



Tarragal Glen Residents Association Inc.
Inc. 1600825

Constitution

under the Associations Incorporation Act 2009

Adopted 5th February, 2024

Foreword

This Tarragal Glen Residents Association Inc. Constitution was approved in February 2024 after a postal vote on a Special Resolution sent to all Residents.

The Constitution of the Tarragal Glen Residents Association Inc. describes the objectives and membership of the Association, and how the Association is managed, how meetings are convened and conducted, voting and other rights of Residents, and the action to be taken should the Association be wound up.

The Constitution also prescribes the responsibilities, function, structure, membership, and election of the Residents Committee, and how it is managed. It enables the Residents Committee to establish Sub-Committees and to register and support Activity Groups of Residents.

Overall, the Constitution establishes the Tarragal Glen Residents Association as a legal entity to represent all Tarragal Glen Residents, their interests, and to promote community life in Tarragal Glen village. It ensures that every Resident has a vote, is treated equally, and can choose to participate if they want to exercise that right.

Gayl Crowe
Chairperson
Residents Committee

Contents

Part 1 – The Residents Association

1	Legal Basis	5
2	Objectives	5
3	Membership	5
4	Register of Residents	6
5	Residents Liabilities	6
6	Public Officer.....	6

Part 2 - The Residents Committee

7	Establishment of the Committee	7
8	Functions of the Committee	7
9	Powers of the Committee	7
10	Composition and Membership.....	8
11	Election of Committee Members	9
12	Secretary	10
13	Treasurer	10
14	Vacancies	10
15	Committee Meetings and Quorum	11
16	Committee Voting and Decisions	11

Part 3 – Sub-Committees and Activity Groups

17	Standing Sub-Committees	13
18	Ad Hoc Sub-Committees.....	14
19	Activity Groups	14

Part 4 - Residents meetings

20	Attendance at Residents Meetings	15
21	Matters Requiring Consent by Special Resolution	15
22	Residents General Meetings	16
23	Residents Annual General Meetings.....	17
24	Residents Special General Meetings	18
25	Presiding Member.....	18
26	Returning Officer	19
27	Voting.....	19
28	Proxy Votes.....	20
29	Postal and Electronic Ballots	20

Part 5 - Miscellaneous

30	Change of Association Name, Objects, or Constitution	21
31	Custody of Records.....	21
32	Financial Year	22
33	Funds	22
34	Inspection of Records	23
35	Insurance	23
36	Resolution of Disputes	23
37	Right of Appeal.....	24
38	Service of Notices.....	24

Definitions	25
--------------------------	----

Appendix A - Conduct of Ballots at Residents Meetings	27
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Appendix B - Conduct of Postal or Electronic Ballots	29
-------------------------------------------------------------------	----

Part 1 – The Residents Association

1. Legal Basis

1. This Constitution establishes the foundation, rules, and procedures for the Tarragal Glen Residents Association Inc. in accord with the *Associations Incorporation Act 2009*, the *Associations Incorporation Regulation 2022*, the *Retirement Villages Act 1999*, and the *Retirement Villages Regulation 2017*. Any changes in the Acts or Regulations will prevail over this Constitution. In the event of any contention between the above Acts, the *Retirement Villages Act 1999* will be given precedence.
2. Subject to the Acts and Regulations, the Tarragal Glen Residents Association Inc. shall be a 'not-for-profit' entity, and the assets and income of the Association shall be applied solely to the objectives of the Association.

2. Objectives

The objectives of the Association are to:

1. undertake the responsibilities, functions and duties conferred upon it by the *Retirement Villages Act, 1999* and the *Associations Incorporation Act, 2009* and the regulations thereunder as amended from time to time.
2. facilitate participation by Residents who want to be involved in the affairs of the village.
3. advance and protect the interests of all Residents of the village.
4. provide support, where possible, to Residents requiring assistance, including those who have special needs.
5. develop and sustain the village community life for the benefit of the village Residents.
6. represent the Residents' interests in the development, sustainability, management, and operation of the village.
7. facilitate the establishment of a Residents Committee, Sub-Committees and Activities Groups.
8. encourage social interaction, collaboration, consultation, and cooperation among Residents, especially regarding the use of the facilities and common property.
9. enable general meetings of Residents.
10. provide a forum to discuss and exchange views on village matters.
11. enable Residents to vote on matters requiring their consent.

3. Membership

1. A person who has entered into a signed Residential lease agreement with Tarragal Glen Retirement Village Pty Ltd ACN 002 784 929 assumes free membership of the Residents Association.
2. If the spouse or de facto partner of a Resident is not listed on the signed Residential lease agreement, that person also assumes free membership of the Residents Association, when occupying residential premises in Tarragal Glen.

3. Involvement in the Residents Association, or attendance at meetings, by Residents is entirely optional.
4. A person ceases to be a member of the Residents Association if the person:
 - 4.1 dies, or
 - 4.2 rescinds the lease arrangement with Tarragal Glen Retirement Village Pty Ltd ACN 002 784 929.

4. Register of Residents

1. The Public Officer of the Residents Association must establish and maintain a register of Residents specifying the name and residential address of each person together with the date on which the person became a Resident.
2. A Resident must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - 2.1 matters relating to Residents of Tarragal Glen Retirement Village, or
 - 2.2 any other purpose necessary to comply with a requirement of the Act or the Regulation.

5. Residents' Liabilities

There is no liability of a Resident to contribute towards the payment of the debts and liabilities of the Association.

6. Public Officer

1. The Public Officer holds a role independent of the Residents Committee and is the contact for the various government departments that administer the Acts of Parliament that govern the Association.
2. The Residents Committee in accordance with Section 34 of the Associations Incorporation Act 2009 must appoint a person to this position within 28 days after a vacancy arises.
3. The position of Public Officer may, but not need be, held by a Residents Committee Member.
4. Unless the Residents Committee determines otherwise, the Secretary of the Residents Association and Residents Committee will be the Public Officer.
5. The Public Officer is responsible for:
 - 5.1 notifying the *Office of NSW Fair Trading* within 28 days of any change in the Public Officer, the Residents Association's name, official address, objects, or Constitution
 - 5.2 ensuring all Residents Association documents from the former Residents Committee have been transferred to the new Residents Committee
 - 5.3 acting as the official contact for the Residents Association, including taking delivery of documents sent to the Residents Association and bringing them to the attention of the Residents Committee as soon as practicable
 - 5.4 ensuring custody of any documents as required by the Constitution
 - 5.5 in accordance with the *Associations Incorporation Act 2009*, lodging a summary, in the approved form, of the Residents Association's financial affairs for the previous financial year within 1 month of the Annual General Meeting.

