



# CLOSEBOURNE VILLAGE RESIDENTS COMMITTEE CONSTITUTION

This constitution establishes the principles and processes by which the elected Residents Committee will represent and serve in an honorary capacity on behalf of all residents.

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## **PART 1 PRELIMINARY**

### **1.0 Definitions**

In this constitution:

**Act** means the Retirement Villages Act 1999 (NSW).

**Chairperson** means the person holding office as Chairperson of the Closebourne Village Residents Committee.

**code of conduct** establishes a common understanding of appropriate behaviours expected of office bearers, committee and sub-committee members in the course of their duties.

**Committee** means the Closebourne Village Residents Committee.

**constitution** means the Closebourne Village Residents Committee Constitution.

**objects** means those articles described in Part 1 Section 3 of the constitution.

**Regulation** means the Retirement Villages Regulation 2009 (NSW).

**Resolutions:**

**ordinary resolution** is passed if more than half of the votes cast support it.

**special resolution** is passed if at least three-quarters of the votes cast support it.

**Returning Officer** means a resident (who is not a member of the Closebourne Village Residents Committee and is not standing for election to this committee) selected by a show of hands at a meeting of the residents.

**resident** means a person as defined in Section 4(1) Definitions of the Act and Part 1 Clause 8 of the Regulation.

**Secretary** means the person holding office as Secretary of the Closebourne Village Residents Committee or, if no person holds that office, the Chairperson of the Closebourne Village Residents Committee.

**standing orders** means those orders listed in this constitution under Part 4 Section 17.

**Treasurer** means the person holding office as Treasurer of the Closebourne Village Residents Committee or, if no person holds that office, the Chairperson of the Closebourne Village Residents Committee.

### **2.0 Name**

The name of the committee is Closebourne Village Residents Committee hereafter referred to in this constitution as the Committee.

### **3.0 Objects**

Under Division 3 Section 70 Clause 5(a) of the Act a Residents Committee may, subject to the regulations, determine its own procedure.

The objects of the Committee are to:

- 3.1 advance and protect the interests and welfare of all residents in terms of their physical, social and mental wellbeing including:
  - 3.1.1 providing a welcoming environment for new residents, and
  - 3.1.2 continuing development and maintenance of a warm, supportive environment for all residents, and
  - 3.1.3 facilitating and supporting social and other activities for the information and benefit of residents, and
  - 3.1.4 continuously modelling and encouraging:
    - goodwill,
    - inclusivity,
    - respect for all, and
    - compliance with Closebourne Village Rules.
- 3.2 provide all residents with regular, relevant and up to date information that is pertinent to residents and the village, and
- 3.3 establish resident requirements of village management and the Residents Committee through meetings, workshops and surveys, and
- 3.4 consult with village management and the operator on matters relative to:
  - 3.4.1 the good management, operation, development and betterment of the Village including but not limited to:
    - i. proposed variations in recurrent charges,
    - ii. proposed annual budgets, and
    - iii. examining quarterly accounts and other matters relating to financial management.
  - 3.4.2 making submissions on resident requirements, and
  - 3.4.3 in doing so, the Residents Committee may only make recommendations and cannot give directions to the management and operator, their staff and contractors.

