

Constitution

Strata Community Association (Qld) Limited



A Public Company Limited by Guarantee

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PREAMBLE

- (a) The Company seeks to give expression to the vision of a single voice and identity for the broad strata community in Queensland.
- (b) The Company recognises that this common purpose must embrace a diverse range of sectional interests, both geographically and functionally, if it is to be truly representative.
- (c) The Company and this Constitution provide an equitable balance between the relative size and roles of these different elements of the strata community while also providing for future growth, new activities and Services and the ongoing evolution of founding members' structures and activities.
- (d) In accommodating this diversity, there is flexibility for sectional interests to have ongoing stewardship of their own affairs. At the same time there is provision for clear oversight and accountability for the expression of collective views and delivery of common Services consistent with the pursuit of the Objects.

1 Name of the Company

The name of the Company is Strata Community Association (Qld) Limited.

2 Type of Company

- (a) The Company is a not-for-profit public company limited by guarantee.
- (b) Subject to this Constitution, each person who is a Member and each person who was a Member during the year ending on the day of the commencement of the winding up of the Company, undertakes to contribute to the property of the Company for:
 - (i) payment of debts and liabilities of the Company;
 - (ii) payment of the costs, charges and expenses of winding up; and
 - (iii) any adjustment of the rights of the contributories among Members.
- (c) The amount that each Member or past Member is liable to contribute is limited to \$10.

3 Replaceable Rules

This Constitution displaces the Replaceable Rules to the extent that it is inconsistent with any Replaceable Rules.

4 Definitions and Interpretation

4.1 Definitions

In this Constitution, unless there is something in the subject or context which is inconsistent:

Act means the *Corporations Act 2001*.

Alternate Director shall mean a director appointed pursuant to **clause 36**.

Annual Subscription means the subscription fee payable by Members pursuant to **clause 12.1**.

Board means the board of Directors.

Board Appointed Directors means the Directors appointed to the Board in accordance with **clause 35.6**.

Chairman means the person holding that office under this Constitution and includes any assistant or acting chairman.

Company means SCA (QLD) Limited.

Constitution means this constitution as amended or supplemented from time to time.

Director means any person holding the position of a director of the Company, and includes a reference to Board Appointed Directors, Member Elected Directors and Alternate Directors.

Entrance Fee means the entrance fee payable by Members pursuant to **clause 12.1**.

Strata Community Association (Qld) Limited

Executive Officer/General Manager means the Executive Officer/General Manager appointed by the Board in accordance with **clause 53**.

Financial Voting Member means a Voting Member who has paid his Entrance Fee and Annual Subscription within the time limits specified in **clause 13(a)(iv)**, namely, at the latest, within thirty (30) days after having been notified by the Company that the Voting Member is in arrears to the Company.

In writing or written notice means the document must be submitted to a valid company address by way of typed or handwritten posted letter or electronic mail.

Member means a member of the Company pursuant to **clause 6** and **clause 8** and **Membership** has the corresponding meaning.

Member Elected Director means the Director elected to the Board in accordance with **clause 35.5**.

Member Present means in connection with a meeting of Members, a Financial Voting Member being present in person or by proxy or attorney or, in the case of a body corporate, by a Representative.

Objects means the objects of the Company as set out in **clause 5.1**.

Office means the registered office for the time being of the Company.

Officer has the same meaning as given to that term in section 9 of the Act.

President means the President of the Board appointed in accordance with **clause 35.8**.

Register means the register of Members to be kept pursuant to the Act.

Replaceable Rules means the replaceable rules applicable to a public company limited by guarantee set out in the Act.

Representative means a person authorised in accordance with section 250D of the Act to act as a representative of a body corporate, as described in **clause 11**.

Secretary means the person appointed as the secretary of the Company and includes any assistant or acting secretary.

Sector means the strata community, including but not limited to all those who have a special or professional interest in the management of schemes constituted under strata titles or community titles legislation, or their equivalent.

Services means the services supplied by the Company to Members from time to time, being services that have been approved by the Board for supply to Members.

Special Resolution has the meaning given to it by the Act.

Voting Members includes:

- (a) Strata Management Members;
- (b) Strata Services Members; and
- (c) Life Members.

4.2 Interpretation

- (a) In this Constitution, unless there is something in the subject or context which is inconsistent:
 - (i) the singular includes the plural and vice versa;
 - (ii) reference to one gender includes all genders;
 - (iii) the word **person** means a natural person and any partnership, association, body or entity, whether incorporated or not;
 - (iv) the words **writing** and **written** include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
 - (v) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
 - (vi) a reference to any clause or schedule is to a clause or schedule of this Constitution; and
 - (vii) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it.
- (b) An expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any clause that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division.
- (c) Headings do not form part of or affect the construction or interpretation of this Constitution.

5 Objects and Purposes

5.1 Objects

- (a) The Company is a not-for-profit company limited by guarantee.
- (b) The Company is established for the promotion of:
 - (i) the Sector; and
 - (ii) education about the Sector.
- (c) The Objects of the Company are to:
 - (i) educate and inform all participants within the Sector;
 - (ii) advocate and lobby for the Sector and present to government, the public and other bodies as appropriate, the issues relevant to the Sector;
 - (iii) establish consistent standards of professional practices in the Sector;
 - (iv) generally promote professionalism within the Sector;
 - (v) establish and maintain a common code of conduct for practitioners in the Sector;

- (vi) promote business and social interaction among all participants in the Sector;
 - (vii) develop links to organisations with similar objects to those of the Company; and
 - (viii) anything ancillary to the Objects referred to in **clause 5.1(c)**.
- (d) The Company can only exercise the powers in section 124(1) of the Act to:
- (i) carry out the Objects of the Company; and
 - (ii) do all things incidental or convenient in relation to the exercise of power under **clause 5.1(d)(i)**.

5.2 Income and Property

- (a) The income and property of the Company will only be applied towards the promotion of the Objects of the Company.
- (b) No income or property of the Company will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member of the Company. However nothing in this Constitution will prevent payment in good faith to a Member:
 - (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
 - (ii) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Company; or
 - (iii) of reasonable and proper rent for premises leased by any Member to the Company.

5.3 Remuneration of Directors

Directors may be paid:

- (a) such remuneration, and on such conditions, as the Board thinks fit;
- (b) out of pocket expenses incurred by the Director in the performance of any duty as a Director where the amount payable does not exceed an amount previously approved by the Board; and
- (c) for any service rendered to the Company by the Director in a professional or technical capacity, other than in the capacity as Director (for which the Director may be remunerated pursuant to **clause 5.3(a)**), where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable for the service.

MEMBERSHIP

6 Admission to Membership

6.1 Number of Members

The Company must have at least three (3) Members.

6.2 Pre-Condition to Membership

Subject to **clause 9**, a person is entitled to become a Member if that person agrees to assume the liability to pay the Member's Guarantee Amount and otherwise satisfies the criteria for the relevant class of Membership.

6.3 Becoming a Member

A person becomes a Member on the registration of that person's name in the Register.

7 Classes of Membership

7.1 Classes of Membership

There shall be three (3) classes of Membership:

- (a) Strata Management Members;
- (b) Strata Services Members;
- (c) Life Members; and
- (d) any other classes of Members the Board may prescribe from time to time.

7.2 Criteria for Classes of Membership

The Board is to determine the criteria which apply, from time to time, to each class of Membership.

8 Eligibility for Membership

Any person is entitled to become a Member if the person:

- (a) is, in the Board's opinion, of good character. The Board may make policies from time to time concerning the process the Board is to adopt in determining whether an applicant for Membership is of good character;
- (b) lodges an application form in accordance with **clause 9**;
- (c) subject to **clause 12.2**, pays the Entrance Fee in accordance with **clause 12.1**; and
- (d) satisfies the criteria set by the Board for the respective classes of Membership.

