

RULES OF THE RETIREMENT VILLAGE RESIDENTS ASSOCIATION OF NEW ZEALAND INCORPORATED

1.0 Name of Association

The name of the Association is Retirement Village Residents Association of New Zealand Incorporated (the executive may from time to time determine an appropriate acronym for use as an abbreviation of the Association's name, currently "RVRANZ")

2.0 Address

The Registered Office of the Association shall be at such place as the Executive from time to time determines.

The Registered Office address is the address reflected on the register of Incorporated Societies from time to time.

3.0 Purposes

The primary purposes of the Association are to:

- (a) To advance and protect the interests of Residents of Retirement Villages registered under the Retirement Villages Act 2003 (or any statute passed in substitution for that Act).
- (b) Represent and promote the interests of members of the Association, and
- (c) Do any act or thing incidental or conducive to the attainment of any of the above purposes.
- (d) No member of the Association shall derive any personal pecuniary gain from membership of the Association, and
- (e) The main purpose constitutes a charitable purpose that qualify for registration under the Charities Act,
- (f) The National treasurer will in due course register with the Department of Internal Affairs - Charities Services (Charities Services) in order to qualify for donee tax status.

4.0 Powers

4.1 Subject to Rule 3 in addition to its statutory powers, the Association:

- (a) May:
 - (i) Establish codes of conduct applicable to members
 - (ii) Make regulations or bylaws to advance or achieve any of the above purposes,
 - (iii) Do any act or thing related or contributing to advancing or attaining any of the above purposes
 - (iv) Provide a national forum and voice for members as residents of retirement villages registered under the Retirement Villages Act 2003 (the "Act") (registered villages) on matters of concern affecting the retirement village sector,
 - (v) Maintain a watching brief on the effects of legislation applicable to the retirement village sector with respect to the purpose of the legislation,
 - (vi) Provide input on behalf of members as residents of registered villages to Government Departments and other relevant agencies on matters of policy affecting the retirement village sector,

- (vii) Communicate when and where necessary with any relevant Government Departments, local authorities or organisations regarding matters affecting the welfare of residents of registered retirement villages,
 - (viii) Liaise with other individuals and groups, incorporated or not, who also represent or seek to advance the interests of the elderly in society,
 - (ix) Facilitate the sharing of information between residents of different registered villages and with other interested individuals and groups, incorporated or not,
 - (x) Assist current and prospective residents of registered villages to be aware of and understand their rights and obligations as residents,
 - (xi) Encourage and assist residents of registered retirement villages to form and participate in the functioning of their residents' committees, and
 - (xii) Encourage the development of positive relationships between residents and management of registered retirement villages,
- (b) May use funds to pay costs and expenses incurred to advance or carry out its purposes, and to employ such people as may be appropriate,
 - (c) May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to advance or carry out its purposes as may seem expedient, and
 - (d) May invest in any investment in which a trustee might invest.

4.2 Any transactions between the Association and any Member, officer or member of the Executive, or any associated persons shall be at arms' length and in accordance with normal commercial terms on which the Association would deal with third parties not associated with the Association, and any payments made in respect of such transactions shall be limited to:

- (a) A fair and reasonable reward for services performed,
- (b) Reimbursement of expenses properly incurred,
- (c) Usual professional, business or trade charges, and
- (d) Interest at no more than current commercial rates.

4.3 Notices to members will be sent by email and shall be deemed to have been received the day after being sent.

4.4 No Member or any person associated with a Member shall participate in or materially influence any decision made by the Association in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever.

5.0 Membership

5.1 The classes of membership and the method by which members are admitted to different classes of membership are as follows:

Member:

- (a) A Member is an individual who must be a resident of a registered Retirement Village and who has registered online through RVRANZ website or by other form of application and who has not ceased to be a Member under any other Rule. A Member must renew his membership by paying the annual subscription or the long-term subscription (currently referred to as Platinum Membership) as set by the Executive for that year.
- (b) A member may only vote at meetings if that member's annual subscription has been fully paid and will be referred to in these rules as a 'financial member'

Honorary Member

- (c) An Honorary Member is any person not a village resident, honoured for services to the Association or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a 50% majority of those present and voting. An Honorary Member shall have no membership rights, privileges or duties.