- 3.5 facilitate communication and support meaningful negotiations between residents, village management and the operator including:
  - 3.5.1 liaising between Residents, the Village Management and the operator, and
  - 3.5.2 supporting, assisting and representing a resident, group of residents or all residents of the village, upon written request or resolution carried at a meeting of residents, in mediation with village management and/or the operator, and
  - 3.5.3 assist in dispute resolution by raising concerns or complaints with the operator, or taking or defending action before the NSW Civil and Administrative Tribunal (with the Tribunal's consent), through the Retirement Village Residents Association (RVRA) or similar retirement village representative body, on behalf of all or any residents of the village.
- 3.6 call general meetings of all residents for the purpose of considering and voting on matters requiring the consent of residents, and
- 3.7 conduct voting in accordance with the Act and Regulations and report on the results, and
- 3.8 maintain:
  - 3.8.1 awareness of the state of the retirement villages industry, and
  - 3.8.2 issues that may affect residents in order that all actions of the Residents Committee and its sub-committees remain compliant with relevant legislations, regulations, policies and procedures, and
  - 3.8.3 this constitution to ensure that it is regularly reviewed and updated to ensure compliance with the Act and Regulations and continues to guide the Residents Committee.
- 3.9 encourage membership of the NSW Retirement Villages Residents Association or any similar association, and
- 3.10 undertake functions bestowed on the Committee by the Act and Regulations and to provide any documentation held by the Committee to residents upon request, and

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- 3.11 work collaboratively with village management in coordinating the use of the village bus in accordance with Lend Lease Policy, and
- 3.12 raise and manage funds for the purchase of resources, consumables and such amenities that will benefit all residents of the village, and
- 3.13 maintain security and operation of the drinks fridges and any cupboards storing resident purchased resources and consumables.

## **PART 2 MEMBERSHIP**

### **4.0 Resident Committee Members**

- 4.1 The Residents Committee consists of the following office bearers:
- Chairperson,
  - Secretary,
  - Treasurer, and
  - six committee members.
- 4.2 Positions of Deputy Chairperson, Assistant Secretary and Assistant Treasurer will be elected from committee members to assist office bearers and to fill in when office bearers are absent. These positions will not be considered as office bearers.

### **5.0 Conduct of Committee Members**

Office bearers and committee members will display respectful conduct at all times in accordance with the objects of the constitution.

### **6.0 Function of Office Bearers**

- 6.1 The functions of the Chairperson are to:
- 6.1.1 arrange and chair meetings of the Committee, Annual General Meeting and any general meeting of residents, and
  - 6.1.2 require a committee member who is in clear breach of the Code of Conduct to remove themselves from the meeting, and
  - 6.1.3 advise the operator of all decisions made by the Committee about matters requiring consent under the Act, and
  - 6.1.4 rule on any procedural matters raised at meetings of the Committee or meetings of residents or queries as to the meaning of these rules, and
  - 6.1.5 represent the Committee in meetings with the operator, and
  - 6.1.6 seek clarification, where necessary, from NSW Fair Trading about the rights and obligations of residents under the Act and Regulation, and

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- 6.1.7 make or defend applications before the NSW Civil and Administrative Tribunal (with the Tribunal's consent) on behalf of all or any residents if the Committee agrees it is appropriate to do so, and
  - 6.1.8 welcome new residents into the village, and
  - 6.1.9 delegate these duties to other Committee members if required.
- 6.2 The functions of the Secretary are to:
- 6.2.1 keep a register of office bearers of the Committee, and
  - 6.2.2 keep a written record of decisions made at meetings of the Committee or meetings of residents, in particular the votes on matters requiring the consent of residents under the Act, and
  - 6.2.3 notify Committee members of the date, time and venue for meetings of the Committee and all residents of any general meeting of residents, and
  - 6.2.4 keep the noticeboard in the village updated with relevant information, and
  - 6.2.5 conduct and receive correspondence on behalf of the Committee and table copies at each meeting of the Committee, and
  - 6.2.6 liaise with the operator regarding the provision of administrative assistance to the Committee, and
  - 6.2.7 update these rules when amended in accordance with Section 21, and
  - 6.2.8 delegate these duties to other Committee members if required.



6.3 The functions of the Treasurer are to:

- 6.3.1 make sure that money due to the Committee is collected and receipted and that payments authorised by the Committee are made, and
- 6.3.2 make payments as authorised by the Committee, and
- 6.3.3 submit a report at each meeting of the Committee and Annual General Meeting of Residents that details all receipts and payments made since the previous report, accompanied by a list of unpaid accounts and monies outstanding up to 7 days prior to the day of the meeting, and
- 6.3.4 delegate these duties to other Committee members if required.