9 Applications for Membership

- (a) Applicants for Membership must complete an application form.
- (b) An application for Membership of the Company:
 - (i) must be made in writing in the form prescribed by the Board from time to time; and
 - (ii) must be lodged with the Secretary.
- (c) As soon as practicable after receiving an application for Membership, the Secretary must refer the application to the Board which is to determine whether to approve or reject the application.

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- (d) As soon as practicable after the Board makes that determination, the Secretary must:
 - (i) notify the applicant, in writing, that the Board approved or rejected the application (whichever is applicable); and
 - (ii) if the Board approved the application, enter the applicant's name in the Register and, on the name being so entered, the applicant becomes a Member of the Company.
 - (e) The Board shall not be required to provide its reasons for refusing an application for Membership under this **clause 9**.

10 Membership Entitlements Not Transferable

A right, privilege or obligation which a person has by reason of being a Member of the Company:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's Membership.

11 Representative

- (a) This **clause 11** only applies to Members and applicants for Membership which are body corporates.
- (b) Where a Member or an applicant for Membership is not an individual person, it must appoint as its Representative a natural person.
- (c) The name and address of the Representative will be entered in the Register as the representative of the body corporate Member.
- (d) All correspondence and notices from the Company will be served on that Representative and any notice served on a Representative will be deemed to be service on the body corporate member which is represented by that particular Representative.
- (e) If the appointment of a Representative by the body corporate Member is made by reference to a position held, the appointment must identify the position.
- (f) Despite **clause 10**, a body corporate Member may remove and replace a Representative where the body corporate Member gives written notice to the Secretary in a form approved by the Board.
- (g) A signature by a Representative of a body corporate Member on behalf of that body corporate Member is taken to be the signature of that body corporate Member for the purposes of this Constitution.
- (h) Any power or right of a body corporate Member as granted by this Constitution can be exercised by the Representative of that particular body corporate Member.
- (i) Body corporate Members are represented at meetings of Members by their Representatives, subject to the right of a Representative to appoint a proxy pursuant to **clause 30**.

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- (j) The actions of a Representative bind the body corporate Member which is represented by that Representative.
 - (k) Each Representative will comply with the terms of this Constitution in all matters pertaining to the Company as if a Member himself or herself.

12 Entrance Fees and Annual Subscriptions

12.1 Entrance Fees and Annual Subscriptions

- (a) There shall be an Entrance Fee and Annual Subscription payable by each Member to the Company.
- (b) The Entrance Fee and Annual Subscription shall be determined by the Board. The Board can determine different Entrance Fees and Annual Subscriptions for different classes of Membership.

12.2 Payment and Board Discretion

- (a) Subject to **clause 12.2(b)**, the amount of the Entrance Fee and Annual Subscription shall be payable by Members at such times and in such manner as determined by the Board from time to time.
- (b) The Board may, in its discretion:
 - (i) determine that no Entrance Fee or Annual Subscription is payable by a Member or Members in a given year; and
 - (ii) extend the time for payment of the Entrance Fee or Annual Subscription by any Member.
- (c) No part of any Entrance Fee or Annual Subscription shall be refunded to a Member who ceases to be a Member in accordance with **clause 13**.

13 Cessation of Membership

- (a) A Member's Membership will cease:
 - (i) on the date that the Secretary receives written notice of resignation from that Member;
 - (ii) where that Member is a natural person, upon that Member dying;
 - (iii) upon that Member no longer satisfying the criteria for its respective class of Membership (unless transferred to another class of Membership by the Board);
 - (iv) subject to **clause 12.2(b)**, if that Member fails to pay an Entrance Fee or Annual Subscription:
 - (A) within thirty (30) days after it falls due; and
 - (B) then fails to rectify this default within thirty (30) days of being notified of the default by the Company;
 - (v) if the Member is expelled from the Company pursuant to **clause 14**;
 - (vi) if, being a body corporate Member:
 - (A) that Member is dissolved or otherwise ceases to exist;

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- (B) that Member has:
- (1) a receiver;
 - (2) a receiver and manager;
 - (3) a liquidator;
 - (4) an administrator;
 - (5) an administrator of a deed of company arrangement; or
 - (6) a trustee or other person administering a compromise or arrangement between the Member and someone else;
- appointed to it; or
- (vii) if the Company in general meeting resolves by Special Resolution to terminate the Membership of a Member whose conduct or circumstances in the opinion of the Company renders it undesirable that that Member continue to be a Member of the Company. The Member must be given at least forty two (42) days' notice of the proposed resolution and must be given the opportunity to be heard at the meeting at which the resolution is proposed.
- (b) A Member may at any time, pursuant to **clause 13(a)(i)**, resign as a Member but shall continue to be liable for:
- (i) any other monies due by the Member to the Company;
 - (ii) any sum for which the Member is liable as a Member of the Company under **clause 2(b)**; and
 - (iii) if applicable, the Member's Guarantee Amount.

14 Disciplining of Members

14.1 Disciplining of Members

- (a) Where the Board is of the opinion that a Member has:
- (i) wilfully refused or neglected to comply with a provision or provisions of this Constitution; or
 - (ii) wilfully acted in a manner prejudicial to the interests of the Company;
- the Board may:
- (iii) expel the Member from the Company; or
 - (iv) suspend the Member from Membership of the Company for a specified period.
- (b) A resolution of the Board pursuant to **clause 14.1** is of no effect unless the Board confirms the resolution in accordance with this **clause 14.1(b)** at a Board meeting held not earlier than fourteen (14) days and not later than twenty eight (28) days after service on the Member of a notice pursuant to **clause 14.1(c)**.
- (c) If the Board resolves under **clause 14.1** to expel or suspend any Member, the Secretary must serve the Member with a notice in writing:

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- (i) setting out the resolution of the Board and the grounds upon which it is based;
 - (ii) stating that the Member may address the Board at a Board meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after service of the notice;
 - (iii) stating the date, place and time of that meeting; and
 - (iv) informing the Member that the Member may do either or both of the following:
 - (A) attend and speak at that meeting;
 - (B) submit to the Board at or prior to the date of the meeting, written representations relating to the resolution.
- (d) At a meeting of the Board held as referred to in **clause 14.1(c)**, the Board must:
- (i) give the Member an opportunity to make oral representations;
 - (ii) give due consideration to any written representations submitted to the Board by the Member at or prior to the Board meeting; and
 - (iii) by Special Resolution, determine whether to confirm or to revoke the resolution.
- (e) The Board must notify the Member of the decision of the Board in writing within seven (7) days. If the Board resolves to confirm the expulsion or suspension, the Member must also be notified of the right of appeal available under **clause 14.2(a)**.
- (f) A resolution confirmed by the Board under **clause 14.1(d)** does not take effect:
- (i) until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; and
 - (ii) where, within that period, the Member exercises the right of appeal, unless and until the Board reconfirms the resolution pursuant to **clause 14.2(d)**.

14.2 Right of Appeal of Disciplined Member

- (a) A Member may appeal to the Company at a general meeting against a resolution of the Board, which is confirmed under **clause 14.1(d)**. Written notice of such an appeal must be lodged with the Secretary within seven (7) days of service of the notice required under **clause 14.1(e)**.
- (b) Upon receipt of a notice of appeal the Secretary must convene a general meeting of the Company to be held within thirty five (35) days after the date of receipt of the notice. If possible, the Secretary should include in the notice of the meeting to the Members any written representations of the Member.
- (c) At a general meeting of the Board convened under **clause 14.2(b)**:
 - (i) no business other than the question of the appeal may be transacted;
 - (ii) the Board and the Member must be given the opportunity to state their cases orally or in writing, or both; and
 - (iii) the Members Present must vote by ballot on the question of whether the resolution will be confirmed or revoked.