Life Member

- (d) A Life Member is a person honoured for meritorious services to the Association after recommendation by the Executive and election as a Life Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the duties of a Member except those of paying subscriptions and levies.

Associate Member

- (e) An Associate Member is a person (excluding RVA members) who is not an existing resident in a retirement village but wishes to participate as a member by paying the normal annual subscription but shall only be entitled to all general information disseminated by the Association but no voting rights.

Other Classes

- (f) The Executive may from time to time approve any other class of membership including group membership.

- 5.2 The appointed Registrar shall keep a Membership Register of Members recording their names, postal and email addresses (including the retirement village in which the Member resides), and such other details as he deems necessary. The ClubHub system or any other appropriate system shall be used for this purpose.
- 5.3 Every Member shall advise the Registrar or their village Primary Contact of any change of postal and email address, and phone number, and of the retirement village in which the Member resides.
- 5.4 All Members shall promote the interests and the purposes of the Association and shall do nothing to bring the Association into disrepute.
- 5.5 Copies of these Rules and of any regulations, bylaws or policies shall be available at all reasonable times for inspection by members, and copies shall be provided to any Member on request. These may also be published on the Association's website.
- 5.6 Unless the Executive otherwise decides, a Member is not entitled to inspect or copy the minutes of Executive or Executive sub-committee meetings or the Association's records (including the membership register), but is entitled to access information the Association holds about that Member. Where the Association has premises, equipment or other property the Executive has the power to control whether and if so the terms on which Members may be permitted access or use the same.
- 5.7 Admission of Members
- (a) Applicants for membership, who must be residents of Retirement Villages registered under the Retirement Villages Act 2003, shall complete any application form provided by the Executive and supply such information as may be required by the Executive.

- 5.8 The Executive shall have a discretion whether or not to admit a member. Every Member shall become and remain a member of the Region within which that Member resides on admission (being a Region established under Rule 17.1), and if the Member moves into a retirement village in a different Region or if the Region in which the Member resides alters, the Member shall be deemed to have transferred to become a member of that different Region.
- 5.9 Any former member may re-apply for membership in the manner prescribed for new applicants, the Executive retains the right to refuse or cancel the membership of any member without the obligation to provide reasons.

6.0 Subscriptions and Levies

- 6.1. The annual subscription (or the amount of any periodic payments if payable by instalments) and any other fees for different classes of membership for the then financial year shall be set by the Executive.
- 6.2. The Executive may by resolution impose a levy or levies on members in different classes of membership in any financial year.
- 6.3. Any member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees within six calendar months of the date the same was set shall be considered as un-financial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Association activity until all the arrears are paid. If such arrears are not paid within six months of the date the subscription or levy became due or such later date as the Executive may determine, the member's membership shall be deemed to have been terminated.
- 6.4. No member will be entitled to a refund of any subscription due to early termination of membership

7.0 Termination of Membership, Disputes, Complaints and Discipline

- 7.1 Any member may resign from that member's class of membership by written notice to the Registrar, and each such resignation shall take effect from the end of the Association's then current financial year.
- 7.2 The Executive may declare that a member is no longer a member (from the date of that declaration or such date as may be specified) if that member ceases to be qualified to be a member at the sole discretion of the Executive.

8.0 Annual General Meetings

- 8.1 The Annual General Meeting shall be held within five months from the end of the previous financial year at a time and place fixed by the Executive.
- 8.2 The business of the Annual General Meeting shall be:
- (a) Minutes of the previous General Meeting(s),
 - (b) Annual Report of the Executive,
 - (c) Consideration of the Statement of Annual Accounts,
 - (d) Election of any Patron(s), the Officers, and the Executive,
 - (e) Motions of which notice has been given,
 - (f) Approval of an Annual budget for the next financial year,
 - (g) General business and
 - (h) Special Business as provided for in Rule 9.0 be duly processed

- 8.3 Any member wishing to give notice of any motion for consideration at the Annual General Meeting shall forward written notice of the same to the National Secretary not less than 4 weeks before the date of the Meeting. The Executive may consider all such notices of motion and provide recommendations to members in accordance with rule 10.2 in respect thereof.

9.0 Special General Meetings

- 9.1 Special General Meetings may be called by:
The Executive, or
Within a calendar month of written requisition to the National Secretary signed by not less than Thirty (30) financial Members.
- 9.2 The only business transacted at a Special General Meeting shall be that specified in the Executive's decision or the written requisition calling the Meeting.