**7.0 Qualifications for Membership**

Only a resident of the village is eligible to become a member of the Committee or a sub-committee or to nominate a resident for a committee position.

## **8.0 Term of Membership**

- 8.1 All members of the residents committee, whether elected or appointed, will hold office until the close of the Annual General Meeting next held after their election or appointment.
- 8.2 An office bearer is not eligible to hold the same office, or an office performing the same (or substantially the same) functions, for more than 3 consecutive years.

## **9.0 Vacancies**

- 9.1 A vacancy is created when:
  - 9.1.1 a member of the Committee ceases to be a resident during their term of appointment, or
  - 9.1.2 a member of the Committee resigns by notice in writing to the Secretary, or
  - 9.1.3 a member suffers an incapacity that affects their ability to perform on the Committee in that they cannot understand, retain, weigh up or communicate information necessary for decision making.
- 9.2 Vacancies relating to office-bearers are to be filled by way of an election among the other members of the Committee. The Committee may determine whether or not vacancies of committee members need to be filled.
- 9.3 Should the Committee determine that a vacancy of the Committee members should be filled, the Committee can either:
  - 9.3.1 call a meeting of residents to elect a resident to fill the vacancy, or
  - 9.3.2 appoint a resident who has consented to be appointed, to fill the vacancy.

## **PART 3 SUB-COMMITTEES**

Under Division 3 Section 70 Clause (5b) of the Act a Residents Committee may, subject to the regulations, form any one or more sub-committees and determine their procedure.

### **10.0 Formation and Function**

- 10.1 The Committee may decide to form, recess or dissolve sub-committees at its own discretion during the year if the need arises.
- 10.2 The following sub-committees can only be dissolved or recessed by a special resolution voted on at a meeting of residents:
  - Social Sub-Committee,
  - Village Bus Sub-Committee,
  - Finance Sub-Committee.
- 10.3 A representative or representatives of the Committee will be on each sub-committee and report back to the Committee.
- 10.4 The Committee may appoint a resident who is not a committee member to assist a sub-committee.
- 10.5 The Committee will confirm sub-committee memberships after the AGM each year, and after a member fills a vacancy.
- 10.6 Office bearers will be Chairperson/Coordinator, Secretary and Treasurer (if any funds are held or if required by the Committee). Office bearers are elected by a vote of sub-committee members. The Residents Committee Chairperson may cast a vote if the votes for two candidates for one office bearer position are equal.
- 10.7 The Committee will determine the number of sub-committee members and the purpose and function of the sub-committee in accordance with the objects set out in this constitution and in consultation with members of the sub-committee.
- 10.8 The Committee has the final responsibility for all decisions made by sub-committees with the exception of any decisions made by Closebourne Village management in terms of their asset, the Village Bus.
- 10.9 Sub-committees are bound by this constitution and are responsible and accountable to the Committee for all decisions made.

