participation of residents in the affairs of the village; namely:

- (1) keeping and amending the Constitution
- (2) holding residents meetings
- (3) voting by residents
- (4) establishing and operating a Residents' Committee
- (5) establishing and operating a residents' fund
- (6) establishing and operating sub committees
- (7) forming working groups and advisory panels
- (8) making, changing, or rescinding village by-laws.

### 1.3 The Constitution and the law

- (1) The Constitution is subject to the provisions of the RV Act and the current RV Regulation.
- (2) If any part of the Constitution is inconsistent with the RV Act or the Regulation, the provisions of the RV Act or the RV Regulation prevail (s128(2)).

*\*Relevant provision/s of the RV Act must be taken into account.*

### 1.4 To whom does the Constitution relate

- (1) Every resident of Somerset Indooroopilly Retirement Village (the residents), who wish to be involved, may participate in the affairs of the village. (s.3(2)(d)).
- (2) The Constitution applies to every resident singularly or collectively, who from time-to-time, participates in the affairs of the village specified in the RV Act or the Constitution.
- (3) \*The Residents' Committee must conform with the Constitution (s 128(3)).

*\*Relevant provision/s of the RV Act must be taken into account.*

## 1.5 Changes to the Constitution

- (1) A working party of at least 5 residents and at least one member of the Residents' Committee may be established to develop constitutional changes in consultation with all residents.
- (2) At least 21 days written notice of the vote, and the wording of the proposed change, must be given to each resident by the secretary.
- (3) A majority of residents at a meeting who are entitled to vote, and who vote either in person, by proxy or postal vote, must approve an amendment to the Constitution.
- (4) If the entire constitution is to be revised a vote must be taken on a single resolution to rescind the existing Constitution and adopt the revised constitution, as submitted to the meeting.
- (5) Typographical errors which do not affect the content of the Constitution may be corrected without complying with the above procedures.
- (6) A concise record of all amendments and corrections must be annexed to the Constitution.

## 1.6 Keeping of and access to the Constitution

- (1) The Residents' Committee is responsible for maintaining and storing the master copy of the Residents Constitution.
- (2) A copy of the Constitution, for residents reference, must be kept in the Somerset Indooroopilly Retirement Village Library.
- (3) A resident may ask for and must be given a current copy of the Constitution by the secretary of the Residents' Committee.

# 2 RESIDENTS' MEETINGS

## 2.1 Quorum at a Residents' Meeting

- (1) Clause 2.1 applies to every Residents' Meeting regardless of its purpose.
- (2) A quorum at a Residents' Meeting is 15% of the total number of residents, who are entitled to vote, and attend in person.
- (3) The quorum must be confirmed by the chairperson at the commencement of the meeting.
- (4) Where the quorum is not achieved within 15 minutes of the meeting time, the meeting must be postponed, but not for more than 3 weeks.
- (5) Where the quorum stated above is not achieved for a meeting, the quorum for the rescheduled meeting only, may be reduced to 10% of the total number of residents who are entitled to vote and attend in person.

## 2.2 Conducting Residents' Meetings

- (1) Clause 2.2 applies to every Residents' Meeting regardless of its purpose.
- (2) A meeting of residents will be chaired by the chairperson or vice chairperson of the Residents' Committee. In the absence of the chairperson and vice chairperson the residents at the meeting will decide on a person to act as chairperson for that meeting.
- (3) At a meeting of residents, the chairperson must allow and ensure each speaker is provided a reasonable time for addressing the meeting without being subject to bullying, harassing, or disrupting behaviour.
- (4) At a Residents' Meeting the chairperson must address any person's unreasonable behaviour (including protracted and/or valueless monologues) and ask those present to decide if it is in order for the person to continue or to end such behaviour.
- (5) Full and accurate minutes must be taken by the secretary of the Residents' Committee at every Residents' Meeting and these must be available to all residents by placing the draft minutes on the noticeboard within a reasonable time after the meeting.
- (6) The draft minutes must be presented for confirmation at the next residents meeting.
- (7) Following an appropriate announcement by the chairperson, the secretary may take an electronic recording of a meeting which must be retained until the minutes are confirmed.
- (8) The secretary of the Residents' Committee must keep:
  - (a) the minutes of Residents' Meetings; and
  - (b) a register with details of significant resolutions made by residents (e.g., changing of residents voting entitlements).
- (9) The secretary of the Residents' Committee, if given a written request, must, within a reasonable time, provide the following to a resident:
  - (a) a copy of the draft or the confirmed minutes from a previous meeting; or
  - (b) a report to be presented at the next meeting.
- (10) Where a Residents' Committee has not been established, the Constitution does not prohibit residents from calling Residents' Meetings in the same manner as a Residents' Committee.