10.0 Calling and Notice of General Meetings

- 10.1 At least 28 clear days before any General Meeting the National Secretary shall, in accordance with rule 10.2, notify all Members and Life Members of the business to be conducted at the General Meeting (including in the case of Annual General Meetings copies of the Annual Report, Statement of Accounts, and notice of any motions and the Executive's recommendations in respect thereof).
- 10.2 Notices to members will be sent by email and shall be deemed to have been received the day after being sent. The failure for any reason of any Member to receive such notice shall not invalidate the meeting or its proceedings.
- 10.3 General meetings may be attended by all Members, but only financial Members and Life Members are entitled to vote.
- 10.4 The quorum for General Meetings is 40 Members including Region Delegates.
- 10.5 Every General Meeting shall be chaired by the President or in the President's absence by the Vice-President or in the absence of both of them by some other Executive member elected for the purpose by the Meeting, and any such chairperson shall have a deliberative and casting vote.

11.0 Speaking and Voting at General Meetings

- 11.1 At General Meetings:
(a) Only Financial members shall be entitled to speak and vote, and
(b) Voting shall be by voices, by show of hands or, on demand of the chairperson, any financial Member or Region Delegate present, by secret ballot, and on any secret ballot each financial Member shall be entitled to one vote.
- 11.2 A financial Member or Life Member shall be entitled to vote by a signed original written proxy in favour of another financial Member present at the meeting and handed to the National Secretary before the commencement of the General Meeting, but no other proxy voting shall be permitted.
- 11.3 Unless otherwise required by these rules, all questions shall be determined by a simple majority of those present and voting at the General Meeting.
- 11.4 To determine any issue already lawfully before a General Meeting (including any election or amendment to these Rules) shall be determined by a simple majority of those present and

voting at the General Meeting the meeting may however resolve to hold a remote ballot in accordance with the procedures set out in Rule 11.5.

- 11.5 In respect of remote ballots held under this Rule:
- (a) Only financial Members may vote in any remote ballot notified to them by email or post.
 - (b) The resolution to hold a remote ballot shall set a closing date and time for ballots to be received by the National Secretary, but the closing date shall be no earlier than a fortnight after the date ballot papers are notified to financial Members,
 - (c) In respect of any motion to amend these Rules by remote ballot, the motion shall be accompanied by reasons and recommendations from the Executive, and such motion must be passed by a two-thirds majority of those voting,
 - (d) Voting in a remote ballot may be by ballots (identifying and signed by the member voting) returned to the National Secretary by email or through website voting.
 - (e) The National Secretary shall declare the result of the remote ballot, and
 - (f) The result of any remote ballot shall be as effective and binding on Members as a resolution passed at a General Meeting.
- 11.6 A resolution passed by the required majority at any General Meeting or by remote ballot binds all members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.

12.0 Executive – Election or Appointment

12.1 The following Officers shall be elected annually, to hold office at the end of the Annual General Meeting to the end of the Annual General Meeting in the following year.

12.2 A President, Vice-President, National Secretary, National Treasurer and not less than three nor more than six other Executive members (preferably current Regional Representatives), who together with the Immediate Past President shall be the Association's Executive.

12.3 The Executive shall be elected by members present at the Annual General Meeting in accordance with the procedures set out herein:

- (a) At least two months prior to the date proposed for the next Annual General Meeting the National Secretary shall, in accordance with rule 10.2, notify all Members calling for nominations for the following positions:

President; National Treasurer; National Secretary; Vice-President and at least three other Executive members.

Provided that if, after any election, the required number of successful candidates have not been elected or it is decided by the Executive to increase the number, the Executive shall have power to co-opt a Member a Legal Consultant and also to fill any remaining vacancy or such person as the executive deem necessary to fulfil a special need.

Such notice shall include a nomination form and shall specify the date such nominations must be in the hands of the National Secretary, such date being not less than six weeks prior to the Election Date.

- (b) Nominations shall be signed by a nominating Member and be signed by the Member nominated and shall be accompanied by a signed biography not exceeding one A4 page,

(c) At least three weeks prior to the Election Date the National Secretary shall, in accordance with rule 10.2, distribute to Members a notice specifying nominations received for Executive positions and, in the event that there are a greater number than required for specific positions, forwarding biographies of the candidates for election.