Part 2 – The Residents Committee

7. Establishment of the Committee

The Residents Association is to elect a Residents Committee at its Annual General Meeting to control and manage the affairs of the Residents Association as outlined in the following clauses.

8. Functions of the Committee

1. The prime functions of the Committee are:
 - 1.1 to control and manage the affairs of the Residents Association
 - 1.2 to welcome new Residents into the Village
 - 1.3 to receive and consider representations from Residents on matters of interest or concern to them and provide information and advice to Residents, individually and collectively, on issues which have a bearing on village life
 - 1.4 to facilitate relationships between Residents and Village Manager and/or Operator
 - 1.5 to keep the Village Manager and/or Operator informed on Residents interests, needs, and concerns, and provide suggestions on appropriate action to be taken
 - 1.6 to assist in resolution of disputes between Residents, or between Residents and the Village Manager.
2. The functions and individual duties of all positions on the Residents Committee, as well as the Public Officer, and the Returning Officers are outlined in the Roles and Responsibilities Guidelines.

9. Powers of the Committee

1. Subject to the Constitution and to any Resolution passed by the Residents Association in a general meeting, the Committee has power to do what it believes is necessary or desirable for the proper management of the affairs of the Residents Association.
2. The Committee shall not divulge any information provided to it by a Resident unless it has the consent of the Resident concerned.
3. The Committee may, on behalf of Residents, seek advice from a government agency or other body or person, provided that no action is taken, or costs incurred without the consent of those involved.
4. To manage funds which accrue from the functions and activities of Residents to decide on the use of such funds in support of the activities of Residents. No individual is to derive personal profit from these funds.
5. The Residents Committee, Sub-Committees and Activity Groups are required to comply with the Financial Authority Document.

10. Composition and Membership

1. The Residents Committee is to consist of:
 - 1.1 the 4 Office Bearers, and
 - 1.2 up to 3 Non-Executive members.
2. The Office Bearers are as follows:
 - 2.1 Chairperson
 - 2.2 Vice-Chairperson
 - 2.3 Treasurer
 - 2.4 Secretary.
3. Where more than one Resident lives in the same residence, or where Residents are in a married or de facto relationship, only one Resident from each of the groups is permitted to serve as a member of the Residents Committee during the same period.
4. A Resident who has served 3 or more consecutive years in the same position as an Office Bearer may not serve another consecutive term in the same position, unless:
 - 4.1 the person is the only person standing for election to the office, or
 - 4.2 the Resident members consent to the person standing for election to the office.
5. A Resident who has served 3 or more consecutive years in the same position as a Non-Executive member may not serve another consecutive term in the same position as a Non-Executive member, unless:
 - 5.1 there are insufficient nominations for the position, or positions, to require a ballot
 - 5.2 the Resident members consent to the person standing for election to the position.
6. No Residents Committee member can serve in the same position for more than 5 consecutive years.
7. A Committee Member may hold up to 2 offices (but not both the Chairperson and Vice-Chairperson positions).
8. If a Residents Committee Member has a potential conflict of interest on any matter being considered by the Committee, that position must be declared to the other members of the Residents Committee and the Public Officer. That member must abstain from voting on any matter where that relationship is regarded as potentially prejudicial by 3 or more of the other Committee Members.
9. The functions and individual duties of all positions on the Residents Committee are outlined in the Roles and Responsibilities Guidelines.

11. Election of Committee Members

1. Members of the Residents Committee are appointed for one year. All positions on the Committee are declared vacant at the Annual General Meeting and a new Residents Committee is appointed from those nominated.
2. Nominations of candidates for election as Office Bearers of the Residents Association or as Non-Executive Committee Members:
 - 2.1 must be made in writing, signed by 2 Residents of the Residents Association, accompanied by the written consent of the candidate, with the applicant's endorsement on the nomination form, and
 - 2.2 must be delivered to the Secretary of the Residents Association at least 14 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
3. Nominations submitted for election to the Residents Committee shall be sent to Residents by email and displayed on the Country Club notice board, other village notice boards, and published on the Village TV and Website, the names being presented in order of receipt up to the date of the Annual General Meeting.
4. If only one candidate is nominated for any Executive position on the Committee, the candidate is taken to be elected to that position. Should there be insufficient nominations to fill all Committee positions then a call for further nominations must be made at the meeting.
5. Should there be more than one nomination for any Executive Committee Members position, the position shall be determined by a ballot of all Residents present and voted on at the Meeting.
6. If the number of nominations received for Non-Executive vacancies on the Committee is equal to or less than the number of vacancies, the candidates nominated are taken to be elected.
7. If the number of nominations received for Non-Executive positions exceeds the number of vacancies to be filled, a ballot is to be held.
8. Residents are entitled to nominate for more than one position on the Residents Committee, but once elected to a position, the Resident shall be excluded from the ballot for any remaining vacancies on that Residents Committee.
9. Names shall be listed on the ballot paper in alphabetical order with positions shown.
10. In the event of an equal number of votes in favour of 2 or more candidates the result shall be determined by lot drawn at the meeting.
11. The names of the Residents elected shall be announced at the meeting at which the election is held. The names shall be placed on the notice board in the Country Club, other village notice boards, published on village TV, by other available electronic means, and formally communicated to the Operator within 7 days after the election.
12. The Residents Association may by Resolution with a 66% majority in favour remove any member of the Residents Committee from their position before the expiration of the member's term of office and may appoint another person to hold that office until the next AGM. The Operator is to be advised of the change.

12. Secretary

1. The Secretary of the Residents Association must, as soon as practicable after being appointed as Secretary, lodge a notice with the Association of his or her address.
2. It is the duty of the Secretary:
 - 2.1 to keep a register of the elected Office Bearers and members of the Committee, and
 - 2.2 to record the names of members of the Committee present at a Committee meeting or a general meeting, and
 - 2.3 to keep minutes of proceedings of all Committee and general meetings and have them signed as a true and correct record by the Chairperson at the following meeting, and
 - 2.4 to issue notices of all Residents meetings by email, display on the Country Club notice board, and other village notice boards, publishing on the Village TV and Website, and by any other means approved by the Residents Committee.

13. Treasurer

1. It is the duty of the Treasurer of the Residents Association to ensure:
 - 1.1 that all money due to the Residents Association is collected and received and that all payments authorised by the Residents Association are made, and
 - 1.2 that correct books and accounts are kept showing the financial affairs of the Residents Association, including details of all receipts and expenditure connected with the activities of the Residents Association.