## 2.3 General Residents' Meetings

- (1) Clauses 2.1 and 2.2 of the Constitution apply to General Residents' Meetings.
- (2) General Residents' Meetings, are meetings, which:
  - (a) are held regularly; and
- (7) are called by the Residents' Committee; and

- (b) conduct the general business for the affairs of the village as provided in clause 2.3 (3) (4)
- (3) General Residents' Meetings must be held at least three times a year.
- (4) The Residents' Committee will call and arrange General Residents' Meetings.
- (5) The date, time and venue for each General Residents' Meeting will be set at the previous meeting.
- (6) If it is necessary to change the date of the General Residents' Meeting, the secretary of the Residents' Committee, following a decision by the majority of the Residents' Committee members, will arrange such a meeting.
- (7) Written notice of a Residents' Meeting must be given to each resident, by letter box or by email, at least 14 days before the date of the meeting (s 132(1)).
- (8) A notice of a general residents meeting must at least include:
  - (a) date, time, and venue
  - (b) statement explaining the quorum and that it must be achieved for the meeting to be held.
  - (c) statement providing the behavioural ground rules for the meeting in clause 2.2. (3)
  - (d) an agenda.
  - (e) draft minutes from previous Residents' Meeting.
- (9) Business to be conducted at a general Residents' Meeting will include at least the following items:
  - (a) announcement of meeting ground rules stated in clauses 2.2(3) & (4)
  - (b) confirmation of the draft minutes from the previous Residents' Meeting
  - (c) residents issues of concern lodged on notice and,
  - (d) additional issues of concern raised from the floor of the meeting, for discussion and resolution,
  - (e) reports from the Residents' Committee and all relevant subcommittees,
  - (f) discussion and vote relating to items raised in the above reports,
  - (g) treasurer's report regarding residents' funds,
  - (h) discussion and vote to expend residents' funds,
  - (i) review of monthly nominated amount for expenditure by the Residents' Committee,
  - (j) \*village manager's report, including village financial matters, presented on invitation from Residents' Committee (s 132(3)(c))
  - (k) additional items may include a financial report.
- (10) Agenda items, to be included in additional items, may be given in writing to the secretary of the Residents' Committee no less than 24 hours before

the Resident' Meeting.

*\*Relevant provision/s of the RV Act must be taken into account.*

## 2.4 Special or Urgent Residents' Meeting

- (1) Clauses 2.1 and 2.2 of the Constitution apply to special or urgent meetings.
- (2) A meeting of residents, for a purpose other than a general Residents' Meeting, may be called by the Residents' Committee (*special residents meeting*).
- (3) Residents may request the Residents' Committee to call a residents meeting for any purpose (*special residents meeting*) by giving the secretary of the Residents' Committee a written request stating the purpose of the meeting and the request is signed by no less than 10% of residents entitled to vote, (one person per apartment).
- (4) Where a request by residents to call a special Residents' Meeting has been given to the secretary of the Residents' Committee, a notice of special Residents' Meeting must be given to each resident within 21 days from when the request was given to the secretary.
- (5) If the meeting requested by residents has not been called by the Residents' Committee within the stipulated time, the requisitioning residents may call the meeting in the same manner as a Residents' Committee.
- (6) Written notice of a special Residents' Meeting must be given to each resident, by letter box or email, 14 days before the date of the meeting except in the case mentioned in clause 2.4. (7).
- (7) \*Where circumstances are considered urgent by the Residents' Committee, or by 10% of residents who are entitled to vote and make a request to the Residents' Committee to call a special Residents' Meeting. The period of notice may be reduced if considered reasonable in the circumstances but, not less than 2 days (*urgent residents meeting*) (s 132(2)).
- (8) A notice of a special or urgent residents meeting must include:
  - (a) date, time, and venue,
  - (b) the purpose of the special residents meeting or the urgent residents meeting.
- (9) Where a residents meeting is convened in urgent circumstances or for a special purpose only the business specified in the notice of the meeting may be conducted at the meeting.

*\*Relevant provision/s of the RV Act must be taken into account.*

## 2.5 Annual General Meeting of Residents



- (1) Clauses 2.1 and 2.2 of the Constitution apply to Annual General Meetings of residents.
- (2) \* The Annual General Meeting of Residents will be held, at least 14 days before the end of the financial year in June and after receipt of the draft budget and quantity surveyor report from the scheme operator.
  - (a) As distinct from the meeting of residents called annually by the scheme operator under s 131 of the RV Act to present the annual financial statements.
- (3) The Annual General Meeting must include the following matters:
  - (a) confirmation of draft minutes not already confirmed at a previous residents meeting,
  - (b) annual reports from each subcommittee,
  - (c) discussion and resolution of matters raised from annual reports,
  - (d) announcing results of the election of members of the Residents' Committee,
  - (e) hand over to new committee.
  - (f) the Annual General Meeting of Residents will be held at such date, time and place as decided by the residents from one Annual General Meeting to the next.
  - (g) \* written notice of an Annual General Meeting of Residents must be given to each resident, by letter box or by email, at least 14 days before the date of the meeting (s 132(1)).
  - (h) the notice of the Annual General Meeting may be included with the notice of the general meeting of residents by using separate headings for each notice.
    - (i) a notice of an Annual General Meeting must include:
    - (j) date, time, and venue,
    - (k) an agenda.
    - (l) draft minute of the previous Annual General Meeting
  - (m) the Constitution does not prohibit the annual meeting of residents called by scheme operator under s 131 of the RV Act, to be held at a suitable time within or adjoining the Annual General Meeting.