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- (d) If, at the general meeting, the Company passes a Special Resolution in favour of the confirmation of the resolution, the resolution is confirmed.

15 Resolution of Disputes Between Members

Disputes between Members (in their capacity as Members), may be referred to the Board, which may take steps to resolve the dispute.

GENERAL MEETINGS

16 Convening of General Meetings

- (a) Any four (4) Directors may whenever those Directors think fit convene a general meeting of the Company.
- (b) Members shall be entitled to require a general meeting to be convened in accordance with the provisions of the Act.
- (c) A general meeting of the Company may be convened at one or more venues, or wholly or partly online or virtually, using any technology that gives the Members a reasonable opportunity to participate in the meeting.

17 Notice of General Meeting

- (a) Subject to consent to shorter notice being given in accordance with the Act, at least twenty one (21) calendar days notice of any general meeting must be given specifying:
- (i) the place, day and hour of the meeting;
 - (ii) the general nature of any business to be transacted at the meeting;
 - (iii) if a Special Resolution is to be proposed, the details of and intention to propose it;
 - (iv) any technology that will be used to facilitate the meeting; and
 - (v) any other information required by the Act.
- (b) The accidental omission to give notice of any general meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.

18 Cancellation or Postponement of General Meeting

- (a) Subject to the provisions of the Act and this Constitution the Board may cancel a general meeting of the Company:
- (i) convened by the Board; or

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- (ii) which has been convened by a Member or Members pursuant to the Act upon receipt by the Company of a written notice withdrawing the requisition signed by that Member or those Members.
 - (b) The Board may postpone a general meeting or change the venue at which it is to be held. No business shall be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original meeting.
 - (c) Where any general meeting is cancelled or postponed or the venue for a general meeting is changed:
 - (i) the Board must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; and
 - (ii) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

19 Quorum

- (a) No business may be transacted at any general meeting unless there is a quorum of Members Present at all times during the meeting.
- (b) Five (5) Members Present and entitled to vote constitute a quorum for all general meetings.
- (c) If within thirty (30) minutes after the time appointed for holding a general meeting a quorum is not present:
 - (i) the meeting, if convened upon the requisition of Members, shall be dissolved;
 - (ii) in any other case:
 - (A) it will stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may by notice to the Members appoint; and
 - (B) if at such adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the holding of the meeting, the meeting shall be dissolved.

20 Chairman

- (a) The President will be the Chairman for all general meetings.
- (b) Where a general meeting is held and the President is:

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- (i) unable or unwilling to act as Chairman; or
 - (ii) not present within thirty (30) minutes after the time appointed for the holding of the meeting,

the other Directors present may choose another Director as Chairman of the meeting by two-thirds majority, or if their number is not three or a multiple of three, then the nearest number to two-thirds. If no Director is so chosen, or if all the Directors present decline to take the chair, the Members Present may choose one of their number to be Chairman of the meeting.

- (c) The rulings of the Chairman of a general meeting on all matters relating to the order of business, procedure and conduct of the meeting shall be final and no motion of dissent from such rulings shall be accepted.

21 Adjournments

- (a) The Chairman of a general meeting at which a quorum is present:
 - (i) may adjourn a meeting with the consent of the meeting; and
 - (ii) must adjourn the meeting if the meeting so directs;to a time and place as determined.
- (b) No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- (d) It is not necessary to give any notice of an adjournment of a general meeting or of the business to be transacted at the adjourned meeting except if the meeting is adjourned for thirty (30) days or more, in which case notice of the adjourned meeting must be given as in the case of an original meeting.

22 Determination of Questions

- (a) At any general meeting, a resolution to be considered at the meeting shall be decided on a show of hands unless a poll is demanded by:
 - (i) the Chairman of the meeting;
 - (ii) at least two (2) Members Present and entitled to vote on the resolution.
- (b) Before a vote on a resolution is taken, the Chairman must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- (c) A declaration by the Chairman of the result of a vote on a resolution by a show of hands and an entry to that effect contained in the minutes of the proceedings of the Company which has been signed by the Chairman of the meeting or the next succeeding meeting shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

23 Polls

- (a) A poll may be demanded:
 - (i) before a vote on a resolution is taken;
 - (ii) before the voting results on a show of hands are declared; or
 - (iii) immediately after the voting results on a show of hands are declared.
- (b) If a poll is demanded it must be taken in such manner and at such time and place as the Chairman of the meeting directs subject to **clause 23(e)**.
- (c) The result of the poll shall be taken to be the resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- (e) A poll demanded on the election of a Chairman or any question of adjournment of the meeting must be taken immediately.
- (f) The demand for a poll may be withdrawn.

24 Voting Rights

Each Financial Voting Member shall have one (1) vote.

25 Voting Disqualification

No person other than:

- (a) a Financial Voting Member;
 - (b) a proxy of a:
 - (i) Financial Voting Member; or
 - (ii) Representative of a Financial Voting Member; and
 - (c) a Representative of a body corporate Member that is also a Financial Voting Member,
- shall be entitled to a vote at a general meeting.

26 Objection to Qualification to Vote

Any challenge as to the qualification of a person to vote at a general meeting or the validity of any vote tendered may only be raised at the meeting and must be determined by the Chairman, whose decision shall be final and conclusive and a vote allowed by the Chairman shall be valid for all purposes.

27 Persons of Unsound Mind and Minors

- (a) A Financial Voting Member:
- (i) of unsound mind; or
 - (ii) whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - (iii) who is a minor;
- may vote whether on a show of hands or on a poll by that Financial Voting Member's committee or by such other person as properly has the management or guardianship of that Financial Voting Member's estate or by the public trustee (as the case may be) and the committee or other person or trustee may vote by proxy or representative.
- (b) Any person having the right of management or guardianship of the person or estate in respect of a Financial Voting Member as referred to in **clause 27(a)** must not exercise any of the rights conferred under that clause unless and until the person has provided to the Board satisfactory evidence of the appointment of the person accordingly.

28 No Casting Vote

In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands is taken or at which the poll is demanded is not entitled to a casting vote.

29 Right of Non-Members to Attend General Meeting

- (a) The Chairman of a general meeting may invite any person who is not a Member to attend and address a meeting.
- (b) Any auditor of the Company shall be entitled to attend and address a general meeting.

PROXIES

30 Right to Appoint Proxies

- (a) A Financial Voting Member or a Representative of a Financial Voting Member, who is entitled to attend and vote at a general meeting of the Company, may appoint a person as the Financial Voting Member's or Representative's proxy to attend and vote for the Financial Voting Member or Representative at the meeting.
- (b) If a Financial Voting Member or Representative of a Financial Voting Member appoints a proxy, the proxy is entitled to vote on a show of hands and on a poll.

31 Appointing a Proxy

31.1 Appointing a Proxy

The instrument appointing a proxy must be in writing signed by the appointor or the appointor's attorney duly authorised in writing or, if the appointor is a body corporate, signed by an authorised officer or attorney of the body corporate.

31.2 Instrument of Proxy

- (a) The instrument of proxy is valid if it contains the information required by the Act, which at the date of this Constitution is the following information:
 - (i) the name and address of the Financial Voting Member (and Representative, if applicable);
 - (ii) the name of the Company;
 - (iii) the proxy's name or the name of the office of the proxy; and
 - (iv) the meetings at which the instrument of proxy may be used.
- (b) An instrument of proxy may be expressed to be a standing appointment. An instrument of proxy for a specified meeting is only valid for that meeting and any postponement or adjournment of that meeting.
- (c) An instrument of proxy shall not be treated as invalid merely because it does not specify all of the information required by **clause 31.2(a)**.
- (d) An instrument of proxy may be revoked at any time by notice in writing to the Company.