14. Vacancies

1. A vacancy occurring on the Residents Committee between Annual General Meetings shall be filled as follows:
 - 1.1 the position of Chairperson by the Vice-Chairperson
 - 1.2 the position of Vice-Chairperson by a member of the Residents Committee selected by a majority of the Committee. If the position cannot be filled by a member of the Residents Committee, the Committee may select a Resident to fill the position after advertising it and considering all applicants. The appointment must be endorsed at the next Residents General Meeting of Residents
 - 1.3 any other position may be filled by a Resident selected by the Residents Committee after advertising it and considering all applicants. Such appointments to the Residents Committee require endorsement at the next Residents General Meeting of Residents.

15. Committee Meetings and Quorum

1. The Residents Committee should meet at least monthly at a date, time and place as the Committee may determine.
2. Additional meetings of the Committee may be convened by the Chairperson or by any member of the Committee.
3. A majority of members of the Committee constitutes a quorum.
4. No business is to be transacted by the Committee unless a quorum is present. If a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to stand adjourned to an agreed date, time and place.
5. No member of the Residents Committee shall authorise or act on any proposal without a majority vote of the Residents Committee.
6. However, three members of the Committee, including at least one member of the Executive, have the power to transact any urgent business that may arise when there are fewer members available than a quorum, provided they submit a report on the business transacted at the next Residents Committee Meeting.
7. At a meeting of the Committee:
 - 7.1 the Chairperson or, if absent, the Vice-Chairperson is to preside, or
 - 7.2 if the Chairperson and the Vice-Chairperson are absent or unwilling to act, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.
8. The Residents Committee may invite any person to its meetings for the purpose of assisting the Residents Committee in its objectives.
9. Any person attending by invitation may participate in the discussion on the topic for which they were invited but shall have no voting rights and must leave the meeting during the voting process.

16. Committee Voting and Decisions

1. Questions arising at a meeting of the Residents Committee are to be determined by a majority of the votes of members of the Committee present at the meeting.
2. Each member present at a meeting of the Committee is entitled to one vote but, in the event of an equal number of votes on any question, the person presiding may exercise a second or casting vote.

Part 3 – Sub-Committees and Activity Groups

17. Standing Sub-Committees

1. The Residents Committee may authorise the establishment of Standing Sub-Committees to undertake activities on behalf of Residents.
2. All Residents are eligible to volunteer to join any Sub-Committee provided they are able and willing to accept the responsibility to further all aims and duties of the Sub-Committee.
3. The Office Bearers of each Sub-Committee are elected annually by their members and shall include:
 - 3.1 Chairperson
 - 3.2 Vice-Chairperson
 - 3.3 Secretary
 - 3.4 Treasurer, who also indirectly reports to the Treasurer of the Residents Committee.
4. Each Standing Sub-Committee shall provide the Residents Committee with the names of those elected to the Sub-Committee.
5. The Chairperson of the Residents Committee shall be an ex-officio member of all Sub-Committees but is not entitled to vote at any Sub-Committee meeting they attend.
6. The Residents Committee Chairperson may not hold office as Chair of a Standing Sub-Committee.
7. A Resident may not hold office simultaneously as Chair in more than one Standing Sub-Committee.
8. Each Standing Sub-Committee shall be provided with the opportunity to present a progress report at Residents General Meetings.
9. Each Standing Sub-Committee shall submit an oral annual report at the Annual General Meeting.
10. A Standing Sub-Committee:
 - 10.1 may meet and adjourn as it thinks proper
 - 10.2 is responsible and accountable to the Residents Committee
 - 10.3 shall not incur debts, enter contracts, or deal directly with the Operator without prior approval from the Residents Committee
 - 10.4 shall keep the Residents Committee informed of any significant changes, special needs, or difficulties
 - 10.5 shall plan and organise its events to break-even financially unless authorised by the Residents Committee
 - 10.6 may organise fund-raising functions for Registered Charities provided it gets prior approval from the Residents Committee. All monies raised at fund-raisers are to be placed in the appropriate account of the Residents Committee and the net amount forwarded by the Treasurer of the Residents Committee to the charity concerned
 - 10.7 are authorised to organise raffles or similar competitions at their activities.

11. All surplus money raised for Residents shall be banked with a bank account approved by the Treasurer of the Residents Committee.
12. No agreement for maintenance, repair or purchase of equipment can be entered into without the approval of the Residents Committee or Operator.
13. All purchases must be supported by receipts or other supporting documentation and made available to the Treasurer of the Residents Committee.
14. Any equipment donation must be approved by the Residents Committee and Village Manager to ensure that any safety and/or maintenance considerations are satisfied.
15. Cash floats in accord with the Financial Authority Document are allocated to established Standing Sub-Committees.
16. The purchase, sale and service of alcohol will be provided at the Country Club by the members of the Bar Sub-Committee.
17. Operation of the Bar at Tarragal Glen Retirement Village Country Club shall comply with:
 - 17.1 the requirements of the *Liquor Act 2007* and the *Liquor Regulation 2018* as it applies to retirement villages, and
 - 17.2 the "Our House Policy" document.
18. Bar service may be provided for village events open to all Residents but will not be provided for private functions.

18. Ad Hoc Sub-Committees

The Residents Committee may establish Ad Hoc Sub-Committees from Residents willing to volunteer to undertake the specific functions prescribed by the Residents Committee, and within a defined period.

19. Activity Groups

1. Activity Groups are responsible and accountable to the Residents Committee.
2. Activity Groups are subject to the Constitution.
3. Each Activity Group may meet and adjourn as it thinks proper and necessary for its purposes.
4. All Residents are eligible to join any Activity Group provided they are willing and able to accept and further the aims and duties of that group's activities.
5. Any equipment donation must be approved by the Residents Committee and Village Manager to ensure that any safety and/or maintenance considerations are satisfied.

Part 4 – Residents Meetings

20. Attendance at Residents Meetings

Only Residents are allowed to attend Residents Meetings except for persons who:

1. have been invited to attend by the Residents Committee, or
2. have the consent of a majority of Resident attendees to attend, or
3. have been properly appointed as Proxy holder for a Resident on a matter to be considered at the meeting, or
4. have been authorised under a Power of Attorney, or
5. has been appointed, under the *Guardianship Act 1987* or the *NSW Trustee and Guardian Act 2009*, to manage the estate of the resident.