(d) The national secretary shall distribute to Members a notice specifying nominations received for Executive positions with the final notice of the AGM.

12.4 If a vacancy occurs between Annual General Meetings in the position of President, Vice President, National Secretary, National Treasurer other Executive member that vacancy shall be filled by the Executive.

12.5 Any officer or other member of the Executive may be removed by a resolution of a General Meeting of which prior notice was given in the notice of meeting and which is passed by a two-thirds majority of those present and voting.

12.6 Any officer or member of the Executive who, during his/her term of office, is convicted of any offence for which a convicted person may be imprisoned, is declared bankrupt, makes a composition with creditors, or enters the no asset procedure under the Insolvency Act 2006, shall cease to be an officer or member of the Executive.

12.7 Any person who has been convicted of a crime involving dishonesty as defined by Section 2 of the Crimes Act 1961, within five years prior to commencement his/her term of office, or who has been diagnosed as suffering from a mental disorder within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992 at any time, may not serve as an officer or member of the Executive.

13.0 President

The President shall, in addition to all other duties described in these Rules, generally oversee and direct the affairs and business of the Association and act as spokesperson for the Association.

14.0 Vice President

Subject to any provision to the contrary in these Rules, in the absence of the President, the Vice-President shall undertake all duties and have all the powers of the President.

15.0 National Secretary, Records, and Registered Office

15.1 The National Secretary shall record the minutes of all General Meetings and Executive meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be prima facie evidence that that meeting was duly called and shall prima facie be a true and correct record of what occurred at that meeting.

15.2 The National Secretary shall hold the Association's records, common seal, documents, and books.

15.3 The National Secretary shall deal with and answer correspondence and perform such other duties as directed by the Executive.

16.0 National Treasurer and Financial Procedures

- 16.1 The National Treasurer shall keep such books of account as may be necessary to provide a true record of the Association's financial position, report on the Association's financial position to each Executive meeting, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting together with a budget for the next financial year.
- 16.2 The Executive shall maintain bank accounts in the name of the Association, and all cheques and withdrawal forms shall be signed and electronic banking systems operated by any two of the President, Vice-President, National Treasurer, and one other person designated by the Executive.
- 16.3 All money received on account of the Association shall be banked within seven days of receipt.
- 16.4 All accounts paid or for payment shall be submitted to the Executive for approval of payment.
- 16.5 The Association's financial year shall commence on 1 April of each year and end on 31 March in the following year. Or such other dates that the executive determines with approval of IRD and as approved by simple resolution of the association at a General Meeting prior to implementation
- 16.6 The Annual General Meeting each year may appoint a member of the Institute of chartered Accountants of Australia and New Zealand who does not hold a position as a member of the Associations Regional or National executive or governance bodies to financially review or to audit the annual accounts of the Association, and if any such person is unable to act the Executive shall appoint a replacement.

17.0 Governance, Functions and Powers of Officers and Executive

- 17.1 From the end of each Annual General Meeting until the end of the next, the Association shall be governed by the Executive, which shall be accountable to the Members for the implementation of the policies of the Association approved by any General Meeting.
- 17.2 The Executive may elect up to four of its members to form a **Management Committee**, which committee may conduct and take urgent business decisions during the periods between regular Executive meetings. Any actions of the management Committee shall be ratified at the next full Executive meeting.
- 17.3 Subject to these Rules and the resolution of any General Meeting, the Executive may exercise all the Association's powers, other than those required by statute or by these Rules to be exercised by the Association in General Meeting.
- 17.4 The Executive shall meet at least quarterly (but need only meet once in the December/January period) at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the President or National Secretary.
- 17.5 All Executive meetings shall be chaired by the President or in the President's absence by the Vice President, or in the absence of both of them by some other Executive member elected for the purpose by the meeting, and any such chairperson shall have a deliberative and casting vote.