## **PART 4 CONDUCT OF MEETINGS**

### **11.0 Residents Committee meetings**

- 11.1 The Residents Committee is to meet at least 11 times in each period of 12 months at a place and time the Committee determines.
- 11.2 The Chairperson may convene additional meetings of the Committee.
- 11.3 The Chairperson presides at all meetings of the Committee at which the Chairperson is present. If the Chairperson is absent from any meeting, the Deputy Chairperson will preside at that meeting. If the Deputy Chairperson is absent from any meeting that the Chairperson is also absent, the members of the Committee present at that meeting must appoint a member to preside at that meeting during the absence of the Chairperson and Deputy Chairperson.
- 11.4 Any resident may attend a meeting as an observer only. Residents may be requested by the Chairperson to leave the meeting.
- 11.5 Committee members are to submit written requests to the Secretary for items to be placed on the agenda.
- 11.6 The Secretary must give oral or written notice of a meeting to each member of the Committee at least 48 hours before an ordinary meeting. The notice is to include an agenda for the meeting. The Chairperson may call an extraordinary meeting with less notice conditional on the agreement of all members of the Committee.
- 11.7 Matters for which notice has been given are to be discussed at the meeting and other matters may be raised as general business.
- 11.8 A quorum is constituted by five committee members being present at the meeting. If a quorum is not met then the meeting stands adjourned for seven days. If at the adjourned meeting there is still no quorum present, then the Committee may only meet to appoint additional residents to the Committee, such that a quorum is then met. The Committee may conduct no other business without a quorum being present.
- 11.9 Decision-making is by a majority vote.
- 11.10 Each member present at the meeting is entitled to one vote.
- 11.11 In the event that a vote on an issue is equal the Chairperson of the meeting is entitled to exercise a second or casting vote.

## **12.0 Annual General Meetings**

- 12.1 Written notice of the Annual General Meeting of Residents (AGM) must be given at least 21 days before the meeting and must include an agenda and any general or special resolutions to be voted on at that meeting.
- 12.2 The business of the AGM will be:
  - 12.2.1 to confirm the minutes of the last AGM, and
  - 12.2.2 for the Committee, and any sub-committees, to present their report for the previous financial year, and
  - 12.2.3 to allow residents a reasonable opportunity to ask questions about or comment on the financial accounts and any other reports presented to the meeting, and
  - 12.2.4 to conduct the counting of votes for the election of the Committee by the Returning Officer, and
  - 12.2.5 to transact any other business of which notice has been given in accordance with this constitution.
- 12.3 Nominations for office bearers and committee members will occur as set out below.
  - 12.3.1 Any resident can nominate himself or herself or another resident to be a committee member.
  - 12.3.2 An existing member or former member of the Committee may nominate again, or be renominated to be a member of the Committee subject to the nominee meeting the requirement of Section 8.2 in relation to a nomination for an office bearer position.
  - 12.3.3 Nominations must be seconded and accepted by the nominee before that person becomes a candidate.
  - 12.3.4 If only one nominee for an office bearer position is received, or if the number of nominations received for committee members is equal to or less than the number of vacancies to be filled, the persons nominated are taken to be elected.
  - 12.3.5 If more than one nomination for an office bearer position is received, or if the number of nominations received for committee members exceeds the number of vacancies to be filled, a written ballot is to be conducted to elect office bearers and committee members.

- 12.4 Election of office bearers and committee members will occur as set out below.
- 12.4.1 The Returning Officer is responsible for conducting the ballot and counting votes.
- 12.4.2 A resident who is not standing for election to the Committee may be elected to the position of Returning Officer as follows:
- 12.4.2.1 A meeting of residents is to be called for the month of December immediately preceding the Annual General Meeting.
- 12.4.2.2 Nominations for the position of Returning Officer are to be called 21 days prior to the December Residents meeting, and are to be lodged with the Secretary at least 48 hours prior to the time and date of the December Residents meeting.
- 12.4.2.3 At the December Residents meeting, the Secretary will conduct a written ballot for the election of the Returning Officer.
- 12.4.2.4 The nominee receiving the greatest number of votes will be taken to be elected.
- 12.4.2.5 If the votes for two or more nominees are equal, then the outcome shall be determined by lot, in which case the nominee whose name is first drawn shall be considered to have been elected.
- 12.4.2.6 If only one nomination is received, the person nominated will be taken to be elected.
- 12.4.3 A postal ballot is to be held for each office bearer and committee members prior to the AGM. Office bearer positions are to be elected in the following order:
1. Chairperson,
  2. Secretary,
  3. Treasurer.
- 12.4.4 The closing date for the postal ballot of office bearers and committee members is two days before the AGM.
- 12.4.5 The postal ballot will be counted at the AGM in front of residents.
- 12.4.6 A resident is not obliged to vote in an election or on any other matter voted on at a meeting of residents.
- 12.4.7 The voting paper:

- must not identify the person who is voting, and
- must be prepared listing the name of each nominee as determined by lot, including the position for which they are nominated (i.e. Chairperson, Secretary, Treasurer or Committee Member), and
- must be retained by the Returning Officer for 14 days and may be inspected by any resident in the presence of the Returning Officer.