21. Matters Requiring Consent by Special Resolution

1. Matters requiring consent by Special Resolution can be considered at a General Meeting of Residents or Special General Meeting of Residents.
2. The procedures for obtaining Residents' consent by Special Resolution prescribed by the *Retirement Villages Regulation 2017* or the *Associations Incorporation Regulation 2022*, must be complied with.
3. **In accordance with the *Retirement Villages Act 1999* or *Retirement Villages Regulation 2017* if a matter or action requires a Special Resolution:**
 - 3.1 it must be put to a meeting of Residents
 - 3.2 at least 21 days written notice of the meeting must be given
 - 3.3 the notice must:
 - 3.3.1 set out the proposed Resolution that is to be put
 - 3.3.2 specify that Residents may submit their vote prior to the meeting in writing and the way such a vote is to be recorded and submitted
 - 3.3.3 be accompanied by a ballot paper
 - 3.4 matters specified in the *Retirement Villages Act* as requiring consent by Special Resolution include a proposed variation in services or facilities, or an amendment to the Village Rules.
4. **In accordance with the *Associations Incorporation Act 1999* or *Associations Incorporation Regulation 2022* if a matter or action requires a Special Resolution:**
 - 4.1 it must be put to a meeting of Residents
 - 4.2 at least 21 days written notice of the meeting must be given
 - 4.3 the notice must:
 - 4.3.1 set out set out the proposed Resolution that is to be put
 - 4.3.2 specify that Residents may submit their vote prior to the meeting in writing and the way such a vote is to be recorded and submitted
 - 4.3.3 be accompanied by a ballot paper
 - 4.4 if deemed appropriate by the Residents Committee, the meeting can be held as a postal or electronic ballot and conducted in accordance with the regulations
 - 4.5 matters specified in the *Associations Incorporation Act* as requiring consent by Special Resolution include alterations to the name, objects, or Constitution of the Tarragal Glen Residents Association Inc.

5. A Special Resolution can only be passed by the Residents Association if there is a quorum of at least 25% of qualified voters and it is supported by at least 75% of the votes (in accordance with section 39 of the *Associations Incorporation Act*).
6. Please refer to Appendices A and B for further details and current procedural guidance.

22. Residents General Meetings

Residents General Meetings are organised by the Residents Committee and are intended to be held quarterly, ideally in January, April, July, and October to:

1. Confirm the minutes from the previous Residents General Meeting.
2. Receive reports from the Residents Committee.
3. Consider and vote on matters which, under the *Retirement Villages Act*, require the consent of Residents, including:
 - 3.1 allowing persons other than Residents to attend/remain at meetings
 - 3.2 proposed statements of expenditure
 - 3.3 appointment of an Auditor if fees would be payable by Residents.
4. Provide a forum to discuss matters of interest or concern to Residents.
5. Residents who have any matter that is required to be resolved by a Residents General Meeting must table the matter with the Secretary 21 days prior to the meeting.
6. The Residents Committee may invite any person to a Residents General Meeting for the purpose of assisting the Residents Committee in its objectives.
7. Any person attending by invitation may participate in the discussion on the topic for which they were invited but shall have no voting rights and must leave the meeting during the voting process.
8. The notice for a Residents General Meeting must include:
 - 8.1 the date, time and place
 - 8.2 the proposed agenda outlining the business to be conducted and any matter on which a vote by Residents is required
 - 8.3 details of any matter to be considered requiring consent of Residents by Special Resolution.
9. Notice for a Residents General Meeting is 14 days unless the matter requires a Special Resolution to pass.
10. No item of business is to be transacted at Residents General Meeting unless a quorum of Residents entitled to vote is present.
11. A quorum for a Residents General Meeting is 50 Residents unless the matter requires a Special Resolution to pass.
12. If a quorum is not present within half an hour after the appointed start time, the meeting is to be adjourned to a date, time and place specified at the time of the adjournment or communicated by written notice to Residents a minimum of 7 days before the adjourned meeting.
13. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Residents present (being at least 20) are to constitute a quorum.

14. Resolutions may only be passed by a majority vote of Residents at the meeting unless the matter requires a Special Resolution to pass.
15. Refer to Appendix A for further details and procedural guidance when conducting a ballot at Residents Meetings.

23. Residents Annual General Meetings

1. The Residents Association must hold Annual General Meetings of the Association:
 - 1.1 within 6 months after the close of the Association's financial year, or
 - 1.2 within such later time as may be allowed by the Director-General or prescribed by the Regulation.
2. It will be convened on the date, time and place as the Residents Committee thinks fit.
3. The business of an Annual General Meeting is to include the following:
 - 3.1 confirm the minutes of the preceding Annual General Meeting
 - 3.2 receive from the Committee reports on the activities of the Association during the last preceding financial year
 - 3.3 elect Office Bearers of the Residents Association and Non-Executive Committee Members
 - 3.4 receive and consider any financial statement or report required to be submitted to Residents under the *Associations Incorporation Act*
 - 3.5 deal with all items of business of which due notice has been given to Residents
 - 3.6 consider the appointment of an Honorary Auditor or Auditor for the Residents Committee financial statements.
4. Notice for an Annual General Meeting is 21 days.
5. A quorum for an Annual General Meeting is 50 Residents.
6. If a quorum is not present within half an hour after the appointed start time the meeting is to be adjourned to a date, time and place specified at the time of the adjournment or communicated by written notice to Residents a minimum of 7 days before the adjourned meeting.
7. If at the adjourned meeting a quorum is not present within half an hour after the time advised for the start of the meeting, the Residents present (being at least 20) are to constitute a quorum.
8. Resolutions shall only be passed by a majority vote.
9. Immediately prior to declaring all Committee positions vacant, the Chairperson shall propose that an attending member presides while the Chairperson vacates the position during the election. The selected person shall:
 - 9.1 not be a candidate for election
 - 9.2 preside once the members present approve their nomination by majority vote
 - 9.3 vacate the position once the Residents Committee election has been completed.
10. Refer to Appendix A for further details and procedural guidance when conducting a ballot at Residents Meetings.