*\*Relevant provision/s of the RV Act must be taken into account.*

## 3 VOTING BY RESIDENTS

### 3.1 Residents' voting entitlement.

\* The following persons, as provided by the RV Act, are entitled to vote at residents meetings:

- (1) one resident of each accommodation unit; and
- (2) one former resident of an accommodation unit while paying the whole or part of the general services charges. (s 133(1))
- (3) Residents, may by special resolution, agree to change residents' voting entitlements so that each resident of the village is entitled to vote at residents meetings (s 133(1)(a)(ii)).

\* The voting entitlement of residents applies to all instances of resident's voting. (s 133(1)).

### 3.2 Voting generally

- (1) Voting will be by a show of hands, except for the following:
  - (a) the election of the Residents' Committee (subject to clause 4.7(3) and special resolutions, which will be by secret ballot,
  - (b) where a postal vote has been cast,
  - (c) where a majority of residents at the meeting, and who are entitled to vote, request a secret ballot.
- (2) For a motion to be passed (other than a special resolution) it must be agreed to by a simple majority of residents entitled to vote and who voted.
- (3) In the event of a tied vote the motion will fail. A failed or lapsed motion, amended or not, may not be proposed again until the conclusion of the next Annual General Meeting

### 3.3 Voting by proxy

- (1) \* A resident who is entitled to vote may, under the following provisions, appoint another person to cast a proxy vote:
  - (a) the appointed person must not be the scheme operator or their representative.
  - (b) the appointment of a proxy must be in writing and signed by the resident giving the proxy (an email from the resident with relevant details is acceptable)
  - (c) a proxy is valid for only the 1 meeting (or the purpose) stated in the notice.
  - (d) a person may not hold more than 2 proxies for a meeting (or purpose).

- (e) a proxy form must be sighted by the secretary of the Residents' Committee or voting officials prior to the commencement of the meeting, or a vote being cast. (s 133(2)(c), (3) & (4))
- (2) \* A resident who is entitled to vote may cast their vote by a proxy vote for any purpose and at any Residents' Meeting (s133(2)(c)).

*\*Relevant provisions of the RV Act must be taken into account.*

### **3.4 Voting by postal vote**

- (1) \* Residents may cast a postal vote by placing their completed written voting form in the sealed ballot box provided by the scheme operator. (s 133(5)).
- (2) Postal votes will be conducted as a secret ballot, and will be used for:
  - (a) where a secret ballot has been agreed to by voting residents, a proper period of notice has been given, and the motion is unamended since proposal,
  - (b) motions to amend the Constitution,
  - (c) special resolutions,
  - (d) the election of members of the Residents' Committee.
- (3) A resident may obtain a postal vote from the voting officer attending the ballot box.
- (4) The secretary of the Residents' Committee must arrange for:
  - (a) \*The scheme operator to provide a sealed ballot box (s 133(5)); and
  - (b) voting officials to count votes.
- (5) Three voting officials, one should be a member of the Residents' Committee, will act as scrutineers to oversee the voting process.
- (6) The ballot box will be available in the reception area and a staff member will record each resident's apartment number before their completed vote is lodged in the ballot box.
- (7) The Residents' Committee may decide when the ballot box is available for voting, but the ballot box must be available on at least 2 working days during office hours, i.e., 9am to 3pm, before the meeting.
- (8) The times the ballot box is available for voting and where a postal vote or proxy form may be obtained must be provided in the notice of the meeting given to each resident.
- (9) \*The sealed ballot box will be delivered to the chair of the meeting immediately before the meeting is opened. (s 133(8)).
- (10) \*The ballot box must not be opened by the scheme operator or any other person before it is delivered to the chairperson and handed over to the scrutineers for counting. (s 133(7)).

*\* Relevant provisions of the RV Act must be taken into account.*

### 3.5 Voting under a power of attorney

- (1) \*A person, who is suitably authorised under a power of attorney of a resident who is entitled to vote, may vote on his/her behalf (s 133(2)(b)).
- (2) The attorney must show the power of attorney, or a certified copy, to the secretary of the Residents' Committee or their agent prior to commencement of the meeting or before casting a vote.

*\*Relevant provision/s of the RV Act must be taken into account.*

### 3.6 Special resolution

- (1) \*Where a resolution is proposed as a special resolution, each resident must be given at least 21 days prior written notice which:
  - (a) states the intention to propose the resolution as a special resolution; and
  - (b) provides the exact wording of the special resolution; and
  - (c) includes an impartial explanatory memorandum for both the 'yes' vote and the 'no' vote. (Schedule 1 of the RV Act)
- (2) \*For a special resolution to be passed, it must be agreed to by at least three-quarters of the persons entitled to vote and who vote (Schedule 1 of the RV Act).
- (3) \*Voting may be:
  - (a) personally, by proxy or under a power of attorney at the meeting, or
  - (b) by postal vote. (Schedule 1 of the RV Act)

*\*Relevant provision/s of the RV Act must be taken into account.*

### 3.7 Counting of votes

- (1) When required, the Residents' Committee will appoint 3 residents as scrutineers to conduct a count of votes cast by ballot papers.
- (2) Scrutineers will preferably be Justices of the Peace and residents of the village.
- (3) Scrutineers, depending on the number of votes, may count the votes before or at the meeting.
- (4) Formal votes only are included to provide the outcome of a vote; with all votes being recorded on a tally sheet for the chairperson.
- (5) All postal votes, ballot papers and proxy forms completed for a vote must be destroyed after the conclusion of the meeting under the supervision of 3 scrutineers.