- 17.6 The Executive may co-opt any person to the Executive for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
- 17.7 The quorum for Executive meetings is at least half the number of the Executive members.
- 17.8 Only Executive members elected or appointed or duly co-opted under Rule 17.7 who are present in person or by telephone or video link shall be counted in the quorum and entitled to vote.
- 17.9 The Executive may appoint sub-committees consisting of such persons (whether or not members of the Association) and for such purposes as it thinks fit. Unless otherwise resolved by the Executive:
- (a) The quorum of every sub-committee is half the members of the sub-committee,
 - (b) No sub-committee shall have power to co-opt additional members,
 - (c) No sub-committee may commit the Association to any financial expenditure without express authority, and
 - (d) No sub-committee may delegate any of its powers.
- 17.10 The Executive and any sub-committee may act by resolution approved by not less than two-thirds of the members of the Executive or sub-committee in the course of a telephone conference call or through a written ballot conducted by email, fax or mail.
- 17.11 The Executive from time to time may make and amend regulations, bylaws and policies for the conduct and control of Association activities, but no such regulations, bylaws and policies shall be inconsistent with these Rules.
- 17.12 Other than as prescribed by statute or these Rules, the Executive may regulate its proceedings as it thinks fit.
- 17.13 Members of the Executive and of sub-committees shall be entitled to be reimbursed by the Association for any reasonable actual expenses incurred by them on behalf of the Association as approved by resolution of the Executive.
- 17.14 Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Executive on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all members.
- 17.15 Each officer shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that officer's successor all books, papers and other property of the Association possessed by such former officer.
- 17.16 The Executive may employ any person or company to administer or manage the affairs of the Association.
- 17.17 Indemnity for Executive:
- (a) No Officer or member of the Executive shall be liable for the acts or defaults of any other Officer or member of the Executive or any consequential loss caused by such acts or defaults, unless caused by their own wilful default or by their own wilful acquiescence.
 - (b) The Officers, Executive and each of its members shall be indemnified by the Association for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than as a result of their wilful default.

18.0 Management Group

- 18.1 A Management Group will consist of the representatives (preferably the Chairperson of the region) of each region. This group will on occasion formally meet with the Executive to discuss such issues as the Executive deem necessary from time to time.

- 18.2 The current regions are: Auckland, Waikato, Bay of Plenty, Wellington, Canterbury, Otago, Southland, Marlborough, Nelson/Tasman, Northland, Taranaki, Hawkes Bay and Manawatu.
- 18.3 Additional regions will be formed by the Executive as is required from time to time.
- 18.4 Regions shall operate according to the regional rules determined by the Executive.

19.0 Association Contracts and Execution of Documents

- 19.1 The Common Seal of the Association shall be retained by the National Secretary.
- 19.2 Documents shall be executed for the Association pursuant to a resolution of the Executive:
 - (a) By affixing the Common Seal witnessed by the President or Vice-President and counter-signed by some other member of the Executive, or
 - (b) Where the document is not required by law to be executed under common seal, by the President or Vice-President and some other member of the Executive signing on behalf of the Association.

20.0 Altering the Constitution

- 20.1 These rules may be amended or replaced by resolution of any General Meeting passed by a two-thirds majority of those Members present and voting, provided that no amendment may be made which would:
 - (a) Alter the rules restricting the purposes of the Association to purposes out of New Zealand,
 - (b) Alter the rules precluding Members from obtaining any personal benefit or profit from their membership,
 - (c) Conflict with the provisions of the Statute, including Inland Revenue or the Charities Commission or
 - (d) Alter the rules as to winding up.
- 20.2 Any proposed motion to amend or replace these Rules shall be signed by at least 15 Members and given in writing to the National Secretary at least 6 weeks before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 20.3 At least 28 clear days before the General Meeting at which any such proposal is to be considered the National Secretary shall in accordance with Rule 10.5 notify all Members and Life Members of the proposed motion, of the reasons for the proposal, and of any recommendations from the Executive in respect thereof.
- 20.4 Any resolution to amend or replace these Rules must be passed by a two thirds majority of all Members:
 - (a) Present and voting, or
 - (b) Voting by remote ballot under Rule 10.5 if so directed by the Executive

21.0 Winding-Up

- 21.1 The Association may be wound up under the provisions of the Statute.
- 21.2 If the Association is wound up, the surplus assets after payment of all debts, costs and liabilities shall be disposed of to any organisation or organisations having substantially the same objects or purposes as the Association (whether national or local) and in such proportions as may be resolved at that time, or otherwise for such charitable purposes in

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New Zealand as may be determined in accordance with the Statute or resolution to wind up,
but no distribution shall be made to any Member.