24. Residents Special General Meetings

1. A Special General Meeting may be called by the Operator as provided by the Retirement Villages Act.
2. The Residents Committee may, whenever it thinks fit, convene a Special General Meeting of the Residents Association.
3. The Residents Committee must, on the requisition in writing of at least 20 Residents, convene a Special General Meeting of the Residents Association. The Residents requisition must:
 - 3.1 state the purpose or purposes of the meeting
 - 3.2 be signed by the Residents making the requisition
 - 3.3 be lodged with the Secretary.
4. If the Residents Committee fails to convene a Special General Meeting within 1 month after the date the requisition is lodged with the Secretary, the Residents who made the requisition may convene a Special General Meeting not later than 3 months after that date.
5. Notice for a Special General Meeting is 21 days.
6. A quorum for a Special General Meeting is 75 Residents unless the matter requires a Special Resolution to pass.
7. If a quorum is not present within half an hour after the appointed start time, the meeting is to be adjourned to a date, time and place as specified at the time of the adjournment or communicated by written notice to Residents given at least 7 days before the day to which the meeting is to be held.
8. If a quorum is not present at the adjourned meeting within half an hour after the time advised for the start of the meeting:
 - 7.1 the Residents present (being at least 20) are to constitute a quorum
 - 7.2 where convened upon the petition of Residents, the meeting shall be abandoned.
9. Resolutions may only be passed by a majority vote unless the matter requires a Special Resolution to pass.
10. Refer to Appendix A for further details and procedural guidance when conducting a ballot at Residents Meetings.

25. Presiding Member

1. The Chairperson or, if absent, the Vice-Chairperson, is to preside at all general meetings of the Residents Association, except during the election of the Committee at the Annual General Meeting of the Association.
2. If the Chairperson and the Vice-Chairperson are absent or unwilling to act, the Residents present must elect one of their number to preside as Chairperson at the meeting.

26. Returning Officer

Each year, the Residents Committee will nominate 3 Residents for appointment as Returning Officers. The nominations shall be affirmed by Residents at the next Residents General Meeting, which shall be no later than at the 3rd Residents General Meeting. Responsibilities of the new Returning Officers commence immediately following the completion of all duties arising from that General Meeting.

1. A Returning Officer:
 - 1.1 must not be a member of the Residents Committee
 - 1.2 must not officiate as such in an election for any position for which they are a candidate
 - 1.3 shall cease to be a Returning Officer if:
 - 1.3.1 they cease to be a Resident during their term of appointment
 - 1.3.2 they give notice of resignation in writing to the Residents Committee
 - 1.3.3 they are unable to undertake the responsibilities, functions and duties of the position for a period of 3 consecutive months, unless the Residents Committee resolves to grant leave of absence to the Returning Officer
 - 1.3.4 by Resolution of a majority of 66% of Residents present and voting at a General Meeting of Residents where notice of a motion to remove the Returning Officer from the position has been given.
2. If no appointed Returning Officer can officiate at a ballot, a Resident may be appointed by the Residents Committee, or the Chairperson of a General Meeting of Residents, to undertake the role for that ballot.
3. When conducting a ballot Returning Officers will have oversight of the Residents Committee to:
 - 3.1 arrange preparation of ballot papers which shall include clear and precise instructions for their completion and submission, including the closing date for acceptance of votes
 - 3.2 issue ballot papers to each Resident via the Resident's mailbox.
4. The Returning Officer will ensure that:
 - 4.1 all submitted ballot papers are collected and retained in a secure place until after the election result is declared
 - 4.2 all votes submitted are counted and the result submitted to the Chairperson of the Special or Annual General Meeting at which the result will be declared
 - 4.3 all ballot papers are retained in secure storage for a period of at least 8 weeks as prescribed in Schedule 2 of the *Associations Incorporation Regulation 2022*.

27. Voting

1. On any question arising at general meetings of the Residents Association a Resident has one vote only.
2. However, in the case of an equal number of votes on a question at all general meetings, the Chairperson of the meeting is entitled to exercise a second or casting vote.

3. A question arising at all general meetings of the Residents Association is to be determined by either:
 - 3.1 a show of hands, or
 - 3.2 on the motion of the Chairperson, or if 50% or more of the Residents present at the meeting decide that the vote is to be taken by means of a written ballot, the vote must be taken by those means.
4. If the vote is to be determined by a show of hands, a declaration by the Chairperson that a Resolution has been carried is evidence of the votes recorded.
5. If the vote is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Returning Officer.

28. Proxy Votes

1. The appointment of a person as the Proxy of a Resident of a retirement village is to be made in the form set out in Part 4 of Schedule 1. of the *Retirement Villages Regulation 2017*. This form shall be supplied by the Secretary of the Residents Committee on request or may be reproduced from the regulation.
2. The Operator of a retirement village or a person closely associated with the Operator is not permitted to hold a Proxy.
3. Resident is only permitted to vote by Proxy:
 - 3.1 on motions that have been included in notices of Residents Special General Meetings, and
 - 3.2 in a ballot for Residents Committee membership at the Annual General Meeting.
4. The number of proxies held by any one Resident on a particular motion or ballot for a Residents Committee position is limited to 2.
5. A Proxy vote can only be used for motions in their original published state without amendments.
6. Notwithstanding, a person who is not a Resident is entitled to attend a meeting of Residents and vote on behalf of a Resident if the person:
 - 6.1 has been properly appointed as a Proxy of the resident,
 - 6.2 is authorised under a Power of Attorney, or
 - 6.3 is authorised under the special provisions regarding Guardianship or the Protective Commissioner as described in Part 6, Section 75 of the Act.

29. Postal and Electronic Ballots

1. The Residents Association may hold a postal or electronic ballot to determine any issue or proposal (other than under Clause 36 - Right of Appeal).
2. Postal and electronic ballots are to be conducted in accordance with Schedule 2 of the *Associations Incorporation Regulation 2022*.
3. Refer to Appendix B for further details and procedural guidance when conducting a postal or electronic ballot.

Part 5 – Miscellaneous

30. Change of Association Name, Objects, or Constitution

1. Changes to the name, objects, or Constitution of the Association must be approved by Residents by way of a Special Resolution according to the rules in Section 21. "Matters Requiring Consent by Special Resolution".
2. An application to the Director-General for registration of a change in the Residents Association's name, objects, or Constitution in accordance with section 10 of the Act is to be made by the Public Officer or the Secretary of the Residents Committee.
3. For clarification, the Financial Authority Document is not part of the Constitution. Any changes to the Financial Authority Document will be ratified by a majority vote at a Residents General Meeting.
4. For clarification, the Roles and Responsibilities Guidelines document is not part of the Constitution. As changes to the scope and operation of a position arise, these guidelines may be revised by the Residents Committee and approved by Residents at a General Meeting.