## 4 RESIDENTS' COMMITTEE

### 4.1 Establishment of Residents' Committee

\*The residents may establish, by election conducted among themselves, a Residents' Committee (s 127) \*.

*\*Relevant provision/s of the RV Act must be taken into account.*

### 4.2 Residents' Committee structure

The Residents' Committee will comprise only 5 members initially, changing to a minimum of 5 and maximum of 7 for subsequent elections, and include at least the following positions:

- (1) Chairperson
- (2) Deputy Chairperson
- (3) Secretary
- (4) Treasurer

### 4.3 Term of members of Residents' Committee

- (1) \*Each member of the Residents' Committee holds office until, the earlier of:
  - (a) 1 year; or
  - (b) a new Residents' Committee is established. (s 127(2)(a))
- (2) Where a resident, under clause 4.7, becomes a member of the Residents' Committee after the date of the last Annual General Meeting of Residents, such member's term will end simultaneously with members elected at the previous annual general residents meeting.
- (3) \*A resident is eligible to be re-elected as a member of the Residents' Committee, and:
  - (a) may hold the same position for up to 3 consecutive years; and
  - (b) then is not eligible for re-election to the same position, for a period of 2 years. (s 127(2)(a))

*\*Relevant provision/s of the RV Act must be taken into account.*

### 4.4 Functions of the Residents' Committee

- (1) The Residents' Committee is subject to the provisions of the RV Act and the Regulation, the Constitution, and to resolutions passed by residents.
- (2) The Residents' Committee must act in good faith in the best interests of residents, generally.
- (3) \*The function of the Residents' Committee, as provided by the RV Act, is to deal with the scheme operator on behalf of residents, about day-to-day running of the village and every complaint or proposal raised by residents

- (s 129). This will be achieved by:
- (a) Referring to the scheme operator every complaint and proposal raised by residents and endeavoring to resolve complaints in conjunction with the scheme operator, implement proposals where approved by residents, and advise residents as to progress or outcomes of referrals.
  - (b) \*Discussing with and as necessary, seeking clarification from the scheme operator of draft village budgets, accounts, and the financial statements of expenditure  
(ss 112A (2), 129B)
  - (c) Keeping residents fully informed, in a timely manner, of:
    - all matters being dealt with by the Residents' Committee; and
    - all communication with the scheme operator, including,
      - displaying a copy of the finalised draft village budgets, and
      - inviting the village manager to each Meeting of Residents to provide a village manager's report; and
      - to present the village budget, quarterly or annual statements of expenditure to meetings at the relevant times (s 132(3)(c)).
    - maintaining a noticeboard, located in the Somerset Indooroopilly Retirement Village Library, for distribution of information relating to the business of the Residents' Committee.
- (4) The Residents' Committee must facilitate any actions or activities required by resolutions of residents at residents meetings and keep residents informed of their progress.
  - (5) The Residents' Committee must undertake the general administration of the Residents' fund Account subject to the rules and procedures of the Constitution, and resolutions of residents made at residents meetings.
  - (6) The Residents' Committee may arrange activities of interest, and social or sporting functions, and encourage active involvement by residents, where subcommittees for such a purpose have not been formed.
  - (7) The Residents' Committee has no authority to control the business of residents. That is, it must not:
    - (a) make decisions binding for 1 or more residents on any matter except where clear authority has been approved by way of a resolution of residents at a Residents' Meeting; or
    - (b) make decisions that may, in any way, influence or change the lifestyle or finances of 1 or more residents.
  - (8) The Residents' Committee must remain impartial in all matters dealt with by the Residents' Committee.
  - (9) The Residents' Committee must not become involved in contractual matters for individual residents nor in issues between residents.

- (10) \*The Residents' Committee may, subject to the Constitution, decide its own procedures (s 127(3)(a)).
- (11) Subject to residents' agreement to pay the costs of premiums from the resident's fund, the Residents' Committee must ensure that, for functions and activities organised by residents, there are appropriate insurances for personal accident for volunteers, and for public liability for all participants, which may be required in addition to the village insurance taken out by the scheme operator.
- (12) The Residents' Committee members must always function collaboratively on every matter.
- (13) No officer bearer including the chairperson or ordinary member should act independently. No action should be taken on any matter in the name of the Residents' Committee unless;
  - (a) The matter was tabled and fully discussed at a Residents' Committee meeting or,
  - (b) The action was authorised by a vote at a meeting of residents.

Note: There is no restriction on any resident, including members of the Residents' Committee, to contact the scheme operator in their own capacity.

*\*Relevant provision/s of the RV Act must be taken into account.*

## 4.5 Residents' Committee elections

*Refer to Annexure A – Timeline for election of Residents' Committee.*

- (1) The following principles apply to Residents' Committee elections.
  - (a) Voting undertaken by residents is to elect members of the Residents' Committee only.
  - (b) Each position on the committee is to be decided by members of the Residents' Committee.
  - (c) The majority voting system will be used – meaning, successful candidates must first receive more than 50% of valid votes.
- (2) Nomination procedures are as follows.
  - (a) Only one resident per apartment is eligible to be nominated for election to the Residents' Committee.
  - (b) \*A former member of the Residents' Committee may re-nominate for re-election (s 127(2)(a)).
  - (c) The secretary of the Residents' Committee must call for nominations, and provide the location of nomination forms, at least 30 days prior to the Annual General Meeting.
  - (d) Nominations will close at 4 pm after 7 days of being called.
  - (e) Nominations must be in writing, signed by the proposer, the seconder and accepted by the nominee, who must all be residents.

- Completed nomination forms must be given to the secretary of the Residents' Committee.
- (f) Emails from parties stated above will be accepted in lieu of a signed form where some or all are absent from the village during the nomination period.
- (g) The secretary of the Residents' Committee must place a copy of each nomination on the Residents' Committee noticeboard as soon as practicable after each is received.
- (3) Giving of notices procedures are as follows.
- (a) A written notice must be given to each resident at least 14 days before voting commences, and must include the following:
- list of nominees and where their nomination forms may be viewed,
  - details for voting including, times and place for voting, and availability of ballot papers and proxy forms.
- (b) The notice of the Annual General Meeting and the general meeting may be included with the notice of voting provided the notice is clear by using separate headings for each.
- (4) The election procedures are as follows.
- (a) When nominations are received, an election by postal voting must be held.
- (b) Successful candidates will be only 5 in number initially, changing to minimum of 5 and maximum of 7 for subsequent elections.
- (c) Successful candidates are those who each received:
- more than 50% of valid votes cast; and then,
  - the greatest number of votes.
- (5) The names of residents elected as members of the Residents' Committee will be announced at the Annual General Meeting of Residents.
- (6) The new Residents' Committee must, immediately following the Annual General Meeting, hold the first meeting at which the members of the Residents' Committee will elect positions (office bearers), by election conducted among themselves.
- (7) Written notice of the full particulars of the Residents' Committee will be given to the scheme operator and be placed on the Residents' Committee noticeboards within 14 days of the first meeting of the Residents' Committee.
- (8) The retired Residents' Committee must provide, within 7 days, a proper hand over to the new Residents' Committee.

*\*Relevant provision/s of the RV Act must be taken into account.*



#### **4.6 Procedures where Residents' Committee cannot be established.**

- (1) This clause applies where, for any reason, a Residents' Committee cannot continue or be established.
- (2) Three retiring members of the Residents' Committee may act in a caretaker mode by:
  - (a) remaining as signatories to the residents' fund account and authorising payment of incoming invoices,
  - (b) authorising the topping-up of each sub-committee working floats, if any,
  - (c) preparing and making available to residents each month, financial reports relating to the residents' fund account,
  - (d) arranging and conducting within 6 months, a new election,
  - (e) residents who nominated for election may assist the caretakers with the new election and may re-nominate,
  - (f) conducting no other business other than that provided in this clause.
- (3) Where there are insufficient retiring members of the Residents' Committee willing to carry out caretaker functions, residents must approve, by a show of hands at the Annual General Meeting, a maximum of 5 residents to do so.
- (4) Caretaker mode operates until a Residents' Committee is established but a caretaker may not act continuously for more than 1 year.
- (5) Caretakers must not assume any function of a Residents' Committee, other than as provided in the Constitution.
- (6) New caretakers may be approved by residents at any Residents' Meeting, by a show of hands indicating a simple majority vote.
- (7) Caretaker mode does not prevent residents from:
  - (a) Utilising monies of the residents' fund; or
  - (b) arranging and conducting social and sporting activities; or
  - (c) forming social or sporting groups; or
  - (d) forming working parties to arrange and conduct, at any time, an election to establish a Residents' Committee; or
  - (e) forming working parties to propose amendments to the Constitution.

#### **4.7 Residents' Committee casual vacancies**

- (1) The Residents' Committee may co-opt additional committee members to fill a casual vacancy on the committee.
- (2) Appointments to casual vacancies must be endorsed or otherwise at the next general Residents' Meeting.
- (3) The endorsement must be made by residents entitled to vote and may be by show of hands at the Residents' Meeting.

- (4) The endorsement is only effective if the co-opted member receives more than 50% of the vote.

#### **4.8 Removal or resignation of member from Residents' Committee**

- (1) A member of the Residents' Committee may resign at any time by giving the secretary of the Residents' Committee a written notice of resignation.
- (2) \*A member of the Residents' Committee may be removed at any time by special resolution at a Residents' Meeting (s 127(2)(b)). The members must be given prior opportunity to fully present their case at the Residents' Meeting.
- (3) A member of the Residents' Committee will cease to hold office where they are absent from 3 consecutive Residents' Committee meetings without prior committee approval. Acceptance of an apology will be considered approval for the absence.
- (4) The secretary of the Residents' Committee must, within seven (7) days, give a written notice about cessation of membership under clause 4.8 (2) or 4.8(3), to the former member.

*\*Relevant provision/s of the RV Act must be taken into account.*

#### **4.9 Residents' Committee meetings**

- (1) The Residents' Committee must meet at least four times per year and as required.
- (2) Where it is necessary to call a special meeting of the Residents' Committee, the secretary, with the agreement of the chairperson, will call the meeting.
- (3) Meetings of the Residents' Committee must be held at the village, but electronic means of communication may be utilised by committee members who are away from the village.
- (4) A quorum at a Residents' Committee Meeting, will be at least one half of all current members, which must include:
  - (a) either the chairperson or vice chairperson of the Residents' Committee; and
  - (b) either the treasurer or the secretary of the Residents' Committee.
- (5) Rules for meetings include that each member must be allowed reasonable time to address the meeting without being subject to bullying, harassing, or disrupting behaviour.
- (6) Where a quorum is not present within 10 minutes of the starting time for the Residents' Committee meeting, the meeting may be rescheduled for a day, which is as soon as practicable.
- (7) The agenda for each Residents' Committee meeting must include the following standing items:

- (a) a statement of the ground rules provided in clause 5 above. This statement must be announced by the chairperson at the commencement of each meeting.
  - (b) \*an invitation to the scheme operator to attend at least part of the meeting, unless it is a special meeting of the Residents' Committee (s 127(4) & (5)).
- (8) Where approval has been given to the Residents' Committee by the Constitution or by a resolution of the majority of residents at a Residents' Meeting to make a decision on behalf of residents, the following will apply:
- (a) each member of the Residents' Committee has 1 vote,
  - (b) voting will be by a show of hands and based on a simple majority,
  - (c) where a vote is tied, the proposal or motion lapses,
  - (d) any lapsed or failed proposal or motion at a meeting of the Residents' Committee may be put forward by a resident at a Residents' Meeting.
- (9) Other residents, who are not members of the Residents' Committee, may attend a Residents' Committee at the invitation of the chairperson, as passive observers. Written notice confirming observer attendance must be given to the secretary the day before the meeting. Observers must not be prevented from attending the meeting.
- (10) Observers may contribute to the discussion, at the invitation of the chair provided their behaviour is not threatening, harassing, or bullying.

*\*Relevant provision/s of the RV Act must be taken into account.*

#### **4.10 Minutes of Residents' Committee meetings**

- (1) \*Full and accurate minutes of each meeting must be taken of each meeting of the Residents' Committee. The minutes must include at least the following particulars:
  - (a) the date, time, and place of the meeting,
  - (b) the names of the person present and details of the capacity in which they attended the meeting,
  - (c) all issues discussed and how each issue was decided or dealt with
  - (d) details of all correspondence, reports, notices, or other documents tabled. (s 129A)
- (2) An electronic recording may be made of the meeting, by a person approved by the secretary, with the permission of committee members. The recording remains the property of the Residents' Committee.
- (3) \*Draft minutes of each meeting of the Residents' Committee must be presented at the next Residents' Committee meeting to be confirmed and signed by a member of the Residents' Committee (s 129A(3)). The minutes must be stored permanently by the Residents' Committee (s 129A(5)).

- (4) A copy of each draft minutes, including all incoming and outgoing correspondence, reports, notice or other documents must be made available within a reasonable time after the meeting to all residents, on the Residents' Committee notice board (associated documents must be made available in a document folder stored near the notice board).
- (5) \*Copies of minutes must, on request, be given to a resident by email or by printed copy in their letter box. A resident may make this a standing arrangement (129A (4)).
- (6) Copies of associated documents stated in clause 4. (10) (d) are not provided with these copies but are available for viewing.

*\*Relevant provision/s of the RV Act must be taken into account.*

#### **4.11 Residents' Committee unable to continue.**

Where the number of Residents' Committee members falls below the minimum required by the Constitution and, additional members cannot be co-opted within 2 months, the remaining members of the Residents' Committee must act only in a caretaker mode as stated in clause 4.6 of the Constitution.

## **5 RESIDENTS' FUND**

### **5.1 Forming a Residents' Fund**

- (1) There must not be any subscription or levy imposed on residents by the Residents' Committee.
- (2) A single residents' fund, solely for the mutual enjoyment and benefit of all village residents, is to be established.
- (3) The residents' fund will operate under the following model.
  - (a) All net income or profit, in addition to an amount for an approved float, raised from functions and activities organised by the Residents' Committee or by a subcommittee, must be deposited in the residents' fund by the treasurer of the Residents' Committee or the treasurer of the subcommittee.
  - (b) Control of expenditure from the residents' fund is by voting residents, and the procedures in the Constitution.
  - (c) The Residents' Committee, directed by the treasurer of the committee, administers the operation of the residents' fund.
  - (d) The Residents' Committee may use money from the residents' fund only in accordance with the Constitution, or to facilitate a decision of voting residents.
- (4) On adoption of the Constitution, any standing balance previously raised from payments by residents for a purchase, or for participation in an activity, overseen by residents must be transferred into the residents' fund.

- (5) No portion of residents' funds will be distributed directly or indirectly to individual residents, members of the Residents' Committee or members of subcommittees except as bona fide compensation for pre-approved expenses incurred.
- (6) The monies of the residents' fund must be held in a bank account under the name 'Somerset Indooroopilly Retirement Village Residents' Fund'.
- (7) The Residents' Committee may invest surplus amounts of the residents' fund in the way that residents decide at a residents meeting.
- (8) The Residents' Committee has continuing authority to spend a total monthly nominated amount from the residents' fund for any activity or purchase (including topping up subcommittee floats) which conforms with the Constitution, without seeking prior approval of the residents. This amount may be reviewed and set by residents at each Annual General Meeting.
- (9) Where an amount above the monthly pre-approved amount is proposed to be spent from the residents' fund, the proposal must be agreed to by residents at a residents meeting before the amount is spent.
- (10) A proposal to spend monies from the residents' fund may be put forward to the Residents' Committee or to a Residents' Meeting, by any resident.
- (11) The Residents' Committee must implement sound financial systems and procedures for the administration of the residents' fund, including the oversight of all monies of the fund by subcommittees and adequate controls over payments from and to the fund. The following procedures, at least, must be adopted:
  - (a) a basic record of inhouse bookkeeping procedures,
  - (b) documentation of each transaction such as receipts for revenue and invoices (or receipts) for payments,
  - (c) recording of all transactions in books of account,
  - (d) monthly reconciliation of accounts with the bank statement,
  - (e) monthly preparation of revenue and expenditure statements,
  - (f) at least 2 members of the Residents' Committee to operate the bank account,
  - (g) at least two members of the Residents' Committee to authorise all expenditure.
- (12) Residents may, at a residents meeting, approve monies from the residents' fund, for subcommittees to be provided:
  - (a) working floats; or
  - (b) continuing authority to expend a total nominated amount from the residents' fund for any activity which conforms with the Constitution, without seeking prior approval of the residents. This amount may be reviewed and set by residents at any general meeting.

- (13) The treasurer of the Residents' Committee must report on the financial position of the residents' fund at each Residents' Committee meeting and provide a full report and financial statements at each residents meeting.
- (14) The financial records for the residents' fund will be available for inspection by any resident upon written request.

## 6 SUBCOMMITTEES

### 6.1 Forming subcommittees

- (1) \*Subcommittees, as intended by the RV Act, may be formed for any purpose for the benefit of residents, by the Residents' Committee (s127(3)(b)).
- (2) A subcommittee must be formed where:
  - (a) residents utilise communal facilities to conduct any regular or ongoing activity or endeavour (e.g., socials or a shop); and
  - (b) the activity or endeavour has an income of more than \$100# a month; or requires expenditure of more than \$50\* a month from the residents' fund.  
*#This amount may be adjusted from time to time by a vote at a residents meeting.*
- (3) Residents may, subject to the Constitution, form groups other than subcommittees (informal residents' groups), for any purpose.
- (4) Participation in a subcommittee, including holding designated positions, is open to every interested resident of the village.
- (5) Interested persons living with a resident under a long-term scheme operator approved arrangement, or as a rental tenant, may be an ordinary member of a subcommittee.
- (6) Each subcommittee is formed in the following manner.
  - (a) formed yearly at a meeting of interested residents as soon as practicable after the Annual General Meeting of Residents.
  - (b) all residents are given at least 14 days' written notice of the meeting by the Residents' Committee or other interested residents.
  - (c) meetings to form subcommittees may adopt simple procedures and are not conducted under the rules of residents meetings prescribed by the RV Act or the Constitution.
  - (d) a formation meeting is chaired by a member of the Residents' Committee.
  - (e) designated positions (at least a coordinator and a treasurer) are decided by a simple show of hands vote conducted among residents at the meeting, with each resident present entitled to a vote personally or by proxy.

- (f) the Residents' Committee must communicate the names of the designated positions for each subcommittee to the manager and all residents within a reasonable time.
- (7) Subcommittees may be referred to as a subcommittee, a club or group or another suitable title.

*\*Relevant provision/s of the RV Act must be taken into account.*

## 6.2 Subcommittee procedures

- (1) \*In addition to the general procedures in the Constitution, each subcommittee must operate under specific procedures developed, where necessary, by the Residents' Committee in conjunction with representatives of the subcommittee (s127(3)(b)).
- (2) Subcommittees must comply with the following general procedures. A subcommittee:
  - (a) reports to, and must keep the Residents' Committee informed about the business of the subcommittee,
  - (b) must hold a meeting, giving 14 days written notice to all residents, as determined by the Residents' Committee.
  - (c) must take and keep basic minutes for each meeting,
  - (d) must keep good financial records of expenditure (receipts) and income which may be inspected by the Residents' Committee or interested residents,
  - (e) must, within a reasonable time, hand all monies other than working floats, to the Residents' Committee for banking,
  - (f) must give a receipt or similar proof of a payment (e.g., a ticket) for monies proffered to a subcommittee for the sale of goods, or for the offer of services (e.g., a social function)
  - (g) must, each month, provide to the Residents' Committee meeting:
  - (h) basic reports for their activity and finances; and
  - (i) where relevant for the subcommittee, a basic ongoing plan (e.g., future activities of a social subcommittee)
  - (j) must not expend any monies other than allocated working floats, or the total amount preauthorised by a resident vote.

*\*Relevant provision/s of the RV Act must be taken into account.*

## 7 WORKING GROUPS AND FINANCIAL ADVISORY PANEL

### 7.1 Working groups

- (1) Working groups may be set up, as required for special purposes, by residents or the Residents' Committee.

- (2) Members of a working group must be canvassed from all residents and be agreed to by voting residents.
- (3) Where the working group is set up by the Residents' Committee, the working brief will be drafted by the Residents' Committee in conjunction with the working group.
- (4) Where the working group is set up by residents, the working brief will be drafted by the working group in conjunction with other interested residents.
- (5) On completion of their brief or presentation of their final report to the Residents' Committee or to the residents, as the case may be, the working group shall be disbanded.

## 7.2 Financial Advisory Panel (FAP)

- (1) The Residents' Committee will set up a financial advisory panel (FAP) to assist the Residents' Committee with the committee's role in village financial matters.
- (2) The FAP must include at least 1 committee member and no more than 3 residents.
- (3) Any resident may, at any time, put their name forward to the Residents' Committee for inclusion in the FAP.
- (4) The FAP function is to review draft village budgets and financial statements of expenditure to ensure compliance with financial requirements of the Retirement Villages Regulation 2018 (RVA) and promptly advise the Residents' Committee.
- (5) The FAP or the Residents' Committee has no authority to make decisions relating to the village budget that should be the subject of resolutions made by voting residents.

## 8 VILLAGE BY-LAWS

- (1) \*The procedures in this clause relate to by-laws made under the RV Act\* about non-exclusive use and enjoyment of the village (s 130(3)).
- (2) \*The residents, by special resolution at a residents' meeting and with the agreement of the scheme operator, may make, change or revoke by-laws (s 130(1)).
- (3) Where there is an inconsistency between a by-law and a provision of a residence contract, the provision of the contract prevails to the extent of the inconsistency (s 130(4)).

*\*Relevant provision/s of the RV Act must be taken into account.*



## 9 DEFINITIONS

### 9.1 General definitions

#### **The Constitution**

The term adopted to mean the Residents' Constitution of Somerset Indooroopilly Retirement Village.

#### **The Residents' Committee**

A committee established by an election conducted by the residents of Somerset Indooroopilly Retirement Village

#### **Scheme operator**

The term scheme operator includes the manager of the village or another representative who is employed by the scheme operator.

#### **Casual vacancy**

Casual vacancies can arise by death, by resignation or by removal from office.

### 9.2 Definitions under the Retirement Villages Act 1999

#### **Section 9 – Who is a resident.**

A resident of a retirement village is a person who has a right to reside in the retirement village, and a right to receive 1 or more services in relation to the retirement village under a residence contract. The residence contract must then fulfil the requirements of s10 of the RV Act.

#### **Special resolutions**

The following matters under the *Retirement Villages Act 1999* require Special Resolution voting:

Section 40D	Approval of closure plan.
Section 90B	Capital Improvements requested by residents.
Section 99(2)	Certain part of the maintenance reserve fund budget.
Section 106(3)	Increases in total general services charge (TGSC) above consumer price index (CPI) may be approved by residents.
Section 108	New service to be approved by residents.
Section 110	Increase in insurance premium excesses.
Section 113F	Approval of redevelopment plan.
Section 127(2)(b)	Removal of a member of the Residents' Committee.
Section 130(1)	Residents may make, change or revoke By-laws.
Section 133(1)	Change of voting entitlement.

## 10 REFERENCES

The Association of Residents of Queensland Retirement Villages (ARQRV) accessed from //: ARQRV.org.au.

The Retirement Village Act 1999 (QLD) accessed from, [www.legislation.qld.gov.au](http://www.legislation.qld.gov.au)

The Retirement Villages Regulation 2018 accessed from [www.legislation.qld.gov.au](http://www.legislation.qld.gov.au)

## 11 ADOPTION OF CONSTITUTION

This Constitution was originally adopted by a majority vote of the residents of Somerset Indooroopilly Retirement Village

Date of meeting: .....

Signed:

.....  
*Resident*

Signed:

.....  
Resident

Signed:

.....  
*Resident*

Signed:

.....  
*Resident*

## 12 ANNEXURES

A – Timeline for election of Residents' Committee

B – Amendments to the Constitution

## 12.1 Annexure A – Timeline for election of Residents' Committee

		Nomination period		Period of notice for general meeting and AGM			
<b>Action</b>	Call for nominations	Nomination accepted	Nominations close	Prepare & distribute notice for voting, general meeting, and AGM	Period of notice for voting	Voting	Count of votes, general meeting, and AGM
<b>Day</b>	1	2 to 8	9 & 10	11 to 25	25 to 30	31	

**12.2 Annexure B – Amendments to the Constitution**

CLAUSE	DETAILS OF AMENDMENT	DATE