12.4.8 The Returning Officer has the power to rule votes invalid if that vote cannot be reasonably determined as indicating the voter's intention. The Returning Officer's decision is final.

- 12.4.9 The nominee receiving the greatest number of votes for each position is taken to be elected to that position.
- 12.4.10 If the votes for two or more nominees for one office bearer position or committee member position are equal, then the outcome shall be determined by lot, in which case the candidate whose name is first drawn shall be considered to have been elected.
- 12.5 For purposes of voting on agenda items other than the election of committee office bearers and members, residents unable to attend the AGM may appoint someone to act as a proxy. Proxy voting will occur in accordance with Section 13.0, paragraphs 13.7, 13.8, 13.9, 13.10, 13.11.
- 12.6 Announcement of Election Results will occur as set out below.
  - 12.6.1 The names of successful candidates must be announced at the AGM. There is no need for the number of votes received by each nominee to be announced.
  - 12.6.2 The names of the residents elected should be advised to the operator and placed on the noticeboard at the village within 7 days of the election.



### **13.0 General Meetings of Residents**

- 13.1 The Committee is to call a general meeting to which all residents of the village will be invited at least 3 times each year.
- 13.2 Other general meetings of residents may be called by the Committee during the year if issues arise that require the consent of residents under the Act or for any other matter.
- 13.3 Residents are to submit written requests to the Secretary for items to be placed on the agenda.
- 13.4 Written notice of a general meeting of residents under 13.1 or 13.2 must be given by the Secretary to each resident and placed on the village noticeboard at least 7 days before the meeting. The notice is to include an agenda for the meeting.
- 13.5 Matters for which notice has been given are to be discussed at the meeting and other matters may also be raised as general business.
- 13.6 No resident is obliged to attend or vote at a meeting of residents.
- 13.7 A resident who is unable to attend a meeting may appoint a person to act as a proxy to vote on their behalf at the meeting. The resident will use the proxy form in Schedule 1. The proxy appointment has no force if the resident attends the meeting and votes in person.
- 13.8 No person may hold more than two proxy votes at the same time.
- 13.9 The following persons are eligible to be appointed as a proxy:
- a friend or relative of the resident,
  - the resident's guardian,
  - a member of the Committee; or
  - another resident of the retirement village.
- 13.10 The following persons are not eligible to be appointed as a proxy:
- an operator; or
  - a close associate of the operator.
- 13.11 A person who is not a resident must not attend, or remain at, a meeting unless the residents at the meeting consent to the person's presence. This does not apply to the holder of a valid power of attorney, or a proxy, or the NSW Trustee and Guardian.

#### **14.0 Voting at General Meetings**

- 14.1 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands. This is unless a poll is (before or on the declaration of the result of the show of hands) requested by at least 20% of residents present and able to vote. If no poll is requested, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and recorded in the minutes of the general meeting shall be evidence of the fact. No proof is needed of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 14.2 If a poll is requested, in accordance with Section 14.1, it shall be taken in a manner that the Chairperson directs. Unless the meeting is adjourned the result of the poll shall be deemed to be the resolution of the meeting at which the poll was requested.
- 14.3 A poll requested on a question of adjournment shall be taken immediately. A poll requested in accordance with Section 14.1 may be withdrawn. On the taking of the poll, every resident who is present at a meeting, whether in person or represented by proxy or attorney, shall each have one vote.
- 14.4 On a show of hands, every resident who is present at a meeting in person or represented by attorney, appointed in accordance with this constitution, or being present and represents another resident by proxy, shall have one vote only. However, no resident shall have a vote, or be entitled to vote, on any matter that is contrary to the Act.