31. Custody of Records

1. As required by the Act, the Public Officer must ensure the Association has:
 - 1.1 a register of committee members
 - 1.2 a record of its authorized signatories
 - 1.3 a register of members
 - 1.4 a record of any disclosure of interest by a committee member
 - 1.5 financial records, and
 - 1.6 meeting records (including minutes).
2. The Association is to ensure all records are to be retained for a period of 5 years.
3. If such records are kept in electronic form, they must be convertible to hard copy and the hard copy must be made available within a reasonable time and at a reasonable hour to a person entitled to inspect the records.
4. The Residents Committee shall:
 - 4.1 Keep true and fair minutes of all its meetings including records of financial transactions as reported by the Treasurer and adopted by the Residents Committee.
 - 4.2 Make such minutes and financial records public to all Residents by placement on file in the Country Club, The Manor, and by email to those Residents who request it:
 - 4.2.1 in the case of the Residents Committee monthly meetings, within 14 days of the meeting subject to Resolution at the next Residents Committee meeting
 - 4.2.2 in the case of Residents General Meetings and Special General Meetings, within 14 days of the meeting subject to Resolution at the next Residents General Meeting

4.2.3 in the case of Annual General Meetings, within 14 days of the meeting subject to affirmation at the next Residents Meeting, followed by Resolution at the next Annual General Meeting.

32. Financial Year

The financial year of the Residents Association commences on 1 July and ends on the following 30 June.

33. Funds

1. The funds of the Residents Association are to be derived from activities, donations and bequests, and such other sources as the Residents Committee determines.
2. All net income received by the Residents Association after any approved deduction for expenses must be deposited as soon as practicable to the credit of the Residents Association's bank.
3. The Residents Association must, as soon as practicable after receiving any cash, issue an appropriate receipt.
4. The funds of the Residents Association are to be used to pursue the objectives of the Residents Association in such manner as the Residents Committee determines.
5. The Treasurer of the Residents Committee shall keep all funds in accounts with the approved bank and shall maintain full and correct records of all transactions within those accounts-
6. All withdrawals of funds shall be in accord with the processes outlined in the Financial Authority Document and carry the signature or electronic approval of two Residents Committee Members, one of whom shall be an Executive Member.
7. Expenditure for any function or activity organised by the Residents Committee must have prior approval by a majority vote of the Committee.
8. In the case of functions organised by a Sub-Committee or Activity Group, the Residents Committee may approve expenditure in line with the current Financial Authority Document.
9. Limits to expenditure are contained in the Financial Authority Document. Expenditure that is urgent or necessary above those limits must be voted on at a General Meeting.
10. In the case of an urgent or necessary expenditure decision that is above the limit advised in the Financial Authority Document, at least 3 members of the Residents Committee Executive must approve the expenditure. The Residents Committee must give a full report on the transaction to the next General Meeting.
11. Residents Committee Members may have minor administrative expenses reimbursed by the Treasurer. However, no individual member of the Residents Committee has the authority to approve the expenditure of funds for any other purpose.
12. With the permission from the Residents Committee, a Sub-Committee may hold an authorised Debit Card/s for such purposes as the Sub-Committee determines and they shall maintain full and correct records of all transactions, and they be presented for ratification monthly.
13. A Treasurer's Report showing all income and expenditure will be presented to all Residents Committee Meetings and Residents General Meetings, with the accounts published in the respective minutes.

14. At the winding up of the Residents Association, the funds shall not be distributed to Residents but shall be transferred to a registered charitable organisation which prohibits the distribution of funds to members.

34. Inspection of Records

1. The following documents must be open to inspection, free of charge, by a Resident at any reasonable hour:
 - 1.1 this Constitution
 - 1.2 records and financial documents of the Residents Association
 - 1.3 minutes of all Residents Committee meetings and general meetings of the Residents Association.

35. Insurance

The Residents Association may maintain insurance.

36. Resolution of Disputes

1. If requested in writing, the Residents Committee shall endeavor to resolve disputes which arise within the Village through consultation with the parties involved, be they Residents; Residents; and the Operator; or a Resident, Sub-Committee or Activity Group, and the Residents Committee itself.
2. The Residents Committee may refuse to deal with a complaint if it considers the complaint to be trivial, vexatious, or malicious in nature.
3. If the Residents Committee decides to deal with the complaint against a Resident, the Residents Committee, a Sub-Committee, or an Activity Group, the Committee:
 - 3.1 must give notice of the complaint to be served on the Party concerned, and
 - 3.2 must give the Party at least 14 days from the time the notice is served, to make submissions to the Residents Committee in connection with the complaint, and
 - 3.3 must take into consideration any submissions made by the Party in connection with the complaint.
4. If agreement is unable to be reached on a dispute between a Resident, an Activity Group, or a Sub-Committee and the Residents Committee itself, the Party concerned can raise the issue at the next General Meeting of Residents where the issue can be discussed and resolved by a vote of Residents.
5. Where disputes remain unresolved within the Village, the Residents Committee may at its absolute discretion, support Residents individually or collectively in actions taken or being defended before the NSW Civil and Administrative Tribunal or as provided by the Act.
6. If a dispute is not resolved by mediation within 3 months of the referral to the Tribunal, the dispute is to be referred to arbitration.

37. Right of Appeal

1. A Party may appeal to the Residents Association at a Residents General Meeting against a Resolution of the Residents Committee within 7 days after notice of the Resolution is served on the Party, by lodging a notice to that effect with the Secretary.
2. The notice shall be accompanied by a statement of the grounds for the appeal.
3. On receipt of an appeal from a Party, the Secretary must notify the Residents Committee and convene a general meeting of the Residents Association within 28 days of receiving the notice.
4. At a meeting of the Residents Association convened under Subclause 36:
 - 4.1 no business other than the question of the appeal is to be transacted, and
 - 4.2 the Residents Committee and the Party must be given the opportunity to state their respective cases orally or in writing, or both, and
 - 4.3 the Residents present are to vote by secret ballot on the question of whether the Resolution shall be confirmed or revoked.
5. The appeal is to be determined by a majority of votes cast by Residents of the Residents Association.

38. Service of Notices

1. A notice may be given to a Resident:
 - 1.1 by sending it to the address of the Resident's mailbox, or
 - 1.2 by sending it by email to an address specified by the Resident, by display on the Country Club notice board, other village notice boards, and published on the Village TV and Website, and by any other means approved by the Residents Committee.
2. A notice is taken to have been delivered:
 - 2.1 in the case of a notice sent to a Resident's mailbox, on the date when it would have been delivered, and
 - 2.2 in the case of a notice sent by some form of electronic transmission, on the date it was sent.

Definitions

In this document:

Act means the *Associations Incorporation Act 2009*, the *Retirement Villages Act, 1999*, plus subsequent amendments.

Activity Group means an informal group that meets to undertake activities of mutual interest. Whilst there will be a key contact/organiser for the group, there are no other positions nominated or needed for annual elections.

Ad Hoc Sub-Committee means a Sub-Committee of the Residents Committee established to undertake projects for a specific purpose and period of time.

Association or **Residents Association** means the Tarragal Glen Residents Association Inc. as registered under the *Association Incorporation Act 2009*.

Committee Member means any member of the Residents Committee.

Constitution means the current version, including amendments, of this Constitution adopted by the Tarragal Glen Residents Association Inc.

Director-General means the Director-General of the Department of Services, Technology and Administration.

Executive means the Office Bearers of the Residents Committee, namely the Chairperson, Vice-Chairperson, Secretary and Treasurer.

Management Committee means the Committee established under Section 28 of the *Associations Incorporation Act 2009* which is, by default, the Residents Committee established by Section 70 of the *Retirement villages Act 1999*.

Non-Executive Committee Member means a member of the Residents Committee who is not an Office Bearer of the Residents Association.

Office Bearer or **Officer** means a Resident holding one of the positions on the Executive, namely the Chairperson, Vice-Chairperson, Secretary or Treasurer.

Operator means the company which manages or controls the Village. In most cases Operator interactions will be with the Village Manager, but this could also include other members of the Operator's management team.

Party means either a Resident, the Residents Committee, a Sub-Committee, or an Activity Group that is involved in a dispute.

Private Functions means:

- a function not open to, or for the benefit of, all Residents of the village
- a function at the Country Club approved by the Village Manager (e.g., BBQ area).

Proxy means a person appointed by a Resident under Section 77 of the Act on the form prescribed in Schedule 1 of the *Retirement Villages Regulation 2017* to vote on the Resident's behalf at a meeting of Residents.

Public Functions means a function open to, or for the benefit of, all Residents of the village.

Public Officer means:

- the person holding office under this Constitution as the Public Officer of the Residents Association, or
- at law, if no such person holds that office, the role is allocated to the Secretary of the Residents Association.

Regulation means the *Associations Incorporation Regulation 2022* and the *Retirement Villages Regulation 2017*.

Residence means any independent living unit or assisted care apartment within Tarragal Glen village.

Resident means a person who has a Residence right in respect of Residential premises in the Village, and includes the following persons:

- The spouse of the person if the spouse occupies the residential premises with the Resident.
- The other party in a de facto relationship occupying the residential premises with the person.
- It does not include carers, relatives, friends, or other persons who reside with the Resident, who do not have a Residence right as defined in the Act.

Residents Association means the Tarragal Glen Residents Association Inc, as registered under the Associations Incorporation Act 2009 as may be amended from time to time.

Resolution means a decision by the required majority of Residents, as defined in the Constitution.

Returning Officer means a Resident appointed to undertake responsibilities and duties associated with elections and other ballots, and other related duties.

Secretary means:

- the person holding office as Secretary of the Residents Association, or
- at law, if no such person holds that office, the Public Officer of the Residents Association.

Special General Meeting means a meeting that is called to deal with one or more issues that are either:

- urgent matters that need to be dealt with before the next Residents General Meeting, or
- important matters that need a separate meeting to focus on a limited agenda and allow adequate time for proper consideration.

No business will be discussed other than the agenda item(s) on the meeting notice.

Special Resolution is a proposal requiring special consent – such as a variation in services or facilities, or change(s) to the Association's name, objects or Constitution. To be adopted, they require 21 days written notice, a minimum of 25% of Residents to vote, with 75% supporting the Resolution.

Standing Sub-Committee means a formally organised group of Residents authorised by and reporting to the Residents Committee to conduct a particular activity within the Village. These activities can include buying, selling, or raising money and require financial authority. They have an annually elected Executive which is responsible for the proper conduct of their activities.

Tribunal means the NSW Civil and Administrative Tribunal established under the *NSW Civil and Administrative Tribunal Act 2013* and any subsequent amendments.

Village means the Tarragal Glen Retirement Village.

APPENDIX A

Conduct of Ballots at Residents Meetings

The following provides guidance on conducting a Ballot at Residents Meetings.

1. A vote on a matter requiring majority consent (other than a matter requiring consent by a Special Resolution) may be taken by means of:
 - 1.1. a show of hands; or
 - 1.2. a written ballot conducted in accordance with the Regulation (as described below).
2. The Residents of the retirement village may decide, by a show of hands at any meeting at which a measure or action is discussed, whether the vote on the measure or action concerned is to be taken by means of a written ballot.
3. On the motion of the Chairperson, or if 50% or more of the Residents present at the meeting decide that the vote is to be taken by means of a written ballot, the vote must be taken by those means.
4. If a vote is to be taken by means of a written ballot (including a vote on a Special Resolution):
 - 4.1. the Returning Officer must cause enough ballot papers to be prepared so that a ballot paper can be given to each qualified voter
 - 4.2. the Returning Officer must provide to each qualified voter (or if the qualified voter has a proxy, to the voter's proxy) at the meeting a ballot paper initialled by the Returning Officer, and
 - 4.3. the ballot paper must contain details of the measure or action requiring a vote and directions as to the way a vote is to be recorded and returned to the Returning Officer.

(For example, the ballot paper may have the question to be answered followed by a "YES" box and a "NO" box and instructions that the voter clearly mark one of the boxes with a tick or a cross.)
5. In order to vote on the Resolution at the meeting, a qualified voter (or if the qualified voter has a proxy, the voter's proxy) must:
 - 5.1. record a vote on the ballot paper in accordance with the directions shown on it, and
 - 5.2. fold the completed ballot paper so that the vote cannot be seen, and
 - 5.3. place the ballot paper in the ballot box.
6. The result of a vote is to be ascertained by the Returning Officer as soon as is practicable.
7. The Returning Officer is to count the votes (whether by written ballot or show of hands) and, in respect of any Special Resolution, any written votes received prior to the meeting, to ascertain the result of the vote.
8. If the Returning Officer is required to decide on any matter under the Act or Regulation concerning the ballot, the decision of the Returning Officer on that matter is final.
9. If a matter or action requires majority consent (other than by Special Resolution), the Residents of the Village are deemed to have given their consent if more than 50% of the Residents who vote (whether personally or by proxy) on the measure or action, consent to the matter or action.