32 Lodgement of Proxies

- (a) An instrument appointing:
 - (i) a proxy and the power of attorney or other authority (if any) under which it is signed or executed or a certified copy of that power or authority; or
 - (ii) an attorney to exercise a Financial Voting Member's voting rights at a general meeting or a certified copy of that power of attorney,must be deposited at the Office or at such other place as is specified for that purpose in the notice convening the general meeting not less than forty eight (48) before the time appointed for the holding of the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote. In default, the instrument of proxy or the power of attorney will not be treated as valid.
- (b) For the purposes of this **clause 32**, it will be sufficient that any document required to be lodged by a Financial Voting Member be received in legible form by facsimile at the place at which the document is required to be delivered by the Financial Voting Member and the document shall be regarded as received at the time the facsimile was received at that place.

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- (c) For the purposes of this **clause 32**, it will be sufficient that any document required to be lodged by a Financial Voting Member be received in legible form by email if the notice of meeting so permits at the address and in the form specified in the notice and the proxy shall be regarded as received at the time the email was received by the Company.

33 Validity of Proxies

- (a) A vote exercised pursuant to an instrument of proxy, a power of attorney or other instrument of appointment is valid notwithstanding the:
- (i) death or unsoundness of mind of the Financial Voting Member or Representative;
 - (ii) bankruptcy of or appointment of an external administrator to the Financial Voting Member; and
 - (iii) revocation of the instrument of proxy or the power of attorney or any instrument under which the instrument or the power was granted,
- if the Company has not received at its Office written notice of the death, unsoundness of mind, bankruptcy, appointment of an external administrator or revocation at least forty eight (48) hours (or such shorter period as the Board may allow) before the time appointed for the holding of the general meeting or adjourned meeting, as the case may be, at which the instrument of proxy or the power of attorney is exercised.
- (b) A proxy who is not entitled to vote on a resolution as a Financial Voting Member may vote as a proxy for another Financial Voting Member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.

34 Rights of Proxies and Attorneys

- (a) The instrument appointing a proxy will be taken to confer authority to demand or join in demanding a poll.
- (b) Unless a Financial Voting Member or Representative by the instrument of proxy directs the proxy to vote in a certain manner, the proxy may vote as the proxy thinks fit on any motion or resolution. Otherwise the proxy shall follow the voting instructions contained in the instrument of proxy.
- (c) A proxy will not be revoked by the appointor attending and taking part in any general meeting, but if the appointor votes on a resolution either on a show of hands or on a poll the person acting as proxy for the appointor shall not be entitled to vote in that capacity in respect of the resolution.
- (d) The Chairman of a general meeting may require any person acting as a proxy to establish to the satisfaction of the Chairman that he is the person nominated as proxy in the form of proxy lodged under this Constitution. If the person is unable to establish his identity, he may be excluded from voting either upon a show of hands or upon a poll.
- (e) A Financial Voting Member entitled to vote at a general meeting may vote by direct vote using electronic means where such an option is offered by the Board. A direct

vote includes a vote delivered to the Company by any means approved by the Board, which may include postal or electronic means. The Board may prescribe By-Laws in relation to direct voting, including specifying the form, method and timing of giving a direct vote at a general meeting in order for the vote to be valid.

APPOINTMENT AND REMOVAL OF DIRECTORS

35 Number and Appointment of Directors

35.1 Number of Directors

The Board of Directors shall consist of not less five (5) and not more than twelve (12) persons.

35.2 Constitution of the Board

- (a) The Board shall consist of:
 - (i) up to ten (10) Member Elected Directors; and
 - (ii) up to two (2) Board Appointed Directors.
- (b) Subject to **clause 35.2(a)**, the Board will decide how many Member Elected Directors and how many Board Appointed Directors there will be from time to time.

35.3 Initial Directors

The initial Directors are:

- (a) Kerri-Ann Anthon FSCA;
- (b) Richard Allard MSCA;
- (c) Colin Cameron Archer FSCA;
- (d) Simon Barnard MSCA;
- (e) Catherine Jane Pashley FSCA;
- (f) Alan Donald Buckle FSCA;
- (g) Ian Kenneth D'Arcy FSCA;
- (h) James Steven Freestun FSCA;
- (i) Michael Hurley FSCA;
- (j) Susan Carole Seymour FSCA;
- (k) Andrew James Grant Suttie; and
- (l) Liat Karen Walker MSCA.

35.4 Nominations for Member Elected Directors

- (a) Prior to the annual general meeting, the Secretary will give notice of the number of Member Elected Director vacancies to be filled and call for nominations from the Financial Voting Members for election as Member Elected Directors.
- (b) Only Financial Voting Members who are individuals are eligible for election as a Member Elected Director
- (c) Nomination of candidates for election as a Member Elected Director must be:

- (i) made in writing in the form prescribed by the Board from time to time;
- (ii) made by:
 - (A) a Financial Voting Member; or
 - (B) a Director;

- (iii) seconded by:
 - (A) a Financial Voting Member; or
 - (B) a Director;
- (iv) accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
- (v) must be delivered to the Secretary by the prescribed time as notified to Financial Voting Members in the call for nominations.

35.5 Election of Member Elected Directors

- (a) The Board may make By-Laws consistent with this constitution regarding the procedures for the conduct of elections and the process for the nomination of candidates for election as Member Elected Directors.
- (b) The election of Member Elected Directors will be held prior to the annual general meeting in accordance with the procedure set out in the By-Laws.
- (c) Any unfilled positions for election as Member Elected Directors as a result of insufficient nominations are to be deemed as casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies of Member Elected Directors to be filled, the persons nominated shall be deemed to be elected (effective from the date of the annual general meeting).
- (e) If the number of nominations received for Member Elected Directors exceeds the number of vacancies to be filled, a ballot will be held prior to the annual general meeting, which may be an electronic ballot as determined by the Board.
- (f) If a ballot is to be conducted:
 - (i) The Board will appoint a returning officer who must not be a Director nor a candidate; and
 - (ii) Only Financial Members are entitled to vote in the ballot.
- (g) Results of an election of Member Elected Directors are to be announced at the annual general meeting.

35.6 Appointment of Board Appointed Directors

- (a) The Board can appoint up to two (2) Board Appointed Directors to the Board.
- (b) A Board Appointed Director shall be a person who will bring skills and experience to the Board to enable the Board to advance the Objects.
- (c) Board Appointed Directors can be, but need not be, Financial Voting Members.
- (d) The vacation of a board appointed Director is subject to **clauses 37 and 38**.

35.7 Term

- (a) Subject to **clauses 35.7(b) and 35.7(c)**, a Director shall hold office for a term of two (2) years, but shall be eligible for re-election or reappointment, as the case may be, for a further term of two (2) years in accordance with this Constitution. Directors shall not hold office for more than six (6) consecutive years. Member- Elected Directors shall be deemed to commence holding office from the conclusion of the annual general meeting at which they were elected until the conclusion of the annual general meeting

held approximately two (2) years thereafter.

- (b) The following initial Directors shall hold office from the date of incorporation of the Company until the first general meeting of the Company to be held in October 2013, but shall be eligible for re-election in accordance with this Constitution:

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- (i) Kerri-Ann Anthon FSCA;
 - (ii) Richard Allard MSCA;
 - (iii) Simon Barnard MSCA;
 - (iv) Catherine Jane Pashley FSCA;
 - (v) James Steven Freestun FSCA; and
 - (vi) Susan Carole Seymour FSCA.

- (c) The following initial Directors shall hold office from the date of incorporation of the Company until the first annual general meeting of the Company to be held in October 2014, but shall be eligible for re-election in accordance with this Constitution:

- (i) Colin Cameron Archer FSCA;
- (ii) Michael Hurley FSCA;
- (iii) Andrew James Grant Suttie;
- (iv) Ian Kenneth D'Arcy FSCA;
- (v) Alan Donald Buckle FSCA;
- (vi) Liat Karen Walker MSCA.

- (d) For clarification, the initial term of the initial Directors listed in **clauses 35.7(b)** and **35.7(c)** shall not count towards the maximum six (6) consecutive years that any Director can hold office.

35.8 Office Bearers

- (a) The Board shall, at the first meeting of the Board held after incorporation of the Company and thereafter at the first meeting of the Board held after an (annual) general meeting of the Company where an office bearer has retired, appoint from amongst the Directors sitting on the Board at the time of the Board meeting:
- (i) a President; and
 - (ii) such other office bearers as the Board deems necessary from time to time.
- (b) The office bearers shall hold office for a term of two (2) years but shall be eligible for reappointment for a further term of two (2) years. Office bearers shall not hold office:
- (i) for more than six (6) consecutive years; nor
 - (ii) beyond their retirement or removal from the Board as a Director.
- (c) If an office bearer retires from the position of that particular office bearer, the Board shall appoint another Director to fill any such casual vacancy. Any Director so appointed shall hold office of that office bearer for the balance of the term of the office being filled.

36 Alternate Directors

- (a) Any Director, with the prior approval of the Board, may appoint an Alternate Director to exercise some or all of the Director's powers for a specified period.
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- (b) The Alternate Director is entitled to receive notices of all Board meetings and may also attend and vote at those meetings if the Director who appointed the Alternate Director is not present at any such meeting.
 - (c) The Alternate Director may exercise any powers that the Director making the appointment may exercise, and if the Alternate Director does so exercise a power, it will be taken to be an exercise of power by the Director who appointed the Alternate Director.
 - (d) The Alternate Director may be terminated from the office of Director at any time, even if the period of initial appointment has not yet expired by either:
 - (i) the Director who initially appointed that Alternate Director; or
 - (ii) the Board having passed a resolution terminating the appointment.
 - (e) If the Director who appointed the Alternate Director vacates his or her office for any reason, the office of the Alternate Director is automatically terminated.
 - (f) Any appointment or termination of an Alternate Director must:
 - (i) be effected by a notice signed by the Director making the appointment or termination (or by the Secretary on behalf of the Board where the Board has terminated the appointment); and
 - (ii) be served on the Company; and
 - (iii) set out the terms (if any) of the appointment or termination.

37 General Right to Appoint and Remove Directors

- (a) Subject to the Act, if there is ever a casual vacancy in the office of Director, the Board may appoint a person to fill any such casual vacancy. Any Director so appointed shall hold office for the balance of the term of the office being filled.
- (b) The Board may act despite any vacancy in their body, but if the number falls below the minimum fixed in accordance with **clause 35.1** the Board may act:
 - (i) for the purpose of:
 - (A) increasing the number of Directors to the minimum; or
 - (B) convening a general meeting; or
 - (ii) in emergencies,
but for no other purpose.

38 Vacation of Office

- (a) Any Director may retire from office on giving written notice to the Company at the Office of his intention to retire and the resignation shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the

written notice to the Company).

- (b) The office of a Director shall become vacant if the Director:
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- (i) resigns
 - (ii) dies;
 - (iii) being a Member Elected Director, is no longer a Financial Voting Member;
 - (iv) becomes bankrupt or makes any arrangement or composition with creditors generally;
 - (v) becomes prohibited from being a director of a company by reason of any order made under the Act;
 - (vi) becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;
 - (vii) resigns by notice in writing to the Company; or
- (c) is absent without written permission of the Board from meetings of the Board held for more than two (2) months. A Director intending to be absent from the Board shall apply to the Board in writing for leave of absence.

POWERS AND DUTIES OF DIRECTORS

39 Powers of Directors

- (a) The control, management and conduct of the Company shall be vested in the Board who shall exercise all such powers of the Company as are not by the Act or by this Constitution required to be exercised in any other manner.
- (b) A person who is not a Director does not have the right to inspect or copy any records or documents of the Company, except as provided by law, this Constitution or as authorised by the Board or by a resolution of the Members.
- (c) Subject to the Act, the Directors may determine whether and to what extent, and at what time and place and under what conditions, any records or documents of the Company shall be open to the inspection of Members (other than Directors).
- (d) The Company may enter into a contract with a Director, when the Director has ceased to be a Director, agreeing to provide continuing access for a specified period to records and documents of the Company which relate to the period during which the Director was a Director on such terms and conditions as the Company thinks fit.

40 Power to make By-laws

- (a) The Board may from time to time make such By-Laws as are in its opinion necessary and desirable for the proper control, administration and management of the Association's affairs, operations, finances, interests, effects and property and may amend and repeal those By-Laws from time to time.
- (b) A By-Law must be subject to this Constitution and must not be inconsistent with any

provision contained in this Constitution.

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- (c) When in force, a By-Law is binding on all Members and has the same effect as this Constitution.

41 Negotiable Instruments

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed as the case may be by:

- (a) two (2) Directors signing the same; or
(b) one Director and one Secretary signing the same.

42 Conferment of Powers

- (a) The Board may from time to time confer upon any Director for the time being or any other person as they may select such of the powers exercisable under this Constitution by the Board as it may think fit for such time and to be exercised for such purposes and on such terms and conditions and with such restrictions as it may think expedient.
- (b) Powers conferred under this **clause 42** may be exercised concurrently with the powers of the Board in that regard and the Board may from time to time withdraw, revoke or vary all or any of such powers.

DIRECTORS' DISCLOSURE OF INTEREST

43 Contracts

- (a) The Company may enter into contracts or arrangements with other companies or bodies in which a Director has an interest, provided it does so according to the usual commercial terms and conditions that apply to such contracts or arrangements.
- (b) A Director must disclose an interest in accordance with the Act and the Secretary must record all declarations in the minutes of the relevant meeting.
- (c) A Director who has an interest in a contract or arrangement made by the Company and has disclosed this interest to the Board subject to compliance with section 195 and related provisions of the Act, may still:
- (i) vote on the matter;
 - (ii) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
 - (iii) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
 - (iv) vote in respect of, or in respect of any matter arising out of, the contract or

arrangement or proposed contract or arrangement.

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- (d) The Company shall not make any payment for services rendered by a Director in a professional or technical capacity, except where the provision of those services and the amount payable have prior approval of the Board and where the amount does not exceed an amount that is commercially reasonable for those services.
 - (e) A Director's failure to make disclosure under this **clause 43** does not render void or voidable a contract or arrangement in which the Director has a direct or indirect interest.
 - (f) A general notice given to the Board by a Director that the Director is an officer, a member of or otherwise interested in any specified corporation or firm stating the nature and the extent of the Director's interest in the corporation or firm shall, in relation to any matter involving the Company and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Director's interest, provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Board than was stated in the notice.

PROCEEDINGS OF DIRECTORS

44 Meetings of Directors

- (a) The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as it thinks.
- (b) A Director may at any time and the Secretary upon the request of a Director shall convene a meeting of the Board by giving at least forty eight (48) hours notice of the meeting to all Directors, except a Director who the person convening the meeting reasonably believes to be outside Australia.
- (c) Notice of a meeting of the Board need not be in writing.
- (d) Subject to **clause 43(e)**, a Board meeting may be convened or held using any technology consented to by a majority of Directors. The consent may be a standing one. A Director may withdraw consent to the use of a particular technology within a reasonable time before a Board meeting.
- (e) The particular technology used to convene or hold a Board meeting, pursuant to **clause 43(d)**, must be available and accessible to all Directors who wish to attend the Board meeting.
- (f) All resolutions of the Directors passed at a meeting of Board where a quorum is present but where notice of the meeting has not been given as required to each Director, or any act carried out pursuant to such resolution, shall, provided each Director to whom notice was not given subsequently agrees to waive the same, be as valid as if notice of the meeting had been duly given to all Directors.

45 Quorum

- (a) The quorum necessary for the transaction of the Board's business is four (4) Directors

who are personally present (or in conference in accordance with **clause 44**).

- (b) A quorum must be present at all times during the meeting.
- (c) A Director who is disqualified from voting on a matter pursuant to **clause 43**.
- (d) shall be counted in the quorum despite that disqualification.

46 Chairman

- (a) The President shall, if present, preside as Chairman of every meeting of the Board.
- (b) If a meeting of Board is held and the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or, if present, does not wish to chair the meeting, then the other Directors present must elect one of their number to be Chairman of the meeting.

47 Voting

- (a) A resolution of the Board must be passed by a majority of votes of the Directors present at the meeting who vote on the resolution. A resolution passed by a majority of the votes cast by the Directors will for all purposes be taken to be a determination of the Board.
- (b) Each Director shall have one (1) vote.
- (c) In case of an equality of votes at a meeting of the Board, the Chairman will not have a casting vote in addition to a deliberative vote.

48 Resolutions by Directors

- (a) The Board may pass a resolution without a Board meeting being held if a majority of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures can be contained in more than one document.
- (b) A facsimile transmission which is received by the Company and which purports to have been signed by a Director shall for the purposes of this **clause 48** be taken to be in writing and signed by that Director at the time of the receipt of the facsimile transmission by the Company in legible form.
- (c) An email transmission which is received by the Company and which purports to have been sent by a Director shall for the purposes of this **clause 48** be taken to be in writing and signed by that Director at the time of the receipt of the email transmission by the Company.

49 Committee of Directors

- (a) The Board may form and delegate any of its powers to a Committee consisting of such Directors and other persons as it thinks fit and may from time to time revoke such delegation.

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- (b) A Committee must in exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised shall be taken to be exercised by the Board.
 - (c) The meetings and proceedings of any Committee consisting of more than one person will be governed by the provisions for regulating the meetings and proceedings of the Board contained in this Constitution.

50 Validation of Acts of Directors

All acts done:

- (a) at any meeting of the Board; or
- (b) by any person acting as a Director,

shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Director or person or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Director and had been entitled to vote.

MINUTES

51 Minutes

- (a) The Board must cause minutes to be kept in accordance with the Act for the purposes of recording:
 - (i) the names of the Directors present at each meeting of the Board and of Directors present at each meeting of any Committee;
 - (ii) all orders, resolutions and proceedings of general meetings and of meetings of the Board and of Committees; and
 - (iii) such matters as are required by the Act to be recorded in the record books of the Company including without limitation all declarations made or notices given by any Director of his interest in any contract or proposed contract or the holding of any office or property whereby any conflict of duty or interest may arise.
- (b) Such minutes shall be signed by the Chairman of the meeting, or the Chairman of the next succeeding meeting and minutes which purport to be signed accordingly shall be received in evidence without any further proof as sufficient evidence that the matters and things recorded by such minutes actually took place or happened as recorded and of the regularity of such matters and things and that the same took place at a meeting duly convened and held.

SECRETARY

52 Appointment and Tenure

- (a) There must be at least one Secretary appointed by the Board for a term and on conditions determined by the Board.
- (b) The Board may remove any Secretary so appointed.

EXECUTIVE OFFICER/ GENERAL MANAGER

53 Appointment and Tenure

- (a) The Directors may appoint a person to be the Executive Officer or General Manager for any period and on any terms as the Directors resolve.
- (b) The Directors may delegate any of their powers (including the power to delegate) to the Executive Officer or General Manager.
- (c) The Directors may revoke or vary:
 - (i) the appointment of the Executive Officer or General Manager; or
 - (ii) any power delegated to Executive Officer or General Manager.
- (d) The Executive Officer/or General Manager must exercise the powers delegated to him or her in accordance with any directions of the Directors.
- (e) The exercise of a delegated power by the Executive Officer/General Manager is as effective as if the Directors exercised the power.
- (f) The Executive Officer/General Manager reports to the Chair or any nominated member of the board.

SPECIAL INTEREST GROUPS

54 Special Interest Groups

- (a) The Board will form Special Interest Groups of the size, type and nature as it deems fit from time to time.
- (b) A Special Interest Group shall conduct its affairs and programmes in accordance with this Constitution and such other directions and limitations declared by the Board from time to time.
- (c) The Board shall have the right to charge Members a fee for each Special Interest Group that that Member joins.

- (d) A Special Interest Group shall cease to be a Special Interest Group at any time that the Board in its discretion withdraws the authority upon which the Special Interest Group was established.

EXECUTION OF DOCUMENTS

55 Execution of Documents

- (a) Without limiting the manner in which the Company may execute any contract, including as permitted under section 126 of the Act, the Company may execute any agreement, deed or other document by:
- (i) two Directors signing the same; or
 - (ii) one Director and one Secretary signing the same.
- (b) Nothing in this Constitution requires the Company to execute any agreement, deed or other document under common seal for the same to be effectively executed by the Company.

ACCOUNTS AND INSPECTION OF RECORDS

56 Accounts and Inspection

The Board shall:

- (a) cause proper financial records to be kept and must, where required by the Act, distribute copies of the financial reports of the Company and a Director's report in accordance with the requirements of the Act; and
- (b) from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them will be open to the inspection of Members.

NOTICES

57 Service of Notices

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- (a) A notice may be given by the Company to any Member by:
- (i) serving it on the Member personally;
 - (ii) sending it by post to the Member or leaving it at the Member's address shown in the Register or otherwise the address supplied by the Member to the Company for the giving of notices;
 - (iii) facsimile to the facsimile number supplied by the Member to the Company for the giving of notices; or
 - (iv) sending it to the electronic address supplied by the Member to the Company for the giving of notices.
- (b) Any Member who has not left at or sent to the Office his place of address for inclusion in the Register as the place at which notices may be given to the Member shall not be entitled to receive any notice.
- (c) Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected two days after the date of posting. Service of a notice to a Member outside Australia shall be deemed to have been made in the ordinary course of the post.
- (d) Where a notice is sent by facsimile or other electronic means, service of the notice shall be taken to be effected by properly addressing and sending the notice and in such case shall be taken to have been effected on the business day after it is sent.
- (e) A notice may be given by the Company to the persons entitled to a share in consequence of the death, lunacy or bankruptcy of a Member by:
- (i) service on the Member personally;
 - (ii) sending it by post addressed to the person by name or by the title of the representative of the deceased or lunatic or the assignee of the bankrupt or
 - (iii) by any like description at the address, if any, within Australia supplied for the purpose by the person claiming to be entitled; or
-
- (iv) by giving the notice in any manner in which the same might have been given if the death, lunacy or bankruptcy had not occurred.
- (f) Evidence of service of a notice may be established by proving that the envelope containing the notice and stamped appropriately was properly posted and a certificate given by any Officer of the Company to that effect shall be conclusive evidence of service.
- (g) Where a person is:
- (i) a Member of two classes of Membership; and
 - (ii) entitled to receive a notice under both classes of Membership,
- the Company shall only send one notice to that person.

58 Notices of General Meeting

Subject to **clause 55(b)**, notice of every general meeting must be given in any manner authorised by this Constitution to:

- (a) every Member; and
- (b) the auditor (if any) for the time being of the Company.

WINDING UP

59 Winding Up

- (a) If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another institution or corporation which has:
 - (i) objects which are similar to the Objects;
 - (ii) a constitution which requires its income and property to be applied in promoting its objects; and
 - (iii) a constitution which prohibits it from paying or distributing its income and property amongst its Members to an extent at least as great as imposed on the Company by **clause 5.2(b)**.
- (b) The identity of the corporation or institution is to be determined by the Members in writing at or before the time of dissolution and failing such determination being made, by application to the Supreme Court, in the State of incorporation of the Company, for determination.

INDEMNITY

60 Indemnity

To the extent permitted by law every Officer (and former Officer) of the Company shall be indemnified out of the funds of the Company against all costs, expenses and liabilities incurred as such an Officer or employee (or former Officer or employee). However, no such Officer (or former Officer) shall be indemnified out of the funds of the Company under this clause unless:

- (a) it is in respect of a liability to another person (other than the Company or a related body corporate to the Company) where the liability to the other person does not arise out of conduct involving a lack of good faith; or
- (b) it is in respect of a liability for costs and expenses incurred:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the Officer (or former Officer) under the Act.

61 Payment of Indemnity Policy Premium

- (a) To the extent permitted by law the Company may at the discretion of the Board enter into and / or pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Company against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for:
 - (i) a liability arising out of conduct involving a wilful breach of duty in relation to the Company; or
 - (ii) a contravention of sections 182 or 183 of the Act.
- (b) The Board shall have the discretion to approve the terms and conditions of any such policy of insurance.
- (c) Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his actions or omissions then the Company shall not be required to indemnify the Officer under **clause g)** except to the extent that the indemnity affected by the insurance policy does not fully cover the person's liability.

62 Indemnity to Continue

The indemnity granted by the Company contained in **clauses g)** and **h)** shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.

Annexure A Form of Appointment Of Proxy

SCA (QLD) LIMITED
(incorporated under the *Corporations Act 2001*)

PROXY FORM

1. Your details

(Please print your name and address)

Name of Member/Representative: _____

ACN / ABN: _____

Address: _____

City: _____

State: _____

Postcode: _____

Telephone: _____

2. Appoints

Name: _____

(Please print name of proxy)

or failing the person so named, or if no person is named, the **Chairman of the Meeting** to vote in accordance with the following directions or, if no directions have been given, as the proxy or the Chairman sees fit at the (Annual) General Meeting of SCA (QLD) Limited to be held on *[insert date]* commencing at *[insert time]* and at any adjournment thereof.

3. Directions



4. Signature

5. Date

Annexure B Amendments to the Constitution

Clause	Current wording	Proposed wording	Reason for amendment
Amendments at Annual General Meeting 14 October 2014			
Cover page	Constitution SCA (QLD) Limited	Strata Community Australia (Qld) Limited	To reflect registered name of the organisation
1 - Name of Company	The name of the Company is SCA (QLD) Limited.	The name of the Company is Strata Community Australia (Qld) Limited .	To reflect registered name of the organisation
35.6 – Appointment of Board Appointed Directors	<p>(a) The Board can appoint up to two (2) Board Appointed Directors to the Board.</p> <p>(b) A Board Appointed Director shall be a person who will bring skills and experience to the Board to enable the Board to advance the Objects.</p> <p>(c) Board Appointed Directors can be, but need not be, Financial Voting Members.</p>	<p>(a) The Board can appoint up to two (2) Board Appointed Directors to the Board.</p> <p>(b) A Board Appointed Director shall be a person who will bring skills and experience to the Board to enable the Board to advance the Objects.</p> <p>(c) Board Appointed Directors can be, but need not be, Financial Voting Members.</p> <p>(c) The vacation of a board appointed Director is subject to clauses 37 and 38.</p>	Clarification on Board office vacancies and unexcused absence of Board Directors.
38 – Vacation of Office	<p>(a) Any Director may retire from office on giving written notice to the Company at the Office of his intention to retire and the resignation shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Company).</p> <p>(b) The office of a Director shall become vacant if the Director:</p> <p>(i) dies;</p> <p>(ii) being a Member Elected Director, is no longer a Financial Voting Member;</p> <p>(iii) becomes bankrupt or makes any arrangement or composition with creditors generally;</p> <p>(iv) becomes prohibited from being a director of a company by reason of any order made under the Act;</p> <p>(v) becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;</p> <p>(vi) resigns by notice in writing to the Company; or</p> <p>(vii) is absent without permission of the Board from meetings of the Board held for more than two (2) months.</p>	<p>(a) Any Director may retire from office on giving written notice to the Company at the Office of his intention to retire and the resignation shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Company).</p> <p>(b) The office of a Director shall become vacant if the Director:</p> <p>(i) resigns</p> <p>(ii) dies;</p> <p>(iii) being a Member Elected Director, is no longer a Financial Voting Member;</p> <p>(iv) becomes bankrupt or makes any arrangement or composition with creditors generally;</p> <p>(v) becomes prohibited from being a director of a company by reason of any order made under the Act;</p> <p>(vi) becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;</p> <p>(vii) resigns by notice in writing to the Company; or</p> <p>(viii) is absent without written permission of the Board from meetings of the Board held for more than two (2) months.</p> <p>(c) A Director intending to be absent from the Board shall apply to the Board in writing for leave of absence.</p>	Clarification on Board office vacancies and unexcused absence of Board Directors. Leave permission must be granted in writing. Resignation results in the director position being vacant.

Clause	Current wording	Proposed wording	Reason for amendment
Amendments at Annual General Meeting 20 October 2015			
Cover page	Constitution Strata Community Australia (Qld) Limited A Public Company Limited by Guarantee	Constitution Strata Community Australia (Qld) Limited A Public Company Limited by Guarantee ABN 151 638 819 27	To add Australian Business Number
4.1 Definitions	[N/a]	Executive Officer/General Manager means the Executive Officer/General Manager appointed by the Board in accordance with clause 53.	To add definition
4.1 Definitions	[N/a]	In writing or written notice means the document must be submitted to a valid company address by way of typed or handwritten posted letter or electronic mail.	To add definition
39 Powers of Directors	39 Powers of Directors The control, management and conduct of the Company shall be vested in the Board who shall exercise all such powers of the Company as are not by the Act or by this Constitution required to be exercised in any other manner.	39 Powers of Directors (a) The control, management and conduct of the Company shall be vested in the Board who shall exercise all such powers of the Company as are not by the Act or by this Constitution required to be exercised in any other manner. (b) A person who is not a Director does not have the right to inspect or copy any records or documents of the Company, except as provided by law, this Constitution or as authorised by the Board or by a resolution of the Members. (c) Subject to the Act, the Directors may determine whether and to what extent, and at what time and place and under what conditions, any records or documents of the Company shall be open to the inspection of Members (other than Directors). (d) The Company may enter into a contract with a Director, when the Director has ceased to be a Director, agreeing to provide continuing access for a specified period to records and documents of the Company which relate to the period during which the Director was a Director on such terms and conditions as the Company thinks fit.	To include a confidentiality of board records note
NEW INSERT: 40 Power to make by-laws	[N/a]	40 Power to make By-laws (a) The Board may from time to time make such By-Laws as are in its opinion necessary and desirable for the proper control, administration and management of the Association's affairs, operations, finances, interests, effects and property and may amend and repeal those By-Laws from time to time. (b) A By-Law must be subject to	To give the Board the power to make by-laws

		<p>this Constitution and must not be inconsistent with any provision contained in this Constitution.</p> <p>(c) When in force, a By-Law is binding on all Members and has the same effect as this Constitution.</p>	
<p>NEW INSERT: EXECUTIVE OFFICER/ GENERAL MANAGER 53 Appointment and Tenure</p>	[N/a]	<p>EXECUTIVE OFFICER/ GENERAL MANAGER</p> <p>53 Appointment and Tenure</p> <p>(a) The Directors may appoint a person to be the Executive Officer or General Manager for any period and on any terms as the Directors resolve.</p> <p>(b) The Directors may delegate any of their powers (including the power to delegate) to the Executive Officer or General Manager.</p> <p>(c) The Directors may revoke or vary:</p> <p style="padding-left: 20px;">(i) the appointment of the Executive Officer or General Manager; or</p> <p style="padding-left: 20px;">(ii) any power delegated to Executive Officer or General Manager.</p> <p>(d) The Executive Officer/ or General Manager must exercise the powers delegated to him or her in accordance with any directions of the Directors.</p> <p>(e) The exercise of a delegated power by the Executive Officer/General Manager is as effective as if the Directors exercised the power.</p> <p>(f) The Executive Officer/General Manager reports to the Chair or any nominated member of the board.</p>	<p>Insert official right for the board to appoint a EO/GM to delegate powers to</p>
[subsequently a numerical re-structure occurred, increasing each clause's numbering, following clause 40 by one from it's original order]			
Amendments at Annual General Meeting 26 October 2017			
Cover page	Constitution SCA (QLD) Limited	Strata Community Association (Qld) Limited	To adopt name of national organisation
1 – Name of Company	The name of the Company is SCA (QLD) Limited.	The name of the Company is Strata Community Association (Qld) Limited.	To adopt name of national organisation
Logo	<p>Current logo:</p> 	<p>New logo:</p> 	To adopt name of national organisation
Amendments at Annual General Meeting/General Meeting [insert date]			

4.1 - Definitions	Voting Members includes: (a) Strata Management Members; (b) Strata Services Members; (c) Strata Owner Members; and (d) Life Members.	Voting Members includes: (a) Strata Management Members; (b) Strata Services Members; and (d) Life Members.	To remove 'Strata Owner Members' from the classes of membership of the Company.
7.1 Classes of Membership	There shall be four three (34) classes of Membership: (a) Strata Management Members; (b) Strata Services Members; (c) Strata Owner Members; (d) Life Members; and any other classes of Members the Board may prescribe from time to time.	There shall be four three (34) classes of Membership: (a) Strata Management Members; (b) Strata Services Members; (c) Life Members; and (d) any other classes of Members the Board may prescribe from time to time.	To remove 'Strata Owner Members' from the classes of membership of the Company and fix the formatting.
Various	Fixing formatting in relation to the headings for clauses 55, 56, 57, 58, 59, 60, 61 and 62 (which had become letter reference instead of the number references they should be), adding page numbers for referencing and other minor formatting issues throughout.		

Amendments at Annual General Meeting 23 November 2023

Clause	Current Wording	Proposed Wording	Reason for Amendment
4.2 - Interpretation	Each gender includes the other genders.	Reference to one gender includes all genders.	To more appropriately reflect modern dialogue.
16 – Convening of General Meetings	A general meeting of the Company may be convened at one or two (2) venues using any technology that gives the Members a reasonable opportunity to participate in the meeting.	A general meeting of the Company may be convened at one or more venues, or wholly or partly online or virtually , using any technology that gives the Members a reasonable opportunity to participate in the meeting.	To provide for online and virtual Annual General Meetings.
17 – Notice of General Meeting	At least twenty one (21) days notice of any general meeting...	At least twenty one (21) calendar days notice of any general meeting...	To reflect modern meeting modalities.
17 – Notice of General Meeting	If the meeting is to be held in two or more places, the technology that will be used to facilitate the meeting; and	Any technology that will be used to facilitate the meeting; and	To reflect modern meeting modalities.
32 – Lodgement of Proxies	An instrument appointing: i. A proxy and the power of attorney or other authority (if any) under which it is signed or executed or a certified copy of that power or authority; or ii. An attorney to exercise a Financial Voting Member's voting rights at a general meeting or a certified copy of that power of attorney, Must be deposited at the Office or at such other place as is specified for that purpose in the	An instrument appointing: i. A proxy and the power of attorney or other authority (if any) under which it is executed or a certified copy of that power or authority; or ii. An attorney to exercise a Financial Member's voting rights at a general meeting or a certified copy of that power of attorney, Must be deposited at the Office or at such other place as is specified for that purpose in the	To place a hard time limit on the delivery of proxies and remove any ambiguity and/or discretionary powers.

	notice convening the general meeting not less than forty-eight (48) hours (or such shorter period as the Board may allow) before the time appointed for the holding of the meeting or adjourned meetings as the case may be at which the person named in the instrument proposes to vote. In the default, the instrument of proxy or the power of attorney will not be treated as valid.	notice convening the general meeting not less than forty-eight (48) hours before the time appointed for the holding of the meeting or adjourned meetings as the case may be at which the person named in the instrument proposes to vote. In default, the instrument of proxy or the power of attorney will not be treated as valid.	
NEW INSERT 34 – Rights of Proxies and Attorneys	N/A	A Financial Voting Member entitled to vote at a general meeting may vote by direct vote using electronic means where such an option is offered by the Board. A direct vote includes a vote delivered to the Company by any means approved by the Board, which may include postal or electronic means. The Board may prescribe By-Laws in relation to direct voting, including specifying the form, method and timing of giving a direct vote at a general meeting in order for the vote to be valid.	To allow for the Board to prescribe By-Laws in relation to the voting process.
35.4 – Nominations of Member Elected Directors	The Secretary will call for nominations from the Financial Voting Members for election as Member Elected Directors.	Prior to the annual general meeting, the Secretary will give notice of the number of Member Elected Director vacancies to be filled and call for nominations from the Financial Voting Members for election as Member Elected Directors.	To provide updated wording.
35.4 – Nominations of Member Elected Directors	Must be delivered to the Secretary at least twenty-eight (28) days before the date fixed for the holding of the annual general meeting at which the election is to take place.	Must be delivered to the Secretary by the prescribed time as notified to Financial Voting Members in the call for nominations.	To provide updated wording.
35.5 – Election of Member Elected Directors	<p>a) voting for the election of candidates as Member Elected Directors is to be held at the annual general meeting of the Company.</p> <p>b) If insufficient nominations are received to fill all vacancies of Member Elected Directors on the Board, the candidates nominated shall be deemed to be elected (effective</p>	<p>a) The Board may make By-Laws consistent with this constitution regarding the procedures for the conduct of elections and the process for the nomination of candidates for election as Member Elected Directors.</p> <p>b) The election of Member Elected Directors will be held prior to the annual general meeting in accordance with the</p>	To reflect 'best practice' in regard to Director elections.

	<p>from the date of the annual general meeting) and further nominations for the vacant positions shall be received at the annual general meeting.</p> <p>c) If insufficient further nominations are received as the annual general meeting, any vacant positions of Member Elected Directors remaining on the Board shall be deemed to be casual vacancies.</p> <p>d) If the number of nominations received is equal to the number of vacancies of Member Elected Directors to be filled, the persons nominated shall be deemed to be elected (effective from the date of the annual general meeting).</p> <p>e) If the number of nominations received for Member Elected Directors exceeds the number of vacancies to be filled, a ballot shall be held at the annual general meeting. The Board shall determine, in its discretion, how the ballot shall be conducted.</p>	<p>procedure set out in the By-Laws.</p> <p>c) Any unfilled positions for election as Member Elected Directors as a result of insufficient nominations are to be deemed as casual vacancies.</p> <p>d) If the number of nominations received is equal to the number of vacancies of Member Elected Directors to be filled, the persons nominated shall be deemed to be elected (effective from the date of the annual general meeting).</p> <p>e) If the number of nominations received for Member Elected Directors exceeds the number of vacancies to be filled, a ballot will be held prior to the annual general meeting, which may be an electronic ballot as determined by the Board.</p> <p>f) If a ballot is to be conducted:</p> <ul style="list-style-type: none"> i. The Board will appoint a returning officer who must not be a Director nor a candidate; and ii. Only Financial Voting Members are entitled to vote in the ballot. <p>g) Results of an election of Member Elected Directors are to be announced at the annual general meeting.</p>	
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