**15.0 Requisition by Residents for General Meetings**

- 15.1 The Committee must convene a general meeting of residents on the requisition in writing by residents who together at the time of the written request form 20% of village membership.
- 15.2 All residents who are signatories to any written requisition must have:
  - 15.2.1 already met, or had representatives that have met with the Committee and if requested by either party, worked with an independent mediator, to discuss matters or issues of concern, and
  - 15.2.2 made a genuine attempt to resolve any issues or dispute including allowance for agreed adjustments to be made by either party, and
  - 15.2.3 signed any minutes of any such meeting to confirm that they accurately represent the content of the meeting, and
  - 15.2.4 signed an agreement that these minutes be made available to all residents for their information as part of the documentation for the requisitioned meeting.
- 15.3 The requisition must:
  - 15.3.1 state the objects of the meeting, and
  - 15.3.2 be signed by the requisitioning members and may consist of several documents in like form each signed by one or more of the requisitioning members, and
  - 15.3.3 be served on the Committee by being lodged in the Committee locked bag, and
  - 15.3.4 be receipted in writing by the Secretary and forwarded to the requisitioning residents' representative as soon as possible after receipt of the requisition.
- 15.4 A meeting requisitioned by residents in accordance with Paragraph 15.1 must be convened and held as soon as practicable and, in any case, must be held within 2 months after the requisition is served.

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*Part 4 of 5 – Conduct of Meetings*

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- 15.5 Where the Committee does not call a meeting 21 days after the requisition is served, the following provisions apply:
- 15.5.1 the requisitioning residents (or any of them representing at least 50% of the requisitioning residents) may convene the meeting in the same manner as nearly as possible as meetings are convened by the Committee;
  - 15.5.2 for that purpose they may request the Committee to supply a written statement setting out the names and addresses of the persons entitled when the requisition was served to receive notice of general meetings of residents, and
  - 15.5.3 the Committee must send the requested statement to the requisitioning residents within 7 days after the request for the statement is made, and
  - 15.5.4 the meeting convened by the requisitioning residents must be held not later than 2 months after the requisition is served.

**16.0 Quorum at Annual General Meeting and General Meetings**

- 16.1 No item of business shall be transacted at any annual general meeting or a general meeting unless a quorum of residents is present.
- 16.2 Except where these rules state otherwise, 10 residents present in person and entitled to vote, constitute a quorum.
- 16.3 If within half an hour after the appointed time for the meeting a quorum is not present, the meeting, if convened upon the requisition of residents, shall be dissolved. In any other case it shall be adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the residents present shall constitute a quorum.

**17.0 Standing Orders at all Meetings**

- 17.1 These standing orders shall be observed at all meetings of the Committee and at all meetings of residents, subject to any suspension of, or amendment of, or addition to, these orders adopted for the purposes of that meeting by the residents present at a meeting.
  - 17.1.1 The mover of a motion shall not speak for more than 10 minutes. Subsequent speakers shall be allowed 5 minutes, and the mover of the proposition 5 minutes to reply. The meeting may, however, by simple majority extend in a particular instance the time permitted by this rule.
  - 17.1.2 Whenever an amendment to an original motion is proposed, no second amendment shall be considered until the first amendment is disposed of.
  - 17.1.3 If an amendment is carried, the motion as so amended shall displace the original motion and may itself be amended.
  - 17.1.4 If an amendment is not carried, then a further amendment may be moved to the original motion. However, only one amendment shall be submitted to the meeting for discussion at one time.