10. If a matter or action requires consent by Special Resolution, it can only be passed by the Residents Association if there is a quorum of at least 25% of qualified voters and it is supported by at least 75% of the votes (in accordance with section 39 of the *Associations Incorporation Act*).
11. When the Returning Officer first ascertains the result of the vote, the Returning Officer is to announce the result and is then to prepare a written report of the result.
12. Copies of the report are to be given to the Residents Committee and placed on the Country Club notice board, and other village notice boards.
13. The Operator must accept the Residents' decision when it has been reported to the Operator by an Officer of the Residents Committee.

APPENDIX B

Conduct of Postal or Electronic Ballots

Associations Incorporation Regulation 2022, Schedule 2, Section 11, 31 August 2022

Note the following guidance is a direct copy of the Regulation wording.

1 Ballots

- (1) The committee must do the following—
 - (a) prepare a statement setting out the details of the matter to be determined by a ballot,
 - (b) appoint a Returning Officer for the ballot,
 - (c) fix the date for the closing of the ballot.
- (2) The ballot must be conducted by the Returning Officer appointed by the committee.

2 Returning officers

- (1) Any person, except a committee member, may be appointed as a Returning Officer.
- (2) The Returning Officer may appoint a person who would otherwise be eligible to be a Returning Officer to assist the officer in the performance of the officer's duties.

3 Voting rolls

- (1) The Returning Officer must prepare a roll that contains the full names and addresses of the members of the association who are entitled to vote.
- (2) A person whose name is not listed on the roll cannot vote in the ballot.

4 Postal voting

- (1) This section applies to a ballot to be conducted by postal voting.
- (2) The Returning Officer must give the following to each member entitled to vote at least 14 days, or 21 days for a proposed Special Resolution, before the date fixed for the closing of the ballot—
 - (a) a copy of the statement prepared by the committee under this Schedule, section 1(1)(a),
 - (b) a ballot paper that contains—
 - (i) instructions for completing the ballot paper, and
 - (ii) the question to be determined, and
 - (iii) a space for the member to record the member's vote,
 - (c) a notice that contains—
 - (i) the closing date of the ballot, and
 - (ii) the address where the ballot paper is to be returned,
 - (d) a returning envelope that —
 - (i) is addressed to the Returning Officer, and
 - (ii) contains the name and address of the member on the reverse,
 - (e) if the ballot is a secret ballot—an envelope marked "Ballot Paper".
- (3) The member must vote by marking the ballot paper in accordance with the instructions given.

- (4) The member must, after completing the ballot paper—
 - (a) enclose and seal in the returning envelope—
 - (i) the ballot paper, or
 - (ii) for a secret ballot—the sealed envelope marked “Ballot Paper” in which the ballot paper is enclosed, and
 - (b) post or give the envelope to the Returning Officer so that it is received by the Returning Officer before the close of the ballot.
- (5) On receiving a returning envelope, the Returning Officer must—
 - (a) compare the information on the envelope with the information on the voting roll to confirm that the vote was cast by a member entitled to vote, and
 - (b) ensure the ballot paper is securely stored until the votes are counted.

5 Electronic voting

- (1) This section applies to a ballot to be conducted by electronic voting.
- (2) Electronic voting must be conducted, as determined by the committee—
 - (a) by email, or
 - (b) using a voting website, or
 - (c) by other electronic means.
- (3) The Returning Officer must give the following to each member entitled to vote at least 14 days, or 21 days for a proposed Special Resolution, before the date fixed for the closing of the ballot—
 - (a) a copy of the statement prepared by the committee under this Schedule, section 1(1)(a),
 - (b) access to an electronic ballot paper, or a voting website or other electronic application containing an electronic ballot paper, that contains—
 - (i) instructions for completing the ballot paper, and
 - (ii) the question to be determined, and
 - (iii) the means by which the member is to record the member's vote,
 - (c) access to the following information—
 - (i) the closing date of the ballot,
 - (ii) if voting by email, the email address to which the ballot paper must be sent,
 - (iii) if voting by other electronic means—instructions for accessing the electronic voting system and returning the ballot paper.
- (4) If the ballot is a secret ballot, the Returning Officer must ensure the identity of the member cannot be ascertained from the ballot paper.
- (5) The member must—
 - (a) vote in accordance with the instructions given, and
 - (b) return the ballot paper to the Returning Officer so that it is received by the Returning Officer before the closing date.
- (6) The Returning Officer must ensure each ballot paper is securely stored until the votes are counted.

6 Informal votes

- (1) A ballot paper completed by postal or electronic voting is informal if the member failed to record a vote in accordance with the instructions given by the Returning Officer.

- (2) Despite subsection (1), a ballot paper completed by postal voting is not informal merely because it contains an unnecessary mark if, in the Returning Officer's opinion, the intended vote is clearly indicated.
- (3) If a ballot is to be conducted using a voting website or other electronic application, not including electronic voting by email, the website or application must give a warning message to a person attempting to cast an informal vote that the vote is informal.

7 Ballot results

- (1) As soon as practicable after the close of a ballot conducted by postal or electronic voting, the Returning Officer must—
 - (a) for a secret ballot conducted by postal voting—open the envelopes marked "Ballot Paper" and remove the ballot papers, and
 - (b) reject all informal ballot papers, and
 - (c) ascertain the result of the ballot by—
 - (i) for a postal ballot—counting the votes that are not rejected, or
 - (ii) for an electronic ballot—reviewing the information and reports about the ballot.
- (2) The Returning Officer must—
 - (a) prepare and sign a statement of the result of the ballot, and
 - (b) give a copy of the statement to the secretary of the association.
- (3) On receiving the statement of the result, the secretary must—
 - (a) make an entry in the minute book showing the result, and
 - (b) for a ballot for a proposed Special Resolution—give written notice to members of the result as soon as practicable after receiving the statement.
- (4) The member presiding at the next general meeting of the association must announce the result of the ballot at the meeting.
- (5) In this section—
informal ballot paper means a ballot paper that is informal in accordance with this Schedule, section 6.

8 Keeping of ballot records

- (1) The Returning Officer must keep the following in secure storage, as they relate to a ballot conducted in accordance with this Schedule, for at least 8 weeks after the date fixed for the closing of the ballot or a longer period specified in a written direction of the committee—
 - (a) voting rolls,
 - (b) ballot papers, including rejected ballot papers from a postal ballot,
 - (c) all records, whether formal or informal, relating to an electronic ballot.

