



## **STRATA COMMUNITY ASSOCIATION (VIC) INC.**

### **CONSTITUTION**

1. The name of the Association is “STRATA COMMUNITY ASSOCIATION (VIC) INC.” (hereinafter called “SCA (Vic)”).

#### **STATEMENT OF PURPOSES**

2. SCA (Vic) is a non-profit organisation established to provide representation at a state level for all persons and bodies having an interest in the management of owners corporations constituted under the Subdivision Act 1988, Owners Corporations Act 2006 or their equivalent (“owners corporations”).
  - (a) To provide an avenue for representation at a state level for members.
  - (b) To assist in establishing, monitoring and maintaining professional standards of practice (including standards of conduct) to apply to members of SCA (Vic) who are actively engaged in the management of owners corporations.
  - (c) To promote the highest standards of professionalism in owners corporation management.
  - (d) To contribute to community education on matters involving the management of owners corporations.
  - (e) To act as a political lobby group in all matters pertaining to the Owners Corporation Regulations.
  - (f) To promote professional development, training and education for members and potential members.
  - (g) To promote social inter-action amongst members.
  - (h) To promote better relations between managers and members of owners corporations.
  - (i) To do all such other things ancillary or consequential to any of the specific purposes for which SCA (Vic) was established.
  - (j) The assets and income of SCA (Vic) are to be applied solely to the achievement of these objectives and no portion will be distributed directly or indirectly to its members other than as compensation for services rendered or as reimbursement for costs incurred on behalf of SCA (Vic).

## INTERPRETATION

3. In this Constitution -

“the Act” means the Associations Incorporation Reform Act 2012, as amended.

All reference in these presents to masculine gender shall include the feminine Gender.

“Board” means the governing Board of SCA (Vic).

“Corporate Member” means a company, partnership, person or other trading entity admitted to membership of SCA (Vic) in the corporate member category.

“Practising Member” means an individual admitted to membership of SCA (Vic) in the practising member category.

“Personal Member” means an individual admitted as to membership of SCA (Vic) in the personal member category.

“Affiliate Member” means an individual admitted to membership of SCA (Vic) in the affiliate membership category.

“Honorary Member” means a personal member who, if in the opinion of the Board, has rendered long and/or meritorious services to SCA (Vic) during their period of membership.

“Advertising as a member” means publicly announcing or displaying, either orally or in writing, the relationship of the individual to SCA (Vic) as a member of any membership category.

“The Seal” means the common seal of SCA (Vic).

“Secretary” means any person appointed to perform the duties of a Secretary of SCA (Vic) and includes an Honorary Secretary.

“Special Resolution” is a resolution passed at a general meeting of SCA (Vic) by a vote of 75% of members represented at the meeting provided a quorum is achieved and at least 21 days notice of the motion has been provided.

“State” means the State of Victoria.

“Voting Member” means a member as provided in Section 5 and 8 hereof.

Expressions referring to writing shall unless the contrary intention appears be construed as including references to printing lithography photography and other modes of representing or reproducing works in a visible form.

Words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the acts as in force at the date at which this Constitution becomes binding on SCA (Vic).

## MEMBERSHIP

### 4. Classes of Membership

Membership of SCA (Vic) shall be divided into the following classes:

- (a) Honorary Member
- (b) Corporate Members
- (c) Practising Members
- (d) Provisional Members
- (e) Associate Members and Provisional Associate Members
- (f) Affiliate Members

### 5. Membership

All members shall comply with the "Code of Professional Conduct" and any other guideline or standard formally approved and adopted by SCA (Vic).

No person or group entity shall remain a member of SCA (Vic) if that person or any member or that group entity has been convicted of an indictable offence or is an undischarged bankrupt.

A person or group entity shall, subject to the provisions of this Constitution, be eligible for consideration for membership.

- (a) As an **Honorary Member** if in the opinion of the Board the member has rendered long and/or meritorious services to SCA (Vic) during their period of membership. Honorary Members shall be entitled to retain their Honorary Membership Certificate and to be granted such remission of annual subscription as the Board may from time to time approve.
- (b) **Corporate Membership** shall be available to any company, partnership, firm (whether a sole trader or otherwise) or trading entity practising in the business of strata or community corporation management accepted by the Board upon such conditions and fees as may from time to time be set pursuant to Clause 11 of this Constitution.

A Corporate Member must provide evidence of current Professional Indemnity Insurance cover to a level of cover decided by Board from time to time as a condition of making an application for membership or to renew annual membership.

Where a firm is granted membership as a Corporate Member, the principal of that firm, or one of its nominated senior executives, will be granted status as a Practising member, without further payment of membership fees, provided that such person fulfils all requirements for membership as an Practising Member.

- (c) As a **Practising Member** if that person is a principal or an employee of a Corporate Member and has:
  - (i) passed the course of instruction and examination in owners corporation management as prescribed by the Board; or
  - (ii) achieved practical experience in owners corporation management acceptable by the Board or has attained such other academic qualifications or achieved such practical experience in owners corporation management as shall from time to time be deemed to be acceptable by the Board.

Where SCA (Vic) enters into an understanding with the National Community Titles Institute or any other body recognised by the National Training Board as having the authority to determine qualifications, accreditation and competency standards for the owners corporation management industry, the qualifications for membership as a Practising Member will be those academic, professional or experiential standards established by such national organisation.

- (d) As a **Provisional Member** if in the opinion of the Board that person is actively involved in owners corporation management but is not eligible for membership under Sections (a), (b) or (c) of this Section.

Provisional members who consider they have met the conditions as set out in Rule 5. (c) may make application to the Board to become a Practising Member in such form as the Board may require.

- (e) As an **Associate Member** or **Provisional Associate Member** if that person has an association with owners corporations other than as a practising owners corporation manager.

1. Membership in the class of associate member or provisional associate member of SCA (Vic) may be granted to a company, partnership or firm (whether a sole trader or otherwise) or trading entity (the applicant) which is able to nominate one or more persons in their business who can satisfy the criteria set out in paragraph 2(b) below and are able to provide the supporting information and documentation set out in paragraph 3 below to represent them on SCA (Vic).
2. The applicant for membership must be able to:
  - (a) demonstrate to the satisfaction of the Board of SCA (Vic) an association with owners corporations other than as a practising owners corporation manager and that the business of the applicant is of benefit or relevance to the owners corporation industry; and
  - (b) nominate one or more persons in their business (who may be the applicant) who can:
    - (i) in the case of an application for associate membership demonstrate to the satisfaction of the Board of SCA (Vic) that a significant proportion of their work or business has for a continuous period of at least one year immediately prior to the application been of benefit or relevance to the owners corporation industry and has involved the provision of services to the owners corporation industry; or
    - (ii) in the case of an application for provisional associate membership demonstrate to the satisfaction of the Board of SCA (Vic) that a significant proportion of their work or business has immediately prior to the application been of benefit or relevance to the owners corporation industry and has involved the provision of services to the owners corporation industry.
3. Applications for membership or to nominate an additional or substitute person to represent a member on SCA (Vic) must be made on the approved form signed by the applicant, must address the requirements of paragraph 2 (a) above and paragraph 2 (b) (i) or (ii) above whichever is applicable, be accompanied by the appropriate application or nomination fee and be supported by:
  - (a) for the applicant in the case of an application for membership and each nominee two written references or testimonials from customers, clients or suppliers; and

- (b) certificates confirming that each nominee has satisfied the professional admission or trade requirements of their particular industry; and
  - (c) for each nominee proof of current accreditation to practise, work or conduct business in their particular industry; and
  - (d) for the applicant in the case of an application for membership and for each nominee (except where cover is the applicant's responsibility) proof of current professional indemnity or public liability cover; and
  - (e) any other required information or documentation.
- 4.1 An Associate Member or Provisional Associate member may nominate a substitute or additional person or persons in their business to represent them on SCA (Vic).
- 4.2 The person or persons nominated must satisfy the applicable requirements in paragraphs 2(b) and 3 above.
- 5.1 Associate membership will lapse if at any time an associate member ceases to have in their business at least one person who has been nominated under paragraph 2(b)(i) above and accepted by the Board of SCA (Vic).
- 5.2 If there remains in the business an associate member whose membership has lapsed pursuant to paragraph 5.1 above at least one person who has been nominated under paragraph 2 (b) (ii) above and accepted by the Board of SCA (Vic) their membership reverts to that of provisional associate member.
- 5.3 Provisional Associate membership will lapse if at any time a provisional associate member ceases to have at least one person in their business whose work or business is of benefit or relevance to the owners corporation industry and involves the provision of services to the owners corporation industry.
- (f) As a **Personal Member** if that person has:
- (i) passed the course of instruction and examination in owners corporation management as prescribed by the Board; or
  - (ii) achieved practical experience in owners corporation management acceptable by the Board or has attained such other academic qualifications or achieved such practical experience in owners corporation management as shall from time to time be deemed to be acceptable by the Board.

A Personal Member is not required to be an employee or principal of a Corporate Member.

- (g) As an **Affiliate Member** if that person is not employed as a practising owners corporation manager or employed by a company that is an associate member.

An Affiliate Member is not required to be an employee or principal of a Corporate Member.

## 6. Advertising as a member

Only Corporate, Practising and Associate Members are entitled to advertise their membership of SCA (Vic).

Provisional, Provisional Associate, Affiliate and Personal Members may not advertise themselves as practising Members of SCA (Vic).

7. Certificate of Membership

The Board may issue a Certificate of Membership to members indicating their class of membership.

The Certificate of Membership shall remain the property of SCA (Vic) and shall be returned to the Secretary on demand or upon cessation of membership.

8. Voting Rights

Provisional, Provisional Associate, Affiliate and Corporate Membership shall not carry the right of voting at any meeting of SCA (Vic).

### **APPLICATIONS FOR MEMBERSHIP**

9. Every application for membership shall be made in writing signed by the applicant and shall be in such form as the Board from time to time shall prescribe and shall be accompanied by the appropriate application fee as determined by the Board from time to time.
10. Membership applications will be circulated to members giving them thirty days to notify the Board of any matters relevant to an application. At the first opportunity after the expiration of thirty days the application will be considered by the Board which shall determine the admission or rejection of the applicant. In no case shall the Board be required to give any reason for the rejection of an applicant.

### **REGISTER OF MEMBERS**

11. The Secretary must keep and maintain a register of members containing:
- (a) the name and address of each member; and
  - (b) the date on which each member's name was entered in the register.

The register is available for inspection free of charge by any member upon request.

A member may make a copy of entries in the register.

### **ENTRANCE FEES AND SUBSCRIPTIONS**

12. Where an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of his acceptance and a request for payment of his first annual subscription.

Upon payment of his entrance fee and first annual subscription the applicant shall become a member of SCA (Vic) provided nevertheless that if such payment be not made within two calendar months after the date of the notice the Board may in its discretion cancel its acceptance of the applicant for membership of SCA (Vic).

13. An application fee and annual subscription payable by members of SCA (Vic) shall be such as SCA (Vic) in general meeting from time to time prescribe provided that until SCA (Vic) shall otherwise resolve the entrance fee and the annual subscription shall be set by the Board.

All membership subscriptions shall be payable in a manner as determined by Board from time to time.

14. The Board shall reserve the right to request renewal of membership by annual application which shall be conditional on the member satisfying Board that the conditions of membership contained in its Constitution have been met. The annual application for renewal of membership shall be in such a form as the Board from time to time shall prescribe.

### **CESSATION OF MEMBERSHIP**

15. If the subscription of a member shall remain unpaid for a period of four calendar months after it becomes due then the member may after notice of the default shall have been sent to him by the Secretary or Honorary Treasurer be debarred by resolution of the Board from the privileges of membership and his name may be removed by the Board from the Register of Members provided that the Board may reinstate the member and restore his name to the Register on payment of all arrears if the Board thinks fit to do so.
16. A member may at any time by giving notice in writing to the Secretary resign his membership of SCA (Vic) but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to SCA (Vic).
17. If any member shall wilfully refuse or neglect to comply with the provisions of the Constitution of SCA (Vic) or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interest of SCA (Vic) the Board shall have power by resolution to censure fine suspend or expel the member from SCA (Vic) and in the latter case to erase his name from the Register of members.

In considering disciplinary action the following procedures will be undertaken:

- (a) Board shall meet within 28 days of receiving a request for disciplinary action against a Member.
- (b) The accused will be provided an opportunity to present oral or written explanations of defence to a Board meeting considering the matter.
- (c) The accused may appeal a decision of Board which shall be heard by an extraordinary general meeting of SCA (Vic)'s members held with 28 days of the lodgement of an appeal. A vote to discipline or expel the accused must be carried in accordance with a Special Resolution with voting being conducted by secret ballot.

A decision of an extraordinary general meeting will be binding.

## **DISPUTE RESOLUTION**

18. The grievance procedure set out in this rule applies to disputes under these Rules between:

- (a) a member and another member; or
- (b) the member and the Association.

The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.

If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

The mediator must be:

- (a) a person chosen by agreement between the parties  
or
- (b) in the absence of agreement-
  - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
  - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre or Victoria (Department of Justice).

A member of the Association can be a mediator.

The mediator cannot be a member who is a party to the dispute.

The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard;  
and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

The mediator must not determine the dispute.

If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.



## **GENERAL MEETINGS**

19. The first general meeting shall be held at such time not being less than one month nor more than three months after in incorporation of SCA (Vic) and at such place as the Board may determine.
20. An annual general meeting of SCA (Vic) shall be held in each calendar year within six months of the end of SCA (Vic)'s fiscal year. All general meetings, other than the annual general meetings, shall be called extraordinary general meetings.
21. Any three members of the Board may whenever they think fit convene an extraordinary general meeting.
22. Fourteen days' notice of any General Meeting of Members at the least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place the day and the hour of any general meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from SCA (Vic).
23. For the purpose of the previous clause all business shall be special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting with the exception of the consideration of the accounts balance sheets and the report of the Board and Auditors the election of members of the Board in the place of those retiring and the appointment of the Auditors.

## **PROCEEDINGS AT GENERAL MEETINGS**

24. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided not less than half the voting member present in person shall be a quorum. For the purpose of this article "member" includes a person attending as a proxy
25. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of voting members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the voting members present shall be a quorum.
26. The President shall preside as Chairperson at every general meeting of SCA (Vic) or if there is no President or if not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Vice-President shall be the Chairperson or if the Vice-President is not present or is unwilling to act then the voting members present shall elect one of their number to be Chairperson of the meeting.
27. The Chairperson may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chairperson; or
- (b) by at least three voting members present in person or by proxy.

The demand for a poll may be withdrawn.

Unless a secret ballot is so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost an entry to that effect in the book containing the minutes of the proceedings of SCA (Vic) 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.

- 28. If a secret ballot is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith.
- 29. In the case of an equality of votes whether on a show of hands or on a secret ballot the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- 30. A voting member may vote in person or by proxy or by attorney and on a show of hands every person present not being a proxy who is a voting member attorney or other duly authorised representative of a voting member shall have one vote and on a poll every voting member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
- 31. A voting member may be represented by a person appointed under a power of attorney or may be represented by proxy which proxy must be another member of SCA (Vic) with an entitlement to vote.
- 32. No voting member shall be entitled to vote at any general meeting if his annual subscription is in arrears at the date of the meeting.
- 33. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A voting member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
- 34. A member entitled to exercise a vote at any meeting of SCA (Vic) may appoint, in writing, a proxy who may be any other member who is entitled to vote at that meeting.
- 36. An instrument appointing a proxy or a power of attorney or postal vote shall be lodged with the person presiding over the meeting prior to the commencement of the meeting. Where the proxy, power of attorney or postal vote is lodged at the registered office or postal address of SCA (Vic) it must be lodged not less than twenty four hours prior to the scheduled commencement of the meeting. In default the instrument of proxy shall not be treated as valid.

37. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the member or revocation of the instrument or of the authority under which the instrument is executed if no intimation in writing of such death unsoundness of mind or revocation as aforesaid has been received by SCA (Vic) at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

### **THE BOARD (INCLUDING OFFICE-BEARERS)**

38. The office-bearers of SCA (Vic) shall consist of a President, Vice-President, Immediate Past President and if there is not a remunerated Secretary, an Honorary Secretary, all of whom shall be voting members who from the 2011 annual general meeting hold the CPSM post nominal but not Associate members of SCA (Vic).
39. The Board shall consist of the office-bearers and five other voting members who from the 2011 annual general meeting hold the CPSM or ASM post nominal, only one of which may be an Associate member of SCA (Vic) all of whom shall be elected as herein provided.
40. Upon the election of a succeeding President the outgoing President shall assume the office of "Immediate Past President" and shall be considered an office bearer for the purposes of Rule 36 until the next Annual General Meeting.
41. Board membership, inclusive of Elected Officers, shall be restricted to no more than three representatives from any one firm or company including any associated person firm or company.

For the purpose of this article "Associated Firm or Company" is defined as any firm or company which has a financial interest in any other firm or company engaged in owners corporation management.

42. At the first general meeting of SCA (Vic) and at the annual general meeting of SCA (Vic) in each year thereafter:
- (a) The office-bearers, excepting the Immediate Past President, shall be appointed by the Board.
  - (b) Other members of the Board shall be elected from among the voting members.

Such office-bearers and other members of the Board shall hold office until the close of the annual general meeting of SCA (Vic) in the second year following the year of appointment when they shall retire but shall be eligible for re-election.

- 1. At each annual general meeting of SCA (Vic)  $\frac{1}{2}$  of the Board members for the time being or, if not divisible then the number nearest to but not exceeding  $\frac{1}{2}$ , retire from office.
  - a. The Board members to retire at an annual general meeting are those who have been longest in office since their election.
  - b. As between or among 2 or more Board members who became Board members on the same day, the Board member or members to retire are determined by lot unless they otherwise agree between or among themselves.

2. Unless otherwise determined by the Board, no person shall hold the office of President for more than three consecutive years.

43. The election of members of the Board shall take place in the following manner:

- (a) Any two voting members of SCA (Vic) shall be at liberty to nominate any other voting member who from the 2011 annual general meeting holds the CPSM or ASM post nominal to serve as a member of the Board.
- (b) The nomination which shall be in writing and signed by the voting member and his proposer and seconder shall be lodged with the Secretary at least fourteen days before the annual general meeting at which the election is to take place.
- (c) The candidates will be listed in alphabetical order and each voting member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- (d) Where an election is required the successful nominee will be determined by the preferential method of voting to ensure the election of the candidate obtaining majority support after the elimination of the less favoured candidates.
- (e) In case there shall not be sufficient number of candidates nominated the Board shall fill the remaining vacancy or vacancies.

The election of office-bearers of the Board shall take place in the following manner:

- (a) The election of the office bearers is held at the first Board meeting after the annual general meeting and in the order in which the positions are listed in Rule 38.
- (b) Where an election is required to an officer bearer position a secret ballot must be held among the candidates. The candidate receiving the greatest number of votes cast in his favour is declared elected to that position.
- (c) In the case of an equality of votes in respect of any position a further secret ballot must be held immediately but if there is still an equality of votes the successful candidate must be determined by lot.
- (d) If a Board member is elected to a position as office bearer then his nomination, if any, for any other position must be withdrawn before the election is held in respect of the other position or positions.
- (e) Subject to this Rule a secret ballot is conducted in the manner in which the Board members determine.

44. SCA (Vic) may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of office-bearers or other members of the Board.

45. The Board shall have power at any time and from time to time to appoint any person to the Board either to fill a casual vacancy or as an addition to the existing office-bearers or other members of the Board but so that the total number of office-bearers or other members of the Board shall not at any time exceed the number fixed in accordance with this Constitution. Any office-bearer or other member of the Board so appointed shall hold office only until the following annual general meeting.

46. (a) SCA (Vic) may by ordinary resolution remove any office-bearer or other Member of the Board before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead;
- (b) The Board may by ordinary resolution remove any office-bearer of the Board before the expiration of his period of office and may by an ordinary resolution appoint another person in his stead;

the person so appointed shall hold office only until the next following annual general meeting.

47. The office of a member of the Board shall become vacant if the member:
- (a) ceases to be a member of SCA (Vic);
  - (b) becomes prohibited from being a director of a company by reason of any order made under the Companies Code;
  - (c) becomes prohibited by virtue of Article 39.
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (e) resigns his office by notice in writing to SCA (Vic);
  - (f) is absent without permission of the Board from three consecutive meetings of the Board;
  - (g) holds any office of profit within SCA (Vic);
  - (h) unless he fails to declare his interest and has exercised a vote on a matter directly or indirectly beneficial to his own interests;
  - (i) is convicted of a criminal offence.

### **POWERS AND DUTIES OF THE BOARD**

48. The business of SCA (Vic) shall be managed by the Board who may pay all expenses incurred in promoting and registering SCA (Vic) and may exercise all such powers of SCA (Vic) as are not by the Act or by these regulations required to be exercised by SCA (Vic) in general meeting subject nevertheless to any of these regulations to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by SCA (Vic) in general meeting; provided that any rule regulation or by-law of SCA (Vic) made by the Board may be disallowed by SCA (Vic) in general meeting and provided further that no resolution of or regulation made by SCA (Vic) in general meeting shall invalidate any prior act of the Board which would have been valid if that resolution of regulation had not been passed or made.
49. Board members must respect the confidentiality of information emanating from discussions at Board meetings. Failure to comply with the terms of this section will be dealt with under the provisions of Section 17 of this Constitution.
50. The Board may exercise all the powers of SCA (Vic) to borrow money and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt liability or obligation of SCA (Vic).
51. The Board may impose a levy or levies from time to time on the members of SCA (Vic) for the purpose of carrying out any of the objects of SCA (Vic) and attach such conditions as it sees fit to payment of such levy or levies.

52. All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for money paid to SCA (Vic) shall be signed drawn accepted endorsed or otherwise executed as the case may be by any two members of the Board or in such other manner as the Board may from time to time determine.
53. The Board shall ensure that minutes are made:
- (a) of all appointments of officers and servants;
  - (b) of names of members of the Board present at all meetings of SCA (Vic) and of the Board; and
  - (c) of all proceedings at all meetings of SCA (Vic) and of the Board.

Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

### **PROCEEDINGS OF THE BOARD**

54. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The Secretary will convene meetings of Board in accordance with a direction from Board meetings, upon instruction from the President or upon the request of at least two members of the Board.
55. Subject to these regulations questions arising at any meeting of the Board shall be decided by a majority of votes and determination by a majority of the members of the Board shall for all purposes be deemed a determination of the Board. In case of an equality of votes the Chairperson of the meeting shall have a second or casting vote.
56. A member of the Board shall not vote in respect of any contract or proposed contract with SCA (Vic) in which he is interested or any matter arising therefrom and if he does so vote his vote shall not be counted.
57. The quorum necessary for the transaction of the business of the Board shall be three or such greater number as may be fixed by the Board.
58. The continuing members of the Board may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the number fixed by or pursuant to these regulations as the necessary quorum of the Board the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of SCA (Vic) but for no other purpose.
59. The President shall preside as Chairperson at every meeting of the Board or if there is no President or if any meeting he is not present within fifteen minutes after the time appointed for holding the meeting the Vice-President shall be Chairperson of if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.
60. The Board may delegate any of its powers and or functions to one or more sub-committees consisting of not less than two members of Board and may in addition include an employee or employees of SCA (Vic). Any sub-committee so formed shall conform to any regulations that may be imposed by the Board and subject thereto the members of the Board shall have power to co-opt any member or members of SCA (Vic) and all members of such a sub-committee shall have one vote.



61. The Board may appoint one or more sub-committees consisting of such member or members of the Board as the Board thinks fit. Such sub-committees shall act in an advisory capacity only. They shall confirm to any regulations that may be imposed by the Board and subject thereto shall have power to co-opt any member or members of SCA (Vic) and all members of such sub-committees shall have one vote.
62. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairperson shall have a second or casting vote.
63. All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid or that the members of the Board or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
64. A resolution in writing signed by all the members of the Board in Victoria for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members of the Board.

### **SECRETARY**

65. The Secretary shall be appointed by the Board for such term at such remuneration and upon such conditions as it thinks fit; and any Secretary so appointed may be removed by it. Nothing herein shall prevent the Board from appointing a voting member of SCA (Vic) as Honorary Secretary and any member so appointed shall forthwith become an office-bearer of SCA (Vic) and if not already a member of the Board will become an ex-officio member of the Board.
66. Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

### **SEAL**

67. SCA (Vic) shall have a Common Seal and the Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a sub-committee of members of the Board authorised by the Board in that behalf and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be counter signed by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

## **ACCOUNTS**

68. The Treasurer of the Association must:
- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.

The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

69. The Board shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon provided however that the Board may cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to date not more than six months before the date of the meeting.
70. The Board shall from time to time determine at which times and places under what conditions or regulations the accounting and other records of SCA (Vic) shall be open to the inspection of members not being members of the Board and no member (not being a member of the Board) shall have any right of inspecting any account or book or paper of SCA (Vic) except as conferred by statute or authorised by the Board or by SCA (Vic) in general meeting.

## **AUDIT**

71. Subject to any contrary requirements of the Associations Incorporation Reform Act 2012

as amended from time to time, a resolution of the Members voting at the Annual General Meeting may appoint an auditor or auditors who shall be either:

- (i) A registered Company Auditor
- (ii) A firm of registered Company Auditors
- (iii) A panel of three Members who shall not be members of the Board

The audit will be undertaken in accordance with terms agreed by resolution of the Members voting at the Annual General Meeting.



## **NOTICES**

72. Any notice required by law or by under this Constitution to be given to any voting member shall be given either personally, by electronic transmission, by facsimile transmission or by sending it by post to him at his registered address or (if he has no registered address within the State) to the address if any within the State supplied by him to SCA (Vic) for the giving of notices to him. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing preparing and posting a letter containing the notice and to have been effected in the case of a notice of a meeting on the day after the date of its posting and in any other cause at the time at which the letter would be delivered in the ordinary course of post.
1. Notice of every general meeting shall be given in any manner herein before authorised to:
    - (a) every member except those members who (having no registered address within the State) have not supplied to SCA (Vic) an address within the State for the giving of notices to them; and
    - (b) the auditor or auditors for the time being of SCA (Vic).
  2. No other person shall be entitled to receive notices of general meetings.

## **WINDING UP**

73. In the event of SCA (Vic) being dissolved, the funds and assets remaining after the satisfaction of all of all debts and liabilities, shall be paid and applied by the Board in accordance with their powers to any fund, institution or authority which is a non-profit organisation.

## **INDEMNITY**

74. Every member of the Board auditor secretary and other officer for the time being of SCA (Vic) shall be indemnified out of the assets of SCA (Vic) against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings whether civil or criminal in which judgement is given in his favour or in which he is acquitted or in any action in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.

## **ALTERATION OF THE RULES**

75. This Constitution and the Statement of Purposes must not be altered except in accordance with the Act.
76. This Constitution may be amended by 75% majority of members represented at a general meeting of members of which not less than 21 days notice shall have been given of the meeting and of the proposed changes.