- 17.1.5 The mover of every original motion, but not of an amendment, shall have the right to reply. Immediately after this the question shall be put from the chair. No other resident shall speak more than once on the same question unless permission is given for an explanation, or where the attention of the Chairperson is called to a point of order.
- 17.1.6 Any discussion on a motion or amendment may be closed by a resolution - "that the question be now put" - being moved, seconded and carried. Such resolution shall be put to the meeting without debate.
- 17.1.7 Motions and amendments shall be submitted in writing if requested by the Chairperson.
- 17.1.8 Any resident or visitor invited to attend a meeting may speak on any issue with the permission of the Chairperson on the understanding that the permission may be conditional.
- 17.1.9 Standing orders may be suspended for any period by ordinary resolution.

## **18.0 Chairperson at all Meetings**

- 18.1 The Chairperson, if any, of the Committee shall preside as chairperson at every annual general meeting, and any general meeting of residents called by the Committee.
- 18.2 If there is no such chairperson, or if at any meeting the Chairperson is either not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as chairperson, then the residents present shall choose someone from their number to be chairperson until such time as the Chairperson attends or is willing to act.
- 18.3 The Chairperson may, with the consent of any meeting at which a quorum is present (and will if so directed by the meeting) adjourn the meeting from time to time and from place to place. The only business that can be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place. Where a meeting is adjourned for 14 days or more, notice of the adjourned meeting will be given just as in the case of the original meeting. Apart from this requirement it will not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **PART 5 GENERAL**

### **19.0 Use of Funds**

- 19.1 Membership fees and/or contributions shall be determined at the Annual General Meeting of residents. Residents may choose not to have any membership fees.
- 19.2 The Committee's income and assets may only be used in accordance with the objects set out in Section 3.
- 19.3 Members of the Committee are appointed in a voluntary capacity. No payment, goods or benefits are to be made to members of the Committee other than to reimburse them for expenses incurred with the approval of the Committee.

### **20.0 Confidentiality**

- 20.1 The Committee shall not divulge any information provided to it by residents unless it has the consent of the residents concerned.
- 20.2 The Committee shall not make public any material that has been placed before it that has been clearly marked as Commercial-in-Confidence or marked as Private/Confidential.
- 20.3 The Committee may seek advice from a government agency or another body or person, on behalf of residents, provided that no action is taken or costs incurred without the residents' consent.

### **21.0 Changes to the Constitution**

- 21.1 This constitution may only be amended by special resolution at a general meeting of residents called in accordance with Sections 13 or 15.
- 21.2 This constitution is subject to the provisions of the Retirement Villages Act 1999 and Retirement Villages Regulation. If a section conflicts with the Act or Regulation the provision of the Act or Regulation prevails.

**SCHEDULE 1:****Paragraph 12.5  
Paragraphs 13.7 – 13.11****CLOSEBOURNE VILLAGE RESIDENTS COMMITTEE PROXY FORM**

I, ..... of Villa No. .... being a resident of Closebourne Village  
(Insert name of resident)

at Morpeth hereby appoint ....., or failing him/her,  
(Insert name of Proxy holder)

the chairperson of the meeting, as my proxy to vote for me on my behalf at a meeting of residents to  
be held on ..... and direct my proxy to vote in respect of each resolution to be  
(Insert date)

considered at that meeting, and at any adjournment of that meeting, as indicated below:

| Item No.<br>(from agenda) | Vote For | Vote Against | Abstain |
|---------------------------|----------|--------------|---------|
|                           |          |              |         |
|                           |          |              |         |
|                           |          |              |         |
|                           |          |              |         |
|                           |          |              |         |
|                           |          |              |         |

**NB.** If no direction is given above, the proxy holder may vote as the proxy holder thinks fit in respect of each resolution to be considered at the meeting, or at any adjournment of the meeting.  
Persons eligible to be appointed as a proxy are a friend or relative of the resident, the resident's guardian, a member of the Committee or another resident of the retirement village. (See section 13.9 of the Constitution).  
Persons not eligible to be appointed as a proxy are the operator or a close associate of the operator.

Signature of resident:

Date of signature: